RHC CAPITAL CORPORATION

(FORMERLY ROCKEFELLER HUGHES CORPORATION)

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

THREE AND SIX MONTHS ENDED JANUARY 31, 2017

(EXPRESSED IN UNITED STATES DOLLARS)

(UNAUDITED)

Notice to Reader

The accompanying unaudited interim consolidated financial statements of RHC Capital Corporation (the "Company") have been prepared by and are the responsibility of management. The unaudited interim consolidated financial statements have not been reviewed by the Company's auditors.

RHC Capital Corporation (Formerly Rockefeller Hughes Corporation)
Condensed Interim Consolidated Statements of Financial Position
(Expressed in United States dollars)
(Unaudited)

	As at January 31, 2017	As at July 31, 2016
ASSETS		
Current assets		
Cash and cash equivalents (note 3)	**$ 1,640,322**	$ 1,810,247
Accounts receivable	**11,141**	21,836
Prepaid expenses and deposits	**15,599**	42,087
Total assets	**$ 1,667,062**	$ 1,874,170
SHAREHOLDERS' EQUITY AND LIABILITIES		
Current liabilities		
Accounts payable and accrued liabilities (notes 4 and 12)	**$ 423,680**	$ 466,584
Total liabilities	**423,680**	466,584
Shareholders' equity		
Share capital (note 5)	**20,802,372**	20,802,372
Contributed surplus	**1,521,124**	1,509,421
Accumulated other comprehensive loss	**(338,364)**	(334,588)
Deficit	**(20,741,750)**	(20,569,619)
Total shareholders' equity	**1,243,382**	1,407,586
Total shareholders' equity and liabilities	**$ 1,667,062**	$ 1,874,170

Continuing operations (note 1)
Commitments (note 11)

Approved on behalf of the Board of Directors:

"Zoran Arandjelovic", Director

"Michael Graham", Director

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

RHC Capital Corporation **(Formerly Rockefeller Hughes Corporation)**
Condensed Interim Consolidated Statements of Loss and Comprehensive Loss
(Expressed in United States dollars)
(Unaudited)

	Three Months Ended January 31, 2017	Three Months Ended January 31, 2016	Six Months Ended January 31, 2017	Six Months Ended January 31, 2016
Revenues:				
Oil and gas revenue	**$ -**	$ 243,936	**$ -**	$ 603,098
Royalties	**-**	(72,903)	**-**	(177,438)
Net oil and gas revenue	**-**	171,033	**-**	425,660
Operating costs and expenses				
Production expenses	**-**	62,736	**-**	132,928
General and administrative expenses (note 9)	**162,474**	426,476	**341,554**	922,561
Total operating costs and expenses	**162,474**	489,212	**341,554**	1,055,489
Other income				
Gain on settlement of accounts payable and other				
Interest income	**-**	3,164	**-**	6,399
Gain on dissolution of subsidiary	**-**	-	**169,423**	-
Total other income	**-**	3,164	**169,423**	6,399
Net loss	**(162,474)**	(315,015)	**(172,131)**	(623,430)
Other comprehensive loss:				
Items that will not be reclassified subsequently to loss				
Currency translation adjustments	**39,947**	(18,123)	**-**	(24,731)
Net comprehensive loss for the period	**$ (122,527)**	$ (333,138)	**$ (172,131)**	$ (648,161)
Basic and diluted net loss per share (note 8)	**$ (0.00)**	**$ (0.00)**	**$ (0.00)**	$ (0.01)
Weighted average number of common shares outstanding - basic and diluted	**75,216,186**	74,246,211	**75,216,186**	74,246,211

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

RHC Capital Corporation **(Formerly Rockefeller Hughes Corporation)**
Condensed Interim Consolidated Statements of Cash Flows
(Expressed in United States dollars)
(Unaudited)

