



Organto Foods Inc.

(formerly Columbus Exploration Corporation)

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Canada

**Management's Discussion and Analysis
(Unaudited)**

**For the Three Months Ended
March 31, 2016**

(Stated in Canadian Dollars)

Dated May 27, 2016

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The following Management's Discussion and Analysis ("MD&A") focuses on significant factors that have affected Organto Foods Inc.'s (formerly Columbus Exploration Corporation) (the "Company" or "Organto") and its subsidiary's performance and such factors that may affect its future performance. This MD&A should be read in conjunction with the Company's audited consolidated financial statements and related notes for the year ended December 31, 2015 and the accompanying unaudited condensed interim consolidated financial statements for the interim period ended March 31, 2016, both of which were prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB"). Unless otherwise noted, all currency amounts are in Canadian dollars. "This quarter" or "current quarter" means the three month period ended March 31, 2016. This MD&A is dated May 27, 2016.

Forward looking information

This MD&A contains "forward-looking information and statements" that are subject to risk factors set out under the caption *Caution regarding forward looking statements* later in this document. The reader is cautioned not to place undue reliance on forward-looking statements.

Profile and strategy

On November 30, 2015, Agricola Nuova Terra Guatemala S.A. ("Agricola") completed its reverse takeover (the "RTO") of Columbus Exploration Corporation ("Columbus Exploration"). Upon completion of the RTO, Columbus Exploration changed its name to Organto Foods Inc., and Agricola became a wholly-owned subsidiary of Organto. On March 21, 2016, Agricola changed its name to Organto Guatemala, Sociedad Anonima ("Organto Guatemala"). For the purposes of these consolidated financial statements, the "Company" is defined as the consolidated entity. The Company's common shares are listed for trading on the TSX Venture Exchange ("TSXV") and is traded under the stock symbol "OGO".

The Company was incorporated on May 18, 2007 under the laws of the Province of British Columbia, Canada. The Company's principal business activity is the sourcing, processing and packaging of natural, organic and specialty food products. Organto owns and operates greenhouses in Guatemala used for the production and growing of organic produce. Agricola commenced full operations in March 2014.

Overall performance and financial outlook

The following highlight's the Company's overall performance for the three months ended March 31, 2016:

- Revenues of \$1,401,340 during the current quarter, compared to \$766,586 during the same period in the prior year;
- Gross profit of \$295,786 during the current quarter, compared \$109,493 during the same period in the prior year;
- Net loss of \$646,448 for the three months ended March 31, 2016, compared to \$190,529 during the same period in the prior year;
- Cash balance of \$3,969 at March 31, 2016, compared to \$63,211 at December 31, 2015;
- Working capital deficiency of \$1,995,352 at March 31, 2016, compared to \$881,783 at December 31, 2015.

On May 16, 2016, the Company announced a non-brokered private placement of up to 7,000,000 common shares of Organto at a price of \$0.35 per share, for total gross proceeds of up to \$2,450,000. Finder's fees may be paid in connection with the private placement in accordance with the policies of the TSXV. The private placement is subject to approval by the TSXV.

On March 30, 2016, the Company entered into a secured convertible promissory note with SG Strategic Income Limited ("SGSI") pursuant to which SGSI has agreed to lend the Company US\$590,000 (the "Loan") until March 30, 2017. Outstanding amounts will incur interest at a rate of 5% annually. The Loan and any interest accrued to date thereon will convert into common shares of the Company (i) at SGSI's election on delivering written notice to the Company; or (ii) automatically, if Organto completes a financing of at least \$5 million, including the value of SGSI's convertible note and any other debt convertible into equity securities of the Company as a result of such financing. Any conversion will be effected based on a price of CDN\$0.42 per share and conversion shares will be issued on the same terms and conditions that are applicable to the securities issued under the financing.

The Company's financial condition is affected by general market conditions and conditions specific to the organic and conventional food producing and processing industry. These conditions include, but are not limited to, the price of raw materials and accessibility of debt or equity.

For details relating to the Company's financial performance, please refer to the *Summary of quarterly results* section.

Discussion of operations

Production

Organto operates a 2,300 m² plant and processing facility in Patzún, Guatemala and grows organic agricultural products in its company operated farms in Jalapa, Guatemala. In addition, the Company sub-contracts growing of conventional products to multiple growing associations in and around the Patzún, Guatemala area. The Patzún facility is managed by a ten-person team that oversees all aspects of farming and running the plant operations. All products grown or outsourced from local farmers are transported to the plant in Patzún to be processed, cleaned, sorted, graded and packed in the facility. Current and future products include snow peas, sugar snaps, various types of green beans (haricot verts), peppers, broccoli and other vegetable products.

The Patzún plant allows the company to increase the sourcing and production of conventional and organic produce around the plant. This will positively affect Organto's margins and allow the Company to reduce its average cost per kilogram for shipped product. Operating margins are expected to increase with new farming relationships and the high demand for the company's organic products.

Organto has invested in a number of internal growth projects and selective acquisitions to diversify its product and source base, add capacity and improve the profitability of its plant operations. Organto's business plan calls for the construction and installation of over 5 hectares of organic greenhouses in 2015 and an additional 5 to 10 hectares in 2016 and 2017, subject to the availability of sufficient capital or financing. As of the date of this MD&A, Organto owns and operates one greenhouse in Guatemala. Currently, 3 hectares of greenhouses are being constructed and refurbished to fit production of specific products. These changes will be completed in 2016 with additional expansion in 2017.

On May 11, 2016, the Company announced the creation of majority-owned Organto Argentina S.A. ("Organto Argentina"), and the signing of a contract with Maresba, S.A. ("Maresba"), a large producer of organic fruit from the Patagonian region of Argentina, with more than 70 years of experience in the production, processing and sale, of a variety of fruit products for export to the United States and Europe.

Organto intends to commence production in Argentina this year and initially focus on snow peas and sugar snaps, together with the introduction of fresh, organic asparagus under the Organto brand. Under the terms of the contract, Organto and Maresba have entered into an agreement that will allow Organto to pack and process its product from the Patagonia region of Argentina in Maresba's state of the art plant over the next 10 years. Maresba will be required to maintain the plant's organic certification while Organto will fund a modest level of capital expenditures for required machinery. Organto will pay Maresba a fixed percentage above actual costs to cover fixed plant expenditures. Maresba's large scale 28,300 m² plant will allow Organto to store up to 4 million kilograms of fresh product in cold storage facilities. In addition, Organto and Maresba will be working together to develop and implement specific aspects of Organto's social responsibility platform and organic cooperative farming model.

On April 26, 2016, the Company announced the signing of a Letter of Intent with Antonio Pullin Pivaral Farm for a joint-venture on the 150 hectare, fully certified (OCIA) Finca Buenos Aires organic farm located in Santa Rosa, Guatemala. The Pivaral Family are pioneers in farming and have been growing in the FRAIJANES coffee producing area of Guatemala for over 100 years. Finca Buenos Aires is situated at approximately 4000 feet on a fertile valley that is rich in nutrients due to the presence of volcanic sediment that has been deposited in the area for millennia. The farm has been certified organic by OCIA for over the past 20 years and is ideal for growing beans and other high margin organic produce. Practices at the farm are in accordance with the highest organic handling standards, with a strong emphasis on social responsibility and sustainability. Pursuant to the terms of the joint-venture, Organto will contribute technical oversight, working capital, and organic seeds and fertilizers, for the 10-year life of the agreement; and the Pivaral's will provide the land, machinery and employees. Organto will also initially fund the cost of the irrigation system, which will be amortized and recovered over a 5-year period.

