ALTO VENTURES LTD.

(An Exploration Stage Company)

CONDENSED INTERIM FINANCIAL STATEMENTS

For the nine months ended March 31, 2019 and 2018
(Unaudited – Prepared by Management)

Stated in Canadian Funds

NOTICE OF NO REVIEW BY AUDITOR

The accompanying unaudited interim condensed financial statements of Alto Ventures Ltd. ("the Company") have been prepared by management and have not been the subject of a review by the Company's independent auditor.

Alto Ventures Ltd.

(An Exploration Stage Company)

Condensed Interim Statements of Financial Position

Canadian Funds

(Unaudited - Prepared by Management)

As at	Note	March 31, 2019 $	June 30, 2018 $
ASSETS			
Current assets			
Cash		849,663	1,372,471
Receivables	4	37,652	21,420
Marketable securities	5	271,813	246,531
Prepaids and deposits		7,982	7,783
		1,167,110	1,648,203
Non-current assets			
Exploration and evaluation assets	6	2,156,161	2,156,161
		3,323,271	3,804,366
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities	7	2,849	47,899
Due to related parties	9	79,753	75,352
		82,602	123,251
Commitment to issue shares			
SHAREHOLDERS' EQUITY			
Share capital	8	21,893,673	21,893,673
Contributed surplus - options	8	1,542,434	1,498,150
Contributed surplus - warrants	8	1,057,065	1,057,065
Accumulated other comprehensive loss		-	34,450
Deficit		(21,252,503)	(20,802,223)
		3,240,669	3,681,115
		3,323,271	3,804,366

Going concern and nature of operations (Note 1)

Approved and authorized by the Board of Directors on May 14, 2019:

"Richard Mazur", Director *"Gary Zak"*, Director

The accompanying notes are an integral part of these financial statements

Alto Ventures Ltd.

(An Exploration Stage Company)

Condensed Interim Statements of Operations and Comprehensive Loss

Canadian Funds

(Unaudited - Prepared by Management)

		For the three months ended March 31,		For the nine months ended March 31,	
		2019	2018	2019	2018
	Note	$	$	$	$
General and administrative expenses					
Exploration and evaluation expenditures	6	48,417	40,804	240,339	367,049
Interest expense		1,141	866	1,141	866
Investor and shareholder relations		4,905	4,155	7,191	19,960
Legal, accounting and management		31,963	37,953	116,966	124,516
Office administration		17,607	14,167	52,854	45,843
Consulting and wages		40,217	21,010	27,194	77,413
Share-based compensation	8	-	-	44,284	-
Transfer agent and filing fees		6,139	12,038	9,928	19,816
Travel and promotion		(18,467)	10,057	10,116	16,695
Loss before the following		**131,922**	**141,050**	**510,012**	**672,157**
Gain on disposition of exploration & evaluation assets		-	-	(70,000)	-
Loss (gain) on sale of marketable securities		-	-	-	159,218
Unrealized loss (gain) on marketable securities		158,426	-	44,717	-
		158,426	-	**(25,283)**	**159,218**
Net (income) loss for the year before income taxes		290,348	141,050	484,729	831,375
Flow-through share premium recovery		-	-	-	(44,125)
Loss for the period		**290,348**	**141,050**	**484,729**	**787,250**
Unrealized gain on available for sale securities		-	(93,461)	-	(88,981)
Comprehensive loss for the period		**290,348**	**47,589**	**484,729**	**698,269**
Loss per share		**$**	**$**	**$**	**$**
- Basic		0.01	0.00	0.01	0.01
- Diluted		0.01	0.00	0.01	0.01
Weighted average number of common shares outstanding		**#**	**#**	**#**	**#**
- Basic		56,373,295	52,994,920	56,373,295	50,274,952
- Diluted		56,373,295	52,994,920	56,373,295	50,274,952

The accompanying notes are an integral part of these financial statements

Alto Ventures Ltd.

