

**ALTAN RIO MINERALS LIMITED**

**CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**  
(Expressed in CAD dollars)

**September 30, 2020**  
(Unaudited)

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**Notice of Non-review of Condensed Interim Consolidated Financial Statements**

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The attached condensed interim consolidated financial statements for the three-month period ended September 30, 2020 have not been reviewed by the Company's auditors.

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**ALTAN RIO MINERALS LIMITED**

**CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION**

AS AT September 30, 2020

(Expressed in CAD Dollars)

	September 30, 2020	December 31, 2019
<b>ASSETS</b>		
<b>Current</b>		
Cash, deposits and cash equivalents	\$ 177,303	\$ 112,525
Receivables	75,686	24,817
Other	33,635	14,053
	<u>286,624</u>	<u>151,395</u>
 <b>Exploration assets</b>	 1,140,890	 359,420
	 <u>\$ 1,427,514</u>	 <u>\$ 510,815</u>
<b>LIABILITIES AND SHAREHOLDERS' DEFICIENCY</b>		
<b>Current liabilities</b>		
Accounts payable and accrued liabilities	\$ 499,712	\$ 196,226
Advances payable	1,118,688	938,828
Due to related parties	301,170	508,464
	1,919,570	1,643,518
<b>Shareholders' Deficiency</b>		
Contributed equity	20,687,462	20,236,243
Subscriptions received	1,083,289	309,185
Reserves	1,158,918	1,158,918
Deficit	(18,522,501)	(18,752,847)
Retained profits (Accumulated losses)	(4,476,505)	(4,619,551)
Translation adjustment	<u>(422,719)</u>	<u>535,349</u>
	(492,056)	(1,132,703)
	 <u>\$ 1,427,514</u>	 <u>\$ 510,815</u>

Approved and authorized by the Board November 30, 2020.

<u>"Paul Stephen"</u>	Director	<u>"John Jones"</u>	Director
Paul Stephen		John Jones	

**ALTAN RIO MINERALS LIMITED**

## CONDENSED INTERIM CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS

(Expressed in CAD Dollars) (Unaudited)

	Three months ended September 30		Nine months ended September 30	
	2020	2019	2020	2019
<b>EXPENSES</b>	(\$)	(\$)	(\$)	(\$)
Advertising & Promotion	879	7,313	12,140	7,313
Consultant & Management Fees (Note 8)	129,075	11,988	212,160	35,890
Filing Fees & Charges	17,001	39,644	45,888	46,155
General Expenses	16,825	4,026	37,201	7,307
Insurance	4,292	-	10,263	-
Interest Expense	12,916	814	12,916	814
Professional Fees	64,063	36,653	77,479	36,577
Rent & Parking	5,425	4,026	6,441	7,304
Travel & Entertainment	13,680	3,313	15,643	8,443
<b>Total Expenses</b>	<b>(264,156)</b>	<b>(67,098)</b>	<b>(430,131)</b>	<b>(107,619)</b>
Interest Income	-	-	3	-
Foreign Exchange Profit	(447)	3,393	37,825	(9,181)
<b>Comprehensive Loss for the Period</b>	<b>(264,603)</b>	<b>(63,705)</b>	<b>(392,303)</b>	<b>(116,800)</b>
<b>Basic and Diluted Loss per Common Share</b>	<b>(0.01)</b>	<b>(0.01)</b>	<b>(0.00)</b>	<b>(0.00)</b>
<b>Weighted Average Number of Common Shares Outstanding</b>	<b>57,539,677</b>	<b>89,123,009</b>	<b>57,539,677</b>	<b>89,123,009</b>

**ALTAN RIO MINERALS LIMITED**

Notes to the financial accounts for the three months ended September 30, 2020

	2020	2019
<b>CASH FLOWS USED IN OPERATING ACTIVITIES</b>		
Loss for the period	\$ (264,156)	\$ (116,640)
Items not involving cash:		
Foreign exchange	(447)	12,087
Change in non-cash working capital items:		
Receivables	(15,680)	(2,958)
Prepaid expenses and deposits	12,531	(15,048)
Accounts payable and accrued liabilities	(49,500)	45,406
Due to/from related parties	31,100	118,124
Net cash provided by (used in) operating activities	286,152	41,652
<b>CASH FLOWS USED IN INVESTING ACTIVITIES</b>		
Exploration and evaluation assets acquisition	<u>(419,292)</u>	<u>(134,663)</u>
Net cash used in investing activities	(419,292)	(134,663)
<b>CASH FLOWS PROVIDED BY FINANCING ACTIVITIES</b>		
Loans received	(54,708)	109,837
Subscriptions received	500,671	19,978
Net cash provided by financing activities	<u>445,963</u>	<u>129,816</u>
<b>Change in cash and cash equivalents for the period</b>	<u>26,671</u>	<u>36,805</u>
<b>Translation adjustment</b>	78,207	448
<b>Cash and cash equivalents, beginning of period</b>	228,839	5,263
<b>Cash and cash equivalents, end of period</b>	<u>\$ 177,303</u>	<u>42,515</u>

