



INTERIM FINANCIAL STATEMENTS

JUNE 30, 2009 AND 2008

Responsibility for Interim Financial Statements

The accompanying unaudited interim financial statements for Vault Minerals Inc. have been prepared by management in accordance with Canadian generally accepted accounting principles consistently applied. The most significant of these accounting principles have been set out in the audited December 31, 2008 financial statements. Only changes in accounting information have been disclosed in these unaudited interim financial statements. These unaudited interim financial statements are presented on the accrual basis of accounting. Accordingly, a precise determination of many assets and liabilities is dependent upon future events. Therefore, estimates and approximations have been made using careful judgment. Recognizing that the Company is responsible for both the integrity and objectivity of these unaudited interim financial statements, management is satisfied that these unaudited interim financial statements have been fairly presented. The independent auditor of Vault Minerals Inc. has not performed a review of these unaudited interim financial statements for the period ended June 30, 2009.

	June 30, 2009	December 31, 2008
ASSETS		
Current		
Cash	\$ 236,470	\$ 235,984
Receivables	7,485	31,410
Prepaid expenses	721	19,251
Marketable securities (Note 6)	<u>12,000</u>	<u>18,000</u>
	256,676	304,645
Equipment (Note 7)	25,277	31,051
Mineral properties (Note 8)	<u>2,105,135</u>	<u>2,007,379</u>
	<u>\$ 2,387,088</u>	<u>\$ 2,343,075</u>

LIABILITIES AND SHAREHOLDERS' EQUITY

Current		
Accounts payable and accrued liabilities	\$ 42,959	\$ 94,095
Shareholders' equity		
Share capital (Note 9)	10,933,034	10,547,859
Contributed surplus (Note 9)	1,436,172	1,251,306
Accumulated other comprehensive income	(18,000)	(12,000)
Deficit	<u>(10,007,077)</u>	<u>(9,538,185)</u>
	<u>2,344,129</u>	<u>2,248,980</u>
	<u>\$ 2,387,088</u>	<u>\$ 2,343,075</u>

Nature of operations and going concern (Note 1)
Subsequent events (Note 15)

On behalf of the Board:

"Joseph D. Horne" Director

"Daniel J. McCormack" Director

VAULT MINERALS INC.**INTERIM STATEMENTS OF OPERATIONS, COMPREHENSIVE INCOME, AND DEFICIT AND ACCUMULATED OTHER COMPREHENSIVE INCOME – FOR THE PERIODS ENDED JUNE 30, 2009 AND 2008**

(Unaudited – Prepared by Management)

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	<u>Three months ended June 30</u>		<u>Six months ended June 30</u>	
	2009	2008	2009	2008
STATEMENT OF OPERATIONS				
Revenue				
Project management fee (Note 8)	\$ 19	\$ 24,101	\$ 4,343	\$ 60,735
Expenses				
Advertising and promotion	3,281	5,551	6,886	8,739
Amortization	2,887	3,381	5,774	6,762
Business development	16,579	48,047	64,165	64,638
Contract services	335	906	472	906
Director's fees (Note 11)	15,000	12,000	30,000	24,000
Investor relations	4,781	5,787	11,766	16,065
Listing and transfer agent fees	7,204	4,212	16,307	15,278
Management fees (Note 11)	22,500	22,500	45,000	45,000
Office and general	16,475	16,739	39,663	39,668
Professional fees	27,320	24,585	56,432	35,020
Stock-based compensation (Note 10)	88,932	89,106	166,466	172,079
Travel	1,523	700	3,675	2,761
Wages and benefits	13,354	11,461	26,630	22,797
Total expenses	(220,171)	(244,975)	(473,236)	(453,713)
Loss before undernoted	(220,152)	(220,874)	(468,893)	(392,978)
Write-down of mineral properties (Note 8)	-	-	-	(511,621)
Loss before income taxes	(220,152)	(220,874)	(468,893)	(904,599)
Future income tax recovery (Note 13)	-	-	-	270,900
Loss for the year	(220,152)	(220,874)	(468,893)	(633,699)
Basic and diluted earnings (loss) per common share	\$ (0.01)	\$ (0.01)	\$ (0.02)	\$ (0.02)
Weighted average number of common shares outstanding	31,566,093	29,542,760	30,641,093	29,534,426
STATEMENT OF COMPREHENSIVE INCOME				
Loss for the period	(220,152)	(220,874)	(468,893)	(633,699)
Unrealized gain (loss) on available-for-sale securities	-	(18,000)	(6,000)	(73,500)
Comprehensive loss for the period	\$ (220,152)	\$ (238,874)	\$ (474,893)	\$ (707,199)
STATEMENT OF DEFICIT AND ACCUMULATED OTHER COMPREHENSIVE INCOME				
Deficit, beginning of period	(9,786,925)	(8,662,447)	(9,538,184)	(8,249,622)
Loss for the period	(220,152)	(220,874)	(468,893)	(633,699)
Deficit, end of period	\$(10,007,077)	\$(8,883,321)	\$(10,007,077)	\$(8,883,321)
Accumulated other comprehensive income, beginning of period	(18,000)	51,000	(12,000)	106,500
Unrealized gain (loss) on available-for-sale securities	-	(18,000)	(6,000)	(73,500)
Accumulated other comprehensive income, end of period	\$ (18,000)	\$ 33,000	\$ (18,000)	\$ 33,000

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

VAULT MINERALS INC.
INTERIM STATEMENTS OF CASH FLOWS
FOR THE PERIODS ENDED JUNE 30, 2009 AND 2008
(Unaudited – Prepared by Management)

