

TERRA VENTURES INC.

FINANCIAL STATEMENTS

For the nine months ended November 30, 2007

(Prepared without audit)

NOTICE OF NO AUDITOR REVIEW OF

INTERIM FINANCIAL STATEMENTS

The accompanying unaudited interim financial statements of the Company have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these financial statements in accordance with standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

TERRA VENTURES INC.
BALANCE SHEETS

	November 30, 2007 <u>(unaudited)</u>	February 28, 2007 (audited)
<u>ASSETS</u>		
Current		
Cash and cash equivalents – Note 3	\$ 9,291,194	\$ 2,920,586
GST and other receivables	276,108	45,984
	9,567,302	2,966,570
Advances on resource property costs	16,600	-
Resource properties – Schedule 1, Notes 4, 6 and 10	9,876,384	7,851,473
Equipment (net of accumulated depreciation of \$167)	4,833	-
Deposits in trust	13,670	-
	\$ 19,478,789	\$ 10,818,043

LIABILITIES

Current		
Accounts payable and accrued liabilities – Note 8	\$ 1,129,197	\$ 74,205
Loans payable – Note 5	-	257
	1,129,197	74,462
Future income tax liability – Note 9	-	157,000
	1,129,197	231,462

SHAREHOLDERS' EQUITY

Share capital – Notes 6 and 10	27,267,728	12,925,827
Contributed surplus (Note 8)	3,030,660	1,012,000
Deficit	(11,948,796)	(3,351,246)
	18,349,592	10,586,581
	\$ 19,478,789	\$ 10,818,043

Commitments – Notes 4 and 6

APPROVED BY THE DIRECTORS:

<u>“Gunther Roehlig”</u> Gunther Roehlig	Director	<u>“Robert McMorran”</u> Robert McMorran	Director
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SEE ACCOMPANYING NOTES

TERRA VENTURES INC.
STATEMENTS OF OPERATIONS AND DEFICIT
(prepared without audit)

	Three months ended Nov. 30,		Nine months ended Nov. 30,	
	2007	2006	2007	2006
Expenses				
Bank charges and interest	\$ 719	\$ 52	\$ 3,034	\$ 153
Consulting fees – Note 8	23,738	(250)	158,292	7,500
Depreciation	167	-	167	-
Investor relations – Note 8	53,173	427	282,414	1,223
Legal and accounting fees – Note 8	7,766	33,632	155,985	50,432
Management fees – Note 8	45,000	-	117,500	15,000
Office expenses and miscellaneous – Note 8	(855)	12,357	59,486	12,357
Rent – Note 8	22,920	2,500	43,670	5,500
Stock-based compensation – Note 6	25,787	-	1,430,660	-
Tradeshaw and marketing	15,697	-	446,922	-
Transfer agent, exchange listing and filing fees	3,352	35,580	69,953	42,608
Travel and accommodation	59,866	-	124,759	1,341
Total expenses	257,330	84,298	2,892,842	136,114
Loss before other items	(257,330)	(84,298)	(2,892,842)	(136,114)
Other items:				
Interest income	126,355	-	229,487	-
Resource property write-off	(6,091,195)	-	(6,091,195)	-
Future income tax recovery – Note 9	-	-	157,000	-
Net loss for the period	(6,222,170)	(84,298)	(8,597,550)	(136,114)
Deficit, beginning of the period	(5,726,626)	(2,553,136)	(3,351,246)	(2,501,320)
Deficit, end of the period	\$(11,948,796)	\$ (2,637,434)	\$(11,948,796)	\$ (2,637,434)
Basic and diluted (loss) income per share	\$ (0.16)	\$ (0.01)	\$ (0.22)	\$ (0.01)
Weighted average number of shares outstanding	40,046,226	10,846,256	38,447,041	10,699,203

SEE ACCOMPANYING NOTES

TERRA VENTURES INC.
STATEMENTS OF CASH FLOWS
(prepared without audit)

