

Interim Consolidated Financial Statements of

ROMARCO MINERALS INC.
(an exploration stage company)

Six months period ended June 30, 2008 and 2007
(Unaudited)

ROMARCO MINERALS INC.
(an exploration stage company)
Interim Consolidated Balance Sheets
(Unaudited)
Canadian \$

	June 30, 2008	December 31, 2007
Assets		
Current assets:		
Cash and cash equivalents	\$ 2,521,876	\$ 3,191,085
Accounts receivable	57,954	70,291
Prepaid expenses	112,272	34,351
Other	151,454	124,303
	<u>2,843,556</u>	<u>3,420,030</u>
Mineral property interests (note 4)	9,824,557	6,605,579
Property, plant and equipment (note 5)	638,034	451,080
Reclamation bonds	3,517,127	3,346,941
Security deposit	11,250	5,403
	<u>\$ 16,834,524</u>	<u>\$ 13,829,033</u>
Liabilities and Shareholders' Equity		
Current Liabilities:		
Accounts payable and accrued liabilities	\$ 638,616	\$ 653,813
Asset retirement obligations (note 7)	785,852	601,662
	<u>1,424,468</u>	<u>1,265,475</u>
Long-term liabilities:		
Asset retirement obligations (note 7)	1,089,555	1,549,849
	<u>2,514,023</u>	<u>2,805,324</u>
Shareholders' equity:		
Share capital (note 6(a))	50,281,218	46,778,373
Warrants (note 6(b))	3,913,625	2,652,560
Stock options (note 6(c))	1,153,409	1,076,974
Contributed surplus (note 6(e))	725,777	672,446
Deficit	(41,753,528)	(40,156,644)
	<u>14,320,501</u>	<u>11,023,709</u>
	<u>\$ 16,834,524</u>	<u>\$ 13,829,033</u>

Measurement uncertainty (note 4)
Commitments (note 11)
Subsequent events and contingency (note 13)

See accompanying notes to consolidated financial statements

ROMARCO MINERALS INC.
(an exploration stage company)
Interim Consolidated Statements of Operations, Comprehensive Loss and Deficit
(Unaudited)
Canadian \$

	Three month period ended June 30,		Six months period ended June 30,	
	2008	2007	2008	2007
General and administrative expenses:				
Amortization	33,606	8,376	56,861	16,585
Audit and accounting	52,140	9,879	64,140	19,879
Consulting fees	51,871	13,836	58,771	97,514
Insurance	15,960	16,069	32,525	32,021
Legal fees	63,150	10,301	121,170	10,406
Office, rent and communication	73,552	72,505	149,145	154,035
Salaries	283,820	223,110	586,318	577,746
Shareholder relations and transfer agent	91,830	117,583	178,317	158,685
Stock based compensation (note 6(d))	63,695	105,350	153,484	288,500
Travel	62,375	100,137	137,073	154,798
Vehicle	777	772	4,372	5,477
Accretion expense (note 7)	22,911	-	47,014	-
Other	7,220	1,806	18,580	3,134
	822,907	679,724	1,607,770	1,518,780
Other income (expense):				
Interest income	62,568	52,021	118,096	118,027
Financing fees	-	-	(150,000)	-
Loss on foreign exchange	(97,229)	(120,394)	(5,223)	(144,662)
Gain on asset retirement obligation (note 7)	48,013	-	48,013	-
	13,352	(68,373)	10,886	(26,635)
Net Loss and Comprehensive Loss for the period	(809,555)	(748,097)	(1,596,884)	(1,545,415)
Deficit, beginning of period	(40,943,973)	(34,267,421)	(40,156,644)	(33,470,103)
Deficit, end of period	\$ (41,753,528)	\$ (35,015,518)	\$ (41,753,528)	\$ (35,015,518)
Loss per share				
- basic and diluted	\$ (0.01)	\$ (0.01)	\$ (0.01)	\$ (0.02)
Weighted average number of shares outstanding	148,202,009	93,217,584	134,553,811	92,998,661

