

Interim Financial Statements
(Unaudited)
(Stated in Canadian Dollars)

Marksmen Capital Inc.
June 30, 2008

NOTICE TO SHAREHOLDERS
FOR THE PERIOD FROM INCORPORATION ON
MARCH 11, 2008 TO JUNE 30, 2008
MARKSMEN CAPITAL INC.

Responsibility for Financial Statements

The accompanying unaudited financial statements for Marksmen Capital Inc. have been prepared by management in accordance with Canadian generally accepted accounting principles consistently applied. These statements are presented on the 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 Company is responsible for both the integrity and objectivity of the financial statements, management is satisfied that these financial statements have been fairly presented. These financial statements have not been reviewed by the Corporation's external auditors.

Marksmen Capital Inc.
(Incorporated under the laws of British Columbia)

BALANCE SHEET
(Unaudited)

As at June 30, 2008
(Stated in Canadian Dollars)

	2008
	\$
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ASSETS	
Current	
Cash and cash equivalents	86,200
Prepaid expenses	20,000
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	106,200
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LIABILITIES AND SHAREHOLDERS' EQUITY	
Current	
Accounts payable and accrued liabilities	4,000
	<hr/>
	4,000
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Shareholders' equity	
Share capital	
Issued	
Common shares <i>[note 3]</i>	116,200
Retained earnings (deficit)	(14,000)
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Total shareholders' equity	102,200
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	106,200
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See accompanying notes

On behalf of the Board:

"Daniel Mechis"
Director

"Steven Filipovic"
Director

Marksmen Capital Inc.

**STATEMENT OF EARNINGS AND RETAINED EARNINGS
(DEFICIT)**
(Unaudited)

(Stated in Canadian Dollars)

	Three months ended		Period from Incorporation	
	June 30		on March 11, 2008 to	
	2008	2007	2008	2007
	\$	\$	\$	\$
EXPENSES				
Professional fees	10,000	-	14,000	-
	10,000	-	14,000	-
Earnings (loss) for period	(10,000)	-	(14,000)	-
Retained earnings (deficit), beginning of period	(4,000)	-	-	-
Retained earnings (deficit), end of period	(14,000)	-	(14,000)	-

See accompanying notes

Marksmen Capital Inc.**STATEMENT OF CASH FLOWS**

(Unaudited)

	Three months ended		Period from Incorporation	
	June 30		on March 11, 2008 to	
	2008	2007	2008	2007
	\$	\$	\$	\$
OPERATING ACTIVITIES				
Earnings (loss) for period	(10,000)	-	(14,000)	-
Net change in non-cash working capital balances related to operations	10,000	-	4,000	-
Cash used in operating activities	-	-	(10,000)	-
FINANCING ACTIVITIES				
Shares issued in private placements	11,200	-	116,200	-
Net change in non-cash working capital balances related to financing activities	-	-	(20,000)	-
Cash provided by financing activities	11,200	-	96,200	-
Increase in cash and cash equivalents during period	11,200	-	86,200	-
Cash, beginning of period	75,000	-	-	-
Cash, end of period	86,200	-	86,200	-

See accompanying notes

Marksmen Capital Inc.

NOTES TO FINANCIAL STATEMENTS

(Unaudited)

For the period from incorporation on March 11, 2008 to June 30, 2008

(Stated in Canadian Dollars)

1. NATURE OF BUSINESS

Marksmen Capital Inc. (the "Corporation" or "Marksmen") was incorporated under the laws of the Province of British Columbia on March 11, 2008 and is in the process of listing its common shares (the "Listing") on the TSX Venture Exchange ("TSXV") as a capital pool company. It has not commenced operations and has no assets other than a minimum amount of cash. Once listed the Corporation proposes to identify and evaluate potential business acquisitions and to negotiate acquisition or participation agreements subject to regulatory and shareholder approval.

2. SIGNIFICANT ACCOUNTING POLICIES

These financial statements have been prepared by management on the basis of the Corporation's continuance as a going-concern and in accordance with Canadian generally accepted accounting principles.

Use of estimates

In preparing the financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of revenue and expenses during the period. Actual results could differ from these estimates.

Cash and cash equivalents

Short-term investments which have a term to maturity of three months or less from the acquisition date are considered cash equivalents. Cash and cash equivalents have been designated as held-for-trading and are measured at market value with realized and unrealized gains and losses reported in net income.

Financial instruments

Financial assets are classified as held-to-maturity, loans and receivables, held-for-trading or available-for-sale. The held-to-maturity classification is restricted to fixed maturity instruments that the Corporation intends and is able to hold to maturity. Assets classified as held-to-maturity or loans and receivables are accounted for at amortized cost. Held-for-trading assets are recorded at fair value with realized and unrealized gains and losses reported in net income. Available-for-sale assets are recorded at fair value with unrealized gains and losses reported on the balance sheet under shareholders equity called other comprehensive income.

