

**ALEXANDRIA MINERALS CORPORATION**  
**Management Discussion and Analysis**  
**For the nine months ended January 31, 2014**

This Management Discussion and Analysis (“MD&A”) is intended to assist the reader in the understanding and assessment of the trends and significant changes in the results of operations and financial conditions of Alexandria Minerals Corporation (“Alexandria” or the “Company”). This MD&A should be read in conjunction with the unaudited financial statements of the Company, including the notes thereto, for the nine months ended January 31, 2014 (“Q3 F2014”). The comparative reporting period is the nine months ended January 31, 2013 (“Q3 F2013”).

The condensed consolidated interim financial statements of Alexandria have been prepared in accordance with IFRS as issued by the IASB applicable to the preparation of interim financial statements, including IAS 34, Interim Financial Reporting. The condensed consolidated interim financial statements should be read in conjunction with the annual financial statements for the year ended April 30, 2013 (“F2013”), which have been prepared in accordance with IFRS as issued by the IASB.

This MD&A has taken into account information available up to and including March 31, 2014. All dollar amounts in this MD&A are in Canadian dollars unless otherwise stated. The financial statements, along with Certifications of Annual and Interim Filings and press releases, are available on the Canadian System for Electronic Document Analysis and Retrieval (SEDAR) at [www.sedar.com](http://www.sedar.com).

#### Forward-looking Statements

This MD&A may contain forward-looking statements that are based on the Company’s expectations, estimates and projections regarding its business and the economic environment in which it operates. These statements speak only as of the date on which they are made, are not guarantees of future performance and involve risks and uncertainties that are difficult to control or predict. Examples of some of the specific risks associated with the operations of the Company are set out below under “Risk Factors”. Actual outcomes and results may differ materially from those expressed in these forward-looking statements and readers should not place undue reliance on such statements.

#### Qualified Persons and Note on Current Resources

In this report, the Company relies principally on Mr. Eric Owens, P.Geo, as the Qualified Person (“QP”) for all properties as defined under National Instrument 43-101 (“NI 43-101”), with contribution by Ms. Emilie Batailler, P.Geo, and external QP’s as needed. Mr. Owens has read and approved the technical and scientific information contained in this MD&A. Disclosure on mineralization on adjacent properties has not been verified by Mr. Owens and is not necessarily indicative of the Company’s anticipated results. As of the date of this MD&A, the Company has reported Current Resources as defined by NI 43-101 on three of its gold projects in the Val d’Or area, its Orenada and Sleepy properties (both in 2009), and at Akasaba, where the Company provided an updated resource estimate in March 2013. The remaining properties do not contain NI 43-101 compliant resources, and there is no guarantee that economic deposits exist on them. It is uncertain if further exploration will result in such targets being delineated as a Current Resource.

## **OVERALL PERFORMANCE**

### **Principal Business**

Alexandria is a junior gold exploration company, with a current focus on under-explored, high-potential mineral exploration properties in the world-class gold mining districts of Quebec and Ontario, Canada. The Company was incorporated on May 27, 2002 and completed its initial public offering on March 22, 2006. Alexandria’s shares began trading on the TSX Venture Exchange (“TSX-V”) under the symbol “AZX” on

March 24, 2006. The Company has also received secondary listings on the Frankfurt Stock Exchange (symbol "A9D"), and trades on the pink sheets in the United States (symbol "ALXDF").

Alexandria has 25 mineral properties in 3 areas throughout the Abitibi Belt in northern Quebec and Ontario, a mineral-rich geological region with an extensive mining history. The Company's activities are focused on the Cadillac Break Property Group in Val d'Or, Quebec, a 35 kilometer ("km") long, contiguous, property package consisting of 22 individual properties, covering 12,363 hectares on 662 claims. Included on this property group are the Company's 3 most advanced exploration projects, Akasaba, Orenada and Sleepy, with Current Resources as follows:

