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**ACREX VENTURES LTD.  
(AN EXPLORATION STAGE COMPANY)**

**FINANCIAL STATEMENTS  
FOR THE SIX MONTHS ENDED**

**JUNE 30, 2010**

(Unaudited)

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## **Notice of No Auditor Review of Interim Financial Statements**

The accompanying unaudited interim financial statements have been prepared by management and approved by the Audit Committee and the Board of Directors.

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

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**ACREX VENTURES LTD.****BALANCE SHEETS**

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	<b>June 30, 2010</b> (unaudited)	December 31, 2009
<b>ASSETS</b>		
Current		
Cash and cash equivalents	\$ 1,477,083	\$ 1,696,970
Marketable securities	10,243	9,366
Amounts receivable	5,219	3,085
Other	5,959	1,998
	<hr/> 1,498,504	1,711,419
Reclamation bond	5,000	5,000
Mineral properties <i>[Note 3]</i>	1,181,434	1,145,038
	<hr/> \$ 2,684,938	\$ 2,861,457

**LIABILITIES**

Current		
Accounts payable and accrued expenses	\$ 34,605	39,976

**SHAREHOLDERS' EQUITY**

Share capital <i>[Note 4]</i>	8,960,791	8,960,791
Contributed surplus <i>[Note 5]</i>	690,079	674,548
Deficit	(7,000,537)	(6,813,858)
	<hr/> 2,650,333	2,821,481
	<hr/> \$ 2,684,938	\$ 2,861,457

SUBSEQUENT EVENT (Note 11)

Approved on behalf of the Board:

"Malcolm Powell"  
Malcolm Powell, Director

"Carl Jonsson"  
Carl Jonsson, Director

(The Accompanying Notes are an Integral Part of These Financial Statements)

**ACREX VENTURES LTD.****STATEMENT OF OPERATIONS, COMPREHENSIVE LOSS AND DEFICIT**

(Unaudited)

	<b>Three months ended June 30, 2010</b>	<b>Three months ended June 30, 2009</b>	<b>Six months ended June 30, 2010</b>	<b>Six months ended June 30, 2009</b>
<b>EXPENSES</b>				
Management fees	\$ 27,000	\$ 28,747	\$ 54,000	\$ 55,747
Investor relations	21,780	11,523	39,525	27,972
Consulting	16,909	—	26,531	—
Promotion and travel	4,132	3,567	16,715	3,567
Legal	9,077	10,237	13,278	10,550
Office and general	9,799	10,044	11,111	16,828
Advertising	3,092	6,168	10,893	10,410
Rent	4,170	4,170	8,340	8,340
Accounting	3,500	3,500	7,000	6,000
Filing fees	—	—	5,000	5,000
Transfer agent fees	932	2,579	1,929	3,814
Insurance	100	—	100	—
	<b>100,491</b>	<b>80,535</b>	<b>194,422</b>	<b>148,228</b>
Loss before other items and income taxes	<b>(100,491)</b>	<b>(80,535)</b>	<b>(194,422)</b>	<b>(148,228)</b>
<b>OTHER ITEMS</b>				
Interest income	3,527	8,558	6,866	15,600
Other income	—	4,500	—	4,500
Unrealized gain (loss) on marketable securities	1,078	228	877	539
	<b>4,605</b>	<b>13,286</b>	<b>7,743</b>	<b>20,639</b>
<b>LOSS BEFORE INCOME TAXES</b>	<b>(95,886)</b>	<b>(67,249)</b>	<b>(186,679)</b>	<b>(127,589)</b>
<b>FUTURE INCOME TAX RECOVERY</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>
<b>NET LOSS AND COMPREHENSIVE LOSS</b>	<b>(95,886)</b>	<b>(67,249)</b>	<b>(186,679)</b>	<b>(127,589)</b>
Deficit, beginning of period	<b>(6,904,651)</b>	<b>(5,634,652)</b>	<b>(6,813,858)</b>	<b>(5,574,312)</b>
<b>DEFICIT, end of period</b>	<b>\$ (7,000,537)</b>	<b>\$ (5,701,901)</b>	<b>\$ (7,000,537)</b>	<b>\$ (5,701,901)</b>
<b>LOSS PER SHARE – BASIC AND DILUTED</b>				
	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)
<b>WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING</b>				
	<b>40,660,447</b>	<b>40,660,447</b>	<b>40,660,447</b>	<b>40,660,447</b>

