



**BIG RIDGE GOLD CORP.**  
**(formerly Alto Ventures Ltd.)**  
*(An Exploration Stage Company)*

**CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

**For the three months ended September 30, 2020 and 2019**

**Notice to Reader**

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the unaudited interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim consolidated financial statements have been prepared by and are the responsibility of the Corporation's management.

The Corporation's independent auditor has not performed a review of these financial statements in accordance with standards established by the Canadian Institute of Chartered Accountants for a review of unaudited interim financial statements by an entity's auditor.

## RESPONSIBILITY FOR CONDENSED INTERIM FINANCIAL STATEMENTS

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

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

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

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



Michael Bandrowski  
President and Chief Executive Officer



Jim Kirke  
Chief Financial Officer

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

(An Exploration Stage Company)

## Condensed Interim Consolidated Statements of Financial Position

Unaudited - Expressed in Canadian Dollars

	Note	September 30, 2020 \$	June 30, 2020 \$
<b>ASSETS</b>			
<b>Current assets</b>			
Cash		3,037,307	140,025
Funds held in trust	7	-	2,232,500
Receivables		41,111	12,006
Marketable securities	5	-	254,333
Prepays and deposits		11,304	8,241
Due from related parties	10	-	4,062
		3,089,722	2,651,167
<b>Non-current assets</b>			
Property and equipment		1,093	-
Exploration and evaluation assets	6	2,156,161	2,156,161
		5,246,976	4,807,328
<b>LIABILITIES</b>			
<b>Current liabilities</b>			
Accounts payable and accrued liabilities		174,983	54,430
Subscriptions received in advance	10	20,000	20,000
Due to related parties	10	55,909	5,000
		250,892	79,430
<b>SHAREHOLDERS' EQUITY</b>			
Share capital	7	24,346,047	21,853,469
Shares allotted but not issued	7	-	2,232,500
Commitment to issue shares	7	-	25,000
Contributed surplus - options	9	1,701,586	1,542,434
Contributed surplus - warrants	8	1,514,819	1,057,065
Deficit		(22,566,368)	(21,982,570)
		4,996,084	4,727,898
		5,246,976	4,807,328

Going concern and nature of operations (Note 1)

Subsequent events (Note 11)

Approved and authorized by the Board of Directors on November 24, 2020

"Richard Mazur", Director

"Michael Bandrowski", Director

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

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

(An Exploration Stage Company)

## Condensed Interim Consolidated Statements of Operations and Comprehensive Loss

Unaudited - expressed in Canadian Dollars

		Three months ended September 30	
	Note	2020	2019
		\$	\$
<b>General and administrative expenses</b>			
Exploration and evaluation expenditures	6	6,700	37,455
Investor and shareholder relations		10,475	3,534
Consulting and management fees		83,782	42,134
Office administration		25,657	20,086
Professional fees		26,078	15,693
Share-based compensation	9	159,152	-
Transfer agent and filing fees		19,634	826
Travel and promotion		-	356
Amortization		365	-
<b>Loss before the following</b>		<b>331,843</b>	<b>120,084</b>
Interest income		(2,750)	-
Unrealized loss on marketable securities		6,321	35,743
<b>Loss and comprehensive loss for the period</b>		<b>335,414</b>	<b>155,827</b>
<b>Loss per share</b>			
		\$	\$
- Basic		0.01	0.01
- Diluted		0.01	0.01
<b>Weighted average number of common shares outstanding</b>			
		#	#
- Basic		43,897,452	11,274,657
- Diluted		43,897,452	11,274,657

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

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

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## Condensed Interim Consolidated Statements of Cash Flows

