ROCKSHIELD CAPITAL CORP.

(formerly CuOro Resources Corp.)

MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE SIX MONTHS ENDED MAY 31, 2014

This discussion and analysis of financial position and results of operation is prepared as at July 29, 2014 and should be read in conjunction with the unaudited condensed consolidated interim financial statements and the accompanying notes for the six months ended May 31, 2014, of Rockshield Capital Corp. (*formerly CuOro Resources Corp.*) ("Rockshield" or the "Company"). The following disclosure and associated financial statements are presented in accordance with International Financial Reporting Standards ("IFRS"). Except as otherwise disclosed, all dollar figures included therein and in the following management's discussion and analysis ("MD&A") are quoted in Canadian dollars. Additional information relevant to the Company's activities can be found on SEDAR at www.sedar.com.

Forward Looking Statements

Statements contained in this MD&A that are not historical facts constitute "forward-looking statements" and are based on expectations, estimates and projections as of the date of this MD&A. Forward-looking statements include, without limitation, possible events, statements with respect to possible events, the future price of gold and silver, the realization of mineral resource estimates and success of exploration activities. The words "is expected" or "estimates" or variations of such words and phrases or statements that certain actions, events or results "may" or "could" occur and similar expressions identify forward-looking statements. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by the Company as of the date of such statements, are inherently subject to significant business, economic and competitive uncertainties and contingencies. The estimates and assumptions of the Company contained in this MD&A which may prove to be incorrect, include, but are not limited to, (1) the discovery and expansion of mineral resources on the Company's property being consistent with the Company's current expectations; (2) the implementation of Colombia's mining law and related regulations and policies being consistent with the Company's current expectations; (3) certain price assumptions for gold and silver.

Known and unknown factors could cause actual results to differ materially from those projected in the forward-looking statements. Such factors include, but are not limited to: fluctuations in the spot and forward price of gold or certain other commodities; changes in national and local government legislation, taxation, controls, regulations and political or economic developments in Canada, Colombia or other countries in which the Company does business or may carry on business in the future; business opportunities that may be presented to, or pursued by, the Company; operating or technical difficulties in connection with mining activities; the speculative nature of gold exploration and development, including the risks of obtaining necessary licenses and permits; diminishing quantities or grades of reserves; and contests over title to properties, particularly title to undeveloped properties. In addition, there are risks and hazards associated with the business of gold exploration, development and mining, including environmental hazards, industrial accidents, unusual or unexpected formations, pressures, cave-ins, flooding and gold bullion losses (and the risk of inadequate insurance, or the inability to obtain insurance, to cover these risks). Many of these uncertainties and contingencies can affect the Company's actual results and could cause actual results to differ materially from those expressed or implied in any forward-looking statements made by, or on behalf of, the Company. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Although the Company believes that the expectations in the forward-looking statements are reasonable, actual results may vary, and future results, levels of activity, performance or achievements cannot be guaranteed. The Company disclaims any obligation or intention to update or revise any forward-looking statement, whether as a result of new information, future events or otherwise, except as required by applicable law.

Company Overview

The Company was incorporated as Blue Cove Capital Corp. under the provisions of the B.C. Business Company Act on October 23, 2007. On April 18, 2011 the Company effected its name change from "Blue Cove Capital Corp." to "CuOro Resources Corp.". On May 1, 2014 the Company voluntarily delisted its common shares from the TSX Venture Exchange ("TSXV") and on May 2, 2014, the Company's common shares commenced trading on the

Canadian Securities Exchange ("CSE"). On May 30, 2014 the Company changed its name from CuOro Resources Corp. to Rockshield Capital Corp. with the CSE trading symbol of "RKS". The Company's principal office is located at #1305 - 1090 West Georgia Street, Vancouver, British Columbia, V6E 3V7.

The Company had been solely engaged in the acquisition and exploration of resource properties in Columbia. On May 6, 2014 the Company announced its intention to become a diversified company and carry on business both as an investment company and a resource company.

Carrying on business as an investment company will allow the Company the flexibility to take advantage of resource exploration and maintain greater liquidity without the inherent exposure to operational and administrative expenses directly associated with resource exploration. Although the resource sector is intended to be the focus of the Company, nothing will preclude the Company from making investments in any other industry segment or business venture.

