

FORM 5

QUARTERLY LISTING STATEMENT

Name of CNSX Issuer: Royal Oak Ventures Inc. (the "Issuer").

Trading Symbol: ROV (common shares) and ROV.B (non-voting shares)

This Quarterly Listing Statement must be posted on or before the day on which the Issuer's unaudited interim financial statements are to be filed under the Securities Act, or, if no interim statements are required to be filed for the quarter, within 60 days of the end of the Issuer's first, second and third fiscal quarters. This statement is not intended to replace the Issuer's obligation to separately report material information forthwith upon the information becoming known to management or to post the forms required by the CNSX Policies. If material information became known and was reported during the preceding quarter to which this statement relates, management is encouraged to also make reference in this statement to the material information, the news release date and the posting date on the CNSX.ca website.

General Instructions

- (a) Prepare this Quarterly Listing Statement using the format set out below. The sequence of questions must not be altered nor should questions be omitted or left unanswered. The answers to the following items must be in narrative form. When the answer to any item is negative or not applicable to the Issuer, state it in a sentence. The title to each item must precede the answer.
- (b) The term "Issuer" includes the CNSX Issuer and any of its subsidiaries.
- (c) Terms used and not defined in this form are defined or interpreted in Policy 1 – Interpretation and General Provisions.

There are three schedules which must be attached to this report as follows:

SCHEDULE A: FINANCIAL STATEMENTS

Financial statements are required as follows:

For the first, second and third financial quarters interim financial statements prepared in accordance with the requirements under Ontario securities law must be attached.

If the Issuer is exempt from filing certain interim financial statements, give the date of the exempting order.

SCHEDULE B: SUPPLEMENTARY INFORMATION

The supplementary information set out below must be provided when not included in Schedule A.

1. Related party transactions

Provide disclosure of all transactions with a Related Person, including those previously disclosed on Form 10. Include in the disclosure the following information about the transactions with Related Persons:

- (a) A description of the relationship between the transacting parties. Be as precise as possible in this description of the relationship. Terms such as affiliate, associate or related company without further clarifying details are not sufficient.
- (b) A description of the transaction(s), including those for which no amount has been recorded.
- (c) The recorded amount of the transactions classified by financial statement category.
- (d) The amounts due to or from Related Persons and the terms and conditions relating thereto.
- (e) Contractual obligations with Related Persons, separate from other contractual obligations.
- (f) Contingencies involving Related Persons, separate from other contingencies.

A wholly owned subsidiary of Brookfield Asset Management Inc. (“Brookfield”) owns 48% of the company’s voting shares and 67% of the company’s non-voting shares for a combined economic interest of 67% in the company. As such, Brookfield’s affiliates, with whom the company transacts in the ordinary course of business, are deemed to related parties by virtue of the common ownership. Related party transactions are recorded at the exchange amount, which are equivalent to normal market terms.

The statements of financial position included the following related party balances:

(Thousands)	Note	June 30, 2012	December 31, 2011
Marketable securities	(a)	\$13,162	\$13,196
Cash and cash equivalents	(b)	2,331	2,331
Accounts receivable	(c)	108	123
Accounts payable	(d)	480	—

(a) Marketable securities

As part of the ordinary course of business, the company invests in marketable securities in order to generate returns, a number of which are related party securities. These investments are consistent with the company’s desired risk profile and returns. Included in investment

income for the quarter is \$0.2 million (2011 – \$0.2 million) of income earned from securities in related parties.

(b) Cash and cash equivalents

Included in cash and cash equivalents are funds on deposit with Brookfield Holdings Canada Inc., a Brookfield subsidiary, which are due on demand.

(c) Accounts receivable

Related accounts receivable include dividends and interests receivable of certain related party investments. The fair value of the foreign exchange forward contract with Brookfield Holdings Canada Inc. was recorded in the accounts receivable at December 31, 2011.

(d) Accounts payable

A foreign exchange forward contract with Brookfield Holdings Canada Inc. is outstanding at June 30, 2012 with a notional amount of US\$17.5 million (2011 – US\$13.6 million). The contract mitigates the foreign currency exposure of the U.S. dollar denominated investments held by the company. The fair value of the contract at June 30, 2012 is a loss of \$480 thousand and is included in accounts payable.

The company has a \$10.0 million credit facility with Brookfield Holdings Canada Inc., a wholly-owned subsidiary of Brookfield Asset Management Inc. (see Note 6), available for drawdown which is due on demand and matures on December 31, 2012. The facility charges interest at prime rate plus 7%, and a standby fee of 25 basis points on the undrawn balance. As at June 30, 2012, the company's outstanding balance was \$nil (2011 – \$nil).

2. Summary of securities issued and options granted during the period.

Provide the following information for the period beginning on the date of the last Listing Statement (Form 2A):

(a) summary of securities issued during the period, **NONE**

Date of Issue	Type of Security (common shares, convertible debentures, etc.)	Type of Issue (private placement, public offering, exercise of warrants, etc.)	Number	Price	Total Proceeds	Type of Consideration (cash, property, etc.)	Describe relationship of Person with Issuer (indicate if Related Person)	Commission Paid

(b) summary of options granted during the period, **NONE**

Date	Number	Name of Optionee if Related Person and relationship	Generic description of other Optionees	Exercise Price	Expiry Date	Market Price on date of Grant

3. Summary of securities as at the end of the reporting period.

Provide the following information in tabular format as at the end of the reporting period:

- (a) description of authorized share capital including number of shares for each class, dividend rates on preferred shares and whether or not cumulative, redemption and conversion provisions,
- (b) number and recorded value for shares issued and outstanding,
- (c) description of options, warrants and convertible securities outstanding, including number or amount, exercise or conversion price and expiry date, and any recorded value, and
- (d) number of shares in each class of shares subject to escrow or pooling agreements or any other restriction on transfer.

See Note 6 of the Financial Statements (Schedule A)

4. List the names of the directors and officers, with an indication of the position(s) held, as at the date this report is signed and filed.

Directors	Officers
Brian G. Kenning Frank N.C. Lochan* Terry A. Lyons* Brian M.A. Richardson* William G. Crossley* James Reid *Member of the Audit Committee	Brian G. Kenning, Chairman James Reid, President and CEO Derek E. Gorgi, Vice-President and CFO Alan J. Hutchison, Corporate Secretary

SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS

Provide Interim MD&A if required by applicable securities legislation.

Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Quarterly Listing Statement.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to CNSX that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all CNSX Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 5 Quarterly Listing Statement is true.

Dated August 28, 2012.

Derek Gorgi

Name of Director or Senior Officer



Signature

Chief Financial Officer

Official Capacity

Issuer Details Name of Issuer	For Quarter Ended	Date of Report YY/MM/D
Royal Oak Ventures Inc.	June 30, 2012	12/06/30
Issuer Address		
181 Bay Street, Suite 300		
City/Province/Postal Code	Issuer Fax No.	Issuer Telephone No.
Toronto, Ontario, M5J 2T3	N/A	(416) 363-9491
Contact Name	Contact Position	Contact Telephone No.
Derek Gorgi	Chief Financial Officer	(416) 363-9491
Contact Email Address	Web Site Address	
derek.gorgi@brookfield.com	N/A	