Unaudited - Expressed in Canadian Dollars

	Three months ended September 30	
	2020	2019
	\$	\$
<b>Cash resources used in operating activities:</b>		
<b>Operating activities</b>		
Loss for the period	(335,414)	(155,827)
Items not affecting cash:		
Share-based compensation	159,152	-
Amortization	365	-
Unrealized loss on marketable securities	6,321	35,743
	(169,576)	(120,084)
Increase (Decrease) in amounts receivable	(13,221)	9,869
Decrease in prepaids and deposits	(2,082)	(3,257)
Decrease in amounts due from related party	4,062	-
(Decrease) Increase in accounts payable and accrued liabilities	(61,623)	1,801
Increase in amounts due to related parties	50,909	6,441
<b>Cash used in operating activities</b>	<b>(191,531)</b>	<b>(105,230)</b>
<b>Investing activities</b>		
Purchase of capital assets	(1,458)	-
Cash acquired upon completion of acquisition of Empress	1,060,676	-
<b>Cash provided by investing activities</b>	<b>1,059,218</b>	<b>-</b>
<b>Financing activities</b>		
Common share units issued for cash	2,232,500	-
Share issuance costs incurred in cash	(202,533)	-
Withholding taxes on dividend	(372)	-
<b>Cash provided by financing activities</b>	<b>2,029,595</b>	<b>-</b>
<b>Net increase in cash</b>	<b>2,897,282</b>	<b>(105,230)</b>
Cash - Beginning of period	140,025	789,245
<b>Cash - End of period</b>	<b>3,037,307</b>	<b>684,015</b>
<b>Supplementary Disclosure</b>		
Interest paid in cash	-	-
Income taxes paid in cash	-	-

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

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

(An Exploration Stage Company)

### Condensed Interim Consolidated Statements of Changes in Shareholders' Equity

Unaudited - expressed in Canadian dollars

	Share Capital		Contributed Surplus		Shares allotted but not issued	Commitment to issue shares	Deficit	Total
	Number (#)	Amount (\$)	Options (\$)	Warrants (\$)				
<b>Balance - July 1, 2019</b>	<b>11,274,657</b>	<b>21,893,673</b>	<b>1,542,434</b>	<b>1,057,065</b>	-	-	<b>(21,332,288)</b>	<b>3,160,884</b>
Loss for the period	-	-	-	-	-	-	(155,827)	(155,827)
<b>Balance - September 30, 2019</b>	<b>11,274,657</b>	<b>21,893,673</b>	<b>1,542,434</b>	<b>1,057,065</b>	-	-	<b>(21,488,115)</b>	<b>3,005,057</b>
<b>Balance - July 1, 2020</b>	<b>11,274,657</b>	<b>21,853,469</b>	<b>1,542,434</b>	<b>1,057,065</b>	<b>2,232,500</b>	<b>25,000</b>	<b>(21,982,570)</b>	<b>4,727,898</b>
Loss for the period	-	-	-	-	-	-	(335,414)	(335,414)
Stock based compensation	-	-	159,152	-	-	-	-	159,152
Issuance of common share units pursuant to private placement	22,325,000	1,892,532	-	339,968	(2,232,500)	-	-	-
Issuance of common shares pursuant to the acquisition of Empress Resources Ltd.	12,214,211	795,272	-	25,093	-	-	-	820,365
Issuance of common shares pursuant to a debt settlement with a former officer	250,000	25,000	-	-	-	(25,000)	-	-
Issuance of common shares pursuant to a finder's fee agreement	375,000	37,500	-	-	-	-	-	37,500
Share issuance costs	-	(257,726)	-	92,693	-	-	-	(165,033)
Dividend paid pursuant to the terms of the Transaction	-	-	-	-	-	-	(248,384)	(248,384)
<b>Balance - September 30, 2020</b>	<b>46,438,868</b>	<b>24,346,047</b>	<b>1,701,586</b>	<b>1,514,819</b>	-	-	<b>(22,566,368)</b>	<b>4,996,084</b>

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

## 1. GOING CONCERN AND NATURE OF OPERATIONS

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

The Company presently has no proven or probable reserves and on the basis of information to date, it has not yet determined whether its properties contain economically recoverable ore reserves. The Company has not generated any revenues from its operations to date and consequently is considered to be in the exploration stage. The amounts shown as exploration and evaluation assets represent acquisition costs incurred to date, less amounts written down or written off, and do not necessarily represent present or future values. The recoverability of the carrying amounts for exploration and evaluation assets is dependent upon raising financing, the sale or joint venturing of the exploration and evaluation assets, and/or the attainment of profitable operations.

