MANAGEMENT DISCUSSION AND ANALYSIS

For the Nine-month Period Ended March 31, 2015

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FORWARD LOOKING INFORMATION

Forward-looking statements relate to future events or future performance and reflect management's expectations or beliefs regarding future events and include, but are not limited to, statements with respect to the estimation of mineral reserves and resources, the realization of mineral reserve estimates, the timing and amount of estimated future production, costs of production, capital expenditures, success of mining operations, environmental risks, permitting risks, unanticipated reclamation expenses, title disputes or claims and limitations on insurance coverage. In certain cases, forward-looking statements can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved" or the negative of these terms or comparable terminology. By their very nature forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others, risks related to actual results of current exploration activities; changes in project parameters as plans continue to be refined; future prices of resources; possible variations in ore reserves, grade or recovery rates; accidents, labour disputes and other risks of the mining industry; delays in obtaining governmental approvals or financing or in the completion of development or construction activities; as well as those factors detailed from time to time in the Company's interim and annual financial statements which are filed and available for review on SEDAR at www.sedar.com. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

INTRODUCTION

The following interim management’s discussion and analysis (“MD&A” or “Report”) of Alto Ventures Ltd. (“Alto” or “the Company”) has been prepared as of May 21, 2015 (the “Report Date”). This MD&A should be read in conjunction with the Company’s interim condensed financial statements and the notes thereto for the nine-month period ended March 31, 2015, which have been prepared using accounting policies consistent with International Financial Reporting Standards (“IFRS”) and in accordance with International Accounting Standard (“IAS”) 34 Interim Financial Reporting as issued by the International Standards Board, and with the Company’s audited financial statements and notes thereto for the year ended June 30, 2014 (collectively, the “Financial Statements”). The Financial Statements have been prepared using the accrual basis of accounting except for cash flow information.

Management is responsible for the preparation and integrity of the financial statements, including the maintenance of appropriate information systems, procedures and internal controls. Management is also responsible for ensuring that information disclosed externally, including the financial statements and Management Discussion and Analysis (“MD&A”), is complete and reliable.

DESCRIPTION OF BUSINESS

The Company was incorporated under the provisions of the British Columbia Business Corporations Act on June 6, 1987. The Company is listed on the TSX Venture Exchange (the “Exchange”) as a Tier 2 mining issuer under the trading symbol - ATV. The Company is in the business of acquiring and exploring gold and diamond projects.

The recoverability of values assigned to these gold properties is dependent upon the discovery of economically recoverable reserves, the ability to obtain necessary financing to complete development, and future profitable production or proceeds from disposition.

The Company has investigated ownership of its mineral interests as at March 31, 2015 and, to the best of its knowledge, ownership of its interests are in good standing.

HIGHLIGHTS FOR THE NINE-MONTH PERIOD ENDED MARCH 31, 2015

The Company entered into a settlement agreement with Canoe Mining Ventures Corp. ("Canoe") 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 (received subsequent to March 31, 2015);

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 the option to purchase 400,000 shares of their own stock held by the Company at a deemed price of $0.20.

SUBSEQUENT EVENTS

- In respect of the Coldstream Property, the Company received $50,000 due December 31, 2014 from Canoe.
- In connection with work performed at the Fisher and the GEFA properties, the Company received $123,362 from the Government of Saskatchewan, in reimbursement of assessment work deficiency payments previously made.

RESULTS OF OPERATIONS

For the three-month period ended March 31, 2015

The Company's loss for the three-month period ended March 31, 2015 was $365,053 or $0.02 per share as compared with a loss of $153,897 or $0.01 per share for the three-month period ended March 31, 2014.

Expenditures were $ 211,156 higher for the three-month period ended March 31, 2015 as compared with the three-month period ended March 31, 2014. This increase was due to higher exploration and evaluation expenditures ($263,557 versus $4,783), primarily on the Company's Saskatchewan diamond claims. These increases were offset by lower legal and accounting fees ($26,938 versus $46,421) and salaries and wages

($23,123 versus $40,158) due to efforts by management to reduce overhead expenditures in light of uncertain market conditions within the junior mining industry.

For the nine-month period ended March 31, 2015

The Company's loss for the nine-month period ended March 31, 2015 (the "Period")was $810,742 or $0.03 per share as compared with a loss of $446,453 or $0.02 per share for the nine-month period ended December 31, 2013 (the "Comparative Period").