See accompanying notes to consolidated financial statements

ROMARCO MINERALS INC.
(an exploration stage company)
Interim Consolidated Statements of Cash Flows
(Unaudited)
Canadian \$

	Three month period ended June 30,		Six months period ended June 30,	
	2008	2007	2008	2007
Cash provided by (used in):				
Operating activities:				
Loss for the period	\$ (809,555)	\$ (748,097)	\$ (1,596,884)	\$ (1,545,415)
Items not involving cash:				
Amortization	33,606	8,376	56,861	16,585
Stock based compensation	63,695	105,350	153,484	288,500
Accretion expense	22,911	-	47,014	-
Interest on reclamation bonds	(36,990)	-	(73,545)	-
Unrealized foreign exchange translation on reclamation bonds	23,100	-	(96,640)	-
Accrued interest on cash equivalents	(3,787)	-	(3,787)	-
Gain on asset retirement obligation	(48,013)	-	(48,013)	-
Settlement of asset retirement obligation	(156,242)	-	(271,028)	-
Change in non-cash working capital (note 10)	(162,972)	(59,196)	(545,145)	(170,388)
Security deposits	(514)	(1,476)	(5,847)	(5,806)
	(1,074,761)	(695,043)	(2,383,530)	(1,416,524)
Financing activities:				
Exercise of stock options	52,500	39,000	52,500	39,000
Proceeds from private placement (note 6(a))	40,200	363,059	4,688,642	430,889
Share issue costs	(16,232)	-	(16,232)	-
	76,468	402,059	4,724,910	469,889
Investing activities:				
Mineral property interests	(1,730,986)	(608,335)	(2,766,774)	(1,268,022)
Deferred acquisition costs	-	(14,665)	-	(14,665)
Reclamation bonds	-	8,768	-	9,830
Property, plant and equipment	(147,891)	(10,780)	(243,815)	(88,131)
	(1,878,877)	(625,012)	(3,010,589)	(1,360,988)
Decrease in cash and cash equivalents	(2,877,170)	(917,996)	(669,209)	(2,307,623)
Cash and cash equivalents at beginning of period	5,399,046	5,822,576	3,191,085	7,212,203
Cash and cash equivalents at end of period	\$ 2,521,876	\$ 4,904,580	\$ 2,521,876	\$ 4,904,580
Supplementary information:				
Issuance of common shares for:				
- mineral property interests	\$ -	\$ -	\$ -	\$ 171,348
Accounts payable and accrued liabilities in mineral properties	\$ 178,727	\$ 274,932	\$ 441,000	\$ 289,603

See accompanying notes to consolidated financial statements

ROMARCO MINERALS INC.

(an exploration stage company)

Notes to Interim Consolidated Financial Statements (Unaudited)

For the six months period ended June 30, 2008

Canadian \$

1. Nature of operations

Romarco Minerals Inc. (the "Company" or "Romarco") is incorporated under the laws of British Columbia and at June 30, 2008, its principal business activities are the acquisition, exploration and development of mineral properties. To date, the Company has not earned significant revenues from any of its properties.

At June 30, 2008, the Company is in the process of developing its mineral properties and has not yet determined whether its mineral properties contain resources that are economically recoverable. The underlying value of the Company's mineral properties and the recoverability of the related deferred costs is entirely dependent on the existence of economically recoverable resources in its mineral properties and the ability of the Company to obtain the necessary financing to complete development and upon future profitable production from or the proceeds from the disposition of its mineral properties.