The Company intends to become a diversified investment firm focused on but not limited to investing in early stage, high growth companies offering capital appreciation potential. Such investee companies may be private or public companies and there will be no bias to sector based on economic, financial and market conditions. The Company may take advantage of special situations and investment opportunities; as such opportunities arise, and make investments in other sectors which the Company identifies from time to time as offering particular value. The Company expects that its investment portfolio will, from time to time, be comprised of securities of both public and private issuers. As of the date of this MD&A the Company has made a number of initial investments, as described in "Results of Operations".

The Company is a reporting issuer in British Columbia and Alberta. The Company's principal office is located #1305 - 1090 West Georgia Street, Vancouver, British Columbia, V6E 3V7.

Corporate Update

On June 3, 2014 Mr. Marc Cernovitch resigned as the Company's President and Chief Executive Officer ("CEO") and Mr. Frank Taggart was appointed. Mr. Cernovitch maintains his position as a Director of the Company.

Since 1996 Mr. Taggart has been engaged in various capacities in the capital markets and has extensive experience in public and private funding, business development, consulting and advisory services to early stage and development companies. Mr. Taggart has served as an advisor to several companies to effectively optimize their capital markets and business development strategies. Additionally, Mr. Taggart has managed a private equity fund specializing in funding micro-cap companies since 2007. Mr. Taggart will now be working full time for the Company and has resigned all his other company positions, other than being a director of Saber Capital Corp., so that he may focus all of his time executing the Company's business plan. Mr. Taggart has been a long term shareholder of the Company.

Exploration Projects

Pelaya Project, Colombia

In January 2014, the Company successfully filed applications for new concession contracts in the copper-prospective Pelaya municipality of Cesar, Colombia (the "Pelaya Project"). The applications were filed with the National Mining Agency of Colombia in July 2013. According to the National Mining Agency, the Company is the "first-in" applicant for the areas that comprise the Pelaya Project and the applications are now under legal and technical review. The Company expects these concessions to be granted by the Colombian governmental authorities in Q2 or Q3 2014.

The Pelaya Project is comprised of two contiguous applications for concession contracts located in the Cesar Department of the Republic of Colombia, 360 km northeast of Medellín and 465 km north of Bogotá. Excluding areas where they overlap with one another and surrounding concession contracts, the applications total 3,309.1 hectares.

The project area is most easily accessed by road from Valledupar, Cesar. Road communication between Valledupar and the town of Pelaya is attained via National Routes 49 and 45 (Ruta del Sol). The road distance between Valledupar and the town of Pailitas is 180.1 km; the road distance between Valledupar and the town of Pelaya is 210.3 km. The Pelaya Project can be easily accessed from Pailitas or Pelaya where numerous unpaved roads cross over the Pelaya Project area.

The Pelaya Municipality is located within the Carribean Lowlands of Colombia. The climate is normally warm and dry; annual precipitation is less than 1,300 mm (heaviest May-June and October-November). Mean monthly temperatures in the area range between 26°C and 28.5°C.

Resources required to support surface exploration programs are readily available in the towns of Pelaya and Pailitas. The city of Valledupar has the necessary infrastructure and workforce to support large-scale mining operations: several large-scale coal mining operations are currently in production in the Cesar and La Guajira departments (Drummond, Anglo American, BHP Billiton, Xstrata).

Drummond International operates several open pit coal mines within the Department of Cesar, including La Loma, which is the second largest open pit mine in Colombia (located approximately 80 km north of the Pelaya Project). From La Loma, coal is transported 193 km by railcar on the renovated portion of the Colombian National Railroad System directly to Puerto Drummond, a deep-water ocean port on the Caribbean Sea near Santa Marta.

The Pelaya Project is situated in the foothills and flatlands west of the Eastern Cordillera of the Northern Colombian Andes. Elevation at the Pelaya Project ranges from approximately 140 m to 560 m ASL. Much of the Pelaya Project is comprised of gently rolling hills that have been cleared for pasturing or cultivation of crops.