Expenditures were $364,589 higher during the Period as compared with the Comparative Period. This increase was due to higher exploration and evaluation expenditures ($590,035 versus $74,541), primarily on the Company's Saskatchewan diamond claims, higher travel expenses ($16,778 versus $8,146) also associated with the diamond claims acquired, and the write down of marketable securities ($62,500 versus $Nil). These increases were offset by lower investor and shareholder relations ($18,015 versus $36,431), legal and accounting fees ($62,757 versus $134,640), office administration ($76,604 versus $95,729), and salaries and wages ($59,173 versus $95.784) as a result of cost reduction measures in response to poor market conditions.

The Company also recognized a gain on sale of marketable securities of $83,446 due to the sale of Virginia Mines Inc. share held.

SUMMARY OF QUARTERLY RESULTS

The table below present's selected financial data for the Company's eight most recently completed quarters

	March 31, 2015	December 31, 2014	September 30, 2014	June 30, 2014	March 31, 2014	December 31 2013	September 30 2013	June 30 2013
In thousands $								
Financial results								
Net loss (income) for period	365	227	219	(85)	154	174	118	120
Basic and diluted (income) loss per share	0.02	0.01	0.01	0	0.01	0	0.01	0.01
Exploration and evaluation expenditures	264	138	189	200	5	40	30	32
Balance sheet data								
Cash and short term deposits	109	489	201	52	25	102	265	118
Exploration and evaluation assets	2,280	2,252	2,252	2,252	2,536	2,524	2,502	2,502
Total assets	2,694	3,082	3,438	3,656	3,556	3,549	3,798	4,085
Shareholders' equity	2,608	3,011	3,371	3,595	3,245	3,328	3,603	3,950

RESOURCE PROPERTIES

The Company owns three core gold properties in Quebec, Ontario and Manitoba and three diamond exploration properties in Saskatchewan. The three gold properties are Destiny Project in Quebec, Miner Lake in Ontario and Oxford Lake in Manitoba. The Company also has an interest in a number of other highly prospective gold properties on which exploration work was carried out by the Company in the past but not to the same level as on its core properties.

In December, 2013 the Company ventured into diamond exploration with the acquisition of three highly prospective packages of land in the Saskatchewan Craton including two projects near the new Pikoo diamond discovery in north central Saskatchewan.

The technical information in this section was reviewed and approved by Mike Koziol P. Geo., Alto's President and Director. Mr. Koziol is a Qualified Person as per definitions in National Instrument 43-101. The Company's core properties are:

a) Destiny Property, Quebec

The Destiny Project is located in Despinassy Township, approximately 75 km northeast of Val d'Or, Quebec and lies within the Archean age Abitibi greenstone belt in Quebec. The property is 100% owned by Alto subject to certain underlying production royalties. The key claims that comprise the project are in good standing to 2016 and their tenure can be extended with minimal maintenance costs.

The Destiny project is host to a Mineral Resource* calculated consistent with guidelines set out in National Instrument 43-101 and filed on Sedar in March, 2011. At the 0.5 g/t gold cut-off grade, the Indicated Mineral Resources of the DAC Deposit total approximately 10.8 million tonnes at an average grade of 1.05 g/t gold. In addition, at the same gold cut-off grade, the Inferred Mineral Resources total approximately 8.3 million tonnes at an average grade of 0.92 g/t gold. The estimated contained ounces in the Indicated category are 364,000 plus 247,000 ounces in the Inferred classification. The gold mineralization is open to depth and along strike. Mineral Resources are not Mineral Reserves and by definition do not demonstrate economic viability.

The DAC Deposit is one of several significant gold occurrences on the Destiny project. The Darla Zone lies one kilometre east and along the same trend as the DAC Deposit. In 2012 the Company completed 12 diamond drill holes in the area between the DAC Deposit and the Darla Zone. The objectives of these holes were to determine if there is potential to increase the estimated contained ounces on the Destiny property between the DAC Deposit and the Darla Zone.

The drilling has achieved the objectives and confirmed the presence of higher grade gold values in wide envelopes of anomalous gold mineralization. Some of the higher grades include 78.7 g/t gold over 1.0 m within an 8 m interval averaging 11.3 g/t gold in hole DES12-147 and 22.7 g/t gold over 1.05 m in DES12-154. The other wider mineralized intercepts include two zones in hole DES12-144 which assayed 1.05 g/t gold over 10 m in one zone and the other assayed 1.04 g/t gold over 11.0 m.

