UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-KSB

[**X**] ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
Fiscal Year Ended February 29, 2008

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from __________ to ________

Commission File Number: 000-49685

BI-OPTIC VENTURES INC.

(Name of small business issuer in its charter)

British Columbia, Canada	N/A
(State or Incorporation or Organization)	(IRS Employer ID No.)

1030 West Georgia Street, Suite #1518, Vancouver, British Columbia V6E 2Y3
(Address of principal executive offices)

Issuer's Telephone Number, 604-689-2646

Securities to be registered pursuant to Section 12(b) of the Act: None

Securities to be registered pursuant to Section 12(g) of the Act:
Common Shares without par value.
(Title of Class)

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. [**X**] Yes [ ] No

Check if there is no disclosure of delinquent filers in response to Item 405 of Regulation S-B is not contained in this form, and no disclosure will be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-KSB or any amendment to this Form 10-KSB. [X]

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes xxx No ____

The issuer's revenues for its most recent fiscal year: $nil

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was sold, or the average bid and asked price of such common equity, as of a specified date within the past 60 days (OTCBB). May 22, 2008 = US$921,900

Common Shares outstanding at May 22, 2008: 10,012,235 shares

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Bi-Optic Ventures Inc.
Form 10-KSB Annual Report
Fiscal Year Ended February 29, 2008

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PART I

ITEM 1. DESCRIPTION OF BUSINESS

Introduction

Bi-Optic Ventures Inc. (hereinafter is also referred to as the “Company” and/or the “Registrant”) for during the last fiscal year had no material business activity. On 3/22/2007 the Company entered into an agreement with Pacific Bio-Pharmaceuticals, Inc. (“Pacific”), PRB Pharmaceuticals, Inc. ("PRB"), and all of the shareholders of Pacific pursuant to which the Company has agreed to acquire all of the issued and outstanding shares and share purchase warrants of Pacific in exchange for one common share and one share purchase warrant of the Company, as applicable (the "Acquisition"). On 5/23/2008, the Company announced its intention not to proceed with the acquisition or a planned private placement.

The Company's principal office is located at:
#1518 - 1030 West Georgia Street, Vancouver, British Columbia, Canada V6E 2Y3
Telephone: 604-689-2646
Facsimile: 604-689-1289

The contact person is Harry Chew, President/CEO/CFO and Director.

The Company’s authorized capital includes an unlimited number of common shares without par value. As of 2/29/2008, there were 10,012,235 common shares outstanding. As of 5/22/2008, there were 10,012,235 common shares outstanding.

The Company's common shares are listed on the NEX Board of the TSX Venture Exchange in Canada with the symbol “BOV.H”. The Company's common shares are listed on the OTC Bulletin Board in the United States with the symbol “BOVKF.OB”.

The Company's fiscal year ends on the last day of February.

The Company's financial statements are stated in Canadian Dollars (CDN$) and are prepared in accordance with U.S. Generally Accepted Accounting Principles (GAAP).

Herein, all amounts are stated in Canadian Dollars, unless otherwise indicated.

Historical Corporate Development

The Company was incorporated in British Columbia on 5/31/1984 under the name Golden Rock Resources Ltd. The name was changed to Bismimillah Ventures Inc. on 3/22/1993, to Royal Rock Ventures Inc. on 11/10/1997, and to Bi-Optic Ventures Inc. on 4/6/2001.

From incorporation through Fiscal 1997, the Company was involved in the exploration of mineral properties.

From July 1999 to February 2001, the Company was active in attempting to acquire Biopath Research Inc. ("Biopath"). Biopath is engaged in the business of research regarding and the design and development of innovative medical diagnostic products for use in homes, hospitals and in physicians' offices as well as other point of care locations. Pursuant to the 7/28/1999 purchase agreement, the Company agreed to: issue 2,625,000 performance common shares; issue 500,000 warrants at $1.12 per share in four equal installments; and to advance $300,000 to Biopath for demand promissory notes. The Company advanced $248,600 and $49,797 during Fiscal 2000/Fiscal 2001; the monies advanced by the Company to Biopath, being $298,397 to date, are secured by a first fixed and floating charge upon all the assets of Biopath and an assignment of invention.

Effective February 2001, the Company ceased pursuing the acquisition of Biopath. The Company wrote off $49,418 of deferred acquisition costs and $298,397 in secured advances to Biopath during Fiscal 2001.

On 3/31/2005, the Company requested a trading halt on the TSX Venture Exchange pending an announcement. On 7/14/2005, the Company announced that negotiations regarding an acquisition during the prior four months were not successfully concluded; and the common stock resumed trading. The Company is evaluating and performing due diligence on various projects for a possible acquisition or on a joint-venture basis; but none are yet probable.

On 3/22/2007, the Company agreed to acquire Pacific Bio-Pharmaceuticals, Inc. through the issuance of a maximum of 20,000,000 common shares and 2,500,000 warrants. The Company also announced two planned private placements intended to raise up to $2 million dollar through the issuance of 4,00,000 units. Also, the Company announced plans, pending completion of the acquisition, to name new officers/directors and to change the corporate name. On 5/23/2008, the Company announced its intention not to proceed with the acquisition, private placement or name change.

Business

During 2002-2004, the Company was in negotiations to acquire a 50-percent undivided interest in two diamond properties located in the Otish Mountain, Quebec area; the Company has abandoned this attempt. On 3/31/2005, the Company requested a trading halt on the TSX Venture Exchange pending an announcement regarding an acquisition; on 7/14/2005, the Company announced that negotiations during the prior four months were not successfully concluded; and the common stock resumed trading. During 2005-2007, the Company was examining various business ventures and properties.

Effective 11/14/2007, Dr. Linda J. Allison was appointed President & Chief Executive Officer of the Company. Harry Chew stepped down as President/CEO to facilitate the appointment of Dr. Allison. Mr. Chew was appointed to the position of Co-Chairman and continued as Chief Financial Officer. In addition, Dr. Terrance G. Owen, President & Chief Executive Officer of ALDA Pharmaceuticals, was appointed as Co-Chairman of the Company.

In April 2008, Linda Allison resigned as President/CEO. In April 2008, Harry Chew was appointed President/CEO and resigned as Co-Chairman; he retained his position as CFO and as a Director. Terrance G. Owens was appointed Chairman of the Board.

On 3/22/2007 the Company entered into an agreement with Pacific Bio-Pharmaceuticals, Inc. ("Pacific"), PRB Pharmaceuticals, Inc. ("PRB"), and all of the shareholders of Pacific pursuant to which the Company has agreed to acquire all of the issued and outstanding shares and share purchase warrants of Pacific in exchange for one common share and one share purchase warrant of the Company, as applicable (the "Acquisition"). On 5/23/2008, the Company announced its intention not to proceed with the acquisition, private placement or name change.

Employees

As of 5/23/2008, the Company had two employees. Its two executive officers have been responsible for the operations of the Company on a consulting basis.

Enforceability Of Civil Liabilities Against Foreign Persons

Because the Company is incorporated under the laws of British Columbia and is headquartered in Canada, our investors may have difficulty enforcing civil liabilities under the U.S. federal securities laws against its officers and directors, especially because all of its directors and officers reside in Canada.

Because all of the Company's assets are located outside the U.S., it may be difficult for an investor to sue, for any reason, the Company or any of its directors or officers through U.S. jurisdictions. If an investor was able to obtain a judgment against the Company or any of its directors or officers in a U.S. court based on U.S. securities laws or other reasons, it may be difficult to enforce such judgment in Canada. The Company is uncertain as to the enforceability, in original actions in Canadian courts, of liability based upon the U.S. federal securities laws and as to the enforceability in Canadian courts of judgments of U.S. courts obtained in actions based upon the civil liability provisions of the U.S. federal securities laws.

ITEM 2. DESCRIPTION OF PROPERTY

The Company's executive offices are located in rented premises of approximately 950 sq. ft. at 1030 West Georgia Street, Suite #1518, Vancouver, British Columbia, Canada V6E 2Y3. Monthly rent is $2,500. The Company began occupying this facility in September 2006 and considers the facility adequate for current needs. The Company maintains no other offices or property.

