CASSIUS VENTURES LTD.

Unaudited Condensed Interim Consolidated Financial Statements

For the Six Months Ended April 30, 2015 and 2014

(Expressed in Canadian dollars)

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

The accompanying unaudited condensed interim financial statements of Cassius Ventures Ltd. ("the Company") have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these condensed 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.

CASSIUS VENTURES LTD.
Consolidated Statements of Financial Position (Unaudited)
(Expressed in Canadian Dollars)

		April 30, 2015		October 31, 2014
Assets				
Current assets				
Cash	**$**	**5,427**	$	60,995
Amounts Receivable		**1,231**		1,730
Prepaid expenses		**8,967**		5,685
TOTAL ASSETS	**$**	**15,625**	$	68,410
Liabilities				
Current Liabilities				
Accounts payable and accrued liabilities	**$**	**26,869**	$	1,125,034
Due to related parties (Note 8)		**58,625**		61,176
Promissory Notes (Note 5)		**57,000**		-
TOTAL LIABILITIES		**142,494**		1,186,210
Shareholders' Deficit				
Share capital		**5,968,027**		5,968,027
Contributed surplus		**267,379**		267,136
Deficit		**(6,362,275)**		(7,352,963)
Total Shareholders' Deficit		**(126,869)**		(1,117,800)
TOTAL LIABILITIES AND SHAREHOLDERS' DEFICIT	**$**	**15,625**	$	68,410

Nature of operations and continuation of business (Note 1)
Subsequent Event (Note 11)

Approved for Issuance by the Board of Directors:

"John A. Thomas" Director

"Robert Atkinson" Director

(The accompanying notes are an integral part of these unaudited consolidated financial statements)

CASSIUS VENTURES LTD.

Consolidated Statements of Loss and Comprehensive Loss (Unaudited)
For the Three and Six months ended April 30, 2015 and 2014
(Expressed in Canadian Dollars)

	Three months ended April 30, 2015	Three months ended April 30, 2014	**Six months ended April 30, 2015**	Six months ended April 30, 2014
Operating Expense				
Exploration expenditures	**134,944**	94,074	**359,248**	145,346
Foreign exchange loss (gain)	**(45,570)**	(27,346)	**125,042**	553
Office and general (Note 8)	**3,139**	2,157	**8,042**	11,514
Professional fees	**5,542**	3,943	**8,605**	5,693
Share-based payments (Notes 8 and 10)	**243**	-	**243**	-
Transfer agent and regulatory	**8,177**	5,384	**13,837**	9,684
Net loss from operations	**(106,474)**	(78,212)	**(515,017)**	(172,790)
Interest income (expense)	**(740)**	35	**(740)**	53
Gain on sale of Fortress de Nicaragua S.A. (Note 4)	**1,506,445**	-	**1,506,445**	-
Net income (loss) before income taxes	**1,399,231**	(78,177)	**990,688**	(172,737)
Deferred Income tax expense	**-**	(17,407)	**-**	(498)
Net income (loss) and comprehensive income (loss) for the period	**$ 1,399,231**	$ (95,584)	**$ 990,688**	$ (173,235)
Earnings (Loss) per common share - basic and diluted	**$ 0.14**	$ (0.02)	**$ 0.10**	$ (0.04)
Weighted average number of common shares outstanding	**10,217,248**	4,114,848	**10,217,248**	4,114,848

(The accompanying notes are an integral part of these unaudited consolidated financial statements)

CASSIUS VENTURES LTD.
Consolidated Statements of Changes in Equity (Unaudited)
For the Six Months Ended April 30, 2015 and 2014
(Expressed in Canadian Dollars)

	Share capital								
	Number of shares		Amount		Contributed Surplus		Deficit		Total equity
Balance - October 31, 2014	**10,217,248**	**$**	**5,968,027**	**$**	**267,136**	**$**	**(7,352,963)**	**$**	**(1,117,800)**
Share based payments	-		-		243		-		243
Net income for the period	-		-		-		990,688		990,688
Balance - April 30, 2015	**10,217,248**	**$**	**5,968,027**	**$**	**267,379**	**$**	**(6,362,275)**	**$**	**(126,869)**

	Share capital								
	Number of shares		Amount		Contributed Surplus		Deficit		Total equity
Balance - October 31, 2013	**4,114,848**	**$**	**5,668,005**	**$**	**267,136**	**$**	**(2,398,583)**	**$**	**3,536,558**
Net loss for the period	-		-		-		(173,235)		(173,235)
Balance - April 30, 2014	**4,114,848**	**$**	**5,668,005**	**$**	**267,136**	**$**	**(2,571,818)**	**$**	**3,363,323**

(The accompanying notes are an integral part of these unaudited consolidated financial statements)

CASSIUS VENTURES LTD.

