
ROCKSHIELD CAPITAL CORP.

(formerly CuOro Resources Corp.)

CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE SIX MONTHS ENDED
MAY 31, 2014

(Unaudited - Expressed in Canadian Dollars)

**NOTICE OF NO AUDITOR REVIEW OF
CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

In accordance with National Instrument 51-102 Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of these condensed consolidated interim financial statements they must be accompanied by a notice indicating that the condensed consolidated interim financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed consolidated financial statements of the Company have been prepared by and are the responsibility of the Company's management.

The Company's auditors have not performed a review of these condensed consolidated interim financial statements in accordance with the standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

ROCKSHIELD CAPITAL CORP. (formerly CuOro Resources Corp.)
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION
(Unaudited - Expressed in Canadian Dollars)

	Note	May 31, 2014 \$	November 30, 2013 \$
ASSETS			
Current assets			
Cash		5,184,185	6,087,136
Investment	3	87,500	-
Subscription held in trust	4, 12(b)	650,000	-
Amounts receivable		5,605	3,471
GST receivable		19,658	26,118
Prepaid expenses		<u>3,750</u>	<u>12,263</u>
Total current assets		<u>5,950,698</u>	<u>6,128,988</u>
Non-current assets			
Property, plant and equipment	5	90,259	145,313
Exploration and evaluation assets	6	<u>51,312</u>	<u>32,977</u>
Total non-current assets		<u>141,571</u>	<u>178,290</u>
TOTAL ASSETS		<u>6,092,269</u>	<u>6,307,278</u>
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities	8	<u>132,726</u>	<u>46,039</u>
TOTAL LIABILITIES		<u>132,726</u>	<u>46,039</u>
SHAREHOLDERS' EQUITY			
Share capital	7	24,089,879	24,089,879
Share-based payments reserve		3,464,007	3,464,007
Deficit		<u>(21,594,343)</u>	<u>(21,292,647)</u>
TOTAL SHAREHOLDERS' EQUITY		<u>5,959,543</u>	<u>6,261,239</u>
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		<u>6,092,269</u>	<u>6,307,278</u>

Name Change, Nature and Continuance of Operations - See Note 1

Events after the Reporting Period - See Note 12

These condensed consolidated interim financial statements were approved for issue by the Board of Directors on July 29, 2014 and are signed on its behalf by:

/s/ Frank Taggart
Frank Taggart
Director

/s/ Nick DeMare
Nick DeMare
Director

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

ROCKSHIELD CAPITAL CORP. (formerly CuOro Resources Corp.)
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF COMPREHENSIVE LOSS
(Unaudited - Expressed in Canadian Dollars)

	Note	Three Months Ended		Six Months Ended	
		May 31, 2014 \$	May 31, 2013 \$	May 31, 2014 \$	May 31, 2013 \$
Expenses					
Accounting and administration		15,677	20,463	28,157	57,402
Audit fees		-	31,410	22,440	77,820
Corporate development		-	841	-	3,072
Depreciation	5	6,902	16,511	13,804	39,706
General and administrative expenses		9,823	60,951	19,285	123,973
General exploration		-	1,856	25,224	3,172
Investment conferences		3,905	10,617	3,905	17,817
Investor relations		2,500	7,500	10,000	20,650
IVA tax		2,748	16,945	5,463	29,976
Legal fees		35,149	3,625	36,201	11,318
Officer and director compensation	8	39,585	62,431	98,787	124,886
Professional fees		89,673	93,208	96,559	203,348
Regulatory fees		19,707	11,497	26,226	27,324
Rent		-	18,041	2,500	57,276
Shareholder communications		1,179	3,225	1,593	5,935
Telephone, website and internet costs		2,807	13,941	5,666	27,213
Transfer agent		1,683	2,186	2,996	3,186
Travel and related		67	50,608	3,849	110,618
		<u>231,405</u>	<u>425,856</u>	<u>402,655</u>	<u>944,692</u>
Loss before other items		<u>(231,405)</u>	<u>(425,856)</u>	<u>(402,655)</u>	<u>(944,692)</u>
Other items					
Unrealized gain on investment	3	52,500	-	52,500	-
Interest income		15,629	21,484	35,382	45,788
Foreign exchange (loss) gain		(2,098)	(6,172)	13,077	21,443
Gain (loss) on sale of equipment		-	4,144	-	(2,460)
Impairment of equipment and vehicles	5	-	(290,573)	-	(290,573)
Impairment of exploration and evaluation assets	6	-	(10,960,486)	-	(10,960,486)
		<u>66,031</u>	<u>(11,231,603)</u>	<u>100,959</u>	<u>(11,186,288)</u>
Net loss and comprehensive loss for the period		<u>(165,374)</u>	<u>(11,657,459)</u>	<u>(301,696)</u>	<u>(12,130,980)</u>
Loss per share - basic and diluted		<u>\$(0.00)</u>	<u>\$(0.38)</u>	<u>\$(0.01)</u>	<u>\$(0.40)</u>
Weighted average number of common shares outstanding - basic and diluted		<u>30,527,855</u>	<u>30,527,855</u>	<u>30,527,855</u>	<u>30,527,855</u>