2. Accounting policies

Basis of presentation

The consolidated financial statements have been prepared using Canadian generally accepted accounting principles ("Canadian GAAP") for its interim financial statements and include the accounts of Romarco Minerals Inc. and its wholly owned subsidiaries, Romarco Minerals US Inc., Haile Gold Mine Inc., Romarmex S.A. de C.V. and Exploraciones Santo Tomas S.A. de C.V., (companies incorporated under the laws of Mexico). All significant inter-company transactions are eliminated upon consolidation. The interim financial statements do not include all the information and disclosures required by Canadian GAAP for annual financial statements and should be read in conjunction with the Company's audited consolidated financial statements including notes therein for the year ended December 31, 2007.

In addition, the accounting policies followed by the Company are set out in note 2 of the audited consolidated financial statements for the year ended December 31, 2007 and have been followed in the preparation of these consolidated financial statements, with the exception of the new accounting policies adopted in the period as outlined below.

Effective January 1, 2008 the Company adopted the following CICA standards:

Section 1535: Capital disclosures

This section specifies the disclosure of (i) an entity's objectives, policies, and processes for managing capital; (ii) quantitative data about what the entity manages as capital; (iii) whether the entity has complied with any capital requirements during the period; and (iv) if the Company has not complied, the consequences of such non-compliance. This new disclosure requirement is summarized in note 12.

Section 3862 and 3863: Financial instruments - disclosures and presentation

These sections enhance the disclosure standards to enable financial statement users to evaluate the significance of financial instruments on the Company's financial position, performance and cash flows as well as the nature and extent of risks arising from financial instruments that the Company is exposed to and how the Company manages these risks. These new standards have superseded CICA Handbook Section 3861, Financial instruments – disclosure and presentation. Note 3 provides the required disclosure under these new accounting standards.

International Financial Reporting Standards ("IFRS")

In 2006, the Accounting Standards Board ("AcSB") announced that accounting standards in Canada are to be converged with IFRS. On February 13, 2008, the AcSB confirmed that the use of IFRS will be required by January 1, 2011 with appropriate comparative data from the prior year. Under IFRS, there is significantly more disclosure

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For the six months period ended June 30, 2008

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required, specifically for quarterly reporting. Further, while IFRS uses a conceptual framework similar to Canadian GAAP, there are significant differences in accounting policy that must be addressed. The impact of these new standards on Romarco's financial statements is currently being evaluated by management.

Section 1400: Going Concern

In April 2007, the CICA approved amendments to Handbook Section 1400, General Standards of Financial Statement Presentation. These amendments require management to assess an entity's ability to continue as a going concern. When management is aware of material uncertainties related to events or conditions that may cast doubt on an entity's ability to continue as a going concern, those uncertainties must be disclosed. In assessing the appropriateness of the going concern assumption, the standard requires management to consider all available information about the future, which is at least, but not limited to, twelve months from the balance sheet date. The standard was adopted by the Company effective January 1, 2008, and did not have an impact on the consolidated financial statements.

3. Financial instruments and related risks

The Company was required to designate its financial instruments into one of the following five categories: held-for-trading; available-for-sale; held-to-maturity; loans and receivables; and other financial liabilities. All financial instruments are to be initially measured at fair value. Financial instruments classified as held-for-trading or available-for-sale are subsequently measured at fair value with any change in fair value recorded in net earnings and other comprehensive income, respectively. All other financial instruments are subsequently measured at amortized cost. All derivative financial instruments, including derivative features embedded in financial instruments or other contracts but which are not considered closely related to the host financial instrument or contract, are generally classified as held-for-trading and, therefore, must be measured at fair value with changes in fair value recorded in net earnings. However, if a derivative financial instrument is designated as a hedging item in a qualifying cash flow hedging relationship, the effective portion of changes in fair value is recorded in other comprehensive income. Any change in fair value relating to the ineffective portion is recorded immediately in net earnings.

