

HOLCOT CAPITAL CORP.

Financial Statements
Year Ended June 30, 2007
and Auditors' Report

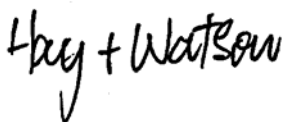
AUDITOR'S REPORT

**To the Directors of
Holcot Capital Corp.**

We have audited the balance sheets of Holcot Capital Corp. as at June 30, 2007 and 2006 and the statements of loss and deficit and of cash flows for the year ended June 30, 2007 and the period from incorporation, May 18, 2006 to June 30, 2006. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we plan and perform an audit to obtain reasonable assurance whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosure in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation.

In our opinion, these financial statements present fairly, in all material respects, the financial positions of the company as at June 30, 2007 and 2006 and the results of its operations and its cash flows for the year ended June 30, 2007 and the period from incorporation, May 18, 2006 to June 30 2006 in accordance with Canadian generally accepted accounting principles.



Chartered Accountants

Vancouver, B.C.
October 22, 2007

HOLCOT CAPITAL CORP.

Balance Sheets
June 30,

	2007	2006
ASSETS		
Current		
Cash and cash equivalents	\$ 502,500	\$ 200,000
Accounts receivable	10,947	-
	<hr/> \$ 513,447	<hr/> \$ 200,000
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current		
Accounts payable and accrued liabilities	\$ 12,046	\$ -
SHAREHOLDERS' EQUITY		
Share Capital (Note 3)	525,475	200,000
Contributed Surplus	60,000	-
Deficit	(84,074)	-
	<hr/> 501,401	<hr/> 200,000
	<hr/> \$ 513,447	<hr/> \$ 200,000

ON BEHALF OF THE BOARD

_____ "*Geir Liland*" _____ Director

_____ "*Bipin Ghelani*" _____ Director

HOLCOT CAPITAL CORP.

Statements of Loss and Deficit

	Year ended June 30, 2007	From Incorporation, May 18, 2006 to June 30, 2006
Revenue		
Interest income	\$ 11,789	\$ -
Expenses		
Accounting fees	6,241	-
Bank charges	69	-
Business evaluations	2,262	-
Filing and transfer agent	22,291	-
Professional fees	5,000	-
Share based compensation	60,000	-
	95,863	-
Net Loss	(84,074)	-
Deficit, Beginning of Period	-	-
Deficit, End of Period	\$ (84,074)	\$ -
Basic and Fully Diluted Loss Per Share	\$ (0.03)	\$ -
Weighted average number of shares	3,347,945	-

HOLCOT CAPITAL CORP.

Statements of Cash Flows

	Year ended June 30, 2007	From Incorporation, May 18, 2006 to June 30, 2006
Cash Used For Operating Activities		
Cash paid for supplies and services	\$ (24,686)	\$ -
Interest received	1,711	-
	<hr/> (22,975) <hr/>	<hr/> - <hr/>
Cash Provided By Financing Activities		
Shares issued for cash	400,000	200,000
Share issue costs	(74,525)	-
	<hr/> 325,475 <hr/>	<hr/> - <hr/>
Increase in Cash	302,500	200,000
Cash, Beginning of Period	200,000	-
Cash, End of Period	\$ 502,500	\$ 200,000

HOLCOT CAPITAL CORP.

Notes to Financial Statements
June 30, 2007

1. OPERATIONS

The Company was incorporated on May 18, 2006, pursuant to the provisions of the *Business Corporations Act* (British Columbia).

The Company is a capital pool corporation pursuant to the policies of the TSX Venture Exchange Inc. The principal business of the Company is to identify and evaluate assets or businesses with a view to potentially acquiring them or an interest therein as a result of the closing of a purchase transaction, the exercising of an option or any concomitant transaction. The purpose of such an acquisition is to satisfy the conditions of a qualifying transaction under TSX Venture Exchange rules.

The Company's continuing operations as intended are dependent upon its ability to identify, evaluate and negotiate an acquisition or business, or an interest therein. This acquisition will be subject to the approval of the regulatory authorities concerned and, in the case of a non-arm's-length transaction, of the majority of the minority shareholders.

2. SIGNIFICANT ACCOUNTING POLICIES

These financial statements have been prepared on the basis of Canadian generally accepted accounting principles, which include the following significant policies:

Cash and cash equivalents

Cash and cash equivalents consist of cash and cashable term deposits.

Revenue recognition

Interest revenue is recognized when earned.

Share-based Compensation

The Company grants options to purchase shares under the terms described in Note 3. When options to purchase shares are granted to employees or directors, the fair value of the options on the date of the grant is recognized as a compensation expense, with a corresponding increase in contributed surplus, over the period during which the related options vest. When options to purchase shares are granted to non-employees in return for goods or services, the fair value of the options granted is recognized as an expense, with a corresponding increase in contributed surplus, in the period in which the goods or services are received or are expected to be received. The consideration received on the exercise of share options is credited to share capital. When options are exercised, previously recorded compensation is transferred from contributed surplus to share capital to fully reflect the consideration for the shares issued.

