ROCHESTER RESOURCES LTD.

(formerly Hilton Resources Ltd.)
(An Exploration Stage Company)

INTERIM CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED

NOVEMBER 30, 2005

(Unaudited - Prepared by Management)

MANAGEMENT'S COMMENTS ON UNAUDITED
INTERIM CONSOLIDATED FINANCIAL STATEMENTS

The accompanying unaudited interim consolidated financial statements of Rochester Resources Ltd. *(formerly Hilton Resources Ltd.)* for the six months ended November 30, 2005 have been prepared by management and are the responsibility of the Company's management. These statements have not been reviewed by the Company's external auditors.

ROCHESTER RESOURCES LTD.
(formerly Hilton Resources Ltd.)
(An Exploration Stage Company)

INTERIM CONSOLIDATED BALANCE SHEETS

(Unaudited - Prepared by Management)

	November 30, 2005 $	May 31, 2005 $
A S S E T S		
CURRENT ASSETS		
Cash	191,228	227,589
Amounts receivable	18,919	39,027
Prepaid expenses and deposits	242	9,636
	210,389	276,252
CAPITAL ASSET	4,050	4,764
OTHER ASSETS (Note 3)	-	6,300
	214,439	287,316
L I A B I L I T I E S		
CURRENT LIABILITIES		
Accounts payable and accrued liabilities	17,797	31,006
S H A R E H O L D E R S' E Q U I T Y		
SHARE CAPITAL (Note 4)	70,987,113	70,970,313
CONTRIBUTED SURPLUS	347,545	286,125
DEFICIT	(71,138,016)	(71,000,128)
	196,642	256,310
	214,439	287,316

NATURE OF OPERATIONS AND CHANGE OF NAME (Note 1)

SUBSEQUENT EVENTS (Note 8)

APPROVED BY THE BOARD

"Doug Good" , Director

"Andrew Carter" , Director

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

ROCHESTER RESOURCES LTD.
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INTERIM CONSOLIDATED STATEMENTS OF OPERATIONS AND DEFICIT

(Unaudited - Prepared by Management)

	Three Months Ended November 30,		Six Months Ended November 30,	
	2005 $	2004 $	2005 $	2004 $
EXPENSES				
Accounting and administration	16,740	22,500	30,990	38,300
Audit	2,517	-	2,517	-
Depreciation	357	835	714	1,670
Investor relations	-	9,000	3,000	18,000
Legal	2,424	6,773	3,374	10,317
Management fees	13,833	-	20,833	-
Office	5,631	3,756	6,774	5,584
Professional fees	-	6,482	6,045	7,232
Regulatory	4,542	4,538	6,792	5,263
Shareholder costs	2,611	3,558	5,318	3,558
Stock-based compensation (Note 5)	61,420	64,700	61,420	64,700
Transfer agent	5,417	5,801	9,892	6,650
Travel	3,000	1,477	3,299	3,839
	118,492	129,420	160,968	165,113
LOSS BEFORE OTHER ITEMS	(118,492)	(129,420)	(160,968)	(165,113)
OTHER ITEMS				
Write-off of receivable	(20,000)	-	(20,000)	-
Gain on sale of other assets	-	-	40,980	5,880
Interest and other income	633	958	3,824	958
Foreign exchange	2,364	(20,992)	(1,724)	(16,809)
	(17,003)	(20,034)	23,080	(9,971)
NET LOSS FOR THE PERIOD	(135,495)	(149,454)	(137,888)	(175,084)
DEFICIT - BEGINNING OF PERIOD	(71,002,521)	(69,916,771)	(71,000,128)	(69,891,141)
DEFICIT - END OF PERIOD	(71,138,016)	(70,066,225)	(71,138,016)	(70,066,225)
BASIC AND DILUTED LOSS PER SHARE	$(0.06)	$(0.08)	$(0.06)	$(0.09)
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING	2,230,735	1,854,003	2,230,868	1,853,869

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

ROCHESTER RESOURCES LTD.
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INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited - Prepared by Management)

