

The Company's independent auditor has not performed a review of these consolidated financial statements.

VALGOLD RESOURCES LTD.
(an exploration stage company)
INTERIM CONSOLIDATED FINANCIAL STATEMENTS
APRIL 30, 2011
(Unaudited – prepared by management)

The Company's independent auditor has not performed a review of these consolidated financial statements.

VALGOLD RESOURCES LTD.

(an exploration stage company)

Consolidated Balance Sheets

As at April, 2011 and July 31, 2010

(Unaudited – prepared by management)

	April 30, 2011	July 31, 2010
Assets		
Current assets		
Cash	\$ 399,663	\$ 116,725
Accounts receivable and prepaids	87,876	79,011
Investments (Note 4)	661,251	415,626
	1,148,790	611,362
Buildings and equipment (Note 5)	35,381	38,631
Advance on mineral property interests (Note 3)	701,575	--
Mineral property interests (Note 3)	344,135	343,153
	\$ 2,229,881	\$ 993,146
Liabilities and Shareholders' Equity		
Current liabilities		
Accounts payable and accrued liabilities	\$ 676,937	\$ 751,887
Due to related parties (Note 7)	544,350	565,647
	1,221,287	1,317,534
Shareholders' equity		
Share capital (Note 6 (b))	53,052,265	52,491,190
Share subscriptions	849,150	--
Warrants	198,351	98,250
Contributed surplus	4,048,336	4,006,333
Accumulated other comprehensive income	489,900	226,625
Deficit	(57,629,408)	(57,146,786)
	1,008,594	(324,388)
	\$ 2,229,881	\$ 993,146

Going concern (Note 1)

Commitments (Note 3 (b) (d))

Subsequent events (Note 10)

See accompanying notes to consolidated financial statements.

Approved by the Directors

“Kenneth Yurichuk”

Kenneth Yurichuk
Director

“Stephen J. Wilkinson”

Stephen J. Wilkinson
Director

The Company's independent auditor has not performed a review of these consolidated financial statements.

VALGOLD RESOURCES LTD.

(an exploration stage company)

Consolidated Statements of Operations and Deficit

Three and nine months ended April 30, 2011 and 2010

(Unaudited – prepared by management)

	Three months ended		Nine months ended	
	April 30,		April 30,	
	2011	2010	2011	2010
Expenses				
Amortization	\$ 377	\$ 1,790	\$ 1,558	\$ 7,024
Exploration costs (Note 11)	235,476	23,530	404,545	120,197
Foreign exchange loss (gain)	(16,917)	1,098	(24,242)	41
Interest expense	--	5,869	580	10,239
Legal, accounting and audit	44,407	14,058	86,432	46,058
Management and consulting fees	14,000	33,000	29,000	48,000
Office and administration	39,444	2,529	81,728	41,927
Salaries and benefits	111,925	72,861	246,516	227,992
Shareholder communications	21,273	32,450	60,388	69,250
Stock-based compensation	136,008	--	136,008	--
Travel	53,597	--	58,105	--
	639,590	187,185	1,080,618	570,728
Interest income	--	--	--	(14,910)
Recovery of bad debt	--	--	--	(64,005)
Recovery in excess of mineral property acquisition costs	--	--	(200,000)	(57,012)
Realized gain on marketable securities	--	--	(162,552)	--
Impairment write-down on marketable securities	--	--	--	23,335
Loss for the period before income taxes	(639,590)	(187,185)	(718,066)	(458,136)
Income taxes – future income taxes	191,325	--	235,444	--
Loss for the period	(448,265)	(187,185)	(482,622)	(458,136)
Deficit, beginning of period	(57,181,143)	(55,175,137)	(57,146,786)	(54,904,186)
Deficit, end of period	\$(57,629,408)	\$(55,362,322)	\$(57,629,408)	\$(55,362,322)
Loss per share, basic and diluted	\$ (0.02)	\$ (0.01)	\$ (0.02)	\$ (0.02)
Weighted average number of common shares outstanding – basic and diluted	29,026,331	26,521,490	29,635,663	22,958,552

Statements of Comprehensive Income (loss)
(Unaudited – prepared by management)

	Three months ended		Nine months ended	
	April 30,		April 30	
	2011	2010	2011	2010
Loss for the period before comprehensive income	\$ (448,265)	\$ (187,185)	\$ (482,622)	\$ (458,136)
Change in unrealized loss on investments	43,125	(87,500)	425,827	196,875
Realized gain on investment	162,552	--	162,552	--
Comprehensive income (loss)	\$ (242,588)	\$ (274,685)	\$ 105,757	\$ (261,261)

See accompanying notes to consolidated financial statements.

