

PROBE RESOURCES LTD.

INTERIM FINANCIAL STATEMENTS

May 31, 2007

(Unaudited)

PROBE RESOURCES LTD.
INTERIM BALANCE SHEET
As at May 31, 2007

	<u>May 31,</u> <u>2007</u>	<u>Aug 31,</u> <u>2006</u>
<u>ASSETS</u>		
Current		
Cash and cash equivalents	\$ 163,297	\$ 173,018
Accounts receivable	3,301	5,682
Deposit and prepaid	504,000	-
Investments	<u>-</u>	<u>101,680</u>
	670,598	280,380
Capital assets	592	592
Resource properties	<u>1</u>	<u>1</u>
	<u>\$ 671,191</u>	<u>\$ 280,973</u>

LIABILITIES

Current		
Accounts payable	<u>\$ 34,689</u>	<u>\$ 37,289</u>

SHAREHOLDERS' EQUITY

Share capital	2,033,092	2,033,092
Share subscriptions	500,000	-
Deficit	<u>(1,896,590)</u>	<u>(1,789,408)</u>
	<u>636,502</u>	<u>243,684</u>
	<u>\$ 671,191</u>	<u>\$ 280,973</u>

REPAIRED BY MANAGEMENT
(Unaudited)

PROBE RESOURCES LTD.
INTERIM STATEMENT OF LOSS AND DEFICIT
for the nine months ended May 31, 2007

	3 months ended <u>May 31, 2007</u>	3 months ended <u>May 31, 2006</u>	9 months ended <u>May 31, 2007</u>	9 months ended <u>May 31, 2006</u>
Expenses				
Administrative				
Audit and accounting	\$ -	\$ -	\$ 6,113	\$ 5,100
Bank charges	140	121	406	383
Brokerage fee	940	-	940	-
Directors' fees – note 5	26,250	-	28,500	4,500
Filing fees	5,430	5,179	6,384	6,029
Legal fees	6,441	-	6,441	-
Furniture rental – note 5	3,267	2,970	9,801	8,730
Administration – note 5	9,075	8,250	27,225	24,250
Office – note 5	7,620	8,217	23,610	22,314
Regulatory compliance – note 5	9,000	-	27,000	-
Parking	-	-	790	375
Rent – note 5	6,534	5,940	19,602	17,460
Staff benefits	668	635	1,941	1,658
Telephone – note 5	3,565	3,201	10,738	9,873
Transfer agent fees	2,805	284	4,258	2,162
Travel and promotion	<u>2,499</u>	<u>198</u>	<u>4,994</u>	<u>1,874</u>
Loss for the period before other item	84,234	34,995	178,743	104,708
Loss/(gain) on disposal of investments	(84,190)	-	(67,517)	-
Interest income	<u>(1,304)</u>	<u>(1,959)</u>	<u>(4,044)</u>	<u>(14,568)</u>
Net loss/(profit) for the period	(1,260)	33,036	107,182	90,140
Deficit, beginning of the period	<u>1,897,850</u>	<u>1,539,947</u>	<u>1,789,408</u>	<u>1,482,843</u>
Deficit, end of the period	<u>\$ 1,896,590</u>	<u>\$ 1,572,983</u>	<u>\$ 1,896,590</u>	<u>\$ 1,572,983</u>
Loss per share	<u>\$ 0.00</u>	<u>\$ 0.00</u>	<u>\$ 0.01</u>	<u>\$ 0.01</u>

PREPARED BY MANAGEMENT
(Unaudited)

PROBE RESOURCES LTD.
INTERIM STATEMENT OF CASH FLOWS
for the nine months ended May 31, 2007

	3 months ended <u>May 31, 2007</u>	3 months ended <u>May 31, 2006</u>	9 months ended <u>May 31, 2007</u>	9 months ended <u>May 31, 2006</u>
Operating activities				
Net profit/(loss) for the period	\$ 1,260	\$(33,036)	\$(107,182)	\$(90,140)
Changes in non-cash working capital items related to operations:				
Accounts receivable	336	(535)	2,381	(2,456)
Deposit and prepaid	(504,000)	(2,500)	(504,000)	(2,500)
Accounts payable	9,859	(748)	(2,600)	1,177
Decrease/(increase) in investments	<u>34,403</u>	<u>-</u>	<u>101,680</u>	<u>(203,359)</u>
	<u>(458,142)</u>	<u>(36,819)</u>	<u>(509,721)</u>	<u>(297,278)</u>
Financing activities				
Loan receivable	-	-	-	195,226
Increase in share subscriptions	<u>500,000</u>	<u>-</u>	<u>500,000</u>	<u>-</u>
	<u>500,000</u>	<u>-</u>	<u>500,000</u>	<u>195,226</u>
Increase/(decrease) in cash during the period	41,858	(36,819)	(9,721)	(102,052)
Cash, beginning of the period	<u>121,439</u>	<u>208,659</u>	<u>173,018</u>	<u>273,892</u>
Cash, end of the period	<u>\$ 163,297</u>	<u>\$ 171,840</u>	<u>\$ 163,297</u>	<u>\$ 171,840</u>