**1. NATURE AND CONTINUANCE OF OPERATIONS**

Altan Rio Minerals Limited (the “Company”) is a mineral exploration company listed on the NEX under the symbol “AMO.H” and engaged in the acquisition and exploration of exploration and evaluation assets in Mongolia and Australia.

In accordance with TSX Venture Exchange (“TSXV”) Policy 2.5, effective February 28, 2019, the Company’s listing was transferred to the NEX, the Company’s tier classification was changed from Tier 2 to the NEX, and the filing and service office was changed from Vancouver to the NEX. On October 6, 2020, the Company was reactivated as a Tier 2 issuer on the TSXV, trading under the symbol “AMO”.

The Company’s head office and registered and records office address is 1700-666 Burrard Street, Vancouver, British Columbia, Canada V6C 2X8.

On May 5, 2020, the Company completed a consolidation of its common shares on the basis of one post-consolidated share for every six pre-consolidated shares. All current and comparative share capital amounts have been restated to account for the 6:1 share consolidation.

These condensed interim consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. The consolidated financial statements do not include adjustments to amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue operations.

The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing and to commence profitable operations in the future. Management is actively targeting sources of additional financing through alliances with financial, development and resource entities, or other business and financial transactions which would assure continuation of the Company’s operations and exploration and evaluation programs. In order for the Company to meet its liabilities as they come due and to continue its operations, the Company is solely dependent upon its ability to generate such financing.

These material uncertainties may cast significant doubt as to the ability of the Company to meet its obligations as they come due and accordingly, the appropriateness of the use of accounting principles applicable to a going concern.

There can be no assurance that the Company will be able to continue to raise funds in which case the Company may be unable to meet its obligations. Should the Company be unable to realize on its assets and discharge its liabilities in the normal course of business, the net realizable value of its assets may be materially less than the amounts recorded on the consolidated statements of financial position. The consolidated financial statements do not include any adjustments relating to the recoverability and classification of asset amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence.

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, customers, 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 its ability to raise funds at this time.

## ALTAN RIO MINERALS LIMITED

Notes to the financial accounts for the three months ended September 30, 2020

### 2. BASIS OF PRESENTATION

#### Statement of compliance

These condensed interim consolidated financial statements, including comparatives, have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and Interpretations issued by the International Financial Reporting Interpretations Committee (“IFRIC”).

These condensed interim consolidated financial statements comply with International Accounting Standard (“IAS”) 34 “Interim Financial Reporting”.

The condensed interim consolidated financial statements have been prepared on a historical cost basis, except for financial instruments classified as and measured at their fair value. All dollar amounts presented are in US dollars unless otherwise specified. In addition, the consolidated financial statements have been prepared using the accrual basis of accounting except for cash flow information.

The condensed interim consolidated financial statements were authorized for issue by the Board of Directors on October 12, 2020

### 3. SIGNIFICANT ACCOUNTING POLICIES

#### Principles of consolidation

These condensed interim consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. All intercompany transactions and balances have been eliminated upon consolidation. The Company’s subsidiaries are listed in the following table:

Name of Subsidiary	Country of Incorporation	Proportion of Ownership Interest	Principal Activity
Altan Rio Holdings Canada Limited	Canada	100%	Holding company
Altan Rio Holdings Limited	British Virgin Islands	100%	Holding company
Altan Rio Limited	British Virgin Islands	100%	Holding company
GS Minerals Corp. Ltd.	Bermuda	100%	Holding company
BraveHeart Resources LLC	Mongolia	100%	Holding company
Altan Rio Mongolia LLC	Mongolia	100%	Project exploration
Altan Rio Minerals (Aust) Pty Ltd	Australia	100%	Project exploration