ITEM 3. LEGAL PROCEEDINGS

The Company knows of no material, active or pending legal proceedings against them; nor is the Company involved as a plaintiff in any material proceeding or pending litigation. The Company knows of no active or pending proceedings against anyone that might materially adversely affect an interest of the Company.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

--- No Disclosure Necessary ---

PART II

ITEM 5. MARKET FOR COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

Market Information

The Company's initial public offering of its common shares was effective on the Vancouver Stock Exchange under the auspices of the British Columbia Securities Commission on 12/23/1986 under a former name, "Golden Rock Resources Ltd.". The Vancouver Stock Exchange was absorbed by the Canadian Venture Exchange, which was absorbed by the TSX Venture Exchange. The current stock symbol on the TSX Venture Exchange NEX Board is "BOV.H".

Table No. 1 lists the volume of trading and high, low and closing sales prices on the TSX Venture Exchange and NEX Board for actual trades of common shares of the Company for the last eight fiscal quarters. The trading of the Company's common shares on the TSX Venture Exchange is regulated by the policies of the exchange that include various numerical maintenance thresholds regarding assets, funds expended on operations, and minimum working capital. The Company's common shares were suspended on 10/2/2002 from trading effective 10/3/2002 for the failure to maintain Tier Maintenance Requirements in accordance with Policy 2.5 and being designated an Inactive Issuer for a period greater than 18-months. Effective the re-opening of trading on 8/13/2003, the Company's listing was transferred from the TSX Venture Exchange to the NEX Board of the TSX Venture Exchange, a new trading forum for listed companies that have fallen below ongoing listing standards.

The closing price was $1.20 on 3/31/2005, when the Company voluntarily halted trading pending an announcement regarding an acquisition; on 7/14/2005, the Company announced that negotiations during the prior four months were not successfully concluded; and the common stock resumed trading. Again, on 8/3/2006, the Company voluntarily halted trading pending an announcement regarding an acquisition; on 8/2/2006, the closing price was CDN$0.42.

Table No. 1
TSX Venture Exchange - NEX Board
Common Shares Trading Activity

Fiscal Quarter Ended	Volume	High	Low	Closing
2/29/2008	0	---	---	---
11/30/2007	0	---	---	---
8/31/2007	0	---	---	---
5/31/2007	0	---	---	---
2/28/2007	0	---	---	---
11/30/2006	0	---	---	---
8/31/2006	1,165,650	$0.50	$0.37	$0.42
5/31/2006	1,066,750	$0.80	$0.28	$0.40

The Company's common shares were listed on the NASD Electronic OTC Bulletin Board under the symbol "BOVKF.OB" in April 2003.

Table No. 2 lists the volume of trading and high, low and closing sales prices on the NASD Electronic OTC Bulletin Board for the Company's common shares for: the last seven fiscal quarters. Trading started on 6/19/2003. On 5/22/2008, the closing price was US$0.10.

Table No. 2
NASD Electronic Bulletin Board
Common Shares Trading Activity

Fiscal Quarter Ended	Volume	High	Low	Prices US Dollars Closing
2/28/2008	289,400	$0.36	$0.11	$0.25
11/30/2007	38,300	0.36	0.25	0.36
8/31/2007	193,500	0.27	0.25	0.25
5/31/2007	1,119,500	0.41	0.27	0.27
2/28/2007	369,000	$0.48	$0.30	$0.39
11/30/2006	505,125	0.40	0.23	0.40
8/31/2006	331,600	0.54	0.32	0.35
5/31/2006	96,800	0.63	0.38	0.49

Share Purchase Warrants

On 9/20/2005, the Company closed a non-brokered private placement of 929,000 units at a price of $0.25 per unit, for gross proceeds of $232,250. Each unit consisted of one common share and one non-transferable share purchase warrant. Each warrant entitles the holder thereof to purchase an additional common share in the capital of the Company at an exercise price of $0.30 for a period of one year. A 7% finders' fee ($11,550) was paid on a portion of this private placement. 919,000 warrants were exercised during Fiscal 2007, raising $275,700. The remaining 10,000 warrants expired unexercised.

Stock Options

The Company does not have a stock option plan in place currently.

No stock options were granted or exercised during Fiscal 2008 or Fiscal 2007.
As of 5/23/2008, no stock options were outstanding.

Holders
The Company's common shares are issued in registered form and the following information is taken from the records of Pacific Corporate Trust Company (located in Vancouver, British Columbia, Canada), the registrar and transfer agent for the common shares.

On 5/26/2008, the shareholders' list for the Company's common shares showed 46 registered shareholders and 10,012,235 common shares outstanding. 36 of these shareholders were Canadian residents, holding 9,618,239 shares representing about 96% of the issued and outstanding common shares. Ten of these shareholders were U.S. residents, holding 393,996 shares representing about 4% of the issued and outstanding common shares.

The Company has researched the indirect holding by depository institutions and the indirect holdings of other financial institutions and estimates that there are 300 "holders of record" and beneficial owners of its common stock.

Dividends
The Company has not declared any dividends since incorporation and does not anticipate that it will do so in the foreseeable future. The present policy of the Company is to retain future earnings for use in its operations and expansion of its business. There are no restrictions that limit the ability of the Company to pay dividends on common equity or that are likely to do so in the future.

Securities Authorized For Issuance Under Equity Compensation Plans.
-- No Disclosure Necessary ---

Use of Proceeds From Registered Securities is for working capital
Recent Sales of Unregistered Securities;
The Company relied on the exemptions from registration under Regulation S for the following private placements of securities to only Canadian residents:

Fiscal 2004: 800,000 Shares at $0.10 upon warrant exercises
Fiscal 2005: 1,500,000 Units at $0.16 per unit, private placement
(finder's fee of $2,912 was paid)
350,000 Warrants exercised at $0.215
Fiscal 2006: 1,150,000 warrants exercised at $0.215
929,000 Units at $0.25 per unit
Fiscal 2007: 919,000 warrants exercised at $0.30
Fiscal 2008: none
Fiscal 2009-to-date: none

ITEM 6. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

Selected Financial Data

Selected financial data as shown in Table No. 4 for the Company for Fiscal 2008/2007 Ended February 28th was derived from the financial statements of the Company that have been audited by Manning Elliott LLP, Chartered Accountants, as indicated in their report included elsewhere in this Annual Report. The selected financial data set forth for the Fiscal 2005/2004/2003 are derived from the Company's audited financial statements, not included herein.

The selected financial data should be read in conjunction with the financial statements and other financial data included elsewhere in this Annual Report.

The Company has not declared any dividends since incorporation and does not anticipate that it will do so in the near future.

Table No. 4
Selected Financial Data
($ in 000's, except share data)

	Year Ended 2/29/2008	Year Ended 2/28/2007	Year Ended 2/29/2006	Year Ended 2/28/2005	Year Ended 2/29/2004
Revenue	$0	$0	$0	$0	$0
Operating Expenses	($304)	($408)	($249)	($293)	($121)
Net Loss	($304)	($408)	($200)	($293)	($121)
Loss per Share	($0.03)	($0.04)	($0.02)	($0.04)	($0.02)
Dividends per Share	$0.00	$0.00	$0.00	$0.00	$0.00
Wtg. Avg. Shares (000's)	10,012	9,546	8,556	6,726	4,864
Period-end Shares O/S	10,012	10,012	9,093	7,014	5,164
Working Capital (Deficit)	($364)	($60)	$81	($186)	($149)
Long-Term Debt/Loans Payable	0	0	0	0	0
Common Stock	3,768	3,768	3,492	3,025	2,719
Stockholders' Equity (Deficit)	(350)	(46)	86	(182)	(146)
Total Assets	101	27	89	8	28

Plan Of Operations

Source of Funds for Fiscal 2009

The Company's primary source of funds since incorporation has been through the issuance of common stock and loans. The Company has had no revenue from operations to date and does not anticipate revenues in the foreseeable future.

The Company had a working capital deficit of $364,301 at 2/29/2008. The Company has had discussions (refer ITEM #1, Description of Business, Proposed Private Placement) to with third parties about an additional equity offering and/or loans; but the talks as of 5/22/2008 were preliminary.

Use of Funds for Fiscal 2009

During Fiscal 2009, the Company estimates that it might expend $180,000 on general/administrative expenses; although, this figure is subject to uncertainties including possible acquisitions. It is impossible to precisely estimate the probable capital expenditures associated with any possible acquisitions that might be consummated during Fiscal 2009.

Anticipated Changes to Facilities/Employees

The Company has no plans to acquire any new facilities. The Company has no plans to add any additional personnel; however, if a business acquisition is consummated, additional personnel might be required.

