

**VELOCITY MINERALS LTD.
(formerly Benem Ventures Inc.)**

**FINANCIAL STATEMENTS
(Unaudited – Prepared by Management)**

**NINE MONTH PERIOD ENDED
MARCH 31, 2008**

Reader's Note: These interim financial statements of Velocity Minerals Ltd. (formerly Benem Ventures Inc.) for the nine month period ended March 31, 2008 have been prepared by the Company's management and have not been subject to review by the Company's auditors.

VELOCITY MINERALS LTD. (formerly Benem Ventures Inc.)
BALANCE SHEETS
(Unaudited – Prepared by Management)

	March 31, 2008	June 30, 2007 (Audited)
ASSETS		
Current		
Cash	\$ 10,716	\$ 17,351
Short-term investments	-	150,000
Accounts receivable	19,503	4,676
Prepaid expenses	<u>15,000</u>	<u>1,250</u>
	45,219	173,277
Deferred acquisition costs (Note 4)	<u>20,000</u>	<u>-</u>
	<u>\$ 65,219</u>	<u>\$ 173,277</u>

LIABILITIES AND SHAREHOLDERS' EQUITY

Current		
Accounts payable and accrued liabilities	<u>\$ 15,365</u>	<u>\$ 15,015</u>
Shareholders' equity		
Capital stock	708,867	708,867
Deficit	<u>(659,013)</u>	<u>(550,605)</u>
	<u>49,854</u>	<u>158,262</u>
	<u>\$ 65,219</u>	<u>\$ 173,277</u>

On behalf of the Board:

“Kenneth R. Holmes”

Director

“D. Barry Lee”

Director

The accompanying notes are an integral part of these financial statements.

VELOCITY MINERALS LTD. (formerly Benem Ventures Inc.)
STATEMENTS OF OPERATIONS AND DEFICIT
(Unaudited – Prepared by Management)

	Three Month Period Ended March 31, 2008	Three Month Period Ended March 31, 2007	Nine Month Period Ended March 31, 2008	Nine Month Period Ended March 31, 2007
ADMINISTRATION EXPENSES				
Accounting and audit	\$ 8,875	\$ 550	\$ 15,635	\$ 6,299
Bank charges and interest	70	55	200	185
Consulting	-	5,885	578	6,734
Filing and transfer agent fees	4,937	703	12,578	5,800
Legal	22,179	12,841	30,725	29,246
Office and administration	3,001	4,017	9,725	12,743
Office rent	12,000	12,000	36,000	36,000
Shareholder costs	2,260	-	3,536	-
Telephone	318	290	1,670	-
Travel and related	611	6,039	1,230	13,106
Loss before other item	(54,251)	(42,380)	(111,877)	(110,113)
OTHER ITEM				
Interest income	2,240	3,238	3,469	7,293
Income (loss) for the period	(52,011)	(39,142)	(108,408)	(102,820)
Deficit, beginning of period	(607,002)	(431,089)	(550,605)	(367,411)
Deficit, end of period	\$ (659,013)	\$ (470,231)	\$ (659,013)	\$ (470,231)
Earnings (loss) per share	\$ (0.01)	\$ (0.01)	\$ (0.02)	\$ (0.01)
Weighted average number of common shares outstanding	4,300,000	4,300,000	4,300,000	4,300,000

The accompanying notes are an integral part of these financial statements.

