BIG RIDGE GOLD CORP.

(formerly Alto Ventures Ltd.)

(An Exploration Stage Company)

FINANCIAL STATEMENTS

For the years ended June 30, 2020 and 2019

Stated in Canadian Funds

RESPONSIBILITY FOR FINANCIAL STATEMENTS

The accompanying financial statements of Big Ridge Gold Corp. (formerly Alto Ventures Ld.) and all information in this financial report are the responsibility of the Board of Directors and Management. The financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and, where appropriate, include management's best estimates and judgments.

Management maintains a system of internal control designed to provide reasonable assurance that assets are safeguarded from loss or unauthorized use, and that financial information is timely and reliable. However, any system of internal control over financial reporting, no matter how well designed and implemented, has inherent limitations and may not prevent or detect all misstatements.

The Board of Directors is responsible for ensuring that management fulfills its responsibilities for financial reporting and is ultimately responsible for reviewing and approving the financial statements.

The Board of Directors carries out this responsibility principally through its Audit Committee. The Board of Directors appoints the Audit Committee, the majority of whose members are independent directors. The Audit Committee meets periodically with Management to review the financial reporting process and financial statements, together with other financial information of the Company. The Audit Committee reports its findings to the Board of Directors for its consideration in approving the consolidated financial statements together with other financial information of the Company for issuance to the shareholders. The Board of Directors approves the financial statements on recommendation from the Audit Committee.

Davidson & Company LLP, an independent firm of Chartered Professional Accountants, was appointed by the shareholders at the last annual general meeting to examine the financial statements and provide an independent professional opinion. Davidson & Company LLP has full and free access to the Audit Committee.

Michael Bandrowski President and Chief Executive Officer	Jim Kirke Chief Financial Officer

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of
Big Ridge Gold Corp. (formerly Alto Ventures Ltd.)

Opinion

We have audited the accompanying financial statements of Big Ridge Gold Corp. (formerly Alto Ventures Ltd.) (the "Company"), which comprise the statements of financial position as at June 30, 2020 and 2019 and the statements of operations and comprehensive loss, cash flows, and shareholders' equity for the years then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, these financial statements present fairly, in all material respects, the financial position of the Company as at June 30, 2020 and 2019, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards ("IFRS").

Basis for Opinion

We conducted our audits in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 of the financial statements, which indicates that the Company incurred a net loss of $650,282 during the year ended June 30, 2020 and, as of that date, the Company's total deficit was $21,982,570. As stated in Note 1, these events and conditions indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Information

Management is responsible for the other information. The other information obtained at the date of this auditor's report includes Management's Discussion and Analysis.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRS, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor's report is Peter Maloff.

"DAVIDSON & COMPANY LLP"

Vancouver, Canada

Chartered Professional Accountants

October 27, 2020

Big Ridge Gold Corp. (formerly Alto Ventures Ltd.)
(An Exploration Stage Company)
Statements of Financial Position
Canadian Funds

As at	**Note**	**June 30, 2020 $**	**June 30, 2019 $**
ASSETS			
Current assets			
Cash		140,025	789,245
Funds held in trust	14	2,232,500	-
Receivables	6	12,006	18,324
Marketable securities	7	254,333	302,784
Prepaids and deposits		8,241	9,904
Due from related parties	11	4,062	-
		2,651,167	1,120,257
Non-current assets			
Exploration and evaluation assets	8	2,156,161	2,156,161
		4,807,328	3,276,418
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities	9	54,430	21,318
Subscriptions received in advance	10	20,000	-
Due to related parties	11	5,000	94,216
		79,430	115,534
SHAREHOLDERS' EQUITY			
Share capital	10	21,853,469	21,893,673
Shares alloted but not issued	15	2,232,500	-
Commitment to issue shares	11	25,000	-
Contributed surplus - options	10	1,542,434	1,542,434
Contributed surplus - warrants	10	1,057,065	1,057,065
Deficit		(21,982,570)	(21,332,288)
		4,727,898	3,160,884
		4,807,328	3,276,418

Going concern and nature of operations (Note 1)
Subsequent events (Note 15)

Approved and authorized by the Board of Directors on October 27, 2020

"Richard Mazur", Director "Michael Bandrowski", Director

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

Big Ridge Gold Corp. (formerly Alto Ventures Ltd.)

(An Exploration Stage Company)

Statements of Operations and Comprehensive Loss

Canadian Funds

	Note	Year ended June 30, 2020 $	Year ended June 30, 2019 $
General and administrative expenses			
Exploration and evaluation expenditures	8	118,391	292,723
Interest expense		-	1,141
Investor and shareholder relations		20,901	8,711
Legal, accounting and management		298,090	172,876
Office administration		69,767	69,307
Consulting		93,427	33,750
Share-based compensation	10	-	44,284
Transfer agent and filing fees		20,497	11,303
Travel and promotion		9,392	11,673
Expense recoveries		(3,634)	-
Loss before the following		**626,831**	**645,768**
Recovery of exploration & evaluation assets	8	-	(149,000)
Gain on debt settlement	11	(25,000)	-
Unrealized loss on marketable securities		48,451	67,747
		23,451	(81,253)
Loss and comprehensive loss for the year		**650,282**	**564,515**
Loss per share		**$**	**$**
- Basic		0.06	0.05
- Diluted		0.06	0.05
Weighted average number of common shares outstanding		**#**	**#**
- Basic		11,274,659	11,274,659
- Diluted		11,274,659	11,274,659