Deposit	Cut-off Grade	Measured and Indicated			Inferred		
		Tonnes	Grade (g/t Au)	Au (oz.)	Tonnes	Grade (g/t Au)	Au (oz.)
<b>Akasaba Underground</b>	2.25	609,300	5.93	116,240	1,475,600	5.58	264,960
<b>Akasaba Open Pits</b>	0.50	3,009,200	1.37	132,550	219,900	1.93	13,640
<b>Orenada</b>	0.50	10,273,975	1.35	446,891	7,399,643	1.27	302,469
<b>Sleepy</b>	2.00				1,557,000	3.00	150,400
<b>Totals</b>				<b>695,681</b>			<b>731,469</b>

Notes to table:

- Resources for Akasaba (2013) and Sleepy (2009) calculated by Christian d'Amours of Geopointcom, and for Orenada (2009), Geologica, Inc.
- Mineral resources which are not mineral reserves have not demonstrated economic viability. The estimate of mineral resources may be materially affected by environmental, permitting, legal, title, taxation, sociopolitical, marketing, or other relevant issues, although the Company is not aware of any such issues.
- The quantity and grade of reported inferred resources in this estimation are uncertain in nature and there has been insufficient exploration to define these inferred resources as an Indicated or Measured mineral resource and it is uncertain if further exploration will result in upgrading them.
- The mineral resources were estimated using the Canadian Institute of Mining, Metallurgy and Petroleum (CIM), CIM Standards on Mineral Resources and Reserves, Definitions and Guidelines prepared by the CIM Standing Committee on Reserve Definitions and adopted by CIM Council.

The Company also holds interests in 2 other properties in Quebec: the Siscoe East property in Val d'Or, (110 claims in a 50-50 joint venture with NioGold Mining Corp.) and the Gwillim property, in the Chibougamau mining District, some 250 km north of Val d'Or. In Ontario, the Company holds interests in one project adjacent to Matachewan, Ontario, with 49 claims, which stretches 11 km along the Cadillac-Larder Lake Break.

## Operations/Activities

### *Project Developments*

#### Disposition of Mineral Rights

On January 13, 2014 the Company closed a definitive asset purchase agreement (the "Asset Purchase Agreement") and a 2% Net Smelter Return Royalty ("NSR" or "royalty") Agreement with Agnico Eagle Mines Limited ("Agnico").

Pursuant to the terms of the Asset Purchase Agreement, Alexandria has sold to Agnico the mineral rights to the West Zone Au-Cu Property comprising 14 mining claims located in Bourlamaque and Louvicourt Townships, Quebec, for \$5,000,000 cash.

In addition to the lump sum payment of \$5,000,000, the following terms also apply to the sale:

- Alexandria has been granted a 2% NSR on any metal production after 210,000 ounces of gold have been produced
- Agnico retains the right to purchase one-half of the royalty, or 1%, by paying the sum of \$7,000,000 to Alexandria, and retains the right of first refusal for the remaining 1% NSR
- Agnico is responsible for the underlying (pre-existing) royalties on the claims
- Alexandria retains the right of first offer to re-acquire the claims following mining and reclamation for the sum of \$1.

### Exploration

During the three and nine months ended January 31, 2014 the Company incurred \$1,373,230 and \$1,855,485, respectively, in exploration expenditures compared to \$995,826 and \$2,689,255, respectively for the same periods a year earlier. For the nine month period, an overall reduction of expenditures representing a 31% decrease from a year earlier reflects management's recognition of the continuing difficult markets the industry has been facing for the last 2 years.

In contrast to the prior 6 months, the 3 month period ending January 31, 2014, was an active one for the Company's exploration group. During this period, the Company completed 25 diamond drill holes, totalling 7,947.35 m, on the Company's Valdora and Akasaba projects. The Company also completed a 78 line-km IPower 3D Induced Polarization ("IP") Survey over the Akasaba and Valdora properties, and began a downhole Induced Polarization survey on its Akasaba project.

Following the end of the third quarter, but prior to this report, the Company began a 4,000 m drilling program on its Sleepy project, and a 102 line-km surface Induced Polarization survey over its Oramaque, Ducros, Sabourin, and Annamaque properties.