Romarco has designated its financial instruments as follows:

- Cash and cash equivalents, and short-term investments are classified as "Available-for-Sale" and are recorded at fair value.
- Accounts receivable, other assets and reclamation bonds are classified as "Loans and Receivables". These financial assets are recorded at values that approximate their amortized cost using the effective interest method.
- Accounts payable and accrued liabilities are classified as "Other Financial Liabilities." These financial liabilities are recorded at values that approximate their amortized cost using the effective interest method.
- The book value of accounts receivable, other assets, reclamation bonds, accounts payable, and accrued liabilities approximate their fair value due to the short term nature of the instruments.

The Company's financial instruments are exposed to certain financial risks, including currency risk, interest risk, and price risk.

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Notes to Interim Consolidated Financial Statements

(Unaudited)

For the six months period ended June 30, 2008

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Currency risk

The Company is exposed to financial risk related to foreign exchange rates. The Company operates in Canada, United States, and Mexico. As at June 30, 2008 the Company conducts the majority of its business in the United States; project development expenditures are expected to be paid in U.S. dollars and any future equity raised is expected to be in Canadian dollars. A significant change in the currency exchange rates between the Canadian dollar and the US dollar could have an effect on the Company's results of operations, and the jurisdictions in which they will likely be made. At June 30, 2008 the company is exposed to currency risk through the following assets and liabilities denominated in US dollars:

(US Dollars)	30-Jun-08	31-Dec-07
Cash and cash equivalents	\$ 245,366	\$ 1,202,625
Other assets	31,580	4,323
Reclamation bonds	3,449,178	3,376,315
Accounts payables and other liabilities	(508,832)	(505,707)

Based on the above net exposures as at June 30, 2008, and assuming that all other variables remain constant, a 10% depreciation or appreciation of the Canadian dollar against the US dollar would result in an increase/decrease of approximately \$328,067 in the Company's net loss.

Credit risk

Credit risk is the risk of unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. The Company's cash equivalents are held at a large Canadian financial institution. These short-term investments (presented as part of cash and cash equivalents) are composed of financial instruments issued by a Canadian bank and are easily liquidated, as they mature daily. The company has no investments in asset-backed commercial paper.

The Company's accounts receivable and prepayments consist mainly of prepaid expenses and GST receivable due from the Federal Government of Canada.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages liquidity risk through the management of its capital structure and financial leverage as outlined in note 12 in the unaudited interim consolidated financial statements. Accounts payable and accrued liabilities are due within the current operating period.

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The risk that the Company will realize a loss as a result of a decline in the fair value of the short-term investments included in cash and cash equivalents is limited as these investments, although available for sale, roll over daily.

The risk that the Company will realize a loss as a result of a decline in the fair value of the reclamation bonds is limited because these bonds are held until maturity, have a fixed interest rate and may be renewed annually.

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For the six months period ended June 30, 2008

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4. Mineral Property Interests

	Balance		Expenditures for six months ended		Balance
	31-Dec-07		30-Jun-08		30-Jun-08
Pinos Gold District, Mexico					
Acquisition and land holding costs	\$ 414,238	\$	61,006	\$	475,244
Exploration:					
Drilling	442,819		-		442,819
Data compilation	-		75,938		75,938
Geological and geochemistry	13,330		-		13,330
Assaying	47,460		59,336		106,796
Logistics, permitting and reporting	354,748		2,637		357,385
	\$ 1,272,595	\$	198,917	\$	1,471,512
Pine Grove, Nevada					
Acquisition and land holding costs	\$ 310,153	\$	65,131	\$	375,284
Exploration:					
Aerial photography	2,280		284		2,564
Data compilation	7,900		-		7,900
Drilling	957,222		478		957,700
Geological and geochemistry	51,222		7,477		58,699
Logistics, permitting and reporting	76,282		410		76,692
Provision for reclamation costs	17,583		-		17,583
	\$ 1,422,642	\$	73,780	\$	1,496,422
Haile Gold Mine					
Acquisition of Mineral property	\$ 3,255,258	\$	-	\$	3,255,258
Other land acquisition and holding costs	214,900		119,187		334,087
Exploration:					
Drilling	78,564		602,403		680,967
Geological and geochemistry	2,622		37,130		39,752
Permitting	13,887		-		13,887
Environmental	180		7,775		7,955
Feasibility	165,920		1,615,708		1,781,628
Office	54,508		516,818		571,326
Property maintenance	6,729		50,265		56,994
Asset retirement obligation adjustment	-		(4,077)		(4,077)
	\$ 3,792,568	\$	2,945,209	\$	6,737,777
Golden Zebra, Nevada					
Acquisition and land holding costs	\$ 110,600	\$	(8)	\$	110,592
Exploration:					
Geological and geochemistry	5,558		1,080		6,638
Logistics, permitting and reporting	1,616		-		1,616
	\$ 117,774		1,072	\$	118,846
	\$ \$6,605,579	\$	\$3,218,978	\$	\$9,824,557

