

FINANCIAL STATEMENTS

ACREX VENTURES LTD.

VANCOUVER, BRITISH COLUMBIA, CANADA

JUNE 30, 2007

1. NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS
2. STATEMENT OF OPERATIONS, COMPREHENSIVE LOSS AND DEFICIT
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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.

ACREX Ventures Ltd.

STATEMENT OF OPERATIONS, COMPREHENSIVE LOSS AND DEFICIT

Unaudited

	Three months ended June 30,		Six months ended June 30,	
	2007	2006	2007	2006
EXPENSES				
Management fees	\$ 34,500	34,500	69,000	69,000
Investor relations	24,516	27,723	57,311	48,828
Accounting	22,100	13,250	33,300	17,250
Office and general	16,271	17,596	26,176	28,766
Legal	17,118	22,584	24,180	26,231
Promotion and travel	11,504	21,563	20,082	38,148
Consulting	-	13,400	19,287	13,400
Transfer agent fees	6,596	6,550	8,296	7,876
Filing fees	-	17,178	7,694	22,428
Advertising	1,827	6,968	3,935	19,276
Rent	1,770	2,670	3,540	5,340
Insurance	-	-	2,300	2,500
	136,202	183,982	275,101	299,043
Loss before other items and income taxes	(136,202)	(183,982)	(275,101)	(299,043)
OTHER ITEMS				
Interest income	2,670	6,681	3,143	7,164
NET LOSS AND COMPREHENSIVE LOSS	(133,532)	(177,301)	(271,958)	(291,879)
Deficit, beginning of period	(4,961,503)	(4,406,296)	(4,823,077)	(4,291,718)
DEFICIT, end of period	\$ (5,095,035)	(4,583,597)	\$ (5,095,035)	(4,583,597)
LOSS PER SHARE - BASIC AND DILUTEDS				
	(0.00)	(0.01)	\$ (0.01)	(0.01)
WEIGHTED AVERAGE				
NUMBER OF SHARES OUTSTANDING	27,108,936	25,408,296	27,066,947	22,207,758

ACREX Ventures Ltd.

BALANCE SHEET

Unaudited

	June 30, 2007	December 31, 2006
ASSETS		
Current		
Cash and short-term investments	\$ 347,747	662,965
Marketable securities	16,000	16,000
Other receivables	18,185	42,420
Prepaid expenses and deposits	7,000	7,507
	388,932	728,892
Mineral properties <i>[Note 2]</i>	1,847,904	1,704,959
	\$ 2,236,836	2,433,851
LIABILITIES		
Current		
Accounts payable	\$ 33,648	17,992
SHAREHOLDERS' EQUITY		
Share capital <i>[Note 3]</i>	7,059,882	7,019,882
Contributed surplus <i>[Note 4]</i>	238,341	219,054
Deficit	(5,095,035)	(4,823,077)
	2,203,188	2,415,859
	\$ 2,236,836	2,433,851

APPROVED ON BEHALF OF THE BOARD:

"T.J. MALCOLM POWELL"

Director

"CARL R. JONSSON"

Director

ACREX Ventures Ltd.

STATEMENT OF CASH FLOWS

Unaudited

	Three months ended June 30,		Six months ended June 30,	
	2007	2006	2007	2006
OPERATIONS				
Net loss	\$ (133,532)	(177,301)	\$ (271,958)	(291,879)
Add (deduct) items not involving cash:				
Stock-based compensation	-	13,400	19,287	13,400
	(133,532)	(163,901)	(252,671)	(278,479)
Changes in non-cash working capital balances:				
Decrease (increase) in other receivables	29,832	(7,894)	24,235	(7,082)
Decrease (increase) in prepaid expenses	(3,500)	4,675	507	(3,500)
Increase (decrease) in accounts payable	(68,850)	(6,112)	15,656	850
	(176,050)	(173,232)	(212,273)	(288,211)
FINANCING				
Shares issued for cash	-	1,198,152	-	1,259,124
	-	1,198,152	-	1,259,124
INVESTING				
Mineral properties:				
Acquisition costs	-	(39,781)	(10,520)	(39,781)
Exploration expenditures	(3,914)	(87,060)	(92,425)	(101,360)
	(3,914)	(126,841)	(102,945)	(141,141)
Increase (decrease) in cash	(179,964)	898,079	(315,218)	829,772
Cash and short-term investments, beginning of period	527,711	340,025	662,965	408,332
CASH AND SHORT-TERM INVESTMENTS, end of period	\$ 347,747	1,238,104	\$ 347,747	1,238,104

ACREX Ventures Ltd.

