

**Brilliant Mining Corp.**

Consolidated Financial Statements

For the three and nine months ended June 30, 2008 and 2007

Brilliant Mining Corp.

Notice of Non-review of Interim Financial Statements

The attached interim financial statements for the three and nine months ended June 30, 2008 and 2007 have not been reviewed by the Company's auditors.

**Brilliant Mining Corp.**  
Consolidated Balance Sheets

<b>As at</b>	<b>June 30, 2008</b> <i>(unaudited)</i>	September 30, 2007 <i>(audited)</i>
<b>Assets</b>		
<b>Current</b>		
Cash and cash equivalents (note 9)	\$ 11,493,849	\$ 8,966,872
Receivables	2,045,749	1,353,678
Other	799,352	466,826
	<u>14,338,950</u>	<u>10,787,376</u>
Restricted cash (note 9)	183,275	168,358
Investments (note 9)	1,956,720	-
Mine property (note 4)	21,207,084	19,779,186
Mineral interests (note 5)	2,008,529	1,958,161
Property, plant, and equipment (note 6)	<u>5,241,808</u>	<u>2,750,569</u>
<b>Total assets</b>	<u><b>\$ 44,936,366</b></u>	<u><b>\$ 35,443,650</b></u>
<b>Liabilities</b>		
<b>Current</b>		
Accounts payable and accrued liabilities	\$ 5,193,447	\$ 3,539,085
Capital lease obligations (note 9)	1,144,226	452,168
Income taxes payable	3,164,600	708,706
Note payable (note 9)	-	551,375
Forward contracts	140,422	-
	<u>9,642,695</u>	<u>5,251,334</u>
Asset retirement obligation	392,625	215,704
Capital lease obligations (note 9)	1,279,893	727,214
Convertible debenture (note 9)	-	4,452,891
Future income taxes	<u>2,729,445</u>	<u>1,433,254</u>
<b>Total liabilities</b>	<b>14,044,658</b>	12,080,397
<b>Shareholders' equity</b>	<u><b>30,891,708</b></u>	<u>23,363,253</u>
<b>Total liabilities and shareholders' equity</b>	<u><b>\$ 44,936,366</b></u>	<u><b>\$ 35,443,650</b></u>

Approved by the Board

Director (signed by) "John Williamson"

Director (signed by) "Sean Mager"

**Brilliant Mining Corp.**

## Consolidated Statements of Net Income and Loss

*(unaudited)*

<b>Period ended June 30</b>	<b>2008</b>	2007	<b>2008</b>	2007
	<b>(3 months)</b>	(3 months)	<b>(9 months)</b>	(9 months)
<b>Revenue</b>				
Nickel sales	<b>\$ 12,066,866</b>	\$ 14,712,861	<b>\$ 34,471,021</b>	\$ 42,517,335
Interest	<b>103,079</b>	113,151	<b>289,999</b>	335,630
Other	<b>3,109</b>	170	<b>10,092</b>	35,771
	<b>12,173,054</b>	14,826,182	<b>34,771,112</b>	42,888,736
<b>Expenses</b>				
Amortization	<b>1,886,014</b>	2,191,109	<b>4,992,227</b>	5,734,274
Concentrator fees	<b>695,656</b>	428,862	<b>1,702,085</b>	1,251,254
General and administration	<b>327,119</b>	501,508	<b>1,291,947</b>	1,160,042
Interest on capital lease obligations	<b>21,508</b>	28,666	<b>67,609</b>	89,774
Interest and accretion on convertible debenture	<b>114,521</b>	183,744	<b>478,174</b>	552,328
Interest	<b>1,045</b>	36,324	<b>1,274</b>	190,328
Mining	<b>3,097,495</b>	1,549,433	<b>7,485,176</b>	5,293,398
Royalties	<b>163,308</b>	403,075	<b>652,893</b>	1,471,838
Smelting	<b>4,223,403</b>	5,283,588	<b>12,064,858</b>	15,015,473
Stock based compensation (note 7)	<b>178,329</b>	82,000	<b>2,033,017</b>	2,609,321
	<b>(10,708,398)</b>	(10,688,309)	<b>(30,769,260)</b>	(33,368,030)
	<b>1,464,656</b>	4,137,873	<b>4,001,852</b>	9,520,706
<b>Other income (expenses)</b>				
Gain on disposal of property plant and equipment	-	-	-	1,452
Foreign exchange	<b>473,545</b>	(148,649)	<b>1,197,949</b>	221,465
Loss on nickel contracts	-	(8,363,203)	-	(19,114,701)
Gain on settlement of convertible debenture (note 9)	<b>622,943</b>	-	<b>622,943</b>	-
Mineral property write-off	-	(80,567)	-	(80,567)
Net income (loss) before income tax	<b>2,561,144</b>	(4,454,546)	<b>5,822,744</b>	(9,451,645)
Current income taxes	<b>(2,230,267)</b>	1,057,485	<b>(2,230,267)</b>	434,387
Future income taxes	<b>1,327,820</b>	(303,285)	<b>(1,567,511)</b>	464,499
Net income (loss) for the period	<b>\$ 1,658,697</b>	\$ (3,700,346)	<b>\$ 2,211,825</b>	\$ (8,552,759)
Basic earnings (loss) per common share (note 7)	<b>\$ 0.02</b>	\$ (0.03)	<b>\$ 0.03</b>	\$ (0.09)
Diluted earnings (loss) per common share (note 7)	<b>\$ 0.02</b>	\$ (0.03)	<b>\$ 0.03</b>	\$ (0.09)

