

VENA RESOURCES INC.

Management's Discussion and Analysis of Financial Condition and Results of Operation

For the period ended June 30, 2007

Management's discussion and analysis (MD&A) is current to August 14, 2007 and is management's assessment of the operations and the financial results together with future prospects of Vena Resources Inc. ("Vena" or the "Company"). The following MD&A should be read in conjunction with the September 30, 2006 Audited Consolidated Financial Statements and related Notes to the Audited Consolidated Financial Statements. These consolidated financial statements are prepared in accordance with Canadian Generally Accepted Accounting Principles. All figures are in Canadian dollars unless stated otherwise. This discussion contains forward-looking statements that are not historical in nature and involves risks and uncertainties. Forward-looking statements are not guarantees as to Vena's future results as there are inherent difficulties in predicting future results. Accordingly, actual results could differ materially from those expressed or implied in the forward looking statements. Additional information relevant to Vena's activities, including Vena's Press Releases can be found on SEDAR at www.sedar.com.

The principal business reason for the creation of Vena was to acquire and explore mineral properties in Peru. Vena is currently focused on exploring and developing its Peruvian Azulcocha, Aurora, Huachon, Pucara and Uranium properties.

Other properties of Vena are the Granja Nueva property, the Inca Gold projects, the Tantar project. The Azulcocha property is currently being drilled and the Las Princesas property is encircled by Barrick Gold and PanAmerican Silver claims and is immediately adjacent to Barrick Gold's Alto Chicama property. Vena has completed a pre-feasibility study of the Azulcocha tailings property and has hired MineFill Services Inc. to complete a scoping study in March 2007. An updated NI 43-101 report including underground mine resources should be completed in 2007 as well.

Vena is structured into four strategic business units:

- The Uranium Division controls 47,500 hectares of Uranium prospects for the exploration and confirmation of all 78 targets found by Peruvian Institute of Nuclear Energy (IPEN) during three decades of exploration throughout Peru. Four field confirmation campaigns in 2005 confirmed the findings of 20 years of exploration performed by IPEN. Vena is now in the permitting process with expectations to drill some of the identified targets in 2007, depending on government permits. These assets are held through a 100% owned subsidiary – Minergia S.A.C. CAMECO has recently agreed to make a strategic investment in Minergia S.A.C for up to \$10 million over the next four years to earn 50% of the shares. CAMECO has the option to earn 60% of Minergia when a feasibility report is completed and to earn 70% when mine development commences.
- The Precious Metals Division is about to perform extensive geochem and geophysics on the Inca Gold concessions. It also controls the strategically located "Las Princesas" gold property that is completely encircled by Barrick Gold and Pan American Silver claims and is immediately adjacent to the recently opened Alto Chicama mine owned by Barrick Gold. The Company performed enough geochemistry and geophysics work to define new drill targets and has just received all required drilling permits to commence a drilling operation in 2007. In late 2006, Vena added the Huachon project, a high-grade narrow vein system in central Peru – the company expects to aggressively study Huachon;
- The Base Metals Division is responsible for developing all copper/moly deposits including the recently acquired Aurora project - a large copper-molybdenum deposit that went through a 2,000 meter phase I drilling campaign in 2005. Vena first confirmed all historical drilling results and completed the first drilling campaign targeting the centre portion of the porphyry. Thus far, all 11 drill holes have delineated two areas of mineralization that are open along the strike. The Company has reported significant mineralization of

Cu/Mo with an average grade higher than 0.6% Cu with significant Molybdenum credits. The company added the Pucara project to this division. Pucara was previously drilled by CVRD from Brazil and Vena is in the process of evaluating the next campaign. Most recently this division added the Granja Nueva project next to Rio Tinto's world class deposit of La Granja in northern Peru.

The Mining Group responsible for the Azulcocha project, a historically high-grade zinc, manganese and gold mine, completed a NI43-101 compliant report for the tailings resource providing close to one million tons of economically recoverable Zn and Mn resources. The Company also received a letter of intent from a Swiss commodity trader to acquire all the Zn concentrate produced. The Company remains focused on expanding the economic life of this project, thus several actions are being undertaken to expand the resource of the underground mine. An exploration program was initiated with positive results along a high-grade zinc vein-like structure. Finally, a modeling program of the historical data has been initiated as well as the re-opening of the underground workings which facilitate an underground drilling campaign in 2006 which lead to a scoping study which was completed in March 2007. The Company also signed a joint venture agreement with Glencore of Switzerland to explore the western portion of the project leading to a feasibility study in 24 months. Vena plans to sell ore from the underground workings to Glencore throughout 2007 generating a revenue stream while milling facilities and permits are being processed.

Critical Accounting Estimates

Critical accounting estimates used in the preparation of the audited and unaudited consolidated financial statements include the Company's estimate of recoverable value of its mineral properties and related deferred exploration costs.

These estimates involve considerable judgment and are, or could be, affected by significant factors that are out of the Company's control.

If the going concern assumption was not appropriate for the 2007 and 2006 unaudited interim consolidated financial statements, then adjustments would be necessary to the carrying value of assets and liabilities and the reported loss.

Results of Operations

New Accounting Standards

As disclosed in Note 2 to the Company's unaudited interim financial statements as at June 30, 2007, commencing October 1, 2006, the Company adopted new accounting standards issued by the Canadian Institute of Chartered Accountants relating to the accounting for and disclosure of financial instruments and comprehensive income.

Adoption of these standards did not require the Company to restate prior periods as these new standards have been adopted prospectively.

Three Months Ended March 31, 2007

Vena incurred a loss of \$3,130,133 or \$0.044 per share for the three month period ended June 30, 2007 compared to a loss of \$717,657 or \$0.015 per share for the same period in 2006. Vena had revenue of \$426,186 from its Azulcocha property for the three month period ended June 30, 2007 compared to \$0 in the same period of 2006.

During the three month period ended June 30, 2007 consulting expenses increased by \$364,253 to \$470,555 compared to \$106,302 in the same period in 2006. These changes are due to increased activity being undertaken as production and sales commenced. The majority of these fees were incurred in Peru. The Chairman and Chief Executive Officer received compensation of \$70,000 for the three-month period ended June 30, 2007 and received a performance bonus of \$165,200 in April 2007. The bonus payment was used to exercise 250,000 options at \$0.65 each.

During the three month period ended June 30, 2007, salaries and benefits expense was \$174,389 compared to \$55,688 in 2006. The increase in salaries and benefits is attributable to the increase in number of people working on the mine.

The professional fees for the three-month period ended June 30, 2007 were \$15,210 compared to \$12,439 in the same period in 2006.

During three-month period ended June 30, 2007, travel expenses increased by \$1,149 to \$44,289 compared to \$43,140 in 2006. This level of activity is expected to increase as the Company continues to explore its properties which involve traveling to and throughout Peru and due to numerous shareholder meetings throughout Europe and North America.