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

ROCKSHIELD CAPITAL CORP. (formerly CuOro Resources Corp.)
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN EQUITY
(Unaudited - Expressed in Canadian Dollars)

Six Months Ended May 31, 2014					
Share Capital		Share-Based Payments Reserve \$	Deficit \$	Total Equity \$	
Number of Shares	Amount \$				
Balance at November 30, 2013	30,527,855	24,089,879	3,464,007	(21,292,647)	6,261,239
Net loss	-	-	-	(301,696)	(301,696)
Balance at May 31, 2014	<u>30,527,855</u>	<u>24,089,879</u>	<u>3,464,007</u>	<u>(21,594,343)</u>	<u>5,959,543</u>

Six Months Ended May 31, 2013					
Share Capital		Share-Based Payments Reserve \$	Deficit \$	Total Equity \$	
Number of Shares	Amount \$				
Balance at November 30, 2012	30,527,855	24,089,879	3,464,007	(8,948,004)	18,605,882
Net loss	-	-	-	(12,130,980)	(12,130,980)
Balance at May 31, 2013	<u>30,527,855</u>	<u>24,089,879</u>	<u>3,464,007</u>	<u>(21,078,984)</u>	<u>6,474,902</u>

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

ROCKSHIELD CAPITAL CORP. (formerly CuOro Resources Corp.)
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS
(Unaudited - Expressed in Canadian Dollars)

	Six Months Ended	
	May 31, 2014 \$	May 31, 2013 \$
Operating activities		
Net loss for the period	(301,696)	(12,130,980)
Adjustments for:		
Depreciation	13,804	39,706
Unrealized gain on investment	(52,500)	-
Loss on sale of equipment	-	2,460
Impairment of equipment and vehicles	-	290,573
Impairment of exploration and evaluation assets	-	10,960,486
	<u>(340,392)</u>	<u>(837,755)</u>
Changes in non-cash working capital items:		
(Increase) decrease in amounts receivable	(2,134)	11,339
Decrease in GST receivable	6,460	24,841
Decrease in prepaid expenses	8,513	49,407
Increase in accounts payable and accrued liabilities	104,459	12,876
	<u>117,298</u>	<u>98,463</u>
Net cash used in operating activities	<u>(223,094)</u>	<u>(739,292)</u>
Investing activities		
Purchase of investment	(35,000)	-
Subscription held in trust	(650,000)	-
Expenditures on exploration and evaluation assets	(36,107)	(862,112)
Proceeds from sale of equipment	41,250	59,056
Net cash used in investing activities	<u>(679,857)</u>	<u>(803,056)</u>
Net change in cash	(902,951)	(1,542,348)
Cash at beginning of period	<u>6,087,136</u>	<u>8,008,803</u>
Cash at end of period	<u>5,184,185</u>	<u>6,466,455</u>
Cash comprises:		
Cash	5,184,185	1,960,075
Short-term investments	-	4,506,380
	<u>5,184,185</u>	<u>6,466,455</u>

Supplemental cash flow information - See Note 11

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

ROCKSHIELD CAPITAL CORP. (formerly *CuOro Resources Corp.*)
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE SIX MONTHS ENDED MAY 31, 2014
(Unaudited - Expressed in Canadian Dollars)

1. Nature and Continuance of Operations

The Company was incorporated under the provisions of the *Business Corporations Act* (British Columbia) on October 23, 2007. 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 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. See also Note 3.

These condensed consolidated interim financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business operations for the foreseeable future. The Company’s ability to continue as a going concern is dependent upon the ability of the Company to obtain the necessary financing to develop properties and to establish future profitable production. To date the Company has not generated significant revenues from operations. 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. While the Company has been successful in securing financings in the past, there can be no assurance that it will be able to do so in the future.

See also Note 12.