	Three months ended Nov. 30,		Nine months ended Nov. 30,	
	2007	2006	2007	2006
Operating Activities				
Net income (loss) for the period	\$ (6,222,170)	\$ (84,298)	\$ (8,597,550)	\$ (136,114)
Items not affecting cash				
Depreciation	167	-	167	-
Stock-based compensation	25,787	-	1,430,660	-
Resource property write-off	6,091,195	-	6,091,195	-
Future income tax recovery	-	-	(157,000)	-
	(105,021)	(84,298)	(1,232,528)	(136,114)
Changes in non-cash working capital items:				
GST and other receivables	(100,670)	(3,662)	(230,124)	(5,644)
Prepaid expenses	-	-	-	-
Accounts payable and accrued liabilities	205,593	17,009	203,320	34,281
Cash used in operating activities	(98)	(70,951)	(1,259,332)	(107,447)
Investing Activities				
Acquisition of resource properties	-	-	(2,486,737)	-
Deferred exploration expenditures	(299,623)	-	(1,401,397)	-
Advances on resource property costs	(16,600)	-	(16,600)	-
Equipment	(5,000)	-	(5,000)	-
Deposits in trust	(13,670)	-	(13,670)	-
Cash used in investing activities	(334,893)	-	(3,923,404)	-
Financing Activities				
Related party advances	-	4,990	-	27,490
Deferred financing charges	-	(10,000)	-	(10,000)
Loans payable	(257)	-	(257)	-
Issuance of common shares, net	3,474	87,500	11,553,601	87,500
Cash provided by financing activities	3,217	82,490	11,553,344	104,990
Increase in cash during the period	(331,774)	11,539	6,370,608	(2,487)
Cash and cash equivalents, beginning of the period	9,622,968	9,337	2,920,586	23,363
Cash and cash equivalents, end of the period	\$ 9,291,194	\$ 20,876	\$ 9,291,194	\$ 20,876
Supplemental disclosure of cash flow information:				
Cash paid for:				
Interest	\$ -	\$ -	\$ -	\$ -
Income taxes	\$ -	\$ -	\$ -	\$ -

SEE ACCOMPANYING NOTES

TERRA VENTURES INC.
SCHEDULE OF RESOURCE PROPERTIES
Nine months ended November 30, 2007
(prepared without audit)

Schedule 1

	Canada			USA	<u>Total</u>
	Carswell Lake	Lac Kachiwiss	Production Interests	Grand County	
Balance, February 28, 2007	\$ 4,851,473	\$ -	\$ 3,000,000	\$ -	\$ 7,851,473
Deferred exploration costs					
Access roads	-	16,232	-	-	16,232
Consultants – Airborne Geophysical	1,062,180	-	-	-	1,062,180
Consultants – Geophysical	46,608	-	-	-	46,608
Consultants – Geological Reports	(9,863)	16,285	-	-	6,422
Consultants – Geological	438	18,610	-	-	19,048
Consultants – General	-	-	-	2,056	2,056
General field labour	-	1,750	-	-	1,750
Drilling	-	915,149	-	-	915,149
Helicopters	-	6,752	-	-	6,752
Equipment rental	-	150	-	-	150
Field office	-	5,548	-	-	5,548
Freight	-	246	-	-	246
Maps and data compilation	3,612	-	-	-	3,612
Travel and accommodation	-	2,174	-	-	2,174
Property filings/assessment/fees	136,747	-	-	27,531	164,278
Licenses/permits & fees	-	125	-	739	864
	-	-	-	-	-
	1,239,722	983,021	-	30,326	2,253,069
Acquisition costs					
Cash	-	-	2,369,000	117,737	2,486,737
Shares	-	3,264,300	-	112,000	3,376,300
	-	3,264,300	2,369,000	229,737	5,863,037
Resource property written off (Note 4)	(6,091,195)	-	-	-	(6,091,195)
Balance, November 30, 2007	\$ -	\$ 4,247,321	\$ 5,369,000	\$ 260,063	\$ 9,876,384

SEE ACCOMPANYING NOTES

TERRA VENTURES INC.
NOTES TO THE FINANCIAL STATEMENTS
Nine months ended November 30, 2007
(prepared without audit)

Note 1 Nature of Operations

Terra Ventures Inc. (the “Company”) is a public company listed on the TSX Venture Exchange and is in the business of acquiring, exploring and evaluating mineral resource properties and interests, and either joint venturing or developing these properties and interests further or disposing of them when the evaluation is completed. At November 30, 2007, the Company was in the exploration stage and had interests in properties located in Canada and the United States.