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

Big Ridge Gold Corp. (formerly Alto Ventures Ltd.)
(An Exploration Stage Company)
Statements of Cash Flows
Canadian Funds

	Year ended June 30, 2020 $	Year ended June 30, 2019 $
Cash resources used in		
Operating activities		
Loss for the year	(650,282)	(564,515)
Items not affecting cash:		
Recovery of exploration & evaluation assets	-	(124,000)
Share-based compensation	-	44,284
Unrealized loss on marketable securities	48,451	67,747
Gain on debt settlement	(25,000)	-
Commitment to issue shares	25,000	-
Changes in non-cash working capital items:		
Decrease in accounts receivables	6,318	3,096
Decrease (increase) in prepaids and deposits	1,663	(2,121)
Increase in amounts due from related party	(4,062)	-
(Decrease) increase in accounts payable and accrued liabilities	33,112	(26,581)
(Decrease) increase in amounts due to related parties	(64,216)	18,864
Cash used in operating activities	**(629,016)**	**(583,226)**
Financing activities		
Funds received in respect of shares alloted but not issued	20,000	-
Share issuance costs	(40,204)	-
Cash used in financing activities	**(20,204)**	**-**
Net decrease in cash	(649,220)	(583,226)
Cash - Beginning of year	789,245	1,372,471
Cash - End of year	**140,025**	**789,245**

Supplementary Disclosure		
Proceeds from issuance of subscription receipts, received in escrow	2,232,500	-
Interest paid in cash	-	1,141
Income taxes paid in cash	-	-

There were no investing activities in the years ended June 30, 2020 and 2019.

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

Big Ridge Gold Corp. (formerly Alto Ventures Ltd.)

(An Exploration Stage Company)

Statements of Shareholders' Equity

Canadian Funds

	Share Capital		Contributed Surplus				Accumulated other Comprehensive		
	Number	Amount	Options	Warrants	Shares alloted but not issued	Commitment to issue shares	Loss	Deficit	Total
	(#)	($)	($)	($)	($)	($)	($)	($)	($)
July 1, 2018	**11,274,659**	**21,893,673**	**1,498,150**	**1,057,065**	**-**	**-**	**34,450**	**(20,802,223)**	**3,681,115**
Share-based compensation	-	-	44,284	-	-	-	-	-	44,284
Reclassification on the adoption of IFRS 9	-	-	-	-	-	-	(34,450)	34,450	-
Loss for the year	-	-	-	-	-	-	-	(564,515)	(564,515)
June 30, 2019	**11,274,659**	**21,893,673**	**1,542,434**	**1,057,065**	**-**	**-**	**-**	**(21,332,288)**	**3,160,884**
Share alloted but not issued	-	-	-	-	2,232,500	-	-	-	2,232,500
Commitment to issue shares	-	-	-	-	-	25,000	-	-	25,000
Share issue costs	-	(40,204)	-	-	-	-	-	-	(40,204)
Loss for the year	-	-	-	-	-	-	-	(650,282)	(650,282)
June 30, 2020	**11,274,659**	**21,853,469**	**1,542,434**	**1,057,065**	**2,232,500**	**25,000**	**-**	**(21,982,570)**	**4,727,898**

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

1. Going concern and nature of operations

Big Ridge Gold Corp. (formerly Alto Ventures Ltd.) ("the Company") is engaged in the acquisition, exploration and evaluation of Canadian gold projects. The Company's head office is located at Suite 615, 800 West Pender Street, Vancouver, British Columbia, V6C 2V6, and the Company's registered and records office is located at Suite 1500, 1055 West Georgia Street, Vancouver, British Columbia V6E 4N7.

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.

Subsequent to the year ended June 30, 2020, the Company completed a 5 for 1 share consolidation. All references in these financial statements to number of shares and per share amounts have been retroactively restated to reflect the consolidation.

These financial statements have been prepared on the basis of accounting principles applicable to a going concern, which assume 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 year ended June 30, 2020, the Company incurred a loss of $650,282, and at June 30, 2020 had working capital of $2,571,737, and an accumulated deficit of $21,982,570.

During the year ended June 30, 2020, the Company competed an offering of subscription receipts which generated gross proceeds of $2,232,500, with the proceeds of the offering held in escrow at June 30, 2020. These proceeds became available to the Company following the completion of the Company's acquisition of the outstanding securities of Empress Resources Corp. subsequent to year end, along with approximately $1.0 million in cash held by Empress at the date the acquisition closed. In addition, management continues to seek necessary financing through a combination of issuance of new equity instruments and 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.

In March 2020 the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company's business or ability to raise funds.

2. Basis of preparation

Statement of Compliance
These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") 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.

