HILLCREST RESOURCES LTD.

Condensed Consolidated Interim Financial Statements

(Unaudited – Prepared by Management)

For The Six Months Ended June 30, 2014 and 2013

(Expressed in Canadian Dollars Unless Otherwise Stated)

Notice of No Auditor Review of the 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 the condensed consolidated interim financial statements, they must be accompanied by a notice indicating that these condensed consolidated interim financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed consolidated interim financial statements of Hillcrest Resources Ltd. ("the Company"), for the six months ended June 30, 2014, has been prepared by management and have not been the subject of a review by the Company's independent auditor.

HILLCREST RESOURCES LTD.
Condensed Consolidated Interim Statements of Financial Position
(Unaudited - prepared by management)
(Expressed in Canadian dollars)

		June 30 2014		December 31 2013
ASSETS				
Current assets				
Cash	$	**41,494**	$	722,715
Accounts receivable		**186,561**		54,489
Government remittances recoverable		**4,560**		14,331
Prepaid expenses		**12,116**		4,197
Total current assets		**244,731**		795,732
Non-current assets				
Deferred financing costs		**127,584**		191,376
Exploration and evaluation assets *(note 7)*		**1,394,383**		1,925,952
Property and equipment (*note 6)*		**2,133,471**		1,101,525
TOTAL ASSETS	$	**3,900,169**	$	4,014,585
LIABILITIES				
Current liabilities				
Accounts payable and accrued liabilities	$	**214,879**	$	118,194
Current portion of secured loan *(note 8)*		**916,663**		416,665
Total current liabilities		**1,131,542**		534,859
Decommissioning liability		**36,628**		51,766
Secured loan *(note 8)*		**83,337**		583,335
Total liabilities		**1,251,507**		1,169,960
SHAREHOLDERS' EQUITY				
Share capital *(note 9)*		**5,188,619**		5,182,619
Contributed surplus		**951,797**		926,289
Warrants		**23,951**		40,843
Deficit		**(3,515,705)**		(3,305,126)
		2,648,662		2,844,625
TOTAL LIABILITIES & SHAREHOLDERS' EQUITY	$	**3,900,169**	**$**	4,014,585

These financial statements were approved and authorized for issue by the Board of Directors on August 19, 2014 . They were signed on its behalf by:

"Don Currie" *Director*

"Thomas Milne" *Director*

HILLCREST RESOURCES LTD.
Condensed Consolidated Interim Statements of Comprehensive Loss
(Unaudited - prepared by management)
For the Six Months Ended June 30, 2014 and 2013
(Expressed in Canadian dollars)

	Three months ended June 30		Six months ended June 30	
	2014	**2013**	**2014**	**2013**
Revenue	**$ 461,239**	$ 184,157	**$ 590,472**	$ 362,269
Expenses				
Operating costs	**$ 102,511**	$ 32,869	**$ 152,735**	$ 62,523
Accretion	**1,311**	1,319	**2,622**	2,638
Bank charges and interest	**1,258**	760	**2,205**	1,479
Consulting fees *(note 10)*	**64,540**	49,571	**144,289**	97,560
Debt issue cost	**33,424**	-	**65,320**	-
Depletion and depreciation	**186,864**	89,299	**223,377**	187,884
Filing and transfer agent fees	**4,768**	7,087	**13,557**	14,687
Investor relations and business development	**29,966**	9,915	**70,712**	19,375
Office and general	**5,943**	5,067	**12,593**	9,272
Professional fees	**29,602**	30,120	**38,602**	65,061
Rent	**2,316**	-	**4,633**	-
Stock-based compensation	**4,572**	-	**8,616**	-
Travel	**20,377**	14,679	**29,464**	14,679
	487,452	240,686	**768,725**	475,158
Income (Loss) before other items	**(26,213)**	(56,529)	**(178,253)**	(112,889)
Other items				
Interest income	**57**	117	**57**	117
Interest expense on secured loan *(note 8)*	**(37,500)**	-	**(75,000)**	-
Overriding royalty interest on loan *(note 8)*	**(16,914)**	-	**(16,914)**	-
Loss on disposal of oil and gas properties	**(38,970)**	-	**(38,970)**	-
Gain (Loss) on disposal of exploration and evaluation	**84,547**	-	**(3,350)**	-
Foreign exchange gain (loss)	**(4,121)**	3,773	**7,629**	5,405
Net income (loss) and comprehensive income (loss) for the period	**$ (39,114)**	$ (52,639)	**$ (304,801)**	$ (107,367)
Basic and diluted loss per share	**$ (0.00)**	$ (0.00)	**$ (0.01)**	$ (0.00)
Weighted average number of common shares outstanding	**39,598,128**	39,570,655	**39,584,467**	39,570,655

See accompanying notes to the condensed consolidated interim financial statements

HILLCREST RESOURCES LTD.
Condensed Consolidated Inerim Statements of Changes in Shareholders' Equity
(Unaudited - prepared by management)
For the Six Months Ended June 30, 2014 and 2013
(Expressed in Canadian dollars)

	Share Capital										
	Number of Shares		*Amount*		*Contributed Surplus*		*Warrants*		*Deficit*		*Shareholders' Equity*
Balance, December 31, 2012	39,570,655	$	5,182,619	$	722,282	$	98,972	$	(2,620,934)	$	3,382,939
Stock-based compensation	-		-		-		-		-		-
Net loss for the period	-		-		-		-		(107,367)		(107,367)
Balance, June 30, 2013	**39,570,655**	**$**	**5,182,619**	**$**	**722,282**	**$**	**98,972**	**$**	**(2,728,301)**	**$**	**3,275,572**
Balance, December 31, 2013	39,570,655	$	5,182,619	$	926,289	$	40,843	$	(3,305,126)	$	2,844,625
Issued for cash pursuant to the exercise of options	100,000		6,000		-		-		-		6,000
Stock-based compensation	-		-		8,616		-		-		8,616
Transfer of contributed surplus on expired warrants	-		-		16,892		(16,892)		-		-
Net loss for the period	-		-		-		-		(304,801)		(304,801)
Balance, June 30, 2014	**39,670,655**	**$**	**5,188,619**	**$**	**951,797**	**$**	**23,951**	**$**	**(3,609,927)**	**$**	**2,554,440**