The 2012 drilling results are very positive and indicate that the DAC Deposit and the Darla Zone could be linked for a total mineralization length of more than two kilometres along strike. An in-fill program of closer spaced holes will now be required to determine if the gold zones have potential to add significant tonnes and ounces to the DAC Deposit.

**NI43-101 Technical Report and Resource Estimation of the DAC Deposit, Destiny Property, Quebec, March, 2011 by Todd McCracken, P.Geo.*

b) Miner Lake, Ontario

Alto owns a 100% interest in the Miner Lake Property subject to underlying royalties on some of the claims. The key claims that comprise the Miner Lake property are in good standing to 2016.

The Company completed nine holes totalling 1,732m of diamond drilling in 2011 to follow up targets generated from surface exploration programs completed in 2011 and 2010. Eight of the nine holes intersected significant gold anomalies with hole MIN11-06 intersecting 39.2 m at an average grade of 0.6 g/t gold including 4.24 g/t gold over 1.5 m. Results from surface saw-cut channel sampling at the Whaleback Trench returned significant gold averaging 1.78 g/t gold and 0.11 % copper across 19 m including one section of 3.36 g/t gold and 0.24% copper across 5.0 m and another section of 6.29 g/t gold and 0.08% copper across 2.0m. These higher grade sections are contained within a wide sulphide-rich envelope that is almost 50 m wide. Channel sampling of other hydrothermal breccia zones in 2010 returned very encouraging results which include 6.79 g/t gold across 1.0 m and 4.14 g/t gold across 1.4 m.

Results from the exploration work on Miner Lake are very positive and indicate a persistent and widespread distribution of gold in the numerous hydrothermal breccia zones. The main target on this property is a large gold (with copper) deposit that might be exploited by open pit mining. Additional drilling is required to follow-up the wide zones drilled during the 2011 as well as to test several of the high priority surface targets.

c) Oxford Lake Property, Manitoba

The Oxford Lake property hosts the Rusty Gold Deposit, with Historical Resource* of 800,000 tonnes averaging 6 g/t gold and containing approximately 154,000 ounces of gold, as well as several other gold occurrences. In 2012 the Company drilled hole RUS12-03 in the Blue Jay area approximately two kilometres on trend and east to the Rusty Deposit (Rusty-Blue Jay Trend). RUS12-03 intersected two zones of high-grade gold mineralization: Zone One - 2.7 m averaging 6.7 g/t gold including 22.5 g/t gold over 0.5 m and Zone Two - 6.8 m averaging 5.7 g/t gold including 11.7 g/t gold over 1.6 m and 16.5 g/t gold over 1.0 m.

Results from exploration work at Oxford Lake are most encouraging confirming potential for high grade gold mineralization along the Rusty-Blue Jay trend. The Rusty-Blue Jay trend was traced by Alto's 2011 VTEM and aeromagnetic surveys for 30 km along strike but only a few holes were drilled in the past along this trend.

Regionally, the Oxford Lake property lies in north eastern Manitoba along a major regional structural corridor that hosts the pre-development Monument Bay Gold-Tungsten Deposit approximately 150 km east of Oxford Lake. The Monument Bay Gold-Tungsten Deposit hosts Measured and Indicated Resources of 2.1 million ounces of gold at 1.52 g/t Au and 248,000 mtu (Metric Tonne Unit) of $W0_3$ and an additional 0.5 million ounces Inferred Resources of gold at 1.58 g/t Au and 95,000 mtu of $W0_3$ (see Mega Precious Metals Inc website).

The Company considers the geological and structural settings for parts of the Oxford Lake property to be similar to the geology at Monument Bay. The presence of tungsten in some of the historical holes at Oxford Lake indicates that there may also be some geochemical similarities between the two areas. The corridor linking the Oxford Lake Property and Monument Bay is relatively under-explored and could be an early stage analogue to the world class gold-producing Destor-Porcupine or Larder-Cadillac corridors in Ontario and Quebec.

In September, 2014 the Company reduced the size of the Oxford Lake property to 22,072 ha by releasing Mineral Exploration Licenses 430A and 1006A to conserve assessment credits.

