# MANAGEMENT'S DISCUSSION AND ANALYSIS

**For the Nine Months Ended**
**March 31, 2020**
**(the "Period")**

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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.*

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

## 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 25, 2020 (**the "Report Date"). This MD&A should be read in conjunction with the Company's interim condensed financial statements for the nine months ended March 31, 2020 and the notes thereto, and the financial statements and the notes thereto for the year ended June 30, 2019, which have been prepared using accounting policies consistent with International Financial Reporting Standards ("IFRS") (collectively, the "Financial Statements"). The Financial Statements have been prepared using the accrual basis of accounting except for cash flow information, and unless otherwise specified, all dollar amounts in this Report are in Canadian Dollars.

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 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 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 the end of the Period and, to the best of its knowledge, ownership of its interests is in good standing.

## HIGHLIGHTS FOR THE PERIOD

The Company continues in its operational effectiveness measures while maintaining the Company in good standing.

- In July 2019, the Company, in part of a follow-up to prior compilation work, completed an 11-sonic-drill-hole orientation program on its Destiny project in Quebec. (See "*RESOURCE PROPERTIES*" in this Report for additional information).
- In October 2019, the Company announced the results from 40 surface glacial till samples collected on its 100-per-cent-owned Mud Lake gold property during the 2018 and follow-up 2019 field seasons. (See "*RESOURCE PROPERTIES*" in this Report for additional information).
- Amended the exercise price and expiry date of the following warrants: 1,775,000 at a price of $0.12 expiring on April 19, 2020 repriced to $0.06 expiring April 19, 2021; 2,002,857 at a price of $0.12 expiring on June 4, 2020 repriced to $0.06 expiring June 4, 2021; 1,268,750 at a price of $0.12 expiring on June 27, 2020 repriced to $0.06 expiring June 27, 2021.
- On February 11, 2020, Jeannine Webb resigned as Chief Financial Officer, and Jaqueline Collins resigned as Corporate Secretary.
- Effective February 20, 2020, Ron Schmitz consented to act as Chief Financial Officer, and David Cowan consented to act as Corporate Secretary.

### Proposed Business Combination

On February 4, 2020, the Company entered into a non-binding letter agreement ("LOI") for a proposed business combination ("Transaction") with Empress Resources Corp. ("Empress"), pursuant to which the Company will acquire all the issued and outstanding common shares of Empress from their holders on the basis of one common share of the Company being exchanged for each common share of Empress. The combination of the Company and Empress will create a company ("New Alto") which will hold the mineral properties currently held by the Company. The Company will undergo a 5:1 share consolidation effective upon closing of the Transaction.

On March 6, 2020 the Company and Empress announced that they executed a definitive agreement for a business combination which is to be effected pursuant to an arrangement under the *Business Corporation Act* (British Columbia) (the "Transaction"). Pursuant to the Transaction:

- Empress will be acquired by Alto, and former Empress shareholders will hold 52% of the issued and outstanding shares of the combined entity, New Alto.

- Shares of Empress Royalty Corp., a wholly owned subsidiary of Empress, ("Empress Royalty") will be distributed to shareholders of Alto and Empress. Former Empress shareholders will hold 52% of the outstanding common shares of Empress Royalty, and shareholders of Alto will hold 48% of such shares on completion of the Transaction.

- As a result of the Transaction, New Alto will acquire $1.25 million of the approximate $1.5 million in cash currently held by Empress. Empress Royalty will receive $250,000 in cash from Empress and will receive from Alto 13 royalties and a portfolio of marketable securities with an approximate value of $250,000.

- Following completion of the Transaction, Empress Royalty will carry on business as a royalty company, and New Alto will continue as an exploration company exploring the properties presently held by Alto.

- It is intended that New Alto and Empress Royalty will each undertake a concurrent financing to provide them with funds to finance their respective operations and, in the case of New Empress, to fund potential future royalty acquisitions.

- The New Alto financing will be a unit offering at a price of $0.10 per unit (after giving effect to a 5:1 share consolidation which New Alto intends to undertake in conjunction with the Transaction), with each unit consisting of one common share and one full warrant exercisable for one common share at a price of $0.20 for a term of two years. Use of proceeds will be for exploration of New Alto's mineral exploration properties. The terms of the Empress Royalty financing have not yet been determined.