See accompanying notes to the condensed consolidated interim financial statements

HILLCREST RESOURCES LTD.
Condensed Consolidated Interim Statements of Cash Flows
(Unaudited - prepared by management)
For the Six Months Ended June 30, 2014 and 2013
(Expressed in Canadian dollars)

	Three months ended June 30		Six months ended June 30	
	2014	**2013**	**2014**	**2013**
Cash flows provided by (used in) operating activities				
Net income (loss) for the period	**$ (39,114)**	$ (52,639)	**$ (304,801)**	$ (107,367)
Adjusted for items not involving cash:				
Accretion	**1,311**	1,319	**2,622**	2,638
Amortization of debt issue costs	**31,896**	-	**63,792**	-
Depletion and depreciation	**186,864**	89,299	**223,377**	187,884
Loss on disposal of oil and gas properties	**38,970**	-	**38,970**	-
Loss on disposal of exploration and evaluation assets	**(84,547)**	-	**3,350**	-
Stock-based compensation	**4,572**	-	**8,616**	-
Changes in non-cash working capital:				
Accounts receivable	**(130,842)**	2,067	**(132,072)**	37,685
Government remittances recoverable	**15,312**	30,910	**9,771**	21,731
Prepaid expenses	**6,636**	(7,795)	**(7,919)**	(17,487)
Accounts payable and accrued liabilities	**38,776**	(69,909)	**74,991**	(52,303)
	69,834	(6,749)	**(19,303)**	72,780
Cash flows from (used in) investing activities				
Sale proceeds of oil and gas properties	**135,525**	-	**135,525**	-
Sale proceeds of exploration and evaluation assets	**109,770**	-	**359,103**	-
Acquisition of oil and gas properties	**(277,400)**	(18,437)	**(373,973)**	(43,179)
Exploration and evaluation expenditures	**(36,030)**	-	**(788,573)**	-
	(68,135)	(18,437)	**(667,918)**	(43,179)
Cash flows from (used in) financing activities				
Proceeds from issuance of common shares	**6,000**	-	**6,000**	-
	6,000	-	**6,000**	-
Change in cash	**7,699**	(25,186)	**(681,221)**	29,601
Cash, beginning of the period	**33,795**	71,911	**722,715**	17,124
Cash, end of the period	**$ 41,494**	$ 46,725	**$ 41,494**	$ 46,725
Additional Information:				
Interest expense on secured loan	**$ 37,500**	$ -	**$ 75,000**	$ -

See accompanying notes to the condensed consolidated interim financial statements

HILLCREST RESOURCES LTD.
Notes to Consolidated Financial Statements
For the Six Months Ended June 30, 2014 and 2013
(Expressed in Canadian Dollars Unless Otherwise Stated)

1. Nature and Basis of Operations

Hillcrest Resources Ltd. (the "Company") was incorporated on May 2, 2006 under the Business Corporations Act of British Columbia, and is in the business of acquiring, exploring and developing exploration interests in oil and gas projects in the United States of America. The Company's registered office is suite 1100 – 888 Dunsmuir Street, Vancouver, British Columbia, Canada, V6C 3K4.

The Company is subject to several categories of risk associated with the exploration and development of oil and gas resources. Oil and gas exploration and production is a speculative business, and involves a high degree of risk. Among the factors that have a direct bearing on the Company's prospects are uncertainties inherent in estimating oil and gas reserves, future hydrocarbon production, and cash flows, particularly with respect to wells that have not been fully tested and with wells having limited production histories; access to additional capital; changes in the price of oil and gas; availability and cost of services and equipment; and the presence of competitors with greater financial resources and capacity.

The oil and gas industry is subject, by its nature, to environmental hazards and clean-up costs. At this time, management knows of no substantial costs from environmental accidents or events for which the Company may be currently liable. In addition, the Company's oil and gas business makes it vulnerable to changes in prices of crude oil and natural gas. Such prices have been volatile in the past and can be expected to be volatile in the future. By definition, proved reserves are based on estimated future oil and gas prices and costs. Price declines reduce the estimated quantity of proved reserves and increase annual depletion expense (which is based on proved and probable reserves).

2. Basis of Preparation

Statement of compliance

These condensed consolidated interim financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") applicable to the preparation of interim financial statements, including *International Accounting Standard* ("IAS") 34, *Interim Financial Reporting*, and the International Financial Reporting Interpretations Committee ("IFRIC").

Basis of measurement

The condensed consolidated interim financial statements have been prepared on a historical cost basis and are presented in Canadian dollars, which is also the Company's functional currency.

Going concern of operations

These condensed consolidated interim financial statements have been prepared on the basis of a going concern, which contemplates the realization of assets and the discharge of liabilities in the normal course of business for the foreseeable future. The Company incurred a net loss of $304,801 during the six months ended June 30, 2014 (2013 - $107,367). The Company's ability to meet its obligations as they fall due and to continue to operate as a going concern is dependent on the continued financial support of the creditors and the shareholders and ultimately, the attainment of profitable operations. There is no certainty that the Company will continue to produce revenue due to the inherent production risks associated with the oil and natural gas industry. In the past, the Company has relied on sales of equity securities, debt instruments and asset sales to meet its cash requirements. There can be no assurance that funding from this or other sources will be sufficient in the future to satisfy operational requirements and cash commitments. Even if the Company is able to obtain new financing, it may not be on commercially reasonable terms or terms that are acceptable to it. Failure to obtain such financing on a timely basis could cause the Company to reduce or terminate its operations. Due to the uncertainties as noted above, there is significant doubt regarding the Company's ability to continue as a going concern. These condensed consolidated interim financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

HILLCREST RESOURCES LTD.
Notes to Consolidated Financial Statements
For the Six Months Ended June 30, 2014 and 2013
(Expressed in Canadian Dollars Unless Otherwise Stated)

2. Basis of Preparation (continued)

Going concern of operations (continued)

		June 30, 2014		December 31, 2013
Working capital surplus	**$**	**(886,811)**	$	260,873
Deficit	**$**	**(3,609,927)**	$	(3,305,126)

Critical judgments in applying accounting policies
The preparation of these consolidated financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the period. Actual results could differ from these estimates.