NOTES TO FINANCIAL STATEMENTS

Six months ended June 30, 2007

Unaudited

1. NATURE OF OPERATIONS

ACREX Ventures Ltd., incorporated in British Columbia, is a public company listed on the TSX Venture Exchange ("TSX") in Canada and on the NASD over-the-counter Bulletin Board ("OTCBB") in the U.S.

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. Except for the changes in accounting policies described in Note 2, these unaudited interim financial statements follow the same significant accounting policies as the annual financial 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. CHANGES IN ACCOUNTING POLICIES

Effective January 1, 2007, the Company has adopted three new accounting standards related to financial instruments that were issued by the Canadian Institute of Chartered Accountants ("CICA") in 2005. These accounting policy changes were adopted on a prospective basis with no restatement of prior period financial statements. The new standards and accounting policy changes are as follows:

Financial Instruments – Recognition and Measurement (CICA Handbook Section 3855)

In accordance with this new standard the Company now classifies all financial instruments as either held-to-maturity, available-for-sale, held for trading or loans and receivables. Financial assets held to maturity, loans and receivables and financial liabilities other than those held for trading, are measured at amortized cost. Available-for-sale instruments are measured at fair value with unrealized gains and losses recognized in other comprehensive income. Instruments classified as held for trading are measured at fair value with unrealized gains and losses recognized on the statement of loss.

Comprehensive Income (CICA Handbook Section 1530)

Comprehensive income is the change in shareholders' equity during a period from transactions and other events and circumstances from non-owner sources. In accordance with this new standard, the Company now reports a statement of comprehensive loss and a new category, accumulated other comprehensive income, has been added to the shareholders' equity section of the balance sheet. The components of this new category will include unrealized gains and losses on financial assets classified as available-for-sale and the effective portion of cash flow hedges, if any. There were no such components to be recognized in comprehensive income for the six month period ended June 30, 2007.

Hedges (CICA Handbook Section 3865)

The new standard specifies the criteria under which hedge accounting can be applied and how hedge accounting can be executed. The Company has not designated any hedging relationships.

ACREX Ventures Ltd.

NOTES TO FINANCIAL STATEMENTS

Six months ended June 30, 2007

Unaudited

3. MINERAL PROPERTIES

	Michaud	Spanish Mountain	Total
Acquisition costs			
Balance, beginning of period	\$ 75,000	43,248	118,248
Acquisition fees	-	50,520	50,520
Balance, end of period	75,000	93,768	168,768
Exploration costs			
Balance, beginning of period	1,169,312	417,399	1,586,711
Drilling	60,684	-	60,684
Surveying and linecutting	-	9,090	9,090
Consulting	3,476	6,000	9,476
Support	6,854	-	6,854
Other	-	6,321	6,321
Balance, end of period	1,240,326	438,810	1,679,136
	\$ 1,315,326	532,578	1,847,904

Michaud gold claims, Ontario, Canada - Pursuant to an Agreement dated September 1, 2001 and amended January 17, 2003 and February 17, 2004 ("Agreement") with Moneta Porcupine Mines Inc. ("Moneta"), the Company acquired an option to earn interests in 65 mineral claims in the Michaud Township, Ontario, Canada (the "Property"). The Property is divided into two areas.

Pursuant to the Agreement the Company could have earned a 60% interest in the first area by expending a minimum of \$1,000,000 on exploration of the area by May 15, 2005 and completing a bankable feasibility study on the area by May 15, 2007. The Company was required to give notice to Moneta by December 31, 2004 of its intention to conduct further exploration on this area. The notice was not provided and as a result the Company lost all of its rights to earn any interest in the first area.

During 2004 the Company fulfilled the requirements to earn a 50% interest in the second area. On November 26, 2004, the Company entered into a Joint Venture Agreement with Moneta to engage in the exploration, development and mining of the second area. The agreement also includes terms for the acquisition of additional mining or mineral claims or other real property interests within the area of interest.

