



ALTO VENTURES LTD.

(An Exploration Stage Company)

INTERIM CONDENSED FINANCIAL STATEMENTS

For the six-month periods ended December 31, 2014 and 2013

(Unaudited – Prepared by Management)

Canadian Funds

NOTICE OF NO REVIEW BY AUDITOR

The attached interim condensed financial statements that follow have been prepared by management of Alto Ventures Ltd. and have not been reviewed by the Company's auditors.

Alto Ventures Ltd.*(An Exploration Stage Company)***Interim Condensed Statements of Financial Position**

As at,

Canadian Funds

(Unaudited – Prepared by Management)

		December 31, 2014	June 30, 2014 <i>(Audited)</i>
ASSETS			
Current			
Cash	\$	488,736	\$ 52,201
Receivables <i>(Note 6)</i>		209,089	514,967
Marketable securities <i>(Note 8)</i>		128,957	821,539
Quebec exploration tax credit <i>(Note 6)</i>		-	11,904
Prepays and Deposits		2,726	3,478
		829,508	1,404,089
Exploration and evaluation assets <i>(Note 9)</i>		2,252,826	2,252,076
	\$	3,082,334	\$ 3,656,165
LIABILITIES			
Current			
Accounts payable and accrued liabilities <i>(Note 7)</i>	\$	70,788	\$ 53,694
Due to related parties <i>(Note 11a)</i>		792	7,529
		71,280	61,223
SHAREHOLDERS' EQUITY			
Share capital – <i>Statement 5 - (Note 10)</i>		19,950,716	19,950,716
Contributed surplus – options – <i>Statement 5 (Note 10)</i>		1,423,743	1,422,232
Contributed surplus – warrants – <i>Statement 5 (Note 10)</i>		1,016,625	1,016,625
Accumulated other comprehensive loss – <i>Statement 5</i>		(17,648,720)	(1,591,600)
Deficit – <i>Statement 5</i>		(1,731,310)	(17,203,031)
		3,011,054	3,594,942
	\$	3,082,334	\$ 3,656,165

Going Concern and Nature of Operations *(Note 1)*

Approved and authorized by the Board of Directors on February 20, 2015:

"Richard Mazur", Director_____
"Gary Zak", Director

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

Alto Ventures Ltd.*(An Exploration Stage Company)***Interim Condensed Statements of Operations***Canadian Funds**(Unaudited – Prepared by Management)*Statement 2

	Three-month period ended December 31, 2014	Three-month period ended December 31, 2013	Six-month period ended December 31, 2014	Six-month period ended December 31, 2013
Exploration and evaluation expenditures <i>(Note 9)</i>	\$ 137,736	\$ 40,133	\$ 326,478	\$ 69,757
Gain on sale of marketable securities	(54,857)	-	(83,446)	-
Interest income	-	(10)	(25)	(28)
Investor and shareholder relations	1,049	12,820	3,461	14,571
Legal, accounting and audit fees	16,162	43,707	35,819	88,219
Office administration	31,214	34,606	53,869	69,324
Other income	(7,523)	-	(7,523)	(13,970)
Permanent write-down of marketable securities <i>(Note 8)</i>	62,500	-	62,500	-
Salaries and wages	27,936	35,228	36,050	55,626
Share-based compensation <i>(Note 10)</i>	1,337	76	1,511	293
Transfer agent and filing fees	5,542	5,492	6,225	6,331
Travel and promotion	5,912	2,294	10,770	2,435
Loss for the period	\$ 227,008	\$ 174,346	\$ 445,689	\$ 292,558
Loss per share				
- Basic and diluted	\$ 0.01	\$ 0.01	\$ 0.02	\$ 0.01
Weighted Average Number of Common Shares Outstanding	24,116,214	22,424,547	24,116,214	22,424,547

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

Alto Ventures Ltd.*(An Exploration Stage Company)*Statement 3**Interim Condensed Statements of Loss and Comprehensive Loss****For the six-month period ended December 31,***Canadian Funds**(Unaudited – Prepared by Management)*

		For the three- month period ended December 31, 2014		For the three- month period ended December 31, 2013		For the six- month period ended December 31, 2014		For the six- month period ended December 31, 2013
Loss for the period	\$	227,008	\$	174,346	\$	445,689	\$	292,558
Unrealized loss on available for sale securities		100,078		101,750		139,710		330,075
Comprehensive loss for the period	\$	327,086	\$	276,096	\$	585,399	\$	622,633