Critical Accounting Estimates and Judgments
The preparation of these 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 the reported expenses during the year. Actual results could differ from these estimates.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the end of the reporting period, 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:

a) The carrying value and the recoverability of exploration and evaluation assets, which are included in the statements of financial position based on the planned exploration budgets and drill results of exploration programs.
b) The inputs used in accounting for share-based compensation expense included in profit or loss calculated using the Black-Scholes option pricing model.
c) The valuations of shares issued in non-cash transactions using the quoted share price as the fair value based measurement on the date the shares are issued for the transaction.
d) The recognition of deferred tax assets based on the change in unrecognized deductible temporary tax differences.

3. Significant accounting policies

a) Exploration and evaluation assets
All costs related to the acquisition of mineral resource interests are capitalized by project. These costs will be amortized against revenue from future production or written off if the interest is deemed impaired, abandoned or sold. All costs related to the exploration of mineral resource interests are expensed as incurred.

The amounts shown for exploration and evaluation assets represent acquisition costs incurred to date, less recoveries, and do not necessarily reflect present or future values. The recoverability of amounts shown for mineral interests is dependent upon the discovery of economically recoverable reserves, confirmation of the Company's interest in the underlying mineral claims, the ability of the Company to obtain financing to complete development of the projects as well as future profitable production or proceeds from the disposition thereof.

At the end of each reporting period, the Company's exploration and evaluation assets are reviewed to determine whether there is any indication that those assets may be impaired. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in profit or loss for the year. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash generating unit to which the asset belongs.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but to an amount that does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

Ownership in exploration and evaluation assets involves certain inherent risks due to the difficulties of determining and obtaining clear title to the claims as well as the potential for problems arising from the frequently ambiguous conveyancing history characteristic of many exploration and evaluation assets.

b) Impairment

The Company's assets are reviewed for indication of impairment at each statement of financial position date. If indication of impairment exists, the asset's recoverable amount is estimated.

An impairment loss is recognized when the carrying amount of an asset, or its cash generating unit, exceeds its recoverable amount. The recoverable amount is the greater of the asset's fair value less costs to sell and its value in use.

A cash generating unit is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets. Impairment losses are recognized on the statement of operations.

An impairment loss is reversed if there is an indication that there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of amortization, if no impairment loss had been recognized.

c) Share-based compensation

The Company, from time to time, grants stock options to acquire common shares of the Company to directors, officers, employees and consultants. An individual is classified as an employee when the individual is an employee for legal, securities or tax purposes, or provides services similar to those performed by an employee. The fair value of stock options is measured on the date of grant, using the Black-Scholes option pricing model, and is recognized over the vesting period. A corresponding increase in contributed surplus is recorded when stock options are expensed. When stock options are exercised, share capital is credited by the sum of the consideration paid and the related portion of share-based compensation previously recorded in contributed surplus. Consideration paid for the shares on the exercise of stock options is credited to share capital.

Share-based compensation arrangements with non-employees in which the Company receives goods or services as consideration for its own equity instruments are accounted for as equity settled share based payment transactions and measured at the fair value of goods or services received. If the fair value of the goods or services received cannot be estimated reliably, the share-based payment transaction is measured at the fair value of the equity instruments granted at the date the Company receives the goods or the services.

d) Income taxes

Income tax on the profit or loss for the years presented comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity. Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at year end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is recorded using the statement of financial position liability method, providing for temporary differences, between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

The following temporary differences are not provided for: goodwill not deductible for tax purposes; the initial recognition of assets or liabilities that affect neither accounting or taxable loss; and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future.

The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the reporting date. A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. Additional income taxes that arise from the distribution of dividends are recognized at the same time as the liability to pay the related dividend. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

e) Quebec exploration tax credit receivable

The Company may be entitled to refundable mining tax credits on certain mining exploration expenditures incurred in Quebec. The Company recognizes amounts as a receivable and reduces the carrying value of exploration and evaluation assets when the amount to be received can be reasonably estimated and collection is reasonably assured.

f) Flow-through shares

Canadian Income Tax Legislation permits an enterprise to issue securities referred to as flow-through shares, whereby the investor can claim the tax deductions arising from the renunciation of the related resource expenditures by the Company. Proceeds from the issuance of flow-through shares are allocated between the offering proceeds obtained from the issuance of common shares and the premium paid for the implied tax benefit received by the investors as a result of acquiring the flow-through shares. The calculated tax benefit is recognized as a liability until the Company renounces the expenditures, at which point the liability is reversed and recorded as other income on the statement of operations. The Company records a deferred tax liability when the Company makes the expenditures. At the time of recognition of the deferred tax liability, an offsetting entry is made to tax expense.

g) Provision for environmental rehabilitation

The Company recognizes liabilities for contractual, constructive or legal obligations associated with the retirement of exploration and evaluation assets and property and equipment when those obligations result from the acquisition, construction, development or normal operation of the assets. The net present value of future rehabilitation cost estimates arising from the decommissioning of plant and other site preparation work is capitalized to the assets along with a corresponding increase in the rehabilitation provision in the period incurred. Discount rates using a pre-tax rate that reflects the time value of money are used to calculate the net present value. The rehabilitation asset is depreciated on the same basis as exploration and evaluation assets.