Six Months Ended January 31,	2017	2016
Operating activities		
Net loss for the period	**$ (172,131)**	$ (623,430)
Adjustments for:		
Stock-based compensation	**11,703**	152,282
Shares issued for services	**-**	174,127
Gain on dissolution of subsidiary	**(169,423)**	-
Changes in non-cash working capital items	**163,702**	181,427
Net cash used in operating activities	**(166,149)**	(115,594)
Investing activities		
Additions to property and equipment	**-**	(2,184,965)
Changes in non-cash working capital balance related to assets	**-**	(53,770)
Net cash provided by (used in) investing activities	**-**	(2,238,735)
Effect of currency rates on cash and cash equivalents	**(3,776)**	(24,731)
Net change in cash and cash equivalents	**(169,925)**	(2,379,060)
Cash and cash equivalents, beginning of period	**1,810,247**	4,780,805
Cash and cash equivalents, end of period	**$ 1,640,322**	$ 2,401,745

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

RHC Capital Corporation **(Formerly Rockefeller Hughes Corporation)**
Condensed Interim Consolidated Statements of Changes in Shareholders' Equity
(Expressed in United States dollars)
(Unaudited)

Equity attributable to shareholders

	Share capital	Shares to be issued	Contributed surplus	Deficit	Accumulated other comprehensive income (loss)	Total shareholders' equity
Balance, July 31, 2015	**$ 20,568,245**	**$ 60,000**	**$ 1,452,190**	**$ (15,695,006)**	**$ (471,633)**	**$ 5,913,796**
Shares issued	234,127	(60,000)	-	-	-	174,127
Stock-based compensation	-	-	152,282	-	-	152,282
Foreign currency translation adjustment	-	-	-	-	(24,731)	(24,731)
Net loss for the period	-	-	-	(623,430)	-	(623,430)
Balance, January 31, 2016	**$ 20,802,372**	**$ -**	**$ 1,604,472**	**$ (16,318,436)**	**$ (496,364)**	**$ 5,592,044**
Balance, July 31, 2016	**$ 20,802,372**	**$ -**	**$ 1,509,421**	**$ (20,569,619)**	**$ (334,588)**	**$ 1,407,586**
Stock-based compensation	-	-	11,703	-	-	11,703
Foreign currency translation adjustment	-	-	-	-	(3,776)	(3,776)
Net loss for the period	-	-	-	(172,131)	-	(172,131)
Balance, January 31, 2017	**$ 20,802,372**	**$ -**	**$ 1,521,124**	**$ (20,741,750)**	**$ (338,364)**	**$ 1,243,382**

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

1. Description of business and continuing operations

RHC Capital Corporation (the "Company" or "RHC") was incorporated under the laws of the Province of Ontario on August 15, 2008. The Company was previously engaged in the acquisition, exploration, development and production of oil and natural gas reserves in North America. On February 27, 2017, the Company began trading on the NEX board of the TSX Venture Exchange ("TSX-V") under the trading symbol "RHC.H". Previously the Company traded on the TSX-V under the trading symbol "RHC". The address of its registered office is 67 Rebecca Court, Maple, Ontario, L6A 1G2.

On February 23, 2017, the Company changed its name from Rockefeller Hughes Corporation to RHC Capital Corporation.

These unaudited condensed interim consolidated financial statements of the Company for the three and six months ended January 31, 2017 were reviewed, approved and authorized for issue by the Board of Directors on March 27, 2017.

The Company previously sold all of its property interests and is evaluating suitable assets or businesses to acquire or merge with, with a view to maximizing value for shareholders.

As a result of the disposition of the Company's property interests, it does not currently have any active exploration, development or production projects. The ability of the Company to continue as a going concern in the future is dependant upon the identification of a new business opportunity to generate positive cash flows from operations and the Company depends on the ability to obtain additional financing. There is no assurance that the Company will be successful in achieving these objectives. These consolidated financial statements do not include the adjustments that would be necessary should the Company be unable to continue as a going concern. The adjustments could be material.

2. Basis of preparation

The unaudited condensed interim consolidated financial statements of the Company have been prepared in accordance with the International Financial Reporting Standard ("IFRS') issued by the International Accounting Standard Board ("IASB") in accordance with International Accounting Standards ("IAS") 34, Interim Financial Reporting.

