

**ROXGOLD INC.**

(An Exploration Stage Company)

**INTERIM FINANCIAL STATEMENTS**

January 31, 2009

(unaudited)

**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.

**ROXGOLD INC.**  
(An Exploration Stage Company)  
**CONSOLIDATED BALANCE SHEETS**

	<u><b>ASSETS</b></u>		<u><b>January 31,</b></u> <u><b>2009</b></u> <b>(unaudited)</b>	<u><b>October 31,</b></u> <u><b>2008</b></u> <b>(audited)</b>
Current				
Cash and cash equivalents		\$	<b>9,708</b>	\$ 60,684
GST and other receivables			<b>63,807</b>	61,819
Prepaid expenses			<b>11,366</b>	16,267
			<hr/> <b>84,881</b>	138,770
Equipment – Note 3			<b>21,984</b>	26,379
Mineral properties – Note 4 and Schedule 1			<b>2,741,077</b>	2,701,693
			<hr/> <b>\$ 2,847,942</b>	<hr/> <b>\$ 2,866,842</b>

**LIABILITIES**

Current				
Accounts payable and accrued liabilities – Note 8		\$	<b>463,064</b>	\$ 442,634
Loan from related party – Note 8			<b>25,000</b>	
			<hr/> <b>488,064</b>	442,634

**SHAREHOLDERS' EQUITY**

Share capital – Note 5			<b>9,437,053</b>	9,437,053
Contributed surplus – Note 5			<b>1,200,010</b>	1,200,010
Deficit			<b>(8,277,185)</b>	(8,212,855)
			<hr/> <b>2,359,878</b>	2,424,208
			<hr/> <b>\$ 2,847,942</b>	<hr/> <b>\$ 2,866,842</b>

Nature of Operations and Abilities to Continue as a Going Concern - Note 1  
Commitments – Notes 4, 5 and 6

APPROVED BY THE DIRECTORS

<u>“Robert McMorran”</u> Director Robert McMorran	<u>“Alan Raven”</u> Director Alan Raven
---	---

SEE ACCOMPANYING NOTES

**ROXGOLD INC.**  
(An Exploration Stage Company)  
**CONSOLIDATED STATEMENTS OF OPERATIONS AND DEFICIT**  
for the three months ended January 31, 2009 and 2008  
(prepared without audit)

	<u>2009</u>	<u>2008</u>
General and administrative expenses		
Accounting and audit fees – Note 9	\$ 17,300	\$ 22,950
Amortization	4,395	2,101
Bank charges	460	666
Donations	-	1,500
Filing fees	-	11,994
Interest expense	-	-
Investor relations fees	-	16,558
Legal fees	3,194	1,027
Management fees, salaries and benefits – Note 9	26,724	28,499
Office and miscellaneous	7,535	9,570
Regulatory and transfer agent fees	1,001	2,247
Rent	3,850	3,251
Stock-based compensation – Note 6	-	3,119
	(64,459)	(103,482)
Loss for the period before other items		
Other income (expense) items		
Interest and other income	129	10,959
(Loss) gain on sale of marketable securities	-	(9,037)
General exploration	-	(1,670)
	(64,330)	(103,230)
Loss before income taxes		
Future income tax recovery	-	-
	(64,330)	(103,230)
Net loss and comprehensive loss for the period		
Deficit, beginning of the period	(8,212,855)	(6,006,345)
Deficit, end of the period	\$ (8,277,185)	\$ (6,109,575)
Basic and diluted loss per share	\$ (0.00)	\$ (0.00)
Weighted average number of shares outstanding	28,803,584	25,054,910

SEE ACCOMPANYING NOTES

**ROXGOLD INC.**  
(An Exploration Stage Company)  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
for the three months ended January 31, 2009 and 2008  
(prepared without audit)