No exploration efforts focusing on copper have been reported in the area of the Pelaya Project. The holders of the concessions immediately to the west of the Pelaya application group conducted minimal exploration efforts targeting high-sulphidation Au vein mineralisation present on in this area.

The Pelaya Project is located on the west margin of the Maracaibo Sub-Plate Realm where the Serranía de Perijá and Santander massif intersect, giving way to the Cesar-Ranchería and Lower Magdelena basins. The wider area around the Pelaya Project is dominated by Proterozoic metamorphic basement rocks, Palaeozoic and Mesozoic sedimentary and volcano sedimentary supracrustal rocks, and Triassic-Jurassic plutonic rocks. The Bucaramanga-Santa Marta Fault System - a 340° trending, left-lateral, strike slip fault (and deep crustal suture several hundred km in length) - forms the southwest margin of the Santander massif and crosses directly through the Pelaya Project.

Regional geologic context and field evidence indicates three possible copper-deposit target-types at the Pelaya Project area:

- (i) red bed copper;
- (ii) volcanic native copper; and,
- (iii) high sulphidation epithermal.

To date, the Company has completed several reconnaissance visits and a widely-spaced soil geochemical sampling grid at the Pelaya Project. This work has defined a copper in soil anomaly with a strike length of approximately 800 m (Singarare anomaly). Exploration work has also defined several copper in soil anomalies (Boloazul anomaly) over 4 km to the north of the Singarare anomaly. Regional geologic context and field evidence indicates the Pelaya area has potential to host a clastic-hosted (sandstone-redox and Revett-type) redbed and reduced (Kupferschiefer and Nonesuch) redbed copper deposits, as well as potential for volcanic hosted redbed copper. The occurrences discovered during the Company's work to date are of the latter type.

On the basis of the exploration completed thus far, a first phase exploration program with a budget of US $200,000 is proposed to continue examination of the Pelaya Project. The recommendations for Phase I include completion of an Airborne magnetic and radiometric survey, further soil geochemical sampling, detailed geological mapping, ground geophysics over selected targets, and trenching of selected targets.

Following completion of the first phase of surface exploration and evaluation of the results, the Company anticipates numerous drill targets will be developed. A drill program of 1,000 metres will be recommended for a Phase II evaluation of targets developed from Phase I. The budget estimate for Phase II is US $400,000. The Company plans to explore joint venture opportunities in respect of the Pelaya Project.

Qualified Person

The qualified person for the Company’s projects, Mr. Iain Kelso, P.Geo., the Company’s Vice-President Exploration, has reviewed and verified the contents of this document.

Selected Financial Data

The following selected financial information is derived from the unaudited condensed consolidated interim financial statements of the Company.

	Fiscal 2014		Fiscal 2013				Fiscal 2012	
Three Months Ended	**May 31, 2014 $**	**Feb. 28, 2014 $**	**Nov. 30, 2013 $**	**Aug. 31, 2013 $**	**May 31, 2013 $**	**Feb. 28, 2013 $**	**Nov. 30, 2012 $**	**Aug. 31, 2012 $**
Operations:								
Revenues	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Expenses	(231,405)	(171,250)	(165,854)	(197,323)	(425,856)	(518,836)	(918,166)	(649,047)
Net loss	(165,374)	(136,322)	(48,675)	(164,988)	(11,657,459)	(473,521)	(1,645,307)	(702,100)
Dividend per share	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Balance Sheet								
Working capital	5,817,972	5,989,513	6,082,949	6,217,780	6,394,902	7,038,808	7,773,263	9,769,648
Total assets	6,092,269	6,180,059	6,307,278	6,361,678	6,641,069	18,245,605	19,021,623	20,567,404
Total long-term liabilities	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Results of Operations

Three Months Ended May 31, 2014 Compared to Three Months Ended February 28, 2014

During the three months ended May 31, 2014 (the "Q2") the Company reported a net loss of $165,374 compared to a net loss of $136,322 for the three months ended February 28, 2014 (the "Q1"), an increase in loss of $29,052. The primary factors for the increase in loss during Q2 was:

(i) $35,149 (Q1 - $1,052) for legal, an increase of $34,097. The increase was mainly due to legal advice provided to the Company relating to listing on the CSE;
(ii) $89,673 (Q1 - $6,886) for professional fees, an increase of $82,787. During Q2 the Company incurred $89,673 (Q1 - $6,886) for professional fees, of which $78,000 (Q1 - $nil) was billed for corporate advisory services related to special services rendered to the Company; and
(iii) $19,707 (Q1 - $6,519) for regulatory fees, an increase of $13,188. The increase was related to listing and monthly maintenance fees on the CSE.

