CASSIUS VENTURES LTD.

Unaudited Condensed Interim Consolidated Financial Statements

For the Six Months Ended April 30, 2013 and 2012

(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)

		April 30, 2013		October 31, 2012
Assets				
Current assets				
Cash and cash equivalents	**$**	**126,204**	$	340,023
Receivables		**40,223**		39,739
Prepaid expenses		**19,164**		11,065
Due from related parties (Note 10)		**3,399**		45,486
Total Current Assets		**188,990**		436,313
Restricted cash		**5,750**		35,818
Equipment		**31,122**		36,055
Mineral properties (Note 5)		**5,015,987**		4,802,010
TOTAL ASSETS	**$**	**5,241,849**	$	5,310,196
Liabilities				
Current Liabilities				
Accounts payable and accrued liabilities (Note 6)	**$**	**391,448**	$	316,827
Due to related parties (Note 10)		**172,648**		101,397
Total Current Liabilities		**564,096**		418,224
Deferred income tax payable		**490,659**		515,214
TOTAL LIABILITIES		**1,054,755**		933,438
Shareholders' equity				
Share capital (Note 7)		**5,668,005**		5,668,005
Contributed surplus (Note 7)		**267,136**		260,349
Deficit		**(1,748,047)**		(1,551,596)
Total Shareholders' Equity		**4,187,094**		4,376,758
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	**$**	**5,241,849**	$	5,310,196

Nature of operations and continuation of business (Note 1)
Commitment (Note 11)
Subsequent event (Notes 9 and 13)

Approved by the Board:

"Steven Dean" 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)

	Three months ended April 30, 2013	Three months ended April 30, 2012	Six months ended April 30, 2013	Six months ended April 30, 2012
Expenses				
Consulting (Note 10)	**$ 18,000**	$ 27,917	**$ 36,000**	$ 53,000
Foreign exchange gain	**5,663**	14,312	**3,545**	14,052
Investor relations	**-**	19,337	**-**	19,337
Office and general (Note 10)	**11,885**	24,164	**22,969**	63,541
Professional fees (Note 10)	**5,119**	1,902	**17,100**	20,447
Share-based payments (Notes 8 and 10)	**2,013**	23,538	**6,787**	64,921
Transfer agent and regulatory	**4,183**	3,122	**6,983**	4,820
Termination payments	**-**	-	**-**	5,420
Write-down of mineral properties (Note 4)	**127,757**	-	**127,757**	-
Net loss from operations	**(174,620)**	(114,292)	**(221,141)**	(245,538)
Other income				
Interest and other income	**37**	4,156	**135**	10,739
Net loss before income taxes	**(174,583)**	(110,136)	**(221,006)**	(234,799)
Deferred tax expense (Note 4)	**24,555**	-	**24,555**	-
Net loss and comprehensive loss for the period	**$ (150,028)**	$ (110,136)	**$ (196,451)**	$ (234,799)
Loss per common share - basic and diluted	**$ (0.004)**	$ (0.004)	**$ (0.005)**	$ (0.007)
Weighted average number of common shares outstanding	**41,148,480**	31,435,147	**41,148,480**	31,340,788

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

CASSIUS VENTURES LTD.

Consolidated Statements of Changes in Equity

For the Six Months Ended April 30, 2013 and 2012 (Unaudited)

	Share capital								
	Number of shares		Amount		Contributed Surplus		Deficit		Total equity
Balance - November 1, 2012	**41,148,480**	**$**	**5,668,005**	**$**	**260,349**	**$**	**(1,551,596)**	**$**	**4,376,758**
Share-based payments (Note 8)	-		-		6,787		-		6,787
Net loss for the period	-		-		-		(196,451)		(196,451)
Balance - April 30, 2013	**41,148,480**	**$**	**5,668,005**	**$**	**267,136**	**$**	**(1,748,047)**	**$**	**4,187,094**

	Share capital								
	Number of shares		Amount		Contributed Surplus		Deficit		Total equity
Balance - November 1, 2011	**31,248,480**	**$**	**4,689,795**	**$**	**133,157**	**$**	**(1,128,456)**	**$**	**3,694,496**
Share-based payments (Note 8)	-		-		89,256		-		89,256
Warrants exercised	200,000		20,000		-		-		20,000
Net loss for the period	-		-		-		(234,799)		(234,799)
Balance - April 30, 2012	**31,448,480**	**$**	**4,709,795**	**$**	**222,413**	**$**	**(1,363,255)**	**$**	**3,568,953**

CASSIUS VENTURES LTD.