The Company's independent auditor has not performed a review of these consolidated financial statements.

VALGOLD RESOURCES LTD.

(an exploration stage company)

Consolidated Statements of Shareholders' Equity

Three and nine months ended April 30, 2011 and 2010

(Unaudited – prepared by management)

	Common Shares Without Par Value		Share Subscriptions	Warrants	Contributed Surplus	Deficit	Accumulated Other Comprehensive Income	Total Shareholders' Equity (Deficiency)
	Shares	Amount						
Balance, July 31, 2009	21,954,907	\$ 51,610,414	\$ --	\$ 386,642	\$ 3,295,707	\$ (54,904,186)	\$ --	\$ 388,577
Shares issued for other								
Finder's shares	268,500	48,330		--	--	--	--	48,330
Stock-based compensation	--	--		--	323,984	--	--	323,984
Change in investments for the year	--	--		--	--	--	262,500	262,500
Future income tax related to investments	--	--		--	--	--	(35,875)	(35,875)
Warrants expired, unexercised	--	--		(386,642)	386,642	--	--	--
Private placement, less share issue costs	6,000,000	832,446		98,250	--	--	--	930,696
Loss for the year	--	--		--	--	(2,242,600)	--	(2,242,600)
Balance, July 31, 2010	28,223,407	52,491,190	--	98,250	4,006,333	(57,146,786)	226,625	(324,388)
Private placement, less share issue costs	2,551,000	613,482	--	100,101	--	--	--	713,583
Stock options exercised	271,000	138,918	--	--	42,003	--	--	180,921
Share subscriptions	--	--	849,150	--	--	--	--	849,150
Change in investments for the period	--	--	--	--	--	--	469,946	469,946
Future income tax related to investments	--	--	--	--	--	--	(44,119)	(44,119)
Future income tax on flow-through shares	--	(191,325)	--	--	--	--	--	(191,325)
Realized gains on disposition of investments	--	--	--	--	--	--	(162,552)	(162,552)
Earnings (loss) for the period	--	--	--	--	--	(482,622)	--	(482,622)
Balance, April 30, 2011	31,045,407	\$ 53,052,265	\$ 849,150	\$ 198,351	\$ 4,048,336	\$ (57,629,408)	\$ 489,900	\$ 1,008,594

See accompanying notes to consolidated financial statements.

The Company's independent auditor has not performed a review of these consolidated financial statements.

VALGOLD RESOURCES LTD.

(an exploration stage company)

Consolidated Statements of Cash Flows

Three and nine months ended April 30, 2011 and 2010

(Unaudited – prepared by management)

	Three months ended April 30,		Nine months ended April 30,	
	2011	2010	2011	2010
Cash provided by (used for):				
Operations				
Loss for the period	\$ (448,265)	\$ (187,185)	\$ (482,622)	\$ (458,136)
Items not involving cash				
Amortization	661	3,323	4,909	11,625
Gain on sale of marketable securities	--	--	(162,552)	--
Loss on investments	--	--	--	23,335
Future income tax recovery	(191,325)	--	(235,444)	--
Recovery of bad debt	--	--	--	(64,005)
Gain on recovery of mineral property	--	--	(200,000)	(57,012)
Changes in non-cash working capital				
Accounts receivable and prepaids	57,921	(82,255)	(8,865)	(109,743)
Due from related parties	(19,362)	--	(21,297)	--
Accounts payable and accrued liabilities	(78,099)	(236,459)	(24,950)	(193,784)
	(678,469)	(502,576)	(1,130,821)	(847,720)
Investing activities				
Mineral property acquisition costs	(487)	(3,480)	(982)	(3,942)
Advance on mineral property interests	(701,575)	--	(701,575)	--
Proceeds from mineral property option	--	--	200,000	25,000
Accounts payable, royalties	(25,000)	--	(50,000)	--
Purchase of equipment	--	--	(1,659)	--
Proceeds on sale of marketable securities	--	--	224,321	65,355
	(727,062)	(3,480)	(329,895)	86,413
Financing activities				
Common shares issued for cash	157,931	550,921	894,504	976,821
Due from related parties	--	(147,023)	--	(68,468)
Share subscriptions received	849,150	--	849,150	--
Recovery of bad debt expense	--	--	--	78,815
	1,007,081	403,898	1,743,654	987,168
Increase in cash during the period	(398,450)	(102,158)	282,938	225,861
Cash, beginning of period	798,113	338,911	116,725	10,892
Cash, end of period	\$ 399,663	\$ 236,753	\$ 399,663	\$ 236,753

See accompanying notes to consolidated financial statements.