**The Historical Resource was estimated in 1990 and a Qualified Person (QP), as defined by NI43-101, has not done sufficient work to classify this historical estimate as current mineral resources. Alto is not treating the historical estimate as current mineral resources, as defined by NI43-101, and thus the historical estimate should not be relied upon.*

d) Northern Saskatchewan Diamond Properties, Saskatchewan

In December, 2013 the Company acquired 100% interest in 68,400 ha of property in Saskatchewan through staking of open ground located approximately 40 km west of the Pikoo property, where diamonds were discovered by North Arrow Minerals Inc. in 2013. In January and March, 2014 the Company completed more staking adding a further 4,400 hectares of land.

In January, 2014 the Company entered into an Option to Purchase Agreement for six claims (Fisher Property) totalling 3,500 ha. Terms for the acquisition of 100% interest in the six claims include total cash payments of $18,000 staged over two years and the issuance of 25,000 shares of Alto to the Vendor. When Alto becomes 100% owner of the claims it will grant to the Vendor a 2% Net Smelter Returns Royalty ("NSR"). Alto retains the right to buy back 1% of the NSR for $1 million.

In January, 2014 the Company also entered into an Option Agreement to acquire a 60% interest in four mining claims (GEFA Property) covering approximately 13,150 ha for diamond exploration adjoining the Pikoo Property to the east. Under the terms of the Option Agreement, Alto can earn 60% interest in the four claims by making staged cash payments totaling $60,000 to the vendors over two years and completing $750,000 in exploration expenditures on the property over a 30 month period. The Property is subject to an underlying 2% Net Smelter Returns Royalty on all minerals and metals but not diamonds, with a buy-out of 1% of the NSR for $1 million.

The acquisition of the three properties increased Alto's total land holdings to approximately 90,000 ha of potentially favourable geology for diamonds.

During the months of August and September, 2014 the Company completed bulk-till overburden sampling programs to help define kimberlite indicator (KIM) trains that may ultimately lead to the discovery of diamonds on the Fisher and GEFA properties. A total of 325 samples were collected on these two properties and were delivered to a laboratory for processing.

Kimberlite Indicator Minerals (KIMs) were recovered from both the GEFA and Fisher properties. Most significant KIMs were recovered from the east half of the GEFA Property located adjacent to the Pikoo diamond discovery. The KIMs include Cr-rich chromites, Mg-ilmenites, Cr-pyrope garnets and one diamond associated eclogite garnet (Diamond Indicator Mineral "DIM"). Recovery of such an eclogite garnet in a till is consistent with an indicator dispersion train sampling a potentially diamondiferous source.

The Company completed high-resolution airborne magnetometer survey in February, 2015 over the GEFA area claims consisting of a total of approximately 4,218 line kilometres of flying. Initially, the survey was flown using 50m line spacing but preliminary interpretations of the 50m spaced flight lines data indicated positive results and additional surveying was completed using 25m line spacing over four selected target areas. Preliminary interpretations have identified 16 magnetic targets in the GEFA area that could be related to kimberlite. The targets are clustered in two main parts of the GEFA Property, one on the east side and the other in the northwest half. These targets are associated with down-ice trends of kimberlite indicator mineral (KIM) dispersion trains, including the dispersion train in the eastern half of the claims that features diamond indicator minerals (DIMs) eclogite and chromite.

e) Other Properties

The Company also has an interest in the following properties:

Property Name	Status	Comments
Alcudia, Quebec	100% Alto, subject to production royalties	Located in the Urban-Barry gold belt, adjacent to Eagle Hills Exploration Windfall Lake gold deposit; In march 2014 the Company has sold its 0.5% NSR Royalty interest in the Windfall Lake gold property.
Vassal, Quebec	100% Alto	The property is located northwest of Destiny and hosts several geophysical conductors that are attractive exploration targets for gold associated with sulphides and iron formation.
Coldstream, Ontario	See comments	During the Period, 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.
Cote-Archie Lake, Ontario	100% Alto subject to	Located in the Beardmore-Geraldton gold belt on strike from the historical Leitch Mine which produced almost 900,000 ounces of