The recoverability of amounts shown for resource properties is dependent upon the discovery of economically recoverable reserves, confirmation of the Company’s interest in the underlying mineral claims, the ability of the Company to obtain financing to complete their development, and future profitable production or disposition thereof.

Note 2 Summary of Significant Accounting Policies

These unaudited interim financial statements have been prepared by the Company in accordance with Canadian generally accepted accounting principles, following accounting policies consistent with the Company’s audited financial statements and notes thereto for the year ended February 28, 2007, with certain additions, as follows. These financial statements do not include all the disclosures required by generally accepted accounting principles and should be read in conjunction with the most recent audited financial statements of the Company.

Adoption of New Accounting Policy

On September 1, 2007, the Company adopted a new accounting policy with respect to the following:

Equipment and Depreciation

The Company records its acquisition of equipment at cost. Depreciation is charged to operations on a declining balance basis at the following annual rate:

Furniture and fixtures	20%
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Adoption of New Accounting Standards

On March 1, 2007, the Company adopted two new accounting standards issued by the Canadian Institute of Chartered Accountants (“CICA”); Section 3855, “Financial instruments – recognition and measurement”; and Section 1530, “Comprehensive income”. These standards were adopted on a prospective basis and as such, prior periods have not been restated.

a) Financial instruments – recognition and measurement

CICA Handbook Section 3855 requires that all financial assets, except those classified as held to maturity and derivative financial instruments, must be measured at fair value. All financial liabilities must be measured at fair value when they are classified as held for trading; otherwise, they are measured at cost. The Company’s financial statements have not been impacted by this policy to date.

b) Comprehensive income

Under CICA Handbook Section 1530, comprehensive income is the change in the Company's net assets that results from transactions, events and circumstances from sources other than the Company's shareholders and includes items that would not normally be included in the statement of operations such as unrealized gains or losses from available for sale securities which are not included in computing net income (loss) until realized. The Company does not currently have any assets or liabilities that are subject to this accounting treatment.

Note 3 Cash and Cash Equivalents

Included in cash and cash equivalents at November 30, 2007, are \$3,001,000 of redeemable term deposits which bear interest at prime less 2.1% per annum and mature on December 31, 2007. In addition, the Company holds \$5,827,069 of bankers' acceptances that bear interest at 4.53% per annum, maturing January 25, 2008.

Note 4 Resource Properties – Schedule 1 and Note 6

Title to mineral properties involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyancing history characteristic of many mineral properties.

The Company has investigated title to all of its mineral properties and, to the best of its knowledge, titles to all of its properties are in good standing. Described below are commitments with respect to various properties the Company has acquired or has acquired ownership rights to as at November 30, 2007.

a) Carswell Lake Uranium Property, Saskatchewan

By a Sale and Purchase Agreement ("the S&P Agreement") dated April 25, 2006, the Company acquired a 100% interest in 44 mineral dispositions and two claim units known as the Carswell Lake Uranium Property located in the Athabasca Basin of northern Saskatchewan. Pursuant to the terms of the S&P Agreement the Company paid the property vendors \$1,000,000 cash and issued 2,500,000 common shares of the Company. In addition, the vendors were granted a 2% net smelter return and a 2% gross overriding royalty.

A finder's fee of 190,000 common shares was paid by the Company in connection with the property acquisition.

Subsequent to October 31, 2007, (Note 12) based on the exploration results to date, the carrying costs of the property and other matters, the Company determined to return the claims to the vendor and accordingly the deferred resource property costs associated with the property were written-off of the Company's accounts.

b) Titan Production Carried Interest, Saskatchewan

By agreement dated January 12, 2007, between the Company and certain arms-length vendors ("the Vendors") ("the Titan Agreement"), the Company purchased the Vendors' 10% production carried interest ("the Titan Production Interest") in 34 claims held by Titan Uranium Inc. ("Titan") comprising 310,158 acres in seven separate projects located in the southwestern and northeastern parts of the Athabasca Basin, Saskatchewan.