# Brilliant Mining Corp.

## Consolidated Statements of Changes in Shareholders' Equity

(unaudited)

(In dollars, except # of common shares)

### Nine months ended June 30, 2008

	# of common shares	Share capital	Contributed Surplus	Convertible debenture – equity portion	Deficit	Accumulated other comprehensive income	Total shareholders' equity
October 1, 2007	68,766,865	35,466,953	2,666,546	1,000,000	(16,195,831)	425,585	23,363,253
Net income	-	-	-	-	2,211,825	-	2,211,825
Other comprehensive income:							
Unrealized loss on marketable securities (net of \$54,575 in future income tax)	-	-	-	-	-	(247,615)	(247,615)
Effect of exchange rate fluctuation on translation of net assets of self sustaining foreign operations	-	-	-	-	-	554,017	554,017
Comprehensive income							2,518,227
Stock based compensation (note 7)	-	-	2,033,017	-	-	-	2,033,017
Exercise of warrants	3,767,118	3,671,574	-	-	-	-	3,671,574
Exercise of stock options	108,000	32,440	(15,400)	-	-	-	17,040
Exercise of agents' warrants	320,484	439,063	(118,579)	-	-	-	320,484
Equity portion of interest on convertible debenture	-	-	-	-	(65,206)	-	(65,206)
Settlement of convertible debenture (note 9)	-	-	-	(1,000,000)	50,000	-	(950,000)
Share issuance costs	-	(16,681)	-	-	-	-	(16,681)
	4,195,602	4,126,396	1,899,038	(1,000,000)	2,196,619	306,402	7,528,455
	72,962,467	39,593,349	4,565,584	-	(13,999,212)	731,987	30,891,708

### Nine months ended June 30, 2007

October 1, 2006	55,502,719	23,685,378	2,330,970	1,000,000	(7,130,397)	11,477	19,897,428
Net loss	-	-	-	-	(8,552,759)	-	(8,552,759)
Other comprehensive income:							
Effect of exchange rate fluctuation on translation of net assets of self-sustaining foreign operations	-	-	-	-	-	494,607	494,607
Comprehensive loss							(8,058,152)
Stock based compensation (note 7)	-	-	2,609,321	-	-	-	2,609,321
Exercise of warrants	11,704,355	9,073,028	-	-	-	-	9,073,028
Exercise of agents' warrants	921,504	1,255,860	(363,956)	-	-	-	891,904
Exercise of stock options	485,000	368,800	(159,800)	-	-	-	209,000
Equity portion of interest on convertible debenture	-	-	-	-	(75,069)	-	(75,069)
Share issuance costs	-	(1,256)	-	-	-	-	(1,256)
Future income tax effect on renunciation of flow-through expenditures	-	(253,750)	-	-	-	-	(253,750)
	13,110,859	10,442,682	2,085,565	-	(8,627,828)	494,607	4,395,026
	68,613,578	34,128,060	4,416,535	1,000,000	(15,758,225)	506,084	24,292,454