Consolidated Statements of Cash Flows (Unaudited)

	Three months ended April 30, 2013	Three months ended April 30, 2012	Six months ended April 30, 2013	Six months ended April 30, 2012
Operating activities				
Net loss for the period	**$ (150,028)**	(110,136)	**$ (196,451)**	(234,799)
Items not involving cash:				
Deferred income tax expense	**(24,555)**	-	**(24,555)**	-
Share-based payments	**2,013**	23,538	**6,787**	64,921
Write-down of mineral properties	**127,757**	-	**127,757**	-
Net changes in non-cash working capital balances:				
Prepaid expenses	**7,157**	58,675	**(8,099)**	(49,283)
Due from related parties	**(896)**	-	**42,087**	-
Receivables	**3,194**	(568)	**(484)**	(14,432)
Accounts payable and accrued liabilities	**6,144**	330,431	**680**	386,557
Due to related parties	**29,683**	16,201	**60,436**	21,224
Net cash and cash equivalents used in operating activities	**469**	318,141	**8,158**	174,188
Investing activities				
Restricted cash	**-**	-	**-**	(31,345)
Purchase of equipment	**-**	(4,046)	**(1,473)**	(8,959)
Mineral property expenditures	**(54,734)**	(916,821)	**(220,504)**	(1,471,087)
Net cash and cash equivalents used in investing activities	**(54,734)**	(920,867)	**(221,977)**	(1,511,391)
Financing activities				
Exercise of warrants	**-**	20,000	**-**	20,000
Net cash and cash equivalents provided in financing activities	**-**	20,000	**-**	20,000
Change in cash and cash equivalents during the period	**(54,265)**	(582,726)	**(213,819)**	(1,317,203)
Cash and cash equivalents, beginning of period	**180,469**	686,275	**340,023**	1,420,752
Cash and cash equivalents, end of period	**$ 126,204**	$ 103,549	**$ 126,204**	$ 103,549
Supplemental cash flow information				
Interest paid	**$ -**	**$ -**	**$ -**	**$ -**
Income taxes paid	**$ -**	**$ -**	**$ -**	**$ -**
Non-cash investing and financing activities				
Fair value of options capitalized in mineral properties	**$ -**	$ 24,335	**$ -**	$ 24,335
Deferred income taxes on acquisition costs	**$ (24,555)**	$ -	**$ (24,555)**	$ 24,555
Equipment amortization capitalized in mineral properties	**$ 3,203**	$ -	**$ 6,406**	$ 1,834
Mineral property expenditures in accounts payable	**$ 357,639**	$ 422,544	**$ 357,639**	$ 422,544

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

1. Nature of Operations and Continuance of Business

Cassius Ventures Ltd. (the "Company") is an exploration stage company focused on the exploration of its flagship properties located in Nicaragua. 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 625 Howe Street, Suite 700, Vancouver, British Columbia. Its common shares are traded on the TSX Venture exchange under the symbol "CZ".

The Company owns 100% of the issued and outstanding shares of 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.

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, 2013, had an accumulated deficit of $1,748,047 and a working capital deficit of $375,106, including $303,799 due and payable in respect of concession rents relating to the periods ending December 31, 2012 and June 30, 2013. These 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. In addition, the recoverability of the amounts shown for mineral properties are dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete the development of those reserves and upon future profitable production, all of which are uncertain.

Although management is of the opinion that sufficient working capital will be obtained from external financing to meet the Company's 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 condensed interim consolidated financial statements do not include any additional adjustments to the recoverability and classification of certain recorded asset amounts, and changes to statements of comprehensive loss that might be necessary if the Company was unable to continue as a going concern.