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Notes to Interim Consolidated Financial Statements (Unaudited)

For the six months period ended June 30, 2008

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Pine Grove, Nevada

Measurement uncertainty

A Wilderness Legislation proposal was submitted whereby a significant amount of land in the Walker Land District in the State of Nevada would be set aside for wilderness use. Currently the Company's Pine Grove project, which is classified as federal land with the US Forest Service is located in the Walker Land District. A portion of the Pine Grove property is included in the land area being proposed for wilderness use. The Company is unable to determine whether the legislation proposed will be successful. No adjustments have been made to these financial statements to reflect the potential impairment, if any, of the Pine Grove project if the legislation is successful. Such adjustments may be material.

Haile Gold Mine

In March 28, 2008, the Company entered into an agreement with a private party (the "Seller") to purchase land in Lancaster County, South Carolina for US \$205,000 payable as follows:

- (a) Upon execution of the contract, Romarco shall pay to the Seller the sum of US \$20,000 (paid in March 2008).
- (b) At closing, the Company shall pay to the Seller the balance of the purchase price (US \$185,000).

In April 2008, the Company paid the remaining US \$185,000 and completed the purchase of the McDowell Tract.

5. Property, plant and equipment

	30-Jun-08		
	Cost	Accumulated amortization	Net book value
Computer equipment	\$ 165,895	\$ 41,453	\$ 124,442
Office furniture and equipment	103,373	17,874	85,499
Field equipment	81,977	22,709	59,268
Vehicles	209,816	42,844	166,972
Buildings	207,432	5,579	201,855
	\$ 768,493	\$ 130,459	\$ 638,034

	31-Dec-07		
	Cost	Accumulated amortization	Net book value
Computer equipment	\$ 87,119	\$ 22,405	\$ 64,714
Office furniture and equipment	76,804	10,722	66,082
Field equipment	77,203	15,087	62,116
Vehicles	97,582	23,821	73,761
Buildings	185,971	1,564	184,407
	\$ 524,679	\$ 73,599	\$ 451,080

ROMARCO MINERALS INC.

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Notes to Interim Consolidated Financial Statements (Unaudited)

For the six months period ended June 30, 2008

Canadian \$

6. Capital Stock

(a) Common shares:

	Number of shares	Amount
Authorized:		
Unlimited common shares		
Issued:		
At December 31, 2006	92,080,648	\$ 40,343,097
Issued for mineral property interests	5,677,600	1,371,348
Issued on exercise of warrants	22,997,363	5,003,928
Issued on exercise of stock options	150,000	60,000
At December 31, 2007	120,905,611	\$ 46,778,373
Issued for April 2008 private placement	27,580,246	4,688,642
FMV of warrants	-	(1,265,652)
Share issue costs	-	(11,645)
Issued on exercise of stock options	350,000	91,500
At June 30, 2008	148,835,858	50,281,218

On April 1, 2008, Romarco closed a private non-brokered placement consisting of 27,580,246 units (the "Units") at \$0.17 per Unit, for aggregate proceeds of \$4.69 million. Each unit is comprised of one common share in the capital of the Company (a "Common Share") and one Common Share purchase warrant (a "Warrant"). Each Warrant will entitle the holder to purchase one Common Share for a period of two years from the closing date of the Non-brokered Offering at an exercise price of \$0.21 per share. The Company's largest shareholders, certain insiders and employees participated in the private placement.