**Brilliant Mining Corp.**

## Consolidated Statements of Cash Flows

*(unaudited)*

<b>Period ended June 30</b>	<b>2008</b>	2007	<b>2008</b>	2007
	<b>(3 months)</b>	(3 months)	<b>(9 months)</b>	(9 months)
Operating cash flows				
Net income (loss) for the period	<b>\$ 1,658,697</b>	\$ (3,700,346)	<b>\$ 2,211,825</b>	\$ (8,552,759)
Adjustments for:				
Accretion expense	<b>32,711</b>	84,018	<b>217,352</b>	252,054
Amortization	<b>1,866,014</b>	2,191,109	<b>4,992,227</b>	5,734,274
Gain on settlement of convertible debenture	<b>(622,943)</b>	-	<b>(622,943)</b>	-
Future income taxes	<b>(1,327,820)</b>	303,285	<b>1,380,652</b>	(464,499)
(Gain) loss on disposal of equipment	-	-	-	(1,452)
Stock based compensation	<b>178,329</b>	82,000	<b>2,033,017</b>	2,609,321
	<b>1,804,988</b>	(1,039,934)	<b>10,212,130</b>	(423,061)
Foreign currency translation	<b>110,195</b>	(121,072)	<b>524,131</b>	355,432
Changes in non-cash working capital:				
Receivables	<b>1,097,964</b>	1,593,201	<b>(692,071)</b>	140,695
Forward contracts	<b>140,422</b>	195,645	<b>140,422</b>	22,153
Accounts payable and accrued liabilities	<b>(161,025)</b>	(428,684)	<b>1,654,362</b>	965,564
Income taxes payable	<b>2,455,894</b>	(1,081,420)	<b>2,455,894</b>	(434,574)
Other current assets	<b>16,961</b>	5,069	<b>(332,526)</b>	(44,591)
	<b>5,465,399</b>	(877,195)	<b>13,962,342</b>	581,618
Investing cash flows				
Mineral exploration expenditures	<b>6,430</b>	(11,256)	<b>(50,368)</b>	(21,610)
Lanfranchi mine expenditures	<b>(1,548,815)</b>	(2,076,971)	<b>(4,962,610)</b>	(3,206,477)
Proceeds on disposal of property, plant, and equipment	-	-	-	19,947
Purchases of property, plant, and equipment	<b>(168,903)</b>	66,212	<b>(466,403)</b>	(700,491)
Investments (note 9)	<b>(2,258,910)</b>	-	<b>(2,258,910)</b>	-
	<b>(3,970,198)</b>	(2,022,015)	<b>(7,738,291)</b>	(3,908,631)
Financing cash flows				
Interest on equity portion of convertible debenture	<b>(15,616)</b>	(24,932)	<b>(65,206)</b>	(75,069)
Repayment of bank loan	-	108,330	-	(3,115,005)
Repayment of capital lease obligations	<b>(362,636)</b>	(100,891)	<b>(2,057,993)</b>	(320,330)
Repayment of note payable	<b>(216,750)</b>	(330,737)	<b>(551,375)</b>	(564,313)
Settlement of convertible debenture	<b>(5,000,000)</b>	-	<b>(5,000,000)</b>	-
Net proceeds from issuance of share capital	<b>3,399,453</b>	8,899,292	<b>3,992,417</b>	10,172,675
	<b>(2,195,549)</b>	8,551,062	<b>(3,682,157)</b>	6,097,958
Net increase (decrease) in cash	<b>(700,348)</b>	5,651,852	<b>2,541,894</b>	2,770,945
Cash, beginning of period	<b>12,377,472</b>	10,122,280	<b>9,135,230</b>	13,003,187
Cash, end of period	<b>\$ 11,677,124</b>	\$ 15,774,132	<b>\$ 11,677,124</b>	\$ 15,774,132
Cash is composed of:				
Cash and cash equivalents	<b>\$ 11,493,849</b>	\$ 15,774,132	<b>\$ 11,493,849</b>	\$ 15,774,132
Restricted cash	<b>183,275</b>	-	<b>183,275</b>	-
	<b>\$ 11,677,124</b>	\$ 15,774,132	<b>\$ 11,677,124</b>	\$ 15,774,132

# Brilliant Mining Corp.

Notes to the Consolidated Financial Statements

For the three and nine months ended June 30, 2008 and 2007

(unaudited)

## 1. Nature of operations

Brilliant Mining Corp. (“Brilliant”) was incorporated under the Alberta Business Corporations Act on October 1, 1998 and has its shares listed for trading on the TSX Venture Exchange. In the year ended September 30, 2006, the Company acquired all of the issued and outstanding shares of a private Australian company, Donegal Resources Pty Ltd., along with its wholly owned subsidiaries Donegal Mining Pty Ltd. and Donegal Lanfranchi Pty Ltd. (collectively, “Donegal”.) Donegal Lanfranchi Pty Ltd has a 25% interest in the unincorporated Lanfranchi Joint Venture consisting of a producing nickel mine property on an approximately 50 km<sup>2</sup> contiguous mineral tenement package (“Tramways tenements”) in Western Australia. Brilliant and Donegal are referred to collectively in these consolidated financial statements as the “Company”.

