ALTO VENTURES LTD.

(An Exploration Stage Company)

INTERIM CONDENSED FINANCIAL STATEMENTS

For the three-month periods ended September 30, 2014 and 2013

(Unaudited – Prepared by Management)

Canadian Funds

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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.

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Statement 1

Alto Ventures Ltd.

(An Exploration Stage Company)

Interim Condensed Statements of Financial Position

As at,

Canadian Funds

(Unaudited – Prepared by Management)

ASSETS		September 30, 2014		June 30, 2014 *(Audited)*
Current				
Cash	**$**	**200,959**	$	52,201
Receivables *(Note 6)*		**507,901**		514,967
Marketable securities *(Note 8)*		**473,543**		821,539
Quebec exploration tax credit *(Note 6)*		**-**		11,904
Prepaids and Deposits		**2,728**		3,478
		1,185,131		1,404,089
Exploration and evaluation assets *(Note 9)*		**2,252,826**		2,252,076
	$	**3,437,957**	$	3,656,165
LIABILITIES				
Current				
Accounts payable and accrued liabilities *(Note 7)*	**$**	**33,576**	$	53,694
Due to related parties *(Note 11a)*		**33,540**		7,529
		67,116		61,223
SHAREHOLDERS' EQUITY				
Share capital – *Statement 5 - (Note 10)*		**19,950,716**		19,950,716
Contributed surplus – options – *Statement 5 (Note 10)*		**1,422,406**		1,422,232
Contributed surplus – warrants – *Statement 5 (Note 10)*		**1,016,625**		1,016,625
Accumulated other comprehensive loss – *Statement 5*		**(1,597,194)**		(1,591,600)
Deficit – *Statement 5*		**(17,421,712)**		(17,203,031)
		3,370,841		3,594,942
	$	**3,437,957**	$	3,656,165

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

Approved and authorized by the Board of Directors on November 27, 2014:

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

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

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Alto Ventures Ltd.

Statement 2

(An Exploration Stage Company)

Interim Condensed Statements of Operations

For the three-month period ended September 30,

Canadian Funds

(Unaudited – Prepared by Management)

		2014		2013
Exploration and evaluation expenditures *(Note 9)*	**$**	**188,742**	$	29,624
Gain on sale of marketable securities *(Note 8)*		**(28,589)**		-
Interest income		**(25)**		(18)
Investor and shareholder relations		**2,412**		1,751
Legal, accounting and audit fees		**19,657**		44,512
Office administration		**22,655**		34,716
Other income		**-**		(13,970)
Salaries and wages		**8,114**		20,398
Share-based compensation *(Note 10)*		**174**		217
Transfer agent and filing fees		**683**		839
Travel and promotion		**4,858**		141
Loss for the period	**$**	**218,681**	$	118,210
Loss per share				
- Basic and diluted	**$**	**0.01**	$	0.01
Weighted Average Number of Common Shares Outstanding		**24,116,214**		22,424,547

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

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Alto Ventures Ltd.

Statement 3

(An Exploration Stage Company)

Interim Condensed Statements of Loss and Comprehensive Loss

For the three-month period ended September 30,

Canadian Funds

(Unaudited – Prepared by Management)

		2014		2013
Loss for the period	**$**	**218,681**	**$**	118,210
Unrealized loss on available for sale securities		**5,594**		228,325
Comprehensive loss for the period	**$**	**224,275**	**$**	346,535

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

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Alto Ventures Ltd.

Statement 4

(An Exploration Stage Company)

Interim Condensed Statements of Cash Flows

For the three-month period ended September 30,

Canadian Funds

(Unaudited – Prepared by Management)

Cash Resources Provided By (Used In)		**2014**		2013
Operating activities				
Loss for the period	**$**	**(218,681)**	$	(118,210)
Items not affecting cash:				
Gain on sale of marketable securities		**(28,589)**		-
Share-based compensation		**174**		217
Changes in non-cash working capital:				
Decrease in accounts receivable		**7,066**		(14,179)
Decrease in prepaid expense		**750**		(9,494)
Increase in due to related parties		**26,011**		38,705
Increase in Quebec exploration tax credit		**11,904**		229,747
Decrease in accounts payable		**(20,118)**		20,446
Net cash used in operating activities		**(221,483)**		147,232
Investing activities				
Acquisition of exploration and evaluation asset		**(750)**		-
Sale of marketable securities		**370,991**		-
Short-term investments		**-**		100,000
Net cash provided by investing activities		**370,241**		100,000
Net increase (decrease) in cash		**148,758**		247,232
Cash - beginning of period		**52,201**		18,051
Cash - end of period	**$**	**200,959**	**$**	265,283

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

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

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Alto Ventures Ltd.