In order to earn an additional 20% interest in the second area the Company was required to give notice to Moneta by December 31, 2004 of its intent to expend a minimum of \$2,750,000 on exploration of the property by May 15, 2007. The Company decided to not give such notice and as a result relinquished the right to earn the additional 20% in the second area.

ACREX Ventures Ltd.

NOTES TO FINANCIAL STATEMENTS

Six months ended June 30, 2007

Unaudited

3. MINERAL PROPERTIES (continued)

The Agreement also includes terms for the acquisition of additional mineral claims within the area of interest. Pursuant to these provisions, the Company has agreed with Moneta to acquire 50% of the net 75% interest (i.e. a net 37.5% interest) in three adjoining mineral claims known to the parties as the Dyment Claims - which cover approximately 48 hectares. To reimburse Moneta for its costs of the original acquisition of interests in the Dyment Claims, the Company has agreed to pay Moneta \$50,000, all of which has been paid as of December 31, 2006.

Spanish Mountain claims, British Columbia, Canada - 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, Canada.

Acrex may earn the interest by making certain cash payments and issuing shares to the Optionor as follows:

Due Date	Cash Payment	Share Issuance
July 25, 2005 (completed)	\$ 5,000	50,000
April 25, 2006 (completed)	5,000	-
July 25, 2006 (completed)	10,000	50,000
July 25, 2007	20,000	50,000
July 25, 2008	20,000	50,000
July 25, 2009	40,000	-
	\$ 100,000	200,000

In addition, 200,000 shares of the Company are to be issued 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 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. The fair value of these shares was \$40,000.

ACREX Ventures Ltd.

NOTES TO FINANCIAL STATEMENTS

Six months ended June 30, 2007

Unaudited

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:

	2007		2006	
	Number	Amount	Number	Amount
Balance, beginning of period	26,908,936	\$ 7,019,882	20,115,991	\$ 5,629,706
Shares issued for cash and other:				
Private placements	-	-	3,000,000	705,000
Mineral properties	200,000	40,000	50,000	17,000
Options	-	-	663,630	79,636
Warrants	-	-	3,079,315	550,988
Transferred from contributed surplus for stock options and agents' warrants exercised	-	-	-	37,552
Balance, end of period	27,108,936	\$ 7,059,882	26,908,936	\$ 7,019,882

Warrants - The Company has stock purchase warrants outstanding as follows:

Exercise Price	Outstanding December 31, 2006	Exercised	(Expired)	Outstanding June 30, 2007	Expiry date
\$0.30	3,000,000	-	(3,000,000)	-	May 1, 2007
	3,000,000	-	(3,000,000)	-	

5. CONTRIBUTED SURPLUS

	2007	2006
Balance - beginning of period	\$ 219,054	217,397
Stock-based compensation	19,287	39,209
Options and warrants exercised	-	(37,552)
Balance - end of period	\$ 238,341	219,054

ACREX Ventures Ltd.

NOTES TO FINANCIAL STATEMENTS

Six months ended June 30, 2007

Unaudited

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 at June 30, 2007:

Price	Number Outstanding	Number Exercisable	Expiry date
\$0.28	565,000	565,000	November 4, 2008
\$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
	1,500,000	1,500,000	

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, 2007 and year ended 2006 is presented below:

	2007		2006	
	Number	Weighted Average Exercise Price	Number	Weighted Average Exercise Price
Outstanding, beginning of year	2,000,000	\$ 0.23	2,520,380	\$ 0.22
Granted	100,000	0.20	150,000	0.30
Exercised	-	-	(663,630)	0.12
Cancelled or expired	(600,000)	0.30	(6,750)	0.12
Outstanding, end of year	1,500,000	\$ 0.20	2,000,000	\$ 0.23

ACREX Ventures Ltd.

NOTES TO FINANCIAL STATEMENTS

Six months ended June 30, 2007

Unaudited

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

The Company uses the Black-Scholes option pricing model to value stock options granted. 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. For purposes of the calculation, the following assumptions were used:

	Six months ended June 30, 2007
Risk free interest rate	4.02%
Expected dividend yield	0%
Expected stock price volatility	131%
Expected life	5 years
Per share fair value of options granted during the period	\$0.19

Total stock-based compensation expense in respect of stock options granted for the six months ended June 30, 2007 was \$19,287 (2006: nil).