The Company's estimates of reclamation costs could change as a result of changes in regulatory requirements, discount rates and assumptions regarding the amount and timing of the future expenditures. These changes would be recorded directly to exploration and evaluation assets with a corresponding entry to the rehabilitation provision. The Company's estimates are reviewed annually for changes in regulatory requirements, discount rates, effects of inflation and changes in estimates. Changes in the net present value, excluding changes in the Company's estimates of reclamation costs, would be charged to profit or loss for the year.

h) (Earnings) loss per share

Basic income or loss per share of common stock is calculated by dividing income available to the Company's common shareholders by the weighted average number of common shares issued and outstanding during the period. In periods with positive earnings, the calculation of diluted net income per common share uses the treasury stock method to compute the dilutive effects of stock options, warrants and other potentially dilutive instruments. In periods of loss, diluted net loss per share is equal to basic loss per share, as the effect of potential issuances of shares from stock options or warrants would be antidilutive.

i) Financial instruments

Classification
The Company determines the classification of its financial instruments at initial recognition. Upon initial recognition, a financial asset is classified as measured at: amortized cost, fair value through profit and loss ("FVTPL"), or fair value through other comprehensive income (loss) ("FVOCI"). The classification of financial assets is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics.

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as FVTPL:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as FVTPL:

- it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and

- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

An equity investment that is held for trading is measured at FVTPL. For other equity investments that are not held for trading, the Company may irrevocably elect to designate them as FVOCI. This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortized cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortized cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or the Company has elected to measure them at FVTPL.

The Company classifies its financial instruments as follows:

Asset or Liability	**IFRS 9 classification**
Cash	FVTPL
Receivables	Amortized cost
Marketable securities	FVTPL
Prepaids and deposits	Amortized cost
Due from/Due to related parties	Amortized cost
Accounts payable and accrued liabilities	Amortized cost

Measurement

Initial measurement

On initial recognition, all financial assets and financial liabilities are measured at fair value adjusted for directly attributable transaction costs except for financial assets and liabilities classified as FVTPL, in which case the transaction costs are expensed as incurred.

Subsequent measurement

The following accounting policies apply to the subsequent measurement of financial instruments:

Financial assets at FVTPL
These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognized in profit or loss.

Financial assets at amortized cost
These assets are subsequently measured at amortized cost using the effective interest method. The amortized cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognized in profit or loss. Any gain or loss on derecognition is recognized in profit or loss.

Equity investments at FVOCI
These assets are subsequently measured at fair value. Dividends are recognized as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognized in OCI and are never reclassified to profit or loss.

Debt investments at FVOCI
These assets are subsequently measured at fair value. Interest income is calculated using the effective interest rate method, foreign exchange gains and losses and impairment are recognized in profit or loss. Other net gains and losses are recognized in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.

Impairment of financial assets at amortized costs

The Company assesses all information available, including on a forward-looking basis, the expected credit losses associated with its assets carried at amortized cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. To assess whether there is a significant increase in credit risk, the Company compares the risk of a default occurring on the asset as the reporting date, with the risk of default as at the date of initial recognition, based on all information available, and reasonable and supportive forward-looking information.

Changes in accounting policies

Adoption of new IFRS pronouncements

The Company adopted IFRS 16 - *Leases* ("IFRS 16") on July 1, 2019. The objective of the new standard is to eliminate the classification of leases as either operating or financing leases for a lessee and report all leases on the statement of financial position. The only exemptions to this are for leases that are one year or less in duration or for leases of assets with low values.

Under IFRS 16 a lessee is required to recognize a right-of-use asset, representing its right to use the underlying asset, and a lease liability, representing its obligations to make lease payments. IFRS 16 also changes the nature of expenses relating to leases, as lease expenses previously recognized for operating leases are replaced with depreciation expense on capitalized right-of-use assets and finance or interest expense for the corresponding lease liabilities associated with the capitalized right-of-use leased assets.

The Company adopted IFRS 16 using the modified retrospective approach and did not restate comparative amounts for the year prior to first adoption. As at the date of transition, management assessed that it did not have any leases to which IFRS 16 applied. The adoption of the new IFRS pronouncement therefore did not result in adjustments to previously reported figures and there has been no change to the opening deficit balance as at July 1, 2019.

New accounting standards not yet adopted

i) IAS 1, "*Presentation of Financial Statements*" is effective for annual periods beginning on or after January 1, 2020.
ii) IAS 8, "*Accounting Policies, Changes in Accounting Estimates and Errors*" is effective for annual periods beginning on or after January 1, 2020.

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.

4. Capital management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the development of its mineral properties and to maintain a flexible capital structure for its projects for the benefit of its stakeholders. As the Company is in the exploration stage, its principal source of funds is from the issuance of common shares.

In the management of capital, the Company includes the components of shareholders' equity. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, enter into joint venture property arrangements, acquire or dispose of assets or adjust the amount of cash and investments. In order to facilitate the management of its capital requirements, the Company prepares annual expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions. The annual and updated budgets are approved by the Board of Directors.

5. 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 June 30, 2020 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 twelve month period. Sensitivity to a plus or minus 1% change in cash interest rates would affect net loss by $5,350 annually. The Company does not hold any balances in foreign currencies to give rise to exposure to foreign exchange risk.

Currency risk
As at June 30, 2020, 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.