The increase in loss in the Q2 was partially offset by the following:

(i) $nil (Q1 - $22,440) for audit fees. The decrease was due to the timing of billings of the Company's year-ended financial statements;
(ii) during Q2 the Company incurred $39,585 (Q1 - $59,202) for officer and director compensation, a decrease of $19,617. The decrease in Q2 was mainly attributed to the reduced services provided by the Company's Vice-President of Exploration; and
(iii) during May 2014 the Company acquired 700,000 common shares of Saber Capital Corp. ("Saber") a public company traded on the TSXV, at a cost of $35,000. During Q2 the Company recorded a $52,500 unrealized gain on the investment. As at May 31, 2014 the Company's investment in Saber had a fair value of $87,500.

Six Months Ended May 31, 2014 Compared to the Six Months Ended May 31, 2013

During the six months ended May 31, 2014 (the "2014 period") the Company reported a net loss of $301,696 compared to a net loss of $12,130,980 for the six months ended May 31, 2013 (the "2013 period"), a decrease in loss of $11,829,284. The decrease was primarily attributed to:

(i) during the 2013 period the Company recorded $10,960,486 impairment expense to capitalized exploration and evaluation assets and $290,573 impairment expense to the carrying amounts of equipment and vehicles. No impairment provisions were recorded during the 2014 period; and

(ii) the result of the Company curtailing its operation in Colombia and corporate activities due to current market conditions.

General and administrative expenses decreased $542,037 from $944,692 during the 2013 period to $402,655 during the 2014 period. The primary factors for the decrease were:

(i) $2,500 (2013 - $57,276) for rent. During the 2014 period the Company incurred $nil (2013 - $40,276) for office, warehouse and apartment rents in Colombia and $2,500 (2013 - $17,000) for office rent in Canada;

(ii) $10,000 (2013 - $20,650) for investor relations. During the 2013 period the Company engaged two firms to provide marketing and investor relations services for the Company. See "Investor Relations Activities" for detailed descriptions of investor relations activities;

(iii) $98,787 (2013 - $124,886) for officer and director compensation. In October 2012 Mr. John Seaman was appointed as the interim President and CEO. Mr. Seaman was paid $30,000 during the 2013 period for his services as the Company's interim President and CEO. In July 2013 Mr. Seaman resigned as the interim President and CEO and Mr. Marc Cernovitch was appointed as the Company's President and CEO. During the 2014 period Mr. Cernovitch was paid $30,000 for his services as the Company's President and CEO. See also "Related Party Disclosures";

(iv) $3,849 (2013 - $110,618) for travel. During the 2013 period Company management made a number of trips to Colombia. Trips during the 2014 period were significantly reduced;

(v) $22,440 (2013 - $77,820) for audit fees, reflecting the reduced scope of the audit for the fiscal 2013 audit;

(vi) $96,559 (2013 - $203,348) for professional fees. During the 2013 period the Company incurred $80,632 for remuneration paid to the general manager in the Colombian office, who was employed from October 2012 through May 2013. During the 2014 period the Company also incurred $96,559 (2013 - $122,716) for fees billed by third parties for corporate advisory services;

(vii) 24,951 (2013 - $151,186) for general and administrative expenses, and telephone, website and internet costs. The decrease in the 2014 period was due to the Company significantly curtailing its operation in Colombia and corporate activities;

(viii) $28,157 (2013 - $57,402) for accounting and administration of which $16,300 (2013 - $22,400) was incurred with Chase Management Ltd. ("Chase"), a private corporation owned by Mr. Nick DeMare, a director and the CFO of the Company for bookkeeping, accounting, administration and corporate filing services provided by Chase personnel, and $11,857 (2013 - $35,002) was incurred by third parties for additional tax and accounting services; and

(ix) $3,905 (2013 - $17,817) for investment conferences. Fewer conferences were attended during the 2014 period.