Management's Discussion and Analysis of Financial Condition and Results of Operations

Private Placement Financings

Fiscal 2004:	800,000	Shares at $0.10 upon warrant exercises
Fiscal 2005:	1,500,000	Units at $0.16 per unit, private placement
	350,000	Warrants Exercised at $0.215
Fiscal 2006:	1,150,000	Warrants Exercised at $0.215
	929,000	Units at $0.25 per unit
Fiscal 2007:	919,000	Warrants Exercised at $0.30

Fiscal 2008: none

Fiscal 2009-to-date: none

Overview

During 2002-2004, the Company had been in negotiations to acquire a 50-percent undivided interest in two diamond properties located in the Otish Mountain, Quebec area; the Company has abandoned this attempt. On 3/31/2005, the Company requested a trading halt on the TSX Venture Exchange pending an announcement regarding an acquisition; on 7/14/2005, the Company announced that negotiations during the prior four months were not successfully concluded; and the common stock resumed trading. During 2005-2007, the Company was examining various business ventures and properties.

On 3/22/2007, the Company agreed to acquire Pacific Bio-Pharmaceuticals, Inc. The Company also announced two planned private placements intended to raise up to $2 million through the issuance of 4,000,000 units. Also, the Company announced plans, pending completion of the acquisition, to name new officers/directors and to change the corporate name. On 5/23/2008, the Company announced its intention not to proceed with the acquisition, private placement or name change.

Liquidity and Capital Resources

In March 2004, the Company issued 1,500,000 units at $0.16 per unit, each unit consisting of one common share and one warrant. Each warrant entitled the holder to purchase one additional common share of the Company at a price of $0.215 per share, until 3/9/2005. 350,000 warrants were exercised during Fiscal 2005, with the remaining 1,150,000 warrants being exercised during Fiscal 2006.

On 9/20/2005, the Company closed a non-brokered private placement of 929,000 units at a price of $0.25 per unit, for gross proceeds of $232,250. Each unit consisted of one common share and one non-transferable share purchase warrant. Each warrant entitles the holder thereof to purchase an additional common share in the capital of the Company at an exercise price of $0.30 for a period of one year. A 7% finders' fee ($11,550) was paid on a portion of this private placement. 919,000 of the warrants were exercised, raising $275,700.

Fiscal 2008 Ended 2/29/2008

Working Capital deficit was ($364,301) at 2/29/2008
Working Capital deficit was ($60,429) at 2/28/2007
Working Capital was $81,278 at 2/28/2006.
Working Capital deficit was ($186,030) at 2/28/2005.
Working Capital deficit was ($148,876) at 2/29/2004.

Cash used in Fiscal 2008 Operating Activities totaled ($114,763), including the ($303,775) Net Loss; the only significant adjusting item was a $184,656 net change in operating assets and liabilities. Cash used in Investing Activities was $4,453. Cash provided by Financing Activities was $120,409 from proceeds of loans payable.

Fiscal 2007 Ended 2/28/2007

Working Capital deficit was ($60,429) at 2/28/2007
Working Capital was $81,278 at 2/28/2006.
Working Capital deficit was ($186,030) at 2/28/2005.
Working Capital deficit was ($148,876) at 2/29/2004.
Working Capital deficit was ($156,632) at 2/28/2003.

Cash used in Fiscal 2007 Operating Activities totaled ($339,130), including the ($407,597) Net Loss; the only significant adjusting item was a $65,750 net change in operating assets and liabilities. Cash used in Investing Activities was $12,526. Cash provided by Financing Activities was $275,700 for shares issued, pursuant to the exercise of warrants.

Results of Operations

Fiscal 2008 Ended 2/29/2008

The Company is evaluating and performing due diligence on various projects for a possible acquisition or on a joint-venture basis; but none are yet probable.

Operating Expenses for Fiscal 2007 ended 2/29/2008 were $303,775 compared to $407,597 for last year. “Consulting/management fees” were modestly lower ($86,577 vs. $96,413): ($30,000 vs. $30,000) paid/accrued to Myntek Management Services Inc.; and ($56,577 vs. $66,413) paid to third parties, the increase relating to payments made to consultants for project investigation costs. Professional fees” were much lower ($97,350 vs. $155,842): ($24,000 vs. $24,000) paid/accrued to Wynson Management Services Ltd.; and ($73,350 vs. $131,842) paid to third parties, the decrease was due to reduced legal fees relating to high due diligence costs last year for project investigation. Travel/Promotion dropped significantly ($31,159 vs. $81,261) as a result of decreased travel to investigate possible projects for acquisition.

Net Loss for Fiscal 2008 was ($303,775). Loss Per Share was ($0.03).

Fiscal 2007 Ended 2/28/2007

The Company was evaluating and performing due diligence on various projects for a possible acquisition or on a joint-venture basis; but none are yet probable.

Operating Expenses for Fiscal 2006 ended 2/28/2007 were $407,597 compared to $249,143 for last year. “Consulting/management fees” were higher ($96,413 vs. $91,610): ($30,000 vs. $30,000) paid/accrued to Myntek Management Services Inc.; and ($66,413 vs. $61,610) paid to third parties, the increase relating to payments made to consultants for project investigation costs. Professional fees” were higher ($155,842 vs. $48,805): ($24,000 vs. $24,000) paid/accrued to Wynson Management Services Ltd.; and ($131,842 vs. $24,805) paid to third parties, the increase was due to additional legal fees relating to due diligence costs for project investigation. Travel/Promotion rose significantly ($81,261 vs. $48,168) as a result of increased travel to investigate possible projects for acquisition.

Net Loss for Fiscal 2007 was ($407,597). Loss Per Share was ($0.04).

Off-Balance Sheet Arrangements

No Disclosure Necessary

ITEM 7. FINANCIAL STATEMENTS

The financial statements and notes thereto as required are attached hereto and found immediately following the text of this Annual Report. The audit report of Manning Elliott LLP is included herein immediately preceding the audited financial statements.

Audited Financial Statements: Fiscal 2008/2007

Report of Independent Registered Public Accounting Firm, dated 5/23/2008
Balance Sheets
Statements of Operations
Statements of Cash Flows
Statement of Stockholders’ Deficit
Notes to the Financial Statements

ITEM 8. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

--- No Disclosure Necessary ---

ITEM 8A. CONTROLS AND PROCEDURES

i. Disclosure Controls and Procedures

As of February 29, 2008, the Company's chief executive officer, Linda Allison, and chief financial officer, Harry Chew, have evaluated and reviewed our disclosure controls and procedures as of the end of the period covered by this Annual Report. Based upon this evaluation and review, the officers have concluded that the Company's disclosure controls and procedures are effective and sufficient to comply with Rules 13a-15(c) and 15d-15(c) of the Securities Exchange Act of 1934.

Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

ii. Management's Annual Report on Internal Control Over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting. All internal control systems, no matter how well designed, have inherent limitations and may not prevent or detect misstatements. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management's framework for evaluating the effectiveness of its internal controls is based upon the criteria established in *Internal Control– Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

As at February 29, 2008, management assessed the effectiveness of our internal control over financial reporting and concluded that such internal control over financial reporting are effective and that there were no material weaknesses in our internal control over financial reporting.

iii. Attestation Report of Independent Registered Public Accounting Firm

Not Applicable.

iv. Changes in Internal Control Over Financial Reporting

There have been no changes in our internal control over financial reporting during the year ended February 29, 2008, that have materially affected, or are reasonably likely to affect our internal control over financial reporting.

During Fiscal 2008, the Company appointed a new Chief Financial Officer and also used the assistance of an independent third party consulting firm to review and implement various aspects of its internal controls.

ITEM 8B. OTHER INFORMATION: No Disclosure Necessary

PART III

ITEM 9. DIRECTORS, EXECUTIVE OFFICERS, PROMOTERS AND CONTROL PERSONS; COMPLIANCE WITH SECTION 16(a) OF THE EXCHANGE ACT.

Table No. 5 lists as of 5/23/2008 the names of the Directors of the Company. The Directors have served in their respective capacities since their election and/or appointment and will serve until the next Annual Shareholders' Meeting or until a successor is duly elected, unless the office is vacated in accordance with the Articles/By-Laws of the Company.

Table No. 5
Directors

Name	Age	Date First Elected or Appointed
Harry Chew (1)	47	February 1999
Sonny Chew (1)	39	July 2000
Terrance G. Owen (1)	62	September 2006

(1) Members of the Audit Committee.

Table No. 6 lists as of 5/23/2008 the names of the Executive Officers of the Company. The Executive Officers serve at the pleasure of the Board of Directors.