	production royalties on some of the claims	gold, several significant gold occurrences were discovered on property.
Empress, Ontario	100% Alto subject to production royalties	Located in the Hemlo-Schreiber greenstone belt, 20 km northeast from GTA Resources discovery of 149.5 m averaging 3.21 g/t gold (GTA news release Feb 14, 2012), several significant gold occurrences were discovered on the property.
Greenoaks, Ontario	100% Alto subject to underlying production royalties	Located in the Beardmore-Geraldton greenstone belt immediately southeast of the Company's Miner Lake property; several significant gold occurrences were discovered on the property; a small historical mine operated on the property.
Mud Lake, Ontario	100% Alto subject to production royalties on some of the claims	Located in the Beardmore-Geraldton gold belt northeast of the Brookbank gold deposit that is being evaluated by Premier Gold; several significant gold occurrences occur on the Mud Lake property.

LIQUIDITY AND CAPITAL RESOURCES

At March 31, 2015, the Company had $108,519 in cash. The Company does not have any cash flow from operations as its projects are at an exploration stage therefore financings have been the sole source of funds.

At March 31, 2015, the Company had working capital of $328,167. During the nine-month period ended March 31, 2015, the Company received $823,818 from the sale of marketable securities and received an outstanding Quebec tax credit receivable for the year 2012 in the amount of $11,904. Subsequent to March 31, 2015, the Company received $50,000, due December 31, 2014 from Canoe, in respect of the Coldstream Property, and in connection with work performed at the Fisher and the GEFA properties, received $123,362 from the Government of Saskatchewan, in reimbursement of deficiency payments previously made. In the opinion of management, the working capital at March 31, 2015 and funds received subsequent to March 31, 2015 are sufficient to support the Company's general administrative and corporate operating requirements for the next three months; however, should the Company wish to continue fieldwork on its exploration projects in 2015, further financing will be required and the Company will likely have to go to the market to achieve this.

Given the volatility in equity markets, global uncertainty in economic conditions, cost pressures and results of exploration activities, management constantly reviews expenditures and exploration programs and equity markets such that the Company has sufficient liquidity to support its growth strategy.

LIQUIDITY OUTLOOK

The outlook is based on the Company's current financial position and is subject to change if opportunities become available based on current exploration program results and/or external opportunities. At present, the Company's operations do not generate cash inflows and its financial success is dependent on management's ability to discover economically viable mineral deposits. The mineral exploration process can take many years and is subject to factors that are beyond the Company's control. The Company's cash position is highly dependent on the ability to raise cash through financings and the expenditures on its exploration programs. Management believes that the Company will need external financings for the upcoming year in order to fund further exploration. As results of exploration programs are determined and other opportunities become available to the Company, management may complete an external financing. In order to finance the Company's future exploration programs and to cover administrative and overhead expenses, the Company raises money through equity sales, from the exercise of convertible securities and from optioning its resource properties. Many factors influence the Company's ability to raise funds, including the health of the resource market, the climate for mineral exploration investment, the Company's track record, and the experience and calibre of its management. Actual funding requirements may vary from those planned due to a number of factors, including the progress of exploration activities. Management believes it will be able to raise equity capital as required in the long term, but recognizes that there will be risks involved which may be beyond its control.

TRANSACTIONS WITH RELATED PARTIES

At March 31, 2015, the Company owed $2,337 (June 30, 2014: $7,529) to companies with directors and officers in common, and $938 (June 30, 2014: $Nil) to a director. There are no repayment terms or interest associated with these balances.

All of the costs recorded are based on fair value. The Company paid or accrued the following related party transactions:

	March 30, 2015	March 30, 2014
	$	$
White Label Corporate Services Inc. – CFO and Corporate Secretary – administrative salary services [1]	**20,000**	54,000
White Label Corporate Services Inc. – CFO and Corporate Secretary – cost recoveries [1]	**28,000**	82,650
Mike Koziol –salary services (Officer and Company with Director in Common)	**117,000**	117,000
Mirador Management – management fees (Company with an officer in common)	**-**	31,500
Venturex Consult - CFO services	**5,000**	-
McMillan LLP – legal fees (formerly Lang Michener) (Legal firm with a partner and Company director in Common)	**7,246**	5,303
Total	**177,246**	290,453

[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

	March 31, 2015	March 31, 2014
	($)	($)
Management fees, directors and audit committee fees	**Nil**	Nil
Share-based compensation	**Nil**	Nil
	Nil	Nil

SHARE CAPITAL INFORMATION

The table below presents the Company's common share data as the Report Date.