During the 2014 period the Company recorded $35,382 (2013 - $45,788) interest income from demand deposits held. The decrease in interest income was due to lower levels of cash held during the 2014 period compared to the 2013 period.

During May 2014 the Company acquired 700,000 common shares of Saber at a cost of $35,000. As at May 31, 2014 the Company's investment in Saber had a fair market value of $87,500. Frank Taggart, the President of the Company, and Dave Doherty, a director of the Company, are also directors of Saber.

During the 2014 period the Company subscribed for 1,300,000 subscription receipts in 0996445 B.C. Ltd. ("0996445 BC") for $650,000, a private company proposing to conduct a corporate acquisition and a listing of its common shares on the CSE (the "Helius Listing"). Subsequent to May 31, 2014, 0996445 BC changed its name to Helius Medical Technologies, Inc. ("Helius"), and completed the corporate acquisition and Helius Listing, under which the subscription receipts were issued and converted into 1,300,000 common shares of Helius and 650,000 common share purchase warrants. Each warrant entitles the Company to purchase one additional common share of Helius at a price of $1.00 on or before May 30, 2016.

During the 2014 period the Company incurred $18,335 (2013 - $nil) for exploration activities on the Pelaya Project. During the 2013 period the Company incurred $7,327 for acquisition costs and $592,335 for exploration activities on the Santa Elena Project. See also "Exploration Projects".

Financial Condition / Capital Resources

Since inception the Company's capital resources have been limited to amounts raised from the sale of common shares in the Company.

The Company was a junior mineral exploration company that had been solely engaged in the acquisition and exploration of resource properties in Colombia. On May 6, 2014 the Company announced its intention to become a diversified company and carry on business both as an investment company and a resource company. As of the date of this MD&A the Company has acquired 700,000 common shares of Saber as a cost of $$35,000 and 1,300,000 common shares of Helius at a cost of $650,000. The Company has filed application for certain concession contracts, the Pelaya Copper Project, located in Colombia with the National Mining Agency of Colombia and is currently under legal and technical reviews. The Company continues to investigate and consider additional opportunities in the resource and other sectors that can bring value to the Company and its shareholders. During this period of investigation the Company is taking steps to reduce its corporate costs and is examining and considering all options to reduce its expenses and conserve cash.

As at May 31, 2014 the Company had working capital of approximately $5,817,972. Management considers that the Company has adequate resources to maintain current levels of corporate administration and conduct the Phase I exploration program (US $200,000) planned on the Pelaya Project. The Company is also investigating and considering additional business opportunities in other sectors. The Company's ability to continue as a going concern will be dependent upon the ability of the Company to pursue the acquisition of natural resource interests, to obtain the necessary financing to develop such properties and to establish future profitable production. In addition, any other opportunities completed by the Company may entail significant expenditures and, as a result, the Company may be required to obtain additional financing. The Company's operations are funded from equity financings which are dependent upon many external factors and may be difficult to impossible to secure or raise when required.

Subsequent to May 31, 2014 the Company completed a private placement financing of 15,000,000 units at a price of $0.085 per unit for gross proceeds of $1,275,000. The proceeds will be used for general working capital and to fund ongoing investments.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Proposed Transactions

The Company does not have any proposed transactions.

Financial Instruments and Risk Management

Categories of Financial Assets and Financial Liabilities

Financial instruments are classified into one of the following four categories: FVTPL; held-to-maturity investments; loans and receivables; and available-for-sale. The carrying values of the Company's financial instruments are classified into the following categories:

Financial Instrument	**Category**	**May 31, 2014 $**	**November 30, 2013 $**
Cash	FVTPL	5,184,185	6,087,136
Investment	FVTPL	87,500	-
Subscription held in trust	FVTPL	650,000	-
Amounts receivable	Loans and receivables	5,605	3,471
Accounts payable and accrued liabilities	Other liabilities	(132,726)	(46,039)

The Company's financial instruments recorded at fair value require disclosure about how the fair value was determined based on significant levels of inputs described in the following hierarchy:

Level 1 - Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions occur in sufficient frequency and value to provide pricing information on an ongoing basis.