These condensed consolidated interim financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the consolidated financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the reporting date that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

- the recoverability of receivables;
- the carrying value and the recoverability of oil and gas properties;
- depletion and depreciation;
- petroleum and natural gas reserves;
- decommissioning liabilities;
- the inputs used in the accounting for share-based payments;
- income taxes.

3. Significant Accounting Policies

Principles of consolidation

These condensed consolidated interim financial statements include the accounts of the Company and its wholly-owned subsidiaries, Hillcrest Exploration Inc. and Hillcrest Resources (Arizona) Ltd. All intercompany balances and transactions have been eliminated.

Foreign currency translation

(i) Functional and presentation currency

The financial results of foreign operations that have a functional currency different from the presentation currency are translated into the presentation currency. Income and expenditure transactions of foreign operations are translated at the average rate of exchange for the month except for significant individual transactions which are translated at the rate of exchange in effect at the transaction date. All assets and liabilities, including fair value adjustments and goodwill arising on acquisition, are translated at the rate of exchange ruling at the reporting date. Differences arising on translation from the transition date are recognized as other comprehensive income.

3. Significant Accounting Policies (continued)

Foreign currency translation (continued)

When the settlement of a monetary item receivable from or payable to a foreign operation is neither planned nor likely in the foreseeable future, foreign exchange gains and losses arising from such a monetary item are considered to form part of the net investment in a foreign operation and are recognized in other comprehensive income. On disposal of part or all of the operations, the proportionate share of the related cumulative gains and losses previously recognized in the comprehensive income are included in determining the profit or loss on disposal of that operation. The condensed consolidated interim financial statements are presented in Canadian dollars, which is the Company's functional and presentation currency, while the US dollar is the functional currency of the Company's subsidiary.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions, and from the translation of monetary assets and liabilities denominated in foreign currencies, are recognised in the statement of comprehensive loss, except for the Company's net investment in its foreign subsidiaries which are recognised in other comprehensive income.

Exploration and evaluation

Exploration and evaluation ("E&E") costs are capitalized for projects after the Company has acquired the legal right to explore but prior to their technical feasibility and commercial viability being confirmed, generally determined as the establishment of proved or probable reserves. These costs may include costs of license acquisition, technical services and studies, seismic acquisition, exploration drilling and testing, directly attributable overhead and administration expenses, including remuneration of production personnel and supervisory management, the projected costs of retiring the assets, and any activities in relation to evaluating the technical feasibility and commercial viability of extracting mineral resources.

Once technical feasibility and commercial viability are confirmed the E&E asset is then reclassified to property and equipment and tested for impairment. For purposes of impairment testing, E&E assets are allocated to the appropriate cash-generating units based on geographic proximity.

Expired lease costs are expensed as part of depletion and depreciation expense as they occur and costs incurred prior to the legal right to explore are charged to net income (loss).

Property and equipment

(i) Cost and valuation

All costs directly associated with the development of oil and gas interests are capitalized on an area-by-area basis as oil and gas interests and are measured at cost less accumulated depletion and net impairment losses. These costs include expenditures for areas where technical feasibility and commercial viability have been determined. These costs include property acquisitions with proved and/or probable reserves, development drilling, completion, gathering and infrastructure, decommissioning liabilities and transfers of exploration and evaluation assets.

Equipment includes computer equipment which is recorded at cost on initial acquisition. Cost includes the purchase price and the directly attributable costs of acquisition required to bring an asset to the location and condition necessary for the asset to be capable of operating in the manner intended by management. Subsequent expenditure relating to an item of equipment is capitalized when it is probable that future economic benefits from the use of the assets will be increased. All other subsequent expenditure is recognized as repairs and maintenance expenses during the period in which they are incurred.

(ii) Depletion and depreciation

The provision for depletion for oil and natural gas assets is calculated based on each asset's production for the period divided by the Company's estimated total proved and probable oil and natural gas reserve volumes before royalties for that asset, taking into account estimated future development costs. Production and reserves of natural gas and associated liquids are converted at the energy equivalent ratio of six thousand cubic feet of

3. Significant Accounting Policies (continued)

Property and equipment (continued)

(ii) Depletion and depreciation (continued)

natural gas to one barrel of oil. Changes in estimates used in prior periods, such as proven and probable reserves, that affect the unit-of-production calculations do not give rise to prior period adjustments and are dealt with on a prospective basis.

Equipment is depreciated on a declining balance basis over the estimated useful life of the asset at the rate of 45% to 55% per annum. Where components of an asset have a different useful life and cost that is significant to the total cost of the asset, depreciation is calculated on each separate component. Depreciation methods, useful lives and residual values are reviewed at the end of each reporting date, and adjusted if appropriate.

Impairment of non-financial assets

At each reporting period the carrying amounts of the Company’s non-financial assets, other than exploration and evaluation assets, are reviewed for indicators of impairment. If indicators exist, the recoverable amount of the asset is estimated. Exploration and evaluation assets are assessed for impairment when they are reclassified to property and equipment and if facts and circumstances suggest that the carrying amount exceeds the recoverable amount.

For purposes of assessing impairment, exploration and evaluation assets and property and equipment are grouped into cash generating units (“CGU”) defined as the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or groups of assets. The Company has used geographical proximity, geological similarities, analysis of shared infrastructure, commodity type, assessment of exposure to market risks and materiality to define its CGUs.