Consolidated Statements of Cash Flows (Unaudited)
For the Three and Six Months Ended April 30, 2015 and 2014
(Expressed in Canadian Dollars)

	Three months ended April 30, 2015	Three months ended April 30, 2014	**Six months ended April 30, 2015**	Six months ended April 30, 2014
Operating activities				
Net income (loss) for the period	**$ 1,399,231**	$ (95,584)	**$ 990,688**	$ (173,235)
Items not involving cash:				
Deferred income tax expense	**-**	17,407	**-**	498
Share-based payments	**243**	-	**243**	-
Gain from sale of Fortress de Nicaragua S.A.	**(1,506,445)**	-	**(1,506,445)**	-
Net changes in non-cash working capital balances:				
Prepaid expenses	**6,249**	(1,350)	**(3,283)**	(6,879)
Amounts receivable	**(422)**	(846)	**499**	(84)
Accounts payable and accrued liabilities	**51,018**	77,234	**408,281**	129,429
Due to related parties	**(3,624)**	1,483	**(2,551)**	6,815
Net cash used in operating activities	**(53,750)**	(1,656)	**(112,568)**	(43,456)
Investing activities				
Redemption of GIC	**-**	5,750	**-**	5,750
Mineral property expenditures	**-**	(19,196)	**-**	(22,586)
Net cash used in investing activities	**-**	(13,446)	**-**	(16,836)
Financing activities				
Promissory notes, gross proceeds received	**57,000**	-	**57,000**	-
Net cash provided in financing activities	**57,000**	-	**57,000**	-
Change in cash during the period	**3,250**	(15,102)	**(55,568)**	(60,292)
Cash, beginning of period	**2,177**	20,495	**60,995**	65,685
Cash, end of period	**$ 5,427**	$ 5,393	**$ 5,427**	$ 5,393
Non-cash investing and financing activities				
Equipment amortization capitalized in mineral properties	**$ -**	$ 3,848	**$ -**	$ 3,848
Mineral property expenditures in accounts payable	**$ -**	$ 710,644	**$ -**	$ 710,644
Supplemental cash flow information				
Interest paid	**$ -**	**$ -**	**$ -**	**$ -**
Income taxes paid	**$ -**	**$ -**	**$ -**	**$ -**

1. Nature of Operations and Continuance of Business

Cassius Ventures Ltd. (the "Company") is an exploration stage company focused on acquiring exploration and/or development stage mineral properties for the purposes of further exploration and development. The Company was incorporated under the Business Corporations Act (British Columbia) on February 23, 2007. The Company maintains its head office at 595 Burrard Street, Suite 3083, Vancouver, British Columbia. The Company's registered and records office is located at 595 Burrard Street, Suite 2900, Vancouver, British Columbia. Its common shares are traded on the TSX Venture exchange under the symbol "CZ".

The Company was previously focused on mineral exploration of its Nicaraguan Gold properties as held by Fortress de Nicaragua S.A. ("Fortress"), a private Nicaraguan company, which is the legal and beneficial owner of sixteen exploration concessions with a total area of approximately 137,000 hectares in Nicaragua. In April, 2015, the Company disposed of Fortress to an arm's length Nicaraguan party.

These condensed interim consolidated financial statements have been prepared on a going concern basis, which assumes that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business.

The Company has yet to generate any revenues from operations and as at April 30, 2015, had an accumulated deficit of $6,362,275 and a working capital deficit of $126,869. The above conditions, along with other factors indicate the existence of material uncertainties that may cast significant doubt upon the Company's ability to continue as a going concern. The Company's ability to continue operations in the normal course of business is dependent on several factors, including the ability to secure additional financing.

Although management is of the opinion that sufficient working capital will be obtained from external financing to meet the Company's remaining current liabilities as well as future liabilities and commitments as they become due, there is a risk that additional financing will not be available on a timely basis or on terms acceptable to the Company. The consolidated financial statements do not include any additional adjustments to the recoverability and classification of certain recorded asset amounts, and changes to the statement of comprehensive loss that might be necessary if the Company was unable to continue as a going concern.

2. Basis of Presentation

These condensed interim consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") applicable to the preparation of interim financial statements, including International Auditing Standard 34, Interim Financial Reporting ("IAS 34") as issued by the International Accounting Standards Board. These condensed interim consolidated financial statements do not include all disclosures required for annual audited financial statements. Accordingly, they should be read in conjunction with the notes to the Company's audited annual financial statements for the year ended October 31, 2014. The accounting policies followed in these condensed interim financial statements are the same as those applied in note 3 of the Company's audited annual consolidated financial statements for the year ended October 31, 2014.

The Board of Directors approved these condensed interim consolidated financial statements on June 25, 2015.