(An Exploration Stage Company)

Condensed Interim Statements of Cash Flows

Canadian Funds

(Unaudited - Prepared by Management)

	For the nine months ended March 31, 2019 $	2018 $
Cash resources provided by (used in)		
Operating activities		
Income (loss) for the period	(484,729)	(787,251)
Items not affecting cash:		
Future income tax recovery	-	(44,125)
Loss on sale of marketable securities	-	159,218
Gain on disposition of exploration and evaluation assets	(70,000)	-
Share-based compensation	44,284	-
Unrealized gain on marketable securities	44,717	-
Changes in non-cash working capital		
Decrease (increase) in accounts receivables	(16,232)	(7,173)
Decrease (increase) in prepaids and deposits	(199)	41,617
(Decrease) increase in accounts payable and accrued liabilities	(45,050)	(38,423)
(Decrease) increase in amounts due to related parties	4,401	(7,678)
Cash used in operating activities	**(522,808)**	**(683,815)**
Investing activities		
Acquisition of exploration and evaluation assets	-	(1,700)
Sale of marketable securities	-	335,783
Cash provided by investing activities	**-**	**334,083**
Financing activities		
Proceeds from private placements	-	931,900
Funds receive on shares allotted but not issued	-	34,650
Share issuance costs	-	(63,941)
Cash provided by financing activities	**-**	**902,609**
Net increase in cash	(522,808)	552,877
Cash - Beginning of year	1,372,471	951,043
Cash - End of period	**849,663**	**1,503,920**

Supplementary Disclosure

Fair value (gain) loss on marketable securities	-	(88,981)
Fair value of warrants issued from private placement	-	40,440
Fair value of warrants exercised	-	(42,514)
Fair value shares received under sale or option agreement	70,000	-

The accompanying notes are an integral part of these financial statements

Alto Ventures Ltd.

(An Exploration Stage Company)

Condensed Interim Statements of Shareholders' Equity

Canadian Funds

(Unaudited - Prepared by Management)

		Share Capital			Contributed Surplus				
	Note	Number (#)	Amount ($)	Allotted but not Issued ($)	Options ($)	Warrants ($)	Accumulated Other Comprehensive Loss ($)	Deficit ($)	Total ($)
June 30, 2017		**43,087,081**	**21,033,116**	**-**	**1,498,150**	**1,059,138**	**27,732**	**(19,782,221)**	**3,835,915**
Shares issued for cash		13,286,214	966,550	-	-	-	-	-	966,550
Share issuance costs		-	(63,941)	-	-	-	-	-	(63,941)
Warrants exercised		-	42,513		-	(42,513)	-	-	-
Flow-through premium		-	(44,125)	-	-	-	-	-	(44,125)
Warrants issued on financing		-	(40,440)		-	40,440	-	-	-
Other comprehensive loss - unrealized loss on marketable securities		-	-	-	-	-	88,982	-	88,982
Loss for the period		-	-	-	-	-	-	(787,251)	(787,251)
March 31, 2018		**56,373,295**	**21,893,673**	**-**	**1,498,150**	**1,057,065**	**116,714**	**(20,569,472)**	**3,996,130**
Other comprehensive loss - unrealized loss on marketable securities		-	-	-	-	-	(82,264)	-	(82,264)
Loss for the period		-	-	-	-	-	-	(232,751)	(232,751)
June 30, 2018		**56,373,295**	**21,893,673**	**-**	**1,498,150**	**1,057,065**	**34,450**	**(20,802,223)**	**3,681,115**
Share-based compensation		-	-		44,284	-	-	-	44,284
Loss for the period		-	-		-	-	-	(484,729)	(484,729)
Reclassification on the adoption of IFRS 9	2	-	-		-	-	(34,450)	34,450	-
March 31, 2019		**56,373,295**	**21,893,673**	**-**	**1,542,434**	**1,057,065**	**-**	**(21,252,503)**	**3,240,669**

The accompanying notes are an integral part of these financial statements

1. Going concern and nature of operations

Alto Ventures Ltd. ("the Company") is engaged in the acquisition, exploration and evaluation of Canadian gold projects. The head office is located at Suite 615, 800 West Pender Street, Vancouver, British Columbia and the registered and records office of the Company is located at Suite 1500, 1055 West Georgia Street, Vancouver, British Columbia.