During the three-month period ended June 30, 2007 shareholder information expense decreased by \$113,136 to \$203,121 compared to \$316,257 in the same period in 2006. The decrease is attributable to lower transactions in the quarter.

During the three-month period ended June 30, 2007, office and general expenses increased by \$121,647 to \$186,966 compared to \$65,319 in 2006. This increase in third quarter activity was due to an increase in activities of the Company.

Stock based compensation for the three-month period ended June 30, 2007 was \$2,361,310 compared to \$72,100 in 2006. The increase was due to the grant of 1,700,000 options at \$1.60 in April 2007.

Nine Months Ended June 30, 2007

Vena incurred a loss of \$6,722,119 or \$0.114 per share for the nine month period ended June 30, 2007 compared to a loss of \$1,979,718 or \$0.044 per share for the same period in 2006. Vena had revenue of \$559,564 from its Azulcocha property during the nine month period ended June 30, 2007 compared to \$0 in the same period of 2006.

During the nine month period ended June 30, 2007 consulting expenses increased by \$500,946 to \$855,372 compared to \$354,426 in the same period in 2006. These changes were due to increased activity being undertaken as production and sales commenced. The majority of these fees were incurred in Peru. The Chairman and Chief Executive Officer received compensation of \$139,800 for the nine-month period ended June 30, 2007 and received a performance bonus of \$165,200 in April 2007. The bonus payment was used to exercise 250,000 options at \$0.65 each.

During the nine month period ended June 30, 2007, salaries and benefits increased by \$349,775 to \$515,074 from \$165,299 in 2006. Salaries and benefits increased due to the production demands in Peru. The Company currently has approximately 270 people versus 50 people a year ago.

The professional fees for the nine month period ended June 30, 2007 were \$48,605 compared to \$33,420 in the same period in 2006.

During the nine month period ended June 30, 2007, travel expenses decreased by \$15,111 to \$125,869 compared to \$140,980 in 2006. This level of activity is expected to increase as the Company continues to explore its properties which involve traveling to and throughout Peru and due to numerous shareholder meetings throughout Europe and North America.

During the nine-month period ended June 30, 2007 shareholder information expense increased by \$106,397 to \$593,808 compared to \$487,411 in the same period in 2006. This amount includes a \$104,000 payment to the TSX to enable the shares to trade on the TSX exchange. This amount also relates to the costs of issuing press releases, transfer agents, investor presentations, use of investor relation groups in Canada and Europe and the electronic dissemination of information.

During the nine-month period ended June 30, 2007, office and general expenses declined by \$31,315 to \$316,160 compared to \$347,475 in 2006. This decline in activity is due to year end adjustments and reclassification of expenses. These costs are expected to be maintained at these levels in the future. These costs were incurred in operating two offices in two countries although the majority of these costs were incurred in Peru.

Stock based compensation for the nine-month period ended June 30, 2007 was \$3,275,550 compared to \$424,540 in 2006. The increase was due to the grant of 1,700,000 options at \$1.60 in April 2007.

The company wrote-off its Aucapampa Project expenditures of \$1,472,158 during the nine month period ended June 30, 2007.

In the coming months, the Company should also:

- Complete the scoping study of the Azulcocha poly-metallicmine
- Drill identified regional targets, confirm historical resources and increase Azulcocha's tonnage underground
- Drill identified regional targets, confirm historical resources part of joint venture on the Azulcocha's West area
- Complete first phase drilling campaign in Cu/Au Pucara project
- Complete second phase drilling campaign in Cu/Mo Aurora project
- Launch field confirmation campaigns on 3 Uranium zones in southern Peru in conjunction with CAMECO
- Launch field exploration programs on the Huachon and Granja Nueva properties

Vena will also continue to acquire and advance high quality projects throughout Peru to expand on its portfolio of projects that currently encompasses around 80,000 hectares.

The following is a brief description of each of Vena's properties:

Aucapampa Property

The property is located in the country of Peru on the west coast of South America. Peru is divided in 24 Departments which are each further subdivided into several provinces. The property is located in the Department of Apurimac.

The property is approximately 348 kilometers from the community of Nazca which is in turn located approximately 420 kilometers south of Lima on the PanAmerican Highway. Approach to the property can be made to within 38 kilometers via asphalt, all-weather highway.

The property comprises 2,970 hectares of mining concessions. The three concessions are registered under the legal names of Nueva Alicia 1, Nueva Alicia 2 and Nueva Alicia 3.

Pursuant to an option agreement dated February 10, 2004, as amended, among Vena, Rosario Espino Quijandria, Alicia Rico Quijandria and Jesus Rico Quijandria (the "Aucapampa Option") Vena has an option to acquire 100% of the property under the following terms and conditions:

- initial payment of US\$60,000 which was made upon registering the option agreement
- monthly payments are to be made as follows: US\$20,000 for years 1 and 2, US\$25,000 for year 3, US\$50,000 for year 4 and US\$70,000 for year 5
- a final payment of US\$850,000 is payable in the 6th year of the option
- on commercial production a net smelter royalty of 1 percent is to be paid on all sales receipts net of ad valorem taxes, sales costs, measuring and transportation costs and insurance costs
- the option can be cancelled by Vena at any time without penalty

Under Peruvian law, the concessions remain in good standing as long as the annual registration payments (\$3.00 per hectare) are received by June of each year. One grace year is added in the event of a delinquent payment.

The property has no known ore reserves. On December 15, 2004 Vena announced that the preliminary results of its first drill program on its Aucapampa gold-copper deposit in the Apurimac region of Peru were encouraging. Due to the positive drilling results, a follow-up drill program was planned to commence in the first quarter of 2006.

The terms of this agreement were amended as follows:

- Term of the agreement: December 31, 2004 to December 31, 2007
- The optionor will receive US\$3.00 per ounce gold mined for a minimum of 500,000 ounces to transfer title
- Monthly payments are hereby adjusted to US\$7,500 per month for the term of the option.

This property was written off during the period ended December 31, 2006.

Azulcocha Property

The property is located in the country of Peru in the Department of Junin.

The property is approximately 260 kilometres east from the City of Lima on the two-lane Carretera Central highway. Approach to the property can be made to within 40 kilometres via an asphalt, all-weather highway. The final 40 kilometres is on a rough, single lane dirt road that is passable by 2 wheel drive vehicles.

The property comprises 5,036 hectares of mining concessions. The property is owned by Compania Azure del Peru S.A.C., a 100% Vena controlled entity in Peru. All registration fees for the concessions are current.

The property was obtained directly from the government with the exception of the San Luis Primero concession which was acquired from a third party. Under Peruvian law, the concessions acquired from the government remain in good standing as long as the annual registration payments (\$3.00 per hectare) are received by June of each year. One grace year is added in the event of a delinquent payment.

On December 20, 2004, Vena announced the positive and encouraging results of its geophysical study at the Azulcocha zinc/manganese project near Huancayo, Peru approximately 260 kilometers east from the City of Lima.