On March 21, 2016, the Company appointed Mr. Andres Barresi as Chief Operating Officer, replacing Mr. Arturo Bickford. Mr. Barresi has extensive experience in the agricultural and foods industry in the public and private sectors. Andres started his career in the family business, a large producer of organic fruits in Patagonia, Argentina. He worked as a consultant for McKinsey & Company in the energy and food sectors and later joined Hermes Management Consulting where he became a partner, and held responsibilities in a number of countries in the Americas. He has spent the last few years working in M&A and Private Equity for Invixx Investimentos in Sao Paulo, Brazil. Mr. Barresi holds a Degree in Industrial Engineering with a major in Food Industries from the University of Buenos Aires and holds an MBA in Operational and Strategy from Cornell University.

On March 9, 2016, the Company announced that it has received organic certifications under the USDA National Organic Program (USDA NOP), European Organic Certification (EC 834/2007 and 889/2008), Canada Organic Certification and the Japan Agricultural Standard organic programs. The certifications cover the Monjas and La Pastoria farms which are approximately 38 hectares of open-field growing farms in Guatemala as well as 3.2 hectares of greenhouses.

On February 22, 2016, the Company announced that its processing and packing facility located in Patzún, Guatemala has received approval for organic certification under the USDA National Organic Program. Quality Certification Services ("QCS"), a leading organic certification program based in Florida, reviewed Organto's application and records. QCS is an industry leader with more than 25 years of experience in certification with clients in 39 states and 12 countries.

Sales

The Company supplies distributors, agricultural brokers, retailers and food service companies with a variety of private-label and branded retail market agricultural produce in Europe and the United States of America. Organto supplies to many end-clients through a series of agricultural brokers and distributors for logistical reasons. In the future, Organto anticipates selling most of its products through a diversity of end-users in multiple countries and continents. Given the complexity in distribution and logistics, Organto has focused on establishing relationships with a few distributors and clients. Currently, demand for organic products exceeds the Company's ability to supply sufficient product.

On April 28, 2016, the Company announced that it entered into an exclusive distribution agreement for the U.S. market with Fairtrasa, a Swiss based, leading producer of organic, fair trade products from small-scale farmers in Mexico, Peru, Columbia, Chile, Argentina and the Dominican Republic, whereby Organto will be the exclusive importer and distributor of Fairtrasa fair trade, organic bananas into the lucrative U.S. market. The multi-year agreement is subject to an initial provisional period and provides for the importation, distribution and retail of product under the "Organto" brand name.

On April 14, 2016, the Company announced the appointment of Mr. Rients van der Wal as the Managing Director of Organto Europa BV, Organto's recently formed European subsidiary based in the Netherlands. Rients brings over 15 years of experience in the produce and organic food industry, having recently been Head of Sales of Total Exotics for Total Produce, one of the largest importers and distributors of fresh produce in Europe. His responsibilities will include building out Organto's distribution efforts in Europe as well as strategic sourcing of additional products.

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Non-current assets held for sale

As part of the RTO transaction, the Company acquired exploration and evaluation assets from Columbus Exploration with carrying values follows:

	March 31, 2016 (\$)	December 31, 2015 (\$)
Mogollon property	425,735	453,699
Clanton Hills property	25,975	27,680
	451,710	481,379

During the three months ended March 31, 2016, the Company received \$27,448 (US\$20,000) from Columbus Gold Corp. ("Columbus Gold"), a company with certain directors and officers in common, as an advance for the transfer of the Clanton Hills property to Columbus Gold.

Subsequent to March 31, 2016, the Company completed the transfer of the Mogollon property to Columbus Gold for settlement of \$443,429 owed by the Company to Columbus Gold.

Selected quarterly information

	Q1 2016 (\$)	Q4 2015 (\$)	Q3 2015 (\$)	Q2 2015 (\$)	Q1 2015 (\$)	Year End 2014 (\$) ¹
Revenues	1,401,340	815,624	15,484	43,263	766,586	228,571
Loss from continuing operations attributable to shareholders of the Company	(647,552)	(1,081,634)	(387,261)	(134,514)	(190,529)	(224,709)
Loss from discontinued operations attributable to shareholders of the Company	-	(7,615)	-	-	-	-
Net loss for the period attributable to shareholders of the Company	(647,552)	(1,089,249)	(387,261)	(134,514)	(190,529)	(224,709)
Basic and diluted loss per share from continuing operations	(0.01)	(0.04)	nm ²	nm ²	nm ²	nm ²
Basic and diluted loss per share from discontinued operations	-	(0.00)	nm ²	nm ²	nm ²	nm ²
Basic and diluted loss per share for the period	(0.01)	(0.04)	nm ²	nm ²	nm ²	nm ²

¹The Company has not presented quarterly information for its past eight quarters as it has not prepared quarterly financial statements for such quarters as a private company in 2014.

²Not meaningful. The loss per share has not been presented as the Company did not establish the intended authorized and issued share capital until November 30, 2015.

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	Mar 31, 2016 (\$)	Dec 31, 2015 (\$)	Sep 30, 2015 (\$)	Jun 30, 2015 (\$)	Mar 31, 2015 (\$)	Dec 31, 2014 (\$) ¹
Cash	3,969	63,211	11,374	4,326	1,020	44,791
Total assets	7,028,267	7,194,697	5,310,985	4,525,293	4,185,754	3,850,068
Total non-current financial liabilities	-	(764,087)	(1,807,067)	(843,376)	(303,335)	(415,193)

¹ The Company has not presented quarterly information for its past eight quarters as it has not prepared quarterly financial statements for such quarters as a private company in 2014.

The Company incurred a net loss of \$646,448 during the current quarter, compared to \$190,529 during the comparative period in the prior year. The increase in the net loss is discussed below.

Revenues for the three months ended March 31, 2016 increased to \$1,401,340, from \$766,586 in the prior year, an increase of 82%. The revenue increase is a result of the Company ramping up production during the latter half of 2015, leading to increased sales subsequently. Accordingly, cost of sales during the current quarter increased to \$1,105,554 from \$657,093 in the prior year; an increase of 68%.

Overhead and operating expenses increased to \$444,731 this quarter, from \$132,974 in the prior year. These increased costs are primarily attributable to the Company completing the RTO on November 30, 2015 and incurring additional overhead as a publicly traded company. The additional overhead in the current quarter includes financial statement audit and review fees of \$48,000, corporate services provided by Columbus Gold (see Related Party Transactions section) of \$35,000, management fees of \$128,135, directors fees of \$18,000 and other.

Salaries and benefits increased in the current quarter to \$196,731 from \$48,249 in the prior year. The increase is the result of hiring additional staff and ramping up production.

Amortization expense increased to \$168,656 in the current quarter, from \$57,368 during the same period in the prior year. The increase in amortization expense is a result of significant investments in property, plant and equipment during 2015, which are now being amortized.

The Company has amounts due to Omega S.A. ("Omega"), short-term loans payable, and a convertible loan payable, all of which incur various interest rates. Total interest expense recognized during the current quarter relating to these liabilities is \$42,152, compared to \$nil during the prior year comparative period.

Foreign exchange gains and losses arise from transactions incurred in currencies other than the functional currency of the Company and its subsidiaries. The Company incurred a foreign exchange loss of \$93,153 this quarter, compared to \$nil during the prior year comparative period.

Liquidity and capital resources

At March 31, 2016, the Company had cash of \$3,969 and a working capital deficiency of \$1,995,352, compared to cash of \$63,211 and a working capital deficiency of \$881,783 at December 31, 2015.