Statement 5

(An Exploration Stage Company)

Interim Condensed Statement of Shareholders' Equity

For the three-month period ended September 30, 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	-	-	-	217	-	-	217
Other comprehensive loss	-	-	-	-	(228,325)	-	(228,325)
Loss for the period	-	-	-	-	-	(118,210)	(118,210)
September 30, 2013	22,424,547	19,699,466	1,016,625	1,367,592	(1,520,483)	(16,959,545)	3,603,655
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	-	-	-	54,640	-	-	54,640
Other comprehensive loss	-	-	-	-	(71,117)	-	(71,117)
Loss for the year	-	-	-	-	-	(243,486)	(243,486)
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	-	-	-	174	-	-	174
Other comprehensive loss	-	-	-	-	(5,594)	-	(5,594)
Loss for the period	-	-	-	-	-	(218,681)	(218,681)
September 30, 2014	**24,116,214**	**19,950,716**	**1,016,625**	**1,422,406**	**(1,597,194)**	**(17,421,712)**	**(3,370,841)**

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

1. Going concern and nature of operations

Alto Ventures Ltd. ("the Company") is engaged in the acquisition, exploration and evaluation of Canadian gold projects. The head office is located at Suite 1158 – 409 Granville Street, Vancouver, British Columbia, V6C 1T2 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 September 30, 2014, the Company has working capital of $1,118,015, incurred a loss for the three-month period ended September 30, 2014 of $218,681 and has an accumulated deficit of $17,421,712.

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 financial statements, including comparatives, 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.

2. Basis of preparation and adoption of IFRS – *continued*

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 three-month period year ended September 30, 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 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 three-month period year ended September 30, 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.

3. Significant accounting policies - *continued*

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 three-month period year ended September 30, 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 three-month period year ended September 30, 2014 presented as the Company currently does not have any joint arrangements.

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 September 30, 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 $2,010 annually. The Company does not hold any balances in foreign currencies to give rise to exposure to foreign exchange risk.

Currency risk

As at September 30, 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 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 three-month period ended September 30, 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 September 30, 2014, the Company had a cash and short-term investment balance of $200,959 (June 30, 2014 - $52,201) to settle current liabilities of $67,116 (June 30, 2014 - $61,223).

6. Receivables

Current accounts receivable balance includes $7,901 (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 $500,000 (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 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 three-month period ended September 30, 2014 year-end, the Company entered into settlement agreement Canoe to settle the terms and conditions of their debenture agreement held against the Coldstream mineral property. (*See Note 9*).

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 $5,586 (June 30, 2014 - $31,223) in accounts payable and $61,530 (June 30, 2014 - $30,000) in accrued liabilities.

8. Marketable securities

Company	Shares	**Cost** $	**September 30, 2014 Market Value** $
Lateral Gold Corp. (LTG – TSXV)	300,000	41,000	**9,000**
Canoe Mining Ventures Corp. (CLV - TSXV)	440,000	1,455,000	**66,000**
Wescan Goldfields Inc. (WGF – TSXV)	305,000	262,000	**6,100**
Pacific North West Capital Corp. (PFN – TSX- T)	50,000	33,875	**6,000**
Razore Rock Resources Inc. (RZR:CNX)	200,000	21,000	**10,000**
Virigina Mines Inc. (VGQ)	28,846	342,402	**376,440**
	1,352,692	2,155,277	**473,540**

Company	Shares	Cost $	June 30, 2014 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 three-month period ended September 30, 2014, the Company sold 28,846 shares of Virginia for net proceeds of $370,991 and recorded a gain on sale of marketable securities of $28,589.

During the year ended June 30, 2014, Canoe Mining Ventures Corp. ("Canoe") (formerly Foundation Resources Inc.) consolidated their shares on a 2.5 for 1 one share held and Pacific Northwest Capital consolidated their shares on a 3 for 1 share held.

During the year ended June 30, 2014, the Company received 57,692 shares from Virginia Mines Inc. ("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 recognized 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 9k*) 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 schedule.