On July 2, 2020, the Company completed a 1:5 share consolidation. All references in these financial statements to number of shares and per share amounts have been retroactively restated where necessary to reflect the consolidation.

These financial statements have been prepared on the basis of accounting principles applicable to a going concern, which assume that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations.

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

## 2. BASIS OF PREPARATION

### *Statement of Compliance*

These condensed interim consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”), as issued by the International Accounting Standards Board (“IASB”), including International Accounting Standard (“IAS”) 34 – *Interim Financial Reporting*. These condensed interim consolidated financial statements should be read in conjunction with the Company’s annual consolidated financial statements for the year ended June 30, 2020, which have been prepared in accordance with IFRS. The accounting policies and methods of application adopted are consistent with those disclosed in Note 3 of the Company’s financial statements for the year ended June 30, 2020.

These condensed interim consolidated financial statements were approved by the Board of Directors of the Company on November 24, 2020.

### **Basis of presentation**

These condensed interim consolidated financial statements include the accounts of the Company and its wholly owned subsidiary, Empress Resources Ltd. The financial statements of Empress are prepared for the same period as those of the Company using consistent accounting policies for all periods presented. All intercompany balances and transactions have been eliminated.

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(Canadian Funds)

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These condensed interim consolidated financial statements have been prepared on a going concern basis, which contemplates the realization of assets and discharge of all liabilities in the normal course of business.

The condensed interim consolidated financial statements have been prepared on a historical cost basis, except for certain financial instruments which are measured at fair value through profit or loss, as disclosed in Note 3 of the Company's annual consolidated financial statements for the year ended June 30, 2020.

*Critical Accounting Estimates and Judgments*

Areas of judgment that have the most significant effect on the amounts recognized in these condensed interim consolidated financial statements are disclosed in Note 4 of the Company's annual financial statements for the year ended June 30, 2020.

### **3. SUMMARY OF ACCOUNTING POLICIES**

The accounting policies followed in these condensed interim consolidated financial statements are consistent with those disclosed in Note 3 of the Company's annual financial statements for the year ended June 30, 2020.

#### **New Accounting Standards Effective 2020**

The Company has adopted the following new and revised standards, effective July 1, 2020. These changes were made in accordance with the applicable transitional provisions.

The IASB has made amendments to IAS 1 – *Presentation of Financial Statements* and IAS 8 – *Accounting Policies, Changes in Account Estimates and Errors*, which use a consistent definition of materiality throughout International Reporting Standards and the Conceptual Framework for Financial Reporting, clarifying when information is material. In particular, the amendments clarify:

- That the reference to obscuring information addresses situations in which the effect is similar to omitting or misstating that information, and that an entity assesses materiality in the context of the financial statements as a whole, and
- The meaning of 'primary users of general purpose financial statements' to whom those financial statements are directed, by defining them as 'existing and potential investors, lenders and other creditors' that must rely on general purpose financial statements for much of the financial information they need.

There was no accounting impact to these condensed interim consolidated financial statements on adoption of this standard.

### **4. PLAN OF ARRANGEMENT (THE "TRANSACTION")**

On July 7, 2020, the Company completed a Plan of Arrangement agreement with Empress Resources Corp. ("Empress") and Empress Royalty Corp. ("Royalty") pursuant to which the Company issued 12,214,211 common shares to Empress shareholders in exchange for all the issued and outstanding common shares of Empress. In addition, the Company issued a total of 9,557,800 warrants to holders of Empress unit warrants and 242,544 warrants to holders of Empress broker compensation warrants, as the Empress warrants were cancelled upon closing of the Transaction. The details of these warrants are set out in Note 8 to these financial statements.