On April 20, 2005, Vena announced it has received positive metallurgical results on the re-treatment of its Azulcocha poly-metallic stockpile. The Company has also located and purchased the complete and original geology mine plan and exploration data for the original Minera Gran Bretana mine. This purchase will sharply focus and greatly reduce the planned exploration program costs to confirm the historically reported 3.3 million tons of remaining ore (Munoz 1994). This historical value is not NI43-101 compliant and should not be considered a resource or reserve using accepted mining definitions.

Vena is also pressing ahead with an ambitious exploration program to identify additional drill targets. The recent acquisition of the original Minera Gran Bretana data will accelerate this process. In addition to aiding in the quantification of remaining mineral, this purchased data has identified other "inflection" targets which will be evaluated for drilling.

Vena completed this phase of work (pre-feasibility and 43-101 resource and reserve estimate of the tailings) in July 2005 and will immediately commence a feasibility study. The feasibility study will be largely an effort to confirm markets and pricing in order to make an appropriation decision. It is anticipated that no additional technical studies will be required to complete the feasibility study of the tailings structure.

In addition to assessing the potential of the current stockpile, further drilling is needed to confirm the reported presence of additional underground mineralization. As well, surface samples on a newly found vein structure have returned up to 27% zinc grades, thus meriting a comprehensive exploration program.

Finally, Vena staked an additional 6,000 hectares and has started an exploration campaign with Glencore who has committed to invest US\$3.75 million dollars over the next 2 years to produce a feasibility report. Vena plans to sell ore from the underground working to Glencore throughout 2007 generating a revenue stream while milling facilities and permits are being processed.

Uranium Concessions

On March 29, 2006, Vena began an exploration and confirmation field campaign on its 15,500 hectare uranium concessions in Peru which are controlled by Vena through a 100% owned subsidiary Minería S.A.C.

Four field campaigns have been completed, the company has reported high-grade uranium mineralization along trenches in fracture veins as well as along disseminated sandstone formations, and is getting ready to commence a drilling campaign as soon as community and government permits are in place.

There are three districts that constitute the first field exploration campaigns: Macusani, Lagunillas and Munani. Vena's efforts to date have been focused on the Macusani and Munani regions.

Recently the company increased its land holdings to 47,500 hectares as part of the strategic agreement with CAMECO corporation to jointly explore for Uranium in Peru. A press release on this transaction can be found in SEDAR.

The Aurora Project

On March 23, 2005, Vena signed a purchase option agreement with Sociedad Minera Parobamba II (Parobamba), a private Peruvian company, for its Aurora copper-molybdenum project in Peru. The Aurora project, located in the Department of Cusco at an elevation of approximately 2,500 meters was previously explored by Bear Creek Mining who completed a US\$300,000 program of 6 diamond drill holes. It is particularly attractive due to the relatively high grades of molybdenum and the potential for gold and silver values which were not assayed for in the previous exploration campaign.

The Aurora property is within the Yauri-Andahuaylas metalogenic corridor which is well known for its copper-gold porphyry and skarn deposits. The BHP Billiton Tintaya mine is perhaps the best known of these deposits.

Terms of the purchase option include a payment of US\$25,000 at the signing of the registerable transfer documents and a payment of \$25,000 after 4 months of confirmation testing with subsequent payments of US\$25,000 6 months after the confirmation period and US\$50,000 after 12 months. This payment cycle repeats for each of the next 4 years. At any time during the five years, Vena can drop the option without penalty or purchase the property for a total of US\$4,000,000. There is a work commitment of US\$500,000 in each of the five years of the option period.

Vena re-assayed the drill core that is stored on the property to confirm the reported values and include gold and silver assays in the data base. Aurora went through a 2,000 meter phase I drilling campaign in 2005. Vena first confirmed all historical drilling results and completed the first drilling campaign targeting the centre portion of the porphyry. Thus far all 11 drill holes have delineated two areas of mineralization that are open along the strike. The Company has reported significant mineralization of Cu/Mo with an average grade higher than 0.6% Cu with significant Molybdenum credits.

The company expects to complete a large geophysics campaign to help defined the next set of drill targets in the second half of 2007 and perform a third drill program also in 2007.

Pucara Project

The Company acquired a group of concessions in the Pucara area of southern Peru. The Company has agreed to grant 100,000 shares of Vena to the owners of these concessions plus an upfront payment of US\$75,000. Additional shares and cash payments will be granted if key milestones are reached annually, and a US\$1/tonne cash payment up to 10 million tonnes as defined by a future feasibility study will be granted.

The Pucara project has been mined for 12 years by a small miner. Most recently, Pucara has been explored by CVRD of Brazil, completing 1,600 meters in 8 diamond drilled holes. The mineralization is mainly veins with widths varying from 1 to 5 meters and disseminated structures containing gold and copper. The principal veins are Santo Tomas and Esperanza; both outcrop for more than 2 kilometers. The Gladys disseminated structure located in the center portion of the project outcrops for at least 90 meters by 17 meters, containing chalcopyrite and gold with some galena and sphalerite. Several structures with disseminated mineralization are also present along the northern boundary of the project. Vena has retained a Denver based metallurgical consultant to test the oxide mineralized portion of the Gladys structure for a possible flotation recovery scheme. If successful, this would be followed by a standard flotation recovery system for the sulfide portion of the Gladys mineralized body.

After a review of the property by Vena personnel as well as a consulting geologist, the Company is applying for permits to drill 4,200 meters in 14 targets. The depth of the holes will range from 150 and 300 meters. This will expand on the work done by CVRD of Brazil and should lead to a 43-101 report on the prospect.

Granja Nueva Project

The Granja Nueva copper/gold mineral concessions totaling 2,800 hectares from the Ministry of Energy and Mines of Peru. The Company is in the process of assembling an exploration team to confirm the historical data and expand our geological knowledge of Granja Nueva leading to a drilling campaign. Previous geological work performed by Cambior identified five targets within the area: El Pozo; Rumichaca; El Rejo; Totoral; and La Chonta. Further technical updates related to project developments will be reported after field confirmation programs.

Granja Nueva is adjacent to Rio Tinto's world-class La Granja project in northern Peru. Rio Tinto acquired La Granja in December 2005 from the Peruvian government via an open bid process. Prior to Rio Tinto's ownership, La Granja was owned by Cambior which reported several billion pounds of copper in-situ.

Granja Nueva is an early stage exploration project in an area of northern Peru where some of the largest copper porphyries and/or gold high sulfidation deposits have been found to date. This area is actively being explored and developed by several multi-national companies including Rio Tinto, Newmont, Buenaventura, Goldfields, CVRD, and Southern Copper. Michiquillay a world class copper/gold project is also located in this region of Peru and has recently being purchased by Anglo American for US\$403 million dollars. A number of junior companies have advanced exploration projects including Candente's Canariaco and Northern Peru Copper's Galeno project.