- Pursuant to the Transaction, Empress may acquire royalties or interests in royalties prior to the completion of the Transaction and may fund such acquisitions from the cash which it presently holds. Should this happen, Empress must undertake a financing to replace the cash which it expends on such acquisitions prior to the completion of the Transaction. Any royalties acquired by Empress prior to closing of the Transaction will be transferred to Empress Royalty in exchange for the issuance to Empress of that number of Empress Royalty shares equal to the cost of acquiring such royalties divided by $0.05, and these Empress Royalty shares will be distributed on a pro rata basis to the former Empress shareholders. In the event such financing occurs, the exchange ratio of Empress shares for Alto shares will be adjusted so former Empress shareholders will still hold 52% of New Alto on completion of the Transaction.

- On completion of the Transaction:
  - New Alto's Board of Directors will consist of Rick Mazur, Mike Bandrowski and three nominees of Empress. New Alto's CEO will be Mike Bandrowski and Mike Koziol will remain on the Advisory Board.
  - Empress Royalty's Board of Directors will consist of six members, four of whom will be nominees of Empress, plus Rick Mazur and an additional nominee of Alto. Empress Royalty's CEO will be Alexandra Woodyer Sherron.
- A finder's fee is payable by Alto to Mike Bandrowski of $37,500 cash and $37,500 in New Alto shares at a deemed price of 10 cents, subject to acceptance of the TSXV Exchange.

- The Transaction is subject to the approval of the TSX Venture Exchange and requires approval by the security holders of Empress.

On March 19, 2020 the Company announced that it is undertaking an offering of 10,000,000 subscription receipts (the "Subscription Receipts") at $0.10 per Subscription Receipt so as to raise $1,000,000 (the "Offering"). Each Subscription Receipt will be exchangeable, without further consideration, for one post-consolidation common share (a "Share") and one share purchase warrant (a "Warrant") (together the "Underlying Securities"). Each Warrant is exercisable for one common share of Alto at a price of $0.20 for a term of two years, provided that the warrant term may be accelerated by notice in circumstances where, at any time following 4 months from the date of issuance of the Subscription Receipts, the Shares of Alto close at or above $0.25 for 10 consecutive trading days. In such case Alto may elect, by notice in writing, to shorten the exercise period of the Warrants to 30 days from the date of such notice.

The Subscription Receipts are exchangeable for the Underlying Securities upon the later of the closing of the business combination with Empress and the completion of a 5 old for 1 new consolidation (the "Consolidation") of the outstanding shares of Alto, contemplated to be effected concurrent with the business combination. The Shares issuable on exchange of the Subscription Receipts and the Shares issuable upon exercise of the Warrants will be issued on a post-Consolidation basis.

The Offering's subscription receipts was subsequently increased from $1,000,000 to $2,000,000 and then again to $2,250,000 with all the other terms and conditions remaining unchanged.

Proceeds from the Offering are to be held in escrow by an escrow agent to be appointed by Alto and released to Alto upon the exchange of the Subscription Receipts for the Underlying Securities. If the exchange has not occurred by July 31, 2020, the proceeds will be released to the subscribers.

## RESULTS OF OPERATIONS

- ***nine months ended March 31, 2020 ("Period") results as compared with the nine months ended March 31, 2019 ("2019 Period")***

General and administrative expenditures during the Period decreased as a result of lower exploration and evaluation expenditures. The Company did not grant any incentive stock options and thus recognized $Nil in share-based compensation (2019 Period: $44,284 in respect of incentive stock options granted on September 19, 2018). During the 2019 Period, the Company received 2,000,000 shares in the capital of Sanatana, which shares were valued at $70,000, in connection with the Sanatana Option Agreement on the Empress property (see "*RESOURCE PROPERTIES*" in this Report). During the Period, the Company recognized an unrealized loss of $133,336 (2019 Period: unrealized gain of $44,717) in respect of marketable securities.

- ***three months ended March 31, 2020 ("Q3") results as compared with the three months ended March 31, 2019 ("2019 Q3")***

General and administrative expenditures during Q3 increased primarily as a result of severance payments made to two officers which have been recorded as legal, accounting and management fees. During Q3, the Company recognized an unrealized loss of $78,565 (2019 Q3: unrealized gain of $158,426) in respect of marketable securities. The Company also recorded a $25,000 gain on settlement of debt with the President of the Company.