Table No. 6
Executive Officers

Name	Position	Age	Date of Board Approval
Harry Chew (1)	President/CEO/CFO	47	February 1999
Terrance G. Owen (2)	Chairman	62	August 2002
Sonny Chew (3)	Corporate Secretary	39	November 2007

(1) He spends about a third of his time on the affairs of the Company.
(2) He spends about a quarter of his time on the affairs of the Company.
(3) He spends about a quarter of his time on the affairs of the Company.

Board of Director Committees

The Company has an Audit Committee, which recommends to the Board of Directors the engagement of the independent auditors of the Company and reviews with the independent auditors the scope and results of the Company's audits, the Company's internal accounting controls, and the professional services furnished by the independent auditors to the Company. The current members of the Audit Committee are: Harry Chew, Sonny Chew, and Terrance Owen. The Audit Committee met four times during Fiscal 2008.

Business Experience

Harry Chew is a graduate of Simon Fraser University in Burnaby, British Columbia and has been a Certified General Accountant since 1986. He was President and a Director of the Company from 1999 until November 2007 when he relinquished the Presidency and was appointed Co-Chairman of the Board and Chief Financial Officer. In April 2008, he was appointed President/CEO and relinquished the Co-Chairmanship. He also is: President of Myntek Management Services Inc., since 1986, a private company providing management services; and President of the Pacific Paragon Group of Companies, since 1993, private companies providing management consulting services. Mr. Chew currently is a director and/or officer of the following public Canadian companies: Pacific Paradym Energy Inc.; Avantec Technologies Inc.; Taipan Capital Corp., Cricket Capital Corp., and Weststar Resources Corp. He devotes about one-third of his time to the affairs of the Company. He lives in Vancouver, British Columbia, Canada.

Sonny Chew is a graduate of Simon Fraser University in Burnaby, British Columbia. He has been a Director of the Company since 2000 and was appointed Corporate Secretary in November 2007. He also is: President of Wynson Management Services Ltd., since 1992, a private management and bookkeeping consulting company; and Director of Finance and Administration of the Pacific Paragon Group of Companies, since 1993, a private company providing management consulting services. Mr. Chew is a director and/or officer of these public Canadian companies: Cricket Capital Corp., Taipan Capital Corp., and Pacific Paradym Energy Inc. He devotes about one-fourth of his time to the affairs of the Company. He lives in Vancouver, British Columbia, Canada.

Terrance G. Owen obtained a Bachelor of Science (with honors) in Biology from the University of Victoria in 1968, a Masters degree in Biology from the University of New Brunswick in 1970, a Ph.D. in Zoology from the University of British Columbia in 1974 and a Masters in Business Administration from Simon Fraser University in British Columbia in 1991. He was Corporate Secretary and a Director of the Company from August 2002 when he relinquished the Corporate Secretary position and was appointed Co-Chairman of the Board. In April 2008, he assumed the title of Chairman of the Board. Mr. Owen is President and CEO of Alda Pharmaceuticals Corp., a British Columbia pharmaceutical corporation engaged in the development and commercialization of innovative infection control products based on its proprietary technology, Alda is listed on the TSX Venture Exchange. He lives in New Westminister, British Columbia, Canada.

Involvement in certain legal proceedings

There have been no events during the last five years that are material to an evaluation of the ability or integrity of any director, person nominated to become a director, executive officer, promoter or control person including:

a) any bankruptcy petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time;

b) any conviction in a criminal proceeding or being subject to a pending criminal proceeding (excluding traffic violations and other minor offenses);

c) being subject to any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently enjoining, barring, suspending or otherwise limiting his/her involvement in any type of business, securities or banking activities;

d) being found by a court of competent jurisdiction (in a civil action), the Commission or the Commodity Futures Trading Commission to have violated a federal or state securities or commodities law, and the judgment has not been reversed, suspended, or vacated.

Family Relationships

Sonny Chew is the brother of Harry Chew. Other than this, there are no family relationships between any of the officers or directors of the Company.

Other Relationships/Arrangements

There are no arrangements or understandings between any two or more Directors or Executive Officers, pursuant to which he/she was selected as a Director or Executive Officer. There are no material arrangements or understandings between any two or more Directors or Executive Officers.

Compliance with Section 16(a) of the Exchange Act.

The Company is not subject to Section 16(a) of the Exchange Act.

Material Changes To The Procedures By Which Security Holders May Recommend Nominees. No Disclosure Necessary

Audit Committee Financial Expert

The Company does not have an ”audit committee financial expert” serving on its audit committee. The Company’s Audit Committee consists of three directors, all of whom are both financially literate and very knowledgeable about the Company’s affairs. Because the Company’s structure and operations are straightforward and the Company’s President/CEO/CFO, an audit committee member, has substantial financial and auditing expertise, the Company does not find it necessary to augment its Board with a formal financial expert.

Code of Ethics
On 5/2/2008, the Company adopted a written "code of ethical Conduct" that applied to all directors, officers and employees (the "Executive and Staff") of Bi-Optic Ventures Inc. (the “Company”).

This Code covers a wide range of financial and non-financial business practices and procedures. This Code does not cover every issue that may arise, but it sets out basic principles to guide all Executive and Staff of the Company. If a law or regulation conflicts with a policy in this Code, then personnel must comply with the law or regulation. If any person has any questions about this Code or potential conflicts with a law or regulation, they should contact the Company's Board of Directors or Audit Committee.

All Executive and Staff should recognize that they hold an important role in the overall corporate governance and ethical standards of the Company. Each person is capable and empowered to ensure that the Company's, its shareholders' and other stakeholders' interests are appropriately balanced, protected and preserved. Accordingly, this Code provides principles to which all personnel are expected to adhere and advocate. The Code embodies rules regarding individual and peer responsibilities, as well as responsibilities to the Company, the shareholders, other stakeholders, and the public generally

ITEM 10. EXECUTIVE COMPENSATION

The Company has no formal plan for compensating its Directors for their service in their capacity as Directors. Directors are entitled to reimbursement for reasonable travel and other out-of-pocket expenses incurred in connection with attendance at meetings of the Board of Directors. The Board of Directors may award special remuneration to any Director undertaking any special services on behalf of the Company other than services ordinarily required of a Director. During Fiscal 2008, no Director received and/or accrued any compensation for his services as a Director, including committee participation and/or special assignments.

Total compensation paid/accrued (directly/indirectly) to all Officers/ Directors for Fiscal 2008 was $54,000, including $30,000 paid to Myntek Management Services Inc. and $24,000 paid to Wynson Management Services Ltd.; refer to ITEM 12. No stock options/SARS were granted or exercised during the most recent fiscal year. No other compensation was granted.

Management functions of the Company are not to any substantial degree performed by a person other than the directors or senior officers of the Company. The Company has a management contract dated 5/1/2000 with Myntek Management Services Inc., a private British Columbia company owned as to 50% by Harry Chew, President/CEO/CFO/Director of the Company and 50% by his spouse. Under the agreement, Myntek Management Services Inc. is paid a management fee of $2,500 per month, plus reasonable expenses related to the performance of its duties. For the year ended 2/28/2007, management fees in the amount of $30,000 were paid or accrued to Myntek Management Services Inc.

During Fiscal 2008, no funds were set aside or accrued by the Company to provide pension, retirement or similar benefits for Directors or Executive Officers. The Company has no plans or arrangements in respect of remuneration received or that may be received by Executive Officers of the Company in Fiscal 2009 to compensate such officers in the event of termination of employment (as a result of resignation, retirement, change of control) or a change of responsibilities following a change of control, where the value of such compensation exceeds US$100,000 per Executive Officer.

ITEM 11. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The Company is a publicly-owned corporation, the shares of which are owned by residents of the United States, Canada, and other countries. The Company is not controlled directly/indirectly by another corporation/any foreign government.

Table No. 7 lists as of 5/23/2008 all persons/companies the Registrant is aware of as being the beneficial owner of 5% or more of the common stock of the Registrant. It also lists all Directors and Executive Officers who beneficially own the Registrant's voting securities and the amount of the Registrant's voting securities owned by the Directors and Executive Officers as a group. All Officer/Director addresses c/o Bi-Optic Ventures Inc.: 1030 West Georgia Street, Suite #1518, Vancouver, British Columbia V6E 2Y3.

Table No. 7
Shareholdings of 5% Shareholders, Officers and Directors

Title of Class	Name/Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class #
Common	Harry Chew (2)	691,084	6.9%
Common	Sonny Chew	102,000	1.0%
Common	Terrance G. Owen	0	0.0%
Total Directors and Officers		**793,084**	**7.9%**

(1) All addresses are c/o Bi-Optic Ventures Inc.
1030 West Georgia Street, Suite #1518
Vancouver, British Columbia V6E 2Y3

(2) 315,834 shares are held indirectly by Pacific Paragon Investment Fund Ltd a private company controlled 50% by the spouse of Mr. Harry Chew and 50% by Mrs. Jodie Nitta.