Capital Resources, Capital Expenditures and Liquidity

The Company's working capital was \$18,531,216 as at June 30, 2007, which is an increase of \$16,790,425 from September 30, 2006 working capital of \$1,740,791.

During the nine-month period June 30, 2007, the Company received cash in the amount of \$3,579,000 from the exercise of 5,444,424 common share purchase warrants and the Company received cash in the amount of \$965,250 from the exercise of 1,565,000 stock options.

During the nine-month period ended June 30, 2007 Vena made additions to drilling properties of \$2,391,480 compared to \$1,172,153 in the same period in 2006. The levels of expenditures will increase in the future.

On January 16, 2006, the Company raised \$1,131,251 by issuing 2,262,501 units through private placement. Each unit was priced at \$0.50 and comprised of one common share and one-half common share purchase warrant, which is exercisable at \$0.75 for a one-year period following the closing date. The company also had another private placement on September 28, 2006 raising \$967,500 by issuing 1,935,000 units. Each unit was priced at \$0.50 and comprised of one common share and one-half common share purchase warrant, which is exercisable at \$0.75 for a one-year period following the closing date.

On April 4, 2007, the Company closed a private placement for 13,499,231 units at \$1.40 per unit for total proceeds of \$18,898,924. Each unit is comprised of one special warrant and one common share purchase

warrant, which is exercisable at \$2.00 per common share for a two-year period. In addition, 703,340 broker warrants were also issued at \$1.40 for a two-year period.

On-going commitments for capital resources relate largely to the maintenance of the mineral permits. Under Peruvian law, the concessions remain in good standing as long as the annual registration payments (\$3.00 per hectare) are received by June of each year. One grace year is added in the event of a delinquent payment. The Company will spend the funds available to it to further its stated business objectives. Specifically, the available funds will be spent to explore and develop its two principal mining properties in Peru and to make property payments on all of its properties in Peru. There may be circumstances where, for sound business reasons, a reallocation of funds may be necessary in order for the Company to achieve its stated business objectives.

Subsequent to June 30, 2007, the Company received a total of \$225,000 from the exercise of 300,000 common stock purchase warrants.

The following table represents the current estimate of property payments, exploration expenditures and corporate expenditures for the eighteen months ending June 30, 2008. Actual exploration activities may result in changes to the estimated property payments and/or exploration expenditures on each property. This table does not include estimated proceeds from the sale of Ore or Concentrate.

EXPLORATION	US\$
AZULCOCHA PROJECT	
Surface Exploration	15,000
Permits	90,000
Diamond Drilling	375,000
Mine development	840,000
Production	1,560,000
Pilot Plant	370,000
Mill	8,900,000
Indirect Costs	100,000
Total	12,250,000
AZULCOCHA WEST PROJECT	
Surface Exploration	370,000
Permits	25,000
Diamond Drilling	1,550,000
Metallurgical Tests	20,000
Indirect Costs	90,000
Total	2,055,000
URANIUM PROJECT	
Surface Exploration	480,000
Permits	165,000
Diamond Drilling	2,000,000
Metallurgical Tests	60,000
Indirect Costs	180,000
Total	2,885,000
INCA GOLD PROJECT	
Surface Exploration	120,000
Indirect Costs	12,000
Total	132,000

PUCARA PROJECT	
Surface Exploration	30,000
Permits	40,000
Diamond Drilling	640,000
Mine development	708,000
Pilot Plant	380,000
Indirect Costs	90,000
Total	1,888,000
PRINCESAS PROJECT	
Surface Exploration	15,000
Diamond Drilling	120,000
Indirect Costs	20,000
Total	155,000
AURORA PROJECT	
Surface Exploration	60,000
Permits	50,000
Indirect Costs	12,000
Total	122,000
TOTAL EXPLORATIONS	19,487,000
Government Payments	290,000
Contingency fee	1,402,575
TOTAL BUDGET	21,179,575
OPTIONEE PAYMENTS	(2,055,000)
OPTIONEE PAYMENTS	(2,885,000)
Expenditures not including sales revenue	16,239,575

In the first quarter of 2007, the Company decided to abandon the Aucapampa project and replace it with more advanced assets (Huachon, Pucara).

The Company is dependent on obtaining future financings for the exploration and development of its properties and for the acquisition of any new projects. There is no assurance that such financings will be available when the Company requires them, or under terms that are favourable.

Selected Financial Information

The information below should be read in conjunction with the management's discussion and analysis, the consolidated financial statements and related notes and other financial information. The following is for the periods ended:

	Nine month period ended March 31, 2007	Year ended September 30, 2006	Year ended September 30, 2005	Year ended September 30, 2004
	\$	\$	\$	\$
Total revenue	559,564	-	-	-
Loss	6,722,119	2,961,114	3,310,781	754,409
Loss per share	0.114	0.064	0.091	0.049
Total assets	26,491,880	7,600,849	5,855,247	1,848,789

Results for the three months ended:

	June 30, 2007	March 31, 2007	December 31, 2006	September 30, 2006
	\$	\$	\$	\$
Total revenue	426,186	35,954	97,424	-
Loss	3,130,133	697,005	2,894,981	981,396
Loss per share	0.044	0.013	0.056	0.020

	June 30, 2006	March 31, 2006	December 31, 2005	September 30, 2005
	\$	\$	\$	\$
Total revenue	-	-	-	-
Loss	717,657	852,803	409,258	488,514
Loss per share	.015	0.019	0.009	0.011

Related Party Transactions

During the nine-month period ended June 30, 2007, Kutu Energy Inc. ("KEI") charged the company a total of \$44,000 in respect of the services of James Fairbairn, Chief Financial Officer of the Company. Mr. Fairbairn beneficially owns KEI. These charges were for accounting fees. Mr. Fairbairn is retained by the Company pursuant to a verbal consulting agreement on a month-to-month basis.

Juan Vegarra, Chairman and Chief Executive Officer and director, charged the Company \$305,000 for the nine-month period ended June 30, 2007. The amount includes a bonus payment of \$165,200 which was used to exercise 250,000 options at \$0.65 each. Mr. Vegarra is retained by the Company pursuant to a verbal consulting agreement on a month-to-month basis.

Denis Clement and Associates ("DCA") was paid by the Company a total of \$18,000 for the nine-month period ended June 30, 2007 in respect of the services of Denis Clement. Denis Clement, a director of the Company, beneficially owns DCA.

Outlook

Vena's future profitability and long-term viability will depend largely on the market price of commodities. Market prices are volatile and are affected by numerous factors beyond Vena's control, the aggregate effect of which is impossible for Vena to predict.

The Company has never had mineral producing properties. There is no assurance that commercial quantities of minerals will be discovered at either of the two properties or other future properties or that the exploration programs thereon will yield positive results. Even if Vena discovers mineralization on its properties, extraction may not be economically viable.

Vena currently holds the permits it requires to carry out its current work programs, but the Company cannot assure that it will receive the necessary permits to carry out further exploration and to develop the properties.