#### Foreign currency translation

The reporting currency for the Group has been changed for the June and subsequent periods to the Canadian dollar. Accordingly, comparisons have also been converted. The currency translation gains or losses have been added to capital reserves. The functional currency of an entity is the currency of the primary economic environment in which the entity operates. The functional currency of the Company and Altan Rio Holdings Canada Limited is the Canadian dollar. The functional currency of Altan Rio Holdings Limited and Altan Rio Limited is the US dollar, the Australian dollar for Altan Rio Minerals (Aust) Pty Ltd. and the Mongolian Tugrik for Altan Rio Mongolia LLC. The functional currency determinations were conducted through an analysis of the consideration factors identified in *IAS 21, The Effects of Changes in Foreign Exchange*. Accordingly, the accounts of the Company, Altan Rio Holdings Canada Limited, Altan Rio Minerals (Aust) Pty Ltd., and Altan Rio Mongolia LLC are translated into US dollars as follows:

- all of the assets and liabilities are translated at the rate of exchange in effect on the date of the consolidated statement of financial position;
- revenue and expenses are translated at the exchange rate approximating those in effect on the date of the

## ALTAN RIO MINERALS LIMITED

Notes to the financial accounts for the three months ended September 30, 2020

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transactions; and

- exchange gains and losses arising from translation are included in accumulated other comprehensive income/loss.

### 3. SIGNIFICANT ACCOUNTING POLICIES (cont'd...)

#### **Foreign currency translation** (cont'd...)

Transactions in currencies other than the entity's functional currency, are recorded at exchange rates prevailing on the dates of the transactions. At period end, monetary assets and liabilities are translated at the rate in effect on the date of the consolidated statement of financial position. Revenues and expenses are translated at the exchange rates approximating those in effect on the date of the transactions. Exchange gains and losses arising on translation are included in comprehensive loss.

#### **Use of estimates**

##### *Critical Judgments*

The preparation of the condensed interim consolidated financial statements requires management to make judgments regarding the going concern of the Company as previously discussed in Note 1, as well as the determination of functional currency. The functional currency is the currency of the primary economic environment in which an entity operates and has been determined for each entity within the Company. The functional currency for the Company and its subsidiaries has been determined as disclosed above.

##### *Key Sources of Estimation Uncertainty*

Significant estimates made by management affecting our consolidated financial statements include:

##### *Deferred Tax Assets & Liabilities*

The estimation of income taxes includes evaluating the recoverability of deferred tax assets based on an assessment of the Company's ability to utilize the underlying future tax deductions against future taxable income prior to expiry of those deductions. Management assesses whether it is probable that some or all of the deferred income tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income, which in turn is dependent upon the successful discovery, extraction, development and commercialization of mineral reserves. To the extent that management's assessment of the Company's ability to utilize future tax deductions changes, the Company would be required to recognize more or fewer deferred tax assets, and deferred income tax provisions or recoveries could be affected.

##### *Economic recoverability and probability of future economic benefits of exploration and evaluation assets*

Management has determined that exploration, evaluation, and related costs incurred which were capitalized may have future economic benefits and may be economically recoverable. Management uses several criteria in its assessments of economic recoverability and probability of future economic benefits including, geologic and other technical information, a history of conversion of mineral deposits with similar characteristics to its own properties to proven and probable mineral reserves, the quality and capacity of existing infrastructure facilities, evaluation of permitting and environmental issues and local support for the project.

#### **Cash and cash equivalents**

Cash and cash equivalents consist of cash on hand and highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value.

**3. SIGNIFICANT ACCOUNTING POLICIES (cont'd...)**

**Exploration and evaluation assets**

Before legal rights to explore a property have been acquired, costs are expensed as incurred. The Company records exploration and evaluation asset interests, which consist of the right to explore for mineral deposits, at cost. The Company records deferred exploration costs, which consist of costs attributable to the exploration of exploration and evaluation asset interests, at cost. All direct and indirect costs relating to the acquisition and exploration of these exploration and evaluation asset interests are capitalized on the basis of specific claim blocks until the exploration and evaluation asset interests to which they relate are placed into production, the exploration and evaluation asset interests are disposed of through sale or where management has determined there to be an impairment. If an exploration and evaluation asset interest is abandoned, the exploration and evaluation asset interests and deferred exploration costs will be written off to operations in the period of abandonment.

