

VG Gold Corp.

(an exploration stage enterprise)

FINANCIAL STATEMENTS (PREPARED BY MANAGEMENT)

for the three month and nine month periods ended

September 30, 2008

Responsibility for Financial Statements:

The accompanying financial statements for VG Gold Corp. have been prepared by management in accordance with Canadian generally accepted accounting principles consistently applied. The most significant of these policies have been set out in the December 31, 2007 audited financial statements. These statements are presented on an accrual basis of accounting. Accordingly, a precise determination of many assets and liabilities is dependent upon future events. Therefore, estimates and approximations have been made using careful judgment.

Recognizing that the Corporation is responsible for both the integrity and objectivity of the financial statements, management is satisfied that these financial statements have been fairly stated.

Disclosure Required Under National Instrument 51-102 Continuous Disclosure Obligations - Part 4.3(3)(a)

The auditor of VG Gold Corp. has not performed a review of the unaudited comparative financial statements for the three and nine months periods ended September 30, 2008.

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VG GOLD CORP.

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BALANCE SHEETS**AS AT**

	September 30, 2008 (Unaudited)	September 30, 2007 (Unaudited)	December 31, 2007 (Audited)
ASSETS			
Current			
Cash and cash equivalents	\$ 299,375	\$ 3,763,575	\$ 2,980,412
Accounts receivable	41,114	95,613	97,832
Prepaid expenses and deposits	227,256	26,765	92,900
	567,745	3,885,953	3,171,144
Loan receivable	409,312	381,401	385,703
Royalty interests	-	104,000	104,000
Mineral interests (note 3)	22,711,340	20,226,860	20,928,012
Capital assets	831,193	712,320	830,465
	\$ 24,519,590	\$ 25,310,534	\$ 25,419,324
LIABILITIES			
Current			
Accounts payable and accrued liabilities	\$ 88,800	\$ 249,408	\$ 301,778
Future income taxes	593,000	839,000	779,000
SHAREHOLDERS' EQUITY			
Common shares (note 5)	44,516,815	47,038,742	44,512,213
Warrants	2,620,952	-	2,555,514
Contributed surplus (note 6)	889,046	891,781	889,046
Deficit	(24,189,023)	(23,708,397)	(23,618,227)
	23,837,790	24,222,126	24,338,546
	\$ 24,519,590	\$ 25,310,534	\$ 25,419,324

Approved on Behalf of the Board'Thomas W. Meredith' Director'Robin Dunbar' Director

See accompanying notes to the unaudited financial statements

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**STATEMENTS OF LOSS AND DEFICIT
FOR THE**

	Three Months September 30,		Nine Months September 30,		Cumulative from the date of commencement of exploration
	2008	2007	2008	2007	
Interest	\$ (10,964)	\$ (47,235)	\$ (52,212)	\$ (135,679)	(332,093)
Option payments	-	-	-	-	(370,000)
	(10,964)	(47,235)	(52,212)	(135,679)	(702,093)
Expenses					
Amortization	1,347	41,303	3,920	123,669	289,448
Loss on disposal of marketable securities	-	-	1,000	-	11,170
Write-down of mining interests	-	-	-	-	1,234,492
Office, general and administrative	206,666	253,506	804,087	984,442	6,046,954
Stock-based compensation	-	-	-	507,141	1,008,316
Impairment of loan receivable	-	-	-	-	63,347
Loss on disposal of royalty interest	-	-	-	-	45,000
Loss on settlement of note payable	-	-	-	-	27,167
	208,013	294,809	809,007	1,615,252	16,642,781
Loss before undernoted items	(197,049)	(247,574)	(756,795)	(1,479,573)	(15,940,688)
Future income tax (recovery)	(76,000)	(85,000)	(186,000)	(344,000)	(530,000)
Net loss	121,049	162,574	570,795	1,135,573	<u>7,372,753</u>
Deficit, beginning of period	24,067,974	23,545,823	23,618,228	22,572,824	
Deficit, end of period	\$ 24,189,023	\$ 23,708,397	\$ 24,189,023	\$ 23,708,397	
Basic and fully diluted earnings per share	\$ (0.001)	\$ (0.002)	\$ (0.007)	\$ (0.014)	
Weighted average number of shares	86,306,180	86,201,014	86,616,014	83,580,597	