7. RELATED PARTY TRANSACTIONS

The Company incurred legal fees of \$24,180 from a law firm of which a director is a principal. Accounts payable includes \$7,419 due to the law firm.

The Company incurred management fees of \$54,000 and equipment rental charges of \$5,904 from a company owned by a director and management fees of \$15,000 from a company owned by another director of the Company.

8. SEGMENT INFORMATION

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

ACREX VENTURES LTD.
(“Company”)

MANAGEMENT DISCUSSION AND ANALYSIS
DATED AUGUST 28, 2007

This MD & A covers the Company’s second quarter of fiscal 2007 – April 1, 2007 – June 30, 2007 – and the period to August 28, 2007. It is to be read in conjunction with the Company’s audited financial statements, prepared to December 31, 2006.

1. **Overall Performance** - for the period since April 1, 2007.

(a) *Michaud, Ontario property*

No work was done on the Michaud property during the period covered by the document.

(b) *Spanish Mountain, British Columbia, Property*

The Company completed an airborne geophysical survey over its optioned Spanish Mountain-Hepburn Lake mineral properties located near Likely in the Cariboo region of British Columbia. The survey, which entailed 200 line kilometres of time domain electromagnetic and magnetic coverage, covers both the Hepburn Lake and Spanish Mountain portions of the properties.

The results of the airborne geophysical survey will assist with the identification of lithologies favourable for hosting bulk-mineable gold deposition, similar to that currently under exploration on the adjacent Skygold Ventures Ltd. and Wild rose Resources Ltd. Spanish Mountain joint venture (JV) project. In 2006 the JV completed an airborne geophysical survey that helped to define an extensive zone of interest that trends to the east and west towards the two Acrex properties. On the JV property the geophysical anomaly highlights the Main Gold Zone where bulk tonnage gold mineralization occurs in three stratigraphic horizons up to 500 meters wide, 135 meters thick and more than 2,500 meters in length.

To date, the best gold-bearing intercepts from diamond drilling on the Acrex properties have been returned from samples of carbonaceous mudstone containing veined and disseminated pyrite (see Acrex news release dated January 17, 2007). The results of the airborne survey will assist in defining this favourable sedimentary horizon and will show its relationship to the gold bearing horizon on the adjacent Skygold/Wild Rose JV property.

Acrex plans to follow-up the geophysical survey with detailed soil geochemical sampling, combined with bedrock trenching and diamond drilling.

(c) *Financing*

In mid-August, the Company completed a Private Placement sale of 12,800,000 Units of which 5,000,000 Units were “Flow-Through” (“FT”) and 7,800,000 were Non-Flow Through (“NFT”). The FT Units were sold at \$0.22 each and the NFT Units were sold at \$0.18 each – so that the Company received gross proceeds of \$2,504,000. Each Unit consisted of one share of the Company and one-half of a two year Share Purchase Warrant. The warrants are all exercisable at \$0.50 per Share.

The broker which handled the placement on behalf of the Company on a “best efforts” basis was PI Financial Corp. of Vancouver, B.C. (“PI”). PI, pursuant to the Agency Agreement with the Company was entitled to 7.0% of the gross proceeds – which would have been \$175,280. However PI elected to take only \$76,008.02 in cash and to take satisfaction of the balance of its commission by accepting 551,511 Units at a deemed price of \$0.18 each. In further compensation for its efforts in handling the placement for the Company, PI was entitled to receive agents’ warrants on a number of shares equal to 8% of the number of Units sold. In this regard, PI received 1,024,000 agents’ warrants each of which is exercisable for a 2 year period to purchase an additional share of the Company for \$0.23. Both the warrants issued as part of the Units and the agent’s warrants have exercise dead lines between August 14 and August 16, 2009.