Cash used in operating activities for the three months ended March 31, 2016 was \$47,266, compared to \$78,477 during the same period in the prior year. The decrease in cash used in operating activities is attributable to the Company effectively managing working capital.

During the current quarter, the Company received net cash of \$6,394 from investing activities. The net cash inflow consists of \$27,448 (US\$20,000) received from Columbus Gold as an advance for the Clanton Hills property, partially offset by investments in property, plant, and equipment in Guatemala of \$21,054. There were no cash flows from investing activities during the three months ended March 31, 2015.

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The Company used \$16,300 in financing activities quarter, consisting of \$13,487 in interest paid, and partial repayment of a short-term loan of \$2,813. During the three months ended March 31, 2015, the Company received \$31,665 for shares to be issued.

At March 31, 2016, the Company had current liabilities of \$3,842,741, and no non-current liabilities.

Off-balance sheet arrangements

The Company has no off-balance sheet arrangements.

Related party transactions

The Company has a "Services Agreement" with Columbus Gold, whereby Columbus Gold provides administration and management services for a fixed monthly fee. The Services Agreement is effective November 30, 2015, until December 31, 2016 and may be terminated with 30 days' notice by Columbus Gold. Columbus Gold has certain directors and officers in common with the Company.

The following related party transactions were in the normal course of operations:

	Three months ended	
	March 31, 2016 (\$)	March 31, 2015 (\$)
Management fees paid or accrued to Peter L. Gianulis, President and CEO of the Company	(36,000)	-
Sales to Unifresh LLC and Fresh Organics LLC, companies owned by a founding shareholder of Agricola	-	766,586
Management fees paid or accrued to Fresh Organics LLC	(24,000)	-
Management fees paid or accrued to Brandal B.V., a company owned by a director of the Company's subsidiary	(68,135)	(21,922)
Administration fees paid or accrued to Columbus Gold	(35,000)	-
Directors fees paid or accrued	(18,000)	-
	(181,135)	744,664

The following summarizes advances, amounts that remain payable or accrued to each related party:

	March 31, 2016 (\$)	December 31, 2015 (\$)
Advances to Fresh Organics LLC	124,600	137,085
Management fees payable to Fresh Organics LLC	(32,000)	(8,000)
Due to Omega S.A.	(407,881)	(451,825)
Management fees payable to Peter L. Gianulis	(92,705)	(44,707)
Directors fees payable included in accrued liabilities	(24,000)	(6,000)
Trade payable to Columbus Gold	(42,000)	(5,250)
Advance from Columbus Gold for Clanton Hills property	(25,974)	-
Amounts due to Columbus Gold, to be settled in exchange for Mogollon property	(443,429)	(453,698)
Loans payable to CrediPresto, a corporation of which a Javier Reyes, a director of the Company, is a principal	(105,418)	(114,657)
	(1,027,485)	(947,052)

Commitments

At March 31, 2016, the Company has the following commitments:

	Within 1 year (\$)	Between 1 and 5 years (\$)	After 5 years (\$)	Total (\$)
Lease payments for land use in Guatemala	125,876	503,506	572,759	1,202,141
Management services from Fresh Organics LLC	96,000	128,000	-	224,000
Services Agreement with Columbus Gold	90,000	-	-	90,000
	311,876	631,506	572,759	1,516,141

Proposed transactions

There are no proposed transactions at the date of this MD&A.

Critical accounting estimates

The preparation of financial statements in accordance with IFRS requires management to make estimates and assumptions which affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. The Company's management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised.

Estimates and assumptions where there is risk of material adjustments to assets and liabilities in future accounting periods include estimates of useful lives of depreciated and amortized assets, the valuation of inventory which includes estimates with regards to the allocation of overhead and determining the net realizable value, assumptions used in determination of the fair value of share-based payments, the recoverability and measurement of deferred tax assets, and the allocation of the purchase price associated with the acquisition of a business.

The preparation of financial statements in accordance with IFRS requires the Company to make judgments, apart from those involving estimates, in applying accounting policies. The most significant judgments in preparing the Company's financial statements include the assumption that the Company will continue as a going concern, classification of expenditures and the classification of financial instruments.

Changes in accounting policies and standards

A number of new standards, and amendments to standards and interpretations, are not yet effective for the three months ended March 31, 2016, and have not been applied in preparing these consolidated financial statements. Those that may have a significant effect on the consolidated financial statements of the Company are as follows:

(a) IFRS 9 – *Financial Instruments* (“IFRS 9”)

This new standard is a partial replacement of IAS 39 “Financial Instruments: Recognition and Measurement”. IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2018.

(b) IFRS 15 – *Revenue from Contracts with Customers* (“IFRS 15”)

IFRS 15 specifies how and when an IFRS reporter will recognise revenue as well as requiring such entities to provide users of financial statements with more informative, relevant disclosures. The standard supersedes IAS 18 'Revenue', IAS 11 'Construction Contracts' and a number of revenue-related interpretations. Application of the standard is mandatory for all IFRS reporters and it applies to nearly all contracts with customers: the main exceptions are leases, financial instruments and insurance contracts. IFRS 15 is effective for annual periods beginning on or after January 1, 2018.

(c) Other

Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's financial statements.

Financial instruments

The fair value of the Company's financial instruments, financial statement classification and associated risks are presented in the table below:

Financial instrument	Basis of measurement	Associated risks	Fair value at March 31, 2016 (\$)
Cash	Fair value through profit or loss	Credit, currency and concentration	3,969
Receivables	Amortized cost	Credit, currency and concentration	666,279
Accounts payable	Amortized cost	Currency	(1,942,506)
Due to Omega S.A.	Amortized cost	Currency	(407,881)
Short-term loans payable	Amortized cost	Currency	(105,418)
Convertible loan payable	Amortized cost	Currency	(612,713)
Embedded derivative financial liability	Fair value through profit or loss	Currency	(127,347)
Due to Columbus Gold	Amortized cost	Currency	(443,429)
Advance from Columbus Gold	Amortized cost	Currency	(25,974)
			(2,995,020)

The Company's financial instruments are exposed to certain financial risks. The risk exposures and the impact on the Company's financial instruments at March 31, 2016 are summarized below. The Board of Directors reviews with management the principal risks affecting the Company and the systems that have been put in place to manage these risks.

(a) Credit risk

The credit risk exposure on cash is limited to their carrying amounts at the date of the statement of financial position. Cash is held as cash deposits with a creditworthy chartered banks in Canada, Guatemala and Europe. The risk is assessed as low.

(b) Liquidity risk

Liquidity risk arises from the Company's general and capital financing needs. The Company manages liquidity risk by attempting to maintain sufficient cash and cash equivalent 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, 2016, the Company had a working capital deficiency of \$1,995,352 (December 31, 2015 – 881,783).

(c) Market risks – interest rate

The Company does not have debt that is subject to interest rate risks, as the debt have fixed rates.

Sensitivity analysis

A 1% change in interest rates does not have a material effect to the Company's profit or loss and equity.

As the Company's functional currency is the Canadian Dollar, where foreign currency transactions such as the US Dollar, European Euro, and Guatemalan Quetzal are converted into Canadian Dollars, changes in exchange rates between these currencies may have an effect on the Company's profit or loss and equity. A +/- 10% change in the exchange rate between those currencies and the Canadian Dollar can affect net income by approximately \$1,000.

Capital management

The Company's objectives when managing capital are to ensure an optimal capital structure is maintained to reduce overall cost of capital and allowing flexibility to respond to changes in working capital requirements.