(Expressed in Canadian Dollars)

3. Accounting Standards Issued but Not Yet Applied

IFRS 9 – Financial instruments

In November 2009, the IASB issued IFRS 9 Financial Instruments as the first step in its project to replace IAS 39 Financial Instruments: Recognition and Measurement. IFRS 9 retains but simplifies the mixed measurement model and establishes two primary measurement categories for financial assets: amortized cost and fair value. The basis of classification depends on an entity's business model and the contractual cash flows of the financial asset. Classification is made at the time the financial asset is initially recognized, namely when the entity becomes a party to the contractual provisions of the instrument. IFRS 9 amends some of the requirements of IFRS 7 Financial Instruments: Disclosures, including added disclosures about investments in equity instruments measured at fair value in OCI, and guidance on the measurement of financial liabilities and derecognition of financial instruments. The IASB has suspended the originally planned effective date of January 1, 2015 for IFRS 9. The Company will commence assessing the impact of this new standard upon the announcement of its new effective date.

4. Mineral Properties

		Fortress de Nicaragua S.A.
Balance October 31, 2013	**$**	**4,480,341**
Deferred exploration expenditures		
Office and fieldwork costs		75,502
Claims/permitting		272,620
Other		42,733
Total additions		**390,855**
Write down of mineral properties		(4,871,196)
Balance - October 31, 2014 and April 30, 2015	**$**	**-**

<u>Nueva Segovia Mining S.A. ("Nueva Segovia")</u>

In June 2014, Fortress entered into a share sale agreement to dispose of the issued and outstanding shares of Nueva Segovia to Avaluce S.A. ("Avaluce"), a private Nicaraguan company for a nominal amount of consideration. Under the terms of the share sale agreement, Avaluce have assumed all liabilities of Nueva Segovia totaling $71,267, resulting in a gain on the sale of Nueva Segovia of $71,267 in the statement of loss for the year ended October 31, 2014. All costs previously capitalized in relation to the Nueva Segovia properties were written off during the year ended October 31, 2013.

<u>Fortress de Nicaragua S.A.</u>

On February 12, 2015, the Company executed a share sale agreement with an arm's length Nicaraguan party in respect of the sale of Fortress, subject to regulatory and shareholder approval. During the year ended October 31, 2014, the Company recorded an impairment charge of $4,871,196. On April 8, 2015, the sale of Fortress was completed. Although no consideration was received for the sale of Fortress, the Company relinquished obligations totalling $1,506,445 which had been previously recorded as a liability on the consolidated statement of financial position, and have now been recorded as a gain on the sale of Fortress for the three and six months ended April 30, 2015.

5. Promissory Notes

In February 2015, the Company issued promissory notes totalling $57,000 (October 31, 2014 – $Nil) bearing interest at 7% per annum. The promissory notes are unsecured and payable on demand. Interest incurred on the promissory notes for the three and six months ended April 30, 2015 totalled $742 (three and six months ended April 30, 2014 - $Nil). Refer to Note 8(c).

6. Share Capital

The Company has an unlimited number of common shares without par value authorized.

On April 23, 2014, the Company's common shares were consolidated on the basis of one post-consolidated share for every ten pre-consolidated shares. All common share, stock option, and share purchase warrant figures in these consolidated financial statements have been retrospectively restated to present common share balances on a post-consolidated basis.

On September 19, 2014, the Company issued 6,102,400 common shares at $0.05 per share for gross proceeds of $305,120. As part of the private placement, the Company incurred $5,098 of share issuance costs.

7. Stock Options

The Company has established a stock option plan (the "Plan") for its directors, executive officers, employees and consultants under which the Company may grant options to acquire a maximum number of common shares equal to 10% of the total issued and outstanding common shares of the Company exercisable for a period of up to 5 years from the date of grant.

Within any 12 month period, the maximum number of common shares reserved for issuance to any individual cannot exceed 5% of the issued common shares, and the maximum number of common shares reserved for issuance to any insider cannot exceed 10% of the issued common shares. The aggregate number of common shares reserved for issuance to insiders cannot exceed 10% of the issued common shares. Within any 12 month period, the maximum number of options granted to any one consultant cannot exceed 2% of the issued common shares and the maximum number of options granted to all employees and consultants conducting investor relations activities cannot exceed 2% of the issued common shares.

The exercise price of an option granted under this plan shall not be less than the discounted market price provided that:

(i) if options are granted within 90 days of a distribution by a prospectus, the minimum exercise price of those options will be the greater of the discounted market price and the per share price paid by the public investors for shares acquired under the distribution;

(ii) the 90 day period begins on the date a final receipt is issued for the prospectus;

(iii) for unit offerings, the minimum option exercise price will be the 'base' (or imputed) price of the shares included in the unit; and

(iv) for all other financings, the minimum exercise price will be the average price paid by the public investors.