If the carrying amount exceeds the recoverable amount, the asset or CGU is recorded at its recoverable amount with the reduction recognized in net income (loss) in depletion and depreciation expense. The recoverable amount is the greater of the value in use or fair value less costs to sell. Fair value is the amount the asset could be sold for in an arm’s length transaction. The value in use is the present value of the estimated future cash flows of the asset from its continued use. The fair value less costs to sell considers the continued development of a property and market transactions in a valuation model. The Company uses the present value of the cash generating unit’s estimated future cash flows from both proved and probable reserves in its fair value model. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded entities or other available fair value indicators.

Impairments are reversed in subsequent periods when there has been an increase in the recoverable amount of a previously impaired asset or CGU and these reversals are recognized in net income (loss). The recovery is limited to the original carrying amount less depletion and depreciation that would have been recorded had the asset not been impaired.

Impairment of financial assets

At each reporting date, the Company assesses whether there is any objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or group of financial assets is deemed to be impaired if, and only if, there is objective evidence of impairment as a result of one or more events that has occurred after initial recognition of the asset and that event has an impact on the estimated future cash flows of the financial asset or group of financial assets.

Joint operations

Oil and natural gas operations are conducted jointly with external parties and, accordingly, these condensed consolidated interim financial statements reflect only the Company’s proportionate interest in such activities.

Revenue recognition

Revenue from the sale of oil and natural gas is recorded when the significant risks and rewards of ownership of the product is transferred to the buyer which is usually when legal title passes to the external party. Revenue is measured net of discounts and customs duties.

3. Significant Accounting Policies (continued)

Financial instruments

(i) Non-derivative financial assets

All financial instruments are classified into one of five categories: financial assets at fair value through profit or loss, held-to-maturity investments, loans and receivables, available-for-sale financial assets or other financial liabilities. All financial instruments and derivatives are measured in the statement of financial position at fair value, except for loans and receivables, held-to-maturity investments and other financial liabilities, which are measured at amortized cost. Subsequent measurement and changes in fair value will depend on their initial classification. Financial assets at fair value through profit or loss are measured at fair value and changes in fair value are recognized in net income (loss).

Available-for-sale financial instruments are measured at fair value with changes in fair value recorded in other comprehensive income until the instrument is derecognized or impaired. Held-to-maturity investments, loans and receivables, and other financial liabilities are initially measured at fair value and subsequently measured at amortized cost. Amortization of premiums or discounts and losses due to impairment are included in current year net income (loss).

The Company has classified its cash as a financial asset at fair value through profit or loss, and accounts receivable as loans and receivables.

The Company derecognizes a financial asset when its contractual obligations to the cash flows from the asset are discharged or cancelled or expire.

(ii) Non-derivative financial liabilities

The Company initially recognizes debt securities issued and subordinated liabilities on the date that they are originated. All other financial liabilities (including liabilities designated at fair value through profit or loss) are recognized initially on the trade date at which the Company becomes a party to the contractual provisions of the instrument.

The Company classifies the non-derivative financial liabilities to the following categories: loans and borrowings, bank overdrafts, and trade and other payables. Such financial liabilities are recognized initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition these financial liabilities are measured at amortized cost using the effective interest method.

Accounts payable and accrued liabilities, are classified as other financial liabilities. Transaction costs incurred upon the issuance of debt instruments or modification of a financial liability are deducted from the financial liability and are amortized using the effective interest method over the expected life of the related liability.

The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled or expire.

(iii) Offsetting of financial assets and liabilities

Financial assets and financial liabilities are offset and the net amount reported in the condensed consolidated interim statement of financial position if, and only if, there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, or to realize the assets and settle the liabilities simultaneously.

Cash and cash equivalents

Cash equivalents consist of highly liquid investments, which are readily convertible into cash and generally have maturities of three months or less when acquired. As of June 30, 2014 and December 31, 2013, there were no cash equivalents.

3. Significant Accounting Policies (continued)

Decommissioning and restoration costs

Decommissioning and restoration costs will be incurred by the Company at the end of the operating life of certain of the Company's assets. The ultimate decommissioning and restoration costs are uncertain and cost estimates can vary in response to many factors including changes to relevant legal and regulatory requirements, the emergence of new restoration techniques or experience at other production sites. The expected timing and amount of expenditure can also change, for example in response to changes in reserves or changes in laws and regulations or their interpretation. In determining the amount of the provision, assumptions and estimates are required in relation to discount rates. As a result, there could be significant adjustments to the provisions established which would affect future financial results. In the Company's judgment, the most appropriate discount rate to use is the Company's credit adjusted rate of 12%.

As at June 30, 2014, the Company has accrued $36,628 asset retirement obligations (December 31, 2013 - $51,766) related to its oil and gas and mineral exploration properties.

Share-based payments

The grant date fair value of share-based payment awards granted to employees is recognized as an employee expense, with a corresponding increase in equity, over the period that the employees unconditionally become entitled to the awards. The amount recognized as an expense is adjusted to reflect the number of awards for which the related service and non-market vesting conditions are expected to be met, such that the amount ultimately recognized as an expense is based on the number of awards that do meet the related service and non-market performance conditions at the vesting date. For share-based payment awards with non-vesting conditions, the grant date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes.

Where equity instruments are granted to parties other than employees, they are recorded by reference to the fair value of the services received. If the fair value of the services received cannot be reliably estimated, the Company measures the services received by reference to the fair value of the equity instruments granted, measured at the date the counterparty renders service.

All equity-settled share-based payments are reflected in contributed surplus, until exercised. Upon exercise, shares are issued from treasury and the amount reflected in contributed surplus is credit to share capital, adjusted for any consideration paid.