The Company's independent auditor has not performed a review of these consolidated financial statements.

VALGOLD RESOURCES LTD.

(an exploration stage company)

Notes to Consolidated Financial Statements

Nine months ended April 30, 2011 and 2010

(Unaudited – prepared by management)

1. Nature of operations and going concern uncertainty

ValGold Resources Ltd. (“the Company”) is incorporated under the British Columbia Business Corporations Act. The Company is presently engaged in the business of exploration and development of mineral properties in Canada and Venezuela, and has not yet determined whether its mineral property interests contain mineral reserves that are economically recoverable.

The accompanying consolidated financial statements have been prepared using Canadian generally accepted accounting principles applicable to a going concern. Several adverse conditions as set out below cast significant doubt on the validity of this assumption. At April 30, 2011, the Company has no source of operating cash flow and an accumulated deficit of \$57,629,408 (July 31, 2010 - \$57,146,786). At April 30, 2011, the Company has a working capital deficit of \$72,497 (July 31, 2010 - working capital deficiency of \$706,172). Operations for the period ended April 30, 2011, were funded primarily from the issuance of the Company's common shares, the sale of investments in marketable securities and the use of cash on hand. The Company entered into a private placement of 2,551,000 flow-through shares for total flow-through proceeds of \$765,300, of which \$309,017 has been expended to April 30, 2011. The proceeds on the issuance of flow-through shares must be expended on exploration in Canada.

The Company's ability to continue as a going concern is contingent on its ability to obtain additional financing. The current financial equity market conditions and the challenging funding environment make it difficult to raise funds by private placements of shares. It is dependent upon the continuing financial support of related parties and obtaining financing to continue exploration of its mineral property interests. While the Company is expending its best efforts to achieve its plans by examining various financing alternatives including reorganizations, mergers, sales of mineral property interests and other assets (See Notes 4 and 10), and settlement of debts by share issuances, or other form of equity financing, there is no assurance that any such activity will generate funds that will be available for operations, or on terms acceptable to the Company.

The consolidated financial statements do not include any adjustments to the recoverability and classification of recorded assets, or the amounts of, and classification of liabilities that would be necessary if the going concern assumption were not appropriate. Such adjustments could be material.

The amounts shown as mineral property interests represent acquisition costs net of recoveries to date, less amounts written off, and do not necessarily represent present or future values. Recoverability of the amounts shown for mineral property interests is dependent upon the discovery of economically recoverable mineral reserves, securing and maintaining title and beneficial interest in the properties, the ability of the Company to obtain financing necessary to complete the exploration and development of its mineral property interests, and on future profitable production or proceeds from the disposition of the mineral property interests.

2. Basis of presentation

The accompanying financial statements for the interim periods ended April 30, 2011 and 2010 are prepared on the basis of accounting principles generally accepted in Canada and are unaudited, but in the opinion of management, reflect all adjustments (consisting of normal recurring accruals) necessary for fair presentation of the financial position, operations and changes in financial results for the interim periods presented. The financial statements for the interim periods are not necessarily indicative of the results to be expected for the full year. These interim consolidated financial statements do not contain all of the information required for annual financial statements and should be read in conjunction with the most recent annual audited consolidated financial statements for the year ended July 31, 2010.

3. Mineral property interests

The Company's independent auditor has not performed a review of these consolidated financial statements.

VALGOLD RESOURCES LTD.

(an exploration stage company)

Notes to Consolidated Financial Statements

Nine months ended April 30, 2011 and 2010

(Unaudited – prepared by management)

Detailed exploration expenditures incurred in respect to the Company's mineral property interests owned, leased or held under option are disclosed in Note 10. Property payments made on the Company's mineral property interests during the nine months ended April 30 31, 2011, are included in the property descriptions below.