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Upon closing, the net assets of Empress were as follows:

	\$
Cash	1,060,676
Amounts receivable	15,884
Prepaid expenses and deposits	981
	1,077,541
Less: Trade accounts payable	(182,176)
<b>Net assets acquired</b>	<b>895,365</b>

The consideration paid by the Company is comprised as follows:

	# of instruments	\$
Fair value of shares	12,214,211	795,272
Replacement warrants	9,800,344	25,093
Finder's fee	-	75,000
		895,365

Pursuant to the Transaction, the Company granted Royalty net smelter returns royalties on claims associated with all of its mineral properties, at rates which ranged from 0.5% to 1.0%, and transferred a retained royalty on the Empress project, which was acquired by Sanatana Resources in the year ended June 30, 2020. No value was attributed to these royalties. The Company also transferred its portfolio of marketable securities to Royalty in exchange for 4,615,384 Royalty common shares, which were distributed to the Company's shareholders as a special dividend amounting to \$248,384.

## 5. MARKETABLE SECURITIES

On July 7, 2020, the Company transferred its portfolio of marketable securities to Royalty pursuant to the terms of the Transaction (note 4). The following table sets out the cost and fair value of the Company's marketable securities at June 30, 2020.

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

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**6. EXPLORATION AND EVALUATION ASSETS**

The following table shows the breakdown of the Company's mineral exploration and evaluation assets:

	September 30, 2020 (\$)	June 30, 2020 (\$)
<b>Quebec</b>		
Alcudia	-	-
Destiny	809,100	809,100
<b>Ontario</b>		
Greenoaks	450,000	450,000
Miner Lake	9,568	9,568
Mud Lake	40,163	40,163
Three Towers	-	-
Brookbank East	3,810	3,810
<b>Manitoba</b>		
Oxford	843,520	843,520
Saskatchewan	-	-
Fisher	-	-
GEFA	-	-
<b>Total exploration and evaluation assets</b>	<b>2,156,161</b>	<b>2,156,161</b>

The following table details the property acquisition and exploration activity during the periods ended September 30, 2020 and 2019.

	Ontario								Manitoba		Total (\$)	Total (\$)
	Destiny (\$)	Empress (\$)	Green-oaks (\$)	Miner Lake (\$)	Mud Lake (\$)	Brook-bank East (\$)	Golden Heart (\$)	Oxford (\$)	General (\$)			
Opening balance	809,100	-	450,000	9,568	40,163	3,810	-	843,520	-	2,156,161	2,156,161	
Acquisition costs	-	-	-	-	-	-	-	-	-	-	-	
Net acquisition costs	809,100	-	450,000	9,568	40,163	3,810	-	843,520	-	2,156,161	2,156,161	
Exploration expenditures												
Assays	5,400	-	-	-	-	-	-	-	-	5,400	5,400	
Mapping	-	-	-	-	-	-	-	-	-	-	23,415	
Computer/Digitization	-	-	-	-	-	-	-	1,300	-	1,300	1,410	
Drilling	-	-	-	-	-	-	-	-	-	-	2,600	
Report Filing	-	-	-	-	-	-	-	-	-	-	-	
Management	-	-	-	-	-	-	-	-	-	-	1,980	
License/Permit/Claims	-	-	-	-	-	-	-	-	-	-	2,650	
Geophysics	-	-	-	-	-	-	-	-	-	-	-	
Government Rebates	-	-	-	-	-	-	-	-	-	-	-	
	5,400	-	-	-	-	-	-	1,300	-	6,700	37,455	
Exploration expenditures expensed	(5,400)	-	-	-	-	-	-	(1,300)	-	(6,700)	(37,455)	
Ending balance	809,100	-	450,000	9,568	40,163	3,810	-	843,520	-	2,156,161	2,156,161	

The mining claims which underly each of these projects are subject to net smelter returns royalties at rates which range from 1.0% to 3.75%. A portion of the claims associated with the Oxford project are also subject to an overlapping 7.5% net profits interest.