2. Basis of Presentation and Adoption of IFRS

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 as issued by the International Accounting Standards Board ("IASB"), including International Accounting Standard 34, Interim Financial Reporting ("IAS 34"). 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 consolidated financial statements for the year ended October 31, 2012. The accounting policies followed in these condensed interim consolidated financial statements are the same as those applied in note 3 of the Company's audited annual financial statements for the year ended October 31, 2012.

These condensed interim consolidated financial statements were approved by the Board of Directors on June 27, 2013.

Expressed in Canadian Dollars

3. Accounting Standards Issued But Not Yet Applied

In May 2011, the IASB issued the following standards which have not yet been adopted by the Company: IFRS 9, *Financial Instruments*, IFRS 10, *Consolidated Financial Statements*, IFRS 11, *Joint Arrangements*, IFRS 12, *Disclosure of Interests in Other Entities*, IFRS 13, *Fair Value Measurement*, amended IAS 28, *Investments in Associates and Joint Ventures, and IFRIC 20, Stripping Costs in the Production Phase of a Surface Mine*. Each of the new standards is effective for annual periods beginning on or after January 1, 2013 (with the exception of IFRS 9 which will be effective for annual periods beginning on or after January 1, 2015) with early adoption permitted. The Company has not yet begun the process of assessing the impact that the new and amended standards will have on its financial statements or whether to early adopt any of the new requirements.

4. Acquisition of Nueva Segovia Mining S.A. ("Nueva Segovia")

On January 30, 2012, Fortress completed an acquisition of the issued and outstanding shares of Nueva Segovia, a private company incorporated in Nicaragua, from Infinito International Holdings Corp ("Infinito"). Nueva Segovia is the legal and beneficial owner of a concession located in Nicaragua known as El Zúngano, of which the Company wishes to conduct exploration activities.

Under the terms of the agreement, Fortress acquired all the issued and outstanding shares of Nueva Segovia in exchange for $5,000.

Pursuant to the transaction, the Company paid transaction costs of $9,371 in professional fees, which have been expensed in the consolidated statement of loss, comprehensive loss and deficit.

The transaction has been accounted for as a business combination using the purchase method. The allocation of the purchase price fair value of the assets acquired and liabilities assumed is as follows:

Cash	$	852
Deposit		5,014
Mineral properties		86,851
Accounts payable		(63,162)
Deferred income tax liability		(24,555)
	$	5,000

The El Zúngano concession is subject to an agreement between Nueva Segovia and the former landowner of the concession, entitling the owner to payments of US $100,000 due on January 5, 2013 and US $495,000 due on January 5, 2014. The agreement also entitles the owner to a 1.5% royalty from sales of metals up to a maximum of US $10,000,000 should the concession enter into production. Nueva Segovia may terminate the agreement upon 30 days written notice providing concession rent payments are made up to the termination date.

In April 2013, the agreement between Nueva Segovia and the former landowner of the El Zúngano concession was terminated and Nueva Segovia provided notice to the Ministry of Energy and Mines that the concession should be returned to the former landowner. A total of $122,704 of costs that were originally capitalized to mineral properties were written off with $98,178 being allocated to the statement of loss and comprehensive loss and $24,555 being charged as a reduction to the deferred tax liability. Furthermore, a deposit to the former landowner of $5,024 was written off to the statement of loss and comprehensive loss.

Expressed in Canadian Dollars

5. Mineral Properties

		Nueva Segovia Mining S.A.		Fortress de Nicaragua S.A.		Total
Balance November 1, 2011	$	-	$	2,674,409	$	2,674,409
Acquisition costs		86,837		-		**86,837**
Deferred exploration expenditures						
Drilling and fieldwork costs		-		1,362,238		**1,362,238**
Assays		-		235,180		**235,180**
Claims/permitting		17,867		400,167		**418,034**
Other		-		25,312		**25,312**
Total additions in the period		**104,704**		**2,022,897**		**2,127,601**
Balance October 31, 2012		**104,704**		**4,697,306**		**4,802,010**
Deferred exploration expenditures						
Drilling and fieldwork costs		-		169,102		**169,102**
Assays		-		6,117		**6,117**
Claims/permitting		18,000		133,418		**151,418**
Other		-		10,044		**10,044**
Total additions in the period		**18,000**		**318,681**		**336,681**
Write down of mineral properties		(122,704)		-		**(122,704)**
Balance April 30, 2013	**$**	**-**	**$**	**5,015,987**	**$**	**5,015,987**

The Company is required to pay concession rents to the Ministry of Mines and Energy in Nicaragua twice annually to keep claims in good standing. As of the date of this report, a total of US $333,443 is currently unpaid in respect of concession rents relating to the second half of 2012 and the first half of 2013. An additional $35,958 remains unpaid in respect of concession rents outstanding related to the Nueva Segovia properties which were returned to the former landowner in April, 2013.