9. Exploration and evaluation assets

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

	Balance – June 30, 2014	Acquisition	Option recovery/ Sale of Property	**Balance – September 30, 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 from July 1, 2014 to September 30, 2014:

Exploration and Evaluation Expenditures:	
Acquisition/claim staking	$ 750
Assays/Anaylsis	7,160
Data comp, reproduction and digitizing	891
Deficiency deposits	-
Drilling	240
Geological mapping	9,267
Geophysics	71,513
Government assistance	-
License/permits	765
Linecutting	-
Management and planning	5,940
Prospecting	27,720
Report writing and filing	11,880
Travel	53,366
Exploration and evaluation expenditures for the period	**188,742**
Less: Option payments received	**-**
Total acquisition and exploration and evaluation expenditures for the period	**189,492**
Exploration and evaluation expenditures incurred to June 30, 2014	6,590,828
Cumulative exploration and evaluation expenditures – September 30, 2014	**$ 6,780,320**

9. Exploration and evaluation assets – *continued*

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

	June 30, 2014 Total $	Acquisition Cost $	Exploration and evaluation expenditures $	Tax Credits, Option Payments, JV Recovery $	Write-Downs $	**September 30, 2014 Total $**
Alcudia	196,322	-	-	-	-	**196,322**
Cote-Archie Lake	149,321	-	6,300	-	-	**155,621**
Destiny	2,175,930	-	-	-	-	**2,175,930**
Dolsan	49,145	-	-	-	-	**49,145**
Expansion Lake	171,855	-	-	-	-	**171,855**
Fisher	33,724	-	46,728	-	-	**80,452**
GEFA	139,107	-	118,150	-	-	**257,257**
Greenoaks	320,423	-	-	-	-	**320,423**
LaRonge	58,361	750	400	-	-	**59,511**
Miner Lake	984,752	-	840	-	-	**985,591**
Mud Lake	410,649	-	9,175	-	-	**419,824**
Other exploration	266,961	-	5,078	-	-	**272,039**
Oxford Lake	1,033,865	-	91	-	-	**1,033,956**
Three Towers	406,370	-	1,980	-	-	**408,350**
Vassal	194,044	-	-	-	-	**194,044**
Total resource properties	6,590,828	750	188,742	-	-	**6,780,320**

	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

9. Exploration and evaluation assets – *continued*

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.

9. Exploration and evaluation assets – *continued*

b) Coldstream Property, Ontario - *continued*

During the three-month period ended September 30, 2014, the Company entered into settlement agreement Canoe Mining Ventures Corp. to settle the terms and conditions of their debenture agreement held against the Coldstream mineral property. Terms of the revised agreement are as follows:

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

b) Payment of the sum of $50,000 (received subsequently) on the Settlement Date;

c) Payment of a further $50,000 on or before December 31, 2014; payment of a further $75,000 on or before March 31, 2015;

d) Payment of a further $75,000 on or before June 30, 2015; and

e) 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 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.

e) 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.

f) 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.

9. Exploration and evaluation assets – *continued*

g) Greenoaks Property, Ontario

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

h) Miner Lake, Ontario

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

i) 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.

j) 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 is planned which resulted in a write-down of acquisition costs capitalized of $4,108.

k) 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 Rock Resources Inc. ("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.

l) Three Towers, Ontario

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

9. Exploration and evaluation assets – *continued*

m) 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.

n) La Ronge, Saskatchewan

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

o) 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 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.

p) 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 9p)*

10. Share capital and contributed surplus - *continued*

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 a 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 September 30, 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 an aggregate of 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.

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.

10. Share capital and contributed surplus - *continued*

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 September 30, 2014	**2,363,000**	**$**	**0.08**

The following is a summary of the Company's options outstanding as at September 30, 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	1,012,500
2,363,000			**2,325,500**

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 September 30, 2014, the Company owed $33,540 (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:

	September 30, 2014 **$**	September 30, 2013 $
White Label Corporate Services Inc. – CFO and Corporate Secretary – administrative salary services [1]	**6,000**	15,975
White Label Corporate Services Inc. – CFO and Corporate Secretary – cost recoveries [1]	**12,000**	33,675
Mike Koziol –salary services (Officer and Company with Director in Common)	**39,000**	39,000
Mirador Management – management fees (Company with an officer in common)	**-**	10,500
McMillan LLP – legal fees (formerly Lang Michener) (Legal firm with a partner and Company director in Common)	**3,190**	125
Total	**60,191**	99,275

[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

		September 30, 2014		September 30, 2013
Management fees, directors and audit committee fees	**$**	**57,000**	$	99,150
Share-based compensation		**-**		-
	$	**57,000**	$	99,150

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:		**September 30, 2014**		September 30, 2013
Fair value adjustment on marketable securities	$	**5,594**	$	228,325