In the management of capital, the Company includes the components of shareholders' equity as well as cash and receivables.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, acquire or dispose of assets or adjust the amount of cash and investments.

In order to facilitate the management of its capital requirements, the Company monitors working capital and cash flows regularly. There have been no changes to the Company's capital management policies and procedures since the end of the most recent fiscal year.

Other information

Outstanding share data

At the date of this MD&A, the Company has 72,608,931 shares issued and outstanding. In addition, there are 4,800,000 share purchase options outstanding with an exercise price of \$0.065 to \$0.20, which are all exercisable as at the date hereof. The Company presently has no warrants outstanding.

Risks and uncertainties

Risk factors

Prior to making an investment decision investors should consider the investment risks set out below and those described elsewhere in this document, which are in addition to the usual risks associated with an investment in a business engaged in the production of organic and conventional produce. The directors of the Company consider the risks set out below to be the most significant to potential investors in the Company, but do not represent all of the risks associated with an investment in securities of the Company. If any of these risks materialize into actual events or circumstances or other possible additional risks and uncertainties of which the partners are currently unaware or which they consider not to be material in relation to the Company's business, actually occur, the Company's assets, liabilities, financial condition, results of operations (including future results of operations), business and business prospects are likely to be materially and adversely affected.

Additional Capital Requirements

The ability of the Company to continue to expand its operations will depend on its continuing ability to raise capital, through equity or debt financing. Debt or equity financing may not be available to us on favorable terms or at all. In addition, an equity financing would dilute the Company's current shareholders and may result in a decrease in our share price if the Company is unable to realize returns equal to or above our current rate of return. Agricola will not be able to expand its operations within the natural and organic food industries without continued access to capital resources.

The building and operation of the Company's facilities and business are capital intensive. In order to execute the anticipated growth strategy, the Company will require additional equity and/or debt financing to support ongoing operations, to undertake capital expenditures or to undertake acquisitions or other business combination transactions. There can be no assurance that additional financing will be available to the Company when needed or on terms which are acceptable. The Company's inability to raise financing to support on-going operations or to fund capital expenditures or acquisitions could limit its growth and may have a material adverse effect upon future profitability. The Resulting Issuer may require additional financing to fund its operations to the point where it is generating positive cash flows.

Agricola has incurred losses in recent periods. There is no certainty that the Company will be able to achieve or maintain profitability in the future, and it may continue to incur significant losses in the future. In addition, the Company expects to continue to increase operating expenses as it implements initiatives to continue to grow its business. If the Company's revenues do not increase to offset these expected increases in costs and operating expenses, Agricola will not be profitable.

Dilution

In order to finance future operations and development efforts, the Company may raise funds through the issue of shares or securities convertible into shares. The constating documents of the Company allow it to issue, among other things, an unlimited number of shares for such consideration and on such terms and conditions as may be established by the partners of the Company, in many cases, without the approval of shareholders. The Company cannot predict the size of future issues of shares or securities convertible into shares or the effect, if any, that future issues and sales of shares will have on the price of the shares. Any transaction involving the issue of previously authorized but unissued shares or securities convertible into shares would result in dilution, possibly substantial, to present and prospective shareholders of the Company.

Limited Operating History

Agricola began carrying on business in 2014 and has generated over \$1.0 million in revenue from the sale of products. Agricola is therefore subject to many of the risks common to early-stage enterprises, including undercapitalization, cash shortages, limitations with respect to personnel, financial, and other resources and lack of revenues. There is no assurance that Agricola will be successful in establishing a customer base, that consumers will purchase its products, or that it will begin generating revenues. The company's ability to achieve a return on shareholders' investment and the likelihood of its success must be considered in light of the company's early stage of operations.

Reliance on operators and key employees

The success of the Company will be largely dependent upon the performance of its management and key employees. The Company does not have any key man insurance policies and therefore there is a risk that the death or departure of any member of management or any key employee could have a material adverse effect on the Company. In assessing the risk of an investment in the Company's shares, potential investors should realize that they are relying on the experience, judgment, discretion, integrity and good faith of the management of the Company. An investment in the Company's shares is suitable only for those investors who are willing to risk a loss of their entire investment and who can afford to lose their entire investment.

Reliance on a Single Processing Facility

To date, Agricola's activities and resources have been primarily focused on its facility in Patzún, Guatemala. The operations of the the Company will continue to be focused on this facility for the foreseeable future. Adverse changes or developments affecting the Company could have a material and adverse effect on the Company's business, financial condition and prospects. Operations and financial performance may be adversely affected if the Company is unable to keep up with the maintenance requirements of the facility, or in the event of a shut down of the facility for any reason, such as a natural disaster.

Competition

The agricultural produce industry is intensely competitive in all of its phases. The Company competes with other companies some of whom will have greater financial resources, larger facilities, more capacity, higher staffing levels, greater economies of scale, pricing advantages, longer operating histories and more established market presences. The Company may have little or no control over some or all of these competitive factors. If the Company is unable to effectively respond to these competitive factors or if the competition in its product markets results in price reductions or decreased demand for the Company's products, its business, results of operations and financial condition may be materially impacted.

The Company intends to focus its business on the production, processing, packing and shipping of organic produce grown in company-owned facilities. As a result of changing consumer preferences and awareness, there is increased demand for organic produce over conventional produce grown using genetically modified organism seeds (GMO), harmful, chemical pesticides and herbicides. The Company expects to face additional competition from new entrants to the organic produce market. The Company's ability to remain competitive will depend to a great extent on its ability to establish a customer base, maintain competitive pricing levels, manage transportation and delivery logistics and effectively market its products to its wholesale customers. There can be no assurance that the Company will have sufficient resources to compete successfully with its current or future competitors in these areas, which could have a material adverse effect on its business plan and results of operations.

Insurance

The agricultural and food production industry is subject to risks that could result in lost crops, contamination, health and food safety concerns, product liability lawsuits, regulatory action and potential liability and costs. Agricola intends to maintain insurance in amounts it believes and which are customary in the agricultural industry. However, such insurance often contains exclusions and limitations on coverage. As such, the Agricola's insurance policies may not provide coverage for all losses related to their business, including environmental liabilities and losses. The occurrence of losses, liabilities or damage not covered by such insurance policies could have a material adverse effect on the Company's ability to achieve profitability, results of operations and financial condition.

The market price of shares may be subject to wide price fluctuations

In addition, stock markets have from time to time experienced extreme price and volume fluctuations, which, as well as general economic and political conditions, could adversely affect the market price for the shares.

The Company is unable to predict whether substantial amounts of shares will be sold in the open market. Any sales of substantial amounts of shares in the public market, or the perception that such sales might occur, could materially and adversely affect the market price of the shares.

Global financial conditions

Global financial conditions over the last few years have been characterized by increased volatility and several financial institutions have either gone into bankruptcy or have had to be rescued by governmental authorities. These factors may affect the ability of the Company to obtain equity or debt financing in the future on terms favourable to it. Additionally, these factors, as well as other related factors, may cause decreases in asset values that are deemed to be other than temporary, which may result in impairment losses. If such increased levels of volatility and market turmoil continue, the operations of the Company may suffer adverse impact and the price of our Shares may be adversely affected.

Credit risk

Credit risk is the risk of an unexpected loss if a party to its financial instruments fails to meet its contractual obligations. The Company's financial assets exposed to credit risk will be primarily composed of cash and amounts receivable. While the Company will attempt to mitigate its exposure to credit risk, there can be no assurance that unexpected losses will not occur. Such unexpected losses could adversely affect the Company.