Financial liabilities are classified as either held-for-trading or other liabilities. Held-for-trading liabilities are recorded at fair value with realized and unrealized gains and losses reported in net income, and the remaining financial liabilities are classified as other liabilities and accounted for at amortized cost.

Marksmen Capital Inc.

NOTES TO FINANCIAL STATEMENTS

(Unaudited)

For the period from incorporation on March 11, 2008 to June 30, 2008

(Stated in Canadian Dollars)

The Corporation designated its cash and cash equivalents as held-for-trading which are measured at fair value. Transaction costs are expensed as incurred for financial instruments classified or designated as held for trading. Accounts payable and accrued liabilities are classified as other financial liabilities and measured at amortized cost. The Corporation had no financial instruments classified as loans and receivables, available-for-sale, or held-to-maturity during the period ended June 30, 2008. Changes in fair value of the Corporations cash and cash equivalents are included in investment income each period.

3. SHARE CAPITAL

The Corporation is authorized to issue an unlimited number of voting common shares.

Common shares issued	Number #	Value \$
Balance, March 11, 2008	-	-
Private placements	1,660,000	116,200
Balance, June 30, 2008	1,660,000	116,200

Private Placement

On March 31, 2008 the Corporation issued an aggregate of 1,500,000 common shares (the "Common Shares") at a price of \$0.07 per Common Share for gross proceeds of \$105,000. The Common Shares were offered by way of non-brokered private placement exemptions in certain provinces of Canada. Under the requirements of the TSXV the 1,500,000 Common Shares will be held in escrow and my not be released from escrow and traded without the prior written consent of the regulatory authorities.

Private Placement

On June 30, 2008 the Corporation issued an aggregate of 160,000 common shares (the "Common Shares") at a price of \$0.07 per Common Share for gross proceeds of \$11,200. Under the requirements of the TSXV the 160,000 Common Shares will be held in escrow and my not be released from escrow and traded without the prior written consent of the regulatory authorities.

Marksmen Capital Inc.

NOTES TO FINANCIAL STATEMENTS

(Unaudited)

For the period from incorporation on March 11, 2008 to June 30, 2008

(Stated in Canadian Dollars)

4. MANAGEMENT OF CAPITAL RISK

The Corporation's objective when managing capital is to safeguard the Corporation's ability to continue as a going concern. In the management of capital, the Corporation includes the components of shareholders' equity, as well as cash and cash equivalents. The Corporation 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 the capital structure, the Corporation may attempt to issue new shares, acquire or dispose of assets, or adjust the amount of cash and cash equivalents and short-term investments.

5. MANAGEMENT OF FINANCIAL RISK

At June 30, 2008 the Corporation's financial instruments consisted of cash and cash equivalents, prepaid expenses and accounts payable and accrued liabilities. The Corporation estimates that the fair value of these financial instruments approximate the carrying values. The Corporation's financial instruments are exposed to certain financial risks, including credit risks, liquidity risk and interest rate risk.

(a) Credit risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. The Corporation's cash equivalents are held through large Canadian financial institutions.

(b) Liquidity risk

Liquidity risk is the risk that the Corporation will not be able to meet its financial obligations as they fall due. The Corporation manages liquidity risk through the management of its capital structure.

(c) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The risk that the Corporation will realize a loss as a result of a decline in the fair market value of cash and cash equivalents is limited due to the nature of the instrument.

Marksman Capital Inc.

NOTES TO FINANCIAL STATEMENTS

(Unaudited)

For the period from incorporation on March 11, 2008 to June 30, 2008

(Stated in Canadian Dollars)

6. SUBSEQUENT EVENTS

(a) Financing

On August 6, 2008, pursuant to an Agency Agreement between the Corporation and Canaccord Capital Corporation (the "Agent") entered into on July 21, 2008, the Corporation issued 1,430,000 common shares by way of an initial public offering at \$0.14 per share for gross proceeds of \$200,200. The Agent received a commission of \$20,020 and a non-transferrable warrant to purchase 143,000 common shares of the Corporation at \$0.14 per common share for a period of 24 months from the date of listing. The Corporation paid an administration fee of \$10,000 and reimbursed the Agent for legal and other expenses.

(b) Grant of stock options

On August 8, 2008 the Corporation granted an aggregate of 290,000 stock options pursuant to the Corporation's stock option plan at an exercise price of \$0.14 per common share and expiring August 7, 2013.