Risks and Uncertainties**Political Risk**

All of the properties are located in Peru and, accordingly, the Company is subject to risks normally associated with exploration for and development of mineral properties in Peru. In addition, Peru is a developing country

that has experienced political and economic difficulties over the years. Vena's mineral exploration activities could be affected in varying degrees by such political instability and government regulation relating to foreign investment and the mining business. Operations may also be affected in varying degrees by terrorism, military conflict or repression, crime, extreme fluctuations in currency rates and high inflation.

Vena's ability to conduct future exploration and development activities is subject to changes in government regulations and shifts in political attitudes over which Vena has no control.

There is social unrest in Peru resulting from high expectations of an improvement of living standards and high levels of unemployment. Protesters have targeted foreign firms in the mining sector in recent years. The Las Princesas property is situated in historical mining districts, in areas which have not experienced any significant civil unrest to date. However, there can be no assurance that future social unrest will not have an adverse impact on Vena's operations.

Business Risk

There are numerous business risks involved in the mineral exploration industry, some of which are outlined below. Vena does not currently own 100% of the two mineral concessions contained in the Las Princesas property. Similarly, any non-compliance with or non-satisfaction of the terms of the Option by Vena could affect its ability to exercise the Option and earn its interest in the mining concessions and assets relating to the property.

In Peru, mining concessions do not include surface rights and there can be no assurance that Vena will be successful in negotiating long term surface rights access agreements in respect of the properties. Failure to obtain surface rights could have an adverse impact on Vena's future operations.

Vena's current or future operations, including development activities, are subject to environmental regulations which may make operations not economically viable or prohibit them altogether.

The success of the operations and activities of Vena is dependent to a significant extent on the efforts and abilities of its management, outside contractors, experts and other advisors. Investors must be willing to rely to a significant degree on management's discretion and judgement, as well as the expertise and competence of the outside contractors, experts and other advisors. Vena does not have a formal program in place for succession of management and training of management. The loss of one or more of the key employees or contractors, if not replaced on a timely basis, could adversely affect Vena's operations and financial performance.

On May 17 2007, the TSX granted an approval for listing Vena's common shares on the Exchange under the trading symbol "VEM" on May 30, 2007. The Company's shares also trade on the Lima stock exchange under the trading symbol "VEM", and the Frankfurt stock exchange under the trading symbol "V1R"

Commodity Price Risk

There are risks of volatility in world commodity prices and other risks that the Company cannot control. Vena does not have a hedging policy and has no present intention to establish one. Accordingly, Vena has no protection from declines in mineral resource prices.

A key risk mitigation strategy is to maintain the corporate development portfolio open to all types and classes of mineral wealth and keep the new project "pipeline" full.

Currency Risk

The Company's expenses are recorded in Canadian dollars so there is no risk in that regard. However, Vena is exposed to market risks resulting from fluctuations in currency exchange rates for the Peruvian Nuevo Sol due to the operations in Peru. This includes but is not limited to the effects on operating costs and hence on cash flows.

Internal Control over Financial Reporting

Internal controls over financial reporting are procedures designed to provide reasonable assurance that transactions are properly authorized, assets are safeguarded against unauthorized or improper use, and transactions are properly recorded and reported. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance with respect to the reliability of financial reporting and financial statement preparation.

During the most recent quarter end there were no changes in the Company's internal control over financial reporting that materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Management's Responsibility

Management is responsible for all information contained in this report. The unaudited consolidated financial statements have been prepared in accordance with Canadian generally accepted accounting principles and include amounts based on management's informed judgments and estimates. The financial and operating information included in this report is consistent with that contained in the unaudited consolidated financial statements in all material aspects.

Management maintains internal controls to provide reasonable assurance that financial information is reliable and accurate and assets are safeguarded.

External auditors, appointed by the shareholders, have not examined the consolidated financial statements for the period ended March 31, 2007.

The Audit Committee has reviewed the unaudited consolidated financial statements with management. The Board of Directors has approved the unaudited consolidated financial statements on the recommendation of the Audit Committee.

Forward-Looking Statements

This Management's Discussion and Analysis includes "forward-looking statements", within the meaning of applicable securities legislation, which are based on the opinions and estimates of Management and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "budget", "plan", "continue", "estimate", "expect", "forecast", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar words suggesting future outcomes or statements regarding an outlook. Such risks and uncertainties include, but are not limited to, risks associated with the oil and gas industry (including operational risks in exploration development and production; delays or changes in plans with respect to exploration or development projects or capital expenditures; the uncertainty of reserve estimates; the uncertainty of estimates and projections in relation to production, costs and expenses; the uncertainty surrounding the ability of Vena to obtain all permits, consents or authorizations required for its operations and activities; and health safety and environmental risks), the risk of commodity price and foreign exchange rate fluctuations, the ability of Vena to fund the capital and operating expenses necessary to achieve the business objectives of Vena, the uncertainty associated with commercial negotiations and negotiating with foreign governments and risks associated with international business activities, as well as those risks described in public disclosure documents filed by Vena. Due to the risks, uncertainties and assumptions inherent in forward-looking statements, prospective investors in securities of Vena should not place undue reliance on these forward-looking statements. Statements in relation to "reserves" are deemed to be forward-looking statements, as they involve the implied assessment, based on certain estimates and assumptions, that the reserves described can be profitably produced in the future.

Readers are cautioned that the foregoing lists of risks, uncertainties and other factors are not exhaustive. The forward-looking statements contained in this press release are made as of the date hereof and the Company undertakes no obligation to update publicly or revise any forward-looking statements contained in this press

release or in any other documents filed with Canadian securities regulatory authorities, whether as a result of new information, future events or otherwise, except in accordance with applicable securities laws. The forward-looking statements contained in this press release are expressly qualified by this cautionary statement.

August 14, 2007

James N. Fairbairn, C.A. - Chief Financial Officer

Vena Resources Inc.
Interim Consolidated
Financial Statements (*unaudited*)
For the period ended
June 30, 2007

Notice to Reader

Management has compiled the unaudited interim consolidated financial information of Vena Resources Inc. consisting of the interim Consolidated Balance Sheet as at June 30, 2007 and the Consolidated Statements of Operations and Comprehensive Loss and Deficit and Cash Flows for the three and nine months ended June 30, 2007. All amounts are stated in Canadian Dollars. An accounting firm has not reviewed or audited this interim financial information.

Vena Resources Inc.

Consolidated Balance Sheets (unaudited)

As at	June 30, 2007	September 30, 2006
Assets		
Current		
Cash and cash equivalents	\$ 17,214,706	\$ 870,248
GST and foreign sales taxes recoverable	1,321,844	724,959
Subscription receivable	-	179,750
Prepaid expenses	101,587	69,809
	18,638,137	1,844,766
Mineral properties and deferred expenditures (Note 3)	6,866,268	5,576,656
Capital assets	987,475	179,427
	\$ 26,491,880	\$ 7,600,849
Liabilities		
Current		
Accounts payable and accrued liabilities (Note 6)	\$ 106,921	\$ 103,975
Minority interest	133,624	162,847
	240,545	266,822
Shareholders' Equity		
Capital Stock (Note 4)	24,096,258	10,470,226
Contributed Surplus (Note 5)	15,903,500	3,890,105
Deficit	(13,748,423)	(7,026,304)
	26,251,335	7,334,027
	\$ 26,491,880	\$ 7,600,849

The accompanying notes are an integral part of these financial statements

Vena Resources Inc.