(b) Warrants:

The following warrants to purchase common shares of the Company were outstanding at June 30, 2008

	Value assigned	Number	Average exercise price
As at December 31, 2006	\$ 2,717,564	70,368,644	\$ 0.27
Warrants exercised	(65,004)	(22,997,364)	0.21
Issued on exercise of warrants	-	16,100	0.19
Warrants expired	-	(639,000)	0.21
As at December 31, 2007	\$ 2,652,560	46,748,380	\$ 0.29
Issued for April 2008 private placement	1,265,652	27,580,246	0.21
Share issue costs	(4,587)	-	-
As at June 30, 2008	\$ 3,913,625	74,328,626	\$ 0.26

The weighted average fair value of the warrants granted in April 2008 was estimated on the date of the grant using the Black-Scholes option pricing model with the following assumptions:

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Notes to Interim Consolidated Financial Statements (Unaudited)

For the six months period ended June 30, 2008

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	2008
Expected warrant life	2 years
Risk-free interest rate	2.78%
Dividend yield	nil
Volatility	77%
Weighted average fair value	\$ 0.046

The following warrants to purchase common shares of the Company were outstanding at June 30, 2008:

Expiry date	Number	Average Exercise price	
August 2008	43,706,362	\$ 0.30	1
August 2008	2,528,418	0.19	2
August 2008	513,600	0.19	
April 2010	27,580,246	0.21	
Outstanding as at June 30, 2008	74,328,626	\$ 0.26	

1. If the shares of the Company trade at C\$0.40 or higher for 20 consecutive days, the warrants will expire 30 days following notice to warrant holders.
2. An additional 2,528,418 warrants will be issued upon the exercise of these warrants. The additional warrants are exercisable at C\$0.30 per share until August 28, 2008. If the shares of the Company trade at C\$0.40 or higher for 20 consecutive days, the warrants will expire 30 days following notice to warrant holders.

(c) Stock options:

The following stock options to purchase common shares of the Company were authorized and outstanding at June 30, 2008:

	Number	Average exercise price	Value assigned
Outstanding, December 31, 2006	4,465,000	0.26	\$ 540,100
Issued	4,150,000	0.27	615,336
Expired	(1,450,000)	0.28	(57,462)
Exercised	(150,000)	0.26	(21,000)
Outstanding, December 31, 2007	7,015,000	0.26	1,076,974
Issued	650,000	0.17	179,703
Forfeited	(500,000)	0.19	(64,268)
Exercised	(350,000)	0.15	(39,000)
Outstanding, June 30, 2008	6,815,000	0.26	\$ 1,153,409

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Expiry date	Number outstanding	Average Exercise price	Exercisable
September 2008	750,000	0.26	750,000
November 2008	200,000	0.36	200,000
January 2010	715,000	0.25	715,000
October 2010	100,000	0.14	100,000
April 2011	400,000	0.29	400,000
December 2011	350,000	0.22	350,000
January 2012	100,000	0.30	75,000
February 2012	1,925,000	0.26	1,443,750
April 2012	50,000	0.23	37,500
August 2012	1,325,000	0.29	662,500
October 2012	200,000	0.24	100,000
November 2012	50,000	0.25	25,000
February 2013	200,000	0.20	50,000
March 2013	300,000	0.18	75,000
May 2013	150,000	0.18	37,500
Outstanding, as at June 30, 2008	6,815,000	\$ 0.26	5,021,250

(d) Stock based compensation:

During the six months ended June 30, 2008 the Company recognized \$168,750 (2007 - \$288,500) of stock-based compensation with corresponding increases in the separate stock options category of shareholders' equity. Of the \$168,750 the amount of \$153,484 was expensed during the period and \$15,266 was capitalized to mineral properties.

