Interim Financial Statements

2008

First Quarter

March 31, 2008

THREEGOLD Resources Inc.

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Management's Report

The Company's management is responsible for the preparation of the interim financial statements and for the financial information included in this interim report. Management maintains a system of internal control in order to produce reliable financial statements and to provide reasonable assurance that assets are safeguarded.

The interim financial statements are prepared in accordance with Canadian generally accepted accounting principles and necessarily include amounts based on estimates and judgments of management. For there preparation we use the same accounting policies and methods used in the preparation of the company's most recent annual financial statements. All disclosures required for annual financial statements have not been included in these financial statements. These interim financial statements should be read in conjunction with the company's most recent annual financial statements.

The audit committee meets annually with the external auditors, with and without management being present, to review the consolidated financial statements and to discuss audit-related matters. On the recommendation of the audit committee, the Company's consolidated interim financial statements are approved by the Board of Directors.

(signed)
Daniel Duval
Chief Financial Officer

(signed)
Antoine Fournier
Chief Executive Officer

Val d'Or, Canada
May 26, 2008

THREEGOLD RESOURCES INC.

Statements of earnings
Three month periods ended March 31, 2008 and 2007

	Three month periods ended March 31	
	2008	**2007**
	$	$
Revenues :		
Interest revenues	33 499	22 975
Administrative expenses :		
Office expenses	8 462	7244
Expenses in connection with raising funds	21 903	11 707
Advertising, promotion and expenses account	5 921	6 242
Professional fees	10 321	16 806
Salaries and fringe benefits and continuing education	11 019	10 771
Operating costs	50 045	18 537
Registration and information to shareholders	24 117	19 485
Telecommunications	1 543	896
Depreciation of fixed assets	1 770	722
Bank charges	218	151
Research properties expenses	-	1 296
Mining duties	1 298	-
Stock-based compensation	44 101	23 408
Part XII,6 taxes	23 888	-
	204 606	117 265
Loss before other items and taxes	-171 107	-94 290
Other items :		
Gain on sale of mining properties	-	-
Gain (loss) on sale of fixed assets	-137	-505
	-137	-505
Loss before taxes	-171 244	-94 795
Future income and mining taxes	-	-
Net loss	-171 244	-94 795

See accompanying notes to interim financial statements.

THREEGOLD RESOURCES INC.

Statements of deferred exploration expenses
Three month periods ended March 31, 2008 and 2007

	Three month periods ended March 31	
	2008	**2007**
	$	$
General exploration expenses	185 369	9 308
Drilling	519 288	-
Analysis	29 751	848
Geology	48 962	17 460
Geophysical expenses	7 954	55 350
Geochemistry	3 193	710
Technical reports, data compilation, maps	3 500	699
	798 017	84 375
Other items :		
Tax credit for mining exploration expenses	-	-
Write-off of deferred exploration expenses	-	-
	798 017	84 375
Beginning Balance	3 091 834	642 069
Ending Balance	3 889 851	726 444

See accompanying notes to interim financial statements.

THREEGOLD RESOURCES INC.

Statements of Deficit
Three month periods ended March 31, 2008 and 2007

	Three month periods ended March 31	
	2008	**2007**
	$	$
Beginning Balance	-4 303 506	-2 388 757
Net gain (loss)	-171 244	-94 795
Share issuance expenses	-53 729	-
Future tax allowance	-284 363	-38 017
Ending Balance	-4 812 852	-2 521 569

See accompanying notes to interim financial statements.

THREEGOLD RESOURCES INC.

Balance Sheets
Periods ended March 31, 2008 and December 31, 2007

	March 31 2008	December 31 2007
	$	$
Assets		
Current assets :		
Cash	223 657	940 201
Cash reserved for exploration	1 855 592	2 653 609
Short-term investments	345 848	504 428
Accounts receivable (Note 2)	596 026	532 589
Prepaid expenses	9 959	24 313
	3 031 082	4 655 140
Fixed assets (Note 3)	46 563	44 620
Mining properties (Note 4)	394 984	394 984
Deferred exploration expenses (Note 5)	3 889 851	3 091 834
	7 362 480	8 186 578
Liabilities		
Current liabilities :		
Accounts payable and accrued liabilities (Note 6)	482 594	1 275 820
Future income and mining taxes	1 224 641	940 268
	1 707 235	2 216 088
Shareholders' equity:		
Share capital (Note 7)	9 252 711	9 111 111
Warrants (Note 7a)	88 762	80 362
Contributed surplus (Note 8)	1 126 624	1 082 523
Deficit	-4 812 852	-4 303 506
	5 655 245	5 970 490
	7 362 480	8 186 578

See accompanying notes to interim financial statements.