Nine months ended April 30, 2011	Opening Balance	Incurred (Write-downs)	(Recoveries)	Closing Balance
Tower Mountain Property, Ontario (b)	\$ 343,152	\$ 982	\$ --	\$ 344,134
Venezuela Properties, Venezuela (c)	1	--	--	1
Garrison Property, Ontario (a)	--	--	--	--
Total Acquisition Costs	\$ 343,153	\$ 982	\$ --	\$ 344,135
Year ended July 31, 2010				
Tower Mountain Property, Ontario (b)	\$ 314,211	\$ 28,941	\$ --	\$ 343,152
Venezuela Properties, Venezuela (c)	1,322,558	(1,322,557)	--	1
Garrison Property, Ontario (a)	121,113	--	(121,113)	--
Total Acquisition Costs	\$ 1,757,882	\$ (1,293,616)	\$ (121,113)	\$ 343,153

(a) Garrison Project, Ontario

In June 2005, the Company purchased 100% interest in 35 claims located in Garrison Township, Kirkland Lake District, Larder Lake Mining Division in northern Ontario for a one-time cash payment of \$110,000.

During the year ended July 31, 2010, the Company finalized an agreement with Northern Gold, whereby Northern Gold may acquire an initial 50% undivided interest in the property by making cash payments to the Company of \$1,000,000 over four years, with all or part of the payments being made in Northern Gold common shares at Northern Gold's option, using a 20-day value weighted average price. The Company received \$25,000 in cash and 2,187,500 common shares for the first payment of \$200,000. To earn the 50% interest, Northern Gold must also complete exploration work on the property in the amount of \$4,000,000 over four years, with \$500,000 being spent on the property in the first year of the agreement and not less than \$750,000 to be expended in each of the subsequent years. After earning the initial 50% interest, Northern Gold may increase its interest to 80% by making additional cash payments of \$1,000,000 over four years, with all or part of the payments being made in Northern Gold common shares at Northern Gold's option, priced using a 20-day value weighted average price and completing additional exploration work on the property in the amount of \$4,000,000 over the next four years. During the nine months ended April 30, 2011, the Company received the second option payment of \$200,000 in cash.

The Company's independent auditor has not performed a review of these consolidated financial statements.

VALGOLD RESOURCES LTD.

(an exploration stage company)

Notes to Consolidated Financial Statements

Nine months ended April 30, 2011 and 2010

(Unaudited – prepared by management)

3. Mineral property interests (continued)

(b) Tower Mountain Project, Ontario

In June 2002, the Company entered into an option agreement with two optionors to earn a 100% interest in the Tower Mountain Gold Property located in north western Ontario. The Company earned its interest by making cash payments of \$220,000 and completing \$1,000,000 in exploration expenditures on the property over a four-year period. Commencing in 2008, an annual pre-production royalty of \$25,000 in cash or shares is payable, ending on commencement of production. On August 27, 2008, the Company issued 250,000 common shares at a market price of \$0.10, as payment for the initial royalty payment. The Company also acquired a building on the property at a cost of \$25,000. The property is subject to a 2.5% NSR on production which may be reduced to 1.5% by a payment to the optionors of \$1,000,000 at any time up to the commencement of commercial production. The pre-production royalty payment due in July 2010 has not been paid, but will be paid when the Company has sufficient working capital.

(c) Venezuela Properties, Venezuela

On October 9, 2007, the Company completed the acquisition of all of the shares of Honnold Corp, a British Virgin Island company that indirectly held twenty-seven exploration licenses in Bolivar State, Venezuela (the "Venezuela Properties"). Due to uncertainties about the Company's ability to actively explore and finance its Venezuelan exploration property interests at the current time, the Company has written down the mineral property interests to a nominal carrying value of \$1.

(d) Advance on Mineral Property Acquisition

During the quarter the Company expended \$701,575 on property investigations in Central Europe. The expenditure was made primarily as a deposit respecting an application for a mining licence. The advance was made to forward negotiations for an agreement concerning the potential acquisition of a prospective mineral property. The negotiations have been underway since March and are considered by management to be significantly advanced, however, the parties have yet to arrive at final terms on all aspects of the possible agreement.

(e) Summary of property option payments due in fiscal 2011

In order to maintain existing mineral property option agreements, the Company will be required to make advance royalty and/or property tax payments on claims during the year totalling an estimated \$200,000. There is one payment of cash or payment in common shares for a total of \$25,000 that is required to be issued in the year ending July 31, 2011 on the Tower Mountain property.

The Company's independent auditor has not performed a review of these consolidated financial statements.

VALGOLD RESOURCES LTD.