	Three Months Ended November 30,		Six Months Ended November 30,	
	2005 $	2004 $	2005 $	2004 $
CASH PROVIDED FROM (USED FOR)				
OPERATING ACTIVITIES				
Net loss for the period	(135,495)	(149,454)	(137,888)	(175,084)
Adjustment for items not involving cash				
Depreciation	357	835	714	1,670
Stock-based compensation	61,420	64,700	61,420	64,700
Gain on sale of other assets	-	-	(40,980)	(5,880)
	(73,718)	(83,919)	(116,734)	(114,594)
(Increase) decrease in amounts receivable	19,819	(8,200)	20,108	(43,387)
(Increase) decrease in prepaid expenses and deposits	7,725	982	9,394	(380)
Increase (decrease) in accounts payable and accrued liabilities	(3,086)	(140)	(13,209)	13,068
	(49,260)	(91,277)	(100,441)	(145,293)
FINANCING ACTIVITY				
Issuance of common shares	16,800	7,500	16,800	7,500
INVESTING ACTIVITIES				
Expenditures on capital assets	-	-	-	(200)
Expenditures on unproven mineral interests	-	(78,560)	-	(214,439)
Proceeds from sale of other assets	-	-	47,280	6,600
	-	(78,560)	47,280	(208,039)
DECREASE IN CASH FOR THE PERIOD	(32,460)	(162,337)	(36,361)	(345,832)
CASH - BEGINNING OF PERIOD	223,688	344,545	227,589	528,040
CASH - END OF PERIOD	191,228	182,208	191,228	182,208
SUPPLEMENTARY CASH FLOW INFORMATION				
Interest paid in cash	-	-	-	-
Income taxes paid in cash	-	-	-	-

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

1. NATURE OF OPERATIONS AND CHANGE OF NAME

The Company is engaged in the acquisition and exploration of unproven mineral interests in Mexico. During the 2005 fiscal year, the Company completed detailed exploration of its El Nayar Property in Mexico. No further work was recommended and, accordingly, the costs relating to the El Nayar Property was written off in the 2005 fiscal year. On January 8, 2006, the Company completed negotiations and entered into an option agreement to acquire up to a 51% interest in the Mina Real Property in Mexico. See Note 8(a).

On August 25, 2005, the Company completed a consolidation of its share capital on a basis of one new share for ten old shares and changed its name from Hilton Resources Ltd. to Rochester Resources Ltd.

As at November 30, 2005, the Company had working capital of $192,592. The Company will require additional financing to complete its earn-in of the Mina Real Property, identify and evaluate additional potential resource acquisitions and meet ongoing corporate overhead requirements. The Company expects to generate the necessary resources for the 2006 fiscal year through the sale of equity securities. No assurances can be given, however, that the Company will be able to obtain sufficient additional resources. If the Company is unsuccessful in generating anticipated resources from one or more of the anticipated sources and is unable to replace any shortfall with resources from another source, the Company may be unable to meet its obligations and continue its operations. In January 2006, the Company raised gross proceeds of $2.5 million, as described in Note 8(b).

These interim consolidated financial statements have been prepared in accordance with Canadian generally accepted accounting principles ("Canadian GAAP") applicable to a going concern which assumes that the Company will realize its assets and discharge its liabilities in the normal course of business. Realization values may be substantially different from the carrying values shown in the interim consolidated financial statements should the Company be unable to continue as a going concern. The ability of the Company to settle its liabilities as they come due and to fund ongoing operations is dependent upon the ability of the Company to obtain additional funding from equity financing. Failure to continue as a going concern would require restatement of assets and liabilities on a liquidation basis, which could differ materially from the going concern basis.

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

These interim consolidated financial statements of the Company have been prepared by management in accordance with Canadian generally accepted accounting principles. The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in these interim financial statements and accompanying notes. Actual results could differ from those estimates. These interim consolidated financial statements have, in management's opinion, been properly prepared using careful judgement with reasonable limits of materiality. These interim consolidated financial statements should be read in conjunction with the most recent annual consolidated financial statements. The significant accounting policies follow that of the most recently reported annual consolidated financial statements.

3. OTHER ASSETS

	November 30, 2005 $	May 31, 2005 $
Investment	-	6,300

During the six months ended November 30, 2005, the Company sold its remaining 70,000 common shares of Halo Resources Ltd. for $47,280, realizing a gain of $40,980.

4. SHARE CAPITAL

Authorized: Unlimited common shares without par value

Issued:	November 30, 2005		May 31, 2005	
	Shares	Amount $	Shares	Amount $
Balance, beginning of period	2,230,735	70,970,313	1,853,735	70,593,713
Issued during the period				
For cash				
Private placements	-	-	355,000	355,000
Exercise of options	-	-	3,000	7,500
Exercise of warrants	12,000	16,800	-	-
Reallocation from contributed surplus				
relating to the exercise of stock options	-	-	-	6,600
For unproven mineral interests	-	-	10,000	10,000
Finder's fee	-	-	9,000	9,000
	12,000	16,800	377,000	388,100
Less: share issue costs	-	-	-	(11,500)
	12,000	16,800	377,000	376,600
Balance, end of period	2,242,735	70,987,113	2,230,735	70,970,313

(a) On August 25, 2005, the Company completed a consolidation of its share capital on a basis of one new share for ten old shares. All comparative share amounts and balances have been restated.