Level 2 - Pricing inputs are other than quoted prices in active markets included in Level 1. Prices in Level 2 are either directly or indirectly observable as of the reporting date. Level 2 valuations are based on inputs including quoted forward prices for commodities, time value and volatility factors, which can be substantially observed or corroborated in the market place.

Level 3 - Valuations in this level are those with inputs for the asset or liability that are not based on observable market data.

The recorded amounts for amounts receivable, and accounts payable and accrued liabilities approximate their fair value due to their short-term nature. The Company's cash, investment and subscription held in trust under the fair value hierarchy are measured using Level 1 inputs.

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Credit Risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash and amounts receivable. Management believes that the credit risk concentration with respect to financial instruments included in cash and amounts receivable is remote.

Liquidity Risk

Liquidity risk is the risk that the Company will not have the resources to meet its obligations as they fall due. The Company manages this risk by closely monitoring cash forecasts and managing resources to ensure that it will have sufficient liquidity to meet its obligations. All of the Company's financial liabilities are classified as current and are anticipated to mature within the next fiscal period. The following table is based on the contractual maturity dates of financial assets and the earliest date on which the Company can be required to settle financial liabilities.

	Contractual Maturity Analysis at May 31, 2014				
	Less than 3 Months $	**3 - 12 Months $**	**1 - 5 Years $**	**Over 5 Years $**	**Total $**
Cash	5,184,185	-	-	-	5,184,185
Investment	-	87,500	-	-	87,500
Subscription held in trust	-	650,000	-	-	650,000
Amounts receivable	5,605	-	-	-	5,605
Accounts payable and accrued liabilities	(132,726)	-	-	-	(132,726)

	Contractual Maturity Analysis at November 30, 2013				
	Less than 3 Months $	**3 - 12 Months $**	**1 - 5 Years $**	**Over 5 Years $**	**Total $**
Cash	6,087,136	-	-	-	6,087,136
Amounts receivable	3,471	-	-	-	3,471
Accounts payable and accrued liabilities	(46,039)	-	-	-	(46,039)

Market Risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices. These fluctuations may be significant.

(a) Interest Rate Risk

The Company is exposed to interest rate risk to the extent that the cash and cash equivalents bear floating rates of interest. The interest rate risk on cash and subscription held in trust and on the Company's obligations are not considered significant.

(b) Foreign Currency Risk

The Company has operations in Canada and Colombia subject to foreign currency fluctuations. The Company's operating expenses are incurred in Canadian Dollars and Colombian Pesos and the fluctuation of the Canadian dollar in relation to other currencies will have an impact upon the profitability of the Company and may also affect the value of the Company's assets and the amount of shareholders' equity. The Company has not entered into any agreements or purchased any instruments to hedge possible currency risks. At May 31, 2014, 1 Canadian Dollar was equal to 1,751.31 Colombian Pesos.

Balances are as follows:

	Colombian Pesos	**CDN $ Equivalent**
Cash	2,427,286	1,386
Amounts receivable	1,848,614	1,056
Accounts payable and accrued liabilities	(6,641,580)	(3,792)
	(2,365,680)	(1,350)

Based on the net exposures as of May 31, 2014 and assuming that all other variables remain constant, a 10% fluctuation on the Canadian Dollar against the Colombian Peso would result in an increase or decrease of approximately $150.

Capital Management

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition and exploration of mineral properties. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. The Company defines capital that it manages as share capital. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

Changes in Accounting Policies

There are no changes in accounting policies.

Related Party Disclosures

A number of key management personnel, or their related parties, hold positions in other entities that result in them having control or significant influence over the financial or operating policies of those entities. Certain of these entities transacted with the Company during the reporting period.

(a) *Transactions with Key Management Personnel*

In October 2012 Mr. John Seaman was appointed as the interim President and Chief Executive Officer ("CEO") and Mr. Iain Kelso was appointed as the Company's Vice-President of Exploration. In July 2013 Mr. Seaman resigned as the interim President and CEO and Mr. Marc Cernovitch was appointed as the Company's President and CEO.