6. Accounts Payable and Accrued Liabilities

		April 30, 2013		October 31, 2012
Payables and accrued liabilities related to concession rents	$	303,799	$	165,254
Other payables and accrued liabilities		87,649		151,573
	$	**391,448**	**$**	**316,827**

Expressed in Canadian Dollars

7. Share Capital and Contributed Surplus

	Number of shares	Share Capital Amount	Contributed surplus
Balance, November 1, 2011	31,248,480	$ 4,689,795	$ 133,157
Private placement - June 2012	9,700,000	970,000	-
Share issue costs	-	(11,790)	-
Warrants exercised (Note 9)	200,000	20,000	-
Share-based payments recognized (Note 8)	-	-	127,192
Balance, October 31, 2012	**41,148,480**	**5,668,005**	**260,349**
Share-based payments recognized (Note 8)	-	-	6,787
Balance, April 30, 2013	**41,148,480**	**$ 5,668,005**	**$ 267,136**

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

On June 28, 2012, the Company completed a non-brokered private placement comprising 9,700,000 common shares, at a price of $0.10 per common share for proceeds of $970,000. A total of $11,790 of share issuance costs were incurred in conjunction with the above noted private placement.

During the year ended October 31, 2012, a total of 200,000 common shares were issued upon the exercise of share purchase warrants at an exercise price of $0.10 per common share for gross proceeds of $20,000.

Escrowed Shares

As at April 30, 2013, the Company had 300,000 (October 31, 2012 – 600,000) common shares held in escrow. The remaining 300,000 shares held in escrow will be released on July 29, 2013.

Expressed in Canadian Dollars

8. 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.

As at April 30, 2013, the Company had 1,635,000 stock options outstanding under the Plan (October 31, 2012: 1,685,000). A summary of the changes in stock options is as follows:

	Options	Weighted average exercise price
Options outstanding - November 1, 2011	1,435,000	$ 0.21
Granted	350,000	0.19
Forfeited	(100,000)	0.21
Options outstanding - October 31, 2012	**1,685,000**	**$ 0.21**
Forfeited	(50,000)	0.21
Options outstanding - April 30, 2013	**1,635,000**	**$ 0.21**
Options exercisable - April 30, 2013	**1,635,000**	**$ 0.21**

There were no options granted for the six month period ended April 30, 2013 (2012: 350,000).

Expressed in Canadian Dollars

8. Stock Options (continued)

The fair value of stock options vested during the period ended April 30, 2013 was $6,787 (2012 - $89,256), which was recorded in contributed surplus, of which $Nil (2012: $24,335) was capitalized to mineral properties and $6,787 (2012: $64,921) was recorded as share-based payments.

The following table summarizes information about the stock options outstanding at April 30, 2013:

			Options Outstanding	**Options Exerciseable**
	Exercise price	Number	Weighted average remaining life (years)	Number
$	0.17	250,000	3.9	250,000
$	0.21	1,285,000	3.2	1,285,000
$	0.25	100,000	4.0	100,000
		1,635,000	**3.2**	**1,635,000**

9. Share Purchase Warrants

The following table summarizes the continuity of share purchase warrants:

	Number		Weighted average exercise price
Balance - November 1, 2011	10,325,000	$	0.28
Exercised	(200,000)		0.10
Expired	(1,500,000)		0.15
Balance - October 31, 2012	**8,625,000**	**$**	**0.30**
Expired	(3,625,000)		0.10
Balance - April 30, 2013	**5,000,000**	**$**	**0.45**

As at April 30, 2013, a total of 5,000,000 share purchase warrants were outstanding with an exercise price of $0.45 and an expiry date of June 3, 2013. Subsequent to period end, the remaining 5,000,000 share purchase warrants expired.