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

Alto Ventures Ltd.*(An Exploration Stage Company)*Statement 4**Interim Condensed Statements of Cash Flows****For the six-month period ended December 31,***Canadian Funds**(Unaudited – Prepared by Management)*

Cash Resources Provided By (Used In)	2014	2013
Operating activities		
Loss for the period	\$ (445,689)	\$ (292,558)
Items not affecting cash:		
Gain on sale of marketable securities	(83,446)	-
Shares received in exchange for exploration and evaluation asset	(187,500)	
Share-based compensation	1,511	293
Changes in non-cash working capital:		
Decrease (increase) in accounts receivable	305,878	(16,388)
Decrease in prepaid expense	752	(6,735)
Increase in due to related parties	(6,737)	63,031
Increase in Quebec exploration tax credit	11,904	244,131
Decrease in accounts payable	16,794	23,384
Net cash used in operating activities	(386,533)	15,518
Investing activities		
Acquisition of exploration and evaluation asset	(750)	(41,958)
Sale of marketable securities	823,818	10,000
Short-term investments	-	100,000
Net cash provided by investing activities	823,068	68,042
Net increase (decrease) in cash	436,535	83,560
Cash - beginning of period	52,201	18,051
Cash - end of period	\$ 488,736	\$ 101,611

Supplementary disclosure of cash flow information (*Note 13*)

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

Alto Ventures Ltd.*(An Exploration Stage Company)*Statement 5**Interim Condensed Statement of Shareholders' Equity****For the six-month period ended December 31, 2014***Canadian Funds**(Unaudited – Prepared by Management)*

	Share Capital (Number of Shares)	Share Capital (Amount) \$	Contributed Surplus - Warrants \$	Contributed Surplus – Options \$	Accumulated Other Comprehensive Income (loss) \$	Deficit \$	Total \$
June 30, 2013	22,424,547	19,699,466	1,016,625	1,367,375	(1,292,158)	(16,841,335)	3,949,973
Share-based compensation	-	-	-	293	-	-	293
Other comprehensive loss	-	-	-	-	(330,075)	-	(330,075)
Loss for the period	-	-	-	-	-	(292,558)	(292,558)
December 31, 2013	22,424,547	19,699,466	1,016,625	1,367,668	(1,622,233)	(17,133,893)	3,327,633
Shares issued for cash pursuant to private placement	1,666,667	250,000	-	-	-	-	250,000
Shares issued for exploration and evaluation asset	25,000	1,250	-	-	-	-	1,250
Share-based compensation	-	-	-	54,564	-	-	54,564
Other comprehensive loss	-	-	-	-	30,633	-	30,633
Loss for the year	-	-	-	-	-	(69,138)	(69,138)
June 30, 2014	24,116,214	19,950,716	1,016,625	1,422,232	(1,591,600)	(17,203,031)	3,594,942
Share-based compensation	-	-	-	1,511	-	-	1,511
Other comprehensive loss	-	-	-	-	(139,710)	-	(139,710)
Loss for the period	-	-	-	-	-	(445,689)	(445,689)
December 31, 2014	24,116,214	19,950,716	1,016,625	1,423,743	(1,731,310)	(17,648,720)	(3,011,054)

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

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(An Exploration Stage Company)

Notes to the Interim Condensed Financial Statements

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Canadian Funds

(Unaudited – Prepared by Management)

1. Going concern and nature of operations

Alto Ventures Ltd. (“the Company”) is engaged in the acquisition, exploration and evaluation of Canadian gold and diamond projects. The head office is located at Suite 615 – 800 West Pender Street, Vancouver, British Columbia, V6C 2V6 and the registered and records office of the Company 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 expenditures incurred to date, less amounts 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. At December 31, 2014, the Company has working capital of \$758,228, incurred a loss for the six-month period ended December 31, 2014 of \$445,689 and has an accumulated deficit of \$17,648,720.

Management plans to continue to secure the necessary financing through a combination of the issue of new equity instruments and entering into joint venture 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.

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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:

- i) The recoverability of receivables that are included in the statements of financial position based on historical collection of receivables.
- ii) 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.
- iii) The inputs used in accounting for share-based compensation expense included in profit or loss calculated using the Black-Scholes option pricing model.
- iv) 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.
- v) The recognition of deferred tax assets based on the change in unrecognized deductible temporary tax differences.