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	Three months ended June 30		Six months ended June 30	
	2009	2008	2009	2008
CASH FLOWS FROM OPERATING ACTIVITIES				
Income (loss) for the period	\$ (220,152)	\$ (220,874)	\$ (468,893)	\$ (633,699)
Items not affecting cash:				
Amortization	2,887	3,381	5,774	6,762
Stock-based compensation	88,932	89,106	166,466	172,079
Future income tax recovery	-	-	-	(270,900)
Write-down of mineral properties	-	-	-	511,621
Gain on sale of assets	-	-	-	-
Changes in non-cash working capital items:				
(Increase) decrease in accounts receivable	3,564	297,561	23,925	(81,608)
(Increase) decrease in prepaid expenses	2,162	37,147	18,531	8,650
Increase (decrease) in accounts payable and accrued liabilities	<u>(32,252)</u>	<u>(158,848)</u>	<u>(51,136)</u>	<u>(3,335)</u>
Cash flows provided (used) by operating activities	<u>(154,859)</u>	<u>47,473</u>	<u>(305,333)</u>	<u>(290,430)</u>
CASH FLOWS FROM FINANCING ACTIVITIES				
Proceeds from issue of share capital	420,000	-	420,000	-
Share issue costs	<u>(29,425)</u>	<u>-</u>	<u>(29,425)</u>	<u>-</u>
Cash flows provided by financing activities	<u>390,575</u>	<u>-</u>	<u>390,575</u>	<u>-</u>
CASH FLOWS FROM INVESTING ACTIVITIES				
Purchase of capital assets	-	-	-	(1,673)
Mineral property acquisition	(51,500)	(51,188)	(51,500)	(51,597)
Deferred exploration costs	(24,685)	(255,339)	(76,690)	(771,653)
Recovery of deferred exploration expenditures (Note 8)	<u>192</u>	<u>205,943</u>	<u>43,434</u>	<u>572,282</u>
Cash flows used in investing activities	<u>(75,993)</u>	<u>(100,584)</u>	<u>(84,756)</u>	<u>(252,641)</u>
Change in cash during the period	159,723	(53,111)	486	(543,071)
Cash, beginning of period	<u>76,747</u>	<u>416,094</u>	<u>235,984</u>	<u>906,054</u>
Cash, end of period	\$236,470	\$362,983	\$236,470	\$362,983

Supplemental disclosure with respect to cash flows (Note 12)

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

1. NATURE OF OPERATIONS AND GOING CONCERN

Vault Minerals Inc. ("the Company") is actively engaged in the acquisition and exploration of mineral properties. To date, the Company has not earned significant revenue.

The recoverability of the amount shown for mineral properties is dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete exploration and development, and upon future profitable production or proceeds from dispositions of such properties. Changes in future conditions could require material write-downs of the carrying amounts of mineral properties.

All amounts presented in these interim financial statements are in Canadian dollars unless otherwise specified.

These interim financial statements have been prepared in accordance with Canadian generally accepted accounting principles ("GAAP"), as applicable to a going concern which contemplates the realization of its assets and the settlement of its liabilities in the normal course of operations. In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but is not limited to, twelve months from the end of the reporting period. The ability of the Company to continue operations is dependent upon obtaining the necessary financing to complete the development of a mineral property. Management is aware, in making its assessment, of material uncertainties related to events or conditions that may cast significant doubt upon the entity's ability to continue as a going concern, as described in the following paragraph. Accordingly, they do not give effect to adjustments that would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and liquidate its liabilities and commitments in other than the normal course of business and at amounts different from those in the accompanying interim financial statements.

The Company needs financing to fund the exploration and development of its properties and for working capital purposes. The Company's ability to continue as a going concern is dependent upon its ability to obtain adequate financing and to reach profitable levels of operation. It is not possible to predict whether financing efforts will be successful or if the Company will attain profitable levels of operations. The Company presently does not have sufficient capital to fund the exploration and development of its properties.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

These interim financial statements do not include all the disclosures required by Canadian GAAP for annual financial statements and should be read in conjunction with the Company's financial statements and the notes for the year ended December 31, 2008. In the opinion of management, all adjustments considered necessary for fair presentation have been included in these financial statements. These interim financial statements are prepared using the same accounting policies and methods of application as those disclosed in Note 2 to the Company's financial statements for the year ended December 31, 2008.

3. FUTURE ACCOUNTING CHANGES

Convergence with International Financial Reporting Standards ("IFRS")

On February 13, 2008, the Canadian Accounting Standards Board confirmed that the transition to IFRS from Canadian GAAP will occur on January 1, 2011 for public entities. The impact of this transition on the Company's financial statements has not yet been determined; however, management continues to monitor these developments and the Chief Financial Officer has and continues to attend education courses regarding IFRS business issues and implementation strategies for mining companies.

4. CAPITAL MANAGEMENT

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition, exploration and development of mineral properties. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. The properties in which the Company currently has an interest are in the exploration stage; as such the Company is dependent on external financing to fund its activities. In order to carry out the planned exploration and pay for administrative costs, the Company will spend its existing working capital and endeavour to raise additional funds. The Company presently does not have sufficient capital to fund the exploration and development of its properties.

The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes in the Company's approach to capital management during the period ended June 30, 2009. The Company is subject to externally imposed minimum working capital requirements of the TSX Venture Exchange. The Company currently is not in compliance of these requirements.

5. FINANCIAL RISK FACTORS

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfil its payment obligations. The Company's credit risk is primarily attributable to accounts receivable. Financial instruments included in accounts receivable consist of goods and services tax due from the Federal Government of Canada and receivables from joint venture partners. Management believes that the credit risk concentration with respect to financial instruments included in accounts receivable is acceptable.

Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at June 30, 2009, the Company had a cash balance of \$236,470 (December 31, 2008 - \$235,984) to settle current liabilities of \$42,959 (December 31, 2008 - \$94,095). All of the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

(a) Interest rate risk

The Company has cash balances and no interest-bearing debt. Cash and cash equivalents are maintained with one financial institution. Deposits held with banks may exceed the amount of insurance provided on such deposits. Generally, these deposits may be redeemed upon demand and are maintained with financial institutions of reputable credit and therefore bear minimal risk.

(b) Foreign currency risk

The Company's functional currency is the Canadian dollar and major purchases are transacted in Canadian dollars. As a result, the Company's exposure to foreign currency risk is remote.

(c) Price risk

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices of gold and other metals, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

Sensitivity analysis

The Company has designated its cash as held-for-trading, which is measured at fair value. Marketable securities are classified as available-for-sale, which are measured at fair value. Accounts receivable are classified as loans and receivables, which are measured at amortized cost. Accounts payable and accrued liabilities are classified as other financial liabilities, which are measured at amortized cost. As of June 30, 2009, both the carrying and fair value amounts of the Company's financial instruments are the same with the exception of marketable securities.

Based on management's knowledge and experience of the financial markets, the Company believes a +/- 50% movement in the Canadian listed equity prices is possible over a twelve-month period, which would affect comprehensive income (loss) by \$6,000. The Company's investment in marketable securities is denominated in Canadian dollars. The Company does not hold significant balances in foreign currencies to give rise to exposure to foreign exchange risk.

Commodity price risk could adversely affect the Company. In particular, the Company's future profitability and viability of development depends upon the world market price of gold and other metals. Gold and other metals have fluctuated widely in recent years. There is no assurance that, even as commercial quantities of gold and other metals may be produced in the future, a profitable market will exist for them. A decline in the market price of gold and other metals may require the Company to reduce its mineral properties, which could have a material and adverse effect on the Company's value. As of June 30, 2009, the Company is not a gold producer. As a result, commodity price risk may affect the completion of future equity transactions such as equity offerings and the exercise of stock options and warrants.

6. MARKETABLE SECURITIES

Marketable securities consist of 300,000 common shares of Amador Gold Corp. received by the Company as an option payment valued at \$30,000. The Company designated its common shares of Amador Gold Corp. as available-for-sale financial assets.

The fair market value of the investment at June 30, 2009 is \$12,000 (2008 - \$63,000). The unrealized loss on the available-for-sale financial assets for the six month period ended June 30, 2009 is \$6,000 (2008 - \$73,500).

7. EQUIPMENT

	June 30, 2009			December 31, 2008		
	Cost	Accumulated Amortization	Net Book Value	Cost	Accumulated Amortization	Net Book Value
Equipment	\$ 60,562	\$ 35,285	\$ 25,277	\$ 60,562	\$ 29,511	\$ 31,051

8. MINERAL PROPERTIES

	Incurred During the Six Months Ended	
	June 30, 2009	June 30, 2008
Kirkland		
Acquisition costs		
Balance, beginning of period	\$ 394,842	\$ 349,813
Additions during the period	<u>63,000</u>	<u>63,788</u>
Balance, end of period	<u>457,842</u>	<u>413,601</u>
Deferred exploration costs		
Balance, beginning of period	<u>618,279</u>	<u>767,845</u>
Additions during period		
Exploration & geological consulting	6,088	12,880
Overhead	1,141	1,525
Sample analysis	101	2,581
Supplies	-	1,126
Wages	<u>4,698</u>	<u>1,171</u>
	<u>12,028</u>	<u>19,283</u>
Balance, end of period	<u>630,307</u>	<u>787,128</u>
Total acquisition & deferred exploration costs	\$ 1,088,149	\$ 1,200,729
Gauthier		
Acquisition costs		
Balance, beginning of period	<u>\$ 20,075</u>	<u>\$ -</u>
Balance, end of period	<u>20,075</u>	<u>-</u>
Deferred exploration costs		
Balance, beginning of period	<u>7,260</u>	<u>-</u>
Additions during period		
Exploration & geological consulting	6,053	-
Sample analysis	159	-
Wages	<u>3,722</u>	<u>-</u>
	<u>9,934</u>	<u>-</u>
Balance, end of period	<u>17,194</u>	<u>-</u>
Total acquisition & deferred exploration costs	\$ 37,269	\$ -

8. MINERAL PROPERTIES (Cont'd...)

	Incurred During the Six Months Ended	
	June 30, 2009	June 30, 2008
Lebel		
Acquisition costs		
Balance, beginning of period	\$ 413,424	\$ 457,614
Additions during the period	<u>1,500</u>	<u>809</u>
Balance, end of period	<u>414,924</u>	<u>458,423</u>
Deferred exploration costs		
Balance, beginning of period	<u>549,439</u>	<u>371,109</u>
Additions during period		
Drilling	1,017	597,499
Exploration & geological consulting	12,723	79,393
Overhead	2,825	8,667
Sample analysis	28,863	39,571
Supplies	-	8,003
Travel	540	9,356
Wages	<u>8,760</u>	<u>9,742</u>
	<u>54,728</u>	<u>752,231</u>
Recovery (Note 8)	<u>(43,434)</u>	<u>(572,281)</u>
Balance, end of period	<u>560,733</u>	<u>551,059</u>
Total acquisition & deferred exploration costs	\$ 975,657	\$ 1,009,482
Percy Lake		
Acquisition costs		
Balance, beginning of period	\$ -	\$ 91,420
Balance, end of period	<u>-</u>	<u>91,420</u>
Deferred exploration costs		
Balance, beginning of period	<u>-</u>	<u>420,062</u>
Additions during period		
Exploration & geological consulting	<u>-</u>	<u>139</u>
Balance, end of period	<u>-</u>	<u>420,201</u>
Write down of Mineral Properties	<u>-</u>	<u>(511,621)</u>
Total acquisition & deferred exploration costs	\$ -	\$ -
Other		
Acquisition costs		
Balance, beginning of period	\$ 1,805	\$ 1,805
Balance, end of period	<u>1,805</u>	<u>1,805</u>
Deferred exploration costs		
Balance, beginning of period	<u>2,255</u>	<u>-</u>
Balance, end of period	<u>2,255</u>	<u>-</u>
Total acquisition & deferred exploration costs	\$ 4,060	\$ 1,805
Total Mineral Properties	\$ 2,105,135	\$ 2,212,016