10. 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 is presented in the table below:

		Three months ended April 30, 2013		Three months ended April 30, 2012		**Six months ended April 30, 2013**		Six months ended April 30, 2012
Consulting fees	$	18,000	$	18,000	$	36,000	$	36,000
Share-based payments		1,878		17,914		6,368		52,260
	$	**19,878**	$	35,914	**$**	**42,368**	$	88,260

Expressed in Canadian Dollars

10. Related Party Transactions (continued)

b) Payments for services by related parties

As disclosed in note 11, the Company is charged shared lease, overhead, and service costs by an affiliated company with a common director and officer. The Company is also charged for accounting and administrative services by another affiliated company with a common director and officer. Amounts incurred for these services are presented in the table below:

	Three months ended April 30, 2013	Three months ended April 30, 2012	**Six months ended April 30, 2013**	Six months ended April 30, 2012
Purchase of services:				
Professional fees	$ 3,259	$ 3,917	$ 7,742	$ 15,484
Geological consulting fees	-	14,400	15,200	14,400
Office and general	4,903	13,346	8,537	28,334
	$ 8,162	$ 31,663	**$ 31,479**	$ 58,218

All related party transactions were made on terms equivalent to those that prevail in arm's length transactions.

Amounts due to related parties at April 30, 2013 and October 31, 2012 are summarized below:

	April 30, 2013	**October 31, 2012**
Consulting fees owing to Companies controlled by directors and officers of the Company	$ 86,940	$ 47,040
Consulting fees owing to a Company controlled by a director of the Company	50,024	37,304
Professional fees owing to a Company with directors and officers in common	21,437	12,011
Rent and office expenses owing to a Company with a director and officer in common	14,247	5,042
	$ 172,648	**$ 101,397**

The amounts due to and from related parties are non-interest bearing, unsecured and due on demand.

11. Commitment

Effective July 1, 2011, the Company entered into an agreement with an affiliated company in respect of shared lease, overhead and service costs (amended on July 1, 2012). Under the agreement, the Company is billed quarterly for office rental and other services relating to its head office in Vancouver, Canada. The agreement expires on September 29, 2015, but either party may terminate the agreement provided 90 days' notice. The Company is committed to the following future payments:

2013	3,704
2014	7,562
2015	6,932
	$ 18,198

Expressed in Canadian Dollars

12. Segmented Information

The Company operates in one business segment, being the acquisition, exploration and development of mineral properties. The Company's assets are located in Canada and Nicaragua.

A comparison of total assets and mineral properties at April 30, 2013 compared to October 31, 2012 by geographic location is shown below:

						April 30, 2013
		Canada		**Nicaragua**		**Total**
Restricted cash	$	5,750	$	-	**$**	**5,750**
Equipment		-		31,122		**31,122**
Mineral Properties		-		5,015,987		**5,015,987**
Total Assets		145,056		5,096,793		**5,241,849**

						October 31, 2012
		Canada		**Nicaragua**		**Total**
Restricted cash	$	5,750	$	30,068	**$**	**35,818**
Equipment		-		36,055		**36,055**
Mineral Properties		-		4,802,010		**4,802,010**
Total Assets		325,244		4,984,952		**5,310,196**

A comparison of net loss for the three and six months ended April 30, 2013 compared to the same period in 2012 by geographic location is shown below:

		Three months ended April 30, 2013		Three months ended April 30, 2012		**Six months ended April 30, 2013**		Six months ended April 30, 2012
Canada	$	(49,088)	$	(68,999)	$	(95,454)	$	(200,317)
Nicaragua		(100,940)		(41,137)		(100,997)		(34,482)
	$	**(150,028)**	$	(110,136)	**$**	**(196,451)**	$	(234,799)

13. Subsequent event

Subsequent to period end, the Company submitted an application to reduce its landholdings by 66,097 hectares. The application is subject to review and approval by the Nicaraguan Ministry of Mines. Following approval, the Company will hold 11 concessions over 71,689 hectares. Discussions between the Company and MEM are ongoing in regards to the extent of concession rents owing in respect of the Company's retained and returned landholdings.