These unaudited condensed interim consolidated financial statements have been prepared on a historical basis, except for those financial instruments carried at fair value. In addition, these unaudited condensed interim consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

The unaudited condensed interim consolidated financial statements do not contain all of the required annual disclosures and should be read in conjunction with the Company's annual financial statements for the year ended July 31, 2016 and 2015 prepared in accordance with International Financial Reporting Standards ("IFRS"). The same accounting policies, presentation and methods of computation have been followed in these unaudited condensed interim consolidated financial statements as were applied in the Company's consolidated financial statements for the years ended July 31, 2016 and 2015, except as noted below.

New accounting policies

IFRS 11, "Joint Arrangements": In May 2014, the IASB issued amendments to IFRS 11 to address the accounting for acquisitions of interests in joint operations. The amendments address how a joint operator should account for the acquisition of an interest in a joint operation in which the activity of the joint operation constitutes a business. IFRS 11, as amended, now requires that such transactions be accounted for using the principles related to business combinations accounting as outlined in IFRS 3, "Business Combinations". On August 1, 2016, the Company adopted these amendments and there was no material impact on the Company's unaudited condensed interim consolidated .

(Expressed in United States dollars)

3. Cash and cash equivalents

	As at January 31, 2017	As at July 31, 2016
Cash at bank and on hand	**$ 4,025**	$ 34,571
Short-term bank deposits	**1,636,297**	1,775,676
	$ 1,640,322	$ 1,810,247

4. Accounts payable and accrued liabilities

	As at January 31, 2017	As at July 31, 2016
Accounts payable	**$ 16,926**	$ 230,839
Accruals and others	**406,754**	235,745
Total accounts payable and other liabilities	**$ 423,680**	$ 466,584

5. Share capital

a) Authorized share capital - the authorized share capital consists of an unlimited number of common shares.

b) Common shares issued: as at January 31, 2017, the issued share capital amounted to $20,802,372. Changes in issued share capital are as follows:

	Number of common shares	Amount
Balance, July 31, 2015	**74,116,681**	**$ 20,568,245**
Shares issued for service (i)	1,099,505	234,127
Balance, January 31, 2016	**75,216,186**	**$ 20,802,372**
Balance, July 31, 2016 and January 31, 2017	**75,216,186**	**$ 20,802,372**

(i) During the six months ended January 31, 2017, an officer of the Company received nil shares valued at $nil, based on the quoted market price of the shares at the time of issue, (six months ended January 31, 2016 - 1,099,505 shares valued at $234,127) relating to a portion of his accrued salary for the year ended July 31, 2016 (July 31, 2015).

The officer's consulting contract, effective December 1, 2014, requires the Company to pay the officer a monthly salary of $29,167. The salary is payable in cash or shares and valued on the last trading day for each month.

6. Stock options

On February 3, 2017, the shareholders of the Company approved a stock option plan, pursuant to which, the Company may issue up to a number of options that is 10% of the outstanding common shares of the Company to employees, directors and officers.

(Expressed in United States dollars)

6. Stock options (continued)

The following table reflects the continuity of stock options for the periods presented:

	Number of stock options	Weighted average exercise price ($)
Balance, July 31, 2015 and January 31, 2016	**4,361,568**	**0.42**
Balance, July 31, 2016	**4,036,568**	**0.46**
Expired/Forfeited	(50,000)	0.34
Balance, January 31, 2017	**3,986,568**	**0.45**

The following table reflects the actual stock options issued and outstanding as of January 31, 2017:

Expiry date	Exercise price (Cdn$)	Weighted average remaining contractual life (years)	Number of options outstanding	Number of options vested (exercisable)
March 1, 2020	0.50	3.08	1,000,000	1,000,000
August 1, 2023	0.25	6.50	2,436,568	2,436,568
November 21, 2024	0.45	7.81	550,000	433,334
		5.82	**3,986,568**	**3,869,902**

7. Warrants

The following table reflects the continuity of warrants for the periods presented:

	Number of warrants	Weighted average exercise price (Cdn$)
Balance, July 31, 2015 and January 31, 2016	**14,353,455**	**0.25**
Balance, July 31, 2016 and January 31, 2017	**14,353,455**	**0.25**