Management's responsibility for financial statements

The information provided in this report, including the financial statements, is the responsibility of management. In the preparation of these statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgments and have been properly reflected in the accompanying financial statements.

Disclosure and internal controls

Disclosure controls and procedures have been established to provide reasonable assurance that material information relating to the Company is made known to management, particularly during the period in which annual filings are being prepared. Furthermore, internal controls over financial reporting have been established to ensure the Company's assets are safeguarded and to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with IFRS.

The Company is an emerging markets issuer, and as such, is required by the TSXV to have sufficient internal controls over financial reporting. The Company is in the process of implementing an internal controls framework that is based on the COSO 2013 framework, established by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company anticipates implementation to be completed and ready for fiscal 2017.

Caution regarding forward looking statements

This document contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to as "forward-looking statements"). Often, but not always, forward-looking statements can be identified by the use of words such as "plans," "expects" or "does not expect," "is expected," "planned," "budget," "scheduled," "estimates," "continues," "forecasts," "projects," "predicts," "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," "should," "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from any of our future results, performance or achievements expressed or implied by the forward-looking statements; consequently, undue reliance should not be placed on forward-looking statements.

Forward-looking statements are based on a number of assumptions that may prove to be incorrect, including, but not limited to, assumptions about: general business and economic conditions; the timing of the receipt of required approvals for operations; the availability of equity and other financing on reasonable terms; power prices; the Company's ability to procure equipment and operating supplies in sufficient quantities and on a timely basis; the Company's ability to attract and retain skilled labour and staff; the impact of changes in Canadian/US dollar and other foreign exchange rates on costs and results; market competition; and ongoing relations with employees and with business partners and joint venturers.

We caution you that the foregoing list of important factors and assumptions is not exhaustive. Events or circumstances could cause our actual results to differ materially from those estimated or projected and expressed in, or implied by, these forward-looking statements. Management undertakes no obligation to update publicly or otherwise revise any forward-looking statements or the foregoing list of factors, whether as a result of new information or future events or otherwise, except as may be required under applicable laws.

Additional information

Additional information relating to the Company is available on SEDAR at www.sedar.com.

Corporation information

Head Office: 1090 Hamilton Street
Vancouver, BC, V6B 2R9

Directors: Javier Reyes
Jeffrey Klenda
Peter Gianulis
Robert Giustra

Officers: Robert Giustra, Chairman
Peter Gianulis, Chief Executive Officer and President
Andrew Yau, Chief Financial Officer
Andres Barresi, Chief Operating Officer
Jenna Virk, Corporate Secretary and VP Legal

Auditor: DMCL LLP
1500 – 1140 West Pender Street
Vancouver, BC, V6E 4G1

Legal Counsel: McMillan LLP
Suite 1500 - 1055 West Georgia Street
Vancouver, BC, V6E 4N7

Transfer Agent: Computershare Investor Services
2nd Floor – 510 Burrard Street
Vancouver, BC, V6C 3B9



Organto Foods Inc.
(formerly Columbus Exploration Corporation)
1090 Hamilton Street
Vancouver, B.C.
V6B 2R9
Canada

Condensed Interim Consolidated Financial Statements
(Unaudited)

For the Three Months Ended
March 31, 2016

(Stated in Canadian Dollars)

Organto Foods Inc. (formerly Columbus Exploration Corporation)
Condensed Interim Consolidated Statements of Financial Position (Unaudited)
(Expressed in Canadian Dollars)



	March 31, 2016 (\$)	December 31, 2015 (\$)
Assets		
Current assets		
Cash	3,969	63,211
Receivables	666,279	291,350
Inventories	365,410	325,923
Prepaid expenses and advances (note 3, 12)	360,021	363,771
Assets held for sale (note 4, 12)	451,710	481,379
	1,847,389	1,525,634
Non-current assets		
Property, plant and equipment (note 5)	4,687,905	5,175,135
Other non-current assets (note 6)	13,241	14,196
Goodwill	479,732	479,732
	7,028,267	7,194,697
Liabilities		
Current liabilities		
Accounts payable (note 12)	1,942,506	1,271,444
Accrued liabilities (note 12)	177,473	115,793
Due to Omega S.A. (note 7, 12)	407,881	451,825
Short-term loans payable (note 8, 12)	105,418	114,657
Convertible loan payable (note 9)	612,713	-
Embedded derivative financial liability (note 9)	127,347	-
Due to Columbus Gold Corp. (note 4, 12)	443,429	453,698
Advance from Columbus Gold Corp. (note 4, 12)	25,974	-
	3,842,741	2,407,417
Non-current liabilities		
Long-term loan payable (note 9)	-	764,087
	3,842,741	3,171,504
Equity		
Share capital (note 10)	4,834,368	4,834,368
Reserves	1,023,891	1,215,087
Deficit	(2,673,814)	(2,026,262)
Equity attributable to shareholders of Organto Foods Inc.	3,184,445	4,023,193
Non-controlling interest	1,081	-
Total equity	3,185,526	4,023,193
	7,028,267	7,194,697

Nature of operations and going concern (note 1)
Commitments (note 14)
Subsequent events (note 15)

Approved by the Board of Directors

"Robert Giustra"
Robert Giustra – Director

"Peter Gianulis"
Peter Gianulis – Director

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

Organto Foods Inc. (formerly Columbus Exploration Corporation)
Condensed Interim Consolidated Statements of Loss (Unaudited)
(Expressed in Canadian Dollars)



	Three months ended	
	March 31, 2016 (\$)	March 31, 2015 (\$)
Revenues (note 12)	1,401,340	766,586
Cost of sales (note 11)	(1,105,554)	(657,093)
Gross profit	295,786	109,493
Overhead and other operating expenses	444,731	132,974
Salaries and benefits	196,731	48,249
Amortization (note 5)	168,656	57,368
	(514,332)	(129,098)
Interest expense	(42,152)	-
Other income (expense)	3,189	(61,431)
Foreign exchange loss	(93,153)	-
Net loss for the period	(646,448)	(190,529)
Net loss attributable to:		
Shareholders of Organto Foods Inc.	(647,552)	(190,529)
Non-controlling interest	1,104	-
	(646,448)	(190,529)
Loss per share (note 10c)		
Basic and diluted	(0.01)	nm ¹

¹ Not meaningful. The loss per share has not been presented as the Company did not establish the intended authorized and issued share capital until November 30, 2015.