(an exploration stage company)

Notes to Consolidated Financial Statements

Nine months ended April 30, 2011 and 2010

(Unaudited – prepared by management)

4. Investments

	Number of Shares	Cost April 30, 2011	Fair Value April 30, 2011
Northern Gold Mining Inc.	1,437,500	\$ 121,625	\$ 661,251
Total	1,437,500	\$ 121,625	\$ 661,251

	Number of Shares	Cost July 31, 2010	Fair Value July 31, 2010
Northern Gold Mining Inc.	2,187,500	\$ 153,126	\$ 415,625
Total	2,187,500	\$ 153,126	\$ 415,625

During the nine months ended April 30, 2011, the Company sold 750,000 shares of Northern Gold for net proceeds of \$224,321.

The Company's independent auditor has not performed a review of these consolidated financial statements.

VALGOLD RESOURCES LTD.

(an exploration stage company)

Notes to Consolidated Financial Statements

Nine months ended April 30, 2011 and 2010

(Unaudited – prepared by management)

4. Investments (continued)

The Company also holds one share of Quorum Management and Administrative Services Ltd. at a cost of \$1.

5. Buildings and equipment

	Cost	Accumulated Amortization	April 30, 2011 Net Book Value	Cost	Accumulated Amortization	July 31, 2010 Net Book Value
Vehicles	\$ 21,449	\$ 21,449	\$ --	\$ 21,449	\$ 21,449	\$ --
Office equipment	31,494	30,071	1,423	30,715	29,049	1,666
Buildings	61,339	28,189	33,150	61,339	24,838	36,501
Computer equipment	19,506	18,698	808	18,626	18,162	464
Field equipment	53,282	53,282	--	53,282	53,282	--
	\$ 187,070	\$ 151,689	\$ 35,381	\$ 185,411	\$ 146,780	\$ 38,631

6. Share capital

(a) Authorized

Unlimited number of common shares without par value

At the Annual and Special General Meeting of its shareholders held on February 3, 2010, the shareholders approved a special resolution to alter the Company's authorized share structure by consolidating all of the issued and outstanding common shares without par value, of which 21,954,907 post-consolidation common shares were issued, based on 109,774,536 pre-consolidation common shares issued on March 1, 2010, and a consolidation on the basis of five (5) pre-consolidation common shares to one (1) post-consolidation common share, after adjusting for rounding, or 21,954,907 common shares. All periods presented have been retroactively adjusted to reflect this reverse split.

(b) Issued and fully paid

30,895,407 common shares without par value.

During the six months ended January 31, 2011, the Company completed a non-brokered private placement of 2,551,000 flow-through units at a price of \$0.30 per unit for gross proceeds of \$765,300. Each unit consists of one flow-through common share and one non-transferable non-flow-through share purchase warrant. Each warrant is exercisable for one additional non-flow-through common share for a period of two years from the date of issue at a price of \$0.50 per share.

The Company's independent auditor has not performed a review of these consolidated financial statements.

VALGOLD RESOURCES LTD.

(an exploration stage company)

Notes to Consolidated Financial Statements

Nine months ended April 30, 2011 and 2010

(Unaudited – prepared by management)

6. Share capital (continued)

A first tranche of 1,110,000 units totalling \$333,000 closed on November 23, 2010. Each unit consists of one flow-through common share and one non-transferable non-flow-through share purchase warrant. Each warrant is exercisable for one additional non-flow-through common share for a period of two years from the date of issue at a price of \$0.50 per share. Finders' fees of \$15,000 were paid in association with this portion of the offering, equal to 5.0% of the gross proceeds received from certain accredited investors found by the finder under the offering. In addition, the Company issued 50,000 finder's warrants which will entitle the finder to acquire that number of common shares of the Company, which is equal to 5.0% of the number of units sold to the accredited investors found by the finder pursuant to the offering. The finder's warrants are exercisable to purchase one common share of the Company at a price of \$0.30 at any time, and from time to time, on or before the date which is 24 months after the closing date, or November 23, 2012. All common shares and warrants are subject to a hold period and may not be traded for four months plus one day from the date of closing of the private placement, or March 24, 2011. The value allocated to each of the warrants using a modified Black-Scholes ("B-S") calculation with a volatility factors of 96% and a risk-free rates of 1.0% to 1.4% ranges from \$0.03 per warrant and \$0.15 per finders' warrants