## SUMMARY OF QUARTERLY RESULTS

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

| | March 31 2020 | December 31, 2019 | September 30, 2019 | June 30, 2019 | March 31, 2019 | December 31, 2018 | September 30, 2018 | June 30, 2018 | March 31, 2018 |
|---|---|---|---|---|---|---|---|---|---|
| *In thousands $* | | | | | | | | | |
| **Financial results** | | | | | | | | | |
| Net loss (income) for period | 283 | 150 | 155 | 80 | 290 | 131 | 63 | 233 | 141 |
| Basic and diluted (income) loss per share | 0.01 | 0.01 | 0.00 | 0.00 | 0.01 | 0.00 | 0.00 | 0.00 | 0.00 |
| Exploration and evaluation expenditures | 50 | 31 | 37 | 52 | 48 | 184 | 7 | 110 | 41 |
| **Balance sheet data** | | | | | | | | | |
| Cash and short term deposits | 301 | 535 | 684 | 789 | 850 | 961 | 1,270 | 1,372 | 1,504 |
| Exploration and evaluation assets | 2,156 | 2,156 | 2,156 | 2,156 | 2,156 | 2,156 | 2,156 | 2,156 | 2,189 |
| Total assets | 2,661 | 2,963 | 3,129 | 3,276 | 3,323 | 3,597 | 3,744 | 3,804 | 4,058 |
| Shareholders' equity | 2,572 | 2,855 | 3,005 | 3,161 | 3,241 | 3,531 | 3,662 | 3,681 | 3,996 |

## RESOURCE PROPERTIES

The Company owns three core gold properties in Quebec, Ontario and Manitoba. 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.

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. The property is 100% owned by Alto Ventures subject to certain underlying production royalties. The key claims that comprise the project are in good standing to 2022 and their tenure can be extended with minimal maintenance costs.

The 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. At a cut-off grade of 1.0 g/t gold from approximately 15 metres below surface to a depth of 400 metres, the DAC deposit was estimated to include 3,858,800 tonnes at an average grade of 1.71 g/t Au Indicated (212,310 contained ounces gold) and 2,521,400 tonnes at an average grade of 1.53 g/t Au Inferred (124,390 contained ounces gold). 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 Gap Zone, 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, the Gap Zone 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.

In 2019, the Company completed an orientation 11 hole sonic drilling program to test for glacial dispersion of gold grains down ice from the DAC-Gap-Darla gold zones. The objective of the drilling was to collect till samples beneath the thick cover of Quaternary mud in the area and sample the top of bedrock in each hole.

Gold grain counts in tills ranged from 0 to 26 gold grains in a nominal 10 kg till sample; sonic hole 19CS0025 contained 26 gold grains and it could be possible that the DAC Deposit is an up-ice source of the gold grains in 19CS0025. This hole along with hole 19CS0024 appear to form a weakly enriched tabular anomaly in the till column. However, in these same holes, the various alterations patterns of bedrock pebbles in the tills indicate that the pebble sources are mostly fresh to lightly altered rhyolites, dacites and basalts. Since greenstone-hosted quartz-carbonate veins mineralization is usually associated with medium to intense alteration the closer you get to the gold mineralized systems, it is reasonable to assume that the source of the gold enriched till is not located in the immediate vicinity (i.e. within few hundred meters) of the sonic holes and it is possible that the tills are sampling a gold enriched source further up ice than 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 2021.

In 2018 the Company completed 1,010 m of diamond drilling in five holes. The program was designed to further test the main East-West mineralized corridor intersected in the 2011 holes MIN11-06 and 07 as well as other targets on the property. This program continued to build on Alto's previous work which identified persistent anomalous gold mineralization in widespread breccia zones hosted by feldspar porphyritic diorite. Chlorite altered gold-bearing breccia zones associated with feldspar porphyritic diorite were intersected in each of the 2018 holes, with gold values ranging from under 0.002 g/t to 4.48 g/t/ Au in individual samples.

A summary of the downhole intervals containing higher gold values from the 2018 program are presented in Table 1.