Based on 10,012,235 shares outstanding as of 5/23/2008.

Securities authorized for issuance under equity compensation plans.
--- No Disclosure Necessary ---

ITEM 12. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Management functions of the Company are not to any substantial degree performed by a person other than the directors or senior officers of the Company. The Company has a management contract dated 5/1/2000 with Myntek Management Services Inc., a private British Columbia company owned as to 50% by Harry Chew, President/CEO/CFO and a Director of the Company and 50% by his spouse. Under the agreement, Myntek Management Services Inc. is paid a management fee of $2,500 per month, plus reasonable expenses related to the performance of its duties. For the fiscal years ended 2/28/2008 and 2/28/2007, management fees in the amount of $30,000 were paid or accrued in each year to Myntek Management Services Inc.

During Fiscal 2008, the Company paid rent of $30,000 (FY2007 = $30,000) to Pacific Paragon Investment Fund Ltd., a private company controlled 50% by the spouse of Harry Chew and 50% by Mrs. Jodie Nitta.

During Fiscal 2008, the Company paid $24,000 (FY2007 = $24,000) to Wynson Management Services Ltd., a private company controlled by Sonny Chew, Corporate Secretary and a Director of the Company, and his spouse, for bookkeeping and accounting services.

Other than described above, there have been no transactions since 2/28/2006, or proposed transactions, which have materially affected or will materially affect the Company in which any Director, Executive Officer, or beneficial holder of more than 10% of the outstanding common stock, or any of their respective relatives, spouses, associates or affiliates has had or will have any direct or material indirect interest.

Director Independence

Of the three members of the Board of Directors, only Terrance Owen is independent. Harry Chew is not independent by virtue of his position as President/CEO/CFO; and Sonny Chew is not independent by virtue of his position as Corporate Secretary and being the brother of Harry Chew.

ITEM 13. EXHIBITS AND REPORTS ON FORM 8-K

2. Plan of acquisition, reorganization, arrangement, liquidation, or succession:
   Incorporated by reference to Form 8-K filed 4/10/2007
   No Disclosure Necessary
3. Articles of Incorporation/By-Laws:
   Incorporated by reference to Form 10-SB Registration Statement Filed 3/13/2002, as amended.
4. Instruments defining the rights of holders, incl. indentures
   --- Refer to Exhibit #3 ---
9. Voting Trust Agreements: No Disclosure Necessary.
10. Material Contracts:
   Incorporated by reference to Form 10-SB Registration Statement Filed 3/13/2002, as amended;
   Incorporated by reference to Form 8-K filed 4/10/2007
11. Statement re Computation of Per Share Earnings: No Disclosure Necessary
13. Annual or quarterly reports, Form 10-Q: No Disclosure Necessary
14. Code of Ethics: No Disclosure Necessary
16. Letter on Change of Certifying Accountant:
18. Letter on change in accounting principles: No Disclosure Necessary
20. Other documents or statements to security holders: No Disclosure Necessary
21. Subsidiaries of the Registrant: No Disclosure Necessary
22. Published report regarding matters submitted to vote: No Disclosure Necessary
23. Consent of Experts and Counsel: No Disclosure Necessary
24. Power of Attorney: No Disclosure Necessary
31. Rule 13a/15d-14(a) Certifications attached
32. Section 1350 Certifications attached
99. Additional Exhibits: No Disclosure Necessary

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

Professional accounting services were rendered by Manning Elliott LLP for Fiscal 2008 and Fiscal 2007.

Audit Fees

The aggregate fees billed for professional services rendered by the Company’s principal accountant for the audit of the Company’s annual financial statements and for the review of the financial statements, included in the Company’s quarterly reports on Form 10-QSB, for the fiscal years ended 2/29/2008 and 2/28/2007 were $13,700 and $10,000,respectively.

Audit Related Fees

The Company incurred $1,000 and nil fees during the last two fiscal years for assurance and related services by the Company’s principal accountant that were reasonably related to the performance of the audit of the Company’s financial statements.

Tax Fees

The Company incurred fees totaling $500 and $500 during the fiscal years ended 2/29/2008 and 2/28/2007, respectively, for professional services rendered by the Company’s principal accountant for tax compliance.

All Other Fees

The Company incurred no fees during the last two fiscal years for any other services rendered by the Company’s principal accountant.

BI-OPTIC VENTURES INC.

FINANCIAL STATEMENTS

YEARS ENDED

FEBRUARY 29, 2008 AND FEBRUARY 28, 2007

MANNING ELLIOTT
CHARTERED ACCOUNTANTS
11th floor, 1050 West Pender Street, Vancouver, BC, Canada V6E 3S7
Phone: 604. 714. 3600 Fax: 604. 714. 3669 Web: manningelliott.com

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Stockholders of
Bi-Optic Ventures Inc. (A Development Stage Company)

We have audited the accompanying balance sheets of Bi-Optic Ventures Inc. (A Development Stage Company) as of February 29, 2008 and February 28, 2007, and the related statements of operations, cash flows and stockholders' deficit for the years then ended and accumulated for the period from May 31, 1984 (Date of Inception) to February 29, 2008. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States) and Canadian generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Bi-Optic Ventures Inc. (A Development Stage Company) as of February 29, 2008 and February 28, 2007, and the results of its operations and its cash flows for the years then ended and accumulated for the period from May 31, 1984 (Date of Inception) to February 29, 2008, in conformity with accounting principles generally accepted in the United States.

The accompanying financial statements have been prepared assuming the Company will continue as a going concern. As discussed in Note 1 to the financial statements, the Company has a working capital deficiency and has incurred operating losses since inception. These factors raise substantial doubt about the Company's ability to continue as a going concern. Management's plans in regard to these matters are also discussed in Note 1. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ MANNING ELLIOTT LLP

CHARTERED ACCOUNTANTS

Vancouver, Canada

May 23, 2008

Bi-Optic Ventures Inc.
(A Development Stage Company)
Balance Sheets
(expressed in Canadian dollars)

	February 29, 2008 $	February 28, 2007 $
Assets		
Current Assets		
Cash	58	-
Amounts receivable	3,20	6,64
Advances to Pacific Bio-Pharmaceuticals, Inc. (Note 7)	65,44	-
Prepaid expenses	17,94	5,92
Total Current Assets	87,17	12,56
Property and Equipment (Note 3)	14,23	14,13
Total Assets	101,41	26,70
Liabilities and Stockholders' Deficit		
Current Liabilities		
Cheques issued in excess of funds on deposit	-	83
Accounts payable	48,66	49,37
Accrued liabilities	5,95	1,60
Loans payable (Note 4)	119,79	-
Due to related parties (Note 5)	277,06	21,18
Total Liabilities	451,47	72,99
Contingencies (Note 1)		
Subsequent Event (Note 8)		
Stockholders' Deficit		
Common Stock: Unlimited common shares authorized without par value; 10,012,235 shares issued and outstanding	3,768,18	3,768,18
Deficit Accumulated During the Development Stage	(4,118,246	(3,814,471
Total Stockholders' Deficit	(350,066	(46,291
Total Liabilities and Stockholders' Deficit	101,41	26,70

(The accompanying notes are an integral part of the financial statements)

Bi-Optic Ventures Inc.
(A Development Stage Company)
Statements of Operations
(expressed in Canadian dollars)

	Accumulated from May 31, 1984 (Date of Inception) to February 29, 2008 $	For the Years Ended February 29, 2008 $	February 28, 2007 $
Revenue			
Expenses			
Acquisition costs written-off	347,815	-	-
Amortization	14,039	4,35	2,71
Bad debts	20,658	-	-
Consulting and management fees (Notes 5(a) and (d))	624,631	86,57	96,41
Investor and public relations	89,455	5,81	5,20
Office, rent and telephone (Note 5(b))	379,587	67,55	50,65
Professional fees (Note 5(c))	558,665	97,35	155,84
Transfer agent and regulatory fees	101,946	10,96	15,50
Travel and promotion	310,241	31,15	81,26
Total Expenses	2,447,037	303,77	407,59
Loss from Operations	(2,447,037)	(303,775	(407,597
Other Income			
Accounts payable written-off	49,341	-	-
Interest and other income	13,729	-	-
Total Other Income	63,070	-	-
Net Loss Before Discontinued Operations	(2,383,967)	(303,775	(407,597
Loss from Discontinued Operations	(1,734,279)	-	-
Net Loss for the Period	(4,118,246)	(303,775	(407,597
Net Loss Per Share – Basic and Diluted		(0.03	(0.04
Weighted Average Shares Outstanding		10,012,23	9,546,00