Consolidated Statements of Operations and Comprehensive Loss and Deficit (unaudited)

	Three months ended June 30, 2007	Three months ended June 30, 2006	Nine months ended June 30, 2007	Nine months ended June 30, 2006
Sales	\$ 426,186	\$ -	\$ 559,564	\$ -
Deduct administrative expenses				
Stock-based compensation (Note 5)	2,361,310	72,100	3,275,550	424,540
Consulting	470,555	106,302	855,372	354,426
Salaries and benefits	174,389	55,688	515,074	165,299
Professional fees	15,210	12,439	48,605	33,420
Travel	44,289	43,140	125,869	140,980
Office and general	186,966	65,319	316,160	347,475
Shareholder information	203,121	316,257	593,808	487,411
Foreign exchange loss	94,018	55,605	102,979	41,620
Loss and comprehensive loss before minority interest and write-down	3,123,672	726,850	5,273,853	1,995,171
Minority interest	6,461	(9,193)	(23,892)	(15,453)
Write-down of mineral properties and deferred expenditures (Note 3)	-	-	1,472,158	-
Loss and comprehensive loss	3,130,133	717,657	6,722,119	1,979,718
Deficit, beginning of period	10,618,290	5,327,251	7,026,304	4,065,190
Deficit, end of period	\$ 13,478,423	\$ 6,044,908	\$ 13,748,423	\$ 6,044,908
Loss per share – basic and diluted	4.4¢	1.5¢	11.4¢	4.4¢
Weighted average number of shares outstanding - basic	69,833,336	47,959,805	59,008,084	45,078,456
- diluted	75,108,073	55,065,835	75,108,073	56,297,044

The accompanying notes are an integral part of these financial statements

Vena Resources Inc.

Consolidated Statements of Cash Flow *(unaudited)*

	Three Months Ended June 30, 2007	Three Months Ended June 30, 2006	Nine Months Ended June 30, 2007	Nine Months Ended June 30, 2006
OPERATING ACTIVITIES				
Loss				
Non-cash items::	\$ (3,130,133)	\$ (717,657)	\$ (6,722,119)	\$ (1,979,718)
Stock-based compensation	2,361,310	72,100	3,275,550	424,540
Unrealized foreign exchange gain	(30,090)	-	(38,181)	-
Minority interest	6,461	(9,193)	(23,892)	(15,453)
Write-down of mineral properties and deferred expenditures	-	-	1,472,158	-
Net change in non-cash working capital :				
GST and foreign sales tax recoverable	(390,862)	34,522	(596,885)	(68,355)
Prepaid expenses and deposits	(7,225)	(6,990)	(31,778)	39,728
Accounts payable and accruals	53,796	(90,774)	2,946	(92,014)
	(1,136,743)	(717,992)	(2,662,201)	(1,691,272)
INVESTING ACTIVITIES				
Additions to mineral properties	(1,187,988)	(439,233)	(2,391,480)	(1,172,153)
Additions to capital assets	(670,450)	(50,786)	(808,048)	(152,136)
	(1,858,438)	(490,019)	(3,199,528)	(1,324,289)
FINANCING ACTIVITIES				
Issuances of common shares, net of issue costs	14,533,604	1,743,169	22,260,470	3,098,970
	14,533,604	1,743,169	22,260,470	3,098,970
Foreign exchange gain on cash held in foreign currency	(62,374)	-	(54,283)	-
Net increase in cash and cash equivalents	11,476,049	535,158	16,344,458	83,409
Cash and cash equivalents, beginning of period	5,738,657	275,702	870,248	727,451
Cash and cash equivalents, end of period	\$ 17,214,706	\$ 810,860	\$ 17,214,706	\$ 810,860
Cash and cash equivalents are comprised of:				
Cash	\$ 1,809,337	\$ 810,860	\$ 1,809,337	\$ 810,860
Short-term investments	15,405,369	-	15,405,369	-
	\$ 17,214,706	\$ 810,860	\$ 17,214,706	\$ 810,860
Interest paid during the period	\$ Nil	\$ Nil	\$ Nil	\$ Nil
Income taxes paid during the period	\$ Nil	\$ Nil	\$ Nil	\$ Nil

The accompanying notes are an integral part of these financial statements

Vena Resources Inc.

Notes to the Interim Consolidated Financial Statements (unaudited)

General

Vena Resources Inc. (Vena or the Company) was incorporated under the laws of the Province of Ontario, Canada. Its principal business activities are that of mineral exploration in Peru.

1. Summary of Significant Accounting Policies

Consolidation

The consolidated financial statements include the accounts of the Company together with its wholly-owned subsidiaries Vena Resources (2004) Inc., Compañía Vena Peru S.A.C. (formerly Compañía Las Dunas de Oro S.A.C.), Inca Gold Company S.A.C., Minergia S.A.C, and Compañía Azure del Peru S.A.C., Pukara Mining S.A.C., Compañía Minera Milagros del Socorro S.A.C., Contratistas Coldillera S.A.C., as well as a 78% interest in Compañía Nueva Princesa S.A.C.

Nature of Operations

Vena is in the process of exploring its mineral properties and has not yet determined whether all the properties contain economically recoverable reserves. The recovery of expenditures on mineral properties and the related deferred exploration costs is dependent upon the existence of economically recoverable mineralization, the ability of Vena to obtain financing necessary to complete the exploration and the development of the mineral properties, and upon future profitable production or alternatively, on the sufficiency of proceeds from disposition.

These consolidated financial statements have been prepared on a going concern basis. If the going concern assumption is not appropriate, then material adjustments may be necessary to the carrying amounts and/or classifications of assets and liabilities in these consolidated financial statements.

Foreign Currency Translation

Vena uses the temporal method of foreign currency translation in accounting for its integrated foreign operations. Under this method foreign currency denominated monetary assets and liabilities are translated into Canadian dollars at the exchange rate prevailing at the balance sheet date while non-monetary assets and liabilities are translated into Canadian dollars at the exchange rate prevailing on the date of the transaction. Revenue and expenditures denominated in foreign currencies are translated into Canadian dollars at the exchange rate prevailing on the date of the transaction. Foreign exchange gains and losses arising from the translation of these foreign currency denominated transactions are reflected in operations for the period.