Basic and diluted earnings (loss) per share

Earnings (Loss) per share are calculated using the weighted-average number of common shares outstanding during the year. In calculating diluted earnings (loss) per share, the Company considers the potential exercise of outstanding share purchase options and warrants to the extent each option, warrant or contingent issuance was dilutive. Potentially dilutive securities were excluded in the computation of diluted loss per share as their inclusion would be anti-dilutive.

Standards, amendments and interpretations not yet effective

The following standards and amendments to existing standards have been published and are mandatory for the Company's annual accounting periods beginning January 1, 2014 or later periods:

IFRS 9 'Financial Instruments: Classification and Measurement' – introduces new requirements for the classification and measurement of financial instruments.

IFRS 10 'Consolidated Financial Statements' – establishes principles for the presentation and preparation of consolidated financial statements when an entity controls one or more other entities.

IFRS 12 'Disclosure of Interests in Other Entities' - requires the disclosure of information that enables users of financial statements to evaluate the nature of, and risks associated with its interests in other entities and the effects of those interests on its financial position, financial performance and cash flows.

IAS 27 'Separate Financial Statements' – contains accounting and disclosure requirements for investments in subsidiaries, joint ventures and associates when an entity prepares separate financial statements.

3. Significant Accounting Policies (continued)

Standards, amendments and interpretations not yet effective (continued)

IAS 32 'Financial Instruments' **–** Presentation, amendments regarding Offsetting Financial Assets and Financial Liabilities.

IAS 36 'Impairment of Assets' – To clarify the requirement to disclose information about the recoverable amount of assets for which an impairment loss has been recognized ore reversed. The IAS 36 amendments will be applied retrospectively for annual periods beginning on or after January 1, 2014.

Management anticipates that the above standards will be adopted in the Company's financial statements for the period beginning January 1, 2014 or later, and currently evaluating the impact of the adoption of these standards.

4. 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, exploration and development of oil and gas 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 is primarily dependent on external financing to fund its activities. In order to carry out the planned exploration and development and pay for administrative costs, the Company will spend its existing working capital and raise additional funds as needed using best efforts. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient economic potential and if it has adequate available or committed financial resources to complete such acquisitions.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the size of the Company, is reasonable.

There were no changes in the Company's approach to capital management during the six months ended June 30, 2014. The Company is not subject to externally imposed capital requirements.

5. Risk Factors

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

Credit risk

The Company's credit risk is primarily attributable to cash and cash equivalents, and accounts receivable. The Company's maximum exposure to credit risk at the end of the reporting period is the carrying value of these assets. Substantially all of the Company's customers are in the oil and natural gas industry and are subject to normal industry credit risks. The Company has minimal collection risk related to these receivables and expects to collect the outstanding receivables in the normal course of operations. At June 30, 2014, the maximum credit exposure is the carrying amount of the accounts receivable of $186,561 (December 31, 2013 - $54,489). The Company has no significant concentration of credit risk arising from operations. Cash and cash equivalents are held with reputable financial institutions, from which management believes the risk of loss to be remote.

Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at June 30, 2014, the Company had current assets of $244,731 (December 31, 2013 - $795,732) to settle current liabilities of $1,131,542 (December 31, 2013 – $534,859).

Market risk

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

HILLCREST RESOURCES LTD.
Notes to Consolidated Financial Statements
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5. Risk Factors (continued)

Interest rate risk

The Company has cash balances and secured loan bears interest. The Company's current policy is to invest excess cash in investment-grade short-term certificates of deposits issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks.

Foreign currency risk

Foreign currency exchange rate risk is the risk that the fair value of financial instruments or future cash flows will fluctuate as a result of changes in foreign exchange rates. The Company operates in Canada and the United States. All of the Company's oil and natural gas sales are denominated in United States dollars.

The Company was exposed to the following foreign currency risk:

Expressed in foreign currencies	**June 30, 2014 US$**	December 31, 2013 US$
Cash	**$ 31,250**	$ 290,064
Accounts receivable	**105,546**	51,230
Accounts payable and accrued liabilities	**(130,988)**	(31,784)
	$ 5,808	$ 309,510

The following foreign exchange rates applied for the six months ended as at June 30, 2014 and year ended as at December 31, 2013:

	June 30, 2014	December 31, 2013
Year-to-date average USD to CAD	**1.0970**	1.0300
As at	**1.0670**	1.0636

The Company has performed a sensitivity analysis on its foreign currency denominated financial instruments. Based on the Company's foreign currency exposure noted above and assuming that all other variables remain constant, a 10% appreciation of the US dollar against the Canadian dollar would result in the increase of net gain of $581 at June 30, 2014 (December 31, 2013 - increase of net gain of $30,951). For a 10% depreciation of the above foreign currencies against the Canadian dollar, assuming all other variables remain constant, there would be an equal and opposite impact on net loss.

Price risk

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices of natural resources, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

Financial Instruments

The Company's financial instruments that are measured at fair value on a recurring basis in periods subsequent to initial recognition and the fair value hierarchy used to measure them are presented in the table below. The Company classifies its other financial assets and other financial liabilities measured at fair value using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

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5. Risk Factors (continued)

Financial Instruments (continued)

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3: Inputs for the asset or liability that is not based on observable market data (unobservable inputs).

6. Property and Equipment

	Computer $	Oil and Gas Interests $	Total $
Cost			
Balance at December 31, 2012	13,520	1,648,084	1,661,604
Additions	-	46,584	46,584
Balance at December 31, 2013	13,520	1,694,668	1,708,188
Additions	-	1,353,356	1,353,356
Disposals	-	(235,925)	(235,925)
Balance at June 30, 2014	13,520	2,812,099	2,825,619
Accumulated depletion and depreciation			
Balance at December 31, 2012	12,763	272,685	285,448
Depletion and depreciation for the year	392	320,823	321,215
Balance at December 31, 2013	13,155	593,508	606,663
Depletion and depreciation for the period	94	223,283	223,377
Disposals	-	(43,670)	(43,670)
Balance at June 30, 2014	13,249	773,121	786,370
Carrying amounts			
Balance at December 31, 2013	365	1,101,160	1,101,525
Balance at June 30, 2014	271	2,038,978	2,039,249

Hartburg Project, Newton County, Texas

By agreement dated December 8, 2009, the Company entered into an Assignment and Assumption Agreement for the assignment of a 60% working interest in certain land leases known as the Hartburg Project in Newton County, Texas. In consideration the Company paid a lump sum of $111,266 US ($117,040 CDN). The Company is responsible for their proportionate share of all future costs of the development of the property.