See accompanying notes to the unaudited financial statements

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**STATEMENTS OF CASH FLOWS
FOR THE**

	Three Months September 30,		Nine Months September 30,		Cumulative from the date of commencement of exploration
	2008	2007	2008	2007	
Cash flows from operating activities					
Net loss for the period	\$ (121,049)	\$ (162,574)	\$ (570,795)	\$ (1,135,573)	(7,493,801)
Amortization	1,347	41,303	3,920	123,669	289,448
Stock-based compensation	-	-	-	507,141	1,008,316
Loss on disposal of marketable securities	-	-	1,000	-	11,170
Write-down of mining interest	-	-	-	-	1,234,492
Future income tax (recovery)	(76,000)	(85,000)	(186,000)	(344,000)	653,000
Loss on disposal of royalty interest	-	-	-	-	45,000
Write-off of loan payable	-	-	-	-	27,167
Interest on note receivable	-	-	-	-	(5,010)
Impairment of loan receivable	-	-	-	-	63,347
	(195,702)	(206,271)	(751,875)	(848,763)	(4,166,871)
Changes in non-cash working capital	(258,906)	(106,574)	(290,615)	116,697	(7,424,534)
Cash flows used in operating activities	(454,608)	(312,845)	(1,042,490)	(732,066)	(11,591,405)
Cash flows from investing activities					
Capital assets	(756)	-	(4,650)	-	(4,650)
Purchase of property, plant and equipment	5,884	-	(188,120)	(5,605)	(1,080,297)
Increase in mineral resources properties	(181,285)	(589,960)	(1,595,208)	(2,393,258)	(14,976,040)
Increase in loan receivable	(8,025)	(10,560)	(23,609)	(31,680)	(480,149)
Royalty interests	-	-	104,000	-	83,638
Increase in marketable securities	-	-	(1,000)	-	(38,170)
Cash flows used in investing activities	(184,182)	(600,520)	(1,708,587)	(2,430,543)	(16,495,668)
Cash flows from financing activities					
Increase in capital stock	-	-	4,602	5,619,219	23,586,890
Issuance of share purchase warrants	-	-	65,438	-	2,602,587
Decrease in notes payable	-	-	-	(200,000)	(306,977)
Issue of warrants	-	-	-	-	2,521,450
Issue of convertible debenture	-	-	-	-	(32,141)
Cash flows provided by financing activities	-	-	70,040	5,419,219	28,371,809
Net increase in cash	(638,790)	(913,365)	(2,681,037)	2,256,610	284,736
Cash, beginning of period	938,165	4,676,940	2,980,412	1,506,965	14,639
Cash, end of period	\$ 299,375	\$ 3,763,575	\$ 299,375	\$ 3,763,575	\$ 299,375

SUPPLEMENTAL CASH FLOW INFORMATION (note 9)

See accompanying notes to the unaudited financial statements

1. NATURE OF OPERATIONS

VG Gold Corp. (the "Company") was incorporated under the laws of Ontario on March 24, 1972 and is principally engaged in the business of exploring and developing precious metal mineral properties. Substantially all of the efforts of the Company are devoted to these business activities, which to date have generated minimal revenues. The company is in the process of further exploring its mineral resource properties and expects to generate additional losses and require additional financial resources to reach commercialisation. The continuation as a going concern is dependant on the continued support from the Company's investors and on the determination of economically viable reserves contained on its mineral resource properties. Failure to continue as a going concern would then require that stated amounts of assets and liabilities be reflected on a liquidation basis of valuation which could differ materially from the going concern basis of accounting.

2. CHANGES IN ACCOUNTING POLICIES

Financial Instruments

Effective January 1, 2008, VG Gold Corp. prospectively adopted the new CICA Handbook Sections 3862, Financial Instruments – Disclosures and 3863, Financial Instruments – Presentation. The purpose of these sections is to enhance the financial statement users' ability to evaluate:

- The significance of financial instruments over an entity's financial position, performance and cash flows;
- The nature and extent of risks arising from financial instruments to which the entity is exposed during the period and at the balance sheet date; and
- How the entity manages these risks.

The new standards required additional disclosure with no effect on the financial statements.

Capital Management

Effective January 1, 2008, VG Gold Corp. adopted the new CICA Handbook Section 1535, Capital Disclosures for disclosure of a company's objectives, policies and processes for managing capital.