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

Organto Foods Inc. (formerly Columbus Exploration Corporation)
 Condensed Interim Consolidated Statements of Comprehensive Loss (Unaudited)
 (Expressed in Canadian Dollars)



	Three months ended	
	March 31, 2016 (\$)	March 31, 2015 (\$)
Net loss for the period	(646,448)	(190,529)
Other comprehensive income (loss) for the period:		
Item(s) that may subsequently be re-classified to net income or loss:		
Foreign currency translation gain	(191,222)	298,219
Comprehensive income (loss) for the period	(837,670)	107,690
Comprehensive income (loss) attributable to:		
Shareholders of Organto Foods Inc.	(838,748)	107,690
Non-controlling interest	1,078	-
	(837,670)	107,690

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

Organto Foods Inc. (formerly Columbus Exploration Corporation)
Condensed Interim Consolidated Statements of Cash Flows (Unaudited)
(Expressed in Canadian Dollars)



	Three months ended	
	March 31, 2016 (\$)	March 31, 2015 (\$)
Operating activities		
Net loss for the period	(646,448)	(190,529)
Items not involving cash		
Accrued interest expense	21,771	-
Unrealized foreign exchange	86,676	-
Amortization	168,656	57,368
Cash used in operating activities before changes in non-cash working capital	(369,345)	(133,161)
Changes in non-cash working capital		
Accounts receivable	(374,929)	(206,582)
Inventories	(39,487)	(32,490)
Prepaid expenses and advances	3,750	-
Accounts payable	671,062	221,919
Accrued liabilities	61,683	71,837
Cash used in operating activities	(47,266)	(78,477)
Investing activities		
Advance from Columbus Gold Corp. for Clanton Hills property (note 4, 12)	27,448	-
Property, plant and equipment	(21,054)	-
Cash from investing activities	6,394	-
Financing activities		
Interest paid	(13,487)	-
Repayment of short-term loan	(2,813)	-
Shares to be issued	-	31,665
Cash (used in) from financing activities	(16,300)	31,665
Effect of foreign exchange on cash	(2,070)	3,041
Decrease in cash	(59,242)	(43,771)
Cash, beginning of period	63,211	44,791
Cash, end of period	3,969	1,020

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

Organto Foods Inc. (formerly Columbus Exploration Corporation)
Condensed Interim Consolidated Statements of Changes in Equity (Unaudited)
(Expressed in Canadian Dollars)



	Attributable to equity holders of Organto Foods Inc.					Non-controlling interest (\$)	Total (\$)
	Number of shares	Share capital (\$)	Shares to be issued (\$)	Reserves (\$)	Deficit (\$)		
Balance at January 1, 2015	50	648	3,204,457	363,870	(224,709)	-	3,344,266
Shares to be issued	-	-	31,665	-	-	-	31,665
Comprehensive loss for the period	-	-	-	298,219	(190,529)	-	107,690
Balance at March 31, 2015	50	648	3,236,122	662,089	(415,238)	-	3,483,621
Balance at January 1, 2016	72,608,931	4,834,368	-	1,215,087	(2,026,262)	-	4,023,193
Contributions from non-controlling interest	-	-	-	-	-	3	3
Comprehensive loss for the period	-	-	-	(191,196)	(647,552)	1,078	(837,670)
Balance at March 31, 2016	72,608,931	4,834,368	-	1,023,891	(2,673,814)	1,081	3,185,526

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

1. Nature of operations and going concern

On November 30, 2015, Agricola Nuova Terra Guatemala S.A. (“Agricola”) completed its reverse takeover (the “RTO”) of Columbus Exploration Corporation (“Columbus Exploration”), pursuant to which Columbus Exploration acquired all of the issued and outstanding common shares of Agricola in exchange for 46,228,882 common shares of Columbus Exploration, Columbus Exploration paying Agricola shareholders \$100,088 (US\$75,000) on or before September 11, 2015 (paid), a final payment of \$240,260 (US\$185,000) on or before December 31, 2016, and Columbus Exploration assuming \$315,382 (US\$242,844) in debt which bears interest at a rate of 8.5% per annum.

Upon completion of the RTO, Columbus Exploration changed its name to Organto Foods Inc. (“Organto”), and Agricola became a wholly-owned subsidiary of Organto. On March 21, 2016, Agricola changed its name to Organto Guatemala, Sociedad Anonima (“Organto Guatemala”). For the purposes of these consolidated financial statements, the “Company” is defined as the consolidated entity. The Company’s common shares are listed for trading on the TSX Venture Exchange (“TSXV”) and is traded under the stock symbol “OGO”.

The Company was incorporated on May 18, 2007 under the laws of the Province of British Columbia, Canada. The Company’s principal business activity is the sourcing, processing and packaging of natural, organic and specialty food products. Organto owns and operates greenhouses in Guatemala used for the production and growing of organic produce. Agricola commenced full operations in March 2014.

These consolidated financial statements have been prepared on a going concern basis which implies that the Company will continue realizing its assets and discharging its liabilities in the normal course of business for the foreseeable future. Should the going concern assumption not continue to be appropriate, further adjustments to carrying values of assets and liabilities may be required. The operations of the Company were primarily funded by the issue of share capital and loans. At March 31, 2016, the Company had a working capital deficiency of \$1,995,352 (December 31, 2015 – working capital deficiency of \$881,783) and an accumulated deficit of \$2,673,814 (December 31, 2015 - \$2,026,262). Accordingly, the ability of the Company to realize the carrying value of its assets and continue operations as a going concern is dependent upon its ability to obtain additional financing as needed, continued financial support from related parties, and ultimately on generating future profitable operations. The factors described may cast significant doubt about the Company’s ability to continue as a going concern.

The Company’s head office and principal address is located at 1090 Hamilton Street, Vancouver, British Columbia, V6B 2R9, Canada.

2. Basis of presentation

These condensed interim consolidated financial statements have been prepared in accordance with International Accounting Standards 34, *Interim Financial Reporting* (“IAS 34”) using accounting policies consistent with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”). These condensed interim consolidated financial statements have been prepared using the same accounting policies and methods of computation as the most recent annual financial statements for the year ending December 31, 2015. Certain amounts in the prior period have been reclassified to conform to the presentation in the current period.

These condensed interim consolidated financial statements were approved by the Board of Directors and authorized for issue on May 27, 2016.

Organto Foods Inc. (formerly Columbus Exploration Corporation)
Notes to the Condensed Interim Consolidated Financial Statements (Unaudited)
For the Three Months Ended March 31, 2016 and 2015
(Expressed in Canadian Dollars)



3. Prepaid expenses and advances

	March 31, 2016 (\$)	December 31, 2015 (\$)
Prepaid expenses and advances	218,836	232,875
Advances to farmers	141,185	130,896
	360,021	363,771

The Company has provided funding, fertilizers, seeds and other supplies to local farms in Guatemala for the growing of produce. The advances are non-refundable and are deducted against the purchase of produce from the local farms when the produce is harvested.

4. Assets held for sale

As part of the RTO transaction, the Company acquired exploration and evaluation assets from Columbus Exploration with carrying values as follows:

	March 31, 2016 (\$)	December 31, 2015 (\$)
Mogollon property	425,735	453,699
Clanton Hills property	25,975	27,680
	451,710	481,379

During the three months ended March 31, 2016, the Company received \$27,448 (US\$20,000) from Columbus Gold Corp. ("Columbus Gold"), a Company with certain directors and officers in common, as an advance for the transfer of the Clanton Hills property to Columbus Gold.

Subsequent to March 31, 2016, the Company completed the transfer of the Mogollon property to Columbus Gold for settlement of \$443,429 owed by the Company to Columbus Gold.

5. Property, plant and equipment

	Buildings (\$)	Machinery & equipment (\$)	Furniture and other (\$)	Land (\$)	Construction in progress (\$)	Total (\$)
Cost						
At January 1, 2015	1,577,542	1,977,454	72,255	-	37,149	3,664,400
Additions	214,040	360,620	23,730	111,975	324,872	1,035,237
Foreign exchange	318,399	406,859	15,752	9,393	34,328	784,731
At December 31, 2015	2,109,981	2,744,933	111,737	121,368	396,349	5,484,368
Additions	-	20,254	800	-	-	21,054
Foreign exchange	(141,940)	(185,814)	(7,517)	(8,164)	(26,663)	(370,098)
At March 31, 2016	1,968,041	2,579,373	105,020	113,204	369,686	5,135,324
Accumulated amortization						
At January 1, 2015	(6,573)	(10,739)	(602)	-	-	(17,914)
Amortization for the year	(86,632)	(182,116)	(8,007)	-	-	(276,755)
Foreign exchange	(3,519)	(10,259)	(786)	-	-	(14,564)
At December 31, 2015	(96,724)	(203,114)	(9,395)	-	-	(309,233)
Amortization for the period	(26,097)	(136,986)	(5,573)	-	-	(168,656)
Foreign exchange	8,339	21,182	949	-	-	30,470
At March 31, 2016	(114,482)	(318,918)	(14,019)	-	-	(447,419)
Net book value						
At December 31, 2015	2,013,257	2,541,819	102,342	121,368	396,349	5,175,135
At March 31, 2016	1,853,559	2,260,455	91,001	113,204	369,686	4,687,905

The Company's buildings are situated on land owned by a third party, which is subject to a lease agreement (note 14).