On March 27, 2009, Barry Lasker ("Lasker") and Delta Oil and Gas, Inc. ("Delta") entered into an exploration agreement (the "Exploration Agreement"). Pursuant to the terms of the Exploration Agreement, Lasker agreed to identify and secure leases which would subsequently be assigned to Delta and pursuant to the terms of such agreement, Delta agreed to pay 100% of the lease acquisition costs and operating costs of up to three wells. In exchange for Lasker's performance under the Exploration Agreement, Lasker obtained a 10% carried interest in the first target well, Donner #1, and a 20% carried interest in the second and third target wells, Prospect 1 and Prospect 2, respectively, until payout in each of the wells. Upon payout, Lasker's carried interest converted to a 50% working interest in Donner #1 and a 40% working interest in each of Prospect 1 and Prospect 2.

(Expressed in Canadian Dollars Unless Otherwise Stated)

6. Property and Equipment (continued)

Hartburg Project, Newton County, Texas

On December 30, 2010, Delta entered into an agreement (the "HRI Assignment") with the Company to assign 60% of all of Delta's right, title and interest in and to the Exploration Agreement.

The effect of the Exploration Agreement and the HRI Assignment was to create the following net revenue interests to the Company in Donner #1, Donner #2, and Donner #4:

Donner #1	
Before payout	54%
After payout	22.5%
Donner #2 and Donner #4	
Before payout	48%
After payout	27%

Donner #4

This well is part of the Hartburg Project and is located 500 feet southwest of the Company's Donner #1 well. During March 2014, Donner 4 commenced production. The accumulated drilling costs as at June 30, 2014 were $473,185 (December 31, 2013 - $250,087).

Brown #1

On February 24, 2014, the Company commenced drilling of the Brown #1 well in the Hartburg project. The well was completed and placed into production on April 9, 2014. The costs as at June 30, 2014 were $877,715 (December 31, 2013 - $ nil).

Livingston Property, Polk County, Texas

By agreement dated November 1, 2009, the Company entered into an Assignment of Oil and Gas Lease and Bill of Sale for the assignment of a 30% working interest and a 22.5% net revenue interest in certain oil and gas leases known as the Livingston property in Polk County, Texas. In consideration the Company paid a lump sum of $90,000 US ($96,120 CDN). The Company is responsible for their proportionate share of all future costs of the development of the property.

On June 1, 2014, the Company agreed to sell the property for $125,000 US ($135,525 CDN) to NADSOILCO LLC.

Tulla Property, Teton and Pondera County, Texas

On November 1, 2011 the Company entered into a purchase and sale agreement with Washington-based Longshot Oil LLC, with respect to the acquisition by the Company from Longshot of certain oil and gas properties in Pondera county, Montana. Pursuant to the terms of the purchase and sale agreement, the Company acquired Longshot's legal and beneficial right, title and interest in and to certain oil and gas properties in Pondera county, Montana, including all oil and gas leases, all geological and geophysical data (including all seismic data) and copies of all records with respect to such oil and gas properties. As consideration for the acquisition of the properties, the Company paid Longshot $350,000 in cash. During August 2012, the Company sold the property for its net book value to Bakken Oil Holdings LLC. ("Bakken"), and Bakken forgave the remaining amount owing on the Woodrow Montana Project (Note 7).

(Expressed in Canadian Dollars Unless Otherwise Stated)

7. Exploration and Evaluation Assets

	Total $
Cost	
Balance at January 1, 2012	1,571,761
Reclassified to oil & gas properties	(608,833)
Additions	948,645
Reclassified upon completion of asset swap	590,242
Write down	(478,145)
Balance at December 31, 2012	2,023,670
Additions	555,969
Sales proceeds	(653,687)
Balance at December 31, 2013	1,925,952
Reclassified to oil & gas properties	(979,862)
Additions	810,745
Sales proceeds	(359,102)
Loss on disposal	(3,350)
Balance at June 30, 2014	1,394,383

Montana Project with Longshot Oil, LLC – Muddy Creek

On September 26, 2011, the Company entered into a purchase and sale agreement with Longshot Oil, LLC, a private company with common management and shareholders with Bakken Oil Holdings, with the acquisition of certain oil and gas properties in Teton County, Montana. The Company will issue 1,000,000 common shares of the Company at a fair value of $0.25 per share and pay $400,000 in cash.

On September 2, 2013, the Company entered into a Letter of Intent with Nelan Advisors Corporation ("Nelan") pursuant to which Nelan has the right to farm in to a 50% working interest in the Company's oil and gas interests and related rights to the oil and gas leases in Montana. Pursuant to the Letter of Intent, the Company received an aggregate of US$400,000 as consideration for the farm in. A non-refundable deposit of US$50,000 was received on September 4, 2013. On October 15, 2013, the Company signed a purchase and sale agreement with Nelan Advisors Corporation, at which time a further US$50,000 was paid to the Company. Remaining cash due to the Company was received in three installments at 60 day intervals following the signing of the Definitive Agreement. $100,000 (U.S.) was received on December 16, 2013, $100,000 (U.S.) was received on February 21, 2014, and $100,000 (U.S.) was received on April 15, 2014.

Costs as at June 30, 2014 were $345,706 (2013 - $481,100).