The weighted average fair value of the options granted was estimated on the date of the grant using the Black-Scholes option pricing model with the following assumptions:

	2008
Expected option lives	5 years
Risk-free interest rate	2.81 – 3.34%
Dividend yield	nil
Volatility	85 - 87%
Weighted average fair value	\$ 0.12 - 0.14

Option 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 single measure of the fair value of the Company's warrants and stock options granted and/or vested during the period.

(e) Contributed surplus:

	Value
As at December 31, 2007	\$ 672,446
Options forfeited	53,331
As at June 30, 2008	\$ 725,777

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7. Asset retirement obligation

	Six months ended 30-Jun-08	Year ended 31-Dec-07
Asset retirement obligation - Beginning of period	\$ 2,151,511	\$ 56,689
Obligation incurred during the year	-	2,200,048
Settlement of obligations during the year	(271,028)	(98,288)
Accretion expense	47,014	-
ARO adjustment	(4,077)	-
Gain on settlement of asset retirement obligation	(48,013)	(6,938)
Asset retirement obligation - End of period	\$ 1,875,407	\$ 2,151,511
Current portion	785,852	601,662
Long-term portion	1,089,555	1,549,849

At June 30, 2008 the total undiscounted amount of the estimated cash flows required to settle the asset retirement obligation is estimated to be \$2,224,273 of which \$2,164,091 relates to the Haile Gold Mine. These expenditures are expected to be incurred over the period to 2015. In determining the carrying value of the asset retirement obligation, the Company has assumed a credit-adjusted risk free rate of 4.5% and a long-term inflation rate of 3%.

8. Related party transactions

Amounts paid to related parties in the normal course of business are measured at the exchange amount as follows:

	30-Jun-08	30-Jun-07
Consulting fees paid to directors	\$ 6,900	\$ 28,978
Fees paid to a brother of the Company's President for graphic designs	2,856	-
Legal fees paid to corporate secretary's law firm	35,974	-
	\$ 45,730	\$ 28,978

9. Segmented information

The Company currently operates in one business segment, being the acquisition and exploration of mineral properties.

(a) Operating segment – The Company's operations are primarily directed towards the acquisition and exploration of resource properties.

(b) Geographic segments – The Company's assets, revenues and expenses by geographic areas are as follows:

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(an exploration stage company)

Notes to Interim Consolidated Financial Statements

(Unaudited)

For the six months period ended June 30, 2008

Canadian \$

	Canada	Haile (US)	United States	Mexico	Total
Assets at June 30, 2008	\$ 2,632,828	\$ 10,595,343	\$ 1,953,593	\$ 1,662,760	\$ 16,834,524
Assets at December 31, 2007	\$ 3,232,286	\$ 7,323,807	\$ 1,810,577	\$ 1,462,363	\$ 13,829,033

	Canada	Haile (US)	United States	Mexico	Total
Interest income	\$ 44,550	\$ 73,546	\$ -	\$ -	\$ 118,096
General and administrative expenses	(826,494)	(79,090)	(698,563)	(3,623)	(1,607,770)
Other income (expense)	100,622	(95,842)	(62,505)	(49,485)	(107,210)
Net loss for the six months ended June 30, 2008	\$ (681,322)	\$ (101,386)	\$ (761,068)	\$ (53,108)	\$ (1,596,884)
Interest income	\$ 118,027	\$ -	\$ -	\$ -	\$ 118,027
General and administrative expenses	(822,204)	-	(692,753)	(3,823)	(1,518,780)
Other income (expenses)	(144,662)	-	-	-	(144,662)
Net loss for the six months ended June 30, 2007	\$ (848,839)	\$ -	\$ (692,753)	\$ (3,823)	\$ (1,545,415)