	<u>2009</u>	<u>2008</u>
<b>Operating Activities</b>		
Net loss and comprehensive loss for the period	\$ (64,330)	\$ (103,230)
Add (deduct) items not involving cash:		
Amortization	4,395	2,101
Stock-based compensation	-	3,119
Loss on sale of marketable securities	-	9,037
	<hr/>	<hr/>
	(59,935)	(88,973)
Changes in non-cash working capital items related to operations:		
GST and other receivables	(1,988)	76,526
Prepaid expense	4,901	9,218
Accounts payable and accrued liabilities	80,544	(136,402)
	<hr/>	<hr/>
	23,522	(139,631)
<b>Investing Activities</b>		
Deferred exploration expenditures	(99,498)	(109,377)
Acquisition of equipment	-	(7,134)
Proceeds from sale of marketable securities	-	54,588
	<hr/>	<hr/>
	(99,498)	(61,923)
<b>Financing Activities</b>		
Issuance of common shares	-	1,982,102
Shareholder loan	25,000	-
	<hr/>	<hr/>
	25,000	1,982,102
(Decrease) increase in cash and cash equivalents during the period	(50,976)	1,780,548
Cash and cash equivalents, beginning of the period	60,684	646,062
	<hr/>	<hr/>
Cash and cash equivalents, end of the period	\$ 9,708	\$ 2,426,610
Cash and cash equivalents consist of:		
Cash	\$ 9,708	\$ 501,610
Guaranteed Investment Certificates	-	1,925,000
	<hr/>	<hr/>
	\$ 9,708	\$ 2,426,610
Supplementary disclosure of cash flow information:		
Cash paid for:		
Interest	\$ -	\$ -
Income taxes	-	-
	<hr/>	<hr/>
Non-cash transactions – Note 12	\$ -	\$ -

SEE ACCOMPANYING NOTES

**ROXGOLD INC.**  
(An Exploration Stage Company)  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS AND  
ACCUMULATED OTHER COMPREHENSIVE LOSS**  
for the three months ended January 31, 2009 and 2008  
(prepared without audit)

	<u>2009</u>	<u>2008</u>
Net loss for the period	\$ (68,345)	\$ (103,230)
Other comprehensive loss in the period, net of tax		
Add loss on marketable securities reclassified to statement of operations on realization	-	17,625
	-	17,625
Comprehensive loss for the period	<u>\$ (68,345)</u>	<u>\$ (85,605)</u>
Accumulated other comprehensive loss, beginning of the period	\$ -	\$ (17,625)
Other comprehensive gain (loss) in the period, net of tax		
Add loss on marketable securities reclassified to statement of operations on realization	-	17,625
	-	17,625
Accumulated other comprehensive loss, end of the period	<u>\$ -</u>	<u>\$ -</u>

SEE ACCOMPANYING NOTES

**ROXGOLD INC.**  
(An Exploration Stage Company)  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
Three months ended January 31, 2009

Note 1     Nature of Operations and Ability to Continue as a Going Concern

Roxgold Inc. (the "Company") is a public company listed on the TSX Venture Exchange and is in the business of acquiring, exploring and evaluating mineral properties, and either joint venturing or developing these properties further or disposing of them when the evaluation is completed. At January 31, 2009, the Company was in the exploration stage and had interests in properties located in Canada.

The Company is currently exploring its mineral properties and has not yet determined the existence of economically recoverable reserves. The recoverability of amounts shown for mineral properties is dependent upon the existence of economically recoverable reserves in its mineral properties, confirmation of the Company's interest in the underlying mineral claims, the ability of the Company to obtain the necessary financing to complete their development, and the attainment and maintenance of future profitable production or disposition thereof.

These consolidated financial statements have been prepared in accordance with generally accepted accounting principles applicable to a going concern, which assumes that the Company will be able to meet its obligations and continue its operations for its next fiscal year. Realization values may be substantially different from carrying values as shown and these financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern. At January 31, 2009, the Company had not yet achieved profitable operations, has accumulated losses of \$8,277,185 since inception and had a working capital deficiency of \$403,183 and expects to incur further losses in the development of its business, all of which casts substantial doubt about the Company's ability to continue as a going concern. The Company's ability to continue as a going concern is dependent upon its ability to generate future profitable operations and/or to obtain the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due. In February 2009 the Company announced its intention to complete a private placement of up to 5,000,000 units at a price of \$0.04 per unit for gross proceeds of \$200,000. Each unit will be comprised of one common share and one common share purchase warrant. Each warrant will entitle the holder thereof to purchase an additional share of the Company at \$0.05 per share in the first year and at \$0.10 per share until expiry two years from closing.

Note 2      Significant Accounting Policies

These unaudited interim consolidated 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 consolidated financial statements and notes thereto for the year ended October 31, 2008. These consolidated 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 consolidated financial statements of the Company.

These consolidated financial statements include the accounts of the Company and its wholly-owned subsidiary, Wave Mining Inc., an inactive company incorporated under the laws of the State of Nevada, U.S.A. On February 29, 2008, the Company amalgamated with a former wholly-owned subsidiary, 638654 B.C. Ltd.