2. Basis of Preparation

Statement of Compliance

These condensed consolidated interim financial statements have been prepared using accounting policies consistent with International Financial Reporting Standards (“IFRS”), and in accordance with International Accounting Standards (“IAS”) 34, Interim Financial Reporting, as issued by the International Accounting Standards Board (“IASB”). These condensed consolidated interim financial statements should be read in conjunction with the audited consolidated financial statements for the year ended November 30, 2013, which have been prepared in accordance with IFRS as issued by the IASB. The accounting policies followed in these condensed consolidated interim financial statements are consistent with those applied in the Company’s consolidated financial statements for the year ended November 30, 2013.

Basis of Presentation

The preparation of condensed consolidated interim financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, revenue and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and further periods if the review affects both current and future periods.

Basis of Measurement

The Company’s consolidated financial statements have been prepared on the historical cost basis except for the revaluation of certain financial assets and financial liabilities to fair value.

ROCKSHIELD CAPITAL CORP. (formerly *CuOro Resources Corp.*)
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE SIX MONTHS ENDED MAY 31, 2014
(Unaudited - Expressed in Canadian Dollars)

3. Investment

In 2014 the Company determined to diversify its business and seek opportunities in the investment sector, with a particular focus on investments in early stage, high growth companies at all stages of development, including pre-initial public offering and /or early stage companies requiring start-up or development capital.

During May 2014 the Company acquired 700,000 common shares of Saber Capital Corp. (“Saber”), a publicly traded company on the TSXV, at a cost of \$35,000. Management has designated the investment in Saber as “investment in equity instrument available for sale” with the change in fair value recognized in profit or loss. The fair value of the investment in Saber has been directly referenced to published price quotations in an active market. As at May 31, 2014 the Company’s investment in Saber had a fair market value of \$87,500.

The President and a director of Saber are also directors of the Company.

4. Subscription Held in Trust

The Company has subscribed for 1,300,000 subscription receipts in 0996445 B.C. Ltd. (“0996445 BC”) for \$650,000 (the “Subscription Funds”), a private company proposing to conduct a corporate acquisition and a listing of its common shares on the CSE (the “Helius Listing”). The Subscription Funds are held in escrow in an interest bearing account and will be returned to the Company with interest if 0996445 BC does not complete the contemplated transactions. See also Note 12(b).

5. Property, Plant and Equipment

	Office Furniture and Equipment \$	Computer and Telephone Equipment \$	Machinery and Equipment \$	Vehicles \$	Total \$
Cost:					
Balance at November 30, 2012	79,172	86,775	177,672	247,276	590,895
Disposals	<u>(5,041)</u>	<u>(3,251)</u>	<u>(29,045)</u>	<u>(113,808)</u>	<u>(151,145)</u>
Balance at November 30, 2013	74,131	83,524	148,627	133,468	439,750
Disposals	<u>-</u>	<u>-</u>	<u>-</u>	<u>(71,553)</u>	<u>(71,553)</u>
Balance at May 31, 2014	<u>74,131</u>	<u>83,524</u>	<u>148,627</u>	<u>61,915</u>	<u>368,197</u>
Accumulated Depreciation:					
Balance at November 30, 2012	11,289	21,870	18,632	67,309	119,100
Depreciation	3,860	8,539	8,285	19,022	39,706
Disposals	(824)	(1,214)	(4,910)	(41,990)	(48,938)
Impairment	<u>55,549</u>	<u>44,009</u>	<u>71,396</u>	<u>13,615</u>	<u>184,569</u>
Balance at November 30, 2013	69,874	73,204	93,403	57,956	294,437
Depreciation	928	3,952	3,862	5,062	13,804
Disposals	<u>-</u>	<u>-</u>	<u>-</u>	<u>(30,303)</u>	<u>(30,303)</u>
Balance at May 31, 2014	<u>70,802</u>	<u>77,156</u>	<u>97,265</u>	<u>32,715</u>	<u>277,938</u>

ROCKSHIELD CAPITAL CORP. (formerly CuOro Resources Corp.)
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE SIX MONTHS ENDED MAY 31, 2014
(Unaudited - Expressed in Canadian Dollars)

5. Property, Plant and Equipment (continued)

	Office Furniture and Equipment \$	Computer and Telephone Equipment \$	Machinery and Equipment \$	Vehicles \$	Total \$
Carrying Value:					
Balance at November 30, 2013	4,257	10,320	55,224	75,512	145,313
Balance at May 31, 2014	3,329	6,368	51,362	29,200	90,259

During fiscal 2013 the Company reviewed its assets not in use as a result of the impairment of the Santa Elena Project and recorded an impairment expense of \$184,569 to a net carrying value of \$145,313, to reflect management's estimate of the net realizable value of the property, plant and equipment. Management's estimate of the net realizable value was based on their best estimate of the expected salvage value of the individual assets.