Prior to the acquisition of Donegal, the principal business of Brilliant was the evaluation, acquisition and development of mineral exploration properties. By acquiring Donegal the principal business of the Company has changed to the extraction and sale of ore containing nickel.

## 2. Basis of presentation

The accompanying unaudited interim consolidated financial statements have been prepared by the Company following the same accounting policies and methods as those disclosed in the audited consolidated financial statements for the year ended September 30, 2007, unless otherwise stated. Certain information and note disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles (“GAAP”) in Canada have been omitted. These interim consolidated financial statements should be read in conjunction with the September 30, 2007 audited consolidated financial statements and the notes thereto. In the opinion of management, all adjustments of a normal and recurring nature that are necessary for a fair presentation of the balance sheet, results of operations, and cash flows of those interim periods have been included. Certain figures in the comparative financial statements have been reclassified to conform to presentation adopted in the current period.

### Change in accounting policies

On October 1, 2007, the Company adopted the following new Canadian Institute of Chartered Accountants (“CICA”) Handbook Sections:

a) Section 3862, “Financial Instruments – Disclosures”, describes the required disclosure for the assessment of the significance of financial instruments for an entity’s financial position and performance and of the nature and extent of risks arising from financial instruments to which the entity is exposed and how the entity manages those risks. This section and Section 3863, “Financial Instruments – Presentation” replaced Section 3861, “Financial Instruments – Disclosure and Presentation”.

b) Section 3863, “Financial Instruments – Presentation”, establishes standards for presentation of financial instruments and non-financial derivatives.

c) Section 1535, “Capital Disclosures”, establishes standards for disclosing information about an entity’s capital and how it is managed. It describes the disclosure requirements of the entity’s objectives, policies and processes for managing capital, the quantitative data relating to what the entity regards as capital, whether the entity has complied with capital requirements, and, if it has not complied, the consequences of such non-compliance.

The additional disclosures, required as a result of the adoption of these standards, have been included in note 9.

### Future accounting changes

The CICA has amended Section 1400, “General Standards of Financial Statement Presentation”, which is effective for interim periods beginning on or after October 1, 2008, to include requirements to assess and disclose the Company’s ability to continue as a going concern. The adoption of this new section is not expected to have an impact on the consolidated financial statements.

## Brilliant Mining Corp.

Notes to the Consolidated Financial Statements

For the three and nine months ended June 30, 2008 and 2007

(unaudited)

### 3. Segmented information

The Company's operations are managed on a regional basis. The two regional operational segments are Canada and Australia. Property, plant and equipment is disclosed in note 6 in a manner consistent with the requirements for segmented information.

The following table allocates assets by segment:

	June 30, 2008	September 30, 2007
Canada	\$ 5,540,618	\$ 10,013,410
Australia	<u>39,395,748</u>	<u>25,430,240</u>
Total assets	<u>\$ 44,936,366</u>	<u>\$ 35,443,650</u>

The following tables allocate revenues and net loss by segment:

Period ended June 30	2008 (3 months)	2007 (3 months)	2008 (9 months)	2007 (9 months)
Canada	\$ 35,621	\$ 87,954	\$ 151,078	\$ 249,292
Australia	<u>12,137,433</u>	<u>14,738,228</u>	<u>34,620,034</u>	<u>42,639,444</u>
Total revenues	<u>\$ 12,173,054</u>	<u>\$ 14,826,182</u>	<u>\$ 34,771,112</u>	<u>\$ 42,888,736</u>
Period ended June 30	2008 (3 months)	2007 (3 months)	2008 (9 months)	2007 (9 months)
Canada	\$ 154,962	\$ (1,550,422)	\$ (2,635,821)	\$ (3,528,290)
Australia	<u>1,503,735</u>	<u>(2,149,924)</u>	<u>4,847,646</u>	<u>(5,024,469)</u>
Net income (loss)	<u>\$ 1,658,697</u>	<u>\$ (3,700,346)</u>	<u>\$ 2,211,825</u>	<u>\$ (8,552,759)</u>

### 4. Mine property – Lanfranchi Joint Venture

The Company has a 25% interest in the Lanfranchi Joint Venture ("Lanfranchi JV"), acquired in May 2006, that includes the producing Lanfranchi Nickel Mine and a sublease over the Lanfranchi and associated Tramways tenements, consisting of 37 mineral leases over 50 km<sup>2</sup> located in the Kambalda Nickel District in the state of Western Australia, Australia. Revenues from nickel ore sales resulting from the mining activities of the Lanfranchi JV are recognized by the Company directly.