Note 4 Resource Properties – Schedule 1 and Note 6 – (cont'd)

c) Titan Production Carried Interest, Saskatchewan – (cont'd)

As consideration for acquiring the Titan Production interest, the Company issued 2,000,000 of its common shares to the Vendors. The Titan Production Interest remains in effect until the commencement of commercial production by Titan on one or more of the claims. At the time of commencement of commercial production, Titan is entitled to recover 10% of the aggregate expenditures incurred after February 5, 2007, with respect to putting the respective claim(s) into production. The cost recovery to Titan is to be paid from a portion of the production profits otherwise due to the Company.

d) Lac Kachiwiss Property, Quebec

By agreement dated March 01, 2007, (“the Lac Kachiwiss Agreement”) the Company acquired the Lac Kachiwiss Uranium Property located near Sept-Iles, Quebec. The Company acquired a 100% interest in the property by issuing to the vendor 2,000,000 of its common shares.

The Lac Kachiwiss Agreement also provides that the vendor will retain a 0.5% Net Smelter Royalty (“NSR”) on any revenues generated from ore mined from the property. The Company has the right at any time until the day of commencement of commercial production to purchase back one-half (0.25%) of the NSR for \$1,000,000.

The Company issued 106,000 of its common shares as a finder’s fee payment in connection with this transaction.

e) Hathor Production Carried Interest, Saskatchewan

By agreement dated March 30, 2007, the Company acquired from an arms-length third party an 8% carried working interest (“the Hathor Production Interest”) in 7 claims comprising 56,360 acres in two separate projects located in the Athabasca Basin, Saskatchewan, of which 90% of the remaining 92% interest is held by a subsidiary of Hathor Exploration Ltd. The Hathor Production Interest remains in effect until the completion of a feasibility study on one or more of the claims. Thereafter, the Company is responsible for its pro-rata share of all costs to put the property into commercial production. Consideration paid by the Company for such interest was \$2,300,000. A finder’s fee of \$69,000 was also paid.

f) Grand County Property, Utah, USA

By agreement dated June 18, 2007, the Company acquired a 100% interest in 208 unpatented Federal lode mining claims and one State lease, in four separate blocks, totalling 4,720 acres in Grand County, Utah. In order to vest its interest in the property the Company must make cash payments aggregating US\$450,000 (US\$75,000 paid) and issue an aggregate of 200,000 common shares (100,000 issued) over a period of five years. In addition the vendor has retained a 3% NSR which the Company may purchase for US\$2,000,000.

The Company agreed to pay a finder’s fee of 60,000 common shares in connection with this transaction. Of this amount, 20,000 shares were issued during the six-month period ended August 31, 2007, at an ascribed value of \$1.00 per share and a further 40,000 common shares will be issued pending regulatory approval.

Note 5 Loans Payable

	<u>November 30,</u> <u>2007</u>	<u>February 28,</u> <u>2007</u>
Loans payable, unsecured, non-interest bearing, due on demand.	<u>\$ -</u>	<u>\$ 257</u>

Note 6 Share Capital

a) Authorized:

Unlimited common shares without par value.

b) Issued:

	<u>Number</u>	<u>Amount</u>
Balance, February 28, 2007	26,620,226	\$ 12,925,827
Issued during the period		
For cash		
Pursuant to private placements	11,100,000	12,450,000
Less:		
Issue costs - cash and other	-	(1,484,399)
- shares	100,000	-
Pursuant to resource property agreements	2,226,000	3,376,300
<u>Balance, November 30, 2007</u>	<u>40,046,226</u>	<u>\$ 27,267,728</u>

c) Financings:

In April 2007 the Company completed a brokered private placement of 1,600,000 flow-through shares at \$1.25 per share plus 9,500,000 units at \$1.10 per unit for aggregate gross proceeds of \$12,450,000. Each unit consists of one common share and one-half of one transferable common share purchase warrant. Each whole warrant entitles the holder to purchase one additional common share of the Company on or before October 3, 2008 at an exercise price of \$1.40 per share.