(The Accompanying Notes are an Integral Part of These Financial Statements)

**ACREX VENTURES LTD.****STATEMENT OF CASH FLOWS**

(Unaudited)

	<b>Three months ended June 30, 2010</b>	Three months ended June 30, 2009	<b>Six months ended June 30, 2010</b>	Six months ended June 30, 2009
<b>CASH USED IN OPERATING ACTIVITIES</b>				
Net loss	\$ (95,886)	\$ (67,249)	\$ (186,679)	\$ (127,589)
Add (deduct) items not involving cash:				
Stock-based compensation	10,909	–	15,531	–
Unrealized gain (loss) on marketable securities	(1,078)	(228)	(877)	(539)
Future income tax recovery	–	–	–	–
	<b>(86,055)</b>	(67,477)	<b>(172,025)</b>	(128,128)
Changes in non-cash working capital balances:				
Decrease (increase) in other receivables	1,742	4,126	(2,134)	1,102
Decrease (increase) in prepaid expenses	(4,385)	–	(3,961)	1,665
Increase (decrease) in accounts payable	762	(7,877)	(5,371)	(35,576)
	<b>(87,936)</b>	(71,228)	<b>(183,491)</b>	(160,937)
<b>CASH FROM FINANCING ACTIVITIES</b>				
Proceeds from share issuance	–	–	–	–
<b>CASH USED IN INVESTING ACTIVITIES</b>				
Mineral properties:				
Acquisition costs	(15,000)	–	(15,000)	–
Exploration expenditures	(40,575)	–	(42,558)	(4,088)
Mining & exploration tax credit	21,162	–	21,162	–
	<b>(34,413)</b>	–	<b>(36,396)</b>	(4,088)
DECREASE IN CASH	<b>(122,349)</b>	(71,228)	<b>(219,887)</b>	(165,025)
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD	1,599,432	897,455	1,696,970	991,252
<b>CASH AND CASH EQUIVALENTS, END OF PERIOD</b>	<b>\$ 1,477,083</b>	\$ 826,227	<b>\$ 1,477,083</b>	\$ 826,227
<b>NON-CASH INVESTING AND FINANCING ACTIVITIES</b>				
Common shares issued for mineral properties	–	–	–	–

(The Accompanying Notes are an Integral Part of These Financial Statements)

**NOTES TO THE FINANCIAL STATEMENTS**

**SIX MONTHS ENDED JUNE 30, 2010**

(Unaudited)

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**1. NATURE OF OPERATIONS**

Acrex Ventures Ltd., incorporated in British Columbia, is a public company listed on the TSX Venture Exchange ("TSX") in Canada.

The Company is in the exploration stage and its principal business activity is the sourcing and exploration of mineral properties in Canada.

The accompanying unaudited financial statements are prepared in accordance with Canadian generally accepted accounting principles but do not conform in all respects to the note disclosure requirements for its annual financial statements. The unaudited financial statements have been prepared on a basis consistent with the accounting principles and policies described in the annual financial statements, unless otherwise mentioned, and should be read in conjunction with those statements. In the opinion of management, all adjustments considered necessary for fair presentation of the Company's financial position, results of operations and cash flows have been included in these financial statements.

**2. RECENT ACCOUNTING PRONOUNCEMENTS**

In January 2009, the Accounting Standards Board ("AcSB") issued CICA Handbook Section 1582, "Business Combinations", which replaces Section 1581, "Business Combinations". The AcSB also issued Section 1601, "Consolidated Financial Statements", and Section 1602, "Non-Controlling Interests", which replace Section 1600, "Consolidated Financial Statements". These new sections are based on the International Accounting Standards Board's ("IASB") International Financial Reporting Standard 3, "Business Combinations". These new standards replace the existing guidance on business combinations and consolidated financial statements. These new standards require that most assets acquired and liabilities assumed, including contingent liabilities, to be measured at fair value and all acquisition costs to be expensed. These new standards also require non-controlling interests to be recognized as a separate component of equity and net earnings to be calculated without a deduction for non-controlling interests. The objective of these new standards is to harmonize Canadian accounting for business combinations with the international and U.S. accounting standards. The new standards are to be applied prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after January 1, 2011, with earlier application permitted. Assets and liabilities that arose from business combinations whose acquisition dates preceded the application of the new standards will not be adjusted upon application of these new standards. The Non-Controlling Interests standard should be applied retrospectively except for certain items. The Company is currently assessing the future impact of this standard on its financial statements.