In addition, the Company continued its ongoing digitization program of the more than 80 years of exploration data from its broader Cadillac Break property group.

### *Akasaba and Valdora*

In February 2013, the Company released an updated NI 43-101 estimate on the Akasaba property which increased its resources by more than 250% from its initial Resource Estimate less than a year earlier. Most of this increase came as a result of discovery of the West Zone, a blind discovery of wide, near-surface, gold-copper mineralization along strike with the Akasaba mine area resources. This discovery resulted in increasing the length of the gold zone to more than 2,000 m along strike and to 600 m depth, a 10 fold increase in size since 2009, with potential for growth in all directions.

With the sale of the West Zone to Agnico Eagle, Alexandria retains the resources in the vicinity of the Akasaba mine, which consist of both open pit and underground resources (see table on page 2). Alexandria's portion of the identified resources extends for 1 km along strike and 600 m at depth; these resources remain open both along strike to the east and at depth.

During the period, Alexandria's drilling focused on testing new targets north and east of the Akasaba mine area in an effort to broaden its hunt for more Akasaba-like gold-copper mineralization. Significant assay results from these holes include:

IAX-13-245: 5.29 g/t Au over 2.68 m  
 IAX-13-250: 2.12 g/t Au over 6.95 m, including 23.60 g/t over 0.5 m  
 VAX-13-003: 3.15 g/t Au over 1.08 m  
 VAX-13-005: 5.90 g/t Au over 5.47 m including 142.50 g/t Au over 0.21 m

These results represent Alexandria's first foray into its broader exploration program which is targeting Akasaba-like gold and base metal mineralization over the western half of its Cadillac Break property group. Likewise, early results from the IPower 3D Induced Polarization survey has identified 6 potentially significant anomalies on both the Akasaba and Valdora properties; of particular note is an anomaly along strike with the Akasaba mine trend to the east. Alexandria geologists continue to review this data for purposes of future drill targeting.

All drill results presented here have been released to the public, and can be found on Alexandria's web site, [www.azx.ca](http://www.azx.ca), or on [www.sedar.com](http://www.sedar.com).

## RESULTS OF OPERATIONS

The Company has no operating revenues other than interest income and relies on external financings to generate capital. Because of its activities, Alexandria incurs net losses. For the three and nine months ended January 31, 2014, Alexandria, realized an income of \$2,048,414 and \$1,750,717 respectively compared to a net loss of \$207,753 and loss of \$507,970, respectively for the comparative periods of fiscal 2013.

The Company routinely monitors its operations and costs associated with those operations, in order to better plan and implement its activities, taking into consideration the current economic climate and industry outlook. For the three and nine months ended January 31, 2014, Alexandria reported total general and administrative expenses ("G&A") of \$418,677 and \$825,980, respectively compared with \$288,690 and \$872,590, respectively for the same periods in fiscal 2013.

The following schedule describes the components of G&A for the three months ended January 31, 2014, compared to January 31, 2013:

Three months ended January 31,	F2014	F2013	\$ Change	% Change
Accounting and corporate services	\$ 19,088	\$ 13,883	\$ 5,205	37.5
Depreciation	2,375	2,674	(299)	(11.2)
Business development	39,497	54,643	(15,146)	(27.7)
Investor and public relations	19,652	37,440	(17,788)	(47.5)
Management fees	210,025	84,750	125,275	147.8
Office and general	57,897	42,703	15,194	35.6
Professional fees	67,674	21,170	46,504	219.7
Seminars and conferences	4,203	-	4,203	100.0
Share based payment	-	11,436	(11,436)	(100.0)
Wages	(1,734)	19,991	(21,725)	(108.7)
	<b>\$ 418,677</b>	<b>\$ 288,690</b>	<b>\$ 129,987</b>	<b>45.0</b>

The principal drivers of general and administration expenses changes during the three months ended January 31, 2014, when compared to the same period of last fiscal year were management fees with an increase of \$125,275 and professional fees with an increase of \$46,504 and office and general expenses with an increase of \$15,194. The principal decreases in expenses during the third quarter were business development with a decrease of \$15,146 and investor relations with a decrease of \$17,788.