8. MINERAL PROPERTIES (Cont'd...)

Title to mineral properties involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyancing history characteristic of many mineral properties. The Company has investigated title to all of its mineral properties and, to the best of its knowledge, title to all of its properties is in good standing.

The Company's mineral properties are described as follows:

Kirkland Gold Property (Kirkland Lake, Ontario)

The Company owns a 100% interest to 18 staked mining claims and 9 patented claims in Teck Township, Kirkland Lake, Ontario.

It also has an option to acquire 100% interest in a property consisting of eight leased mining claims. Under the terms of the outstanding option agreement, the Company must:

- make a cash payment of \$75,000 and issue 50,000 common shares on or before June 27, 2010;
- make a cash payment of \$100,000, issue 50,000 common shares and incur a further \$24,000 in exploration expenditures on or before June 27, 2011; and
- make a final cash payment of \$200,000, issue 50,000 common shares and incur a further \$25,000 in exploration expenditures on or before June 27, 2012.

Additionally, the Company has option agreements to acquire two claim units. Under the terms of the outstanding option agreements, the Company must:

- make cash payments of \$14,000, issue 50,000 common shares and incur \$13,000 in exploration expenditures on or before September 24, 2009; and
- make a cash payment of \$9,000, issue 30,000 common shares and incur a further \$30,000 in exploration expenditures on or before September 24, 2010.

All claims are subject to production royalties of not greater than 2.5%.

Lebel Gold Property (Kirkland Lake, Ontario)

The Company holds a 100% interest to 21 staked mining claims, 19 leased claims, 31 patented claims and 3 Licenses of Occupation in Lebel Township, Ontario, most of which are subject to royalties of not greater than 2%.

Under the terms of an existing option agreement that was amended June 17, 2009, the Company has granted an optionee the right to earn an initial 60% interest in certain of the claims by, among other consideration received, incurring work expenditures of \$2,250,000 on or before October 2, 2009, and making a cash payment of \$30,000 on or before July 3, 2009. To acquire an additional 10%, the optionee must commit to a feasibility study.

During the period ended June 30, 2009, the Company managed an exploration program on behalf of the optionee on which it earned a management fee equivalent to 10% of the program expenditures.

Gauthier Property (Kirkland Lake, Ontario)

The Company holds a 100% interest in a property comprising of eighty-eight staked mining claims. The property is subject to a net smelter returns royalty of 3%.

9. SHARE CAPITAL AND CONTRIBUTED SURPLUS

	Number of Shares	Share Capital	Contributed Surplus
Authorized			
Unlimited number of common shares			
Issued			
As at December 31, 2007	29,526,093	\$ 10,758,609	\$ 902,083
Property acquisitions	190,000	40,500	-
Stock-based compensation (Note 10)	-	-	349,223
Tax benefits renounced to flow-through share subscribers	-	(251,250)	-
As at December 31, 2008	29,716,093	\$ 10,547,859	\$ 1,251,306
Private placement	3,500,000	420,000	-
Share issue costs	-	(47,825)	18,400
Property acquisition	50,000	13,000	-
Stock-based compensation (Note 10)	-	-	166,466
As at June 30, 2009	33,266,093	\$ 10,933,034	\$ 1,436,172

During the year ended December 31, 2008 the Company issued 190,000 common shares as consideration for mineral claims optioned and or acquired as part of the Kirkland and Gauthier Properties, valued at \$40,500.

On May 29, 2009, the Company issued 2,000,000 units at a price of \$0.12 per unit. Each unit consisted of one flow-through common share and one-half common share purchase warrant. Each whole purchase warrant is convertible into one non-flow-through common share at an exercise price of \$0.25 until May 29, 2010. In connection with the flow-through financing, the Company paid a cash commission of \$14,400, and issued 160,000 broker warrants values at a price of \$18,400, which are convertible to commons shares at an exercise price of \$0.25 per warrant until May 29, 2010. On June 4, 2009, the Company issued 1,500,000 units at a price of \$0.12 per unit. Each unit consisted of one common share and one common share purchase warrant. Each purchase warrant is convertible into one common share at an exercise price of \$0.20 until June 4, 2011.

On June 22, 2009, the Company issued 50,000 common shares as consideration for mineral claims optioned as part of the Kirkland Gold Property, valued at \$13,000.

10. STOCK OPTIONS AND WARRANTS

Stock options

On September 28, 2007, the Company's shareholders approved an amendment to its stock option plan whereby the Company is authorized to grant options to directors, officers, employees and consultants, to acquire up to 5,600,000 common shares. Options can be granted for a maximum term of five years and will vest 12.5% upon TSX Venture Exchange approval and 12.5% every three months thereafter.