VELOCITY MINERALS LTD. (formerly Benem Ventures Inc.)
STATEMENTS OF CASH FLOWS
(Unaudited – Prepared by Management)

	Three Month Period Ended March 31, 2008	Three Month Period Ended March 31, 2007	Nine Month Period Ended March 31, 2008	Nine Month Period Ended March 31, 2007
CASH FLOWS FROM OPERATING ACTIVITIES				
Income (loss) for the period	\$ (52,011)	\$ (39,142)	\$ (108,408)	\$ (102,820)
Changes in non-cash working capital items:				
(Increase) decrease in accounts receivable	(11,867)	(117)	(14,827)	128
(Increase) decrease in prepaid expenses	4,470	-	(13,750)	5,000
Increase (decrease) in accounts payable and accrued liabilities	<u>9,737</u>	<u>(2,578)</u>	<u>350</u>	<u>(4,036)</u>
Net cash used in operating activities	<u>(49,671)</u>	<u>(41,837)</u>	<u>(136,635)</u>	<u>(101,728)</u>
CASH FLOWS FROM FINANCING ACTIVITIES				
Proceeds from share subscriptions receivable	<u>-</u>	<u>-</u>	<u>-</u>	<u>15,000</u>
Net cash provided by financing activities	<u>-</u>	<u>-</u>	<u>-</u>	<u>15,000</u>
CASH FLOWS FROM INVESTING ACTIVITIES				
Deferred acquisition costs	-	(47,400)	(20,000)	(47,400)
Redemption of short-term investments	<u>60,000</u>	<u>-</u>	<u>150,000</u>	<u>-</u>
Net cash provided by investing activities	<u>60,000</u>	<u>(47,400)</u>	<u>130,000</u>	<u>(47,400)</u>
Change in cash for the period	10,329	(89,237)	(6,635)	(134,128)
Cash, beginning of period	<u>387</u>	<u>287,136</u>	<u>17,351</u>	<u>332,027</u>
Cash, end of period	\$ 10,716	\$ 197,899	\$ 10,716	\$ 197,899
Supplemental disclosure for non-cash operating, investing and financing activities	\$ -	\$ -	\$ -	\$ -

The accompanying notes are an integral part of these financial statements.

VELOCITY MINERALS LTD. (formerly Benem Ventures Inc.)
NOTES TO THE FINANCIAL STATEMENTS
(Unaudited – Prepared by Management)
MARCH 31, 2008

1. BASIS OF PRESENTATION

The financial statements contained herein include the accounts of Velocity Minerals Ltd. (formerly Benem Ventures Inc.) (the "Company"). Subsequent to the nine-month period ended March 31, 2008, the Company changed its name from Benem Ventures Inc. to Velocity Minerals Ltd. The Company listed its common shares on the Toronto Stock Exchange effective May 20, 2008 and delisted its common shares from the NEX Board of the TSXV effective as of the close of the market on Friday, May 16, 2008.

The interim period financial statements have been prepared by the Company in accordance with Canadian generally accepted accounting principles. The preparation of financial data is based on accounting principles and practices consistent with those used in the preparation of annual financial statements. Certain inform and footnote disclosure normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted. These interim period statements should be read together with the audited financial statements and the accompanying notes included in the Company's latest annual report for the year ended June 30, 2007. In the opinion of the Company, its unaudited interim financial statements contain all adjustments necessary in order to present a fair statement of the results of the interim periods presented.

2. NATURE OF OPERATIONS

The Company was incorporated under the laws of the province of Alberta and classified as a Capital Pool Company as defined in the TSX Venture Exchange ("TSXV") Policy 2.4. The principal business of the Company was to identify and evaluate opportunities for an acquisition of an interest in assets or businesses ("Qualifying Transaction") and, once identified, to negotiate an acquisition or participation within 18 months of listing on the TSXV. The Company may not have sufficient funds to complete an acquisition and may be required to raise additional equity or debt financing.

On October 1, 2001, the Company received final receipt from the securities regulators in British Columbia and Alberta on its prospectus dated September 28, 2001.

The Company was listed on the TSXV on March 4, 2002 and the Company was required to complete a Qualifying Transaction by September 2, 2003.

On July 12, 2004, the Company's shares were listed for trading on the NEX board of the TSXV.