Montana Project with Bakken Oil Holdings LLC - Woodrow

On November 30, 2011 the Company entered into a purchase and sale agreement with Bakken Oil Holdings, LLC to acquire certain oil and gas properties in Teton and Pondera Counties, Montana comprising approximately 12,333 acres. As consideration the Company will issue 4,000,000 warrants exercisable at $0.20 per share for a period of 24 months and pay $1,000,000 in cash. During August 2012, the Company signed an agreement, whereby Bakken forgave the remaining amount owing in return for the Tulla property. The agreement also cancelled the requirement for the Company to issue 4,000,000 warrants at a price of $0.20 per share.

7. Exploration and Evaluation Assets (continued)

Montana Project with Bakken Oil Holdings LLC - Woodrow (continued)

On August 14, 2013, the Company signed a definitive agreement with West Bakken Holdings Ltd giving them the right to farm in to the working interest of the Company. The agreement, when completed, includes 50-percent ownership in the oil and gas interests, and properties and related rights and interests to the oil and gas leases in Montana, comprising 12,333 gross acres in Teton county. Pursuant to the agreement, the Company will receive a total of $550,000 (U.S.) as consideration for the farm in. A non-refundable deposit of $50,000 (U.S.) was received on July 3, 2013, $125,000 (U.S.) was received on August 16, 2013, and $125,000 (U.S.) was received on October 16, 2013 and $125,000 (U.S.) was received on December 11, 2013. The final $125,000 (U.S.) was received on February 21, 2014

The costs as at June 30, 2014 were $670,434 (2013 - $897,493).

Donner Prospect – 78 acres, Newton County

On August 1, 2013, Bazmo Exploration Inc., ("Bazmo") and the Company entered into an exploration agreement (the "Exploration Agreement") for US$92,746. Pursuant to the terms of the Exploration Agreement, Bazmo agreed to identify and secure leases which would subsequently be assigned to the Company and pursuant to the terms of such agreement, the Company agreed to pay 100% of the lease acquisition costs and operating costs of all wells drilled. In exchange for Bazmo's performance under the Exploration Agreement, Bazmo obtained a 10% carried interest in all target wells, until payout in each of the wells. Upon payout, Bazmo's carried interest will convert to a 50% working interest in all target wells. The costs as at June 30, 2014 were $378,243 (December 31, 2013 - $297,272).

8. Secured Loan

On July 19, 2013, the Company closed its initial draw of $1,000,000 (the "Initial Draw") pursuant to a senior secured loan facility of up to $2,000,000 arranged with Ascendant Securities Inc.("ASI") on behalf of a group of clients of ASI (the "Lenders"). An additional $1,000,000 may be drawn at the option of the Company subject to the terms and conditions of a trust indenture between the Company and ASI. In connection with the Initial Draw, the Company has issued senior secured debentures of the Company (the "Debentures") in an aggregate principal amount of $1,000,000. The Debentures will bear interest at a rate of 15% per annum, compounded monthly. The principal amount of the Debentures evidencing the Initial Draw will mature on July 18, 2015. As part of the consideration for the Loan Facility, the Lenders will receive an aggregate 6% overriding royalty interest in the Company's proceeds from all oil, gas and other hydrocarbons produced from any new wells developed on the Company's Donner Properties using any portion of the proceeds from the Initial Draw. The Company has paid ASI a cash agent's fee of $60,000, the first installment of an annual monitoring fee of $25,000 and a 2% overriding royalty Interest on the Company's proceeds from all oil, gas and other hydrocarbons produced from any well, for acting as collateral agent. The Company also issued an aggregate of 1,200,000 Agent Warrants. The Agent Warrants entitle the holder thereof to purchase up to 1,200,000 common shares of the Company at a price of $0.10 per share until July 18, 2015.

9. Share Capital

Authorized:

Unlimited number of common shares without par value

Issued and outstanding:

(Expressed in Canadian Dollars Unless Otherwise Stated)

9. Share Capital (continued)

Year Ended December 31, 2012 to Six Months Ended June 30, 2014

Issued for Cash

During the six months ended June 30, 2014, the Company issued 100,000 common shares pursuant to the exercise of 100,000 options at $0.06 per share for total proceeds of $6,000.

On February 29, 2012, the Company closed a non-brokered private placement and issued 1,706,222 common shares at a price of $0.18 per unit for gross proceeds of $307,120. Each unit consists of one common share and one half of a common share purchase warrant with each whole warrant exercisable at a price of $0.12 for a term of 2 years until February 28, 2014. The Company also paid a commission in cash in the amount of $20,088 and issued 111,600 Agent’s warrants, being 8% of the aggregate proceeds from the sale of units to purchasers introduced by the Finder. The Agent`s warrants have an exercise price of $0.18 per share and exercisable until February 28, 2015. The Agent’s warrants were valued at $16,892 using the Black Scholes option pricing model with weighted average assumptions of an expected life of two years, dividend yield of 0%, expected volatility of 198%, and risk-free rate of return of 1.10%.

During the year ended December 31, 2012, the Company issued 718,000 common shares pursuant to the exercise of 718,000 warrants at $0.10 per share for total proceeds of $71,800.

Issued for Oil and Gas Properties

On March 1, 2012, the Company issued 2,000,000 common shares at a fair value of $0.18 per share to 0914577 BC Ltd., for certain oil and gas properties in Pondera County, Montana.

On March 1, 2012, the Company issued 1,500,000 common shares at a fair value of $0.18 per share to Arizona Energy Explorations LLC, for the override position in the Pedregosa Basin in Cochise County, Arizona.