The increase in management fees is principally the result of bonuses accrued to senior management during the first quarter of fiscal 2014 for a total of \$160,000. Professional fees increased due to legal costs associated to the sale of certain mining claims from the Akasaba west zone. The increase in office and general expenses is mainly due to information technology upgrades incurred during the quarter and government fees associated with flow-through share financing.

The decrease in investor relation charges are due mainly to a decrease in advertising, investor relations for and transfer fees charges. The reduction in business development expenses was mainly related to reductions in travelling charges.

The following schedule describes the components of G&A for the nine months ended January 31, 2014, compared to January 31, 2013:

<b>Nine months ended January 31,</b>	<b>F2014</b>	<b>F2013</b>	<b>\$ Change</b>	<b>% Change</b>
Accounting and corporate services	\$ 36,763	\$ 39,799	\$ (3,036)	(7.6)
Depreciation	6,989	8,022	(1,033)	(12.9)
Business development	127,895	176,562	(48,667)	(27.6)
Investor and public relations	62,866	139,856	(76,990)	(55.0)
Management fees	322,275	237,781	84,494	35.5
Office and general	135,957	143,352	(7,395)	(5.2)
Professional fees	98,657	72,856	25,801	35.4
Seminars and conferences	7,292	905	6,387	705.7
Share based payment	1,809	15,158	(13,349)	(88.1)
Wages	25,477	38,299	(12,822)	(33.5)
	<b>\$ 825,980</b>	<b>\$ 872,590</b>	<b>\$ (46,610)</b>	<b>(5.3)</b>

For the nine months ended January 31, 2014, when compared to the same period of fiscal 2013 the most significant increases were in management fees, explained again by a management bonus accrued during the third quarter of fiscal 2014 and professional fees of \$25,801 resulting from increase in corporate activity.

The most significant reductions for the year to date periods were investor relations for \$76,990 and business development for \$48,667.

**EXPENDITURES ON RESOURCE PROPERTIES**

The tables below summarize exploration expenditures for the three months ended January 31, 2014 and 2013.

**Three months ended January 31, 2014:**

	Orenada <sup>1</sup>	Akasaba <sup>1</sup>	Sleepy <sup>1</sup>	Other Cadillac Break Properties <sup>1</sup>	Other Quebec Properties <sup>2</sup>	Matachewan	Total
Balance (May 1, 2012)	\$4,534,801	\$10,235,721	\$2,771,953	\$6,226,327	\$1,532,937	\$1,342,309	\$26,644,048
Assays & Maps	-	137,019	-	-	-	-	137,019
Geophysics	-	310,289	-	34,519	-	-	344,808
Drilling	-	631,628	5,337	104,666	-	-	741,631
Geology and Geochemistry	-	10,182	4,083	20,735	-	-	35,000
Other exploration	275	7,213	-	6,803	-	882	15,173
Research	-	-	-	-	-	-	-
Allocated exploration expenses	(7,510)	82,924	(639)	(857)	-	(564)	73,354
Disposition	-	(2,281,476)	-	(559,451)	-	-	(2,840,927)
<b>Expenditures During period</b>	<b>(7,235)</b>	<b>(1,102,221)</b>	<b>8,781</b>	<b>(393,585)</b>	<b>-</b>	<b>318</b>	<b>(1,493,942)</b>
Balance end of the period	\$4,527,566	\$9,133,500	\$2,780,734	\$5,832,742	\$1,532,937	\$1,342,627	\$25,150,106