Recent Accounting Pronouncements

i)      Goodwill

The CICA issued new Handbook Section 3064, "Goodwill and Intangible Assets", which will replace Section 3062, "Goodwill and Intangible Assets". The new standard establishes revised standards for the recognition, measurement, presentation and disclosure of goodwill and intangible assets. The new standard also provides guidance for the treatment of preproduction and start-up costs and requires that these costs be expensed as incurred. The new standard applies to annual and interim financial statements relating to fiscal years beginning on or after October 1, 2008. There has been no impact on the Company's financial statements as a result of applying this new standard.

ii)     International Financial Reporting Standards ("IFRS")

In 2006, AcSB published a new strategic plan that will significantly affect financial reporting requirements for Canadian companies. The AcSB strategic plan outlines the convergence of Canadian GAAP with IFRS over an expected five year transitional period. In February 2008, the AcSB announced that 2011 is the changeover date for publicly-listed companies to use IFRS, replacing Canada's own GAAP. The date is for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. The transition date of November 1, 2011 will require the restatement for comparative purposes of amounts reported by the Company for the year ended October 31, 2011. While the Company has begun assessing the adoption of IFRS for 2011, the financial reporting impact of the transition to IFRS cannot be reasonably estimated at this time.

Note 3 Equipment

	January 31, 2009		
	<u>Cost</u>	<u>Accumulated Amortization</u>	<u>Net</u>
Office equipment	\$ 27,701	\$ 8,551	\$ 19,150
Computer software	<u>19,764</u>	<u>16,930</u>	<u>2,834</u>
	<u>\$ 47,465</u>	<u>\$ 21,086</u>	<u>\$ 21,984</u>

	October 31, 2008		
	<u>Cost</u>	<u>Accumulated Amortization</u>	<u>Net</u>
Office equipment	\$ 27,701	\$ 6,991	\$ 20,710
Computer software	<u>19,764</u>	<u>14,095</u>	<u>5,669</u>
	<u>\$ 47,465</u>	<u>\$ 21,086</u>	<u>\$ 26,379</u>

Note 4 Mineral Properties – Schedule 1

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, title to all of its properties is in good standing.

TJ Ridge Property, B.C.

By an agreement dated November 3, 2006, effectively closed on January 17, 2007, the Company acquired a 100% interest in certain mineral claims (“the Gosico mineral claims”) located 96 kilometers north of Hazelton, B.C. as well as an option (“the Tommy Jack Option”) to acquire a 100% interest in certain adjoining claims (“the Tommy Jack claims”), collectively referred to as the TJ Ridge Property.

Pursuant to an amending agreement dated October 15, 2008, consideration to acquire a 100% interest in the Tommy Jack claims is as follows:

- i) making aggregate cash payments of \$130,000 to the vendor as to:
  - A. \$10,000 on or before October 15, 2006 (\$5,000 paid by 638654 B.C. Ltd before the Acquisition and \$5,000 after);
  - B. an additional \$10,000 on or before October 15, 2007 (paid);
  - C. an additional \$10,000 on or before April 15, 2009;
  - D. an additional \$10,000 on or before October 15, 2009;

- E. an additional \$15,000 on or before April 15, 2010;
  - F. an additional \$20,000 on or before October 15, 2010;
  - G. an additional \$25,000 on or before April 15, 2011;
  - H. an additional \$30,000 on or before October 15, 2011; and
- ii) issuing an aggregate of 400,000 shares of the Company to the vendor as to:
- A. 50,000 shares on the date of closing of the Acquisition (issued);
  - B. an additional 50,000 shares on or before October 15, 2007 (issued);
  - C. an additional 100,000 shares on or before April 15, 2009;
  - D. an additional 100,000 shares on or before October 15, 2009;
  - E. an additional 100,000 shares on or before October 15, 2010;

The vendor also retained a net smelter royalty of 2% on all mineral products extracted from the property. The Company has the right to repurchase 50% of the net smelter royalty (1%) for \$1,000,000. Further, upon the Company having vested as to its 100% interest in the property, the Company has agreed to make advance royalty payments of \$5,000 per year for a period of ten years commencing on the earlier of the one year anniversary date from the date on which the vesting occurred and October 15, 2011.

The Company must pay the vendor an additional 200,000 common shares upon the commencement of Commercial Production.

The Gosico mineral claim is subject to a net smelter royalty of 2% on all mineral products extracted from the property. The Company has the right to repurchase 50% of the royalty (1%) as follows:

- i) \$500,000 for each 25% interest in and to the royalty purchased on or before a date that is six years from February 21, 2007; and
- ii) \$1,000,000 for each 25% interest in and to the royalty which is purchased on or after a date which is six years from February 21, 2007.