PREPARED BY MANAGEMENT
(Unaudited)

PROBE RESOURCES LTD.
NOTES TO THE FINANCIAL STATEMENTS
for the nine months ended May 31, 2007

Note 1 Nature and Continuance of Operations

The company is in the development stage and is publicly traded on the TSX Venture Exchange. The company is in the process of exploring and evaluating its mineral property and has not yet determined whether this property contains ore reserves that are economically recoverable. The recoverability of amounts shown for the resource properties and related deferred exploration costs 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 necessary financing to complete the development and upon future profitable production or proceeds from the disposition thereof.

These financial statements have been prepared on a going concern basis. The company has a working capital of \$635,909 as at May 31, 2007 and has accumulated losses of \$1,896,590 since inception. Its ability to continue as a going concern is dependent upon the ability of the company to generate profitable operations in the future and/or to obtain the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due.

The company was incorporated under the Company Act of British Columbia.

Note 2 Significant Accounting Policies

The financial statements of the company have been prepared in accordance with generally accepted accounting principles. Because a precise determination of many assets and liabilities is dependent upon future events, the preparation of financial statements for a period necessarily involves the use of estimates which have been made using careful judgment. Actual results could differ from these estimates.

The financial statements have, in management's opinion, been properly prepared within reasonable limits of materiality and within the framework of the significant accounting policies summarized below:

Resource Properties and Deferred Exploration Costs

The acquisition of resource properties are recorded at cost. Exploration and development costs relating to these properties are deferred until the properties are brought into production, at which time the costs are amortized on the unit of production basis, or until the properties are abandoned or sold, at which time the costs are written off. Resource properties are abandoned when the claims are no longer in good standing or the agreements covering the claims are in default, and in either case management has determined that abandonment is appropriate.

PROBE RESOURCES LTD.
NOTES TO THE FINANCIAL STATEMENTS
for the nine months ended May 31, 2007

Note 3 Resource Property

<u>Larry Claim Group</u>	<u>2007</u>
Balance, September 1, 2005	\$ 84,952
Consulting fees	7,500
Mineral tax credit	<u> -</u>
	92,452
Less: amount written off	<u>(92,451)</u>
Balance, August 31, 2006 & May 31, 2007	<u><u> 1</u></u>

The Company has a 100% undivided interest in the Larry Claim Group comprised of 24 claims located in the Greenwood Mining District, Province of British Columbia. Management does not intend to carry out additional work on this property and accordingly during the year ended August 31, 2006 wrote the carrying value down to a nominal value of \$1.

Note 4 Share Capital

i) Authorized:

20,000,000 common share without par value

ii) Issued:

	<u>#</u>	<u>\$</u>
Balance, August 31, 2001	10,409,101	1,733,092
Issued for cash:		
- exercise of warrants – at \$0.10	<u>3,000,000</u>	<u>300,000</u>
Balance, August 31, 2002 and May 31, 2007	<u>13,409,101</u>	<u>2,033,092</u>

iii) Escrow Shares:

At May 31, 2007, 601,125 common shares are held in escrow by the company's transfer agent. The release of these shares is subject to regulatory approval.

PROBE RESOURCES LTD.
NOTES TO THE FINANCIAL STATEMENTS
for the nine months ended May 31, 2007

Note 5 Related Party Transactions

- a) During the period ended May 31, 2007, the Company incurred the following fees and expenses charged by directors and private companies controlled by a common director of the Company:

	<u>2007</u>	<u>2006</u>
Directors' fees	\$ 28,500	\$ 4,500
Furniture and equipment rental	9,801	8,730
Administration fees	27,225	24,250
Office	21,780	19,400
Rent	19,602	17,460
Telephone	10,557	9,409
Regulatory compliance services	<u>27,000</u>	<u>-</u>
	<u>\$ 144,465</u>	<u>\$ 83,749</u>

These charges were measured by the exchange amount which is the amount agreed upon by the transacting parties and are on terms and conditions similar to non-related entities.

At May 31, 2007 account payable includes \$3,401 (2006: \$1,043) due to directors and private companies controlled by a common director of the Company.