## 7. SHARE CAPITAL

a) **Authorized:**

Unlimited Common shares without par value

b) **Issued and outstanding:**

The following table shows the movement in issued and outstanding share capital:

	Number of shares (#)	Amount (\$)
<b>Balance - July 1, 2019</b>	<b>11,274,657</b>	<b>21,893,673</b>
Share issue costs	-	(40,204)
<b>Balance - June 30, 2020</b>	<b>11,274,657</b>	<b>21,853,469</b>
Shares issued upon conversion of subscription receipts <sup>(ii)</sup>	22,325,000	1,892,532
Issuance of common shares pursuant to the Transaction <sup>(i)</sup>	12,214,211	795,272
Shares issued pursuant to a debt settlement with a former officer <sup>(iii)</sup>	250,000	25,000
Shares issued pursuant to a finder's fee agreement <sup>(i)</sup>	375,000	37,500
Share issue costs	-	(257,726)
<b>Balance - September 30, 2020</b>	<b>46,438,868</b>	<b>24,346,047</b>

- i) On July 7, 2020, the Company issued 12,214,211 to acquire the outstanding common shares of Empress under the terms of the Transaction.

As described in note 4 to these financial statements, the consideration of this asset acquisition included common shares, warrants and transaction costs in the form of finder's fees. The value attributed to the Company's common shares issued in connection with this acquisition was determined on the basis of relative fair value and amounted to \$795,272. The details of the determination of estimated fair value for the replacement warrants issued to holders of Empress unit and broker compensation warrants are set out in note 8 to these financial statements.

The Company incurred a finder's fee amounting to \$75,000 in connection with the Transaction, of which \$37,500 was satisfied by the issuance of 375,000 common shares on July 7, 2020.

- ii) On July 8, 2020, following the completion of the Transaction, the proceeds from a private placement of 22,325,000 subscription receipts were released from escrow and the subscription receipts converted into the following securities:
- 22,325,000 common shares, and
  - 22,325,000 share purchase warrants, with each warrant exercisable into one common share at an exercise price of \$0.20 per share and expiring on May 29, 2022.

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The gross proceeds of this financing, which amounted to \$2,232,500, were apportioned between Common shares and Warrants on the basis of relative fair value, which resulted in a value of \$1,892,532 being attributed to the shares. The details of the determination of estimated fair value for the warrants issued upon conversion of the subscription receipts is set out in note 8 to these financial statements.

- iii) In the year ended June 30, 2020 the Company entered into a debt settlement agreement with the former president of the Company, pursuant to which the Company agreed to issue 250,000 common shares in settlement of an indebtedness of \$25,000. This obligation was reflected in the financial statements for the year ended June 30, 2020 as Commitment to issue shares. The Company issued these shares on July 9, 2020.

## 8. WARRANTS

The following table shows the movement in warrants:

	Number of warrants (#)	Number of shares issuable upon exercise of warrants (#)	Amount (\$)
<b>Balance - July 1, 2019</b>	<b>1,089,211</b>	<b>1,089,211</b>	<b>1,057,065</b>
Expired	(79,890)	(79,890)	-
<b>Balance - June 30, 2020</b>	<b>1,009,321</b>	<b>1,009,321</b>	<b>1,057,065</b>
Unit warrants issued upon conversion of subscription receipts <sup>(a)</sup>	22,325,000	22,325,000	339,968
Broker compensation warrants issued in connection with subscription receipts financing <sup>(b)</sup>	913,500	913,500	92,693
Issuance of replacement unit warrants pursuant to the Transaction <sup>(c)</sup>	9,557,800	9,605,589	25,080
Issuance of replacement broker compensation warrants pursuant to the Transaction <sup>(c)</sup>	242,544	243,757	13
<b>Balance - September 30, 2020</b>	<b>34,048,165</b>	<b>34,097,167</b>	<b>1,514,819</b>

- a) As described in note 7(b)(ii), the subscription receipts financing completed in May 2020 converted into 22,325,000 common shares and 22,325,000 share purchase warrants on July 7, 2020 following the completion of the Transaction. The warrants are exercisable into common shares at a price of \$0.20 per share and expire May 29, 2022.