As at June 30, 2009, incentive stock options were outstanding, enabling the optionees to acquire the following number of common shares:

Expiry Date	Exercise Price	Number of Shares
July 25, 2010	\$0.15	700,000
July 6, 2011	\$0.25	1,000,000
May 1, 2012	\$0.35	350,000
September 24, 2012	\$0.35	300,000
October 15, 2012	\$0.45	500,000
June 26, 2013	\$0.35	825,000
June 25, 2014	\$0.125	1,000,000
		4,675,000

10. STOCK OPTIONS AND WARRANTS (Cont'd...)

Stock option transactions are summarized as follows:

	Number of options	Weighted average exercise price
Outstanding at December 31, 2007	3,025,000	\$ 0.28
Expired	(175,000)	0.25
Granted	<u>825,000</u>	<u>0.35</u>
Outstanding at December 31, 2008	3,675,000	\$ 0.30
Granted	<u>1,000,000</u>	<u>0.125</u>
Outstanding at June 30, 2009	<u>4,675,000</u>	<u>\$ 0.26</u>
Number of options currently exercisable, as at June 30, 2009	<u>3,492,223</u>	<u>\$ 0.29</u>

Stock-based compensation

The Company granted 1,000,000 stock options during the six months ended June 30, 2009. The total value of the options granted was \$125,000 and compensation costs of \$16,482 for vested options were recorded as contributed surplus on the balance sheet. In addition, the Company recorded compensation costs of \$149,984 relating to 1,150,000 options granted in 2007 and the 825,000 options granted in 2008, which vested during the six months ended June 30, 2009.

The Company granted 825,000 stock options during the six months ended June 30, 2008. The total value of the options granted was \$263,398 and compensation costs of \$34,370 for vested options were recorded as contributed surplus on the balance sheet. In addition, the Company recorded compensation costs of \$137,709 relating to 1,000,000 options granted in 2006 and the 1,150,000 options granted in 2007, which vested during the six months ended June 30, 2008.

The weighted average fair value of stock options granted during the six month ended June 30, 2009 was \$0.125 (2008 - \$0.35). The following weighted-average assumptions were used for the Black-Scholes valuation of stock options granted during the six months ended June 30, 2009.

	2009	2008
Risk-free interest rate	2.53%	4.62%
Expected life of options	5.0 years	5.0 years
Annualized volatility	1,200%	271%
Dividend rate	0.00%	0.00%

Warrants

Warrant transactions are summarized as follows:

	Number of Warrants	Weighted Average Exercise Price
Outstanding at December 31, 2007	2,006,250	\$ 0.60
Exercised/cancelled	<u>(2,006,250)</u>	0.60
Outstanding at December 31, 2008	-	-
Granted	<u>2,660,000</u>	0.22
Balance June 30, 2009	<u>2,660,000</u>	<u>0.22</u>

11. RELATED PARTY TRANSACTIONS

During the period ended June 30, 2009, the Company entered into the following transactions with related parties:

- a) Paid or accrued management fees of \$45,000 (2008 - \$45,000) to a director of the Company.
- b) Paid or accrued professional fees of \$9,000 (2008 - \$9,000) to a senior officer of the Company.
- c) Paid or accrued exploration consulting fees of \$37,888 (2008 - \$45,000) to a director of the Company.
- d) Paid or accrued director's fees of \$30,000 (2008 - \$24,000) to directors of the Company.

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

As at June 30 2009, the balance due to/from related parties were as follows:

- a) \$781 (2008 - \$nil) management fee due to a director of the Company.
- b) \$5,101 (2008 - \$8,093) exploration consulting fee due to a director of the Company.
- c) \$3,150 (2008 - \$2,000) professional fees due to a senior officer of the Company.
- d) \$nil (2008 - \$nil) director fees due to a director of the Company.

12. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS

Significant non-cash transactions for the six months ended June 30, 2009 included:

- a) The issuance of 160,000 broker warrants valued at \$18,400 as part of the commission fee relating to private placements.
- b) The issuance of 50,000 common shares of the Company valued at \$13,000 pursuant to a property acquisition.

Significant non-cash transactions for the six months ended June 30, 2008 included:

- a) The renunciation of exploration expenditures, which resulted in a future tax benefit of \$270,900.
- b) The issuance of 50,000 common shares of the Company valued at \$13,000 pursuant to a property acquisition.

13. INCOME TAXES

A reconciliation of income taxes at statutory rates with the reported taxes is as follows:

	Period Ended June 30, 2009	Year Ended December 31, 2008
Loss before income taxes	\$ (468,893)	\$ (1,539,813)
Expected income tax recovery	\$ (147,701)	\$ (515,837)
Stock-based compensation not deductible for tax purposes	52,437	116,990
Write off of mineral properties	-	258,022
Other reconciling items	(5,053)	(8,665)
Unrecognized benefit of non-capital losses	103,199	(104,459)
Impacted of future changes in enacted rates	<u>(2,882)</u>	<u>2,699</u>
Future income tax recovery	\$ -	\$ (251,250)

The significant components of the Company's future income tax assets (liabilities) are as follows:

	June 30, 2009	December 31, 2008
Future income tax assets:		
Non-capital loss carryforwards	\$ 881,293	\$ 779,570
Other assets	52,709	35,427
Resource expenditures	<u>26,598</u>	<u>30,368</u>
	960,600	845,365
Valuation allowance	<u>(960,600)</u>	<u>(845,365)</u>
Net future income tax assets	\$ -	\$ -

The Company has non-capital losses carried forward of approximately \$3,039,000. Unless utilized, these losses will expire through 2018. Subject to certain restrictions, the Company also has resource expenditures of approximately \$2,167,000 available to reduce taxable income in future years. The benefits of these losses have not been recorded in these financial statements and have been offset by a valuation allowance.

During the year ended December 31, 2007, the Company issued 1,875,000 common shares on a flow-through basis for gross proceeds of \$750,000. The flow-through agreements require the Company to renounce certain tax deductions for Canadian exploration expenditures incurred on the Company's mineral properties to the flow-through participants. On February 13, 2008, the Company renounced exploration expenditures of \$750,000 resulting in \$251,250 of future income taxes charged against share capital in the year ending 2008.