In the event that the Company's common shares trade at a closing price on the TSX Venture Exchange of greater than \$2.25 per share for a period of 20 consecutive trading days at any time after August 4, 2007, the Company may accelerate the expiry date of the warrants by giving notice to the holders and in such case the warrants will expire on the 30th day after the date on which such notice is given by the Company.

The agents were paid a cash commission of \$809,250, and were granted agent warrants exercisable for 666,000 shares of the Company at a price of \$1.10 per share on or before October 3, 2008. With respect to the agent warrants issued, the fair value of these warrants (\$588,000) as determined by an option pricing model was charged to share issue costs and credited to contributed surplus. In addition, a finder's fee of \$60,000 and 100,000 commons shares was paid, and legal and other issue costs of \$27,149 were incurred.

Note 6 Share Capital – (cont'd)

d) Escrow Shares

At November 30, 2007, 370,009 (February 28, 2007: 370,009) common shares are held in escrow by the Company's transfer agent. The Company has applied to have the escrow shares cancelled.

e) Commitments:

i) Stock-based Compensation Plan

The Company has established a stock option plan in accordance with the policies of the TSX-V under which it is authorized to grant share purchase options up to 10% of its outstanding shares. The exercise price of options granted equals the market price of the Company's stock on the date of the grant. Unless otherwise stated, the options vest when granted. The options are for a maximum term of five years.

A summary of the status of the stock option plan as of November 30, 2007, and changes during the nine-month period then ended is presented below. The Company did not have a stock option plan in place for the comparable period in 2006 and accordingly there is no comparative information.

	<u>Number of Options</u>	<u>Weighted Average Exercise Price</u>
Outstanding, February 28, 2007	2,000,000	\$1.10
Granted	1,435,000	\$1.39
Exercised	-	\$ -
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Outstanding, November 30, 2007	3,435,000	\$1.22
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Exercisable, November 30, 2007	3,347,500	\$1.35
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At November 30, 2007, 3,435,000 share purchase options were outstanding entitling the holder thereof to acquire one share for each option held as follows:

<u>Number of Options</u>	<u>Exercise Price</u>	<u>Expiry Date</u>
1,000,000	\$1.00	December 14, 2011
1,000,000	\$1.25	January 05, 2012
235,000	\$1.35	March 5, 2012
<u>1,200,000</u>	\$1.40	April 12, 2012
<u><u>3,435,000</u></u>		

Note 6 Share Capital – (cont'd)

e) Commitments:

ii) Warrants

The weighted fair value of share purchase options granted during the nine-month period ended November 30, 2007 of \$0.52 per option was estimated using the Black-Scholes option valuation model with the following assumptions:

Average risk-free interest rate	3.95-4.11%
Expected life	5 years
Expected volatility	92.1-92.2%
Expected dividends	Nil

A summary of the changes in warrants outstanding during the nine-month period ended November 30, 2007, is presented below.

	Number of Shares issuable Pursuant to <u>Warrants</u>	Weighted Average Exercise <u>Price</u>
Balance, February 28, 2007	1,281,250	\$1.20
Issued	5,416,000	\$1.36
Exercised	-	\$ -
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Balance, November 30, 2007	6,697,250	\$1.33

At November 30, 2007, the following share purchase warrants were outstanding entitling the holder thereof the right to purchase one common share for each warrant held:

<u>Number</u>	<u>Exercise Price</u>	<u>Expiry Date</u>
1,281,250	\$1.20	December 28, 2008
4,750,000	\$1.40	October 8, 2008
<u>666,000</u>	\$1.10	October 8, 2008
<u><u>6,697,250</u></u>		

Note 7 Contributed Surplus

The following table reconciles the Company's contributed surplus:

Balance, February 28, 2007	\$ 1,012,000
Options grant (Note 6(e))	1,430,660
Agents warrants (Note 6(c))	588,000
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Balance, November 30, 2007	\$ 3,030,660

Note 8 Related Party Transactions

The Company incurred the following charges with directors, officers and former directors of the Company:

	Nine months ended November 30,	
	2007	2006
Accounting fees	\$ 27,734	\$ 4,000
Consulting fees	9,250	7,500
Management fees	117,500	15,000
Rent	16,000	-
Investor relations	94,720	-
Website	22,040	-
	<u>\$ 287,244</u>	<u>\$ 25,500</u>

These charges were measured by the exchange amount which is the amount agreed upon by the transacting parties.