(The accompanying notes are an integral part of the financial statements)

Bi-Optic Ventures Inc.
(A Development Stage Company)
Statements of Cash Flows
(expressed in Canadian dollars)

	Accumulated from May 31, 1984 (Date of Inception) to February 29, 2008 $	For the Years Ended February 29, 2008 $	February 28, 2007 $
Operating Activities			
Net loss for the period	(4,118,246)	(303,775	(407,597
Adjustments to reconcile net loss to net cash used in operating activities			
Acquisition costs written-off	347,815	–	–
Amortization	15,641	4,35	2,71
Assets written-off	388,226	–	–
Bad debts	20,658	–	–
Changes in operating assets and liabilities			
Amounts receivable	(23,866)	3,43	(4,868
Advances to Pacific Bio-Pharmaceuticals, Inc.	(65,447)	(65,447	–
Prepaid expenses	(17,942)	(12,021	1,49
Cheques issued in excess of funds on deposit	–	(830	83
Accounts payable and accrued liabilities	302,407	3,64	47,10
Due to related parties	277,065	255,87	21,18
Net Cash Used in Operating Activities	(2,873,689)	(114,763	(339,130
Investing Activities			
Net cash used in discontinued operations	(362,241)	–	–
Acquisition of property and equipment	(29,875)	(4,453	(12,526
Net Cash Used in Investing Activities	(392,116)	(4,453	(12,526
Financing Activities			
Proceeds from loans payable	120,409	120,40	–
Issuance of common shares	3,168,051	–	275,70
Share issuance costs	(21,462)	–	–
Net Cash Provided by Financing Activities	3,266,998	120,40	275,70
Effect of Exchange Rate Changes on Cash	(613)	(613	–
Change in Cash	580	58	(75,956
Cash - Beginning of Period	–	–	75,95
Cash - End of Period	580	58	–
Non-cash Investing and Financing Activities			
Shares issued to settle debt	247,791	–	–
Shares issued for finders' fees	50,400	–	–
Shares issued to acquire mineral properties	275,000	–	–
Supplemental Disclosures			
Interest paid	–	–	–
Income tax paid	–	–	–

(The accompanying notes are an integral part of the financial statements)

Bi-Optic Ventures Inc.
(A Development Stage Company)
Statement of Stockholders' Deficit
From February 28, 2003 to February 29, 2008
(expressed in Canadian dollars)

	Common Stock Shares #	Common Stock Amount $	Common Stock Subscribed $	Deficit Accumulated During the Development Stage $	Total $
Balance – February 28, 2003	4,364,23	2,639,19	-	(2,792,352	(153,160
Shares issued pursuant to the exercise of warrants at $0.10 per share	800,00	80,00	-	-	80,00
Share subscriptions received	-	-	48,40	-	48,40
Net loss for the year	-	-	-	(121,340	(121,340
Balance – February 29, 2004	5,164,23	2,719,19	48,40	(2,913,692	(146,100
Shares issued pursuant to a private placement at $0.16 per share	1,500,00	240,00	(48,400	-	191,60
Shares issued pursuant to the exercise of warrants at $0.215 per share	350,00	75,25	-	-	75,25
Share issuance costs	-	(9,912	-	-	(9,912
Net loss for the year	-	-	-	(293,380	(293,380
Balance – February 28, 2005	7,014,23	3,024,53	-	(3,207,072	(182,542
Shares issued pursuant to a private placement at $0.25 per share	929,00	232,25	-	-	232,25
Shares issued pursuant to the exercise of warrants at $0.215 per share	1,150,00	247,25	-	-	247,25
Share issuance costs	-	(11,550	-	-	(11,550
Net loss for the year	-	-	-	(199,802	(199,802
Balance – February 28, 2006	9,093,23	3,492,48	-	(3,406,874	85,60
Shares issued pursuant to the exercise of warrants at $0.30 per share	919,00	275,70	-	-	275,70
Net loss for the year	-	-	-	(407,597	(407,597
Balance – February 28, 2007	10,012,23	3,768,18	-	(3,814,471	(46,291
Net loss for the year	-	-	-	(303,775	(303,775
Balance – February 29, 2008	10,012,23	3,768,18	-	(4,118,246	(350,066

(The accompanying notes are an integral part of the financial statements)

1. Nature of Operations and Continuance of Business

The Company was incorporated in the province of British Columbia, Canada on May 31, 1984. The Company filed a 10-SB Registration Statement with the U.S. Securities Exchange Commission in 2003. The Company is a development Stage Company, as defined by Statement of Financial Accounting Standard ("SFAS") No.7, "Accounting and Reporting by Development Stage Enterprises". The Company is currently evaluating various business opportunities.

These financial statements have been prepared on a going concern basis, which implies the Company will continue to realize its assets and discharge its liabilities in the normal course of business. The Company has never generated revenues since inception and has never paid any dividends and is unlikely to pay dividends or generate earnings in the immediate or foreseeable future. The continuation of the Company as a going concern is dependent upon the continued financial support from its shareholders, the ability of the Company to obtain necessary equity financing to continue operations, and the attainment of profitable operations. As at February 29, 2008, the Company has a working capital deficit of $364,301 and has accumulated losses of $4,118,246 since inception. These factors raise substantial doubt regarding the Company's ability to continue as a going concern. These financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

2. Summary of Significant Accounting Policies

(a) Basis of Presentation

These financial statements and related notes are presented in accordance with accounting principles generally accepted in the United States and are expressed in Canadian dollars. The Company has not produced any revenue and is a development stage company as defined by SFAS No. 7. There are no financial statements using Canadian generally accepted accounting principles, however, there would be no material reconciling items other than presentation items.

(b) Use of Estimates

The preparation of financial statements in accordance with United States generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses in the reporting period. The Company regularly evaluates estimates and assumptions related to the recoverability of long-lived assets and deferred income tax asset valuations. The Company bases its estimates and assumptions on current facts, historical experience and various other factors that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the accrual of costs and expenses that are not readily apparent from other sources. The actual results experienced by the Company may differ materially and adversely from the Company's estimates. To the extent there are material differences between the estimates and the actual results, future results of operations will be affected.

(c) Cash and Cash Equivalents

The Company considers all highly liquid instruments with a maturity of three months or less at the time of issuance to be cash equivalents.

(expressed in Canadian dollars)

2. Summary of Significant Accounting Policies (continued)

(d) Property and Equipment

Property and equipment is recorded at cost. Amortization is computed at the following rates:

Computer equipment	30% declining balance
Furniture and equipment	20% declining balance
Leasehold improvements	5 years straight-line

(e) Long-lived Assets

In accordance with Financial Accounting Standards Board (“FASB”) SFAS No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets”, the carrying value of intangible assets and other long-lived assets is reviewed on a regular basis for the existence of facts or circumstances that may suggest impairment. The Company recognizes an impairment when the sum of the expected undiscounted future cash flows is less than the carrying amount of the asset. Impairment losses, if any, are measured as the excess of the carrying amount of the asset over its estimated fair value.

(f) Income Taxes

The Company accounts for income taxes using the asset and liability method in accordance with SFAS No. 109, “Accounting for Income Taxes”. The asset and liability method provides that deferred tax assets and liabilities are recognized for the expected future tax consequences of temporary differences between the financial reporting and tax bases of assets and liabilities, and for operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using the currently enacted tax rates and laws that will be in effect when the differences are expected to reverse. The Company records a valuation allowance to reduced deferred tax assets to the amount that is believed more likely than not to be realized.

(g) Financial Instruments

The fair values of cash, amounts receivable, accounts payable, accrued liabilities, loans payable and due to related parties approximate their carrying values due to the relatively short maturity of these instruments.

(h) Comprehensive Loss

SFAS No. 130, “Reporting Comprehensive Income,” establishes standards for the reporting and display of comprehensive loss and its components in the financial statements. As at February 29, 2008 and February 28, 2007, the Company has no items that represent comprehensive loss and, therefore, has not included a schedule of comprehensive loss in the financial statements.