Note 5 Share Capital

a) Authorized:

Unlimited common shares without par value

b) Common Shares Issued and Outstanding and Contributed Surplus:

	<u>Number</u>	<u>Share Capital Amount</u>	<u>Contributed Surplus Amount</u>
Balance, January 31, 2009 and October 31, 2008	28,803,584	\$ 9,437,053	\$ (1,200,010)

c) Escrow:

Pursuant to the terms of the acquisition the TJ Ridge Property (Note 3), 4,500,000 common shares were issued by the Company and placed in escrow, subject to an escrow agreement (“the Escrow Agreement”). Pursuant to the terms of the Escrow Agreement, shares are to be released from escrow as to 450,000 shares on July 23, 2007, and 675,000 shares each six months thereafter until July 23, 2010. At January 31, 2009, 2,700,000 (October 31, 2008 – 2,700,000) shares remained in escrow. The release of 675,000 escrow shares scheduled for January 23, 2009 was delayed due to an administrative matter that is expected to be resolved subsequent to January 31, 2009.

d) Commitments:

i) Stock-based Compensation Plan

The Company has a stock option plan whereby the maximum number of shares reserved for issue under the plan shall not exceed 10% of the outstanding common shares of the Company, as at the date of the grant. The maximum number of common shares reserved for issue to any one person under the plan cannot exceed 5% of the issued and outstanding number of common shares at the date of the grant and the maximum number of common shares reserved for issue to a consultant or a person engaged in investor relations activities cannot exceed 2% of the issued and outstanding number of common shares at the date of the grant. The exercise price of each option granted under the plan may not be less than the Discounted Market Price (as that term is defined in the policies of the TSX). Options may be granted for a maximum term of five years from the date of the grant, are non-transferable and expire within 90 days of termination of employment or holding office as director or officer of the Company and, in the case of death, expire within one year thereafter. Upon death, the options may be exercised by legal representation or designated beneficiaries of the holder of the option.

Changes in share purchase options during the three-month period ended January 31, 2009 are as follows:

	Number of <u>Options</u>	Weighted Average Exercise <u>Price</u>	Weighted Average <u>Life</u>
Balance outstanding, October 31, 2008	2,320,000	\$0.30	3.82
Granted	-	-	
Exercised	-	-	
Forfeited	<u>(200,000)</u>	\$0.26	
Balance outstanding and exercisable, January 31, 2009	<u>2,120,000</u>	\$0.30	3.51

At January 31, 2009, the following share purchase options were outstanding entitling the holder thereof the right to purchase one common share for each option held:

<u>Number</u>	<u>Exercise Price</u>	<u>Expiry Date</u>
10,000	\$0.40	February 12, 2009
10,000	\$0.30	March 17, 2010
1,300,000	\$0.30	March 21, 2012
150,000	\$0.30	March 25, 2012
550,000	\$0.30	July 7, 2013
<u>100,000</u>	\$0.25	July 7, 2013
<u>2,120,000</u>		

Subsequent to January 31, 2009, 10,000 share purchase options expired unexercised on February 12, 2009.

Note 5 Share Capital – Notes 3 and 13 – (cont'd)

e) Commitments: – (cont'd)

i) Stock-based Compensation Plan – (cont'd)

During the three-month periods ended January 31, 2009 and 2008, no share purchase options were granted by the Company. During the three-month period ended January 31, 2008, the Company recorded a stock-based compensation expense of \$3,119 with respect to share purchase options granted in March 2007.

ii) Share Purchase Warrants

Changes in share purchase warrants during the three-month period ended January 31, 2009 are as follows:

	<u>Number of Options</u>	<u>Weighted Average Exercise Price</u>	<u>Weighted Average Life</u>
Balance, October 31, 2008	11,423,755	\$0.38	0.78
Issued	-	-	
Expired	<u>(4,170,255)</u>	\$0.30	
Balance, January 31, 2009	<u>7,253,500</u>	\$0.44	0.87

At January 31, 2009, 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>
200,000	\$0.32	May 22, 2009
2,400,000	\$0.35	May 22, 2009
2,033,500	\$0.75	December 5, 2009
320,000	\$0.55	December 5, 2009
500,000	\$0.75	December 7, 2009
<u>1,800,000</u>	\$0.10	October 23, 2010
<u>7,253,500</u>		

f) Flow-through Shares

During October 2008 the Company entered into flow-through subscription agreements to issue an aggregate of 1,800,000 flow-through shares at \$0.08 per share for proceeds of \$144,000. The Company must incur qualifying expenditures in this amount on or before December 31, 2009 which will not be available to the Company for future deduction from taxable income.