Effect of Future Changes in Accounting Policies

The CICA Accounting Standards Board has adopted the following new or amended Handbook Sections:

In February 2008, the CICA issued Section 3064, Goodwill and intangible assets, ("Section 3064") replacing Section 3062, Goodwill and other intangible assets ("Sections 3062") and Section 3450, Research and development costs. Various changes have been made other standards to be consistent with the new Section 3064. Section 3064 will be applicable to financial statements relating to fiscal years beginning on or after October 1, 2008. Accordingly, VG Gold Corp. will adopt the new standards for its fiscal year beginning January 1, 2009. Section 3064 establishes standards for the recognition, measurement, presentation and disclosure of goodwill and of intangible assets. Standards concerning goodwill are unchanged from the standards included in the previous Section 3062. VG Gold Corp. is currently evaluating the impact of the adoption of this new Section on its consolidated financial statements; however, we do not expect that the adoption of this new Section will have a material impact on the consolidated financial statements.

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NOTES TO THE FINANCIAL STATEMENTS**(Unaudited)****2. CHANGES IN ACCOUNTING POLICIES(CONTINUED)**

In January 2006, the Accounting Standards Board adopted a strategic plan for the direction of accounting standards in Canada. Public companies in Canada are required to adopt International Financial Reporting Standards effective January 1, 2011.

3. MINERAL RESOURCE PROPERTIES AND DEFERRED EXPLORATION COSTS

September 30, 2008	Balance beginning of the period	Acquisition	Exploration	Recoveries	Write-downs	Balance end of the three month period
Fuller Property	\$12,727,903	\$ -	\$ 9,928	\$ -	\$ -	\$12,737,831
Davidson-Tisdale Property	5,687,656	-	25,275	(5,884)	-	5,707,047
Paymaster	110,040	-	60,038	-	-	170,078
Buffalo Ankerite	3,791,117	-	86,044	-	-	3,877,161
Windsor	96,223	-	-	-	-	96,223
Augdome Property	<u>123,000</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>123,000</u>
	<u>\$ 22,535,939</u>	<u>\$ -</u>	<u>\$ 181,285</u>	<u>\$ (5,884)</u>	<u>\$ -</u>	<u>\$ 22,711,340</u>

4. COMMITMENTS

(a) The Company has the following contractual obligations with respect to mineral properties and deferred exploration expenditures

Davidson - Tisdale Property

The Company has the option to earn a 75% interest on the Davidson Tisdale Property, and as of quarter end it has earned a 71% interest.

Paymaster

The Company entered into an agreement effective June 13, 2008 with Gold Corp Inc. to earn a 60% interest in the Paymaster Property. The obligations are as follows:

	Exploration Expenditures	Cash on Anniversary	Shares to be issued
First year	\$ 800,000	\$ 50,000	\$ 100,000
Second year	1,100,000		100,000
Third year	1,600,000		150,000
Fourth year	<u>2,500,000</u>		<u>200,000</u>
	<u>\$ 6,000,000</u>		<u>\$ 550,000</u>

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NOTES TO THE FINANCIAL STATEMENTS**(Unaudited)****5. CAPITAL STOCK**

Authorized

Unlimited common shares without par value

Common Shares	Number of Shares	Amount
Balance December 31, 2005	61,419,732	\$ 37,962,394
Issued on flow through shares on private placement January 9, 2006	275,750	110,300
Issued on private placement May 12, 2006	4,912,334	2,418,436
Issued on flow through shares on private placement May 12, 2006	1,100,000	660,080
Issued on exercise of options	1,080,000	370,350
Issued on warrant exercise	577,500	115,500
Issued as consideration for mill equipment acquisition	800,000	608,000
Finders fee, January 9, 2006 private placement	6,948	2,780
Issued for property acquisitions	50,000	12,500
Less: Issuance cost related to common share offerings	-	(201,716)
Balance December 31, 2006	70,222,264	\$ 42,058,624
Issued on private placement February 14, 2007 (i)	5,050,000	414,564
Issued on flow through shares on private placement February 14, 2007	8,700,000	2,529,922
Issued on exercise of options	100,000	30,000
Issued on warrant exercise	2,153,750	430,750
Issued for property acquisition	50,000	17,500
Reallocation from Contributed Surplus relating to the options exercised	-	17,670
Less: Provision for future income taxes resulting from the renunciation of CEDE	-	(1,183,000)
Less: Issuance cost related to common share offerings	-	(332,781)
Fair value of expired warrants	-	528,964
Balance December 31, 2007	86,276,014	\$ 44,512,213
Issued for property acquisition	340,000	70,040
Reallocated to warrants	-	(65,438)
Balance September 30, 2008	86,616,014	\$ 44,516,815