(i) Earnings (Loss) per Share

The Company computes earnings (loss) per share in accordance with SFAS No. 128, "Earnings per Share". SFAS No. 128 requires presentation of both basic and diluted earnings per share (EPS) on the face of the income statement. Basic EPS is computed by dividing earnings (loss) available to common shareholders (numerator) by the weighted average number of common shares outstanding (denominator) during the period. Diluted EPS gives effect to all dilutive potential common shares outstanding during the period including stock options, using the treasury stock method, and convertible preferred stock, using the if-converted method. In computing diluted EPS, the average stock price for the period is used in determining the number of shares assumed to be purchased from the exercise of stock options or warrants. Diluted EPS excludes all dilutive potential common shares if their effect is anti dilutive.

2. Summary of Significant Accounting Policies (continued)

(j) Stock-based Compensation

The Company records stock-based compensation in accordance with SFAS No. 123R, “Share Based Payments”, using the fair value method. The Company has not issued any stock options since its inception. All transactions in which goods or services are the consideration received for the issuance of equity instruments are accounted for based on the fair value of the consideration received or the fair value of the equity instrument issued, whichever is more reliably measurable.

(k) Recent Accounting Pronouncements

In March 2008, the FASB issued SFAS No. 161, “Disclosures about Derivative Instruments and Hedging Activities – an amendment to FASB Statement No. 133”. SFAS No. 161 is intended to improve financial standards for derivative instruments and hedging activities by requiring enhanced disclosures to enable investors to better understand their effects on an entity's financial position, financial performance, and cash flows. Entities are required to provide enhanced disclosures about: (a) how and why an entity uses derivative instruments; (b) how derivative instruments and related hedged items are accounted for under Statement 133 and its related interpretations; and (c) how derivative instruments and related hedged items affect an entity’s financial position, financial performance, and cash flows. It is effective for financial statements issued for fiscal years beginning after November 15, 2008, with early adoption encouraged. The adoption of this statement is not expected to have a material effect on the Company’s financial statements.

In December 2007, the FASB issued SFAS No. 141 (revised 2007), “Business Combinations”. This statement replaces SFAS No. 141 and defines the acquirer in a business combination as the entity that obtains control of one or more businesses in a business combination and establishes the acquisition date as the date that the acquirer achieves control. SFAS 141 (revised 2007) requires an acquirer to recognize the assets acquired, the liabilities assumed, and any noncontrolling interest in the acquiree at the acquisition date, measured at their fair values as of that date. SFAS 141 (revised 2007) also requires the acquirer to recognize contingent consideration at the acquisition date, measured at its fair value at that date. This statement is effective for fiscal years, and interim periods within those fiscal years, beginning on or after December 15, 2008. Earlier adoption is prohibited. The adoption of this statement is not expected to have a material effect on the Company's financial statements.

In December 2007, the FASB issued SFAS No. 160, “Noncontrolling Interests in Consolidated Financial Statements Liabilities –an Amendment of ARB No. 51”. This statement amends ARB No. 51 to establish accounting and reporting standards for the Noncontrolling interest in a subsidiary and for the deconsolidation of a subsidiary. This statement is effective for fiscal years, and interim periods within those fiscal years, beginning on or after December 15, 2008. Earlier adoption is prohibited. The adoption of this statement is not expected to have a material effect on the Company's financial statements.

In February 2007, the FASB issued SFAS No. 159, “The Fair Value Option for Financial Assets and Financial Liabilities – Including an Amendment of FASB Statement No. 115”. This statement permits entities to choose to measure many financial instruments and certain other items at fair value. Most of the provisions of SFAS No. 159 apply only to entities that elect the fair value option. However, the amendment to SFAS No. 115 “Accounting for Certain Investments in Debt and Equity Securities” applies to all entities with available-for-sale and trading securities. SFAS No. 159 is effective as of the beginning of an entity’s first fiscal year that begins after November 15, 2007. Early adoption is permitted as of the beginning of a fiscal year that begins on or before November 15, 2007, provided the entity also elects to apply the provision of SFAS No. 157, “Fair Value Measurements”. The adoption of this statement is not expected to have a material effect on the Company's future reported financial position or results of operations.

2. Summary of Significant Accounting Policies (continued)

(k) Recent Accounting Pronouncements (continued)

In September 2006, the FASB issued SFAS No. 158, “Employers’ Accounting for Defined Benefit Pension and Other Postretirement Plans – an amendment of FASB Statements No. 87, 88, 106, and 132(R)”. This statement requires employers to recognize the overfunded or underfunded status of a defined benefit postretirement plan (other than a multiemployer plan) as an asset or liability in its statement of financial position and to recognize changes in that funded status in the year in which the changes occur through comprehensive income of a business entity or changes in unrestricted net assets of a not-for-profit organization. This statement also requires an employer to measure the funded status of a plan as of the date of its year-end statement of financial position, with limited exceptions. The provisions of SFAS No. 158 are effective for employers with publicly traded equity securities as of the end of the fiscal year ending after December 15, 2006. The adoption of this statement did not have a material effect on the Company's reported financial position or results of operations.

In September 2006, the SEC issued Staff Accounting Bulletin (“SAB”) No. 108, “Considering the Effects of Prior Year Misstatements when Quantifying Misstatements in Current Year Financial Statements.” SAB No. 108 addresses how the effects of prior year uncorrected misstatements should be considered when quantifying misstatements in current year financial statements. SAB No. 108 requires companies to quantify misstatements using a balance sheet and income statement approach and to evaluate whether either approach results in quantifying an error that is material in light of relevant quantitative and qualitative factors. SAB No. 108 is effective for periods ending after November 15, 2006. The adoption of this statement did not have a material effect on the Company's reported financial position or results of operations.

In September 2006, the FASB issued SFAS No. 157, “Fair Value Measurements”. The objective of SFAS No. 157 is to increase consistency and comparability in fair value measurements and to expand disclosures about fair value measurements. SFAS No. 157 defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles, and expands disclosures about fair value measurements. SFAS No. 157 applies under other accounting pronouncements that require or permit fair value measurements and does not require any new fair value measurements. The provisions of SFAS No. 157 are effective for fair value measurements made in fiscal years beginning after November 15, 2007. The adoption of this statement is not expected to have a material effect on the Company's future reported financial position or results of operations.

In June 2006, the FASB issued FASB Interpretation No. 48, “Accounting for Uncertainty in Income Taxes, an interpretation of FASB Statements No. 109” (“FIN 48”). FIN 48 clarifies the accounting for uncertainty in income taxes by prescribing a two-step method of first evaluating whether a tax position has met a more likely than not recognition threshold and second, measuring that tax position to determine the amount of benefit to be recognized in the financial statements. FIN 48 provides guidance on the presentation of such positions within a classified statement of financial position as well as on derecognition, interest and penalties, accounting in interim periods, disclosure, and transition. FIN 48 is effective for fiscal years beginning after December 15, 2006. The adoption of this statement did not have a material effect on the Company's financial statements.

(expressed in Canadian dollars)

2. Summary of Significant Accounting Policies (continued)

(k) Recent Accounting Pronouncements (continued)

In March 2006, the FASB issued SFAS No. 156, "Accounting for Servicing of Financial Assets, an amendment of FASB Statement No. 140, Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities". This statement requires all separately recognized servicing assets and servicing liabilities be initially measured at fair value, if practicable, and permits for subsequent measurement using either fair value measurement with changes in fair value reflected in earnings or the amortization and impairment requirements of Statement No. 140. The subsequent measurement of separately recognized servicing assets and servicing liabilities at fair value eliminates the necessity for entities that manage the risks inherent in servicing assets and servicing liabilities with derivatives to qualify for hedge accounting treatment and eliminates the characterization of declines in fair value as impairments or direct write-downs. SFAS No. 156 is effective for an entity's first fiscal year beginning after September 15, 2006. The adoption of this statement did not have a material effect on the Company's financial statements.

In February 2006, the FASB issued SFAS No. 155, "Accounting for Certain Hybrid Financial Instruments-an amendment of FASB Statements No. 133 and 140", to simplify and make more consistent the accounting for certain financial instruments. SFAS No. 155 amends SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities", to permit fair value re-measurement for any hybrid financial instrument with an embedded derivative that otherwise would require bifurcation, provided that the whole instrument is accounted for on a fair value basis. SFAS No. 155 amends SFAS No. 140, "Accounting for the Impairment or Disposal of Long-Lived Assets", to allow a qualifying special-purpose entity to hold a derivative financial instrument that pertains to a beneficial interest other than another derivative financial instrument. SFAS No. 155 applies to all financial instruments acquired or issued after the beginning of an entity's first fiscal year that begins after September 15, 2006, with earlier application allowed. The adoption of this statement did not have a material effect on the Company's financial statements.