#### Lanfranchi Mine

The primary asset of the Lanfranchi JV is the Lanfranchi Mine. The mine property, including acquisition costs and subsequent additions, is amortized on a units-of-production basis based on proven reserves. The following is a schedule of movement in the carrying value of the mine for the nine month periods ended June 30, 2008 and 2007:

**Brilliant Mining Corp.**

Notes to the Consolidated Financial Statements

For the three and nine months ended June 30, 2008 and 2007

*(unaudited)*

	<b>2008</b>	2007
Balance, beginning of period	\$ <b>19,779,186</b>	\$ 18,782,365
Mine development	<b>3,543,253</b>	384,532
Pre-production	<b>230,238</b>	2,433,773
Exploration	<b>1,054,659</b>	-
Acquisition cost adjustment	<b>(851,060)</b>	-
Other	<b>145,648</b>	605,196
Foreign exchange adjustment	<b>1,019,493</b>	325,682
Amortization	<b>(3,714,333)</b>	(4,764,394)
	<hr/>	<hr/>
Balance, June 30	<b>\$ 21,207,084</b>	\$ 17,767,154

Upon initial recognition of the Lanfranchi Mine Property in the period ended June 30, 2006, the Company had estimated and accrued an amount of \$885,250 as a component of the acquisition cost related to stamp duty payable to the Western Australia government. During the period ended June 30, 2008, the Company was notified that there is no stamp duty payable resulting from the acquisition of the Lanfranchi Mine. The stamp duty accrual has been reversed in the period ended June 30, 2008, thereby reducing the Company's carrying value of the Lanfranchi Mine by \$851,060, which includes \$34,190 in legal and other costs pertaining to the acquisition of the Lanfranchi Mine and determination of the stamp duty payable.

## Brilliant Mining Corp.

Notes to the Consolidated Financial Statements

For the three and nine months ended June 30, 2008 and 2007

(unaudited)

### 5. Mineral interests

The Company has taken steps to verify title to resource properties in which it has an interest. However, these procedures do not guarantee the Company's title as property title may be subject to unregistered prior agreements and potential non-compliance with exploration expenditure and reporting requirements.

Additions (In dollars)	Ossok West	Ossok East	Michikamau	Scoop	Chesterfield	Total
Balance, September 30, 2006	117,181	80,568	1,013,725	63,689	111,057	1,386,220
Additions during the period:						
Claims and land use	-	-	29,651	-	-	29,651
Refundable deposits	-	-	(350)	-	-	(350)
Geological consulting	1,200	-	31,550	-	-	32,750
Assaying	-	-	8,734	-	-	8,734
Fieldwork	30	-	31,363	-	-	31,393
Write down	-	(80,568)	-	-	-	(80,568)
Balance, June 30, 2007	118,411	-	1,114,673	63,689	111,057	1,407,830
Claims and land use	-	-	-	-	-	-
Refundable deposits	-	-	-	-	-	-
Geological consulting	-	-	-	-	-	-
Assaying	-	-	-	-	-	-
Fieldwork	12,250	-	712,827	-	-	725,077
Write down	-	-	-	(63,689)	(111,057)	(174,746)
Balance, September 30, 2007	130,661	-	1,827,500	-	-	1,958,161
<b>Acquisition</b>	-	-	<b>20,000</b>	-	-	<b>20,000</b>
<b>Refundable deposits</b>	<b>21,821</b>	-	<b>(28,251)</b>	-	-	<b>(6,430)</b>
<b>Claims and land use</b>	-	-	<b>1,750</b>	-	-	<b>1,750</b>
<b>Geological consulting</b>	<b>450</b>	-	<b>9,632</b>	-	-	<b>10,082</b>
<b>Assaying</b>	-	-	<b>7,966</b>	-	-	<b>7,966</b>
<b>Fieldwork</b>	-	-	<b>17,000</b>	-	-	<b>17,000</b>
<b>Balance, June 30, 2008</b>	<b>152,932</b>	-	<b>1,855,597</b>	-	-	<b>2,008,529</b>

Balances (In dollars)	Ossok West	Michikamau	Total
Acquisition cost	-	58,155	58,155
Claims, land use, and refundable deposits	29,236	141,170	170,406
Exploration	123,696	1,656,272	1,779,968
Balance, June 30, 2008	<b>152,932</b>	<b>1,855,597</b>	<b>2,008,529</b>