The fair value of these warrants was estimated using the Black-Scholes option pricing model using the following assumptions:

Risk free interest rate	0.24%
Dividend yield	Nil
Expected future volatility	70%
<b>which yielded an estimated fair value of</b>	<b>\$ 0.01523</b>

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- b) In connection with the conversion of the subscription receipts offering, the Company issued a total of 913,500 broker compensation warrants, each of which is exercisable into one common share at a price of \$0.10 per share. The fair value of these warrants was estimated using the Black-Scholes option pricing model using the following assumptions:

Risk free interest rate	0.24%
Dividend yield	Nil
Expected future volatility	70%

**which yielded an estimated fair value of \$ 0.07620**

- c) In accordance with the terms of the Transaction, the Company issued warrants to replace unit and broker compensation warrants issued by Empress and outstanding immediately prior to the close of the Transaction. Each warrant issued in replacement is exercisable into 1.005 shares of the Company.

The fair value of these warrants was estimated using the Black-Scholes option pricing model using the following assumptions:

	Unit warrants	Broker compensation warrants
Risk free interest rate	0.24%	0.24%
Dividend yield	Nil	Nil
Expected future volatility	70%	70%

**which yielded a weighted average estimated fair value of \$ 0.0026 \$ 0.0001**

The details of the warrants outstanding at September 30, 2020 are set out in the following table:

Issue date	Expiry date	Number of warrants #	Number of shares issuable upon exercise of warrants #	Exercise price \$
<b>Unit warrants:</b>				
October 19, 2017	April 19, 2021	355,000	355,000	\$ 0.300
December 4, 2017	June 4, 2021	400,571	400,571	\$ 0.300
December 27, 2017	June 17, 2021	253,750	253,750	\$ 0.300
July 7, 2020	May 11, 2022	4,137,400	4,338,987	\$ 0.496
July 7, 2020	June 14, 2022	4,038,400	4,058,592	\$ 0.496
July 7, 2020	August 7, 2022	1,202,000	1,208,010	\$ 0.496
July 8, 2020	May 29, 2022	22,325,000	22,325,000	\$ 0.200
<b>Broker compensation warrants:</b>				
July 7, 2020	May 11, 2022	66,000	66,330	\$ 0.746
July 7, 2020	June 14, 2022	113,184	113,750	\$ 0.746
July 7, 2020	August 7, 2022	63,360	63,677	\$ 0.746
July 8, 2020	July 8, 2022	913,500	913,500	\$ 0.100
		<b>33,868,165</b>	<b>34,097,167</b>	

## 9. OPTIONS AND CONTRIBUTED SURPLUS

The Company has established a Share Option Plan (the “Plan”), which was approved by the Company’s shareholders most recently at its annual meeting held December 18, 2019. The purpose of the Plan is to attract, retain and motivate directors, officers, employees and external service providers by providing them with the opportunity to acquire a proprietary interest in the Company and to benefit from its growth.

Under the terms of the Plan the Board of Directors may grant options to directors, officers, employees or consultants, with the number of outstanding options at any time limited to a maximum of 10% of the number of issued and outstanding common shares. Options carry a term of no more than five years, and the exercise price of any option is no less than the closing price on the TSX Venture Exchange on the last trading day preceding the grant date. Options granted under the Plan vest immediately, except for options granted to investor relations consultants which vest quarterly over a one-year period. Share-based compensation is recognized and charged to operations based upon the relative fair values and vesting conditions of the options granted.

The fair value of option grants is estimated at the date of grant using the Black-Scholes option-pricing model. The fair values of options granted during the three months ended September 30, 2020 and 2019 were based on the weighted average assumptions noted in the following table:

	<b>Three months ended September 30</b>	
	<b>2020</b>	<b>2019</b>
Risk free interest rate	0.25%	-
Dividend yield	Nil	-
Expected future volatility	70	-
Expected life	2	-
<b>Estimated fair value per option</b>	<b>\$ 0.0657</b>	<b>-</b>

A summary of option activity under the Plan during the three months ended September 30, 2020 and 2019 is as follows:

	<b>Three months ended September 30, 2020</b>		<b>Three months ended September 30, 2019</b>	
	<b>Number of options</b>	<b>Weighted average exercise price</b>	<b>Number of options</b>	<b>Weighted average exercise price</b>
	<b>(#)</b>	<b>(\$)</b>	<b>(#)</b>	<b>(\$)</b>
<b>Balance – beginning of period</b>	<b>550,000</b>	<b>0.31</b>	<b>605,000</b>	<b>0.31</b>
Granted	2,420,500	0.20	-	-
<b>Balance - end of period</b>	<b>2,970,500</b>	<b>0.22</b>	<b>605,000</b>	<b>0.31</b>

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The number of options outstanding at September 30, 2020 by issue date is shown in the following table.