The Company presently has no proven or probable reserves and on the basis of information to date, it has not yet determined whether its properties contain economically recoverable ore reserves. The Company has not generated any revenues from its operations to date and consequently is considered to be in the exploration stage. The amounts shown as exploration and evaluation assets represent acquisition costs incurred to date, less amounts written down or written off, and do not necessarily represent present or future values. The recoverability of the carrying amounts for exploration and evaluation assets is dependent upon raising financing, the sale or joint venturing of the exploration and evaluation assets, and/or the attainment of profitable operations.

These financial statements have been prepared on the basis of accounting principles applicable to a going concern, 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 operations. The Company continues to incur operating losses, has limited financial resources, no source of operating cash flow, and no assurances that sufficient funding, including adequate financing, will be available to conduct further exploration and development of its exploration and evaluation projects. The Company's ability to continue as a going concern is dependent upon its ability to obtain the financing necessary to complete the exploration of its mineral interests by the issuance of share capital or through joint ventures, and to realize future profitable production or proceeds from the disposition of its mineral interests. These material uncertainties may cast significant doubt about the Company's ability to continue as a going concern. During the period ended March 31, 2019, the Company incurred a loss of $484,729, and at March 31, 2019, had working capital $1,084,508 and an accumulated deficit of $21,252,503.

Management plans to continue to seek the necessary financing through a combination of issuance of new equity instruments, entering into joint venture or debt financing arrangements; however, there is no assurance that the Company will be successful in these actions. These financial statements do not give effect to adjustments to the carrying values and classification of assets and liabilities that would be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

2. Basis of preparation

Statement of Compliance

These interim financial statements, including comparatives, 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 IAS 34, Interim Financial Reporting and interpretations of the IFRS Interpretations Committee ("IFRIC"). They have been prepared on a historical cost basis, except for financial instruments classified as financial instruments at fair value through profit or loss, which are stated at their fair value. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information. The significant accounting policies, as disclosed, have been applied consistently to all periods presented in these financial statements. Except as noted below under Changes in Accounting Policies, these condensed interim financial statements follow the same accounting policies and methods of application as the annual financial statements of the Company for the year ended June 30, 2018. These condensed interim financial statements do not contain all disclosures required by

International Financial Reporting Standards ("IFRS") and accordingly should be read in conjunction with the annual financial statements for the year ended June 30, 2018 and the notes thereto.

The preparation of financial statements in accordance with IAS 34 requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Company's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the condensed interim financial statements are disclosed in the notes of the annual financial statements for the year ended June 30, 2018.

Changes in accounting policies

a) Adoption of new IFRS pronouncements
The adoption of the following IFRS standards and amendments to existing standards effective July 1, 2017 did not have an effect on the Company's financial statements:
   i) IFRS 2, "Share-based Payments" is effective for annual periods beginning on or after January 1, 2018.
   ii) IFRS 7, "Financial Instruments: Disclosure" is effective for annual periods beginning on or after January 1, 2018.
   iii) IFRS 9, "Financial Instruments: Classification and Measurement" is effective for annual periods beginning on or after January 1, 2018. The Company adopted IFRS 9 without restatement of prior year financial statements. IFRS 9 replaces the provisions of IAS 39, Financial Instruments: Recognition and Measurement ("IAS 39") that relate to the recognition, classification, and measurements of financial assets and financial liabilities, derecognition of financial instruments and impairment of financial assets. IFRS 9 uses a single approach to determine whether a financial asset is classified and measured at amortized cost or fair value. The approach in IFRS 9 is based on how the Company manages its financial instruments and the contractual cash flow characteristics of the financial asset. The Company has elected to classify its marketable securities as Fair Value Through Profit or Loss ("FVTPL") which will impact the statement of income (loss) by value changes of these assets.
   iv) IFRS 15, "Revenue from Contracts with Customer" is effective for annual periods beginning on or after January 1, 2018.

b) New accounting standards not yet adopted
   i) IFRS 16, "Leases" is effective for annual periods beginning on or after January 1, 2019.