3. Significant accounting policies

Pronouncements Affecting Financial Statement Presentation and Disclosure

The adoption of the following new and amended IFRS pronouncements will result in enhanced financial statement disclosures in the Company's interim or annual consolidated financial statements or a change in financial statement presentation. These pronouncements did not affect financial results.

IFRS 12 – Disclosures of Interest in Other Entities

The Company adopted IFRS 12, Disclosures of Interests in Other Entities ("IFRS 12") on January 1, 2013. IFRS 12 outlines the disclosure requirements for interests in subsidiaries and other entities to enable users to evaluate the risks associated with interest in other entities and the effects of those interests on an entity's financial position, financial performance and cash flows.

The requirements of IFRS 12 relate to disclosures only and are applicable for the first annual period after adoption. IFRS 12 does not require the disclosures to be included for any period presented that precedes the first annual period for which IFRS 12 is applied. The adoption of IFRS 12 did not have an effect on the Company's financial statements for the six-month period ended December 31, 2014.

IFRS 13 - Fair Value Measurement

The Company adopted IFRS 13, Fair Value Measurement ("IFRS 13") with prospective application from January 1, 2013. IFRS 13 defines fair value, sets out a single IFRS framework for measuring fair

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value and outlines disclosure requirements for fair value measurements. IFRS 13 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value is a market-based measurement, not an entity-specific measurement, so assumptions that market participants would use should be applied in measuring fair value. The adoption of IFRS 13 did not have an effect on the Company's financial statements for the six-month period ended December 31, 2014.

Pronouncements Affecting Accounting Policies Only

The adoption of the following new IFRS pronouncements did not affect the Company's financial results or disclosures as the Company's analysis of these new IFRS pronouncements determined that no changes were required to the Company's existing accounting treatments.

IFRS 10 - Consolidated Financial Statements

The Company adopted IFRS 10, Consolidated Financial Statements ("IFRS 10") on January 1, 2013 with retrospective application. IFRS 10 establishes principles for the presentation and preparation of consolidated financial statements when an entity controls one or more other entities. This IFRS defines the principle of control and establishes control as the basis for determining which entities are consolidated in an entity's financial statements. IFRS 10 sets out three elements of control: power over the investee; exposure, or rights, to variable returns from involvement with the investee; and the ability to use power over the investee to affect the amount of investors' return; and the requirements on how to apply the control principle.

IFRS 10 - Consolidated Financial Statements - continued

IFRS 10 supersedes IAS 27, Consolidated and Separate Financial Statements and Standing Interpretations Committee ("SIC") 12, Consolidation – Special Purpose Entities.

Based on the Company's analysis, IFRS 10 did not have an effect on the Company's financial statements for the six-month period ended December 31, 2014 as the Company currently does not have any subsidiaries or special purpose entities.

IFRS 11 – Joint Arrangements

The Company adopted IFRS 11, Joint Arrangements ("IFRS 11") on January 1, 2013. If an arrangement results in joint control, IFRS 11 classifies joint arrangements as either joint operations or joint ventures, depending on the rights and obligations of the parties involved. The Company also adopted IAS 28(R), Investments in Associates and Joint Ventures ("IAS 28") which included amendments to address accounting for joint ventures.

A joint operation is an arrangement where the jointly controlling parties have rights to the assets and obligations in respect of the liabilities of the arrangement. An entity accounts for a joint operation by recognizing its portion of the assets, liabilities, revenues and expenses. A joint venture is an arrangement where the jointly controlling parties only have rights to the net assets of the arrangement. A joint venture is accounted for using the equity method.

Based on the Company's analysis, IFRS 11 did not have an effect on the Company's financial statements for the six-month period ended December 31, 2014 presented as the Company currently does not have any joint arrangements.

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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 December 31, 2014 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. Cash and short-term investments include deposits, which are at variable interest rates. Sensitivity to a plus or minus 1% change in rates would affect net loss by \$4,887 annually. The Company does not hold any balances in foreign currencies to give rise to exposure to foreign exchange risk.

Currency risk

As at December 31, 2014, 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 long-term accounts receivable, goods and services tax ("GST") due from the Federal Government of Canada, Quebec exploration tax credits consist of amounts due from the provincial

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Government of Quebec, and amounts due from joint venture and option partners are for funds advanced for exploration. With regards to the long-term accounts receivable, during the six-month period ended December 31, 2014, the Company has signed an amended agreement and received \$50,000 as part of the terms under the amended agreement. The Company's investment policy is to invest its cash in highly liquid short-term interest-bearing investments with maturities 90 days or less from the original date of acquisition, selected with regards to the expected timing of expenditures from continuing operations. Management believes the risk to be minimal.