A second tranche of 1,441,000 units totalling \$432,300 with the same terms as described above closed on December 20, 2010. Finders' fees of \$19,500 were paid in association with this portion of the offering, equal to 5.0% of the gross proceeds received from certain accredited investors found by the finder under the offering. In addition, the Company issued 65,000 finder's warrants which will entitle the finders to acquire that number of common shares of the Company, which is equal to 5% of the number of units sold to the accredited investors found by the finders pursuant to the offering. The finders' warrants are exercisable to purchase one common share of the Company at a price of \$0.30 at any time, and from time to time, on or before the date which is 24 months after the closing date, or December 21, 2012. All common shares and warrants are subject to a hold period and may not be traded for four months plus one day from the date of closing of the private placement, or April 21, 2011. The value allocated to each of the warrants using a modified B-S calculation with a volatility factors of 96% and a risk-free rates of 1.0% to 1.7% ranges from \$0.04 per warrant and \$0.14 per finders' warrants.

(c) Stock options (see Consolidated Statements of Shareholders' Equity)

In January 2008, the shareholders approved a 10% rolling stock option plan as prescribed by the policies of the TSX Venture Exchange. The Company has a stock option plan for its directors, employees and consultants to acquire common shares of the Company at a price determined by the fair market value of the shares at the date of grant. Options generally vest immediately or over a two-year period, and have a maximum term of ten years. The plan currently allows for the issuance of up to 3,089,541 (July 31, 2010 – 2,822,341) stock options. The following table summarizes changes in the number of stock options outstanding:

The Company's independent auditor has not performed a review of these consolidated financial statements.

VALGOLD RESOURCES LTD.

(an exploration stage company)

Notes to Consolidated Financial Statements

Nine months ended April 30, 2011 and 2010

(Unaudited – prepared by management)

6. Share capital (continued)

	Options	Weighted Average Exercise Price
Balance, July 31, 2010	2,733,000	\$0.20
Issued	555,000	\$0.31
Exercised	(271,000)	\$0.19
Expired	(83,000)	\$0.19
Balance, April 30, 2011	2,934,000	\$0.22
Exercisable at April 30, 2011	2,859,000	\$0.22

Number Outstanding at April 30, 2011	Weighted Average Remaining Contractual Life	Weighted Average Exercise Price
20,000	0.22 years	\$0.19
380,000	1.09 years	\$0.19
89,000	2.54 years	\$0.19
1,890,000	4.03 years	\$0.20
555,000	4.93 years	\$0.31
2,934,000	3.75 years	\$0.22

(d) Warrants (See Consolidated Statements of Shareholders Equity)

The following table summarizes recent changes in the number of warrants outstanding:

	Warrants	Weighted Average Exercise Price
Balance, July 31, 2010	6,562,000	\$0.25
Issued	2,666,000	\$0.49
Balance, April 30, 2011	9,228,000	\$0.32

As at April 30, 2011, the following share purchase warrants were outstanding:

Number of Warrants	Exercise Price	Expiry Date
4,463,500	\$0.25	March 3, 2015
1,805,000	\$0.25	April 13, 2015
293,500	\$0.25	September 3, 2011
50,000	\$0.30	November 23, 2012
1,110,000	\$0.50	November 23, 2012
65,000	\$0.30	December 20, 2012
1,441,000	\$0.50	December 20, 2012
9,228,000	\$0.32	

The Company's independent auditor has not performed a review of these consolidated financial statements.

VALGOLD RESOURCES LTD.

(an exploration stage company)

Notes to Consolidated Financial Statements

Nine months ended April 30, 2011 and 2010

(Unaudited – prepared by management)

7. Related party transactions and balances

Services provided by:	Nine months ended April 30,	
	2011	2010
Quorum Management and Administrative Services Inc. (a and d)	333,910	354,636
Kent Avenue Consulting Ltd. (c)	23,000	22,500
759924 Ontario Ltd. (d))	6,000	--
Directors fees (b)	3,000	
Balances payable to		
	April 30, 2011	July 31, 2010
Quorum Management and Administrative Services Inc. (a)	(120,440)	(56,415)
Officer and directors	(387,292)	(472,614)
Glencoe Management Ltd.	(36,618)	(36,618)
Total balances payable	\$ (544,350)	\$ (565,647)