The Company has initially assessed that there will be no material impact on the statements of financial position or results of operations as a result of adopting the new standards above; however, enhanced disclosure requirements are expected.

3. Management of financial risk

The Company's financial instruments are exposed to certain financial risks. The risk exposures and the impact on the Company's financial instruments are summarized below.

Interest rate risk
The Company has no material exposure at March 31, 2019 to interest rate risk through its financial instruments.

Sensitivity analysis
Based on management's knowledge and experience of the financial markets, the Company believes the following movements are "reasonably possible" over a three month period. Sensitivity to a plus or minus 1% change in cash interest rates would affect net loss by $9,612 annually. The Company does not hold any balances in foreign currencies to give rise to exposure to foreign exchange risk.

Currency risk
As at March 31, 2019, all of the Company's cash was held in Canadian dollars, the Company's reporting currency. The Company has no operations in foreign jurisdictions at this time and as such has no currency risk associated with its operations.

Credit risk
The Company has some cash balances and no interest-bearing debt. The Company has no significant concentrations of credit risk arising from operations. The Company's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by Canadian financial institutions with which it keeps its bank accounts and management believes the risk of loss to be remote.

Receivables consist of goods and services tax ("GST") due from the Federal Government of Canada and any sales taxes ("QST") due from the Government of Québec.

Liquidity risk
The Company manages liquidity risk by maintaining sufficient cash balances. Liquidity requirements are managed based on expected cash flows to ensure that there is sufficient capital in order to meet short-term obligations. As at March 31, 2019, the Company had a cash balance of $849,663 (June 30, 2018: $1,372,471) to settle current liabilities of $82,602 (June 30, 2018: $123,251).

4. Receivables

Current accounts receivable balance includes $37,652 (June 30, 2018: $20,343) in GST due from the Federal Government, and $Nil (June 30, 2018: $1,077) in QST from the Government of Quebec.

5. Marketable securities

			March 31, 2019
Company	Shares (#)	Cost ($)	Market Value ($)
Trakopolis IOT Corp. (TRAK: TSX-V)	7,500	41,000	2,550
Canoe Mining Ventures Corp. (CLV:CNX)	1,342,700	1,304,961	33,568
Wescan Goldfields Inc (WGF: TSX-V)	305,000	262,000	10,675
New Age Metals Inc. (NAM: TSX-V)	16,667	33,875	1,250
Razore Rock Resources Inc. (RZR:CNX)	40,000	21,000	3,400
Osisko Mining Inc. (OSK: TSE) [1]	24,100	110,000	70,370
Sanatana Resources Inc. (STA: TSX-V)	3,000,000	40,000	150,000
	4,735,967	**1,812,836**	**271,813**

[1] On October 22, 2018, the shares of Beaufield Resources Inc ("Beaufield") were acquired by Osisko Mining Inc. ("Osisko"), such that for every share of Beaufield the Company received 0.0482 share of Osisko (OSK).

			June 30, 2018
Company	Shares (#)	Cost ($)	Market Value ($)
Trakopolis IOT Corp. (TRAK: TSX-V)	7,500	41,000	6,374
Canoe Mining Ventures Corp. (CLV:TSX-V)	1,342,700	1,304,961	127,557
Wescan Goldfields Inc (WGF: TSX-V)	305,000	262,000	21,350
New Age Metals Inc. (NAM: TSX-V)	16,667	33,875	1,250
Razore Rock Resources Inc. (RZR:CNX)	40,000	21,000	10,000
Beaufield Resources Inc. (BFD: TSX-V)	500,000	110,000	35,000
Sanatana Resources Inc. (STA: TSX-V)	1,000,000	40,000	45,000
		1,812,836	**246,531**

(Canadian Funds)

The shares owned by the Company represent minor ownership in each of the companies in the above schedules.