Mineral Properties

Vena defers the costs of exploration and capital assets on existing projects and carries them as assets until production commences. Mineral properties and the deferred exploration expenditures are recorded at cost and do not necessarily reflect present or future values. If a project is successful, the related mineral properties and deferred exploration expenditures will be amortized over the estimated economic life of the project. If a project is unsuccessful, or if exploration has ceased because continuation is not economically feasible, the mineral properties and the related deferred exploration expenditures are written off.

Vena Resources Inc.

Notes to the Interim Consolidated Financial Statements (unaudited)

Capital Assets

Capital assets are recorded at cost less accumulated amortization. Amortization is computed using the straight-line method at the following rates:

Machinery and transport units	20%
Furniture and fittings	10%
Various equipment	25% and/or 10%

Income Taxes

Vena follows the liability method of accounting for income taxes. Under this method, future tax liabilities and assets are recognized for the estimated tax consequences attributable to differences between the financial statement carrying amounts of assets and liabilities and their respective tax bases. Future tax liabilities and assets are measured using enacted tax rates. The effect on future tax liabilities and assets of a change in tax rates is recognized in the period that the change occurs.

Loss Per Share

Basic loss per share is calculated by using the weighted average number of common shares outstanding during the year. Diluted loss per share is determined by using the treasury stock method. Under this method, warrants and options are considered dilutive when the average stock market price of Vena's common shares exceeds the exercise price of options and warrants issued and outstanding. Diluted earnings per share is not presented as the factors referred to above are anti-dilutive.

Stock-Based Compensation

Vena has a stock-based compensation plan for its directors, officers, key employees and consultants to the Company. Vena records stock-based compensation using the fair value method. Under this method, stock-based payments are measured at the fair value of the equity instruments issued, and are amortized over the vesting period. The offset to the recorded cost is to contributed surplus.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from these estimates.

Impairment of Long-lived Assets

Vena reviews mineral properties and deferred costs for impairment on a periodic basis or whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Impairment losses on long-lived assets are recognized when events or changes in circumstances indicate that the undiscounted cash flows estimated to be generated by such assets are less than their carrying value and, accordingly, all or a portion of such carrying value may not be recoverable. Impairment losses then are measured by comparing the fair value of assets to their carrying amounts.

Vena Resources Inc.

Notes to the Interim Consolidated Financial Statements (unaudited)

2. Change in Accounting Policy

Effective October 1, 2006, the Company adopted the following new accounting standards issued by the Canadian Institute of Chartered Accountants relating to the accounting for and disclosure of financial instruments and comprehensive income:

- Section 1530 – “Comprehensive Income” introduces the concept of comprehensive income to Canadian GAAP. Comprehensive income is the change in equity (net assets) of the Company during a reporting period from transactions and other events and circumstances from non-owner sources. It includes all changes to equity during a period except those resulting from investments by owners and distributions to owners. Comprehensive income is comprised of net income for the period and other comprehensive income.
- Section 3855 – “Financial Instruments – Recognition and Measurement” prescribes when a financial asset, financial liability, or non-financial derivative should be recognized on the balance sheet as well as its measurement amount. This section also specifies how financial instruments gains and losses are to be presented.

Adoption of these standards did not require the Company to restate prior periods as these new standards have been adopted prospectively.

3. Mineral Properties and Deferred Expenditures

	Mineral Properties	Exploration Costs	Developme nt Costs	Total
Balance at September 30, 2006	\$ 2,190,420	\$ 3,191,090	\$ 195,146	\$ 5,576,656
Additions during the period	305,005	2,456,765	-	2,761,770
Write-down	-	(1,472,158)	-	(1,472,158)
Balance at June 30, 2007	\$ 2,495,425	\$ 4,175,697	\$ 195,146	\$ 6,866,268

Aucapampa Property

The property comprises 2,970 hectares of mining concessions. The three concessions are registered under the legal names of Nueva Alicia 1, Nueva Alicia 2 and Nueva Alicia 3.

Pursuant to an option agreement dated February 10, 2004, as amended, among Vena, Rosario Espino Quijandria, Alicia Rico Quijandria and Jesus Rico Quijandria (the “Aucapampa Option”) Vena has an option to acquire 100% of the property under the following terms and conditions:

- initial payment of US\$60,000 which was made upon registering the option agreement
- monthly payments are to be made as follows: US\$20,000 for years 1 and 2, US\$25,000 for year 3, US\$50,000 for year 4 and US\$70,000 for year 5
- a final payment of US\$850,000 is payable in the 6th year of the option
- on commercial production a net smelter royalty of 1 percent is to be paid on all sales receipts net of ad valorem taxes, sales costs, measuring and transportation costs and insurance costs
- the option can be cancelled by Vena at any time without penalty

Vena Resources Inc.

Notes to the Interim Consolidated Financial Statements (unaudited)

Under Peruvian law, the concessions remain in good standing as long as the annual registration payments (\$3.00 per hectare) are received by June of each year. One grace year is added in the event of a delinquent payment.

The terms of this agreement were amended as follows:

- Term of the agreement: December 31, 2004 to December 31, 2007
- The optionor will receive US\$3.00 per ounce gold mined for a minimum of 500,000 ounces to transfer title
- Monthly payments are hereby adjusted from US\$60,000 per month to US\$7,500 per month for the term of the option.

The property was written-off in the quarter ended December 31, 2006.

Las Princesas Property

The property is located in the country of Peru and is located in the Department of La Libertad. The property comprises 1,050 hectares of mining concessions. The property is comprised of two concessions, comprising a total of 1,050 hectares. The property is owned by Nueva Princesa S.A.C., 78 percent of which is owned by Vena Peru. Under Peruvian law, the concessions remain in good standing as long as the annual registration payments (\$3.00 per hectare) are received by June of each year. One grace year is added in the event of a delinquent payment.

Pursuant to a shareholder operating agreement dated June 8, 2004, as amended, among Vena, Jorge Blecker Benduzu and Alexandra Vidaurre Otayza (the "Las Princesas Operating Agreement"), Vena through its subsidiary Vena Peru, created an operating company to continue exploration work on the property. The agreement covers a project area comprising the above referenced two concessions.

The Las Princesas Operating Agreement, as amended, sets out the following terms and conditions:

- The operating company, Nueva Princesa S.A.C. is owned 78% by Vena Peru and 22% by Mr. Jorge Blacker Benduz.
- The operating company will develop a small mine producing 75 tonnes per day of feed to a plant that will be purchased by Vena Peru for an estimated cost of \$530,100. The mine will be operating within 3 months of the signing of the agreement, as amended, providing there is sufficient ore to feed the plant. In the event the plant is not operating at capacity within 3 months of such date, Vena Peru will have up to 1.5 years to bring the operation into production.
- Vena Peru will recover US\$520,000 from the profits of the mine starting in the second year of operation to a maximum monthly payment of \$43,333. Mr. Blacker will also receive a total payment of \$133,000 paid every 3 months starting in the second year of operation. This agreement is currently being re-negotiated.