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 June 30, 2020, the Company had a cash balance of $140,025 (June 30, 2019: $789,245) to settle current liabilities of $79,430 (June 30, 2019: $115,534).

(Canadian Funds)

6. Receivables

The Company's receivables consist of $12,006 (June 30, 2019: $18,324) in GST due from the Federal Government, $Nil (June 30, 2019: $76) in QST from the Government of Québec.

7. Marketable securities

	June 30, 2020		
Company	**Shares (#)**	**Cost ($)**	**Market Value ($)**
Trakopolis IOT Corp. (TRAK: TSX-V) (2)	7,500	41,000	-
Canoe Mining Ventures Corp. (CLV:CNX) (1)	335,675	1,304,961	95,667
Wescan Goldfields Inc (WGF: TSX-V)	305,000	262,000	15,250
New Age Metals Inc. (NAM: TSX-V)	16,667	33,875	917
Razore Rock Resources Inc. (RZR:CNX)	40,000	21,000	4,000
Osisko Mining Inc. (OSK: TSE)	24,100	110,000	92,299
Sanatana Resources Inc. (STA: TSX-V) (3)	420,000	164,000	46,200
		1,936,836	**254,333**

	June 30, 2019		
Company	**Shares (#)**	**Cost ($)**	**Market Value ($)**
Trakopolis IOT Corp. (TRAK: TSX-V)	7,500	41,000	900
Canoe Mining Ventures Corp. (CLV:CNX) (1)	335,675	1,304,961	40,281
Wescan Goldfields Inc (WGF: TSX-V)	305,000	262,000	10,675
New Age Metals Inc. (NAM: TSX-V)	16,667	33,875	1,000
Razore Rock Resources Inc. (RZR:CNX)	40,000	21,000	2,400
Osisko Mining Inc. (OSK: TSE)	24,100	110,000	79,528
Sanatana Resources Inc. (STA: TSX-V) (3)	420,000	164,000	168,000
		1,936,836	**302,784**

(1) On September 18, 2019, the shares of Canoe Mining Ventures Corp. ("Canoe") were consolidated as to 4 old shares for 1 new share. There was no change to the company name or its trading symbol.

(2) On January 27, 2020 , Trakopolis IOT Corp. ("Trakopolis") was placed in bankruptcy; on January 30, 2020, Trakopolis was suspended from trading by the TSX-Ventuer Exchange ("TSX-V"), and effective with February 7, 2020, Trakopilis was delisted from the TSX-V for failure to maintain Exchange requirements.

(3) On May 8, 2020, the shares of Sanatana Resources Inc. ("Sanatana") were consolidated as to 10 old shares for 1 new share. There was no change to the company name or its trading symbol.

During the year ended June 30, 2019, the Company received, in connection with the Empress project, a total of 320,000 shares of Sanatana Resources valued in total at $124,000. The Company also received warrants allowing for the purchase of up to, in the aggregate, 100,000 shares in the capital of Sanatana Resources Inc. at $1.00 per share until June 25, 2022. The warrants were received at a nominal value.

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

(Canadian Funds)

8. Exploration and evaluation assets

The Company has investigated ownership of its mineral interests as at June 30, 2020 and 2019, and to the best of its knowledge, ownership of its interests is in good standing.

	June 30, 2020 ($)	June 30, 2019 ($)
Quebec		
Destiny	**809,100**	**809,100**
Ontario		
Greenoaks	**450,000**	**450,000**
Miner Lake	**9,568**	**9,568**
Mud Lake	**40,163**	**40,163**
Brookbank East	**3,810**	**3,810**
Manitoba		
Oxford	**843,520**	**843,520**
Total exploration and evaluation assets	**2,156,161**	**2,156,161**

The following tables show the property acquisition and exploration activity during the period ended June 30, 2020 and the year ended June 30, 2019:

	Year ended June 30, 2020										*Year Ended June 30, 2019*
	Quebec	Ontario						Manitoba			
	Destiny ($)	Empress ($)	Greenoaks ($)	Miner Lake ($)	Mud Lake ($)	Brookbank East ($)	Golden Heart ($)	Oxford ($)	General ($)	Total ($)	*Total ($)*
Opening balance	809,100	-	450,000	9,568	40,163	3,810	-	843,520	-	2,156,161	*2,156,161*
Acquisition costs											
Net acquisition costs	809,100	-	450,000	9,568	40,163	3,810	-	843,520	-	2,156,161	*2,156,161*
Exploration expenditures											
Assays	5,400	-	-	-	-	-	-	-	-	**5,400**	*10,800*
Mapping	-	-	-	4,936	614	-	-	-	20,986	**26,536**	*102,349*
Computer/Digitization	11,210	-	-	4,150	-	600	250	150	100	**16,460**	*48,830*
Drilling	36,300	-	-	1,136	-	-	-	-	-	**37,436**	*197,280*
Report Filing	6,187	-	-	7,920	4,620	2,640	-	-	-	**21,367**	*4,620*
Management	-	1,320	-	-	-	-	-	660	-	**1,980**	*17,161*
License/Permit/Claims	4,567	-	1,479	-	1,350	-	1,450	-	366	**9,212**	*9,643*
Geophysics	-	-	-	-	-	-	-	-	-	**-**	*250*
Government Rebates	-	-	-	-	-	-	-	-	-	**-**	*(98,210)*
	63,664	**1,320**	**1,479**	**18,142**	**6,584**	**3,240**	**1,700**	**810**	**21,452**	**118,391**	***292,723***
Exploration expenditures expensed	**(63,664)**	**(1,320)**	**(1,479)**	**(18,142)**	**(6,584)**	**(3,240)**	**(1,700)**	**(810)**	**(21,452)**	**(118,391)**	***(292,723)***
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 June 30, 2020:

Property	**Claims (#)**	**Cell Claim Units (#)**	**Ownership (%)**	
Quebec				
Destiny	127	-	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	-	226	100	subject to underlying NSR
Mud Lake	-	182	100	subject to underlying NSR
Three Towers	-	66	100	subject to underlying NSR
Brookbank East	-	47	100	Nil
Golden Heart	-	2	100	Nil
Manitoba				
Oxford Lake	17	-	100	subject to underlying NSR
Oxford Lake MELs	3	-	100	Nil

a) Empress

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. The payment terms of the Sanatana Agreement, as amended, follow:

	Cash ($)	**Shares of Sanatana (#)**	**Warrants to acquire shares of Sanatana at $1.00 per share for 3 years from date of issue (full warrant) (#)**	**Minimum exploration expenditures ($)**
Effective date (June 21, 2017)	50,000 (1)	100,000 (1)	-	-
Effective date (June 21, 2017)	-	-	-	20,000 (1)
On or before June 10, 2019	25,000 (4)	-	-	-
On or before June 21, 2018	-	200,000 (2)	-	-
On or before June 30, 2019	-	100,000 (5)	100,000 (6)	-
On or before June 30, 2019	-	20,000 (3) (5)	-	-
On or before December 31, 2019	-	-	-	150,000 (7)
Total	**75,000**	**420,000**	**100,000**	**170,000**

(1) Received June 21, 2017
(2) Received August 10, 2018; the shares were valued at $70,000
(3) Received in consideration for the extension of the cash payment due June 21, 2018; shares were valued at $9,000
(4) Received June 4, 2019
(5) Received June 25, 2019; shares were valued at $45,000
(6) Received June 25, 2019; the warrants allow for the acquisition of 100,000 shares of Sanatana at $1.00 per share until June 25, 2022; the warrants were valued at $nil
(7) See below

The value of the Sanatana securities and cash received was presented as a recovery on the Statement of Operations and Comprehensive Loss during the year ended June 30, 2019.

On April 15, 2020, Sanatana fulfilled the required terms of the Agreement and 100% interest in the Empress property was transferred to Sanatana. Alto retains a 1% NSR royalty on existing claims and 0.33% NSR on claims which lie within a predetermined area of interest and were acquired during the option period.

b) Golden Heart
In October 2019, the Company staked 1 claim and staked a second claim in January 2020 at the Golden Heart property located in Ontario.

c) 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 ("BCN") 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.

9. Accounts payable and accrued liabilities

The Company's accounts payable and accrued liabilities consist of $34,430 (June 30, 2019: $5,318) in accounts payable and $20,000 (June 30, 2019: $16,000) in accrued liabilities.

10. Share capital and contributed surplus

Authorized share capital: Unlimited Common shares without par value

a) Common shares issued:

Year ended June 30, 2020:
The Company issued no common shares during the year ended June 30, 2020.

During the year ended June 30, 2020 the Company received $20,000 in proceeds relating to a pending private placement. The private placement financing was not completed subsequent to June 30, 2020.

During the year ended June 30, 2020, the Company issued 22,325,000 subscription receipts for gross proceeds of $2,232,500. The conversion of the subscription receipts into securities of the Company is contingent upon completion of the acquisition of the outstanding securities of Empress prior to August 31, 2020, at which time each subscription receipt will convert into one common share and one share purchase warrant exercisable at a price of $0.20 per share and expiring May 29, 2022. The term of the warrants may be accelerated by notice where, beginning after September 30, 2020, the closing price of the Company's common shares exceeds $0.25 per share for 10 consecutive trading days, in which case the Company may elect to shorten the term of the warrants to 30 days from the date of such notice.

Subsequent to June 30, 2020, the subscription receipts were converted into common shares and share purchase warrants upon completion of the Company's acquisition of the outstanding securities of Empress Resources Corp. (notes 14 and 15).

(Canadian Funds)

Year ended June 30, 2019:
The Company issued no common shares during the year ended June 30, 2019.

b) Warrants:
The following is a summary of the Company's warrants outstanding as at June 30, 2020, which outstanding warrants have a weighted average life of 0.90 years at June 30, 2020:

Warrants	Grant Date	Warrants Issued (#)	Price per Share ($)	Expiry Date
Warrants	October 19, 2017	355,000	0.30	April 19, 2021 (1)
Warrants	December 4, 2017	400,571	0.30	June 4, 2021 (2)
Warrants	December 27, 2017	253,750	0.30	June 27, 2021 (3)
		1,009,321		

(1) The exercise price and expiry date of these warrants were amended from $0.60 per warrant expiring April 19, 2020.
(2) The exercise price and expiry date of these warrants were amended from $0.60 per warrant expiring June 4, 2020.
(3) The exercise price and expiry date of these warrants were amended from $0.60 per warrant expiring June 27, 2020. These warrants will also be subject to accelerated expiry 30 days following notice in circumstances where the closing price of the Company's shares for 10 consecutive trading days is $0.375 or greater.