2. Summary of Quarterly Results

The following information is provided for each of the 8 most recently completed quarters of the Company:

	June 30/07	March 31/07	Dec. 31/06	Sept. 30/06	June 30/06	March 31/06	Dec. 31/05	Sept. 30/05
(a) Net sales or total revenues	\$ 0.00	\$ 0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$ 0.00	\$ 0.00
(b) Loss before extraordinary items								
- total	133,532	138,426	129,774	109,706	177,301	114,579	155,141	149,688
- per share undiluted	0.01	0.01	0.01	0.01	0.01	0.01	0.01	0.01
- per share diluted*								
(c) Net loss								
- total	133,532	138,426	129,774	109,706	177,301	114,579	155,141	149,688
- per share undiluted	0.01	0.01	0.01	0.01	0.01	0.01	0.01	0.01
- per share diluted*								

*As the effect of this dilution is to reduce the reported loss per share, fully diluted loss per share information has not been shown.

The differences in the figures between the various quarters is due only to the amount of activity by the Company in each quarter – primarily in raising funding or supervising exploration work on its properties.

3. Liquidity

At the close of business August 27, 2007, the Company had net working capital of approximately \$2,615,000. The Company has no financial commitments other than to pay its monthly general and administrative expenses.

5. Transactions with Related Parties

There have been no transactions with related parties in the past fiscal year – except that:

- (a) the Company pays \$9,000 per month to a company which is wholly owned by Mr. Malcolm Powell – in payment for Mr. Powell’s management of the Company.
- (b) Frank Lang is paid a monthly director’s fee of \$2,500. The Company pays rent expenses of \$1,770 per month to a company in which Frank Lang is a common director.
- (c) Carl Jonsson is a principal in the law firm which acts as the Company’s Solicitors – and accordingly receives a benefit from the fees paid to the law firm for legal services rendered – which are rendered almost exclusively by Mr. Jonsson. In the Quarter covered by this Statement the legal fees and disbursements were \$17,118.

6. Other MD & A Requirements

- (a) Additional information relating to the Company – including the Company’s most recent Annual Information Form - being the Form 20F filed by the Company with the United States Securities and Exchange Commission, dated April 30, 2007 - and the Company’s Management Discussion and Analysis covering previous periods – have been filed on SEDAR and are available at www.sedar.com. Information about the Company may also be seen on its website at www.acrexventures.com.
- (b) As the Company has not had any revenue from operations in its last two financial years the following additional information is provided:

- (A) Breakdown of exploration costs for the half-year period ended June 30, 2007 and for the 2006 fiscal year:

	June 30, 2007 \$	2006 \$
Assays	---	76,492
Consulting	9,476	28,245
Lodging	---	6,841
Drilling	90,684	304,419
Field vehicles	---	11,438
Surveying and linecutting	9,090	-
Other	6,321	39,865
Support	6,864	7,866
Totals:	\$92,425	\$475,166

- (B) General and administration expenses.

Breakdown of general and administration expenses for the quarter ended June 30, 2007 and the 2006 fiscal year:

	June 30, 2007 \$	2006 \$
Accounting	22,100	31,250
Consulting	---	21,575
Filing fees	---	24,259
Insurance	---	2,500
Investor relations	24,516	127,849
Legal fees & disbursements	17,118	34,914
Management fees	34,500	138,000
Office and general	16,271	51,593
Promotion and travel	11,504	68,038
Rent	1,770	13,380
Transfer agent fees	6,596	10,936
Advertising	1,827	30,007
Totals:	\$136,202	\$554,301

(c) Outstanding share data – as at August 28, 2007:

(i) The Company has 40,460,447 common shares issued. The shares are all voting shares and rank equally with each other.

(ii) The Company has 2,150,000 share purchase options outstanding entitling the purchase of:

- 565,000 shares exercisable at \$0.28 per share before November 4, 2008.
- 485,000 shares exercisable at \$0.12 per share before July 7, 2010.
- 100,000 shares exercisable at \$0.12 per share before October 13, 2010.
- 100,000 shares exercisable at \$0.12 per share before December 5, 2010.
- 100,000 shares exercisable at \$0.30 per share before June 15, 2011.
- 50,000 shares exercisable at \$0.30 per share before June 29, 2011.
- 100,000 shares exercisable at \$0.20 per share before February 7, 2012.
- 650,000 shares exercisable at \$0.16 per share before July 1, 2012

(iii) The Company has share purchase warrants outstanding entitling the purchase of:

- 6,675,755 shares exercisable August 14-August 16, 2009 at \$0.50 per share.
- 1,024,000 shares exercisable August 14-August 16, 2009 at \$0.22 per share.