The following table reflects the actual warrants issued and outstanding as of January 31, 2017:

Number of warrants outstanding	Exercise price (Cdn$)	Expiry date
14,353,455	0.25	December 16, 2018

8. Net loss per common share

The calculation of basic and diluted loss per share for the three and six months ended January 31, 2017, was based on the loss attributable to common shareholders of $162,474 and $172,131, respectively (three and six months ended January 31, 2016 - $315,015 and $623,430, respectively) and the weighted average number of common shares outstanding of 75,216,186 and 75,216,186, , respectivelyfor the three and six months ended January 31, 2017 (three and six months ended January 31, 2016 - 74,246,211 and 74,246,211, respectively). Diluted loss per share did not include the effect of 3,986,568 (January 31, 2016 - 4,361,568) stock options and 14,353,455 (January 31, 2016 - 14,353,455) warrants as they are anti-dilutive.

(Expressed in United States dollars)

9. General and administrative

	Three Months Ended January 31, 2017	Three Months Ended January 31, 2016	Six Months Ended January 31, 2017	Six Months Ended January 31, 2016
Salary and salary related	**$ 114,825**	$ 95,333	**$ 218,976**	$ 347,132
Legal and professional	**8,370**	103,741	**40,952**	160,228
Audit and accounting	**15,311**	33,698	**33,612**	74,525
Stock-based compensation	**4,113**	76,141	**11,703**	152,282
General office and other	**19,855**	117,563	**36,311**	188,394
	$ 162,474	$ 426,476	**$ 341,554**	$ 922,561

10. Gain on dissolution of subsidiary

During the six months ended January 31, 2017, the Company dissolved its wholly owned subsidiary, RHC Energy (USA) LLC. As a result, a gain on dissolution of subsidiary of $169,423 was recorded due to accounts payable and accrued liabilities dissolved.

11. Commitments

The Company is party to a management contract with the Executive Chairman. This contract contains clauses requiring that additional payments of $1,050,000 be made upon the occurrence of certain events such as a change of control. As a triggering event has not taken place, the contingent payments have not been reflected in these consolidated financial statements. In addition, the contract provides that any unvested options will become fully vested and that the Executive Chairman will have 24 months to exercise any options held, in the event of a change of control.

12. Related party transactions

The Company shares office space and services in Vaughan, Ontario with Capital Z Corporation, an entity wholly owned by the Executive Chairman of RHC, at no charge. The Company utilized CFO services provided by Michael Graham, a director of the Company and an employee of the Company as of November 2016.

The following table summarizes transactions with related parties:

Six Months Ended January 31,	**2017**	**2016**
Consulting services from Michael Graham	$ 14,181	$ -
Key management compensation	209,331	284,621
	$ 223,512	$ 284,621

Three Months Ended January 31,	**2017**	**2016**
Key management compensation	$ 112,860	$ 94,788
	$ 112,860	$ 94,788

(Expressed in United States dollars)

12. Related party transactions (continued)

Compensation of key management personnel of the Company

The remuneration of directors and other members of key management personnel during the periods presented were as follows:

Six Months Ended January 31,		2017		2016
Short-term benefits	$	223,512	$	132,339
Share-based payments		-		152,282
	$	223,512	$	284,621

Three months ended January 31,		2017		2016
Short-term benefits	$	112,860	$	18,647
Share-based payments		-		76,141
	$	112,860	$	94,788

The remuneration of directors and key executives is determined by the remuneration committee having regard to the performance of individuals and market trends.

In accordance with IAS 24, key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any directors (executive and non-executive) of the Company.

Per the Chairman's employment contract effective December 1, 2014 and onwards, the Chairman has the option to receive his monthly compensation of $29,167 in cash or as shares every 3, 6, or 12 months. See also discussion of commitments pursuant to this agreement, included in Note 11. Included in accounts payable and accrued liabilities at January 31, 2017 is $394,771 (July 31, 2016 - $216,597) owing to the Chairman. This amount is unsecured, non-interest bearing and due on demand.