At November 30, 2007 accounts payable included \$9,087 (February 28, 2007: \$33,182) due to current or former directors and officers of the Company or companies controlled by such individuals for consulting and management fees payable, and for reimbursement of expenses incurred on the Company's behalf.

Note 9 Future Income Tax Liability

Significant components of the Company's future tax assets and liabilities, after applying enacted corporate income tax rates, are as follows:

	November 30, 2007	February 28, 2007
Future income tax assets		
Non-capital tax losses carried forward	\$ 850,000	\$ 440,000
Permanent differences	134,000	126,000
	<u>984,000</u>	<u>566,000</u>
Future income tax liabilities		
Resource pools net of flow-through share renunciations	(723,000)	(723,000)
	<u>261,000</u>	<u>(157,000)</u>
Less: valuation allowance for future income tax assets	(261,000)	-
	<u>\$ -</u>	<u>\$ (157,000)</u>

Note 9 Future Income Tax Liability - (cont'd)

During the year ended February 28, 2007, the Company renounced \$2,113,000 of Canadian exploration expenditures to subscribers of a flow-through share offering. As a result of this renunciation, the Company is not entitled to deduct these expenses for tax purposes. Further, the Company is committed to incurring qualifying expenditures in the amount of \$2,113,000 on or before December 31, 2007 with respect to these flow-through share subscriptions. As at November 30, 2007, the Company has incurred such expenditures and does not have any further obligation in this matter.

During the nine months ended November 30, 2007, the Company issued an additional \$2,000,000 of flow-through shares (Note 6). Pursuant to the Company's accounting policy for such, the tax impact of this share issuance on the Company's accounts will be recorded when the Company renounces the corresponding Canadian exploration expenditures to the subscribers of the flow-through share offering, likely in February 2008. The Company is committed to incurring qualifying expenditures in the amount of \$2,000,000 on or before December 31, 2008 with respect to these flow-through share subscriptions. To date no qualifying expenditures have been incurred.

As at November 30, 2007, the Company's future income tax assets exceed its liabilities and as such the Company, pursuant to its policy for accounting for flow-through shares, has reduced to \$nil the amount of future income tax liability from the balance (\$157,000) that existed at February 28, 2007. This offsetting entry has been recorded in the statement of operations as future income tax recovery.

Note 10 Non-cash Transactions

Investing and financing activities that do not have a direct impact on current cash flows are excluded from the statements of cash flow. During the nine months ended November 30, 2007, the following transactions were excluded from the statements of cash flows:

- the Company issued 2,226,000 common shares at an average of \$1.52 per share totalling \$3,264,300 pursuant to resource property agreements and finder's fee agreements;
- the Company issued 666,000 agent warrants at an ascribed value of \$588,000 in connection with a private placement financing. The cost of the warrants was recorded against share capital issue costs and credited to contributed surplus; and
- the Company issued 100,000 common shares at \$1.10 per share as a finder's fee in connection with a private placement financing. The cost of the fee was charged to share capital issue costs.

Note 11 Segmented Information

The Company operates in one segment – the acquisition, exploration and development of uranium properties. As at November 30, 2007, all the operations and assets of the Company were located in Canada save for the Grand County Property, located in Utah, USA.

Note 12 Subsequent Event

Subsequent to October 31, 2007, based on the exploration results to date, the carrying costs of the property and other matters, the Company determined to return the Carswell Lake Uranium Property to the vendor and accordingly the deferred resource property costs associated with the property were written-off of the Company's accounts.