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NOTES TO THE FINANCIAL STATEMENTS**(Unaudited)****5. CAPITAL STOCK (CONTINUED)****Common Share Purchase Warrants**

A summary of warrants outstanding for the quarter is presented below:

	Number of Warrants	Exercise price	Expiry
Common share purchase warrants issued on private placement dated February 14, 2007	10,362,500	\$ 0.60	August 13, 2008
Common share purchase warrants issued on private placement dated February 14, 2007	962,500	\$ 0.40	August 13, 2008
Common share purchase warrants issued for property acquisition	1,000,000	\$ 0.31	June 13, 2009
Expired during the quarter	<u>(11,325,000)</u>		
	<u>1,000,000</u>		

There is a fair value of the 11,325,000 warrants of \$2,555,514 that expired during the quarter ended September 30, 2008.

Common Share Purchase Options

The following table summarizes the options activity for the periods ending December 31, 2006, December 31, 2007 and September 30, 2008.

	Number of Options	Weighted Average Exercise Price
Balance - January 1, 2007	2,920,000	\$ 0.31
Granted	1,600,000	0.60
Exercised	<u>(100,000)</u>	<u>0.30</u>
Balance - December 31, 2007	4,420,000	\$ 0.44
Granted	<u>550,000</u>	<u>0.40</u>
Balance - September 30, 2008	<u>4,970,000</u>	<u>\$ 0.43</u>

6. CONTRIBUTED SURPLUS

Balance, January 1, 2006	\$ 284,510
Stock-based compensation for the period	216,665
Value of options exercised transferred to share capital	<u>(101,600)</u>
Balance, January 1, 2007.	\$ 399,575
Stock-based compensation for the options granted January 18, 2007	507,141
Value of options exercised transferred to share capital	<u>(17,670)</u>
Balance, December 31, 2007 and September 30, 2008.	<u>\$ 889,046</u>

7. CAPITAL MANAGEMENT

VG Gold Corp.'s objectives when managing capital are:

- a) To safeguard VG Gold Corp.'s financial capacity and liquidity for future earning in order to continue to provide and appropriate return to shareholders and other stakeholders;
- b) To maintain a flexible capital structure which optimizes the cost of capital at an acceptable risk; and
- c) To enable VG Gold Corp. to maximize growth by meeting its capital expenditure budget, to expand its budget to accelerate projects, and to take advantage of acquisition opportunities.

VG Gold Corp. regularly monitors and reviews the amount of capital in proportion to risk and future development and exploration opportunities. VG Gold Corp. manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, VG Gold Corp. may issue new debts or equity or similar instruments, reduce debt levels, adjust the amount of dividends paid to shareholders, or make adjustments to its capital expenditure program.

VG Gold Corp.'s objectives with regard to capital managements remain unchanged from 2007.

8. FINANCIAL INSTRUMENTS

VG Gold Corp. manages its exposure to a number of different financial risks arising from its operations as well as its use of financial instruments including market risks (commodity prices, foreign currency exchange rate and interest rate), credit risk and liquidity risk through its risk management strategy. The objective of the strategy is to support the delivery of VG Gold Corp. financial targets while protecting its future financial security and flexibility.

Financial risks are primarily managed and monitored through operating and financing activities and, if required, through the use of derivative financial instruments. VG Gold Corp. does not use derivative financial instruments for purposes other than risk management. The financial risks are evaluated regularly with due consideration to changes in the key economic indicators and to up-to-date market information.

VG Gold Corp.'s risk exposure and risk management policies and procedures have not changed from 2007.

Market risk

Market risk is the risk or uncertainty arising from possible market price movements and their impact on the future performance of the business. VG Gold Corp. may use derivative, financial instruments such as foreign exchange contracts and interest rate swaps to manage certain exposures. These market risks are evaluated by monitoring changes in key economic indicators and market information on an on-going basis.