Table 1 - Miner Lake 2018 DDH Anomalous Au Intervals*

| MIN18-10 | From (m) | To (m) | Interval (m) | Au (g/t) |
|---|---|---|---|---|
| | 50.7 | 55.2 | 4.5 | 0.379 |
| | 117 | 121.5 | 4.5 | 0.259 |
| | 150 | 153 | 3.0 | 1.03 |
| | 160.5 | 175.5 | 15.0 | 0.48 |
| MIN18-11 | | | | |
| | 155.1 | 159.6 | 4.5 | 0.272 |
| | 170.1 | 173.1 | 3.0 | 2.57 |
| includes | 171.6 | 173.1 | 1.5 | 4.48 |
| | 183.6 | 194.1 | 10.5 | 0.36 |
| MIN18-12 | 59 | 60.5 | 1.5 | 0.941 |
| MIN18-13 | 156.5 | 158 | 1.5 | 0.346 |
| MIN18-14 | 117.5 | 139.5 | 22.0 | 0.23 |

*The intervals reported are down-hole lengths as there is insufficient drilling density to determine the true widths. Mineralized zones generally start at 0.1 g/t gold and assay averages may include minimal intervals of waste material. No top cuts of assays were used.

New areas of the property were mapped, prospected and rock grab sampled during the summer of 2018. Zones of hydrothermal breccia were discovered in the diorite approximately one kilometer north of the main E-W mineralized corridor. These zones also trend E-W and are similar in appearance to the gold-bearing breccias to the south. Bedrock grab samples confirmed a new a cluster of gold anomalies associated with these breccias, including 2.88 g/t Au.

The Company completed nine holes totalling 1,732 m of diamond drilling in 2011 to follow up targets generated from surface exploration programs completed earlier 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 assays 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 2.0 m. 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 and include 6.79 g/t gold across 1.0 m and 4.14 g/t gold across 1.4 m.

In 2015, the Company completed a surface glacial till sampling program to test for gold dispersion trains down ice from the main gold occurrences. In 2016 additional glacial till sampling was completed and several gold-grains in till anomalies have been delineated. These require follow up work to determine the source of the gold.

Results from Alto's exploration work on Miner Lake are very positive and indicate a persistent and widespread distribution of gold in the numerous fault/ breccia zones. The main target on this property is a large gold (with copper) deposit that might be exploited by open pit mining.

**c) Oxford Lake Property, Manitoba**

The Company owns a 100% interest in the Oxford Lake Property subject to underlying royalties on some of the claims. Currently the property comprises approximately 36,000 ha and is in good standing to 2021.

In December 2018, the Company received a work permit to carry out exploration programs consisting of line cutting, ground geophysics and 3,000 m of diamond drilling. The work permit was issued with certain conditions including a heritage resource impact assessment (HRIA) satisfactory to the Historic Resource Branch of Manitoba Sport, Culture, and Heritage that must be carried out prior to commencement of the exploration work. The Company has obtained quotations and costs estimates from several archaeological consultants for the HRIA.

The 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 hosted in banded iron formation ("BIF"), 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 of the Rusty Deposit (Rusty-Blue Jay Trend). RUS12-03 intersected two zones of high-grade gold mineralization in BIF: 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.

An eight week summer exploration program consisting of rock sampling, geological mapping and prospecting was completed in 2017. In total, 803 rock grab samples were collected on the entire property. Highlights of results include:

**The 30 km Carrot River-Rusty-Blue Jay BIF Trend**

The Carrot River-Rusty-Blue Jay trend is a 30 km corridor of aeromagnetic highs associated with banded iron formation ("BIF") units which host the historical Rusty Gold Deposit, the multiple, high grade intercepts at the Blue Jay Gold Zone and the solitary historical hole CR92-2 located 10 km further west in the Carrot River area. CR92-2 intersected gold in BIF (0.98 g/t Au over 3.1 m). Bedrock exposures on this trend west of the Rusty Gold Deposit and near CR92-2 are spotty due to the shallow but persistent overburden cover; however, Alto's prospecting team has made significant new discoveries. Other gold anomalies were confirmed from Brogden Lake located at the far west end of the Carrot River-Rusty- Blue Jay trend, approximately 5 km west of CR92-2. Grab sampling of a historical gold showing at Brogden Lake returned up to 2.41 g/t Au associated with a narrow, banded magnetite-chert iron formation.