					At Report Date (#)
Common shares, issued and outstanding					**24,116,214**
		Price	Expiry date	Number of common shares	
Securities convertible into common shares					
	Stock Options	$1.00	18-Dec-14	1,000	
		$1.00	17-Jan-16	1,000	
		$0.10	19-Sep-17	935,000	
		$0.10	30-Oct-17	376,000	
		$0.06	19-Jun-19	1,050,000	**2,363,000**
	Warrants				0
					26,479,214

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

RECENT ACCOUNTING PRONOUCMENTS

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. Accordingly, additional disclosures about interest in other entities have been included in the Company's nine-month period ended financial statements for the Period.

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 Period.

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 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 Period 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 Period presented as the Company currently does not have any joint arrangements.

FINANCIAL AND OTHER INSTRUMENTS

Financial Instruments – Recognition and Measurement

The Company has classified its cash and short-term investments as fair value through profit and loss. The Company's receivables, Quebec exploration tax credits, and due from joint venture option partner are classified as loans and receivables. The Company's accounts payable and accrued liabilities, exploration advance payable and due to related parties are classified as other financial liabilities.

Fair value measurement disclosure includes classification of financial instrument fair values in a hierarchy comprising three levels reflecting the significance of the inputs used in making the measurements, described as follows:

Level 1: Valuations based on quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: Valuations based on directly or indirectly observable inputs in active markets for similar assets or liabilities, other than Level 1 prices such as quoted interest or currency exchange rates; and

Level 3: Valuations based on significant inputs that are not derived from observable market data, such as discounted cash flow methodologies based on internal cash flow forecasts.

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.

Fair Value

Marketable securities are carried at fair value using a level 1 fair value measurement. The carrying value of receivables and accounts payable and accrued liabilities approximated their fair value because of the short-term nature of these instruments.

Interest rate risk

As at the Report Date, the Company has no material exposure to interest rate risk through its financial instruments.

Currency Risk

As at March 31, 2015, all of the Company's cash was held in Canadian dollars, the Company's measurement 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 none-interest-bearing debt. The Company has no significant concentrations of credit risk arising from operations. The Company's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by Canadian financial institutions with which it keeps its bank accounts and management believes the risk of loss to be remote. Receivables consist of goods and services tax due from the Federal Government of Canada, Quebec exploration tax credits receivable, and amounts due from joint venture and option partners for funds advanced for exploration. 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 March 31, 2015, the Company had a cash and short-term investment balance of $108,519 (June 30, 2014 - $52,201) to settle current liabilities of $86,294 (June 30, 2014 - $61,223).

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.

CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

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 period. 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.

RISKS AND UNCERTAINTIES

The Company has no history of profitable operations and its present business is at an early stage. As such, the Company is subject to many risks common to such enterprises, including under-capitalization, cash shortages and limitations with respect to personnel, financial and other resources and the lack of revenues. There is no assurance that the Company will be successful in achieving a return on shareholders' investment and the likelihood of success must be considered in light of its early stage of operations.

The Company has no source of operating cash flow and no assurance that additional funding will be available to it for further exploration and development of its projects when required. Although the Company has been successful in the past in obtaining financing through the sale of equity securities or joint ventures, there can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favorable. Failure to obtain such additional financing could result in the delay or indefinite postponement of further exploration and development of its properties.

The Company's property interests are located in remote, undeveloped areas and the availability of infrastructure such as surface access, skilled labour, fuel and power at an economic cost, cannot be assured. These are integral requirements for exploration, development and production facilities on mineral properties. Power may need to be generated on site.

Resource acquisition, exploration, development, and operation is a highly speculative business that involves significant risks, which even a combination of careful evaluation, experience and knowledge may not eliminate. While the discovery of precious metals and other minerals may result in substantial rewards, few properties that are explored are ultimately developed into producing mines. Major expenses may be required to locate and establish economically viable mineral deposits, to develop metallurgical processes and to construct mining and processing facilities at a particular site. It is impossible to ensure that the acquisition, exploration or development programs planned by the Company will result in a profitable commercial mining operation. The potential for any project to eventually become an economically viable operation depends on numerous factors including: the quantity and quality of the minerals discovered if any, the proximity to infrastructure, metal and mineral prices (which vary considerably over time) and government regulations. The exact effect these factors can have on any given exploration property cannot accurately be predicted but the effect can be materially adverse.