6. Other non-current assets

Other non-current assets consists of land payments of \$13,241 (December 31, 2015 - \$14,196) in advance in Guatemala.

Organto Foods Inc. (formerly Columbus Exploration Corporation)
Notes to the Condensed Interim Consolidated Financial Statements (Unaudited)
For the Three Months Ended March 31, 2016 and 2015
(Expressed in Canadian Dollars)



7. Due to Omega S.A.

During the year ended December 31, 2014, Omega S.A. (“Omega”), a company owned by one of the founding shareholders of Agricola, loaned Agricola \$415,913 (US\$361,000) (the “Omega Loan”). The loan accrues interest at 8.5% per annum upon completion of the RTO and is due on October 31, 2016. On March 31, 2015, the Company assigned its receivables in the amount of \$149,303 (US\$118,156) to Omega.

During 2015, Omega advanced an aggregate amount of \$65,453 (Guatemalan Quetzals (“Q”) Q370,000), with an interest rate of 8.5% per annum, for working capital purposes. An additional \$37,876 (US\$28,821) was loaned to the Company during 2015, interest free.

The tables below summarizes amounts owing to Omega.

	March 31, 2016 (\$)	December 31, 2015 (\$)
Loan from Omega (US\$242,844), 8.5% interest	302,571	338,318
Advance from Omega (Q370,000) for working capital, 8.5% interest	61,050	65,453
Advance from Omega (US\$28,821), interest free	35,287	37,876
Interest payable to Omega	8,973	10,178
	407,881	451,825

	(\$)
Balance at January 1, 2015 (US\$361,000)	415,193
Assignment of receivables (US\$118,156) to Omega	(149,303)
Advances from Omega	103,329
Interest expense	10,178
Foreign exchange	72,428
Balance at December 31, 2015	451,825
Partial payment of interest	(8,752)
Interest expense	8,200
Foreign exchange	(43,392)
Balance at March 31, 2016	407,881

Organto Foods Inc. (formerly Columbus Exploration Corporation)
Notes to the Condensed Interim Consolidated Financial Statements (Unaudited)
For the Three Months Ended March 31, 2016 and 2015
(Expressed in Canadian Dollars)



8. Short-term loans payable

As part of the RTO transaction, Agricola assumed two existing loan agreements between Columbus Exploration and CrediPresto SAPI de C.V., SOFOM, E.N.R. ("CrediPresto").

The first loan was for \$45,455 (US\$35,000) dated September 21, 2015, at 18% interest per annum, and was repayable on December 21, 2015. The loan has not been repaid on the due date, as the Company is currently restructuring the loan.

The second loan was for \$58,442 (US\$45,000) dated November 19, 2015, at 18% interest per annum, and is repayable on April 19, 2016. The loan has not been repaid on the due date, as the Company is currently restructuring the loan.

On January 7, 2016, the Company entered into a loan agreement with CrediPresto for \$23,377 (US\$18,000), at 18% interest per annum, and is repayable on July 7, 2016.

The tables below summarizes amounts owing to CrediPresto.

	March 31, 2016 (\$)	December 31, 2015 (\$)
Loan from CrediPresto, September 21, 2015, 18% interest	19,416	48,440
Loan from CrediPresto, November 19, 2015, 18% interest	58,442	62,280
Loan from CrediPresto, January 7, 2016, 18% interest	23,377	-
Interest payable to CrediPresto	4,183	3,937
	105,418	114,657
		(\$)
Balance at January 1, 2015		-
Loan from CrediPresto (US\$35,000), 18% interest		48,440
Loan from CrediPresto (US\$45,000), 18% interest		62,280
Interest expense		3,937
Balance at December 31, 2015		114,657
Repayment of principal (US\$20,050)		(27,516)
Repayment of interest (US\$3,450)		(4,735)
Loan from CrediPresto (US\$18,000), 18% interest		24,703
Interest expense		3,833
Foreign exchange		(5,524)
Balance at March 31, 2016		105,418

The principal of CrediPresto is also a director of the Company.

9. Convertible loan payable

On March 30, 2016, the Company entered into a secured convertible promissory note with SG Strategic Income Limited (“SGSI”) pursuant to which SGSI has agreed to lend the Company \$766,233 (US\$590,000) until March 30, 2017. Outstanding amounts incur interest at a rate of 5% annually and secured by a first charge on the Company’s assets in Guatemala. SGSI had advanced to the Company \$757,458 (US\$558,000) during fiscal 2015, prior to finalizing the terms of the loan. As at March 31, 2016, a total of \$724,675 (US\$558,000) has been lent to the Company.

The loan and any interest accrued to date thereon will convert into common shares of the Company (i) at SGSI’s election on delivering written notice to the Company; or (ii) automatically, if the Company completes a financing of at least \$5 million, including the value of the SGSI’s convertible note and any other debt convertible into equity securities of the Company as a result of such financing. Any conversion will be effected based on a price of \$0.42 per share and conversion shares will be issued on the same terms and conditions that are applicable to the securities issued under the financing.

Upon finalizing the terms of the loan on March 30, 2016, the Company recorded the fair value of the conversion option of \$127,347 (US\$98,057) as an embedded derivative liability with the residual amount allocated to the debt component. The embedded derivative liability is subject to revaluation at each balance sheet date with the change in fair value recorded in the Statement of Loss. The debt component will be accreted to the face value of the loan over the one year term using the effective interest rate method.

The tables below summarizes amounts owing to SGSI.

	March 31, 2016 (\$)	December 31, 2015 (\$)
Loan from SGSI	597,327	757,458
Interest payable to SGSI	15,386	6,629
	612,713	764,087
		(\$)
Balance at January 1, 2015		-
Loan from SGSI (US\$558,000), 5% interest		757,458
Interest expense (US\$4,910)		6,629
Balance at December 31, 2015		764,087
Reclassified to <i>Embedded derivative liability</i>		(127,347)
Interest expense (US\$6,937)		9,520
Foreign exchange		(33,547)
Balance at March 31, 2016		612,713

10. Share capital

(a) Common shares

Authorized – unlimited common shares without par value.

At March 31, 2016, the Company had 72,608,931 (December 31, 2015 – 72,608,931) common shares issued and outstanding.

On November 30, 2015, Agricola completed the RTO, pursuant to which Columbus Exploration acquired all the issued and outstanding shares of Agricola in exchange for 46,228,882 common shares of Columbus Exploration. Prior to the RTO, Columbus Exploration had 26,380,049 common shares issued and outstanding.