On behalf of the Board

(signed)
Daniel Duval
Director

(signed)
Antoine Fournier
Director

THREEGOLD RESOURCES INC.

Statements of cash flow
Three month periods ended March 31, 2008 and 2007

	Three month periods ended March 31	
	2008	**2007**
	$	$
Operating activities :		
Net loss	-171 244	-94 795
Adjustments for :		
Stock-based compensation	44 101	23 408
Depreciation of fixed assets	1 770	722
Loss on sale of fixed assets	137	505
Variation in non-cash working capital items	-842 446	-54 909
	-967 682	-125 069
Financing activities :		
Share capital issued	150 000	-
Share issuance expenses	-53 729	-
	96 271	-
Investing activities :		
Gain on sale of short-term investments	-	-3 448
Gain on sale of fixed assets		2 928
Variation of cash reserved for exploration	798 017	
Variation of cash in trust	158 580	-
Acquisition of fixed assets	-5 189	-3 591
Acquisition of mining properties	-	-10 597
Increase of deferred exploration expenses	-796 541	-84 375
	154 867	-99 083
Increase (decrease) in cash and cash equivalents	-716 544	-224 152
Cash and cash equivalents at the beginning	940 201	303 803
Cash and cash equivalents at the end	223 657	79 651

See accompanying notes to interim financial statements.

THREEGOLD RESOURCES INC.

Notes to interim financial statements
Three month periods ended March 31, 2008 and 2007

1. General

The interim financial statements (unaudited) are prepared in accordance with Canadian generally accepted accounting principles and necessarily include amounts based on estimates and judgments of management. For there preparation we use the same accounting policies and methods used in the preparation of the company's most recent annual financial statements. All disclosures required for annual financial statements have not been included in these financial statements. These interim financial statements should be read in conjunction with the company's most recent annual financial statements and particularly with the accompanying note Description of the Business and Operation Continuity as well as Note 2 – Significant Accounting Policies.

The financial information as at March 31, 2008 and 2007 are unaudited; however, in the opinion of management, all adjustments necessary to present fairly the results of these periods have been included. The adjustments made were of a normal recurring nature.

The recoverability of amounts shown as mining properties and related deferred expenses is dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete the development, and future profitable production or proceeds from the disposition thereof. The Company will need to obtain periodically new funds to pursue its operations and in spite of the obtention of funds in the past, there is no guarantee for the future.

a) Change in accounting policies

On January 1, 2008, the company prospectively adopted, without restatement of prior periods, the following sections of CICA Handbook.

1) General Standards of Financial Statement Presentation – Section 1400

In June 2007, the CICA amended this section to include requirements to assess and disclose an entity's ability to continue as a going concern and to disclose any material uncertainties that may cast doubt upon its ability to continue as a going concern. The Company adequately presents information concerning such assessment.

This section establishes an entity's disclosure requirements regarding its objectives, policies and processes for managing capital, as well as quantitative data about what it regards as capital, and whether it has complied with capital requirements and, if not, the consequences of such non-compliance. The disclosure requirements are described in Note 8.

3) Goodwill and Intangible Assets – Section 3064

In January 2008, the CICA issued a new section which reinforces an approach based on recognition principles and criteria to record costs as assets and to clarify the application of the concept of matching revenues and expenses in order to eliminate the practice of recognizing as assets items that do not meet the definition of an asset nor the criteria for asset recognition.

There is no impact on the financial statements of the Company.

a) Change in accounting policies (cont'd)

4) New Accounting Rules: Financial Instruments – Disclosures and Financial Instruments – Presentation (Sections 3862 and 3863)

These sections expand on the disclosures currently required to enable users to evaluate the extent to which financial instruments affect an entity's financial position and performance, including the disclosures to be provided regarding fair value. The disclosure requirements are described in Note 10.

5) Inventories-Section 3031

This section provides guidance on determining costs as well as on other matters concerning the recognition, measurement, disclosure and presentation of inventories. The standard includes guidance on the treatment of excess capacity, measurement of inventories, depreciation and amortization, and supplementary items that must be considered in measuring the costs of inventories.