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 December 31, 2014, the Company had a cash balance of \$488,736 (June 30, 2014 - \$52,201) available to settle current liabilities of \$71,280 (June 30, 2014 - \$61,223).

6. Receivables

Current accounts receivable balance includes \$9,037 (June 30, 2014 - \$14,915) in GST due from the Federal Government and \$52 (June 30, 2014 - \$52) in accrued term deposit interest.

The long-term receivable balance consists of \$200,000 (June 30, 2014 - \$500,000) due from Canoe Mining Ventures Corp. (formerly Foundation Resources Inc.) ("Canoe") from the sale of the Coldstream exploration and evaluation asset (*See Note 9c*). The Canoe receivable is secured by a collateral debenture whereby the Company's original interest in the property will revert back to the Company in the event of non-payment.

During the six-month period ended December 31, 2014 year-end, the Company entered into settlement agreement with Canoe to settle the terms and conditions of their debenture agreement held against the Coldstream mineral property (*See Note 9c*). During the year ended June 30, 2014, the Company wrote down the long-term accounts receivable balance by \$254,972 based on revised, on-going negotiations to re-structure the terms of the agreement in light of the current difficult financial markets.

During the year ended June 30, 2014, the Company recorded \$28,043 as a bad debt write off from amounts due from the Quebec government relating to its exploration tax credit receivable due to re-assessment of amounts claimed by the Company.

7. Accounts payable and accrued liabilities

The Company's accounts payable and accrued liabilities consist of \$15,180 (June 30, 2014 - \$31,223) in accounts payable and \$56,100 (June 30, 2014 - \$30,000) in accrued liabilities.

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8. Marketable securities

Company	Shares	December 31, 2014	
		Cost \$	Market Value \$
Lateral Gold Corp. (LTG – TSXV)	300,000	41,000	3,000
Canoe Mining Ventures Corp. (CLV - TSXV)	1,342,700	1,642,500	114,130
Wescan Goldfields Inc. (WGF – TSXV)	305,000	262,000	4,577
Pacific North West Capital Corp. (PFN – TSX- T)	50,000	33,875	5,250
Razore Rock Resources Inc. (RZR:CNX)	200,000	21,000	2,000
	2,197,700	2,000,375	128,957

Company	Shares	June 30, 2014	
		Cost \$	Market Value \$
Lateral Gold Corp. (LTG – TSXV)	300,000	41,000	6,000
Canoe Mining Ventures Corp. (CLV - TSXV)	440,000	1,455,000	96,800
Wescan Goldfields Inc. (WGF – TSXV)	305,000	262,000	7,625
Pacific North West Capital Corp. (PFN – TSX- T)	50,000	33,875	3,000
Razore Rock Resources Inc. (RZR:CNX)	200,000	21,000	6,000
Virigina Mines Inc. (VGQ)	57,692	684,804	702,114
	1,352,692	2,497,679	821,539

During the six-month period ended December 31, 2014, the Company sold 57,692 shares of Virginia Mines Ltd. ("Virgina") for net proceeds of \$769,104 and recorded a gain on sale of marketable securities of \$84,300. The Company received 1,250,000 shares valued at \$0.20 per share in the capital of Canoe in respect of the Coldstream property (*Note 9b*), and sold 347,300 shares of Canoe for net proceeds of \$54,714 and recorded a loss on sale of marketable securities of \$854.

During the year ended June 30, 2014, Canoe consolidated its shares on a 2.5 for 1 share held, and Pacific Northwest Capital consolidated its shares on a 3 for 1 share held.

During the year ended June 30, 2014, the Company received 57,692 shares from Virginia relating to the sale of its underlying 0.5% NSR Royalty on the Eagle Hill Exploration Windfall Lake Gold project. The shares were valued at \$11.87 per share for a total fair value of \$684,804. The Company recognized a gain on sale of \$684,804 as there were no amounts capitalized to the exploration and evaluation assets for the royalty.

During the year ended June 30, 2014, the Company received 200,000 shares in Razore Rock Resources Inc. ("Razore"), valued at \$21,000, in exchange for entering into an exploration and option agreement on the Oxford Lake exploration and evaluation asset. (*See Note 9j*) The Vice-President of Corporate Development of Razore is also a director of the Company.