HOLCOT CAPITAL CORP.

Notes to Financial Statements
June 30, 2007

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Income Taxes

The Company follows the liability method of accounting for income taxes. Using this method, income tax liabilities and assets are recognized for the estimated tax consequences attributable to differences between the amounts reported in the financial statements of the Company and their respective tax bases, using enacted income tax rates. The effect of a change in income tax rates on future tax liabilities and assets is recognized in income in the period in which the change occurs. A future income tax asset is recorded when the probability of the realization is more likely than not.

Loss Per Share

The basic loss per share is calculated on the basis of the weighted average number of common shares of the Company that were outstanding in each reporting period. The diluted loss per share, which is disclosed only if dilutive, includes the potential dilution from share purchase warrants, calculated using the treasury stock method, in the weighted average number of shares.

Financial Instruments

The Company's financial instruments consist of cash, accounts receivable and accounts payable. The fair values of these instruments approximate their carrying values in these financial statements.

It is management's opinion that the Company is not exposed to significant interest or credit risks arising from these financial instruments.

3. SHARE CAPITAL

Authorized

Unlimited number of common shares without par value

Unlimited number of preferred shares without par value, issuable in series

Issued and outstanding common shares

	Number of Shares	Amount
Balance, June 30, 2006	2,000,000	\$ 200,000
Issued for cash, net of share issue costs of \$74,525	2,000,000	325,475
	<hr/>	<hr/>
Balance, June 30, 2007	4,000,000	\$ 525,475

HOLCOT CAPITAL CORP.

Notes to Financial Statements
June 30, 2007

3. SHARE CAPITAL (Continued)

2,000,000 of the issued common shares have been placed in escrow.

The Company has adopted an incentive stock option plan which provides that the number of common shares reserved for issuance will not exceed 10% of the issued and outstanding common shares at the time of completion of the public offering. Such options will be exercisable up to five years from the date of grant. The fair value of each option grant will be estimated on the date of grant using the Black-Scholes option pricing model.

Pursuant to the stock option plan, immediately after closing of the public offering on October 27, 2006, the Board of Directors granted the following options to purchase common shares to officers and directors and to the issuing agent for the Company's public offering:

Optionee	Number of common shares under option	Exercise price	Expiry date
Officers / directors	400,000	\$0.20	October 27, 2011
Agent	200,000	\$0.20	December 13, 2008

Share based compensation and Contributed Surplus

The weighted average grant-date fair value of stock options granted during the period was \$0.20, and the weighted average remaining contractual life is 3.4 years.

The fair value of each option granted is estimated on the date of grant using the Black-Scholes option pricing model, recognizing forfeitures as they occur, using the following weighted average assumptions:

Risk-free interest rate	4.08 %
Expected volatility	63 %
Expected years of option life	4 years
Expected dividends	\$Nil

Share based compensation during the year related to the granting of options amounted to \$60,000 (2006 - \$ nil). This amount has been recorded as an operating expense and in contributed surplus.

HOLCOT CAPITAL CORP.

Notes to Financial Statements
June 30, 2007

4. RELATED PARTY TRANSACTION

Share issue costs include \$18,182 (2006 - \$ nil) and professional fees expense include \$5,000 (2006 - \$ nil) charged by a legal firm for professional services. A partner of the firm is also a director of the Company. Accounts payable and accrued liabilities at June 30, 2007 include \$5,000 (2006 - \$ nil) payable to this firm.

5. SUBSEQUENT EVENT

The Company signed a Letter of Intent on July 30, 2007 with Goldmember Ventures Corp. ("GVC"), proposing, subject to regulatory approval, to:

- acquire all of the issued and outstanding shares of GVC in exchange for approximately 15,800,000 common shares of the Company
- issue share purchase warrants which will entitle the holders to purchase 2,000,000 common shares of the Company at a price of \$0.50 per share for a period of two years after the completion of this Qualifying Transaction
- assume GVC's obligation to issue a further 2,000,000 common shares under certain circumstances
- issue 200,000 common shares as a finder's fee

In conjunction with, or prior to the closing of the transaction, GVC will complete a brokered private placement of units at a price of \$0.50 per unit for gross proceeds of a minimum of \$2,000,000 and a maximum of \$3,000,000. Each Unit will consist of one common share and one-half of one common share purchase warrant, with each whole warrant entitling the holder to purchase one common share at a price of \$0.60 per share for a period of twenty-four (24) months following the date of closing of the private placement. The agent for the private placement will be paid a cash commission of 8% of the gross proceeds of the offering and will also be issued a compensation option entitling it to purchase 10% of the number of units sold in the private placement, exercisable for a period of two years at a price of \$0.60 per unit. On closing of the transaction, Holcot will assume GVC's obligation to issue units on exercise of the compensation option.

At the completion of the proposed transaction, control of the Company will pass to the shareholders of GVC. Accordingly, the transaction will be accounted for as a reverse takeover of the Company by GVC, pursuant to which GVC is deemed to be the acquirer and the continuing entity.