Subject to the discretion of the Board, the options granted to an optionee under this Plan shall fully vest on the date of grant of such options. In accordance with the policies of the TSXV, and subject to their approval to the contrary, options issued to consultants providing investor relations services must vest (and not otherwise be exercisable) in stages over a minimum of 12 months with no more than 25% of the options vesting in any 3 month period.

(Expressed in Canadian Dollars)

7. Stock Options (continued)

As at April 30, 2015 and October 31, 2014 and 2013, the Company had the following stock options outstanding and exercisable:

	Options		Weighted average exercise price
October 31,2013	163,500	$	2.10
Forfeited	(17,500)		2.10
October 31, 2014	146,000		2.05
Forfeited	(35,000)		2.21
April 30, 2015	**111,000**	**$**	**0.05**

On April 7, 2015, the Company re-priced a total of 96,000 stock options, with original exercise prices ranging from $1.65 to $2.10 and expiry dates ranging from July 18, 2016 to April 30, 2017, to $0.05 per option. The incremental fair value granted as a result of the modification was $243 and was expensed during the three and six months ended April 30, 2015. The incremental fair value is the difference between the value of the options at the modification date calculated using the original exercise prices and the modified exercise price.

The following table summarizes information about the stock options outstanding and exercisable at April 30, 2015:

	Exercise price	Number of options	Weighted average remaining life (years)
$	0.05	96,000	1.4
$	2.10	15,000	1.2
		111,000	**1.4**

Subsequent to April 30, 2015, a total of 15,000 stock options with an exercise price of $2.10 expired.

8. Related Party Transactions

a) Key Management Compensation

Key management includes the Company's directors, Chief Executive Officer, and Chief Financial Officer. Compensation awarded to key management for the three and six months ended April 30, 2015 comprised share based payments of $243 relating to the incremental fair value attributed to the re-pricing of stock options held by directors and officers. No compensation was awarded to key management for the three and six months ended April 30, 2014.

b) Payments for services by related parties

Up until December 31, 2014, the Company was charged shared lease and overhead, and service costs by Atlantic Gold Corporation ("Atlantic"), a Company with a director and officer in common. For the three and six months ended April 30, 2015, the Company incurred $1,528 (2014: $1,701 and $6,254 respectively) in shared lease and overhead, and service costs. As at April 30, 2015, the Company owed $28,215 to Atlantic (October 31, 2014: $31,363).

For the three and six months ended April 30, 2015 and 2014, the Company incurred professional fees of $Nil, to Oceanic Iron Ore Corp. ("Oceanic"), a company with a director and officer in common. As at April 30, 2015, the Company owed $25,813 to Oceanic (October 31, 2014: $25,813).

(Expressed in Canadian Dollars)

8. Related Party Transactions (continued)

b) Payments for services by related parties (continued)

For the three and six months ended April 30, 2015, the Company incurred accounting fees of $nil (2014: $1,600) to the Chief Financial Officer of the Company. As at April 30, 2015, the Company owed $4,000 to the Chief Financial Officer of the Company (October 31, 2014: $4,000).

The amounts due to and from related parties other than those described in Note 8(c) below are non-interest bearing, unsecured and due on demand.

c) Promissory notes with related parties

In February 2015, the Company issued promissory notes totalling $37,000, $18,500 to each of 2 directors of the Company, bearing interest at 7% per annum. The promissory notes are unsecured and payable on demand. Interest incurred on the promissory notes for the three and six months ended April 30, 2015 totalled $598 (three and six months ended April 30, 2014 - $Nil).

9. Segmented Information

The Company operates in one business segment, being the acquisition, exploration and development of mineral properties. After the disposition of Fortress in April 2015, all of the Company's assets are located in Canada. As at April 30, 2015 and October 31, 2014, the Company had no non-current assets.

A comparison of net loss for the three and six months ended April 30, 2015 compared to the three and six months ended April 30, 2014 by geographic location is shown below:

	Three months ended April 30, 2015	Three months ended April 30, 2014	**Six months ended April 30, 2015**	Six months ended April 30, 2014
Canada	**$ (17,839)**	$ (28,790)	**$ (31,409)**	$ (27,186)
Nicaragua	**1,417,070**	(66,794)	**1,022,096**	(146,049)
	$ 1,399,231	$ (95,584)	**$ 990,688**	$ (173,235)

10. Fair Value of Financial Instruments

The carrying amount of cash and cash equivalents, amounts receivable, accounts payable and accrued liabilities, due from related parties, and promissory notes approximates fair value due to their short term nature.

11. Subsequent Event

On May 29, 2015, the Company granted a total of 250,000 stock options to an officer of the Company with an exercise price of $0.05, expiring on May 29, 2020.