(b) Share options

The Company has adopted a rolling stock option plan whereby the Board of Directors, may from time to time, grant options to directors, officers, employees or non-employee service providers to a maximum of 10% of the outstanding common shares of the Company at any point in time, less any share options already reserved for issuance under share options granted under previous stock option plans of the Company or granted under any other employee incentive purchase plan that the Company may adopt. Options granted must be exercised no later than ten years from date of grant or such lesser period as determined by the Company's Board of Directors. The exercise price of an option is not less than the closing price on the TSXV on the last trading day preceding the grant date.

As of November 30, 2015, all former 100,000 Columbus Exploration share options continued to be stock options of the Company.

The continuity of the Company's share options is as follows:

	Number of options	Weighted average exercise price (\$)
Balance, January 1, 2015	-	-
Former Columbus Exploration share options at November 30, 2015	100,000	0.09
Granted	4,700,000	0.20
Balance, December 31, 2015 and March 31, 2016	4,800,000	0.20

A summary of the Company's share options at March 31, 2016 is as follows:

Exercise price (\$)	Options outstanding		Options exercisable	
	Number of options outstanding	Weighted average remaining contractual life (years)	Number of options exercisable	Weighted average remaining contractual life (years)
0.065	65,000	2.72	65,000	2.72
0.15	35,000	3.61	35,000	3.61
0.20	4,700,000	4.67	4,700,000	4.67
0.065-0.20	4,800,000	4.64	4,800,000	4.64

Organto Foods Inc. (formerly Columbus Exploration Corporation)
Notes to the Condensed Interim Consolidated Financial Statements (Unaudited)
For the Three Months Ended March 31, 2016 and 2015
(Expressed in Canadian Dollars)



10. Share capital - continued

4,700,000 share options were granted during the year ended December 31, 2015, which all vested on the date of grant. The assumptions used in the Black-Scholes Option Pricing model were as follows: expected price volatility of 73%, risk free interest rate of 0.62%, expected life of options of 1 year, and no dividend yield. The fair value of these options granted was \$0.06, resulting in a total fair value of \$276,515.

The fair value of each share option is estimated on the date of grant using the Black-Scholes Option Pricing Model that uses the assumptions noted in the table above. Expected volatilities are based on historical volatility of the Company's shares, and other factors. The expected term of share options granted represents the period of time that share options granted are expected to be outstanding. The risk-free rate of periods within the contractual life of the share option is based on the Canadian government bond rate.

(c) Loss per share and diluted loss per share

	Three months ended	
	March 31, 2016 (\$)	March 31, 2015 (\$)
Basic and diluted loss per share	(0.01)	nm ¹
Net loss for the period	(646,448)	(190,529)

¹ Not meaningful. The loss per share has not been presented as the Company did not establish the intended authorized and issued share capital until November 30, 2015.

	Three months ended	
	March 31, 2016	March 31, 2015
Shares outstanding, beginning of period and end of period	72,608,931	50
Basic and diluted weighted average number of shares outstanding	72,608,931	50

For the three months ended March 31, 2016 there were 4,800,000 (2014 – nil) share options that are potentially dilutive but not included in the diluted earnings per share calculation as the effect would be anti-dilutive.

(d) Escrow shares

As at March 31, 2016 and December 31, 2015, 46,228,882 shares issued to Agricola shareholders remain in escrow.

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11. Cost of sales

	Three months ended	
	March 31, 2016 (\$)	March 31, 2015 (\$)
Materials and transportation	348,668	224,795
Produce	597,498	321,126
Salaries and benefits	159,388	111,172
	1,105,554	657,093

12. Related party transactions

The Company has a “Services Agreement” with Columbus Gold, whereby Columbus Gold provides administration and management services for a fixed monthly fee. The Services Agreement is effective November 30, 2015, until December 31, 2016 and may be terminated with 30 days’ notice by Columbus Gold. Columbus Gold has certain directors and officers in common with the Company.

The following related party transactions were in the normal course of operations:

	Three months ended	
	March 31, 2016 (\$)	March 31, 2015 (\$)
Management fees paid or accrued to Peter L. Gianulis, President and CEO of the Company	(36,000)	-
Sales to Unifresh LLC and Fresh Organics LLC, companies owned by a founding shareholder of Agricola	-	766,586
Management fees paid or accrued to Fresh Organics LLC	(24,000)	-
Management fees paid or accrued to Brandal B.V., a company owned by a director of the Company’s subsidiary	(68,135)	(21,922)
Administration fees paid or accrued to Columbus Gold	(35,000)	-
Directors fees paid or accrued	(18,000)	-
	(181,135)	744,664

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12. Related party transactions - continued

The following summarizes advances, amounts that remain payable or accrued to each related party:

	March 31, 2016 (\$)	December 31, 2015 (\$)
Advances to Fresh Organics LLC	124,600	137,085
Management fees payable to Fresh Organics LLC	(32,000)	(8,000)
Due to Omega S.A. (note 7)	(407,881)	(451,825)
Management fees payable to Peter L. Gianulis	(92,705)	(44,707)
Directors fees payable included in accrued liabilities	(24,000)	(6,000)
Trade payable to Columbus Gold	(42,000)	(5,250)
Advance from Columbus Gold for Clanton Hills property	(25,974)	-
Amounts due to Columbus Gold, to be settled in exchange for Mogollon property	(443,429)	(453,698)
Loans payable to CrediPresto, a corporation of which a Javier Reyes, a director of the Company, is a principal	(105,418)	(114,657)
	(1,048,807)	(947,052)

13. Segmented information

The Company has one reportable business segment, being the sourcing, processing and packaging of natural, organic and specialty food products. Sales were made to 6 customers during the three months ended March 31, 2016, and all sales were made to one customer during the three months ended March 31, 2015 (note 12).

Information by geographical areas is as follows:

	March 31, 2016 (\$)	December 31, 2015 (\$)
Current assets		
Canada	25,602	84,034
Guatemala	1,083,412	960,221
Europe	286,665	-
USA	451,710	481,379
	1,847,389	1,525,634
Non-current assets		
Canada	480,488	479,732
Guatemala	4,700,390	5,189,331
	5,180,878	5,669,063
Total assets		
Canada	506,090	563,766
Guatemala	5,783,802	6,149,552
Europe	286,665	-
USA	451,710	481,379
	7,028,267	7,194,697

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13. Segmented information - continued

Significant customer sales are as follows:

Customer	Location of Customer	Three months ended	
		March 31, 2016 (\$)	March 31, 2015 (\$)
Customer A	Europe	433,055	-
Customer B	USA	429,520	-
Customer C	Europe	246,712	-
Customer D	Europe	139,392	-
Customer E	Europe	105,566	-
Customer F	Europe	47,095	-
Unifresh LLC and Fresh Organics LLC	USA	-	766,586
		1,401,340	766,586

14. Commitments

At March 31, 2016, the Company has the following commitments:

	Within 1 year (\$)	Between 1 and 5 years (\$)	After 5 years (\$)	Total (\$)
Lease payments for land use in Guatemala (note 5)	125,876	503,506	572,759	1,202,141
Management services from Fresh Organics LLC (note 12)	96,000	128,000	-	224,000
Services Agreement with Columbus Gold (note 12)	90,000	-	-	90,000
	311,876	631,506	572,759	1,516,141

15. Subsequent events

Subsequent to March 31, 2016, the Company completed the transfer of the Mogollon property to Columbus Gold for settlement of \$443,429 owed by the Company to Columbus Gold.

On May 16, 2016, the Company announced a non-brokered private placement of up to 7,000,000 common shares at a price of \$0.35 per share, for total gross proceeds of up to \$2,450,000. Finder's fees may be paid in connection with the private placement in accordance with the policies of the TSXV. The private placement is subject to approval by the TSXV.