6. Exploration and Evaluation Assets

	Pelaya Project \$	Santa Elena Project \$	Total \$
Balance at November 30, 2012	-	10,360,824	10,360,824
Exploration Costs			
Assays	2,127	56,967	59,094
Camp costs	-	48,617	48,617
Casual labour	-	220,671	220,671
Community relations	-	10,213	10,213
Consulting	-	47,337	47,337
Geological	30,850	85,893	116,743
Insurance	-	3,342	3,342
IVA tax	-	28,751	28,751
Payroll	-	54,945	54,945
Rental and transportation	-	17,809	17,809
Mapping	-	7,500	7,500
Travel	-	10,290	10,290
	32,977	592,335	625,312
Acquisition Costs			
Claims, lease and surface costs	-	7,327	7,327
Impairment	-	(10,960,486)	(10,960,486)
Balance at November 30, 2013	32,977	-	32,977
Exploration Costs			
Consulting	18,335	-	18,335
	18,335	-	18,335
Balance at May 31, 2014	51,312	-	51,312

- (a) The Pelaya Copper Project comprises two contiguous applications for concession contracts in the Cesar Department of the Republic of Colombia. The applications were filed with the National Mining Agency of Colombia in July 2013 and is currently under legal and technical reviews.

ROCKSHIELD CAPITAL CORP. (formerly CuOro Resources Corp.)
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE SIX MONTHS ENDED MAY 31, 2014
(Unaudited - Expressed in Canadian Dollars)

6. Exploration and Evaluation Assets (continued)

- (b) By agreements dated December 22, 2010 and February 16, 2011, and amended March 31, 2011, the Company was granted an option (the "Santa Elena Option") to acquire a 100% undivided interest in two mining concessions (the "Santa Elena Project") located in the Antioquia District, Colombia. To earn the interest in the Santa Elena Project the Company paid a total of US \$1,025,000 and was required to pay a further US \$1,000,000 by April 16, 2013 and US \$1,000,000 by April 16, 2014 and conduct a total of US\$3,000,000 exploration expenditures by April 16, 2014.

The Company did not make the April 16, 2013 option payment and provided the concession owner with a notice of termination in May 2013. Accordingly, during fiscal 2013 the Company recorded an impairment expense of \$10,960,486 for exploration and evaluation costs incurred.

7. Share Capital

- (a) *Authorized Share Capital*

The Company's authorized share capital consisted of an unlimited number of common shares without par value. All issued common shares are fully paid.

- (b) *Reconciliation of Changes in Share Capital*

No financings were conducted by the Company during the six months ended May 31, 2014 or fiscal 2013. See also Note 12(c).

- (c) *Warrants*

A summary of the number of common shares reserved pursuant to the Company's outstanding warrants at May 31, 2014 and 2013 and the changes for the six months ended on those dates is as follows:

	2014		2013	
	Number	Weighted Average Exercise Price \$	Number	Weighted Average Exercise Price \$
Balance, beginning of period	-	-	8,726,589	1.79
Expired	-	-	<u>(8,726,589)</u>	1.79
Balance, end of period	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>

- (d) *Share Option Plan*

The Company has established a rolling share option plan (the "Plan"), in which the maximum number of common shares which can be reserved for issuance under the Plan is 10% of the issued and outstanding shares of the Company. The minimum exercise price of the options is set at the Company's closing share price on the day before the grant date, less allowable discounts. Options granted may be subject to vesting provisions as determined by the Board of Directors and have a maximum term of ten years.

During the six months ended May 31, 2014 and 2013 the Company did not grant any share options or have any share options vest.

ROCKSHIELD CAPITAL CORP. (formerly CuOro Resources Corp.)
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE SIX MONTHS ENDED MAY 31, 2014
(Unaudited - Expressed in Canadian Dollars)

7. Share Capital (continued)

A summary of the Company's share options at May 31, 2014 and 2013 and the changes for the six months ending on those dates, is as follows:

	2014		2013	
	Number of Options Outstanding	Weighted Average Exercise Price \$	Number of Options Outstanding	Weighted Average Exercise Price \$
Balance, beginning of period	841,000	1.35	2,722,752	1.07
Expired	(36,000)	0.52	-	-
Cancelled	-	-	(801,966)	0.76
Balance, end of period	<u>805,000</u>	1.39	<u>1,920,786</u>	1.20

The following table summarizes information about the share options outstanding and exercisable at May 31, 2014:

Number Outstanding	Exercise Price \$	Expiry Date
20,000	2.00	July 7, 2014
495,000	1.00	April 20, 2016
<u>290,000</u>	2.00	August 24, 2016
<u>805,000</u>		

See also Note 12(a).