During the six months ended June 30, 2009, the Company issued 2,000,000 common shares on a flow through basis for a gross proceed of \$240,000. The flow-through agreement requires the Company to renounce certain tax deductions for Canadian exploration expenditures incurred on the Company's mineral properties to the flow-through participants. As at June 30, 2009, the Company was committed to spending approximately \$231,000 on future Canadian exploration expenditures.

14. SEGMENT INFORMATION

The Company conducts substantially all of its operations in Canada in one industry segment, being the acquisition and exploration of mineral properties.

15. SUBSEQUENT EVENTS

On July 3, 2009, in compliance with the Lebel Gold Property amended option agreement, the optionee paid the Company \$30,000.

VAULT MINERALS INC.
(the "Company" or "Vault")

Form 51-102F1

**MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE PERIOD ENDED JUNE 30, 2009**

Date

The following discussion and analysis of the Company's financial condition and results of operations is for the period ended June 30, 2009 compared to the same period in the prior year. This information is current to August 26, 2009 and should be read in conjunction with the Company's unaudited interim financial statements for the period ended June 30, 2009, and with management's discussion and analysis and audited financial statements for the year ended December 31, 2008.

Forward Looking Statements

This management's discussion and analysis may contain certain forward looking statements relating, but not limited to, the Company's operations, anticipated financial performance, business prospects and strategies. Forward looking information typically contains statements with words such as "anticipate", "believe", "expect", "plan" or similar words suggesting future outcomes. Such forward looking statements are subject to risks, uncertainties, and other factors, as identified under "Risk and Uncertainties" below, which could cause actual results to differ materially from future results expressed, projected or implied by such forward looking statements. Such factors include, but are not limited to, economic, competitive, regulatory and business conditions. The Company disclaims any responsibility to update any such forward looking statements.

Description of Business

The Company is engaged in the acquisition and exploration of mineral properties in Ontario that it believes contain mineralization that is, or will, in the future, be economically recoverable. It has not earned significant revenues.

Going Concern

The unaudited interim financial statements have been prepared in accordance with Canadian generally accepted accounting principles ("GAAP"), as applicable to a going concern which contemplates the realization of its assets and the settlement of its liabilities in the normal course of operations. In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but is not limited to, twelve months from the end of the reporting period. The ability of the Company to continue operations is dependent upon obtaining the necessary financing to complete the development of a mineral property. Management is aware, in making its assessment, of material uncertainties related to events or conditions that may cast significant doubt upon the entity's ability to continue as a going concern, as described in the following paragraph. Accordingly, they do not give effect to adjustments that would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and liquidate its liabilities and commitments in other than the normal course of business and at amounts different from those in the accompanying unaudited interim financial statements.

The Company needs financing to fund the exploration and development of its properties and for working capital purposes. The Company's ability to continue as a going concern is dependent upon its ability to obtain adequate financing and to reach profitable levels of operation. It is not possible to predict whether financing efforts will be successful or if the Company will attain profitable levels of operations.

Risks and Uncertainties

The Company is in the mineral exploration and development business and as such, is exposed to a number of risks and uncertainties that are not uncommon to other companies in the same business, including fluctuations in metal prices and market sentiment, as well as the success or failure of its exploration and development programs that typically require many years to complete.

The maintenance of the Company's interests in its mineral properties during these years is primarily dependent upon: (i) the completion of exploration programs that satisfy mineral claim assessment work requirements, (ii) the payment of option payments on or before their due dates and (iii) the timely payment of mineral property taxes.

Risks and Uncertainties (Cont'd...)

The only sources of future funds presently available to the Company for the retention of existing properties as well as for further property acquisitions and exploration programs and, if such exploration programs are successful, for the development of discovered economic mineral deposits, are from the sale of equity capital or through the sale or option of its properties to parties willing to acquire ownership interests for cash, marketable securities or for exploration and development expenditures. Although the Company has previously been successful in accessing the equity markets, there is no assurance that such sources of financing will be available to the Company in the future. Similarly, there is no assurance that the Company will be able to option any of its exploration properties. The Company presently does not have sufficient capital to fund the exploration and development of its properties.

The outcome of exploration for minerals is inherently uncertain, even when conducted by highly regarded professionals diligently applying wide experience and extensive knowledge to well funded exploration programs on promising properties. While the Company believes its properties have potential for the discovery of economic mineral deposits, no amount of exploration may be able to detect them, or the amount of exploration and time required to find these possible economic mineral deposits may be prohibitive. Alternatively, the Company may have applied the critical exploration methodology for the discovery of these economic mineral deposits or the properties may not, in fact, contain any economical mineral deposits at all.

The Company's exploration activities are, from time to time, subject to federal, provincial, regional, municipal and other local laws and regulations governing environmental protection, land access and workplace safety. Such laws and regulations are subject to constant change or may be more stringently interpreted and implemented from time to time. Failure to comply with such laws and regulations can result in injunctions, damages, suspensions or revocations of permits and imposition of fines potentially adversely affecting the Company's financial condition. Changes in land use designation, such as the creation of parks and other protected areas, may occur and could prevent any further exploration or development of the Company's properties.

Outlook

Given the current economic turmoil in the investment world, the future direction of the Company remains uncertain at this time. Further exploration will be, in part, dependent upon the Company's success in sourcing additional funding. Pending the availability of exploration funds, the Kirkland Lake and Gauthier properties remain priority for further exploration. In order to assist in meeting ongoing funding requirements, the Company continues to seek equity financings upon terms favorable to the Company. Additionally, the Company may seek to sell, option or joint venture one or more of its properties to reduce its exploration risk and financial requirements.