6. Exploration and evaluation assets

The Company has investigated ownership of its mineral interests as at March 31, 2019 and, to the best of its knowledge, ownership of its interests is in good standing. The following table shows the activity by property for the period ended March 31, 2019 and the year ended June 30, 2018:

	June 30, 2017 ($)	Acquisition costs ($)	Disposition costs ($)	June 30, 2018 ($)	Acquisition costs ($)	Disposition costs ($)	March 31, 2019 ($)
Quebec							
Destiny	809,100	-	-	**809,100**	-	-	**809,100**
Ontario							
Greenoaks	450,000	-	-	**450,000**	-	-	**450,000**
Miner Lake	7,868	1,700	-	**9,568**	-	-	**9,568**
Mud Lake	40,163	-	-	**40,163**	-	-	**40,163**
Three Towers	36,900	-	(36,900)	**-**	-	-	**-**
Brookbank East	-	3,810	-	**3,810**	-	-	**3,810**
Manitoba				**-**			**-**
Oxford	843,520	-	-	**843,520**	-	-	**843,520**
Total exploration and evaluation assets	**2,187,551**	**5,510**	**(36,900)**	**2,156,161**	**-**	**-**	**2,156,161**

The following tables show the property acquisition and exploration activity during the period ended March 31, 2019 and the year ended June 30, 2018:

	Period Ended March 31, 2019							*Year Ended June 30, 2018*
	Quebec	**Ontario**				**Manitoba**		
	Destiny ($)	**Greenoaks ($)**	**Miner Lake ($)**	**Mud Lake ($)**	**Brookbank East ($)**	**Oxford ($)**	**Total ($)**	***Total ($)***
Opening balance	**809,100**	**450,000**	**9,568**	**40,163**	**3,810**	**843,520**	**2,156,161**	***2,187,551***
Acquisition costs								
Expenditures	-	-	-	-	-	-	**-**	*5,510*
Disposition/Written off	-	-	-	-	-	-	**-**	*(36,900)*
Net acquisition costs	**809,100**	**450,000**	**9,568**	**40,163**	**3,810**	**843,520**	**2,156,161**	***2,156,161***
Exploration expenditures								
Assays	10,800	-	-	-	-	-	**10,800**	*14,722*
Mapping	-	-	21,957	25,792	19,163	-	**80,663**	*366,741*
Computer/Digitization	28,360	-	4,620	1,320	660	-	**34,960**	*2,810*
Drilling	-	-	191,145	-	-	-	**192,132**	*7,920*
Report Filing	-	-	3,300	1,320	-	-	**4,620**	*8,580*
Management	660	1,320	4,620	-	-	5,940	**13,200**	*55,278*
License/Permit/Claims	78	1,227	-	-	-	-	**1,924**	*3,273*
Geophysics	-	-	250	-	-	-	**250**	*14,000*
Travel	-	-	-	-	-	-	**-**	*4,086*
Government Rebates	-	-	-	-	-	(98,210)	**(98,210)**	*-*
	39,898	**2,547**	**225,892**	**28,432**	**19,823**	**(92,270)**	**240,339**	***477,410***
Exploration expenditures expensed	**(39,898)**	**(2,547)**	**(225,892)**	**(28,432)**	**(19,823)**	**92,270**	**(240,339)**	***(477,410)***
Ending balance	**809,100**	**450,000**	**9,568**	**40,163**	**3,810**	**843,520**	**2,156,161**	***2,156,161***

(Canadian Funds)

The following reflects the Company's ownership of or interest in its exploration and evaluation assets, and any additional terms or underlying Net Smelter Return Royalties ("NSR"), as at March 31, 2019:

Property	Claims (#)	Cell Claim Units [(1)] (#)	Ownership (%)	
Quebec				
Destiny	101	-	100	subject to underlying NSR
Ontario				
Empress	-	58	100	subject to underlying NSR; under option to Sanatana Resources Inc.
Greenoaks	-	15	100	subject to underlying NSR
Miner Lake	-	225	100	subject to underlying NSR
Mud Lake	-	182	100	subject to underlying NSR
Three Towers	-	66	100	subject to underlying NSR
Brookbank East	-	63	100	Nil
Manitoba				
Oxford Lake	17	-	100	subject to underlying NSR
Oxford Lake MELs	3	-	100	Nil