There is no impact on the financial statements of the Company.

2. Accounts receivable

	March 31	December 31
	2008	2007
	$	$
Accounts receivable	247 780	247 780
Goods and services taxes	315 688	270 893
Tax credit for mining exploration expenses and mining duties	10 725	10 725
Accrued interest receivable	21 833	430
Other	-	2 761
	596 026	532 589

3. Fixed assets

	Cost	Disposition	Accumulated Depreciation	Net book value March 31, 2008	Net book value December 31, 2007
	$	$	$	$	$
Office furniture	5 044	-	1 102	3 942	2 870
Computer equipment	23 269	-	3 516	19 753	17 012
Leasehold improvements	6 568	-	2 172	4 396	4 790
Vehicles	23 468	-	4 996	18 472	19 948
	58 349	-	11 786	46 563	44 620

4. Mining properties

	Cost December 31, 2007	Acquisition	Disposition	Write-off	Cost March 31, 2008
	$	$	$	$	$
Adanac	1	-	-	-	1
Gasse-Lemieux	83 392	-	-	-	83 392
Frotet-Robert	66 000	-	-	-	66 000
Vital	134 224	-	-	-	134 224
Mercier	93 620	-	-	-	93 620
Cascapédia	15 997	-	-	-	15 997
Gaspéite	50	-	-	-	50
Pas de Dames	1 700	-	-	-	1 700
	394 984	-	-	-	394 984

5. Deferred exploration expenses

	Balance at December 31, 2007	Exploration expenses	Tax credit for for mining explo-ration expenses	Write-off	Balance at March 31, 2008
	$	$	$	$	$
Baie-James	239 288	-	-	-	239 288
Mercier	331 218	690 381	-	-	1 021 599
Adanac	235 381	7 462	-	-	242 843
Gasse-Lemieux	955 904	-92 195	-	-	863 709
Frotet-Robert	149 486	3 416	-	-	152 902
Vital	830 983	175 849	-	-	1 006 832
Cascapédia	62 441	6 552	-	-	68 993
Abitibi Extension	124 882	-	-	-	124 882
Mont-de-l'Aigle	114 168	6 552	-	-	120 720
Hush Hush	20 993	-	-	-	20 993
Pas de Dames	27 090	-	-	-	27 090
	3 091 834	798 017	-	-	3 889 851

6. Accounts payable and accrued liabilities

	March 31	December 31
	2008	2007
	$	$
Accounts payable	430 541	1 244 041
Salaries and fringe benefits	16 365	6 779
Accrued liabilities	35 688	25 000
	482 594	1 275 820

7. Share capital

Capital disclosure:

The Company's objective in managing capital is to ensure sufficient liquidity to pursue its organic growth strategy and undertake selective acquisitions. The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may issue new shares and acquire or sell mining properties to improve its financial performance and flexibility.

The Company's capital is composed of shareholder's equity. The Company's primary uses of capital are to finance exploration expenditures and mining properties acquisitions. To effectively manage the Company's capital requirements, the Company has in place rigorous planning and budgeting process to help determine the funds required to ensure the Company has appropriate liquidity to meet its operating and growth objectives.

The Company expects its current capital resources and its ability to obtain additional financing will support further exploration and development of its mineral properties.

Authorized:

Unlimited number of voting and participating common shares, without par value

	March 31 2008		December 31 2007	
	Number of shares	Amount	Number of shares	Amount
		$		$
Common shares				
Beginning balance	29 388 511	9 111 111	18 506 058	3 843 838
Shares issued				
Cash	300 000	150 000	8 212 392	4 121 575
Mining properties	-	-	300 000	103 000
Warrants	-	-8 400	28 571	12 857
Redemption of preferred shares serie A	-	-	1 363 253	586 199
Repayment of the advances from a shareholder	-	-	878 237	377 642
Shares to be issued				
Cash	-	-	-	-
Mining properties	-	-	100 000	66 000
Ending balance	29 688 511	9 252 711	29 388 511	9 111 111

a) Warrants

During the first quarter, the company held a private placement by placing 150,000 warrants. Each warrant entitles the holder to purchase one additional common share of Threegold at a price of $0.65 until February 14, 2009.