**Other Exploration Potential of the Oxford Lake Property**

The Hyers Island area lies near the south end of this large property, approximately six kilometres southwest from the Rusty Gold Deposit. Mineralization near Hyers Island is associated with shear zones within intermediate to felsic volcanic and metasedimentary rocks. Verification grab samples from historical occurrences returned up to 109 g/t Au within a 15 cm wide, shear-hosted quartz-sulphide-carbonate vein from the south shore of Hyers Island; the vein also assays 16.9 g/t Ag, 0.7% Cu and 24% Zn. Several other notable gold and gold-base metals samples were obtained from narrow shear-hosted quartz-sulphide veins and sulphide pods near the south shore of Hyers Island including 7.2 g/t Au and 83.7 g/t Ag; 2.1 g/t Au and 24.1 g/t Ag; 1.2 g/t Au and 14.5 g/t Ag; and 2.3 g/t Au.

Significant new gold, silver and zinc assays were obtained from bedrock grab samples mineralized with pyrite and sphalerite on north Hyers Island including 4.9 g/t Au with 51 g/t Ag and 12.7% Zn; 1.8 g/t Au and 15.9 g/t Ag; and 2.9 g/t Au. The mineralized samples are within gossan-stained zones from a few cm to several metres in width, but their extent, controls on mineralization and continuity have not yet been determined. Other new high-grade gold and silver values were obtained from a narrow quartz-sulphide vein located west of Hyers Island. The vein assayed 12.4 g/t Au with 48 g/t Ag.

The Cat Eye Bay area lies near the southeast corner of the property, approximately 15 km southeast from the Rusty Gold Deposit. Grab samples of narrow sulphide mineralized zones from historical trenches returned poly-metallic mineralization including 37.8 g/t Au, 71.9 g/t Ag, 2.5% Cu and 2.5% Zn. Historical drilling in the area of the trenches returned up to 9.3 g/t Au, 89.5 g/t Ag and 4.42% Zn over 0.52 m core length. Two new occurrences were discovered by Alto in 2017 away from the historical trenches. One occurrence, which is located approximately 400 m northwest and possibly along strike from Cat Eye Bay trenches, returned grab sample values up to 12.5 g/t Au and 0.9 g/t Ag. Gold and silver here are hosted by centimeter scale quartz veinlets within magnetite-amphibolite rock interpreted to be highly metamorphosed iron formation. The second occurrence is located approximately 3 km northeast of Cat Eye Bay and gold values up to 5.8 g/t Au, 7 g/t Ag and 1.1% Cu were obtained from quartz-chalcopyrite veinlets hosted by a 20 cm shear zone within mafic volcanic rocks.

The abundances of high grade gold showings and their widespread distribution confirm the excellent exploration potential of the Oxford Lake Property, both on Alto's main BIF target along the Carrot River-Rusty-Blue Jay trend as well as in the Hyers Island and Cat Eye Bay areas.

**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) Other Properties**

The Company also has interests in the following properties:

| Property Name | Status | Comments |
|---|---|---|
| Windfall East (formerly Alcudia), Quebec | Sold during fiscal year ended June 30, 2017 | The Windfall East project was sold to Beaufield in May 2017. The Company retains a 1% NSR royalty, of which Beaufield retains the right to buy 0.5% NSR for $1 million. |
| Coldstream, Ontario | Sold during fiscal year ended June 30, 2016 | The project was sold in 2016 and Alto retained NSR royalties ranging from 0.5 to 1.5% on certain claims. |