The mineral industry is intensely competitive in all its phases. The Company competes with many other mineral exploration companies who have greater financial resources and technical capacity.

The market price of precious metals and other minerals is volatile and cannot be controlled.

Although the Company has exercised the usual due diligence with respect to title to properties in which it has interests, there is no guarantee that title to the properties will not be challenged or impugned. The Company's mineral property interests may be subject to prior unregistered agreements or transfers or land claims, and title may be affected by undetected defects.

The current or future operations of the Company, including development activities and commencement of production on its properties, require permits from various governmental authorities and such operations are and will be subject to laws and regulations governing prospecting, development, mining, production, exports, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, safety and other matters. Companies engaged in the development and operation of mines and related facilities generally experience increased costs, and delays in production and other schedules as a result of the need to comply with applicable laws, regulations and permits. There can be no assurance that approvals and permits required to commence production on its properties will be obtained on a timely basis, or at all. Additional permits and studies, which may include environmental impact studies conducted before permits can be obtained, may be necessary prior to operation of the properties in which the Company has interests and there can be no assurance that the Company will be able to obtain or maintain all necessary permits that may be required to commence construction, development or operation of mining facilities at these properties on terms which enable operations to be conducted at economically justifiable costs. Failure to comply with applicable laws, regulations, and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations or extraction operations may be required to compensate those suffering loss or damage by reason of such activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations. Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in capital expenditures or production costs or reduction in levels of production at producing properties or abandonment or delays in development of new mineral exploration properties. To the best of the Company's knowledge, it is currently operating in compliance with all applicable environmental regulations.

The Company and its subsidiaries may become subject to liability for pollution, fire, explosion and other risks against which it cannot insure or against which it may elect not to insure. Such events could result in substantial damage to property and personal injury. The payment of any such liabilities may have a material, adverse effect on the Company's financial position.

As at the date of the Report, there were no legal proceedings against or by the Company.

The Company is very dependent upon the personal efforts and commitment of its existing management. To the extent that management's services would be unavailable for any reason, a disruption to the operations of the Company could result, and other persons would be required to manage and operate the Company.

The Company's directors and officers serve as directors or officers, or may be associated with other reporting companies or have significant shareholdings in other public companies. To the extent that such other companies may participate in business or asset acquisitions, dispositions, or ventures in which the Company may participate, the directors and officers of the Company may have a conflict of interest in negotiating and concluding terms respecting the transaction.

DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

Additional disclosure concerning the Company's general and administrative expenses and mineral property costs is provided in the Company's audited statement of operations contained in its interim condensed financial statements for the Period. These statements are available on the Company's website at www.altoventures.com or on its SEDAR Page Site accessed through www.sedar.com.

DIVIDENDS

The Company has no earnings or dividend record and is unlikely to pay any dividends in the foreseeable future as it intends to employ available funds for mineral exploration and development. Any future determination to pay dividends will be at the discretion of the Board of Directors of the Company and will depend on the Company's financial condition, results of operations, capital requirements and such other factors as the Board of Directors of Alto deem relevant.

NATURE OF THE SECURITIES

The purchase of the Company's securities involves a high degree of risk and should be undertaken only by investors whose financial resources are sufficient to enable them to assume such risks. The Company's securities should not be purchased by persons who cannot afford the possibility of the loss of their entire investment. Furthermore, an investment in the Company's securities should not constitute a major portion of an investor's portfolio.

PROPOSED TRANSACTIONS

At the present time, there are no proposed transactions that are required to be disclosed.

APPROVAL

The Board of Directors oversees management's responsibility for financial reporting and internal control systems through an Audit Committee. This Committee meets periodically with management and annually with the independent auditors to review the scope and results of the annual audit and to review the financial statements and related financial reporting and internal control matters before the financial statements are approved by the Board of Directors and submitted to the shareholders of the Company. The Board of Directors of the Company has approved the interim condensed financial statements for the Period and the disclosure contained in the Report. A copy of this MD&A will be provided to anyone who requests it.

ADDITIONAL INFORMATION

Additional information is available on the Company's website at www.altoventures.com or on SEDAR at www.sedar.com.