8. 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*

(i) During the six months ended May 31, 2014 and 2013 the following amounts were incurred with respect to the Company's Chief Executive Officer ("CEO"), the Chief Financial Officer ("CFO") and the Company's former interim CEO:

	2014 \$	2013 \$
Management fees - CEO	30,000	-
Management fees - CFO	15,000	15,000
Management fees - former interim CEO	-	30,000
	<u>45,000</u>	<u>45,000</u>

(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, 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 and has been included in accounts payable and accrued liabilities.

ROCKSHIELD CAPITAL CORP. (formerly CuOro Resources Corp.)
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE SIX MONTHS ENDED MAY 31, 2014
(Unaudited - Expressed in Canadian Dollars)

8. Related Party Disclosures (continued)

(b) *Transactions with Other Related Parties*

(i) During the six months ended May 31, 2014 and 2013 the following amounts were incurred with respect to the Company's non-management directors and the officers of the Company:

	2014 \$	2013 \$
Professional fees	<u>33,000</u>	<u>58,286</u>

As at May 31, 2014, \$20,500 (2013 - \$nil) remained unpaid and has been included in accounts payable and accrued liabilities.

(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 the CFO of the Company, for accounting and administration services provided by Chase personnel, excluding the CFO. As at May 31, 2014, \$6,500 (2013 - \$2,500) remained unpaid and has been included in accounts payable and accrued liabilities.

(iii) See also Note 3.

9. Segmented Information

As at May 31, 2014 the Company has two reportable segments: investments in companies and mining interests. The Company's investment segment consist of its investment in marketable securities. The mining segment is comprised of its mining interest in Colombia.

The Company evaluates performance and allocated resources based on profit or loss from operations before income taxes as well as results from exploration. There are no inter-segment transactions.

Information on reportable segments is a follows:

	<u>As at May 31, 2014</u>			
	Corporate \$	Investments \$	Mining \$	Total \$
Interest income	35,382	-	-	35,382
Unrealized gain on investment	-	52,500	-	52,500
Segment profit (loss)	55,459	52,500	(409,655)	(301,696)
Segment assets	5,210,756	737,500	144,013	6,092,269
	<u>As at November 30, 2013</u>			
	Corporate \$		Mining \$	Total \$
Interest income		86,280	-	86,280
Impairments		-	(11,145,055)	(11,145,055)
Segment profit (loss)		199,097	(12,543,740)	(12,344,643)
Segment assets		6,128,521	178,757	6,307,278

ROCKSHIELD CAPITAL CORP. (formerly CuOro Resources Corp.)
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE SIX MONTHS ENDED MAY 31, 2014
(Unaudited - Expressed in Canadian Dollars)

10. 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.

ROCKSHIELD CAPITAL CORP. (formerly CuOro Resources Corp.)
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE SIX MONTHS ENDED MAY 31, 2014
(Unaudited - Expressed in Canadian Dollars)

10. Financial Instruments and Risk Management (continued)

	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	<u>(6,641,580)</u>	<u>(3,792)</u>
	<u>(2,365,680)</u>	<u>(1,350)</u>

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.

ROCKSHIELD CAPITAL CORP. (formerly CuOro Resources Corp.)
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE SIX MONTHS ENDED MAY 31, 2014
(Unaudited - Expressed in Canadian Dollars)

10. Financial Instruments and Risk Management (continued)

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.

11. Supplemental Cash Flow Information

Non-cash activities conducted by the Company during the six months ended May 31, 2014 and 2013, are as follows:

	2014 \$	2013 \$
Operating activity		
Accounts payable and accrued liabilities related to exploration and evaluation assets	<u>(17,772)</u>	<u>(262,450)</u>
Investing activity		
Accounts payable and accrued liabilities related to exploration and evaluation assets	<u>17,772</u>	<u>262,450</u>

12. Events after the Reporting Period

- (a) On July 7, 2014 share options to purchase 20,000 common shares of the Company expired without exercise.
- (b) 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 shares 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.
- (c) During July 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. Each unit comprised one common share of the Company and one common share purchase warrant, with each warrant entitling the holder to purchase one additional common share at a price of \$0.11 for a period of three years. The Company paid a cash finder's fee of \$72,000 and 847,059 warrants, with each warrant entitling the holder to purchase one common share of the Company at a price of \$0.11 for a period of two years.