| | | |
|---|---|---|
| Empress, Ontario | NSR see comments | An Option Agreement (as amended) to acquire 100% interest in the Empress property by Sanatana was finalized in June 2017. On April 15, 2020 Sanatana fulfilled the required terms of the Agreement and 100% interest in the Empress property was transferred to Sanatana. Alto retains a 1% NSR royalty on existing claims and 0.33% NSR on claims which lie within a predetermined area of interest and were acquired during the option period. |
| Greenoaks, Ontario | 100% Alto subject to underlying production royalties | Located in the Beardmore-Geraldton gold belt contiguous to the Company's Miner Lake property; several significant gold occurrences were discovered and a small historical gold mine operated briefly on the property. A glacial till sampling program was completed in July 2015. |
| 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 Greenstone Gold Mines; several significant gold occurrences occur on the Mud Lake property. Prospecting, mapping, rock and till sampling programs were completed during the summers of 2018 and 2019. High gold grain counts were recovered from glacial tills near the southwest end of the Mud Lake Shear Zone (MLSZ). Also, a new shear zone trending parallel to the MLSZ was discovered east of the MLSZ and the highest number of gold grains (427 grains) was recovered from a till sample taken near the newly discovered shear zone (see Alto news release dated October 29, 2019). The MLSZ has been traced through work prior to 2018 by Alto and others for over six km along strike and so far 12 occurrences carrying high grades of gold have been found in proximity to the MLSZ. |
| Brookbank East | 100% | Located approximately 15 km on strike east of the Brookbank gold deposit and occurs along a 30 km trend of scattered gold occurrences that also include the Brookbank gold deposit. Geology and alteration are reported to be similar to that observed at the Brookbank. A historical drill hole is reported to contain 10 g/t Au over 0.91 m. Prospecting and mapping programs were completed during the summer of 2018. |
| Golden Heart | 100% | Staked 1 claim in October 2019 located in Ontario. A second claim was staked in January 2020. |

## LIQUIDITY AND CAPITAL RESOURCES

The Company does not have any cash flow from operations as its projects are at an exploration stage, therefore financings have been the primary source of funds.

At March 31, 2020, the Company had cash of $300,877 and working capital of $416,236. In the opinion of management, the working capital at March 31, 2020 is sufficient to support the Company's general administrative and corporate operating requirements for the next three months. Management plans to continue to seek the necessary financing through a combination of issuance of new equity instruments, entering into joint venture arrangements or debt financing; however, there is no assurance that the Company will be successful in these actions. Should the Company wish to continue fieldwork on its exploration projects, 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 regularly reviews expenditures and exploration programs and equity markets in order 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, operational costs to operate the Company and keep it in good standing, the maintenance costs of its properties and expenses required to maintain the properties and any agreements pertaining to the properties in good standing. 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

Services, expenses, and compensation of key management personnel:

Key management personnel consist of Directors, and Officers of the Company, as to the President, the Chief Executive Officer ("CEO"), the Chief Financial Officer ("CFO"), and the Corporate Secretary of the Company. At the Report Date, key management personnel consists of Richard Mazur (CEO and a Director), Marian (Mike) Koziol (President and Director), Ron Schmitz (CFO effective February 20, 2020), and David Cowan (Director and Corporate Secretary effective February 20, 2020), Gary Zak (Director) and Michael Steeves (Director). During the nine months ended March 31, 2020 and 2019, the Company incurred the following net charges, all recorded based on fair value, in respect of services received from related parties:

| | Nine months ended March 31, | |
|---|---|---|
| | 2020 | 2019 |
| | ($) | ($) |
| Mike Koziol - services (Officer and Director) | 125,500 | 117,000 |
| Mirador Management – management fees (company with an officer in common) | 31,500 | 31,500 |
| J Collins Consulting - Corporate Secretary services until February 11, 2020 | 88,400 | 27,000 |
| Venturex Consulting - CFO services until February 11, 2020 | 48,000 | 31,500 |
| ASI Accounting Services - CFO from February 20, 2020 | 3,423 | - |
| David Cowan - Director and appointed Corporate Secretary effective February 20, 2020 | 14,445 | - |
| McMillan LLP – legal fees (Legal firm with a partner and Company Director in common) until December 31, 2019 | 11,640 | 8,821 |
| **Total** | **322,907** | **215,821** |

In respect of services provided to and expenses incurred on behalf of the Company, the Company owed various related parties the following at March 31, 2020 and June 30, 2019:

| | March 31, 2020 | June 30, 2019 |
|---|---|---|
| | ($) | ($) |
| In respect of services provided to the Company | | |
| owed to Companies with directors and officers in common | 3,594 | 5,794 |
| owed to a Directors and Officers | 36,200 | 72,000 |
| In respect of expenses incurred on behalf of the Company | | |
| owed to Directors and Officers | - | 16,422 |
| | **39,794** | **94,216** |

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

During the nine month period ended March 31, 2020, the Company made severance payments of $81,000 (2019 - $Nil) to two officers of the Company pursuant to their resignation from the Company.