Note 6 Commitments

By agreements effective January 1, 2007, the Company will pay \$2,500 and \$3,500 per month for management and administration services to companies with common directors. As of January 1, 2008, the agreements are month to month and may be renewed for such period and under such terms as agreed to by the parties.

Note 7 Segmented Information

The Company operates in one reportable operating segment and one reportable geographic segment, being the exploration of mineral properties located in Canada.

Note 8 Related Party Transactions

The Company incurred the following expenditures during the three months ended January 31, 2009 and 2008 were charged by directors and officers of the Company, and companies with common directors.

	<u>2009</u>	<u>2008</u>
Accounting fees	\$ 9,800	\$ 17,950
Management fees	20,500	8,500
Mineral property costs – consulting	-	-
– equipment rental	-	-
– field expenses	-	32,100
	<u>\$ 30,300</u>	<u>\$ 58,550</u>

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

Included in accounts payable and accrued liabilities as at January 31, 2009 is \$168,895 (October 31, 2008: \$132,673) due to a director of the Company, a company controlled by a director of the Company and a former director of the Company.

In January 2009 a director of the Company loaned the Company \$25,000 to be repaid from the proceeds of a GST refund the Company has filed and expects to receive in due course. The loan bears no interest and is repayable on demand.

Note 9 Management Of Capital

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern to pursue the development of its mineral properties and to maintain a flexible capital structure which optimizes the cost of capital within a framework of acceptable risk. In the management of capital, the Company includes the components of shareholders' equity, as well as cash and cash equivalents.

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 its capital structure, the Company may issue new shares, issue new debt, acquire or dispose of assets or adjust the amount of cash and cash equivalents. As at January 31, 2009, the Company has not entered into any debt financing.

The Company is dependent on the capital markets as its sole source of operating capital and the Company's capital resources are largely determined by the strength of the junior resource markets and by the status of the Company's projects in relation to these markets, and its ability to compete for investor support of its projects.

The Company is not subject to any capital requirements.

Note 10 Financial Instruments

*Fair Value of Financial Instruments*

The Company's financial instruments consist of cash, other receivables, accounts payable and accrued liabilities, and loan from related party. The fair value of these financial instruments approximates their carrying value.

*Foreign Exchange Risk*

As at January 31, 2009, all of the Company's cash and cash equivalents were held in Canadian dollars, the Company's functional currency. The Company has no operations in foreign jurisdictions outside of Canada at this time and as such has no currency risk associated with its operations.

### *Credit Risk*

Credit risk arises from cash held with banks and financial institutions. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The Company's cash is held with a large Canadian bank.

### *Interest Rate Risk*

Included in the loss for the period in these consolidated financial statements is interest income on Canadian dollar cash and cash equivalents. Due to the nominal amount of cash on hand throughout the three months ended January 31, 2009 the Company had negligible exposure to interest rate risk.

### *Liquidity Risk*

The Company manages liquidity risk by maintaining sufficient cash and cash equivalent balances to enable settlement of transactions on the due date.

### *Commodity Price Risk*

The Company's ability to raise capital to fund exploration or development activities is subject to risks associated with fluctuations in the market prices of gold and silver.

## Note 11 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 flows. During the three months ended January 31, 2009 the following transactions were excluded from the statement of cash flows:

- a) deferred exploration expenditures of \$147,011 included in accounts payable at January 31, 2009, less expenditures included in accounts payable at October 31, 2008 of \$207,125 (net inclusion of \$60,114).

During the three months ended January 31, 2008 the following transactions were excluded from the statement of cash flows:

- b) the issuance by the Company of 320,000 agent's warrants at the fair value of \$57,000 in connection with a private placement;
- c) the issuance by the Company of 67,000 units at the fair value of \$28,810 as a partial payment of agent's fees in connection with a private.

**Schedule 1**

**ROXGOLD INC.**  
 (An Exploration Stage Company)  
**CONSOLIDATED SCHEDULE OF MINERAL PROPERTIES**  
for the three months ended January 31, 2009

	<u>TJ Ridge</u> <u>Property</u> <u>BC, Canada</u>	<u>Total</u>
Balance, October 31, 2008	\$ 2,701,693	\$ 2,701,693
Acquisition costs		
Cash	-	-
Shares	-	-
	-	-
Deferred exploration costs		
Assaying	1,124	1,124
Camp	280	280
Consulting	7,250	7,250
Field expenses and other	1,717	1,717
Geological consulting and other	14,144	14,144
Geological maps and data	2,490	2,490
Recording fees	12,379	12,379
	39,384	39,384
Balance, January 31, 2009	\$ 2,741,077	\$ 2,741,077