At each reporting period, capitalized costs are reviewed on a property-by-property basis to consider if there is any impairment on the subject property. In addition to considerations in accordance with IFRS 6, management also considers the following factors in assessing impairment: 1) whether the Company's exploration programs on the exploration and evaluation asset interests have significantly changed, such that previously identified resource targets are no longer being pursued; 2) whether exploration results to date are promising and whether additional exploration work is being planned in the foreseeable future; or 3) whether remaining lease terms are insufficient to conduct necessary studies or exploration work.

The recorded cost of exploration and evaluation asset interests is based on cash paid and the assigned value of share consideration issued (where shares are issued) for exploration and evaluation asset interest acquisitions and exploration costs incurred. The recorded amount may not reflect recoverable value, as this will be dependent on future development programs, the nature of the mineral deposit, commodity prices, adequate funding and the ability of the Company to bring its projects into production.

**Financial instruments**

*Classification*

The Company classifies its financial instruments in the following categories: at fair value through profit or loss ("FVTPL"), at fair value through other comprehensive (loss) income ("FVTOCI") or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company's business model for managing the financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI. 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 opted to measure them at FVTPL.

*Measurement*

Financial assets at FVTOCI

Elected investments in equity instruments at FVTOCI are initially recognized at fair value plus transaction costs. Subsequently they are measured at fair value, with gains and losses recognized in other comprehensive income (loss).

Financial assets and liabilities at amortized cost

Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment.



**3. SIGNIFICANT ACCOUNTING POLICIES (cont'd...)**

**Financial instruments (cont'd...)**

***Measurement (cont'd...)***

**Financial assets and liabilities at FVTPL**

Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed through profit or loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are recorded through profit or loss in the period in which they arise. Where management has opted to recognize a financial liability at FVTOCI, any changes associated with the Company's own credit risk will be recognized in other comprehensive income (loss).

***Impairment of financial assets at amortized cost***

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost.

At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset's credit risk has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve month expected credit losses. The Company shall recognize in profit or loss, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

***Derecognition***

**Financial assets**

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity. Gains and losses on derecognition are generally recognized in profit or loss. However, gains and losses on derecognition of financial assets classified as FVTOCI remain within accumulated other comprehensive income (loss).

**Financial liabilities**

The Company derecognizes financial liabilities only when its obligations under the financial liabilities are discharged, cancelled or expired. Generally, the difference between the carrying amount of the financial liability derecognized and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognized in profit or loss.

**Change in accounting policies - Leases**

The Company adopted IFRS 16 which replaced IAS 17 *Leases* and related interpretations, using the modified retrospective method which does not require restatement of prior period financial information. The new standard introduces a single lessee accounting model and requires a lessee to recognize a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. In determining the lease term, the Company considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option. The assessment is reviewed if a significant event of a significant changes in circumstance occurs which affects this assessment. IFRS 16 will result in an increase in assets and liabilities as fewer lease payments will be expensed. Management expects an increase in depreciation expenses and also an

**3. SIGNIFICANT ACCOUNTING POLICIES (cont'd...)**

**Change in accounting policies – Leases (cont'd...)**

increase in cash flow from operating activities as these lease payments will be recorded as financing outflows in the consolidated statements of cash flows. The adoption of IFRS 16 did not have a material impact on the Company's consolidated financial statements.

**Impairment of long-lived assets**

At the end of each reporting period, the Company's assets are reviewed to determine whether there is any indication that those assets may be impaired. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in profit or loss for the period. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but to an amount that does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

**Income taxes**

Income tax expense comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity. Current tax expense is the expected tax payable on taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is recorded using the asset and liability method, providing for temporary differences, between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Temporary differences are not provided for relating to goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect neither accounting nor taxable loss, and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the statement of financial position date.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized.

**Income (loss) per share**

Basic income (loss) per share is calculated using the weighted-average number of shares outstanding during the period.

Dilutive effect on earnings per share is recognized on the use of the proceeds that could be obtained upon exercise of options, warrants and similar instruments. It assumes that the proceeds would be used to purchase common shares at the average market price during the period.

**3. SIGNIFICANT ACCOUNTING POLICIES (cont'd...)**

**Income (loss) per share (cont'd...)**

Existing stock options and share purchase warrants have not been included in the computation of diluted income (loss) per share as to do so would be anti-dilutive. Accordingly, basic and diluted income (loss) per share are the same for the periods presented.

**Share-based compensation**

The Company accounts for stock options granted to directors, officers and employees at the fair value of the options granted. The fair value of options granted is recognized as a share-based payment expense with a corresponding increase in equity. An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee. Consideration paid on the exercise of stock options is credited to share capital and the fair value of the options is reclassified from reserves to share capital.