The Company entered into a Settlement Agreement with the President of the Company to settle outstanding debt due to the President. The Company has agreed to pay $50,000 plus applicable taxes as to $25,000 in cash (paid) and as to $25,000 by the issuance of 250,000 post-consolidation shares at a deemed price of $0.10 per share following the closing of the transaction pursuant to the Proposed Business Combination (Note 10 in the unaudited financial statements for the nine months ended March 31, 2020). The Settlement Agreement with the President resulted in a gain of $25,000 on the settlement of the debt.

During the periods ended March 31, 2020 and 2019, the Company incurred the following fees from key management personnel:

| | Nine months ended March 31, | |
|---|---|---|
| | 2020 | 2019 |
| | ($) | ($) |
| Management fees | 322,907 | 215,821 |
| Share-based compensation | - | 44,284 |
| | **322,907** | **260,105** |

## SHARE CAPITAL INFORMATION

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

| | Exercise Price ($) | Expiry Date | Shares Issuable (#) | |
|---|---|---|---|---|
| **Common Shares - Issued and Outstanding** | | | | **56,373,295** |
| **Warrants** | 0.12 | June 4, 2020 | 175,450 | |
| | 0.06 | April 19, 2021 | 1,775,000 | |
| | 0.06 | June 4, 2021 | 2,002,857 | |
| | 0.06 | June 27, 2021 | 1,268,750 | **5,222,057** |
| | Exercise Price ($) | Expiry Date | Shares Issuable (#) | |
| **Stock Options** | 0.05 | December 10, 2020 | 325,000 | |
| | 0.10 | March 27, 2022 | 700,000 | |
| | 0.05 | September 19, 2023 | 2,000,000 | **3,025,000** |
| **Fully Diluted** | | | | **64,620,352** |

## OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

## SUBSEQUENT EVENTS

1. The Company has received subscription proceeds pursuant to the Offering originally announced on March 19, 2020. Proceeds from the Offering are to be held in escrow by an escrow agent to be appointed by Alto and released to Alto upon the exchange of the Subscription Receipts for the Underlying Securities. If the exchange (refer above Proposed Business Combination) has not occurred by July 31, 2020, the proceeds will be released to the subscribers. Conditional approval for the Offering was received from the Exchange on May 13, 2020.

## RECENT ACCOUNTING PRONOUNCEMENTS

*Adoption of new IFRS pronouncements:*

The adoption of the following IFRS standards and amendments to existing standards effective July 1, 2018 did not have an effect on the Company's financial statements:

i) IFRS 16, "Leases" is effective for annual periods beginning on or after January 1, 2019.
ii) IFRIC 23, "Uncertainty over Income Tax Treatments": the effective for annual periods beginning on or after January 1, 2019.

*New accounting standards not yet adopted:*

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

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

**FINANCIAL AND OTHER INSTRUMENTS**

The Company adopted new accounting standard IFRS 9 – Financial Instruments, effective July 1, 2018. The new standard sets out requirements for classifying, recognizing and measuring financial assets and financial liabilities. This standard replaces IAS 39 – Financial Instruments: Recognition and Measurement.

IFRS 9 is effective for annual periods beginning on or after January 1, 2018. IFRS 9 allows for an exemption from restating prior periods in respect of the standard's classification and measurement requirements. The Company has chosen to apply this exemption upon initial adoption, although it was determined that the adoption of IFRS 9 had no significant impact on the comparative year's financial statements.

IFRS 9 establishes three primary measurement categories for financial assets: fair value through profit and loss ("FVTPL"), fair value through other comprehensive income ("FVOCI") and amortized cost. The basis for classification depends on the entity's business model and the contractual cash flow characteristics of the instrument. For financial liabilities, the new standard retains most of the requirements of IAS 39, except that fair value changes due to changes in an entity's own credit risk are recorded in other comprehensive Income rather than in net earnings.