On May 30, 2006, the Company's trading status was halted pending regulatory review of a proposed Qualifying Transaction with First West Petroleum Inc. ("First West") and a letter of intent ("LOI") with First West was entered into by the Company on August 16, 2006. The LOI with First West was terminated on August 29, 2007.

Concurrent with the termination of the LOI, the Company announced that it had executed an acquisition agreement with Velocity Resources Canada Ltd. ("Velocity Resources"), as its Qualifying Transaction, whereby the Company was to acquire certain mineral claims in the province of British Columbia owned by Velocity Resources in exchange for a cash payment of \$75,000 plus 12,000,000 shares in the capital stock of the Company, along with a commitment to raise up to \$3,000,000 in working capital by way of a private placement of shares in the Company. In accordance with the terms of the agreement, the Company paid \$15,000 (the "Advance") to Velocity Resources as a refundable part payment of the purchase price and \$5,000 toward property costs.

VELOCITY MINERALS LTD. (formerly Benem Ventures Inc.)
NOTES TO THE FINANCIAL STATEMENTS
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MARCH 31, 2008

2. NATURE OF OPERATIONS (cont'd...)

On January 31, 2008, the Company terminated the agreement to acquire Velocity Resources' mineral claims and the Advance became a receivable, and instead entered into an agreement (the "Velocity Acquisition") with Velocity Resources and others to acquire all of the securities of Velocity Exploration Ltd. ("Velocity Exploration") on the basis of one share of the Company for each share of Velocity Exploration and one warrant

of the Company for each warrant of Velocity Exploration, all as more particularly described in the Company's Information Circular dated January 31, 2008.

It was a condition of the transaction that, prior to closing, Velocity Exploration would complete the acquisition of the abovementioned mineral claims from Velocity Resources and complete an equity financing.

Trading of the Company's shares remained halted pending regulatory approval and the completion of the Velocity Acquisition. On March 19, 2008, the shareholders of the Company approved the Velocity Acquisition and a change of name.

Subsequent to the nine-month period ended March 31, 2008, the Company received regulatory approval, closed the Velocity Acquisition and changed its name from Benem Ventures Inc. to Velocity Minerals Ltd. The Company listed its common shares on the Toronto Stock Exchange effective May 20, 2008 and delisted its common shares from the NEX Board of the TSXV effective as of the close of the market on Friday, May 16, 2008.

3. INCOME (LOSS) PER SHARE

Income (loss) per share is calculated using the weighted average number of shares outstanding during the period.

4. DEFERRED ACQUISITION COSTS

The Company's Letter of Intent ("LOI") with First West Petroleum Inc. dated August 16, 2006 was terminated on August 29, 2007.

Concurrent with the termination of the LOI, the Company announced that it had executed an acquisition agreement with Velocity Resources Canada Ltd. ("Velocity Resources"), as its Qualifying Transaction whereby the Company was to acquire certain mineral claims in the province of British Columbia owned by Velocity Resources in exchange for a cash payment of \$75,000 plus 12,000,000 shares in the capital stock of the Company, along with a commitment to raise up to \$3,000,000 in working capital by way of a private placement of shares in the Company. In accordance with the terms of the agreement, the Company paid \$15,000 (the "Advance") to Velocity Resources as a refundable part payment of the purchase price and \$5,000 toward property costs.

On January 31, 2008, the Company terminated the agreement to acquire Velocity Resources' mineral claims and the Advance became a receivable, and instead entered into an agreement with Velocity Resources and others to acquire all of the shares of Velocity Exploration Ltd. ("Velocity Exploration")(the "Velocity Acquisition"), as described in the Company's Information Circular dated January 31, 2008.

The Company applied to list its common shares for trading on the Toronto Stock Exchange ("TSX").

VELOCITY MINERALS LTD. (formerly Benem Ventures Inc.)
NOTES TO THE FINANCIAL STATEMENTS
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4. DEFERRED ACQUISITION COSTS (cont'd...)