**Three months ended January 31, 2013:**

	Orenada <sup>1</sup>	Akasaba <sup>1</sup>	Sleepy <sup>1</sup>	Other Cadillac Break Properties <sup>1</sup>	Other Quebec Properties <sup>2</sup>	Matachewan	Total
Balance (May 1, 2012)	\$4,493,830	\$10,003,478	\$2,407,479	\$5,712,510	\$1,560,805	\$1,337,713	\$25,515,815
Assays & Maps	-	252,924	-	73,581	-	-	326,505
Geophysics	-	2,700	-	1,000	-	-	3,700
Drilling	(11,527)	(179,910)	104,845	127,487	-	-	40,895
Geology and Geochemistry	9,186	(133,779)	-	131	-	-	(124,462)
Other exploration	(15,698)	(233,719)	6,422	(77,269)	(24,984)	524	(344,724)
Research	(11,268)	(11,268)	(11,268)	-	-	-	(33,804)
Allocated exploration expenses	(3,544)	(3,085)	10,625	(1,009)	(2,801)	31	217
Gain on Disposition	-	-	-	-	-	-	-
<b>Expenditures During period</b>	<b>(32,851)</b>	<b>(306,137)</b>	<b>110,624</b>	<b>123,921</b>	<b>(27,785)</b>	<b>555</b>	<b>(131,673)</b>
Balance end of the period	\$4,460,979	\$9,697,341	\$2,518,103	\$5,836,431	\$1,533,020	\$1,338,268	\$25,384,142

The tables below summarize exploration expenditures for the nine months ended January 31, 2014 and 2013 which are included in the \$25,150,106 gross expenditures accumulated by the Company since its inception in May 2002, before estimated recovery of grants of \$6,606,276 and Quebec refundable tax credits and mining duties receivable in the amount of \$1,352,831.

**Nine months ended January 31, 2014:**

	Orenada <sup>1</sup>	Akasaba <sup>1</sup>	Sleepy <sup>1</sup>	Other Cadillac Break Properties <sup>1</sup>	Other Quebec Properties <sup>2</sup>	Matachewan	Total
Balance (May 1, 2012)	\$4,495,623	\$9,981,364	\$2,762,306	\$6,097,167	\$1,532,937	\$1,338,910	\$26,208,307
Assays & Maps	679	141,858	-	2,088	-	-	144,625
Geophysics	-	310,289	-	34,519	-	-	344,808
Drilling	-	778,508	7,211	107,004	-	-	892,723
Geology and Geochemistry	12,982	35,191	8,092	48,735	-	-	105,000
Other exploration	13,614	11,498	355	42,875	-	3,315	71,657
Research	-	-	-	-	-	-	-
Allocated exploration expenses	4,668	156,268	2,770	59,805	-	402	223,913
Disposition	-	(2,281,476)	-	(559,451)	-	-	(2,840,927)
<b>Expenditures During period</b>	<b>31,943</b>	<b>(847,864)</b>	<b>18,428</b>	<b>(264,425)</b>	<b>-</b>	<b>3,717</b>	<b>(1,058,201)</b>
<b>Balance end of the period</b>	<b>\$4,559,509</b>	<b>\$9,133,500</b>	<b>\$2,780,734</b>	<b>\$5,832,742</b>	<b>\$1,532,937</b>	<b>\$1,342,627</b>	<b>\$25,150,106</b>

**Nine months ended January 31, 2013:**

	Orenada <sup>1</sup>	Akasaba <sup>1</sup>	Sleepy <sup>1</sup>	Other Cadillac Break Properties <sup>1</sup>	Other Quebec Properties <sup>2</sup>	Matachewan	Total
Balance (May 1, 2012)	\$4,345,281	\$8,028,502	\$2,341,134	\$5,302,771	\$1,485,899	\$1,335,334	\$22,838,921
Assays & Maps	-	252,924	-	73,581	-	-	326,505
Geophysics	-	2,700	-	1,000	-	-	3,700
Drilling	22,108	1,172,019	107,671	351,943	-	-	1,653,741
Geology and Geochemistry	16,794	16,803	-	5,430	1,599	-	40,626
Other exploration	49,908	45,649	36,715	30,522	40,915	2,647	206,356
Research	14,750	14,750	14,750	-	-	-	44,250
Allocated exploration expenses	12,138	163,994	17,833	71,184	4,607	287	270,043
Gain on Disposition	-	-	-	-	-	-	-
<b>Expenditures During period</b>	<b>115,698</b>	<b>1,668,839</b>	<b>176,969</b>	<b>533,660</b>	<b>47,121</b>	<b>2,934</b>	<b>2,545,221</b>
<b>Balance end of the period</b>	<b>\$4,460,979</b>	<b>\$9,697,341</b>	<b>\$2,518,103</b>	<b>\$5,836,431</b>	<b>\$1,533,020</b>	<b>\$1,338,268</b>	<b>\$25,384,142</b>