## Brilliant Mining Corp.

Notes to the Consolidated Financial Statements

For the three and nine months ended June 30, 2008 and 2007

(unaudited)

### 6. Property, plant, and equipment

As at June 30, 2008

	Cost	Accumulated Amortization	Net
<b>Canadian operations</b>			
Computer equipment	\$ 46,278	\$ 17,188	\$ 29,090
Office furniture and equipment	8,016	2,837	5,179
	<u>54,294</u>	<u>20,025</u>	<u>34,269</u>
<b>Australian operations</b>			
Buildings	57,612	279	57,333
Office furniture and equipment	29,009	13,677	15,332
Plant and equipment	2,048,276	572,130	1,476,146
Plant and equipment under capital lease	5,190,895	1,532,167	3,658,728
	<u>7,325,792</u>	<u>2,118,253</u>	<u>5,207,539</u>
	<u>\$ 7,380,086</u>	<u>\$ 2,138,278</u>	<u>\$ 5,241,808</u>

As at September 30, 2007

	Cost	Accumulated Amortization	Net
<b>Canadian operations</b>			
Computer equipment	\$ 23,270	\$ 8,741	\$ 14,529
Office furniture and equipment	8,016	1,924	6,092
	<u>31,286</u>	<u>10,665</u>	<u>20,621</u>
<b>Australian operations</b>			
Buildings	52,182	169	52,013
Office furniture and equipment	26,275	8,941	17,334
Plant and equipment	1,554,069	372,720	1,181,349
Plant and equipment under capital lease	1,710,205	677,622	1,032,583
Capital projects under construction	446,669	-	446,669
	<u>3,789,400</u>	<u>1,059,452</u>	<u>2,729,948</u>
	<u>\$ 3,820,686</u>	<u>\$ 1,070,117</u>	<u>\$ 2,750,569</u>

### 7. Share capital

The Company's bylaws authorize an unlimited number of Class "A" common shares and an unlimited number of Class "B" preferred shares.

#### Per share calculations

The basic weighted average number of common shares outstanding for the 3 and 9 months ended June 30, 2008 is 71,555,875 (2007 – 63,686,956) and 69,868,383 (2007 – 58,540,092) respectively.

Under the treasury stock method, the diluted weighted average number of common shares outstanding for the 3 and 9 months ended June 30, 2008 is 73,611,571 and 72,370,463 respectively. The exercise of dilutive securities would be anti-dilutive for the three and nine months ended June 30, 2007 as the Company was in a net loss position.

**Brilliant Mining Corp.**

Notes to the Consolidated Financial Statements

For the three and nine months ended June 30, 2008 and 2007

*(unaudited)*Warrants

A summary of share purchase warrant activity is as follows:

	Number of warrants (#)	Weighted average exercise price (\$)
Outstanding warrants, September 30, 2007	4,880,853	0.99
Exercised	(4,087,302)	0.98
Expired	(793,251)	1.05
	<hr/>	
<b>Outstanding warrants, June 30, 2008</b>	<b>-</b>	<b>-</b>

Stock options

A summary of stock option activity is as follows:

	Number of options (#)	Weighted average exercise price (\$)
Outstanding options, September 30, 2007	5,642,000	0.72
Granted	1,675,000	1.61
Cancelled	(75,000)	1.83
Exercised	(108,000)	0.16
	<hr/>	
<b>Outstanding options, June 30, 2008</b>	<b>7,134,000</b>	<b>0.93</b>

A summary of options issued is as follows:

	Number of options issued (#)	Weighted average exercise price (\$)	Weighted average fair value (\$)
<b>Nine months ended June 30, 2008</b>			
Exercise price above market price at grant date	900,000	1.70	1.06
Exercise price below market price at grant date	775,000	1.50	1.15
	<hr/>		
	1,675,000	1.61	1.10
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## Brilliant Mining Corp.