3. Property and Equipment

	Cost $	Accumulated Amortization $	February 29, 2008 Net Carrying Value $	February 28, 2007 Net Carrying Value $
Computer equipment	16,787	7,840	8,947	7,373
Furniture and equipment	6,932	5,954	978	1,223
Leasehold improvements	6,157	1,847	4,310	5,54
	29,876	15,64	14,235	14,137

4. Loans Payable

As at February 29, 2008, the Company owes $110,000 and $9,796 (US$10,000) to a non-related third party. The loan bears interest at a rate of 1.5% per month, is unsecured and due on demand. The Company was to issue 80,000 common shares on completion of the acquisition described in Note 7 in addition to full repayment of the loan plus accrued interest. A cash finders’ fee of 7% has been accrued on a portion of this loan.

(expressed in Canadian dollars)

5. Related Party Transactions

(a) During the year ended February 29, 2008, the Company incurred $30,000 (year ended February 28, 2007 - $30,000) in management fees to a company controlled by the CFO of the Company.

(b) During the year ended February 29, 2008, the Company incurred $30,000 (year ended February 28, 2007 - $30,000) in rent to a company controlled by the CFO of the Company.

(c) During the year ended February 29, 2008, the Company incurred $24,000 (year ended February 28, 2007 - $24,000) in professional fees to a company controlled by a director.

(d) During the year ended February 29, 2008, the Company incurred $32,533 (year ended February 28, 2007 - $Nil) in consulting fees to a company controlled by the President of the Company.

(e) As at February 29, 2008, an amount of $2,955 (February 28, 2007 - $8,186) is due to the CFO of the Company and is without interest, unsecured and due on demand.

(f) As at February 29, 2008, an amount of $111,510 (February 28, 2007 - $Nil) is owed to the spouse of the CFO of the Company. Of this amount, $80,000 bears interest at 1.5% per month. The entire balance is unsecured and due on demand. As at February 29, 2008, an amount of $6,000 (February 28, 2007 - $Nil) is owed to a company controlled by the spouse of the CFO of the Company and is without interest, unsecured and due on demand.

(g) As at February 29, 2008, an amount of $25,300 (February 28, 2007 - $Nil) is owed to a company controlled by the President of the Company and is without interest, unsecured and due on demand.

(h) As at February 29, 2008, an amount of $127,100 (February 28, 2007 - $13,000) is owed to companies controlled by the CFO of the Company and is without interest, unsecured and due on demand.

(i) As at February 29, 2008, an amount of $4,200 (February 28, 2007 - $Nil) is owed to a director of the Company and is without interest, unsecured and due on demand.

6. Income Taxes

The income tax benefit differs from the amount computed by applying the federal income tax rate of 34.12% to net loss before income taxes for the years ended February 29, 2008 and 2007 as a result of the following:

	Year Ended February 29, 2008 $	Year Ended February 28, 2007 $
Income tax benefit computed at the statutory rate	103,6	139,07
Permanent differences and other		2,
Change in enacted tax rates	(129,48	(21,389
Net operating loss expired	(46,3	(92,279
Change in valuation allowance	71	(26,587
Provision for income taxes		

(expressed in Canadian dollars)

6. Income Taxes (continued)

Significant components of the Company's deferred tax assets and liabilities as at February 29, 2008 and February 28, 2007, after applying enacted corporate income tax rates, are as follows:

	February 29, 2008 $	February 28, 200 $
Deferred income tax assets		
Cumulative net operating losses	413,761	484,5
Property and equipment	843	
Valuation allowance	(414,604)	(486,55
Net deferred income tax asset	–	

As at February 29, 2008, the Company has net operating losses carried forward of $1,591,389 which are available to offset future years' taxable income. These losses expire as follows:

2009	$	143,52
2010		128,54
2011		118,81
2015		286,81
2016		198,62
2027		408,01
2028		307,04
	$	1,591,38

7. Pending Business Acquisition

On March 22, 2007 the Company entered into an agreement with Pacific Bio-Pharmaceuticals, Inc. ("Pacific"), PRB Pharmaceuticals, Inc. ("PRB"), and all of the shareholders of Pacific pursuant to which the Company has agreed to acquire all of the issued and outstanding shares and share purchase warrants of Pacific in exchange for one common share and one share purchase warrant of the Company, as applicable (the "Acquisition"). The Company has agreed to issue a maximum of 20,000,000 common shares and 2,500,000 share purchase warrants to acquire Pacific, assuming the completion of Pacific's planned private placement financing prior to the closing of the Acquisition. Pacific is a privately held Nevada corporation with offices in California that holds rights, directly and through a license from PRB, to certain biopharmaceutical technologies that have demonstrated potential effectiveness against several influenza strains. Provisional patent applications have been made in the United States for certain aspects of the technologies.

The Company entered into a sponsorship agreement with Global Maxfin Capital Inc. ("Global"). Global has agreed to act as sponsor to the Company in connection with the acquisition of Pacific. Under the terms of the sponsorship agreement, Global will be paid $15,000 plus reimbursement for its reasonable out-of-pocket expenses and disbursements including legal fees incurred.

The Company will complete a non-brokered private placement of up to 4,000,000 units at a price of $0.50 per unit for gross proceeds of up to $2,000,000. Each unit will consist of one common share and one-half transferable share purchase warrant. Each whole purchase warrant will be exercisable into one common share for a period of one year from closing at a price of $0.65 per share. An additional finder's fee of cash and share purchase warrants, in accordance with Exchange policies, will be paid on a portion of the placement.

7. Pending Business Acquisition (continued)

Concurrently with the closing, the Company will change its name to "Pacific Bio-Pharmaceuticals International Inc.", or such other name as may be determined by the directors, subject to TSX Venture Exchange (the “Exchange”) and shareholder approval. The Company has advanced $65,447 to Pacific Bio-Pharmaceuticals, Inc. on a demand loan basis without interest. A finder’s fee of 500,000 common shares will be payable by the Company on closing of the Acquisition subject to Exchange approval.

8. Subsequent Event

As of May 20, 2008, the Company is no longer proceeding with the acquisition of Pacific as described in Note 7.

SIGNATURE PAGE

Pursuant to the requirements of Section 12g of the Securities Exchange Act of 1934, the Registrant certifies that it meets all of the requirements for filing on Form 10-KSB and has duly caused this Annual Report to be signed on its behalf by the undersigned, thereunto duly authorized.

Bi-Optic Ventures Inc. --– SEC File #000-49685
Registrant

Dated: May 29, 2008 By /s/ Harry Chew
Harry Chew, President/CEO/CFO/Director

Dated: May 29, 2008 By /s/ Sonny Chew
Sonny Chew, Corporate Secretary/Director

EXHIBIT 31.1

SARBANES-OXLEY SECTION 302 CERTIFICATION

I, Harry Chew, certify that:

1. I have reviewed this annual report on Form 10-KSB of Bi-Optic Ventures Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;

4. The Registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the Registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
b) Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
c) Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the Registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and

5. The Registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and
b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

/s/ Harry CHew
Harry Chew
Chief Executive Officer
May 29, 2008

EXHIBIT 31.1

SARBANES-OXLEY SECTION 302 CERTIFICATION

I, Harry Chew, certify that:

1. I have reviewed this annual report on Form 10-KSB of Bi-Optic Ventures Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;

4. The Registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the Registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
b) Evaluated the effectiveness of the Registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
c) Disclosed in this report any change in the Registrant’s internal control over financial reporting that occurred during the Registrant’s most recent fiscal quarter (the Registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant’s internal control over financial reporting; and

5. The Registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant’s auditors and the audit committee of the Registrant’s board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant’s ability to record, process, summarize and report financial information; and
b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant’s internal control over financial reporting.

/s/ Harry Chew
Harry Chew
Chief Financial Officer
May 29, 2008

EXHIBIT 32.1

SARBANES-OXLEY SECTION 906 CERTIFICATION

In connection with the Annual Report of Bi-Optic Ventures Inc. (the “Company”) on Form 10-KSB for the period ended February 29, 2008 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Harry Chew, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Harry Chew
Harry Chew
Chief Executive Officer
May 29, 2008

EXHIBIT 32.2

SARBANES-OXLEY SECTION 906 CERTIFICATION

In connection with the Annual Report of Bi-Optic Ventures Inc. (the “Company”) on Form 10-KSB for the period ended February 29, 2008 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Harry Chew, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Harry Chew
Harry Chew
Chief Financial Officer
May 29, 2008