The fair value is measured at grant date and each tranche is recognized over the period during which the options vest. The fair value of the options granted is measured using the Black-Scholes option pricing model taking into account the terms and conditions upon which the options were granted. At each financial position reporting date, the amount recognized as an expense is adjusted to reflect the number of stock options that are expected to vest.

Where equity instruments are granted to employees, they are recorded at the fair value of the equity instrument granted at the grant date. The grant date fair value is recognized in profit or loss over the vesting period, described as the period during which all the vesting conditions are to be satisfied.

Stock options granted to non-employees are measured at the fair value of goods or services rendered or at the fair value of the instruments issued, if it is determined that the fair value of the goods or services received cannot be reliably measured.

**Future reclamation costs**

The Company recognizes liabilities for legal or constructive obligations associated with the retirement of the Company's exploration and evaluation assets and equipment. The net present value of future rehabilitation costs is capitalized to the related asset along with a corresponding increase in the rehabilitation provision in the period incurred. Discount rates using a pre-tax rate that reflect the time value of money are used to calculate the net present value.

The Company's estimates of reclamation costs could change as a result of changes in regulatory requirements, discount rates and assumptions regarding the amount and timing of the future expenditures. These changes are recorded directly to the related assets with a corresponding entry to the rehabilitation provision.

The increase in the provision due to the passage of time is recognized as finance expense.

The Company currently does not have any significant future reclamation costs.

**Comprehensive income (loss)**

Comprehensive income (loss) consists of net income (loss) and other comprehensive income (loss) and represents the change in shareholders' deficiency which results from transactions and events from sources other than the Company's shareholders. The Company's and subsidiary's translation of its financial results to United States dollars is the only item currently affecting comprehensive income (loss) for the periods presented.

## ALTAN RIO MINERALS LIMITED

Notes to the financial accounts for the three months ended September 30, 2020

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### 3. SIGNIFICANT ACCOUNTING POLICIES (cont'd...)

#### New standards issued but not yet effective

There are no other IFRS or International Financial Reporting Interpretations Committee interpretations that are not yet effective that would be expected to have a material impact on the Company's condensed interim consolidated financial statements.

### 6. EXPLORATION AND EVALUATION ASSETS

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<b>Balance June 31, 2020</b>	<b>\$1,007,750</b>
<b>Expenditure September Quarter</b>	<b>\$133,140</b>
<b>Capitalized expenditure to date</b>	<b>\$1,140,890</b>

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Title to exploration and evaluation assets involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyancing history characteristic of many mineral claims. The Company has investigated title to all of its exploration and evaluation assets and, to the best of its knowledge and with the exception of those noted below, title to all of its interests are in good standing. The exploration and evaluation assets in which the Company has committed to earn an interest are located in Mongolia and Western Australia.

The terms and commitments of the Company with respect to its exploration and evaluation assets are subject to change if and when the Company and its partners mutually agree to new terms and conditions.

#### Chandman-Yol, Mongolia

Licenses were issued to Altan Rio Mongolia LLC on April 17, 2009 and April 24, 2009.

#### Southern Cross Project, Australia

On June 23, 2020, the Company entered into an exploration and mining agreement with Tianye SXO Gold Mining Pty. Ltd. ("Tianye") over the historical Pilot gold deposit in Western Australia. Tianye is a significant tenement holder in the Southern Cross greenstone belt in Western Australia, and is also the owner and operator of the Marvel Loch gold processing facility, 35 kilometres south of the Southern Cross town site. Altan Rio's Southern Cross North Project (the "SCN Project") covers about 28 kilometres of the gold-rich Frasers Corinthian shear zone in the Southern Cross greenstone belt. Tianye's tenement M77/1049 is excised from Altan Rio's tenement holdings.

On April 29, 2020, the Company filed a National Instrument 43-101 – Standards of Disclosure for Mineral Projects ("NI 43-101") technical report for the SCN Project, located 360 km east of Perth, Western Australia, entitled "NI 43-101 Technical Report Altan Rio Minerals Limited – Southern Cross North Property, Western Australia" with an effective date of November 18, 2019 (the "**Technical Report**"). The Technical Report was prepared by Neal Leggo, BSc Hons, MAIG, MSEG, Principal Geologist, CSA Global Pty Ltd, a "Qualified Person" as defined under NI 43-101 and independent of Altan Rio. The Technical Report presents the results of a review of previous exploration over the SCN Project which comprises 14 exploration tenements covering approximately 23.7 km<sup>2</sup>.