Warrant transactions were as follows:

	Number of warrants	Weighted Average Exercise Price
Balance – June 30, 2018	**2,263,826**	**0.55**
Expired	(1,174,615)	0.55
Balance – June 30, 2019	**1,089,211**	**0.30**
Expired	(79,890)	0.60
Balance – June 30, 2020	**1,009,321**	**0.30**

c) Stock options:
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 consultants 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, 200,000 common shares at $0.25 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 year ended June 30, 2019 was determined using a Black-Scholes option pricing model with the following assumptions:

(Canadian Funds)

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 June 30, 2020, which outstanding options have a weighted average life of 2.58 years at June 30, 2020:

Date of Grant	Options Issued (#)	Price per Share ($)	Expiry Date	Options Exercisable (#)
December 10, 2015	25,000	0.25	December 10, 2020	25,000
March 27, 2017	135,000	0.50	March 27, 2022	135,000
September 19, 2018	390,000	0.25	September 19, 2023	390,000
	550,000			**550,000**

Stock option transactions were as follows:

	Number of options (#)	Weighted Average Exercise Price ($)
Balance – June 30, 2018	**405,000**	**0.400**
Expired	(200,000)	0.360
Granted	400,000	0.250
Balance – June 30, 2019	**605,000**	**0.310**
Expired	(55,000)	0.270
Balance – June 30, 2020	**550,000**	**0.310**

11. Related party transactions

a) During the years ended June 30, 2020 and 2019, the Company incurred the following, all recorded based on fair value, in respect of services received from related parties:

	Year ended June 30, 2020 ($)	2019 ($)
Mike Koziol - services (Officer and Director)	110,000	156,000
Mirador Management – management fees (company with an officer in common)	42,000	42,000
J Collins Consulting - Corporate Secretary services until February 11, 2020	95,400	39,000
Venturex Consulting - CFO services until February 11, 2020	48,000	42,000
ASI Accounting Services - CFO from February 20, 2020	25,465	-
David Cowan - Director and appointed Corporate Secretary effective February 20, 2020	50,290	-
McMillan LLP – legal fees (Legal firm with a partner and Company Director in common) until December 31, 2019	22,854	14,495
Total	**394,009**	**293,495**

(Canadian Funds)

In respect of services provided to and expenses incurred on behalf of the Company, the Company owed various related parties the following at June 30, 2020 and June 30, 2019:

	June 30, 2020 ($)	June 30, 2019 ($)
In respect of services provided to the Company		
owed to Companies with directors and officers in common	5,000	5,794
owed to a Directors and Officers	-	72,000
In respect of expenses incurred on behalf of the Company		
owed to Directors and Officers	-	16,422
	5,000	**94,216**

During the year ended June 30, 2020, the Company made termination payments of $81,000 (2019 - $Nil) to two former officers of the Company pursuant to their resignation from the Company.

The Company entered into a Settlement Agreement with the former President of the Company to settle outstanding debt. The Company agreed to pay $50,000 plus applicable taxes as to $25,000 in cash, which was paid prior to year end, and $25,000 by the issuance of 250,000 shares following the closing of the Transaction. The Settlement Agreement with the former President resulted in a gain of $25,000 on the settlement of the debt, which was charged to operations.

As at June 30, 2020, $4,062 (2019 - $Nil) was due from a company with common directors. The amount was reimbursed to the Company subsequent to the year end.

b) Compensation of key management personnel

During the year ended June 30, 2020 and 2019, the Company incurred the following fees with respect to key management personnel:

	Year ended June 30,	
	2020 ($)	**2019 ($)**
Management fees	394,009	293,495
Share-based compensation	-	44,284
	394,009	**337,779**

12. 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.

(Canadian Funds)

13. Income Taxes

The income taxes shown in the statement of operations and loss and comprehensive loss and deficit differ from the amounts obtained by applying statutory rates to the loss before income taxes due to the following:

	June 30, 2020 $	June 30, 2019 $
Loss for the year	(650,282)	(564,515)
Statutory tax rate	27%	27%
Expected tax recovery	(176,000)	(152,000)
Change in statutory, foreign tax and foreign exchange rates	1,000	138,000
Permanent difference	7,000	21,000
Other and adjustment to previous provisions	(78,000)	15,000
Share issue costs	(11,000)	-
Change in unrecognized deductible temporary difference	257,000	(22,000)
Total tax recovery	-	-

The significant components of the Company's deferred tax assets and liabilities that have not been included on the statement of financial position are as follows:

	June 30, 2020 $	June 30, 2019 $
Deferred tax assets		
Exploration and evauation assets	536,000	457,000
Property, plant and equipment	7,000	7,000
Share issuance costs	18,000	15,000
Alllowable capital losses	254,000	254,000
Non-capital losses available for future periods	1,682,000	1,513,000
Marketable securities	210,000	204,000
Unrecognized deferred tax assets	**2,707,000**	**2,450,000**