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

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9. Exploration and evaluation assets

The Company has investigated ownership of its mineral interests as at December 31, 2014 and, to the best of its knowledge, ownership of its interests is in good standing. The following table shows the acquisition activity by property from June 30, 2014 to December 31, 2014:

	Balance – June 30, 2014	Acquisition	Option recovery/ Sale of Property	Balance – December 31, 2014
Alcudia, Quebec	\$ 5,000	\$ -	\$ -	\$ 5,000
Cote-Archie, Ontario	29,615	-	-	29,615
Destiny, Quebec	809,100	-	-	809,100
Fisher, Saskatchewan	5,000	-	-	5,000
GEFA, Saskatchewan	4,250	-	-	4,250
Greenoaks, Ontario	450,000	-	-	450,000
Miner Lake, Ontario	1,041	-	-	1,041
Mud Lake, Ontario	40,163	-	-	40,163
La Ronge, Saskatchewan	44,781	750	-	45,531
Oxford Lake, Ontario	824,000	-	-	824,000
Three Towers, Ontario	36,900	-	-	36,900
Vassal, Quebec	2,226	-	-	2,226
Totals	\$ 2,252,076	\$ 750	\$ -	\$ 2,252,826

The following table shows the activity by category of expenditures to December 31, 2014:

Exploration and Evaluation Expenditures:	
Acquisition/claim staking	\$ 750
Assays/Analysis	104,668
Data comp, reproduction and digitizing	1,628
Deficiency deposits	-
Drilling	240
Geological mapping	-
Geophysics	86,265
Government assistance	-
License/permits	4,006
Mapping	12,580
Management and planning	9,420
Prospecting	30,505
Report writing and filing	23,800
Travel	53,366
Exploration and evaluation expenditures for the period	326,478
Less: Option payments received	-
Total acquisition and exploration and evaluation expenditures for the period	327,228
Exploration and evaluation expenditures incurred to June 30, 2014	6,590,828
Cumulative exploration and evaluation expenditures – December 31, 2014	\$ 6,918,056

Alto Ventures Ltd.*(An Exploration Stage Company)***Notes to the Interim Condensed Financial Statements****For the six-month period ended December 31, 2014***Canadian Funds**(Unaudited – Prepared by Management)*

The following tables show the activity by property from June 30, 2013 to June 30, 2014 and to December 31, 2014:

	June 30, 2014 Total \$	Acquisition Cost \$	Exploration and evaluation expenditures \$	Tax Credits, Option Payments, JV Recovery \$	Write-Downs \$	December 31, 2014 Total \$
Alcudia	196,322	-	499	-	-	196,821
Cote-Archie Lake	149,321	-	11,255	-	-	160,576
Destiny	2,175,930	-	-	-	-	2,175,930
Dolsan	49,145	-	-	-	-	49,145
Expansion Lake	171,855	-	-	-	-	171,855
Fisher	33,724	-	72,275	-	-	105,999
GEFA	139,107	-	213,098	-	-	352,205
Greenoaks	320,423	-	4,122	-	-	324,545
LaRonge	58,361	750	1,870	-	-	60,981
Miner Lake	984,752	-	4,248	-	-	989,000
Mud Lake	410,649	-	9,235	-	-	419,884
Other exploration	266,961	-	7,720	-	-	274,681
Oxford Lake	1,033,865	-	176	-	-	1,034,041
Three Towers	406,370	-	1,980	-	-	408,350
Vassal	194,044	-	-	-	-	194,043
Total resource properties	6,590,828	750	326,478	-	-	6,918,056

	June 30, 2013 Total \$	Acquisition Cost \$	Exploration and evaluation expenditures \$	Tax Credits, Option Payments, JV Recovery \$	Write-Downs \$	June 30, 2014 Total \$
Alcudia	196,322	-	-	-	-	196,322
Cote-Archie Lake	169,757	-	4,949	-	(25,385)	149,321
Destiny	2,390,709	-	21,209	-	(235,988)	2,175,930
Dolsan	52,589	-	-	-	(3,444)	49,145
Expansion Lake	171,855	-	-	-	-	171,855
Fisher	-	5,000	28,724	-	-	33,724
GEFA	-	4,250	134,857	-	-	139,107
Greenoaks	319,197	-	1,226	-	-	320,423
LaRonge	-	44,781	13,580	-	-	58,361
Miner Lake	973,180	-	11,572	-	-	984,752
Mud Lake	405,324	-	5,325	-	-	410,649
Other exploration	226,454	-	44,615	-	(4,108)	266,961
Oxford Lake	1,056,057	-	8,808	(31,000)	-	1,033,865
Three Towers	406,370	-	-	-	-	406,370
Vassal	197,170	-	931	-	(4,058)	194,044
Total resource properties	6,564,984	54,031	275,796	(31,000)	(272,983)	6,590,828