## ALTAN RIO MINERALS LIMITED

Notes to the financial accounts for the three months ended September 30, 2020

### 8. RELATED PARTY TRANSACTIONS (cont'd...)

Key Management Personnel:

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of executive and non-executive members of the Company's Board of Directors and corporate officers. The remuneration of directors and other members of key management personnel during the three months ended June 30, 2020 and 2019 are as follows:

	2020	2019
Management and consulting fees	\$ 115,844	\$ 11,988

### 9. SHARE CAPITAL

#### Authorized share capital

There is unlimited number of common and preferred voting shares without nominal or par value.

On May 7, 2020 the Company consolidated its common shares at a ratio of six pre-consolidation common shares to one post-consolidation common share.

#### Issued share capital

On April 30, 2020, the Company closed the second tranche of a non-brokered private placement raising gross proceeds of \$300,000 through the sale of 30,000,000 common shares at a price of \$0.01 per share.

On May 25, the Company settled an aggregate of C\$857,794.80 of indebtedness owed to certain creditors through the issuance of an aggregate of 14,296,580 common shares at a deemed issuance price of \$0.06 per common share and an aggregate of 11,971,629 warrants, each warrant entitling the holder thereof to acquire one common share for \$0.10 per share for a period of 12 months

Subsequent to the end of the period ended June 30, 2020, the Company issued an aggregate of 42,328,526 common shares and 15,049,356 warrants pursuant to financings and debt settlements with certain creditors.

#### Share purchase and agents' warrants

There were 17,971,629 warrants outstanding as of June 30, 2020. Subsequent to the period ended June 30, 2020, the Company issued 15,049,356 warrants.

#### Stock options

The Company has established a stock option plan (the "Plan") for directors, employees, and consultants of the Company. From time to time, shares may be reserved by the Board, in its discretion, for options under the Plan, provided that at the time of the grant, the total number of shares so reserved for issuance by the Board shall not exceed the greater of 10% of the issued and outstanding listed shares (on a non-diluted basis) as at the date of grant. Options are non-assignable and may be granted for a term not exceeding that permitted by the Exchange, currently ten years. All stock options issued are subject to vesting terms. Options issued to officers and/or consultants might be subjected to a vest term depending on date of grant and nature of service. As at June 30, 2020, 4,200,000 options were outstanding, each option exercisable for one common share at a price of \$0.09 on or before June 26, 2024.

**12. CAPITAL MANAGEMENT**

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition, exploration and development of exploration and evaluation assets. In the management of capital, the Company includes components of equity. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. The properties in which the Company currently has an interest are in the exploration stage; as such the Company is dependent on external financing to fund activities. In order to carry out planned exploration and pay for administrative costs, the Company will spend its existing working capital and raise additional funds as needed. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

There were no changes to the Company's capital management approach during the period ended June 30, 2020. The Company is not subject to any externally imposed requirements.

**13. FINANCIAL INSTRUMENTS**

The Company is exposed to varying degrees to a variety of financial instrument related risks:

*Credit Risk*

Credit risk is the risk of loss and deposit associated with counterparty's inability to fulfil its payment obligations. The Company's cash and cash equivalents are held at a large Canadian financial institution in interest-bearing accounts. The Company has no investment in asset backed commercial paper. The Company's receivables consist mainly of sales tax receivable due from the Government of Canada and due from related parties. The Company believes it has no significant credit risk.

*Liquidity Risk*

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due.

*Market Risk*

Market risk is the risk of loss that may arise from changes in market factors such as interest rates and commodity and equity prices and foreign currency fluctuations.

a) *Interest rate risk*

The Company has cash and cash equivalent balances. The Company's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks.

b) *Foreign currency risk*

The Company is exposed to foreign currency risk on fluctuations related to cash and cash equivalents, receivables, accounts payables and accrued liabilities, loans payable, and due to/from related parties that are denominated in Canadian dollars, Mongolian Tugrik and Australian dollars.

## ALTAN RIO MINERALS LIMITED

Notes to the financial accounts for the three months ended September 30, 2020

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c) *Price risk*

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices of gold and copper, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

*Sensitivity Analysis*

The Company operates in Australia and Mongolia and is exposed to risk from changes in the Australian dollar and the Mongolian Tugrik.