A status of the warrants as at March 31, 2008 and December 31, 2007 and variations during the years then ended are summarized as follows:

	March 31, 2008		December 31, 2007	
	Outstanding warrants	Weighted average exercise price	Outstanding warrants	Weighted average exercise price
Outstanding, beginning of year	2 436 343	0.44	1 164 914	0.41
Granted	150 000	0.65	1 300 000	0.46
Exercised	-	-	-28 571	0.45
Outstanding, end of year	2 586 343	0.45	2 436 343	0.44

The fair value of the warrants issued during the year ended March 31, 2008 and December 2007 were estimated at $88,762 and at $80,362 respectively by comparing the issue price of the units to the quoted value of the share one month prior to the issuance.

The table below summarizes the outstanding warrant details as at March 31, 2008

Number of warrants	Exercise price	Expiration date
	$	
1 000 000	0.40	June 6, 2008
622 143	0.45	June 22, 2008
514 200	0.35	December 28, 2008
300 000	0.65	December 27, 2008
150 000	0.65	February 14, 2009
2 586 343	**0.45**	

b) Common share purchase options

The following table summarizes information about the stock options outstanding as at March 31, 2008:

Range of exercise price	Number of options	Weighted exercise price	Weighted remaining life
$		$	
0.29	860 000	0.29	4.4 years
0.35	500 000	0.35	3,4 years
	1 360 000	**0.31**	**3,9 years**

The following assumptions were used in the Black-Scholes calculations for determining the fair value of stock options granted to the directors and employees on August 17, 2007:

Stock price when granted	$0.26
Exercise price	$0.29
Expected life of options	5 years
Risk-free interest rate	4.337 %
Annualized volatility	95.90 %

The application of the fair value method for the three month period ended March 31, 2008 resulted in a $44 101 (2007 - $23,408) charge to stock-based compensation expense with a corresponding credit to contributed surplus.

As at March 31, 2008 and December 31, 2007, the following options were outstanding and could be exercised as follows:

	March 31		December 31	
	2008		2007	
	Number of options	Weighted average exercise price	Number of options	Weighted average exercise price
		$		$
Outstanding at beginning	1 360 000	0.31	500 000	0.35
Granted	-	-	860 000	0.29
Exercised	-	-	-	-
Expired	-	-	-	-
Cancelled	-	-	-	-
Outstanding at end	1 360 000	0.31	1 360 000	0.31
Options acquired	858 464	0.32	655 978	0.33
Options exercisable	786 666	0.33	333 333	0.35

8. Contributed surplus

	March 31	December 31
	2008	2007
	$	$
Beginning balance	1 082 523	989 641
Stock-based compensation (Note 7b)	44 101	135 876
Premium related to the issuance of common shares for the reimbursement of the advances from a shareholder and the redemption of the serie A preferred shares	-	-42 994
Ending balance	1 126 624	1 082 523

9. Related party transactions

During the three month period, the Company incurred professional fees amounting to $24,666 ($nil in 2007) with a law firm, Heenan Blaikie S.E.N.C.R.L., SRL, of which one of the employees, Mr. Kosta Kostic, is also a Director of the Company. Rental costs were also incurred with a shareholder, Dianor Resources Inc., for $3,150 ($0 in 2007) as well as administrative services for $58,400 ($24,525 in 2007). Furthermore, the Company made transactions with a company, Nievex Géoconseil Inc., which is controlled by the president of the Company, Mr. Antoine Fournier. The Company incurred $15,320 ($13,600 en 2007) for professional services in geology, representation and travelling expenses.

These transactions are in the normal course of operations and measured at the exchange amount, which is the amount of consideration established and agreed by the related parties.

10. Financial Instruments

The carrying amounts of financial instruments are presented in the consolidated balance sheet at fair value or amortized cost according to the Company's accounting policies. Short term financial assets and liabilities, which include short-term investments, accounts receivable, bank loans and accounts payable approximate fair values due to the immediate or short-term maturities of these financial instruments. In addition, the fair value of long term debt and obligations under capital lease approximate their carrying value.

Risk exposure and management

The Company is exposed to a certain amount of risks at different levels. The type of risk and the way the exposition is managed is described here after.

a) Marketrisk

I. Interest rate risk

The Company manages its portfolio of short-term investments based on its cash flow needs and with a view to optimizing its income.