In August 2009, the AcSB issued amendments to Section 1625, Comprehensive Revaluation of Assets and Liabilities, for consistency with new Section 1582, Business Combinations. The amendments require that, when push-down accounting is used following the acquisition of an enterprise, the assets and liabilities are to be measured at the values used in accounting for the purchase transaction or transactions in accordance with Section 1582. The amendments also require that, when a future income tax asset that arose prior to the date of a comprehensive revaluation and that was not recognized in the comprehensive revaluation is subsequently recognized, the benefit should be recognized in accordance with Section 1582 and Section 3465, Income Taxes. The Company is currently assessing the future impact of this standard on its financial statements.

The amendments apply prospectively to comprehensive revaluations of assets and liabilities occurring in fiscal years beginning on or after January 1, 2011. Early adoption is permitted as of the beginning of a fiscal year. An entity adopting this Section for a fiscal year beginning before January 1, 2011 also adopts Section 1582.

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**ACREX VENTURES LTD.****NOTES TO THE FINANCIAL STATEMENTS****SIX MONTHS ENDED JUNE 30, 2010**(Unaudited)

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**2. RECENT ACCOUNTING PRONOUNCEMENTS (continued)**

Also in August 2009, the AcSB issued amendments to Section 3251, *Equity*, as a result of issuing Section 1602, *Non-controlling Interests*. The amendments require non-controlling interests to be recognized as a separate component of equity.

The amendments apply only to entities that have adopted Section 1602.

In February 2008, the AcSB adopted a strategic plan for the direction of accounting standards in Canada. As part of that plan, accounting standards in Canada for public companies will converge with International Financial Reporting Standards ("IFRS"). AcSB announced that 2011 is the changeover date for publicly-listed companies to use IFRS, replacing Canadian GAAP. This date is for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. The transition date of January 1, 2011 will require the restatement for comparative purposes of amounts reported by the Company for the year ended December 31, 2010. In July 2008 AcSB announced that early adoption will be allowed in 2009 subject to seeking exemptive relief. The Company continues to monitor and assess the impact of convergence of Canadian GAAP and IFRS.

**3. MINERAL PROPERTIES**

	<b>Spanish Mountain</b>	<b>Grizzly Kellar</b>	<b>Total</b>
<b>Acquisition costs</b>			
Balance, December 31, 2009	\$ 177,334	\$ –	\$ 177,334
Option payment	–	15,000	15,000
Balance, June 30, 2010	177,334	15,000	192,334
<b>Exploration costs</b>			
Balance, December 31, 2009	967,704	–	967,704
Assays	14,032	–	14,032
Geological	20,002	8,524	28,526
Mining and exploration tax credit	(21,162)	–	(21,162)
Balance, June 30, 2010	980,576	8,524	989,100
	<b>\$ 1,157,910</b>	<b>\$ 23,524</b>	<b>\$ 1,181,434</b>

**Spanish Mountain claims, British Columbia** - On July 23, 2005, the Company entered into an Option Agreement (the "Agreement") to acquire a 100% interest in the Spanish Mountain property, consisting of 8 mineral claims covering approximately 1,350 hectares located near Likely in Northeastern British Columbia. On September 22, 2008, the Company completed its obligations for payment of cash totalling \$90,000 and issuance of 200,000 common shares in aggregate, and exercised the option to acquire the 100% interest in the Spanish Mountain property.

The Company is to issue 200,000 common shares upon receipt of a positive feasibility study.

The Agreement is subject to a 3% net smelter return ("NSR"). The Company has the right to purchase 66.67% of the NSR for \$1,000,000 upon commencement of commercial production of the property.

On February 7, 2007, the Company acquired a 100% interest of two mineral tenures immediately to the west and south of the Company's existing claim group. The purchase price of these claims was \$10,000 and 200,000 shares.