Azulcocha Property

The property is located in the country of Peru in the Department of Junin. The property comprises 1,744 hectares of mining concessions. The property is owned by Compania Azure del Peru S.A.C., 100% of which is owned by Vena Peru. Under Peruvian law, the concessions acquired from the government remain in good standing as long as the annual registration payments (\$3.00 per hectare) are received by June of each year. One grace year is added in the event of a delinquent payment.

Vena Resources Inc.

Notes to the Interim Consolidated Financial Statements (unaudited)

Uranium Concessions

Vena controls 15,500 hectares of uranium properties in Peru through a 100% owned subsidiary – Minergia S.A.C.

Vena acquired an additional 31,500 hectares of uranium in Peru. Vena now controls 47,500 hectares of uranium prospects. The additional acquisition is part of the strategic agreement signed by Vena with another company whereby the company has the option to invest \$10 million over the next four years in two stage payments to obtain up to 50% of Minergia SAC. The company can increase its stake to 60% when a feasibility study is done and completed and to 70% when development commences.

The Aurora Project

On March 23, 2005, Vena signed a purchase option agreement with Sociedad Minera Parobamba II (Parobamba), a private Peruvian company, for its Aurora copper-molybdenum project in Peru. The Aurora project is located in the Department of Cusco.

Terms of the purchase option include a payment of US\$25,000 at the signing of the registerable transfer documents and a payment of \$25,000 after 4 months of confirmation testing with subsequent payments of US\$25,000 6 months after the confirmation period and US\$50,000 after 12 months. This payment cycle repeats for each of the next 4 years. At any time during the five years, Vena can drop the option without penalty or purchase the property for a total of US\$4,000,000. There is a work commitment of US\$500,000 in each of the five years of the option period.

The Pucara Project

Vena acquired a group of concessions in the Pucara area of Southern Peru. The Company has agreed to grant 100,000 shares issued at US\$0.80 to each of the owners of these concessions plus an upfront payment of US\$75,000.

Pursuant to a mining option to purchase agreement dated December 15, 2006 and a supplemental agreement dated January 4, 2007 between Roberta Florentino Zegarra Ponce and Inca Gold Company S.A.C. The Company will pay \$75,000 cash and issue an aggregate of 500,000 common shares for the concessions of the project.

The Company issued a total of 120,007 common shares as installment payment for the project. Each common share was issued at US\$0.60 each.

Vena Resources Inc.

Notes to the Interim Consolidated Financial Statements (unaudited)

4. Capital Stock

Share Capital

Vena is authorized to issue an unlimited number of common shares without par value. The issued and outstanding common shares consist of the following:

	Number	Amount
Balance at September 30, 2005	42,612,894	\$ 7,033,819
Private placements for cash consideration	4,197,501	2,098,751
Cash upon exercise of warrants	2,954,016	1,741,586
Cash upon exercise of options	425,000	260,000
Fair value assigned to warrants exercised	-	96,740
Fair value assigned to options exercised	-	204,215
Fair value of warrants issued	-	(890,000)
Cost of share issuances	-	(74,885)
Balance at September 30, 2006	50,189,411	\$ 10,470,226
Private placement for cash consideration	20,000	10,000
Private placement \$1.40	13,499,231	18,898,924
Cash upon exercise of warrants	5,444,424	3,579,000
Cash upon exercise of options	1,565,000	965,250
Issuance of shares for property	220,007	165,685
Fair value assigned to warrants issued	-	(11,127,000)
Fair value assigned to warrants exercised	-	1,628,655
Fair value assigned to options exercised	-	760,500
Cost of share issuance	-	(1,254,982)
Balance at June 30, 2007	70,938,073	24,096,258

During the period, the following private placements were completed:

Date of issuance	November 13, 2006	April 4, 2007
Number of units issued	20,000	13,499,231
Gross proceeds of issue	\$ 10,000	\$ 18,898,924
Number of common shares	20,000	13,499,231
Number of common share purchase warrants	20,000	13,499,231
Exercise price per warrant	0.75	1.40
Expiry date of warrant	Sept. 28, 2006	April 4, 2008

Vena Resources Inc.

Notes to the Interim Consolidated Financial Statements (unaudited)

Warrants

The following table summarizes the warrants outstanding as at June 30, 2007:

Outstanding – beginning of period	7,072,674
Transactions during the period	
Issued	14,202,571
Exercised	(5,444,424)
Expired	(118,250)
Outstanding – end of period	15,712,571

Subsequent to June 30, 2007, 300,000 warrants were exercised for total proceeds of \$225,000.

Stock Options

The Company established a stock option plan to provide additional incentive to its directors, officers, employees and consultants in their efforts on behalf of the Company in the conduct of its affairs. Vena has the following options outstanding as at June 30, 2007:

	Weighted Average Exercise price	Number of options
Outstanding - beginning of period	\$ 0.61	3,100,000
Transactions during the period:		
Granted	1.14	3,125,000
Exercised	0.63	(1,565,000)
Expired	0.50	(300,000)
Outstanding - end of period	\$ 0.62	4,360,000
Options exercisable - end of period	\$ 1.00	4,360,000

The following table summarizes the assumptions used with the Black-Scholes valuation model for the determination of the stock-based compensation for the stock options granted during the period ended June 30, 2007:

	November 2006	April 2007
Number of options granted	1,425,000	1,700,000
Weighted average information		
Risk-free interest rate	3.92%	4.15%
Expected life	5 years	5 years
Expected volatility	131%	124%
Expected dividends	0	0
Stock-based compensation	\$ 733,000	\$ 2,318,000

Vena Resources Inc.

Notes to the Interim Consolidated Financial Statements (unaudited)

5. Contributed Surplus

	2007
Balance at September 30	3,890,105
Value assigned to:	
Stock options	3,275,550
Unexercised warrants	11,127,000
Fair value assigned to warrants exercised	(1,628,655)
Fair value assigned to options exercised	(760,500)
Balance at June 30	15,903,500

6. Related Party Transactions

For the mine months ended June 30, 2007, Vena incurred \$323,000 and \$44,000 in consulting and accounting fees respectively, with its directors, senior officers and/or companies to which the directors and/or officers are related. These expenses have been measured at their exchange value.

Consulting expense includes a payment of \$139,800 to the Chairman and Chief Executive Officer as compensation for his role and \$165,200 as a performance bonus. The performance bonus payment was used by the CEO to exercise 250,000 options at \$0.65 each.

As at June 30, 2007, there are related party balances in the amount of \$10,000 included in accounts payable and accrued liabilities.

7. Income Taxes

As at September 30, 2006, Vena had \$3,361,000 in non-capital loss carry-forwards for which no benefit has been recognized in the accounts. If these losses are not utilized, they will expire as follows:

Expiry Date	Amount
2014	\$ 894,000
2015	1,257,000
2026	1,210,000
	\$ 3,361,000

8. Commitments

Effective November 1, 2006, Vena entered into a one-year consulting agreement with an Investor Relations firm. The Company issued 250,000 options exercisable at \$0.60, for a period of one year.