The effective interest rate on the short-term investments during the period is 4.25% (2007, 2.8% to 4.25%). The average rate at the end of the period is 4.25% (2007, 4.25%) with investments maturing from between 217 to 245 days, cashable at anytime without penalties.

II. Price risk

The Company's profitability is exposed to commercial risks, notably those linked to the stock price on the stock market. The Company does not have hedges covering this risk.

The profitability of the Company is highly linked to the stock price. If the stock price would be low for a prolonged period, it might be more difficult to meet financing objectives through private placements.

III. Liquidity risk

The liquidity risk is the risk that the Company has difficulties to honour its commitments when they come to maturity. The contractual commitments for liabilities as at March 31, 2008 are as follows:

	Total	Less than 1 year	1-2 years	2-5 years	More than 5 years
	$				
Accounts payable	482 594	482 594	-	-	-
Long-term debt	-	-	-	-	-
Obligations under option and/or acquisition agreements	-	-	-	-	-
Asset retirement obligations	-	-	-	-	-
Total	482 594	482 594	-	-	-

As at March 31, 2008 the Company had $223,657 in cash and $2,201,440 in short-term investment for a total of $2,425,097.

11. Commitments

Vital Property

On August 24, 2005, as amended on November 21, 2005, the Company has optioned the Vital property located on the Gaspe Peninsula. According to the terms of the option agreement, the Company will acquire a 100% interest in the Vital property by making cash payment of $50,000 (paid) at signing, issuing 300,000 common shares to the seller over a three year period (200,000 common shares issued for $84,000) and expending $300,000 in exploration expenditures on the property over a three year period ($1,006,832 achieved). A 250,000 common shares bonus will be granted at the pre-production stage and 500,000 common shares will be granted at production stage. The seller retains a net smelter return royalty of 2%, 1% of which may be bought back by the Company for $1,500,000. Upon payment of $50,000, the Company has acquired a 50% interest in the property.

Frotet-Robert Property

On June 30, 2006, the Company has optioned the Frotet-Robert property located on the Northeast of Chibougamau in Quebec. According to the terms of the option agreement, the Company will acquire a 100% interest in the Frotet-Robert property by making cash payment of $5,000 at signing, issuing 200,000 common shares to the seller over a two year period (200,000 common shares for $61,000) and expending $150,000 in exploration expenditures on the property over a two year period ($152,902 achieved). A 250,000 common shares bonus will be granted at production stage. The seller retains a net smelter return royalty of 2%, 1% of which may be bought back by the Company for $1,000,000.

Gasse-Lemieux Property

On June 30, 2006, the Company has optioned the Gasse-Lemieux property located on the Gaspé Peninsula.

According to the terms of the option agreement, the Company will acquire a 100% interest in the Gasse-Lemieux property by making cash payment of $20,000 at signing, issuing 300,000 common shares to the seller over a two year period (200,000 common shares issued for $63,000) and expending $100,000 in exploration expenditures on the property over a three year period ($863,709 achieved). A 500,000 common shares bonus will be granted at production stage. The seller retains a net smelter return royalty of 1% that may be bought back by the Company for $1,000,000.

Mont-de-l'Aigle Property

On January 10, 2007, the Company has signed an agreement with Ressources Appalaches for the acquisition of a 50% interest in the Mont-de-l'Aigle Property. The Company is required to incur $2,000,000 in exploration expenditures on the property over a five year period, from which a firm amount of $500,000 for the first two years ($120,720 achieved) and $500,000 for the subsequent years.

Mercier Property

On November 8, 2007, the Company has optioned the Mercier Property located approximately a hundred kilometres east Senneterre, Quebec. Under the terms of the option agreement, the company will acquire a 100 % interest in the Mercier Property by making a cash payment of $25,000 (paid) and issuing 100,000 common shares (100,000 common shares for $66,000) at signing. The seller retains a net smelter return royalty of 2%, 1% of which may be bought back by the Company for $1,500,000. This amount might be paid cash, or by issuing common shares or a combination of both based on the agreement between the parties.

GENERAL INFORMATION

EXCHANGE LISTING

Exchange: TSX Venture Exchange
Symbol: THG

OFFICERS

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BOARD MEMBERS

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Antoine Fournier
Richard Tanguay
John Ryder
Kosta Kostic, Company Secretary

Ressources Threegold inc.