Involvement in Mineral Properties

On a quarterly basis, Management of the Company reviews exploration costs to ensure deferred expenditures include only costs and projects that are eligible for capitalization.

For a description of the mineral properties owned by the Company, refer to Note 8 of the interim financial statements for the period ended June 30, 2009.

Financing

During the period ending June 30, 2009, the Company successfully raised gross proceeds of \$420,000 by way of a non-brokered private placement. The financing consisted of the sale of 2,000,000 flow-through units ("Flow-Through Units") at a price of \$0.12 per Flow-Through Unit and 1,500,000 units ("Units") at a price of \$0.12 per Unit. Insiders of the Company subscribed to greater than 90% of the Units.

Each Flow-Through Unit consisted of one common flow-through share and one-half common share purchase warrant, and each such whole warrant is exercisable to acquire one common share at a price of \$0.25 until May 29, 2010. Each Unit consisted of one common share and one common share purchase warrant that is exercisable to acquire one common share of the Company at a price of \$0.20 until June 4, 2011.

Commissions of \$14,400 cash and compensation warrants to acquire 160,000 common shares for 1 year at \$0.25 per common share were issued in connection with the Flow-Through financing. The proceeds of the financing will be used for general working capital and to fund the exploration of the Company's gold properties situated in the Kirkland Lake gold camp.

Results of Operations

The Company's working capital increased from a working capital position of \$210,550 on December 31, 2008 to a working capital position of \$213,717 on June 30, 2009.

Cash investment in mineral properties totaled \$128,190 during the period, compared to \$823,250 during the same period in 2008. The Company received a recovery of deferred exploration costs of \$43,434 (2008 - \$572,282).

The Company incurred a loss (before income taxes) of \$468,893 for the period, compared to a loss of \$904,599 for the same period in 2008. The decrease in loss, period over period, was primarily due to a \$511,621 write down on its Percy Lake VMS Property taken in the six months ended June 30, 2008. Slightly offsetting the period-over-period decrease in cost, was increased expenditures in professional fees during 2009, \$56,432 compared to \$35,020 during same period in 2008.

The Company does not have ongoing operating revenues. During the period ending June 30, 2009, the Company earned a management fee, in the amount of \$4,343 (2008 - \$60,735), relating to acting as Operator on the Lebel Gold Property exploration program. The Company expects to continue to rely upon equity financing as a significant source of funding.

Summary of Quarterly Results

The following table summarizes the Company's operating results for each of the eight most recently completed quarters:

<u>Quarter</u>	<u>Revenue(\$)</u>	<u>Net Loss and Net Loss From Continuing Operations (\$)</u>	<u>Net Income (Loss) Per Share and Net Income (Loss) Per Share From Continuing Operations (\$)</u>
Q 2-09	19	(220,152)	(0.01)
Q 1-09	4,324	(248,741)	(0.01)
Q 4-08	37,007	(446,370)	(0.02)
Q 3-08	1,596	(208,494)	(0.01)
Q 2-08	24,101	(220,874)	(0.01)
Q 1-08	36,634	(412,825)	(0.01)
Q 4-07	1,316	(677,907)	(0.02)
Q 3-07	27,543	(139,487)	0.00

Liquidity

The financial statements of the Company have been prepared in accordance with Canadian GAAP with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. The activities of the Company, principally the acquisition and exploration of mineral properties, are financed through the completion of equity financings.

At June 30, 2009, the Company's working capital is \$213,717.

The Company's ability to continue as a going concern is dependent upon securing financing necessary to meet its obligations, finance development expenditures and to obtain profitable operations. The Company intends to continue to seek favorable financing opportunities. The outcome of these matters cannot be predicted at this time.

Capital Resources

Capital resources available to the Company are equity financings, including private placements, and exercise of warrants and stock options. In the current global market, equity financing is very unpredictable. The Company has no commitments for capital expenditures as of the date of the interim financial statements.

The Company must make the following option payments, incur the following exploration expenditures and issue the following common shares of Vault to maintain their mineral properties in good standing:

<i>Year</i>	<i>Option Payments</i>	<i>Exploration Expenditures</i>	<i>Share Issuance</i>
2009	\$14,000	\$13,000	50,000
2010	\$84,000	\$30,000	80,000
2011	\$100,000	\$24,000	50,000
2012	\$200,000	\$25,000	50,000
	<u>\$398,000</u>	<u>\$92,000</u>	<u>230,000</u>

Related Party Transactions

During the period ended June 30, 2009, the Company entered into the following transactions with related parties:

- Paid or accrued management fees of \$45,000 (2008 - \$45,000) to a director of the Company.
- Paid or accrued professional fees of \$9,000 (2008 - \$9,000) to a senior officer of the Company.
- Paid or accrued exploration consulting fees of \$37,888 (2008 - \$45,000) to a director of the Company.
- Paid or accrued director's fees of \$30,000 (2008 - \$24,000) to directors of the Company.

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

As at June 30, 2009, the balance due to/from related parties were as follows:

- \$781 (2008 - \$nil) management fee due to a director of the Company.
- \$5,101 (2008 - \$8,093) exploration consulting fee due to a director of the Company.
- \$3,150 (2008 - \$2,000) professional fees due to a senior officer of the Company.
- \$nil (2008 - \$nil) director fees due to a director of the Company.

Disclosure of Outstanding Share Data

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

As of June 30, 2009, the Company had 33,266,093 (2008 - 29,576,093) common shares outstanding. As of the date of this report, the Company has 33,266,093 shares outstanding.