[(1)] On April 30, 2018, the Government of Ontario amended its method for claims acquisitions from ground staking to an electronic lands management system, pursuant to which the historical claims were converted to cell claim units.

a) Destiny
The Company owns a 100% interest in the project, subject to underlying royalties on certain claims. On May 15, 2018, the Company entered into an agreement ("Hinterland Agreement") with Hinterland Metals Inc. ("Hinterland") pursuant to which Hinterland could earn up to a 75% interest in the Company's Destiny property (the "Destiny Property"), by making the following cash and share payments to the Company, and incur exploration expenditures on the Destiny:

			Cash ($)	Shares of Hinterland (#)	Minimum exploration expenditures ($)
Fist Option	To earn an initial 50% interest [(1)]:	On Hinterland Private Financing date	10,000	100,000	-
		On or before May 14, 2019	15,000	500,000	1,500,000
		On or before May 14, 2020	25,000	1,000,000	2,250,000
		On or before May 14, 2021	100,000	2,400,000	4,250,000
			150,000	4,000,000	8,000,000
Second Option	To earn an additional 25% interest ("Additional 25%"):	On or before May 14, 2022	100,000	2,000,000	4,000,000
		On or before May 14, 2022	100,000	2,000,000	4,000,000
			200,000	4,000,000	8,000,000
		Total	**350,000**	**8,000,000**	**16,000,000**

[(1)] To maintain the agreement in good standing, Hinterland is required to close a minimum financing of $750,000 on or before June 30, 2018 (the "Hinterland Private Financing").

Should Hinterland elect not to earn the Additional 25% Interest or fail to complete the Second Option, Hinterland and the Company would form a joint venture with initial respective participating interests of 50% each. In either case, the joint venture would be funded by each partner according to their respective interest subject to the terms and conditions of a joint venture agreement. Hinterland was unable to complete the Hinterland Private Financing, pursuant to which the Hinterland Agreement terminated prior to June 30, 2018.

b) EmpressThe Company has a 100% interest in the Empress property. On February 3, 2017, the Company entered into an agreement (the "Sanatana Agreement") to option 100% of its interest in the Empress project to Sanatana Resources Inc. ("Sanatana"), pursuant to which Sanatana is required to make certain cash and share payments to the Company, and incur exploration expenditures on the Empress Property. On July 16, 2018, the Payment Terms of the Sanatana Agreement were amended as follows:

(Canadian Funds)

	Cash ($)	Shares of Sanatana (#)	Minimum exploration expenditures ($)
Effective date (June 21, 2017)	50,000 (1)	1,000,000 (1)	-
Effective date (June 21, 2017)	-	-	20,000 (1)
On or before December 21, 2018	75,000 (4)	-	-
On or before June 21, 2018	-	2,000,000 (2)	-
On or before June 21, 2018	-	200,000 (3)	-
On or before December 21, 2018	-	-	50,000 (4)
On or before June 21, 2019	-	-	100,000
Total	**125,000**	**3,200,000**	**170,000**

(1) Received June 21, 2017

(2) Received August 10, 2018

(3) To be received in consideration for the extension of the cash payment due June 21, 2018.

(4) To be received.

c) Three Towers
During the year ended June 30, 2018, the Company determined that the Three Towers property was impaired due to lack of activity, pursuant to which all acquisition and holding costs on the property were written off prior to June 30, 2018.

d) Brookbank East
In April 2018, the Company staked 63 claims comprising the 1,300 hectare Brookbank East property, located in the Beardmore-Geraldton gold belt.

e) Oxford Lake
The Company owns a 100% interest in the Oxford Lake property, subject to certain underlying royalties on some of the claims. In December 2017 the Company was informed by the Government of Manitoba that its work permit application is being delayed due to challenges by the Bunibonibee Cree Nation in respect of the consultation process. In December 2018, the Company received a work permit to carry out exploration programs consisting of line cutting, ground geophysics and 3,000 m of diamond drilling on its Oxford Lake project in Manitoba. The work permit was issued with certain conditions including a requirement that a heritage resource impact assessment (satisfactory to the Historic Resource Branch of Manitoba Sport, Culture and Heritage) be completed before work begins. In September 2018, the Company received $98,210 pursuant to the Manitoba government's Manitoba Exploration Assistance Program (MEAP), in respect of exploration conducted at Oxford Lake during 2017.