The Company paid \$15,000 as a retainer fee to Canaccord Capital Corporation to act as Sponsor for the TSX listing and as Agent for a financing to be completed by Velocity Exploration prior to the Velocity Acquisition.

On March 19, 2008, the Company held its Annual and Special General Meeting, at which the Velocity Acquisition received shareholder approval, with its completion subject to Velocity Exploration's planned financing and to regulatory approval. The shareholders approved the change of the Company's name to Velocity Minerals Ltd. ("Velocity Minerals") or such other name as the directors of the Company deem appropriate and the adoption of a stock option plan. The shareholders also elected Kenneth Holmes, John Hope, Gerald Diakow, Donald Getty, D. Barry Lee, Garry Payie and Daniel G. Kostuik to its Board of Directors. David J. Bowes and Andrew Parkinson did not stand for re-election.

5. SHARE CAPITAL

	Number of Shares	Capital Stock
Authorized		
Unlimited common shares without par value		
Unlimited preferred shares without par value		
Issued		
Balance at June 30, 2007 and March 31, 2008	4,300,000	\$ 708,867

The Company does not have stock options and warrants outstanding at March 31, 2008.

6. RELATED PARTY TRANSACTIONS

Paid or accrued \$28,929 (2007 - \$29,245) for legal fees to a law firm associated with a former director.

Paid or accrued \$Nil (2007 - \$5,300) in consulting fees to a former director.

Included in accounts payable is \$4,726 (June 30, 2007 - \$6,500) for legal fees due to a law firm that is associated with a former director of the Company.

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

7. SEGMENT INFORMATION

The Company currently conducts all of its operations in Canada.

8. SUBSEQUENT EVENTS

Subsequent to March 31, 2008, the Company:

- i) Completed the acquisition of all of the issued and outstanding shares and warrants of Velocity Exploration, the owner of the Mt. Haskins and Cassiar Moly molybdenum exploration properties in northern British Columbia. Velocity Exploration had recently completed a non-brokered private placement of 8,000,000 units at \$0.50 per unit to raise gross proceeds of \$4,000,000 and a private placement through Canaccord Capital Corporation as agent of 1,399,500 units at \$0.50 per unit to raise gross proceeds of \$699,750. In both placements each warrant is exercisable for two years from closing to purchase a common share at \$0.75 per share during the first year and \$1.00 per year during the second year. As consideration for its services, Canaccord was paid a commission of 7% of the gross proceeds and cash fees of \$30,000, and was issued 50,000 common shares and 97,965 warrants, each exercisable to purchase one common share at a price of \$0.50 for one year. Two finders were paid a total of \$200,000 for services with respect to the non-brokered private placement;
- ii) Completed a private placement with Pathway 2008 Flow-Through LP of 2,083,333 units, each consisting of a flow-through common share and a non flow-through warrant, exercisable for two years from closing to purchase a common share at a price of \$1.00 per share during the first year and \$1.50 per share during the second year from closing, to raise gross proceeds of \$1,250,000. In connection with the private placement, Velocity Minerals paid Limited Market Dealer Inc. a commission of 7% of the gross proceeds, and issued options to purchase 145,833 common shares, exercisable at \$.50 per share for a period of one year from closing;
- iii) Changed its name from Benem Ventures Inc. to Velocity Minerals Ltd.;
- iv) Granted on May 19, 2008 stock options to its directors to purchase up to 2,300,000 shares at a price of \$0.50 per share for five years;
- v) Listed its common shares on the Toronto Stock Exchange effective May 20, 2008 and delisted its common shares from the NEX Board of the TSXV effective as of the close of the market on Friday, May 16, 2008;
- vi) Granted on May 20, 2008 stock options to a service provider to purchase up to 300,000 shares at a price of \$0.64 per share for two years; and
- vii) Appointed on May 23, 2008, Mr. Edward (Kwoon Youb) Yoon to the Company's board of directors and as its Vice President of Business Development.