- (a) Management, administrative, geological and other services have been provided by Quorum Management and Administrative Services Inc. (“Quorum”), since August 1, 2001. Quorum is a private company held jointly by the Company and other public companies, providing services on a full cost recovery basis to the various public entities currently sharing office space with the Company. At April 30, 2011, the Company has a 1/3 interest in Quorum at a cost of \$1. There is no difference between the cost of \$1 and equity value. Three months of estimated working capital is required to be on deposit with Quorum under the terms of the services agreement, and at April 30, 2011, the Company did not have three months of fees advanced to Quorum.
- (b) Directors’ fees are paid to non-executive directors on a quarterly basis and for meetings attended during the year. Directors’ fees have been accrued but not paid since December, 2007, and since the third quarter of the fiscal year ended July 31, 2009, are no longer accrued until such time as the Company is able to pay directors’ fees. Effective April 1, 2011, three independent directors will each receive a monthly fee of \$1,000.
- (c) Consulting fees of \$23,000 (2010 - \$22,500) are paid indirectly to Kent Avenue Consulting Ltd., a private company controlled by a director, Sargent H. Berner. These fees are paid through Quorum, and are also included in the balance for ‘services provided by Quorum’. Any amount owing to Kent Avenue Consulting Ltd. is owed by Quorum, and so is included in the net payable to Quorum.
- (d) Effective April 1, 2011, fees in the amount of \$6,000 per month will be paid to 759924 Ontario Ltd., a private company controlled by a director and officer, Kenneth G. Yurichuk, to remunerate him for his work as Chief Financial Officer of the Company.
- (e) Transactions with related parties are recorded at their exchange values which are the amounts entered into and agreed by both parties.

The Company's independent auditor has not performed a review of these consolidated financial statements.

VALGOLD RESOURCES LTD.

(an exploration stage company)

Notes to Consolidated Financial Statements

Nine months ended April 30, 2011 and 2010

(Unaudited – prepared by management)

8. Financial instruments

Currency risk

The Company's currency risk arises primarily with fluctuations in United States dollar and the Venezuelan bolivar. The Company has no revenue and any exposure to currency risk is related to expenditures by the Company in United States dollars or the Venezuelan bolivar, as the majority of operating expenses are payable in Canadian dollars. The currency risk by the Company relates to unpaid liabilities of the Company payable in United States dollars or Venezuelan bolivars.

The Company has not hedged its exposure to currency fluctuations. At April 30, 2011, the Company is exposed to currency risk through the following assets and liabilities denominated in United States dollars and Venezuelan bolivars, but presented in Canadian dollar equivalents. The Company uses the parallel market rates when converting its transactions and assets and liabilities in Venezuelan bolivars.

	April 30, 2011	April 30, 2010
United States dollars		
Cash and cash equivalents	22,681	55,276
Accounts payable and accrued liabilities	(344,700)	(276,002)
Venezuelan bolivars		
Cash and cash equivalents	125	17,653
Accounts payable and accrued liabilities	(273,084)	(304,562)

Based on the above net exposures at April 30, 2011, and assuming that all other variables remain constant a 10% appreciation or depreciation of the Canadian dollar against the United States dollar would result in an increase/decrease of \$32,202 (2010 - \$22,073) in the Company's loss from operations, and a 10% appreciation or depreciation of the Canadian dollar against the Venezuelan bolivar would result in an increase/decrease of \$27,296 (2010 - \$28,691) in the Company's loss from operations. The Company's exposure will primarily be due to changes in the Venezuelan bolivar, as a significant portion of its accrued liabilities are in Venezuelan bolivars.

The Company's independent auditor has not performed a review of these consolidated financial statements.

VALGOLD RESOURCES LTD.

(an exploration stage company)

Notes to Consolidated Financial Statements

Nine months ended April 30, 2011 and 2010

(Unaudited – prepared by management)

9. Segmented information

The Company has one operating segment, which is the exploration and development of mineral properties. The Company's principal operations are carried out in Canada and in Venezuela. All of the investment income is earned in Canada.

The Company's geographic segments by mineral property interests, equipment and other assets are as follows:

April 30, 2011	Canada	Venezuela	Total
Mineral property interests	\$ 344,134	\$ 1	\$ 344,135
Equipment	\$ 35,381	\$ --	\$ 35,381
Other	\$ 1,850,365	\$ --	\$ 1,850,365
Total assets	\$ 2,229,880	\$ 1	\$ 2,229,881

July 31, 2010	Canada	Venezuela	Total
Mineral property interests	\$ 343,152	\$ 1	\$ 343,153
Equipment	\$ 38,631	\$ --	\$ 38,631
Other	\$ 611,362	\$ --	\$ 611,362
Total assets	\$ 993,145	\$ 1	\$ 993,146

The Company's independent auditor has not performed a review of these consolidated financial statements.