7. Accounts payable and accrued liabilities

The Company's accounts payable and accrued liabilities consist of $2,849 (June 30, 2018: $32,899) in accounts payable and $Nil (June 30, 2018: $15,000) in accrued liabilities.

8. Share capital and contributed surplus

Authorized share capital:
Unlimited Common shares without par value

a) Shares issued:

Period ended March 31, 2019:

- The Company issued no securities during the period ended March 31, 2019.

(Canadian Funds)

Year ended June 30, 2018:

- The Company closed private placements ("Private Placements") pursuant to which it issued flow-through common shares ("FT Shares"), common shares ("NFT shares"), warrants ("Warrants"), and paid finders' fees in cash and warrants ("Finders' Warrants") as follows:

	Private Placement Announced				
	July 18, 2017	**October 2, 2017**		**December 27, 2017**	**Total**
		Tranche #1	*Tranche #2*		
Closing Date	July 31, 2017	October 19, 2017	December 4, 2017	December 27, 2017	
Gross Proceeds	$200,000	$248,500	$280,400	$203,000	**$931,900**
FT Shares Issued	2,500,000	-	-	2,537,500	**5,037,500**
NFT Shares Issued	-	3,550,000	4,005,714	-	**7,555,714**
Warrants Issued	-	1,775,000	2,002,857	1,268,750	**5,046,607**
Warrant Exercise Price	-	$0.12	$0.12	$0.12	
Warrant Expiry Date	-	April 19, 2020	June 4, 2020	June 27, 2020	
Finders' Fees					
Cash	$13,000	$15,680	$12,282	$14,210	**$55,172**
Finders' Warrants	166,250	224,000	175,450	177,625	**743,325**
Exercise Price	$0.08	$0.12	$0.12	$0.08	
Expiry Date	July 31, 2018	April 19, 2020	June 4, 2020	December 27, 2018	

The Finders' Warrants issued were valued, in total, at $40,440, which fair value was recorded as share issuance costs based on the Black-Scholes pricing model using the following assumptions:

Expected dividend yield (%)	0
Expected stock price volatility (%)	151.07 to 175.45
Risk free rate (%)	0.5
Expected life of warrants (years)	1 to 2.5

Certain of the FT Shares were issued at a premium valued in total at $44,125, which amount was recognized in income during the period.

- The Company issued a total of 693,000 shares on the exercise of warrants for total gross proceeds of $34,650.

b) ***Warrants:***

The following is a summary of the Company's warrants outstanding as at March 31, 2019, which outstanding warrants have a weighted average life of 1.15 years at March 31, 2019:

Warrants	**Grant Date**	**Warrants Issued (#)**	**Price per Share ($)**	**Expiry Date**
Warrants	October 19, 2017	1,775,000	0.12	April 19, 2020
Warrants	December 4, 2017	2,002,857	0.12	June 4, 2020
Warrants	December 27, 2017	1,268,750	0.12	June 27, 2020
Finders' fees warrants	October 19, 2017	224,000	0.12	April 19, 2020
Finders' fees warrants	December 4, 2017	175,450	0.12	June 4, 2020
		5,446,057		

(Canadian Funds)

For the period ended March 31, 2019 and the year ended June 30, 2018, warrant transactions were as follows:

	Number of warrants (#)	Weighted Average Exercise Price ($)
Balance – June 30, 2017	**11,222,200**	**0.10**
Exercised	(693,000)	0.05
Expired	(5,000,000)	0.10
Issued	5,789,932	0.12
Balance – June 30, 2018	**11,319,132**	**0.12**
Expired	(5,873,075)	0.11
Balance – March 31, 2019	**5,446,057**	**0.12**

c) <u>Stock options:</u>

The Company has established a share purchase option plan whereby the Board of Directors may, from time to time, grant options to directors, officers, employees or consultants to a maximum of 10% of the issued and outstanding share capital amount. Options granted must be exercised no later than five years from date of grant or such lesser period as determined by the Company's Board of Directors. The exercise price of an option is not less than the closing price on the TSX-Venture Exchange (the "Exchange") on the last trading day preceding the grant date. The options vest immediately, except for investor relations employees which vest quarterly over a one year period, and share-based compensation is expensed based upon the relative fair values and vesting conditions of the options granted. Option pricing models require the input of highly subjective assumptions including the expected price volatility. Changes in the subjective input assumptions can materially affect the fair value estimate, and therefore the existing models do not necessarily provide a reliable single measure of the fair value of the Company's stock options.

On September 19, 2018, the Company issued incentive options allowing for the purchase of up to, in the aggregate, 2,000,000 common shares at $0.05 per share until September 19, 2023, pursuant to which the Company recorded $44,284 as share-based compensation expense based upon the relative fair values and vesting conditions of the options granted. The estimated fair value of the stock options granted during the period ended March 31, 2019 was determined using a Black-Scholes option pricing model with the following assumptions:

Expected dividend yield	0%
Expected stock price volatility	154.12%
Risk free rate	1.50%
Expected life of options	5 years

The following is a summary of the Company's options outstanding as at March 31, 2019, which outstanding options have a weighted average life of 3.24 years at March 31, 2019:

Options Issued (#)	Price per Share ($)	Expiry Date	Options Exercisable (#)
600,000	0.06	June 19, 2019	600,000
325,000	0.05	December 10, 2020	325,000
700,000	0.10	March 27, 2022	700,000
2,000,000	0.05	September 19, 2023	2,000,000
3,625,000			**3,625,000**

(Canadian Funds)

Stock option transactions were as follows:

	Number of options	Weighted Average Exercise Price
	(#)	($)
Balance – June 30, 2017	**3,390,000**	**0.080**
Expired	(1,365,000)	0.090
Balance – June 30, 2018	**2,025,000**	**0.080**
Expired	(400,000)	0.090
Granted	2,000,000	0.050
Balance – March 31, 2019	**3,625,000**	**0.061**

9. Related party transactions

a) During the periods ended March 31, 2019 and 2018, the Company incurred the following net charges, all recorded based on fair value, in respect of services received from related parties:

	Nine months ended March 31,	
	2019	2018
	($)	($)
Mike Koziol - services (Officer and company with Director in common)	117,000	117,000
Mirador Management – management fees (company with an officer in common)	31,500	31,500
J Collins Consulting - Corporate Secretary services	27,000	27,000
Venturex Consulting - CFO services	31,500	31,500
McMillan LLP – legal fees (Legal firm with a partner and Company Director in common)	8,821	24,153
Gary Zak - consulting services (Director and Former Officer in common)	-	1,000
Total	**215,821**	**232,153**

In respect of services provided to and expenses incurred on behalf of the Company, the Company owed various related parties the following at March 31, 2019 and June 30,2018:

	March 31, 2019	June 30, 2018
	($)	($)
In respect of services provided to the Company		
owed to Companies with directors and officers in common	-	21,665
owed to a Director and Officer	63,000	36,000
In respect of expenses incurred on behalf of the Company		
owed to Directors and Officers	16,753	17,687
	79,753	**75,352**

In addition, pursuant to an agreement with an officer, a severance payment of $156,000 will be due to him in the event of termination without cause.

b) During the periods ended March 31, 2019 and 2018, the Company incurred the following fees from key management personnel:

	Nine months ended March 31,	
	2019	2018
	($)	($)
Management fees, directors and audit committee fees	215,821	232,153
Share-based compensation	44,284	-
	260,105	**232,153**

10. Segmented information

(a) Operating Segment
The Company's operations are primarily directed towards the acquisition and exploration of resource properties in Canada and consequently there is only one operating segment.

(b) Geographic information
All interest income is earned in Canada and all assets are held in Canada.