Share Purchase Warrants

During the year ended December 31, 2012, 718,000 warrants were exercised. The Company also issued 853,111 share purchase warrants pursuant to private placements. Each warrant is exercisable for one common share at $0.12 per share expiring on February 28, 2015. The following table summarises share purchase warrant transactions:

	June 30, 2014		December 31, 2013	
	Number of Warrants	**Weighted Average Exercise Price**	Number of Warrants	Weighted Average Exercise Price
Balance, beginning of period	**853,111**	**$ 0.12**	853,111	$ 0.12
Issued	**-**	**-**	-	-
Exercised	**-**	**-**	-	-
Expired	**-**	**-**	-	-
Balance, end of period	**853,111**	**$ 0.12**	853,111	$ 0.12

Agent’s Warrants

On February 29, 2012, the Company issued 111,600 Agent’s warrants, being 8% of the aggregate proceeds from the sale of Units to purchasers introduced by the Finder with an exercise price of $0.18 per share and exercisable until February 28, 2014. On February 28, 2014, 111,600 Agent’s warrants expired in full.

On July 19, 2013, the Company issued senior secured debentures of the Company in an aggregate principal amount of $1,000,000. The Company also issued an aggregate of 1,200,000 Agent’s warrants which entitle the holder to purchase up to 1,200,000 common shares of the Company at a price of $0.10 per share until July 18, 2015. Refer to Note 8.

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9. Share Capital (continued)

Agent's Warrants (continued)

The following table summarises Agent's warrant transactions:

	June 30, 2014		December 31, 2013	
	Number of Agent's Warrants	**Weighted Average Exercise Price**	Number of Warrants	Weighted Average Exercise Price
Balance, beginning of period	**1,311,600**	**$ 0.11**	547,667	$ 0.20
Issued	**-**	**-**	1,200,000	0.10
Expired	**(111,600)**	**0.18**	(436,067)	0.20
Balance, end of period	**1,200,000**	**$ 0.10**	1,311,600	$ 0.11

Stock Options

Effective November 4, 2010, the Company adopted a stock option plan to grant stock options to its directors, officers, employees and consultants. Subjective to the requirement of the TSX Venture Exchange (the "Exchange"), the aggregate number of securities reserved for issuance under the plan, at any point in time, will be 10% of the number of common shares of the Company issued and outstanding at the time the option is granted (on a diluted basis), less any common share reserved for issuance under share options granted under share compensation arrangements other than the plan. The exercise price of option grants will be determined by the board, but will not be less than the closing market price of the common shares on the Exchange less allowable discounts at the time of grant. All options granted under the plan will expire not later than the date that is five years from the date that such options are granted.

On September 9, 2013, the Company granted 1,750,000 stock options to officers, directors and consultants of the Company. The stock options are exercisable for a period of 5 years from the date of listing on the TSX Venture Exchange ("Listing") at an exercise price of $0.06 per common share. The stock options granted vested immediately. Total stock-based compensation expense of $82,446 has been charged to operations. The weighted average fair value of the options granted was $0.05 per option.

On November 26, 2013, the Company granted 600,000 stock options to officers, directors and consultants of the Company. The stock options are exercisable for a period of 5 years from the date of listing on the TSX Venture Exchange ("Listing") at an exercise price of $0.06 per common share. The stock options granted vested immediately. Total stock-based compensation expense of $30,756 has been charged to operations. The weighted average fair value of the options granted was $0.05 per option.

On November 26, 2013, the Company granted 400,000 stock options to a consultant for investor relations. The stock options are exercisable for a period of 5 years from the date of listing on the TSX Venture Exchange ("Listing") at an exercise price of $0.06 per common share. The stock options granted have a vesting period of 25% that vest over the next 12 months at three month intervals. Total stock-based compensation expense of $8,616 has been charged to operations for the six months ended June 30, 2014 (Year ended December 31, 2013 - $8,725). The weighted average fair value of the options granted was $0.11 per option.

The fair value of the option granted was estimated on the date of grant using the Black-Scholes option pricing model with the following weight average assumptions:

	June 30, 2014	December 31, 2013
Dividend yield	**Nil**	Nil
Expected volatility	**128%**	128 to 130%
Risk-free rate of return	**1.71%**	1.71 to 2.12%
Expected life of options	**5 years**	5 years

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9. Share Capital (continued)

Stock Options (continued)

	Number of Stock Options	**Weighted Average Exercise Price**	Number of Stock Options	Weighted Average Exercise Price
Outstanding, beginning of period	**4,600,000**	**$ 0.12**	2,825,000	$ 0.21
Granted	**-**	**-**	2,750,000	0.06
Exercised	**(100,000)**	**(0.06)**	-	-
Expired	**(950,000)**	**(0.20)**	(975,000)	(0.22)
Outstanding, end of period	**3,550,000**	**$ 0.10**	4,600,000	$ 0.12
Exercisable, end of period	**3,350,000**	**$ 0.10**	4,300,000	$ 0.12

The 3,550,000 stock options outstanding at June 30, 2014 expire as follows:

Number of shares	**Exercise Price /Share**	**Expiry date**
650,000	$ 0.20	March 22, 2016
250,000	$ 0.25	September 26, 2016
1,750,000	$ 0.06	September 6, 2018
900,000	$ 0.06	November 26, 2018
3,550,000		

The weight average remaining contractual life of these outstanding options is 3.74 years. The weighted average grant date fair value of these options are $0.11 per option.

10. Related Party Transactions

Related party transactions are with directors and a company controlled by a director and officer of the Company.

The following summarizes the Company's related party transactions during the six months ended June 30, 2014 and 2013:

	2014	2013
Consulting fees to the Chief Executive Officer of the Company	**$ 45,000**	$ 45,000
Consulting and accounting fees to companies controlled by the Chief Financial Officer of the Company	**$ 39,000**	$ 36,000
Consulting fees to the Director of the Company	**$ 19,733**	$ -

As at June 30, 2014, the Company owed $7,983 (December 31, 2013 - $10,131) to a director which is included in accounts payable. Stock-based compensation of $nil was recognised during the six months ended June 30, 2014 (2013 - $nil), related to stock options granted to directors and officers.

These transactions are in the normal course of operations and are measured at the exchange amount of consideration established and agreed to by the related parties.