<b>Date of Grant</b>	<b>Expiry Date</b>	<b>Options Issued (#)</b>	<b>Price per Share (\$)</b>	<b>Remaining life (Years)</b>
December 10, 2015	December 10, 2020	25,000	0.25	0.19
March 27, 2017	March 27, 2022	135,000	0.50	1.49
September 19, 2018	September 19, 2023	390,000	0.25	2.97
July 1, 2020	July 1, 2025	395,500	0.20	4.75
August 31, 2020	August 31, 2023	2,025,000	0.20	2.92
		<b>2,970,500</b>	<b>0.22</b>	<b>0.22</b>

The number of options outstanding at September 30, 2019 by issue date is shown in the following table. The number and exercise price of each outstanding option reflect the 1:5 consolidation of the Company's common shares which took place on July 7, 2020.

<b>Date of Grant</b>	<b>Expiry Date</b>	<b>Options Issued (#)</b>	<b>Price per Share (\$)</b>	<b>Remaining life (Years)</b>
December 10, 2015	December 10, 2020	65,000	0.25	1.20
March 27, 2017	March 27, 2022	140,000	0.50	2.49
September 19, 2018	September 19, 2023	400,000	0.25	3.97
		<b>605,000</b>	<b>0.31</b>	<b>0.31</b>

All of the outstanding options at each date were fully vested.

## 10. RELATED PARTY TRANSACTIONS

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

	<b>2020 (\$)</b>	<b>2019 (\$)</b>
Mike Koziol - services (Officer and Director)	-	39,000
Escarpment Capital Advisors - service (Officer and Director)	45,000	-
Escarpment Capital Advisors - finder's fee	75,000	-
Mirador Management – management fees (company with an officer in common)	10,500	10,500
J Collins Consulting - Corporate Secretary services until February 11, 2020	-	9,000
Venturex Consulting - CFO services until February 11, 2020	-	10,500
ASI Accounting Services - CFO from July 1, 2020 to August 31, 2020	18,280	-
Jim Kirke - CFO from August 31, 2020	10,000	-
David Cowan - Corporate Secretary	21,935	-
McMillan LLP – legal fees (Legal firm with a partner and Company Director in common) until December 31, 2019	-	3,693
<b>Total</b>	<b>180,715</b>	<b>72,693</b>

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

	<b>September 30, 2020</b>	<b>June 30, 2020</b>
	<b>(\$)</b>	<b>(\$)</b>
In respect of services provided to the Company by companies with directors or officers in common	53,286	5,000
In respect of expenses incurred on the Company's behalf by officers and directors	2,623	-
<b>Total</b>	<b>55,909</b>	<b>5,000</b>

At June 30, 2020, \$4,062 was due from a company with common directors. This receivable amount was collected in cash during the period ended September 30, 2020.

b) Compensation of key management personnel

During the three months ended September 30, 2020 and 2019, the Company incurred the following costs with respect to key management personnel:

	<b>Three months ended September 30</b>	
	<b>2020</b>	<b>2019</b>
	<b>(\$)</b>	<b>(\$)</b>
Management fees	105,715	72,693
Finder's fee	75,000	-
Share-based compensation	125,463	-
	<b>306,178</b>	<b>72,693</b>

## 11. SUBSEQUENT EVENTS

- On October 5, 2020 the Company entered into an Exploration Agreement with the Bunibonibee Cree Nation ("BCN") at the Company's Oxford Lake mineral property in Manitoba.
- On October 28, 2020 the Company awarded a total of 200,000 options with an exercise price of \$0.20 per share to a director of the Company. These options expire on October 28, 2023 and vested immediately upon grant.