	Canada	Haile (US)	United States	Mexico	Total
Interest income	\$ 25,577	\$ 36,991	\$ -	\$ -	\$ 62,568
General and administrative expenses	(417,575)	(64,765)	(338,720)	(1,847)	(822,907)
Other income (expense)	(116,058)	27,181	46,438	(6,777)	(49,216)
Net loss for the three months ended June 30, 2008	\$ (508,056)	\$ (593)	\$ (292,282)	\$ (8,624)	\$ (809,555)
Interest income	\$ 52,021	\$ -	\$ -	\$ -	\$ 52,021
General and administrative expenses	(394,415)	-	(283,449)	(1,860)	(679,724)
Other income (expenses)	(120,394)	-	-	-	(120,394)
Net loss for the three months ended June 30, 2007	\$ (462,788)	\$ -	\$ (283,449)	\$ (1,860)	\$ (748,097)

10. Non-cash working capital

	30-Jun-08	30-Jun-07
Accounts receivable	\$ 12,337	\$ (29,165)
Prepaid expenses	(77,921)	(22,830)
Other assets	(23,364)	-
Accounts payable and accrued liabilities	(456,197)	(118,393)
	\$ (545,145)	\$ (170,388)

Cash for the period ended June 30, 2008 was \$72,511 and short term liquid investments totaled \$2,449,365.

ROMARCO MINERALS INC.

(an exploration stage company)

Notes to Interim Consolidated Financial Statements

(Unaudited)

For the six months period ended June 30, 2008

Canadian \$

11. Commitments

The following is a summary of the Company's contractual obligations and commitments as at June 30, 2008:

	Payments due by period				
	Total	2008	2009-2011	2012-2014	2015 and beyond
Office operation leases - CDN\$	89,611	35,045	54,566	-	-
Office operation leases - US\$	400,205	73,955	310,589	15,661	-

In April 2008, Romarco appointed Roberts & Schaefer Company of Salt Lake City, Utah to lead the bankable feasibility study at the Haile Gold Mine in South Carolina. The bankable feasibility study along with an updated resource / reserve estimate is expected to be completed in the summer of 2008.

12. Management of capital risk

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the development of its mineral properties and maximize shareholder returns. In the management of capital, the Company includes the components of shareholders' equity. Given the current exploration stage of its development, the Company's sole source of capital is equity derived from private placements. The Company considers the items included in shareholders' equity as capital. The Company satisfies its capital requirements through careful management of its cash resources and by utilizing bank indebtedness or equity issues, as necessary, based on the prevalent economic conditions of both the industry and the capital markets and the underlying risk characteristics of the related assets. As at June 30, 2008, the Company had no bank debt.

Romarco is currently developing its properties in the United States and Mexico, and based on current plans and estimates, management believes that the Company's working capital position should be sufficient to satisfy the related financial costs.

The Company is not subject to any externally imposed capital requirements and there has been no change with respect to the overall capital risk management strategy during the six months ended June 30, 2008.

13. Subsequent events and contingency

Contingency

In April 2008 the former CFO of Romarco Minerals Inc. commenced action in the British Columbia Supreme court against Romarco Minerals Inc. seeking wrongful dismissal damages from the termination of his employment. The total amount of the claim has not been determined at this time. Management believes that the claim is without merit and intends to vigorously defend it. No amounts related to this have been recorded in the financial statements.

Non-brokered private placement

The Company closed on a non-brokered private placement on July 25, 2008. The private placement consisted of 51,625,284 units (the "Units") at \$0.20 per Unit, for aggregate gross proceeds of \$10.3 million. Each Unit is comprised of one common share in the capital of the Company (the "Common Share") and one-half of one Common Share purchase warrant (a "Warrant"). Each whole Warrant entitles the holder to purchase one Common Share for a period of one year from the closing date of the non-brokered private placement at an exercise price of \$0.25 per Common Share.