Upon adoption of IFRS 9, the Company has changed its accounting policy for financial instruments as follows:

*Classification*

The Company determines the classification of its financial instruments at initial recognition. Upon initial recognition, a financial asset is classified as measured at: amortized cost, fair value through profit and loss ("FVTPL"), or fair value through other comprehensive income (loss) ("FVOCI"). The classification of financial assets is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. The adoption of IFRS 9 has not had a significant effect on the Company's accounting policies related to financial liabilities and derivative financial instruments. A financial liability is classified as measured at amortized cost or FVTPL.

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

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

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

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

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

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

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

The Company completed an assessment of its financial assets and liabilities as at June 30, 2019. The adoption of IFRS 9 has no significant quantitative impact on the Company's financial instruments as at June 30, 2019.

However, it has an impact on the classification of the Company's financial instruments compared to the old standard IAS 39 as follows:

| **Asset or Liability** | **Original classification IAS 39** | **New classification IFRS 9** |
|---|---|---|
| Cash | FVTPL | FVTPL |
| Receivables | Loans and receivables | Amortized cost |
| Marketable securities | FVOCI | FVTPL |
| Prepaids and deposits | Loans and receivables | Amortized cost |
| Due to related parties | Loans and receivables | Amortized cost |
| Accounts payable and accrued liabilities | Other liabilities | Amortized cost |

*Measurement*

Initial measurement

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

Subsequent measurement

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

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

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

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

Debt investments at FVOCI
These assets are subsequently measured at fair value. Interest income is calculated using the effective interest rate method, foreign exchange gains and losses and impairment are recognized in

profit or loss. Other net gains and losses are recognized in OCI. On de-recognition, gains and losses accumulated in OCI are reclassified to profit or loss.

Impairment of financial instruments

The Company assesses at each reporting date whether there is objective evidence that a financial asset or a group of financial assets is impaired.

For financial assets measured at amortized cost, and debt investments at FVOCI, the Company applies the expected credit loss impairment model. On adoption of the expected credit loss model there was no material adjustment.

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

*Interest rate risk*
The Company has no material exposure at March 31, 2020 to interest rate risk through its financial instruments.

*Sensitivity analysis*
Based on management's knowledge and experience of the financial markets, the Company believes the following movements are "reasonably possible" over a three month period. Sensitivity to a plus or minus 1% change in cash interest rates would affect net loss by $5,350 annually. The Company does not hold any balances in foreign currencies to give rise to exposure to foreign exchange risk.

*Currency risk*
As at March 31, 2020, all of the Company's cash was held in Canadian dollars, the Company's reporting currency. The Company has no operations in foreign jurisdictions at this time and as such has no currency risk associated with its operations.

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

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

*Liquidity risk*
The Company manages liquidity risk by maintaining sufficient cash balances. Liquidity requirements are managed based on expected cash flows to ensure that there is sufficient capital in order to meet short-term obligations. As at March 31, 2020, the Company had a cash balance of $300,877 (June 30, 2019: $789,245) to settle current liabilities of $88,206 (June 30, 2019: $115,534). Management plans to continue to seek the necessary financing through a combination issuance of new equity instruments, disposition of its properties, entering into joint venture arrangements or debt financing; however, there is no assurance that the Company will be successful in these actions. (See *"SUBSEQUENT EVENTS"* in this Report.)

## CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of the 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:

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

## RISKS AND UNCERTAINTIES

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

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.

Aboriginal rights may be claimed on properties or other types of tenure with respect to which mining rights have been conferred. The Company is aware of the mutual benefits afforded by cooperative relationships with indigenous people in conducting exploration activity and is supportive of measures established to achieve such cooperation. The outcome of any aboriginal land claims cannot be predicted, and if successful, could have a significant adverse effect on the Company.

The current or future operations of the Company, including exploration and evaluation activities, 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 conduct exploration and evaluation activities and/or 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 by or against 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 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 cash 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.

However, as detailed in the March 6, 2020 news release, in connection with the Transaction, the Company is to transfer certain royalties and marketable securities to Empress Royalty in return for 4,615,384 shares of Empress Royalty having a deemed price of five cents per share, representing 48 per cent of the issued shares of Empress Royalty prior to the acquisition of any further assets by Empress Royalty. It is intended that the Empress Royalty shares will be distributed as a dividend to the shareholders of the Company at a rate of 0.08 share of Empress Royalty per share of the Company (based on the current issued and outstanding shares of the Company, being 56,373,295).

## 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

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 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.