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(Unaudited – Prepared by Management)

a) Alcudia Property, Quebec

The Alcudia property is 100% owned by the Company and subject to certain underlying royalties. The Company owns a 0.5% Net Smelter Royalty ("NSR") on any production from the adjoining Windfall property. During the year ended June 30, 2014, the Company sold the 0.5% NSR. *(See Note 8)*

b) Coldstream Property, Ontario

The Coldstream property is located in the Shebandowan greenstone belt west of Thunder Bay, Ontario.

On January 18, 2011, Canoe had earned 60% interest in the Coldstream property and future exploration work would be completed and funded 40% by the Company and 60% by Canoe.

On February 16, 2012, the Company completed the sale of its 40% interest in the Coldstream property to Canoe. This consolidation in ownership gives Canoe a 100% interest in the property. In consideration for the acquisition of the Company's 40% interest, Canoe paid \$350,000 in cash and issued 10,000,000 common shares of Canoe at a fair value of \$1,300,000. Within six months, Canoe was to pay to the Company a further \$950,000 in cash, subject to a potential three month extension period, for a total consideration of \$2,600,000 in cash and shares.

As part of the agreement the Company will vote in support of Canoe management for a period of three years and will not tender its shares to any take-over bid not recommended by Canoe's Board of Directors.

On June 27, 2012, the Company entered into an amending agreement with Canoe concerning the consolidation of its ownership in the Coldstream property. Pursuant to the amending agreement, the remaining \$950,000 (the "Balance") will be paid by Canoe through the payment of a minimum of 20% of the aggregate net proceeds of any non-flow through equity financing completed by Canoe, provided however that the Balance must be paid in full not later than November 21, 2013 (the "Due Date"). Canoe will pay to the Company, in addition to the Balance, a fee of 5% of the Balance amount outstanding as at November 21, 2012 (the "First Extension Fee"), of which a deposit of \$21,000 (received) will be paid towards the First Extension Fee and the balance of such First Extension Fee will be due and payable by Canoe within five Business Days of November 21, 2012. During the year-ended June 30, 2013, Canoe paid the Company \$126,581 and an additional \$57,258 representing 20% of the net proceeds of their equity financings and the Company received \$20,171 representing the balance of the remaining first extension fee.

Canoe retains the right to extend the Due Date to May 21, 2014 (the "Extension Right"). As consideration for the second Extension Right, if exercised, Canoe shall pay to Alto 5% of the remaining Balance amount outstanding as at November 21, 2013.

During the six-month period ended December 31, 2014, the Company entered into a settlement agreement with Canoe to settle the terms and conditions of their debenture agreement held against the Coldstream mineral property. The terms of the revised agreement are as follows:

- a) Issue 1,250,000 common shares (received) in the capital of Canoe having a value of \$250,000 based on a deemed price per share of \$0.20.

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- b) Payment of the sum of \$50,000 (received) on the Settlement Date;
 - c) Payment of a further \$50,000 on or before December 31, 2014;
 - d) Payment of a further \$75,000 on or before March 31, 2015;
 - e) Payment of a further \$75,000 on or before June 30, 2015; and
 - f) The granting of a net smelter returns royalty ranging from 0.5% to 1.5% on certain portions of the Coldstream property.

