

INSTRUCTIONS

This report is to be filed by Exchange issuers within 60 days of the end of their first, second and third fiscal quarters and within 140 days of the end of their fourth fiscal quarter. Three schedules (typed) are to be attached to this report as follows:

SCHEDULE A: FINANCIAL INFORMATION

Financial information prepared in accordance with generally accepted accounting principles for the fiscal year-to-date, with comparative information for the corresponding period of the preceding fiscal year. This financial information should consist of the following:

For the first, second and third fiscal quarters:

An interim financial report presented in accordance with Section 1750 of the C.I.C.A. Handbook. This should include a summary income statement (or statement of deferred costs) and a statement of changes in financial position. A summary balance sheet is also to be provided:

For the fourth fiscal quarter (year end):

Annual audited financial statement.

SCHEDULE B: SUPPLEMENTARY INFORMATION

The supplementary information set out below is to be provided when not included in Schedule A:

1. **For the current fiscal year-to-date:**
Breakdown, by major category, of those expenditures and costs which are included in the deferred costs, exploration and development expenses, costs of sales of general and administrative expenses set out in Schedule A. State the aggregate amount of expenditures made to parties not at arm's length from the issuer.
2. **For the quarter under review:**
 - (a) Summary of securities issued during the period, including date of issue, type of security (common shares, convertible debentures etc.), type of issue (private placement, public offering, exercise of warrants, etc.) number, price, total proceeds, type of consideration (cash, property, etc.) and commission paid
 - (b) Summary of options granted, including date, number, name of optionee, exercise price and expiry date.

3. **As at the end of the quarter:**
 - (a) Particulars of authorized capital and summary of shares issued and outstanding.
 - (b) Summary of options, warrants and convertible securities outstanding, including number or amount, exercise or conversion price and expiry date.
 - (c) Total number of shares in escrow or subject to pooling agreement.
 - (d) List of directors.

SCHEDULE C: MANAGEMENT DISCUSSION

Review of operations in the quarter under review and up to the date of this report, including brief details of any significant event or transaction which occurred during the period. The following list can be used as a guide but is not exhaustive:

Acquisition or abandonment of resource properties, acquisition of fixed assets, financing and use of proceeds, management changes, material contracts, material expenditures, transactions with related parties, legal proceedings, contingent liabilities, default under debt other contractual obligations, special resolutions passed by shareholders.

Specifically, the management discussion must include:

- (a) disclosure of and reasons for any material differences in the actual use of proceeds from the previous disclosure by the issuer regarding its intended use of proceeds; and
- (b) a brief summary of the investor relations activities undertaken by or on behalf of the issuer during the quarter and disclosure of the material terms of any investor relation arrangements or contracts entered into by the issuer during the quarter.

Freedom on Information and Protection of Privacy Act

The personal information requested on this form is collected under the authority of and used for the purpose of administering the *Securities Act*. Questions about the collection or use of this information can be directed to the Supervisor, Statutory Filings (604-899-6500), 200 – 865 Hornby Street, Vancouver, British Columbia V6Z 2H4. Toll free in British Columbia 1-800-373-6393.

ISSUER DETAILS

NAME OF ISSUER	FOR QUARTER ENDED	DATE OF REPORT
Pacific RoderaVentures Inc.	May 31, 1999	July 23, 1999

ISSUER ADDRESS

707 – 1030 West Georgia Street

CITY	PROVINCE	POSTAL CODE	ISSUER FAX NO.	ISSUER TELEPHONE NO.
Vancouver	B.C.	V6E 2Y3	(604) 689-1289	(604) 689-2646
CONTACT PERSON		CONTACT POSITION	CONTACT TELEPHONE NO.	
David Williams		President	(604) 689-2646	

CERTIFICATE

The three schedules required to complete this Quarterly Report are attached and the disclosure contained therein has been approved by the Board of Directors. A copy of the Quarterly Report will be provided to any shareholder who requests it.