The maximum exposure to credit risk is equal to the carrying amount of financial instruments classified as loans and receivables.

Liquidity risk

Liquidity risk encompasses the risk that a company cannot meet its financial obligations in full. VG Gold Corp.'s main sources of liquidity are its cash and cash equivalents, these fund are primarily used to finance working capital, operating expanses, capital expenditures, dividends and acquisitions.

VG Gold Corp. manages its liquidity risk by regularly monitoring its cash flows from operating activities, holding adequate amounts of cash and cash equivalents. The current year's budget is planned to be funded and cash and cash equivalents provide additional flexibility for short-term timing fluctuations.

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NOTES TO THE FINANCIAL STATEMENTS**(Unaudited)****8. FINANCIAL INSTRUMENTS (CONTINUED)**

Accounts payable and accrued liabilities are current financial instruments expected to be settled in the normal course of operations.

Fair value

The estimated fair values of purchased derivative financial instruments are recognized in the consolidated balance sheet in accounts receivable and accounts payable with resulting gains and losses being recognized in foreign exchange gain/(loss) in the statement of operations. These contracts have not been designated as hedges for accounting purposes.

The carrying value and fair value of these financial instruments at September 30, 2008 is disclosed below by financial instrument category as well as any related interest expense for the three month and nine month periods ended September 30, 2008:

Financial Instrument	Period ended September 30, 2008			Year ended December 31, 2007		
	Carrying Value	Fair Value	Interest Expense	Carrying Value	Fair Value	Interest Expense
<i>Held for trading</i>						
Cash and cash equivalent	\$ 299,375	\$ 299,375	\$ -	\$ 2,950,412	\$ 2,950,412	\$ -
<i>Loan and receivable</i>						
Accounts receivable	\$ 41,114	\$ 41,114	\$ -	\$ 97,832	\$ 97,832	\$ -
Loan receivable	\$ 409,312	\$ 409,312	\$ -	\$ -	\$ -	\$ -
<i>Financial liabilities</i>						
Other liabilities						
Accounts payable and accrued liabilities	\$ 88,800	\$ 88,800	\$ -	\$ 301,778	\$ 301,778	\$ -

There has been no changes to the classification on financial instruments since inception on January 1, 2008.

- Cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities

Due to the short term nature of these financial instruments, fair value approximates carrying value.

9. SUPPLEMENTAL CASH FLOW INFORMATION

	September 30, 2008	September 30, 2007
Changes in non-cash working capital balances		
Accounts receivable	\$ 84,941	\$ (12,585)
Prepaid expenses and deposits	(190,753)	16,091
Accounts payable and accrued liabilities	<u>(153,094)</u>	<u>(110,080)</u>
	\$ <u>(258,906)</u>	\$ <u>(106,574)</u>
Interest (received) paid	\$ <u>(10,764)</u>	\$ <u>(47,235)</u>
Income tax paid	\$ <u>-</u>	\$ <u>-</u>

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NOTES TO THE FINANCIAL STATEMENTS

(Unaudited)

10. RELATED PARTY TRANSACTIONS

Included in the accounts for the quarter are payments made to companies under the control or significant influence of officers and directors as follows:

	September 30, December 31,	
	2008	2007
Management fees paid to directors and officers of the Company	\$ 48,000	\$ 302,000
The Company paid legal fees to a firm in which an officer of the Company is also a partner of the law firm.	\$ 6,666	\$ 98,560
Director's fees paid	\$ 7,500	\$ 31,500

Included in the year end accounts payable balances are payables in the amount of \$45,100 due to directors and other officers.

All related party transactions entered into by the Company are recorded at fair market value as determined by the Issuer's directors, with no beneficial interest in respect of a particular transaction.

11. LOSS PER SHARE

Basic loss per share has been calculated by dividing the net loss per the financial statements by the weighted average number of shares outstanding during the period. The fully diluted loss per share would be calculated using a common share balance increased by the number of common shares that could be issued under outstanding warrant and options of the Company. As the company is in a loss position for the period ended September 30, 2008 and December 31, 2007, no dilutive effect would result from the potential increase in common shares.

12. COMPARATIVE FIGURES

Certain comparative figures have been reclassified to conform with the current year's presentation.