VALGOLD RESOURCES LTD.

(an exploration stage company)

Notes to Consolidated Financial Statements

Nine months ended April 30, 2011 and 2010

(Unaudited – prepared by management)

10. Subsequent events

On May 4, 2011 the Company completed a non-brokered private placement of a total of 6,785,000 common shares at a price of \$0.27 per share for gross proceeds of \$1,831,950. Compensation was paid to a certain eligible arm's-length party (the "Finder") in consideration for securing subscribers for the Offering. The compensation is comprised of two components consisting of a Finder's commission totalling 180,000 common shares (equal to 5% of the gross proceeds raised from the Offering attributable to the Finder) as well as Finder's Warrants totalling 180,000 non-transferable common shares (equal to 5% of the number of Shares sold in the Offering attributable to the Finder. Each Finder's Warrant is exercisable to acquire one common share in the capital of the Company at a price of \$0.30 per share and expires 18 months after closing expiring on November 3, 2012. All securities issued with respect to this non-brokered private placement are subject to a four months plus one day hold period and may not be traded for four months plus one day from the date of closing of the private placement, or September 4, 2011.

On May 13, 2011 the Company closed a sales agreement with Northern Gold Mining Inc. ("Northern Gold") of the Garrison Gold Property ("Garrison Property") located in north eastern Ontario. Under the terms of the sales agreement Northern Gold has purchased the Company's 100% interest in the Garrison Property. In consideration for this sale, the Company received, at the closing, a cash payment of Cdn \$325,000 and a promissory note for an additional Cdn\$325,000 to be paid on or before August 13, 2011; 16 million common shares in Northern Gold ("Northern Gold Shares") giving the Company aggregate ownership of approximately 14.8% of the issued and outstanding shares of Northern Gold on a non-diluted basis; a 2% net smelter return royalty of which (i) half (i.e. 1%) can be acquired by Northern Gold for Cdn\$5 million paid to the Company at any time upon the earlier of thirty-six months following the date of closing and the commencement of commercial production, and (ii) the remaining 1% can be acquired for a further payment of Cdn\$10 million at any time upon the earlier of seventy-two months following the date of closing and the commencement of commercial production.

The Company's independent auditor has not performed a review of these consolidated financial statements.

VALGOLD RESOURCES LTD.

(an exploration stage company)

Note 11: Exploration expenses

Nine months ended April 30, 2011 and 2010

(Unaudited – prepared by management)

	Tower Mountain and Other, Ontario	Venezuelan Properties, Venezuela	Garrison Property, Ontario	Total Exploration Expenses April 30, 2011
Exploration expenses				
Incurred during the period				
Assay and analysis	47,810	--	--	47,810
Drilling	192,870	--	--	192,870
Geology	57,872	--	--	57,872
Land lease and property taxes	--	69,103	--	69,103
Site activities	5,340	21,760	2,685	29,785
Transportation	5,852	1,253	--	7,105
Total expenses, April 30, 2011	\$ 309,744	\$ 92,116	\$ 2,685	\$ 404,545

	Tower Mountain and Other, Ontario	Venezuelan Properties, Venezuela	Manitoba Properties	Garrison Property, Ontario	Total Exploration Expenses April 30, 2010
Exploration expenses					
Incurred during the period					
Geological and geophysical	--	3,170	52	--	3,222
Land lease and property taxes	--	91,019	--	--	91,019
Site activities	1,875	14,606	11	6,181	22,673
Transportation	--	3,283	--	--	3,283
Total expenses, April 30, 2010	\$ 1,875	\$ 112,078	\$ 63	\$ 6,181	\$ 120,197

VALGOLD RESOURCES LTD.

(an exploration stage company)

Note 11: Exploration Expenses

Year ended July 31, 2010

	Tower	Venezuelan	Manitoba	Garrison	Exploration
	Mountain and	Properties,	Properties	Property,	Expenses
	Other,	Venezuela		Ontario	July 31, 2010
	Ontario				
Exploration expenses					
Incurring during the year					
Geological and geophysical	19,500	3,170	52	--	22,722
Land lease and property taxes	--	117,428	--	--	117,428
Site activities	2,500	40,392	11	7,090	49,993
Stock-based compensation (Note 7 (d))	--	16,081	--	--	16,081
Travel and accommodation	252	3,198	--	--	3,450
Total expenses, year ended July 31, 2010	\$ 22,252	\$ 180,269	\$ 63	\$ 7,090	\$ 209,674