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**ACREX VENTURES LTD.****NOTES TO THE FINANCIAL STATEMENTS****SIX MONTHS ENDED JUNE 30, 2010**(Unaudited)

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**3. MINERAL PROPERTIES** (continued)

**Grizzly Kellar Property, Quebec** – On April 20, 2010, the Company entered into an option agreement to acquire a 100% interest in the Grizzly Kellar property, consisting of 120 mineral claims covering approximately 6,270 hectares located in the northeast corner of Guettard township, near the town of Chapais, Quebec. To earn its interest, the Company agreed to pay \$140,000, issue 1,000,000 common shares and incur \$1,000,000 of cumulative exploration expenditure as follows:

	<b>Cash</b>	<b>Cumulative Exploration Expenditures</b>	<b>Shares</b>
On signing (paid)	\$ 15,000	\$ –	–
On exchange acceptance (issued after June 30, 2010)	–	–	100,000
By one year after exchange acceptance	20,000	100,000	100,000
By two years after exchange acceptance	30,000	300,000	200,000
By three years after exchange acceptance	35,000	500,000	300,000
By four years after exchange acceptance	20,000	750,000	150,000
By five years after exchange acceptance	20,000	1,000,000	150,000
	<u>\$ 140,000</u>	<u>\$ 1,000,000</u>	<u>1,000,000</u>

The Agreement is subject to a 2% net smelter return (“NSR”). The Company has the right to purchase a 1% NSR Royalty for \$1,500,000 on or before two years from the date of the commencement of commercial production on the property.

**4. SHARE CAPITAL**

The Company has authorized share capital of an unlimited number of common voting shares without par value. Issued share capital is as follows:

	<b>Number</b>	<b>Amount</b>
Balance, December 31, 2009 and June 30, 2010	<u>40,660,447</u>	<u>\$ 8,960,791</u>

**5. CONTRIBUTED SURPLUS**

Balance – December 31, 2009	\$ 674,548
Fair value of stock options granted and vested	15,531
Balance – June 30, 2010	<u>\$ 690,079</u>

**NOTES TO THE FINANCIAL STATEMENTS****SIX MONTHS ENDED JUNE 30, 2010**(Unaudited)

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**6. STOCK OPTION PLAN AND STOCK-BASED COMPENSATION**

The Company has established a stock option plan for directors, employees, and consultants. The following table summarizes the stock options outstanding and exercisable at June 30, 2010:

Price	Number Outstanding	Number Exercisable	Expiry Date
\$0.12	485,000	485,000	July 7, 2010
\$0.12	100,000	100,000	October 13, 2010
\$0.12	100,000	100,000	December 5, 2010
\$0.30	100,000	100,000	June 19, 2011
\$0.30	50,000	50,000	June 29, 2011
\$0.20	100,000	100,000	February 7, 2012
\$0.16	650,000	650,000	July 12, 2012
\$0.16	1,400,000	1,400,000	December 17, 2012
\$0.10	565,000	565,000	December 11, 2013
\$0.10	100,000	100,000	January 12, 2015
\$0.10	200,000	100,000	April 12, 2015
	<b>3,850,000</b>	<b>3,750,000</b>	

Under the Company's stock option plan, the exercise price of each option is determined by the Board, subject to the pricing policies of the TSX Venture Exchange. Options vest immediately when granted and expire five years from the date of the grant, unless the Board establishes more restrictive terms.

The aggregate number of shares issuable pursuant to options granted under the plan is limited to 10% of the Company's issued shares at the time the options are granted. The aggregate number of options granted to any one optionee in a 12-month period is limited to 5% of the issued shares of the corporation.

A summary of the changes in the Company's stock options for the period ended June 30, 2010 is presented below:

	Number	Weighted Average Exercise Price
Outstanding, December 31, 2009	3,550,000	\$ 0.16
Granted	300,000	\$ 0.10
Outstanding, June 30, 2010	3,850,000	\$ 0.15

The Company uses the Black-Scholes option pricing model to value the stock options granted during the year. The Black-Scholes model was developed for use in estimating the fair value of traded options that have no vesting restrictions and are fully transferable. The model requires management to make estimates which are subjective and may not be representative of actual results. Changes in assumptions can materially affect estimates of fair values.

A total of 300,000 options were granted during the six months ended June 30, 2010. Out of the 300,000 options granted, 200,000 options vested during the same period. The fair value of the 200,000 options vested was \$15,531 using the Black-Scholes model, and accounted for as consulting fees, and included in contributed surplus.