(b) A summary of the number of common shares reserved pursuant to the Company's outstanding warrants at November 30, 2005, and the changes for the six months ended November 30, 2005, is as follows:

	Number
Balance, beginning period	688,500
Exercised	(12,000)
Expired	(352,000)
Balance, end of period	324,500

4. SHARE CAPITAL (continued)

The following table summarizes information about the warrants outstanding and exercisable at November 30, 2005:

Exercise Price $	Number	Expiry Date
3.10	142,500	March 4, 2006
1.50	182,000	February 7, 2007
	324,500	

(c) See Note 8.

5. STOCK OPTIONS AND STOCK-BASED COMPENSATION

The Company has established a rolling stock option plan (the "Plan"), in which the maximum number of common shares which can be reserved for issuance under the Plan is 10% of the issued and outstanding shares of the Company. The exercise price of the options is set at the Company's closing share price on the day before the grant date, less allowable discounts in accordance with the policies of the TSX Venture Exchange. The options have a maximum term of five years.

During the six months ended November 30, 2005, the Company granted 220,000 stock options to directors and consultants and recorded compensation expense of $61,420.

The fair value of stock options granted to directors and consultants is estimated on the date of grant using the Black-Scholes option pricing model with the following assumptions used for the grants made during the period:

Risk-free interest rate	3.26%
Estimated volatility	125%
Expected life	1.5 years
Expected dividend yield	0%

The weighted average fair value of all stock options granted during the period to the Company's directors and consultants was $0.28 per share.

Option-pricing models require the use of estimates and assumptions including the expected volatility. Changes in the underlying assumptions can materially affect the fair value estimates and, therefore, existing models do not necessarily provide reliable measure of the fair value of the Company's stock options.

A summary of the Company's stock options at November 30, 2005 and the changes for the six months ended November 30, 2005 is presented below:

5. STOCK OPTIONS AND STOCK-BASED COMPENSATION (continued)

	Options Outstanding	Weighted Average Exercise Price $
Balance, beginning of period	217,500	1.30
Granted	220,000	0.50
Cancelled	(217,500)	1.30
Balance, end of period	220,000	0.50

The following table summarizes information about the stock options outstanding and exercisable at November 30, 2005:

Number Outstanding and Exercisable	Exercise Price $	Expiry Date
220,000	0.50	November 10, 2008

6. CONTRIBUTED SURPLUS

The Company's contributed surplus is comprised of the following:

	November 30, 2005 $
Balance, beginning of period	286,125
Stock-based compensation (Note 5)	61,420
Balance, end of period	347,545

7. RELATED PARTY TRANSACTIONS

During the six months ended November 30, 2005, the Company incurred $54,823 for accounting, management, professional and consulting services provided by current and former directors and officers of the Company. As at November 30, 2005, $3,333 remained outstanding to the President of the Company on account of unpaid professional fees and has been included in accounts payable and accrued liabilities.

8. SUBSEQUENT EVENTS

(a) On January 8, 2005, the Company entered into an option agreement with an arm's-length private company to acquire up to a 51% interest in the Mina Real Property located in Tepic, Mexico. The Mina Real Property is approximately 3,400 hectares. Under the agreement the Company is required to make initial option payments of US $110,000 and issue 250,000 common shares on closing. The Company can then earn its interests, as follows:

i) an initial 20% interest on funding the initial US $750,000 on exploration expenditures;
ii) a further 20% interest on funding a further US $750,000 on exploration expenditures; and
iii) a further 11% interest on payment of US $900,000, at the minimum rate of US $75,000 per month, commencing July 1, 2006, with each payment vesting at 0.9166% interest.

Closing of the agreement is subject to regulatory approval.

(b) In January 2006, the Company completed private placements totalling 5 million units at $0.50 per unit. Each unit consisted of one common share and one half share purchase warrant. One full warrant is exercisable into one common share at $0.65 per common share on or before January 16, 2008, subject to a forced conversion provision which comes into effect once the common shares trade in excess of $1.00 for ten consecutive trading days. The Company paid $22,000 as finders' fees on the non-brokered portion of the private placement. On the brokered portion of the private placement, the Company paid $150,000, issued 25,000 common shares at a fair value of $12,500, and granted 150,000 agent's warrants exercisable on the same basis as the warrants. The Company also incurred approximately $20,000 of costs relating to the private placements.

(c) On January 17, 2005, the Company granted stock options to its directors, employees and consultants to acquire 500,000 common shares at a price of $0.62 per share, for a term of three years.