(i) During the six months ended May 31, 2014 and 2013 the following amounts were incurred with respect to the Company's current CEO (Mr. Cernovitch) , the Chief Financial Officer (Mr. DeMare) and the Company's former interim CEO (Mr. Seaman):

	2014 $	2013 $
Management fees - Mr. Cernovitch	30,000	-
Management fees - Mr. Seaman	-	30,000
Management fees - Mr. DeMare	15,000	15,000
	45,000	45,000

(ii) During the six months ended May 31, 2014 the Company incurred $39,122 (2013 - $89,914) for the services of the Company's Vice-President of Exploration, Mr. Kelso, of which $20,787 (2013 - $21,600) was expensed to operations and $18,335 (2013 - $68,314) was capitalized to exploration and evaluation assets.

As at May 31, 2014, $12,500 (2013 - $11,170) remained unpaid

(b) *Transactions with Other Related Parties*

(i) During the six months ended May 31, 2014, and 2013 the Company incurred professional fees for services provided in their capacities as non-management directors and officers of the Company as follows:

	2014 $	2013 $
Mr. Dave Doherty - director	18,000	21,000
Mr. Cernovitch - director	-	30,000
Mr. Frank Taggart - director	15,000	-
Mr. Jorge Alberto Uribe - former director	-	7,286
	33,000	58,286

As at May 31, 2014, $20,500 (2013 - $nil) remained unpaid.

(ii) During the six months ended May 31, 2014 the Company incurred a total of $16,300 (2013 - $22,400) by Chase Management Ltd. ("Chase"), a private corporation owned by Mr. DeMare for accounting and administration services provided by Chase personnel, excluding Mr. DeMare. As at May 31, 2014, $6,500 (2013 - $2,500) remained unpaid .

Risks and Uncertainties

The Company competes with other mining companies, some of which have greater financial resources and technical facilities, for the acquisition of mineral concessions, claims and other interests, as well as for the recruitment and retention of qualified employees.

The Company is in compliance in all material regulations applicable to its exploration activities. Existing and possible future environmental legislation, regulations and actions could cause additional expense, capital expenditures, restrictions and delays in the activities of the Company, the extent of which cannot be predicted. Before production can commence on any properties, the Company must obtain regulatory and environmental approvals. There is no assurance that such approvals can be obtained on a timely basis or at all. The cost of compliance with changes in governmental regulations has the potential to reduce the profitability of operations.

Colombia is home to South America's largest and longest running political insurgency, and over the past two decades has experienced significant social upheaval and criminal activity relating to drug trafficking. While the situation has improved dramatically in recent years, there can be no guarantee that the situation will not again deteriorate. As such, the Company is subject to governmental, political, economic, and other uncertainties, including, but not limited to, expropriation of property without fair compensation, changes in policies or the personnel administering them, nationalization, currency fluctuations and devaluations, exchange controls and royalty increases, renegotiation or nullification of existing concessions and contracts, changes in taxation policies, economic sanctions and the imposition of specific obligations and the other risks arising out of foreign governmental sovereignty over the areas in which the Company's operations are conducted, as well as risks of loss due to civil strife, acts of war, guerrilla activities, insurrections, the actions of national labour unions, terrorism and abduction. Additionally, the continued perception that matters have not improved in Colombia may hinder the Company's ability to access capital in a timely or cost effective manner.

Investor Relations Activities

The Company has engaged Apex Capital Corp. ("Apex") to provide marketing and investor relations on a monthly basis. The Company is currently paying Apex $2,500 per month. During the 2014 period the Company paid $10,000 (2013 - $15,000) to Apex for investor relations services.

Outstanding Share Data

The Company's authorized share capital is unlimited common shares without par value. As at July 29, 2014 there were 45,527,855 issued and outstanding common shares, 785,000 stock options outstanding to purchase common shares at exercise prices ranging from $1.00 to $2.00 per share and 15,847,059 warrants to purchase common shares at an exercise price of $0.11 per share.