In addition to the terms above, Canoe has agreed to purchase 400,000 shares (347,300 purchased to date) of their own stock held by the Company with the share consideration equal to the deemed price at which the settlement shares were issued.

c) Cote-Archie Lake Property, Ontario

The Cote-Archie Lake property is 100% owned by the Company and subject to certain underlying royalties on some of the claims. During the year ended June 30, 2014, the Company allowed certain claims to expire as no further work is planned which resulted in a write-down of acquisition costs capitalized of \$25,385.

d) Destiny (formerly Despinassy) Property, Quebec

The Destiny Project is located in Despinassy Township, northeast of Val d'Or, Quebec. The property is 100% owned by the Company and subject to certain underlying production royalties on some of the claims. During the year ended June 30, 2014, the Company allowed certain claims to expire as no further work is planned which resulted in a write-down of acquisition costs capitalized of \$235,988.

e) Dolsan, Quebec

The Company owns 100% interest in this property subject to certain underlying royalties on some of the claims. During the year ended June 30, 2014, the Company allowed certain claims to expire as no further work is planned which resulted in a write-down of acquisition costs capitalized of \$3,444.

f) Greenoaks Property, Ontario

The Company owns 100% interest in this property subject to certain underlying royalties.

g) Miner Lake, Ontario

The Company owns a 100% interest in the Miner Lake property subject to certain underlying royalties on some of the claims.

h) Mud Lake Property, Ontario

The Company owns a 100% interest in the Mud Lake property subject to certain underlying royalties on some of the claims.

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i) Obalski, Quebec

The Company owns 100% interest in this property located northwest of Val d'Or, Quebec. During the year ended June 30, 2014, the Company allowed certain claims to expire as no further work was planned, resulting in a write-down of acquisition costs capitalized of \$4,108.

j) Oxford Lake, Manitoba

The Company owns a 100% interest in the Oxford Lake Property subject to certain underlying royalties on some of the claims.

During the year ended June 30, 2014, the Company entered into an exploration and option agreement with Razore under which Razore can earn up to 60% working interest in the Oxford Lake Gold Property ("Property"). Razore issued 100,000 common shares and paid \$10,000 to the Company on the closing of the transaction.

Razore can earn a 51% working interest in the Property by issuing a further 500,000 common shares, paying a further \$50,000 in cash option payments and incurring \$2,100,000 in expenditures on the Property by December 30, 2016.

On April 15, 2014 Razore Rock Resources Inc. received an extension from the Company to fulfill certain commitments under the Oxford Exploration and Option Agreement. In consideration for the extension, Razore Rock issued 100,000 of its shares to the Company. On May 15, 2014 Razore Rock served notice that it has terminated the Oxford Lake Exploration and Option Agreement.

k) Three Towers, Ontario

The Company owns 100% interest in this property subject to certain underlying royalties.

l) Vassal, Quebec

The Company owns a 100% interest in this property located north of Val d'Or, Quebec. During the year ended June 30, 2014, the Company allowed certain claims to expire as no further work is planned which resulted in a write-down of acquisition costs capitalized of \$4,058.

m) La Ronge, Saskatchewan

During the year ended June 30, 2014, the Company staked several mineral claims in Northern Saskatchewan.

n) GEFA Option, Saskatchewan

The Company has entered into an Option Agreement to acquire a 60% interest in four mining claims (the "GEFA Option") in northern Saskatchewan.

The four GEFA claims are located east of the Town of La Ronge, Saskatchewan. Under the terms of the GEFA Option Agreement, the Company can earn a 60% interest in the four claims by making staged cash payments to the vendors of \$5,000 on signing (paid), \$20,000 after year one and \$35,000 after year two totaling \$60,000 and completing \$250,000 in exploration within one year and a further \$500,000 within the following 18 months totaling \$750,000 in exploration expenditures on the

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property over 30 months. The property is subject to an underlying 2% NSR on all minerals and metals with the exception of diamonds, with a buy-out of 1% of the NSR for \$1 million.

o) Fisher, Saskatchewan

During the year ended June 30, 2014, the Company entered into an agreement to acquire six mining claims in Saskatchewan.

Terms for the acquisition of 100% interest in the six claims include total cash payments of \$18,000 (paid \$3,000) staged over two years and the issuance of 25,000 shares valued at \$1,250 (issued) of the Company to the Vendor. When the Company becomes 100% owner of the claims it will grant to the Vendor a 2% NSR. The Company also retains the right to buy back 1% of the NSR for \$1,000,000.

10. Share capital and contributed surplus

Authorized share capital: Unlimited Common shares without par value

Shares issued:

- a) During the year ended June 30, 2014, the Company issued 25,000 shares at a price of \$0.05 per share for acquisition of six diamond claims. (See Note 9o)
- b) During the year ended June 30, 2014, the Company announced that it has completed the sale of its underlying 0.5% NSR Royalty on Eagle Hill Exploration's Windfall Lake Gold project to Virginia in consideration for 57,692 common shares valued at \$684,804 (see Note 8) and Virginia also purchased 1,666,667 shares of the Company at a price of \$0.15 per share for total proceeds received of \$250,000.