Notes to the Consolidated Financial Statements

For the three and nine months ended June 30, 2008 and 2007

(unaudited)

A summary of the options outstanding at June 30, 2008 is as follows:

Exercise price (\$)	Number of options outstanding (#)	Number of options exercisable (#)	Remaining contractual life (years)
0.13	544,000	544,000	0.7
0.115	160,000	160,000	1.6
0.16	310,000	310,000	2.4
0.33	500,000	500,000	2.5
0.55	270,000	270,000	3.0
0.80	2,950,000	2,950,000	3.3
1.50	750,000	750,000	3.7
2.50	25,000	25,000	3.8
1.50	725,000	100,000	4.3
1.70	900,000	900,000	4.4
<b>1.61</b>	<b>7,134,000</b>	<b>6,509,000</b>	<b>3.2</b>

During the period ended June 30, 2008, the Company recognized stock based compensation related to stock options issued and vesting in the period totaling \$2,033,017 an aggregate of 1,675,000 options were issued in the period, of which 1,000,000 vested immediately and 675,000 were to vest on October 5, 2008. Of the options vesting on October 5, 2008, 50,000 were forfeited prior to June 30, 2008. The weighted average fair value of options issued in the period of \$1.10 was estimated using the Black Scholes option pricing model using the following weighted average assumptions: risk-free interest rate 4.23%; expected volatility 80%; expected life of 5 years; and expected annual dividends of 0%

During the period ended June 30, 2007, the Company recorded stock based compensation of \$2,609,321 relating to 3,775,000 options granted and 142,856 previously granted options vesting. The weighted average fair value of options issued in the period of \$0.51 was estimated using the Black Scholes option pricing model using the following weighted average assumptions: risk-free interest rate 4.04%; expected volatility 80%; expected life of 5 years and expected annual dividends of 0%

### 8. Related party transactions

During the period ended June 30, 2008, the Company incurred consulting expenses of \$111,500 (2007 - \$159,708) related to management services provided by directors or companies controlled by directors. During the period ended June 30, 2007, the Company also paid and capitalized \$7,125 to a company controlled by an officer and director for geological consulting services. All amounts were fully paid at June 30, 2008 and 2007.

The Company was charged interest of \$350,960 (2007 - \$375,343) on a convertible debenture payable to companies associated with directors of the Company. Of this amount, \$285,754 (2007 - \$300,274) was included as a component of convertible debenture interest expense, and \$65,206 (2007 - \$75,069) was accounted for as a reduction of shareholders' equity. The principal amount and accrued interest on the convertible debenture was paid to the holders in the period ended June 30, 2008.

Included in accounts payable and accrued liabilities at June 30, 2008, is \$19,720 (September 30, 2007 - nil) payable to a company with common directors and officers for the reimbursement of shared office expenses and management services. The full amount was paid subsequent to June 30, 2008.

These transactions are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties based on standard commercial terms.

## Brilliant Mining Corp.

Notes to the Consolidated Financial Statements

For the three and nine months ended June 30, 2008 and 2007

(unaudited)

### 9. Financial instruments

#### Cash

Cash consists of cash on hand and cash on demand deposit with accredited financial institutions in Canada and Australia. The Company has provided \$25,000 (2006 - \$25,000) of cash as security to the Company's financial institution for corporate credit card liabilities. In addition, cash includes a restricted amount of \$158,275 (September 30, 2007 - \$143,358) held by one of the Company's financial institutions as a guarantee against a performance bond, held in the name of the original vendor of the Lanfranchi Nickel Mine, in order to guarantee future reclamation activities at the Lanfranchi site. These items, totaling \$183,275 (September 30, 2007 - 168,358), have been classified as a non-current asset due to the restrictions above.

The Company earns variable rates of interest on deposits. A portion of the Company's cash is in the custody of the Lanfranchi Joint Venture, operated by a third party, but under joint control.

#### Investments

During the period ended June 30, 2008, the Company purchased marketable securities for a gross cost of \$2,258,910. These investments have been recognized as available-for-sale financial assets and are measured at fair value, which is determined with reference to the closing quoted market price on the balance sheet date. Unrealized gains and losses are recognized, net of related income taxes, as a component of other comprehensive income. The unrealized gains and losses deferred in accumulated other comprehensive income are recognized in net income when the related assets are sold.

#### Forward contracts

The Company regularly enters into monthly forward foreign exchange contracts to exchange United States Dollars, received from the sale of nickel concentrate, for Australian Dollars at a fixed forward rate over short term periods. These contracts are financial instruments classified by the Company as held-for-trading assets. As such, the forward contracts are carried at fair value with unrealized gains and recognized as a component of net income in the period of change. Forward contracts are entered into as a hedge of a portion of the Company's receipts from sales of its share of ore from the Lanfranchi Mine, which are denominated in United States Dollars, against foreign currency fluctuations.

At June 30 2008, the Company was party to a series of forward foreign exchange contracts to exchange US Dollars for Australian dollars at fixed rates through August 2008. The total amount of US Dollars payable under the contracts as at June 30, 2008 was USD 2,150,658, and the total amount of Australian dollars receivable under the contracts was AUD 2,092,604.