The significant components of the Company's temporary differences, unused tax credits and unused tax losses that have not been included on the statement of financial position are as follows:

	June 30, 2020 $	June 30, 2019 $
Exploration and evauation assets	1,987,000	1,694,000
Property, plant and equipment	24,000	24,000
Share issuance costs	67,000	57,000
Alllowable capital losses	939,000	939,000
Non-capital losses available for future periods	6,231,000	5,602,000
Marketable securities	1,559,000	1,510,000
	10,807,000	**9,826,000**

14. Plan of Arrangement (the "Transaction")

On March 5, 2020, the Company entered into a Plan of Arrangement agreement with Empress Resources Corp. ("Empress") and Empress Royalty Corp. ("Royalty") pursuant to which the Company agreed to issue 12,214,211 common shares to Empress shareholders in exchange for all the issued and outstanding common shares of Empress.

Pursuant to the Transaction, the Company will transfer certain NSRs from its exploration and evaluation asset properties and the Company's portfolio of marketable securities (Note 7) to Royalty in exchange for 4,615,384 Royalty common shares, which will be distributed to the Company's shareholders as a dividend.

The Transaction was completed and closed subsequent to June 30, 2020 (Note 15).

15. Subsequent Events

- On July 1, 2020, the Company granted 395,500 options to consultants exercisable at a price of $0.11 per share and expiring July 1, 2025. These options vested immediately upon grant.

- On July 7, 2020 the Transaction (Note 14) was completed and closed pursuant to which:

  a. The Company completed the consolidation of its common shares on a basis of 1 new for 5 old (Note 1).

  b. The Company issued 12,214,211 common shares to Empress shareholders in exchange for all the issued and outstanding common shares of Empress.

  c. The Company transferred its NSRs from certain Quebec, Manitoba, Ontario and Saskatchewan properties, and marketable securities (Note 7) to Royalty, in exchange for 4,615,384 common shares of Royalty and subsequently distributed these Royalty shares to the Company's shareholders of record effective July 2, 2020 by way of a dividend in the form of 0.41 of a Royalty share for each common share of the Company held at the record date.

  d. The Company incurred a finder's fee payable to an officer of the Company appointed subsequent to June 30, 2020 amounting to $75,000, of which $37,500 was discharged by the issuance of 375,000 common shares and the remainder paid in cash.

  e. The Company issued the following replacement warrants to replace the Empress unit warrants outstanding on closing of the Transaction. Each warrant is exercisable at $0.496 for 1.005 of the Company's shares:

     - 4,338,987 shares issuable on exercise of 4,137,400 warrants expiring May 11, 2022
     - 4,058,592 shares issuable on exercise of 4,038,400 warrants expiring June 14, 2022
     - 1,208,010 shares issuable on exercise of 1,202,000 warrants expiring August 7, 2022

     The Company also issued replacement finder's warrants to replace Empress finder's warrants outstanding on closing of the Transaction. Each finder's warrant is exercisable at $0.746 for 1.005 of the Company's shares:

     - 66,300 shares issuable on exercise of 66,000 warrants expiring May 11, 2021
     - 113,750 shares issuable on exercise of 113,184 warrants expiring June 14, 2021
     - 63,677 shares issuable on exercise of 63,360 warrants expiring August 7, 2021

(Canadian Funds)

f. The Transaction has been accounted for as an asset acquisition. On closing, the assets and liabilities of Empress were as follows:

	$
Current assets:	
Cash	1,060,676
Amounts receivable	15,884
Prepaid expenses	981
	1,077,541
Liabiities:	
Accounts payable and accrued liabilities	(212,176)
Net assets acquired	**865,365**

The purchase consideration consisted of 12,214,211 common shares, a total of 9,620,344 warrants issued to Empress warrant holders, the finder's fee referred to above, and associated transaction costs.

- On July 8, 2020, the Company converted the subscription receipts issued on May 29, 2020 into units, and the gross proceeds of $2,232,500 were released from escrow. Each unit consists of one common share and one warrant exercisable at $0.20 until May 29, 2022. The Company incurred $91,350 in cash finder's fees and issued 913,500 finder's warrants exercisable at $0.10 expiring July 8, 2022.

- On July 9, 2020, the Company issued 250,000 common shares to a former director pursuant to a shares-for-debt settlement agreement (Note 11).

- On August 31, 2020, the Company granted a total of 2,025,000 stock options to officers, directors and consultants exercisable at $0.20 per share expiring August 31, 2023. These stock options vest immediately upon grant.

- On September 24, 2020, the Company announced that it entered into a Memorandum of Understanding ("MOU"), whereby, subject to entering into a definitive agreement, Blingold Corp ("Blingold") may acquire a 100% interest in the Company's Ontario-based properties, all of which are located in the Beardmore-Geraldton gold camp.

- On October 5, 2020 the Company entered into an Exploration Agreement with the Bunibonibee Cree Nation ("BCN"), pursuant to which the BCN consented to the resumption of exploration activities at the Company's Oxford Lake mineral property in Manitoba.