The Company has the following stock options outstanding as of August 26, 2009:

<i>Grant Date</i>	<i>No. of Shares</i>	<i>Exercise Price</i>	<i>Expiry Date</i>
July 25, 2005	700,000	\$0.15	July 25, 2010
July 6, 2006	1,000,000	\$0.25	July 6, 2011
May 1, 2007	350,000	\$0.35	May 1, 2012
September 24, 2007	300,000	\$0.35	September 24, 2012
October 15, 2007	500,000	\$0.45	October 15, 2012
June 26, 2008	825,000	\$0.35	June 26, 2013
June 25, 2009	1,000,000	\$0.125	June 25, 2014
Total	4,675,000		

Options granted vest at 12.5% upon TSX Venture Exchange approval and 12.5% every three months thereafter. The number of stock options exercisable at June 30, 2009 was 3,492,223. The stock options currently exercisable are 3,645,129.

Off Balance Sheet Arrangements

There are no off balance sheet arrangements.

Critical Accounting Estimates

The Company utilizes two critical accounting estimates in the preparation of the interim financial statements. These estimates are as follows: (i) the estimate of recoverable value on its mineral property, and (ii) the value of stock based compensation. Both of these estimates involve considerable judgement and are, or could be, affected by significant factors that are out of the Company's control.

The amounts shown for the mineral property represents costs to date that are expected to be recovered in the future. The Company's recoverability evaluations is based on the market conditions for minerals, current explorations results, project economics and management's assessment of the future probability of positive cash flow from the property through production or from its ultimate disposition. The Company operates in an industry that is exposed to a number of risk and uncertainties including exploration and development risk, mineral price risk, as well as the risk that future financing to fund the exploration programs do not materialize.

The assumptions affecting stock-based compensation are outlined in Note 10 of the interim financial statements for the period ended June 30, 2009. Option-based pricing models require the input of highly subjective assumptions including the expected price volatility. Changes in the subjective input assumptions can materially affect the fair value estimate, and therefore, the existing models do not necessarily provide a reliable measure of the fair value of the Company.

Future Accounting Changes

Convergence with International Financial Reporting Standards ("IFRS")

On February 13, 2008, the Canadian Accounting Standards Board confirmed that the transition to IFRS from Canadian GAAP will occur on January 1, 2011 for public entities. The impact of this transition on the Company's financial statements has not yet been determined; however, management continues to monitor these developments and the Chief Financial Officer has attended education courses regarding IFRS business issues and implementation strategies for mining companies.

Disclosure Controls and Procedures

As at August 26, 2009, the Chief Executive Officer (CEO) and Chief Financial Officer (CFO) have evaluated the effectiveness of Vault's disclosure controls and procedures and have concluded that such disclosure controls and procedures are effective, except as noted below.

Internal Control over Financial Reporting

The CEO and the CFO are responsible for designing internal control over financial reporting or causing it to be designed under their supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with Canadian GAAP.

Management also identified a number of deficiencies in the current financial reporting processes and internal controls relating to a lack of segregation of duties. The lack of segregation of duties is inherent in most junior mining exploration companies. Limited financial resources and limited personnel resources cause inadequate segregation of critical duties within each of the accounting processes but the Company has instituted reasonable monitoring controls over these processes to mitigate the risk of human error or fraud. The responsibilities assigned to the CFO include booking adjusting journal entries, preparation of financial statements and MD&A and processing payroll. The responsibilities of the bookkeeper include maintaining the vendor master file, processing payables, creating and voiding cheques, reconciling bank accounts, making bank deposits, and booking journal entries.

Other Requirements

Additional information on the Company is available on SEDAR at www.sedar.com and on the Company's website at www.vaultminerals.com.

Additional Disclosure for Venture Issuers without Significant Revenue

	Acquisition costs	Deferred exploration costs	Recovery	June 30, 2009 Net book value	June 30, 2008 Net book value
Kirkland Lake	\$ 457,842	\$ 630,307	\$ -	\$ 1,088,149	\$ 1,200,729
Gauthier	20,075	17,194	-	37,269	-
Lebel	414,924	604,167	(43,434)	975,657	1,009,482
Other	1,805	2,255	-	4,060	1,805
Totals	\$ 894,646	\$ 1,253,923	\$ (43,434)	\$ 2,105,135	\$ 2,212,016

Kirkland Gold Property (Kirkland Lake, Ontario)

The Company owns a 100% interest to 18 staked mining claims and 9 patented claims in Teck Township, Kirkland Lake, Ontario. In addition, the Company has several option agreements to acquire properties consisting of eight leased mining claims and two staked mining claims.

Lebel Gold Property (Kirkland Lake, Ontario)

The Company holds a 100% interest to 21 staked mining claims, 19 leased claims, 31 patented claims and 3 Licenses of Occupation in Lebel Township, Ontario, most of which are subject to royalties of not greater than 2%.

Under the terms of an existing option agreement that was amended June 17, 2009, the Company has granted an optionee the right to earn an initial 60% interest in certain of the claims by, among other consideration received, incurring work expenditures of \$2,250,000 on or before October 2, 2009, and making a cash payment of \$30,000 on or before July 3, 2009. To acquire an additional 10%, the optionee must commit to a feasibility study.

During the period ended June 30, 2009, the Company managed an exploration program on behalf of the optionee on which it earned a management fee equivalent to 10% of the program expenditures.

Gauthier Property (Kirkland Lake, Ontario)

The Company holds a 100% interest in a property comprising of eighty-eight staked mining claims. The property is subject to a net smelter returns royalty of 3%.

Approval of MD&A

The Board of Directors of the Company has reviewed and approved the disclosure contained in this MD&A. The technical content of this interim MD&A has been reviewed and approved for disclosure by Daniel McCormack, PGeo, a director of the Company, who serves as qualified person for the purposes of National Instrument 43-101 Standards of Disclosure for Mineral Projects.