The forward contracts are recognized at acquisition date at their fair value and are subsequently adjusted for changes in fair value. Gains and losses on the market adjustments to these contracts are reflected in net income as a in the period in which the change in value occurs.

The asset and liability components of the forward contracts are shown net as they are settled simultaneously with the same counterparty.

#### Capital lease obligations

The Company, through its interest in the Lanfranchi JV, is party to its proportionate share of capital lease obligations relating to mining equipment employed at the Lanfranchi Nickel Mine. The obligations are secured against the equipment under capital lease and are classified as other financial liabilities.

## Brilliant Mining Corp.

Notes to the Consolidated Financial Statements

For the three and nine months ended June 30, 2008 and 2007

(unaudited)

### Convertible debenture

In May of 2006, the Company issued a \$5,000,000 unsecured convertible debenture to the vendors of Donegal, bearing interest at 10% per annum, payable quarterly, and maturing on May 25, 2009. The convertible debenture was classified by the Company as an other financial liability and measured at amortized cost using the effective interest rate method. Under the terms of the convertible debenture, the principal amount outstanding was convertible at the option of the holder, in whole or in part, and from time to time, into common shares of the Company at a conversion price of \$1.00 per share on or before May 25, 2008 and \$1.10 per share on or before May 25, 2009. The Company had the option to prepay the Debenture, in whole or in part, upon thirty days' notice during which time the holder can elect to exercise its right of conversion. The convertible debenture was presented on the consolidated balance sheet in its separate liability and equity components based on the ratio of estimated fair value of each component. Interest incurred on the equity component of the convertible debenture was accounted for as a reduction of retained earnings or deficit. Interest on the liability portion and the accretion of the liability component to its face value at maturity was classified as interest expense.

Pursuant to notice given to the holders of the convertible debenture, the Company, on May 26, 2008, settled the convertible debenture by paying the full principal in cash, along with accrued interest to the date of repayment. The early settlement of the convertible debenture has been recorded by assessing the fair values of the equity and liability components of the convertible debenture as at the date of settlement and allocating the consideration paid accordingly. As a result, the company has recognized a gain on early settlement of the liability component of \$622,943, reflected in the period's net income, and a gain on the equity component of \$50,000, which has been recognized directly in the Company's deficit.

### Risk management

The Company may be exposed to risks of varying degrees of significance which could affect its ability to achieve its strategic objectives. The main objectives of the Company's risk management processes are to ensure that risks are properly identified and that the capital base is adequate in relation to those risks. The principal risks to which the Company is exposed are described below.

### Capital risk

The Company manages its capital to ensure that there are adequate capital resources for the Company to maintain title to and explore its mineral properties and meet joint venture cash calls to fund production and development at the Lanfranchi Nickel Mine. The capital structure of the Company consists of cash, a convertible debenture, and share capital.

### Credit risk

Credit risk is the risk that a client or vendor will be unable to pay or receive any amounts owed to or owing by the Company. Management's assessment of the Company's exposure to credit risk is low despite a substantial amount of the Company's accounts receivable and deposits are concentrated with the Government of Canada and the Commonwealth of Australia for the reimbursement of goods and services tax input tax credits.

### Liquidity risk

Liquidity risk is the risk that the Company is not able to meet its financial obligations as they fall due. There can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favorable. The Company may seek additional financing through debt or equity offerings, but there can be no assurance that such financing will be available on terms acceptable to the Company or at all. Any equity offering will result in dilution to the ownership interests of the Company's shareholders and may result in dilution to the value of such interests.

## **Brilliant Mining Corp.**

Notes to the Consolidated Financial Statements

For the three and nine months ended June 30, 2008 and 2007

*(unaudited)*

### Market risk

Market risk incorporates a range of risks. Movements in risk factors, such as market price risk and currency risk, affect the fair values of financial assets and liabilities. The Company is exposed to these risks as the Company's revenues are derived from the sale of nickel ore which sale price is determined in the open market. Additionally, a portion of the Company's assets, liabilities and equity is denominated in foreign currencies; therefore the Company is subject to currency risk.

### Market sensitivity

For the six months ended June 30, 2008, a hypothetical increase of 10% in the average price of nickel would have increased the period's net income before income taxes by approximately \$2.24 Million. A 10% decrease in the average price of nickel in the period would have decreased the net loss before income tax by an equal amount.

## **10. Comparative figures**

These consolidated financial statements have been reclassified, where applicable, to conform to the presentation used in the current period.