**NOTES TO THE FINANCIAL STATEMENTS**

**SIX MONTHS ENDED JUNE 30, 2010**

(Unaudited)

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**6. STOCK OPTION PLAN AND STOCK-BASED COMPENSATION (continued)**

For purposes of the calculations, the following weighted average assumptions were used under the Black-Scholes model:

Risk free interest rate	2.95%
Expected dividend yield	0%
Expected stock price volatility	148%
Expected life of options	5 years

The weighted average grant date fair value of stock options granted during the six months ended June 30, 2010 was \$0.07 per option.

**7. RELATED PARTY TRANSACTIONS**

- a) The following related party transactions were recorded at their exchange amounts as agreed upon by transacting parties and on terms and conditions similar to non-related parties:
- i) The Company incurred legal fees of \$13,278 (June 30, 2009: \$10,550) from a law firm of which a director is a principal.
  - ii) The Company incurred management fees of \$54,000 (June 30, 2009: \$55,747) and equipment rental charges of \$7,348 (June 30, 2009: \$6,564) from a company owned by a director.
  - iii) The Company incurred rent expense of \$8,340 (June 30, 2009: \$8,340) from a company which has a common director.
- b) At June 30, 2010, accounts payable and accrued liabilities included \$12,922.78 (June 30, 2009: \$4,162.77) for amounts due to a law firm of which a director is a member.

**8. MANAGEMENT OF CAPITAL**

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the sourcing and exploration of mineral properties in Canada. The Company does not have any externally imposed capital requirements to which it is subject.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares or dispose of assets or adjust the amount of cash and cash equivalents.

The Company's investment policy is to invest its cash in investment instruments in high credit quality financial institutions with terms to maturity selected with regards to the expected time of exploration and development expenditures from continuing operations.

The Company expects its current capital resources will be sufficient to carry its exploration and development plans and operations through its current operating period.

**NOTES TO THE FINANCIAL STATEMENTS**

**SIX MONTHS ENDED JUNE 30, 2010**

(Unaudited)

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**9. FINANCIAL INSTRUMENTS**

Classification

The Company has classified its cash and cash equivalents and marketable securities as held-for-trading. Accounts payable is classified as other financial liabilities.

Fair Value

As at June 30, 2010, the Company's financial instruments consist of cash and cash equivalents, marketable securities and accounts payable. The fair values of these financial instruments approximate their carrying values because of their current nature, except for marketable securities which are measured at fair value at period end.

Credit Risk

Financial instruments that potentially subject the Company to concentrations of credit risks consist principally of cash and cash equivalents. To minimize the credit risk the Company places these instruments with a high credit quality financial institution.

Liquidity Risk

The Company ensures its holding of cash and cash equivalents is sufficient to meet its short-term exploration, development, and general and administrative expenditures. The Company's cash equivalents are invested in business guaranteed investment certificates which are immediately available on demand when required. The Company does not have investments in any asset backed deposits.

Foreign Exchange Risk

The Company does not have investments in foreign countries and is not exposed to foreign exchange risk.

Interest Rate Risk

The Company manages its interest rate risk by obtaining the best commercial deposit interest rates available in the market by the major Canadian financial institutions.

Market risk

Market risk is the risk that the fair value of, or future cash flows from, the Company's financial instruments will significantly fluctuate due to changes in market prices. The sale of the financial instruments can be affected by changes in interest rates, foreign exchange rates, and equity prices. The Company is exposed to market risk in trading its investments, and unfavourable market conditions could result in dispositions of investments at less than favourable prices. The Company's investments are accounted for at estimated fair values and are sensitive to changes in market prices, such that changes in market prices result in a proportionate change in the carrying value of the Company's investments. The Company's ability to raise capital to fund mineral resource exploration is subject to risks associated with fluctuations in mineral resource prices. Management closely monitors commodity prices, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

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**ACREX VENTURES LTD.**

**NOTES TO THE FINANCIAL STATEMENTS**

**SIX MONTHS ENDED JUNE 30, 2010**

(Unaudited)

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**10. SEGMENT INFORMATION**

The Company's operations are limited to a single industry segment being the acquisition, exploration and development of mineral properties. The Company has one mineral property located in Canada in the Province of British Columbia.

**11. SUBSEQUENT EVENT**

On July 27, 2010 the Company issued 485,000 stock options exercisable at \$0.10 per share. The options have been granted to replace 485,000 options held by the same Directors, which recently expired on July 7, 2010.