DIRECTOR'S SIGNATURE	PRINT FULL NAME	DATE SIGNED
“Harry Chew”	Harry Chew	July 23, 1999

DIRECTOR'S SIGNATURE	PRINT FULL NAME	DATE SIGNED
“David Williams”	David Williams	July 23, 1999

Financial Statements of

PACIFIC RODERA VENTURES INC.

(The amalgamated Company of Pacific Royal Ventures Ltd. and Roder
Diamond Corp.)

(Unaudited – Prepared by Management)

Quarter ended May 31, 1999

Schedule "A"

PACIFIC RODERA VENTURES INC.

(The amalgamated Company of Pacific Royal Ventures Ltd. and Rodera Diamond Corp.)
Balance Sheet

May 31, 1999, with comparative figures for 1998

	1999	1998
Assets		
Current assets:		
Cash and other deposits	\$ 222,223	\$ 128,726
Accounts receivable	5,197	23,687
Prepaid expense	-	3,000
Refundable deposit	303,276	500,000
	<u>530,696</u>	<u>655,413</u>
Capital assets, net of accumulated depreciation of \$4,712	2,682	3,293
Interest in oil and gas properties	755,029	528,257
Mineral properties	600,909	536,909
	<u>\$ 1,889,316</u>	<u>\$ 1,723,872</u>
Liabilities and Shareholders' Equity		
Current liabilities:		
Accounts payable and accrued liabilities	\$ 164,025	\$ 111,079
Due to related parties	17,245	22,932
Interest payable	20,156	-
	<u>201,426</u>	<u>134,011</u>
Convertible promissory notes	650,000	250,000
Shareholders' equity:		
Capital stock	14,011,145	13,558,755
Share subscriptions	-	280,500
Deficit	(12,973,255)	(12,499,394)
	<u>1,037,890</u>	<u>1,339,861</u>
	<u>\$ 1,889,316</u>	<u>\$ 1,723,872</u>

On behalf of the Board:

“Harry Chew” Director

“David Williams” Director

Unaudited - Prepared by Management

PACIFIC RODERA VENTURES INC.

(The amalgamated Company of Pacific Royal Ventures Ltd. and Rodera Diamond Corp.)
Statement of Operations and Deficit

Six months ended May 31, 1999, with comparative figures for 1998

	1999	1998
Interest income	\$ 60	\$ 2,556
Expenses:		
Accounting and audit	11,000	26,050
Bank charges and interest	8,355	1,077
Consulting	19,584	40,842
Depreciation	290	356
Finder's fee	-	16,500
Legal	71,466	28,325
Management fees	20,000	46,250
Office, administration and general	19,219	48,816
Rent	12,000	18,767
Shareholders' communication and promotion	13,497	23,913
Telephone and fax	2,577	4,520
Transfer agent and filing fees	18,973	12,677
Travel and accommodation	4,939	28,750
	201,900	296,843
Net loss before undernoted item	201,840	294,287
Write down of mineral properties	-	133,020
Net loss	201,840	427,307
Deficit, beginning of period	12,771,415	12,072,087
Deficit, end of period	\$ 12,973,255	\$ 12,499,394

Unaudited - Prepared by Management

PACIFIC RODERA VENTURES INC.

(The amalgamated Company of Pacific Royal Ventures Ltd. and Rodera Diamond Corp.)
Statement of Cash Flow

Six months ended May 31, 1999, with comparative figures for 1998

	1999	1998
Cash flows from operating activities:		
Net loss	\$ (201,840)	\$ (427,307)
Adjustments to reconcile net loss to net cash used in operating activities:		
Write down of mineral properties	-	133,020
Depreciation	290	356
	(201,550)	(293,931)
Net change in non-cash operating accounts	139,044	(101,340)
	(62,506)	(395,271)
Cash flows from investing activities:		
Interest in oil and gas properties	(143,348)	(354,463)
Cash flows from financing activities:		
Issuance of convertible promissory note	400,000	250,000
Share subscriptions received	-	280,500
Issuance of shares for cash	-	157,200
	400,000	687,700
Increase (decrease) in cash	194,146	(62,034)
Cash, beginning of period	28,077	190,760
Cash, end of period	\$ 222,223	\$ 128,726

Unaudited - Prepared by Management