Warrants:

Warrants have been issued and are exercisable to purchase common shares of the Company as follows:

	Number of warrants	Weighted Average Exercise Price
Balance – June 30, 2012 and 2013	207,550	\$ 0.15
Expired	(207,550)	0.15
Balance – June 30, 2014 and December 31, 2014	-	\$ -

Stock options

- a) During the year-ended June 30, 2013, the Company granted to directors, officers, and consultants, incentive stock options to purchase up to, in the aggregate, 1,085,000 common shares exercisable on or before September 19, 2017 at a price of \$0.10 per share. The Company recorded \$57,538 as share based compensation expense based upon the relative fair values and vesting conditions of the options granted.

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- b) During the year-ended June 30, 2013, the Company granted to directors, officers, employees and consultants, incentive stock options to purchase up to an aggregate of 386,000 common shares exercisable on or before October 30, 2017 at a price of \$0.10 per share. The Company recorded \$19,523 as share based compensation expense based upon the relative fair values and vesting conditions of the options granted.
- c) During the year-ended June 30, 2014, the Company granted to directors, officers, employees and consultants, incentive stock options to purchase up to an aggregate of 1,050,000 common shares exercisable on or before June 19, 2019 at a price of \$0.06 per share. The Company recorded \$54,857 as share based compensation expense based upon the relative fair values and vesting conditions of the options granted.

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 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.

Stock option transactions were as follows:

	Number of options	Weighted Average Exercise Price
Balance – June 30, 2012	569,500	\$ 1.18
Granted	1,471,000	0.10
Forfeited	(7,500)	0.10
Cancelled	(495,000)	1.20
Balance June 30, 2013	1,538,000	\$ 0.15
Cancelled	(225,000)	0.40
Granted	1,050,000	0.06
Balance – June 30, 2014 and December 31, 2014	2,363,000	\$ 0.08

The following is a summary of the Company's options outstanding as at December 31, 2014:

Options issued	Price per share	Expiry date	Options exercisable
1,000	\$1.00	December 18, 2014	1,000
1,000	\$1.00	January 17, 2016	1,000
935,000	\$0.10	September 19, 2017	935,000
376,000	\$0.10	October 30, 2017	376,000
1,050,000	\$0.06	June 19, 2019	1,025,000
2,363,000			2,338,000

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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. The estimated fair value of the stock options granted during the year was determined using a Black-Scholes option pricing model with the following assumptions:

	2014	2013
Expected dividend yield	0%	0%
Expected stock price volatility	149%	146%-150%
Risk free rate	1.47%	1.25%-1.34%
Expected life of options	5 years	5 years
Expected forfeiture rate	0%	0%
Weighted average fair value per option	\$0.0545	\$0.0527

11. Related party transactions

- a) At December 31, 2014, the Company owed \$792 (June 30, 2014: \$7,529) to companies with directors and officers in common. There are no repayment terms or interest associated with this balance.
- b) All of the costs recorded are based on fair value. The Company paid or accrued the following related party transactions:

	December 31, 2014	December 31, 2013
	\$	\$
White Label Corporate Services Inc. – CFO and Corporate Secretary – administrative salary services ¹	12,000	31,950
White Label Corporate Services Inc. – CFO and Corporate Secretary – cost recoveries ¹	24,000	63,375
Mike Koziol – salary services (Officer and Company with Director in Common)	78,000	78,000
Mirador Management – management fees (Company with an officer in common)	-	21,000
McMillan LLP – legal fees (formerly Lang Michener) (Legal firm with a partner and Company director in Common)	5,853	3,207
Total	119,853	197,352

¹ CFO and Corporate Secretarial salary services paid for the year and the balance is overhead expenses reimbursed to White Label Corporate Services Ltd. at cost.

Compensation of key management personnel

	December 31, 2014	December 31, 2013
Management fees, directors and audit committee fees	\$ Nil	\$ Nil
Share-based compensation	Nil	Nil
	\$ Nil	\$ Nil

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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.

13. Supplementary disclosure of cash flow information

Supplemental Disclosure of Non-Cash Financing and Investing Activities include:	December 31, 2014	December 31, 2013
Fair value adjustment on marketable securities	\$ 139,710	\$ 330,075
Fair value shares received under option agreement	\$ 187,500	\$ 10,000