**Notes:**

- (1) The Cadillac Break Property Group consists of 21 properties, including Orenada, Sleepy, and Akasaba, as noted in the Financial Statements, acquired through staking or property acquisition agreements.
- (2) Other Quebec Properties include the Siscoe East, Joannes Township, Quevillon and Gwillim properties; the Company no longer has an interest in either the Joannes Township or Quevillon properties.

**SELECTED QUARTERLY INFORMATION**

Three months ended	Interest income (expense)	Net income (loss)		G&A	Cummulative Exploration expenditures*	Total assets
		Total	Per share			
January 31, 2014	-	2,048,414	0.01	418,677	25,150,106	23,491,522
October 31, 2013	15	(150,047)	(0.00)	215,106	26,644,048	21,321,595
July 31, 2013	-	(147,650)	(0.00)	192,197	26,590,021	20,482,366
April 30, 2013	2,955	(792,068)	(0.01)	356,862	26,387,748	20,872,771
January 31, 2013	-	(207,753)	(0.00)	288,690	25,528,176	21,543,663
October 31, 2012	26	23,522	(0.00)	316,076	24,532,350	18,548,098
July 31, 2012	1,373	(323,739)	(0.00)	267,824	23,822,386	19,041,414
April 30, 2012	4,110	(333,230)	(0.00)	303,711	22,838,921	19,217,906

\* Exploration expenditures are net of payments received

**LIQUIDITY AND CAPITAL RESOURCES**

The Company had \$5.5 million in working capital as at January 31, 2014 (April 30, 2013 - \$1.7 million) with a cash balance of \$5.2 million (April 30, 2013 - \$0.7 million).

During the nine months ended January 31, 2014 the Company closed a private placement financing grossing-up \$1,026,442 by issuing 10,264,420 common shares at \$0.10 per share.

As mentioned above under “Project Development” During the third quarter of fiscal 2014 AZX disposed of 14 claims from its Akasaba West property to Agnico for \$5,000,000. And a 2% net smelter royalty on any metal production after 210,000 ounces of gold have been produced.

**SHARE CAPITAL**

As at March 31, 2014, the Company’s share position consisted of:

Shares outstanding	178,108,297
Options (i)	12,280,000
Warrants (ii)	14,606,937
Fully Diluted	<u>204,995,234</u>



(i) Options:

Options outstanding at March 31, 2014 are as follows:

Expiry date	No. of options	Exercise price
April 29, 2014	1,225,000	0.10
May 9, 2014	250,000	0.19
May 29, 2014	200,000	0.10
September 1, 2014	150,000	0.25
September 1, 2014	100,000	0.22
November 6, 2014	150,000	0.10
December 31, 2014	150,000	0.18
October 12, 2015	2,185,000	0.17
March 27, 2016	3,540,000	0.10
March 7, 2019 *	4,330,000	0.10
	12,280,000	0.12

\* Issued subsequent to quarter end

(ii) Warrants:

The following schedule describes the warrants outstanding at March 31, 2014:

Expiry date	Number of warrants	exercise price
May 14, 2014	6,536,000	\$ 0.18
May 14, 2014	915,040	\$ 0.18
June 18, 2014	6,386,828	\$ 0.18
June 18, 2014	769,069	\$ 0.18
	14,606,937	\$ 0.18

**COMMITMENTS**

- (i) The Company is obligated under an operating lease for rental of office space in Toronto, Ontario in the amount of \$14,915 per month expiring October 31, 2016.
- (ii) The Company is required to incur qualified exploration expenditures of approximately \$590,000 related to exploration tax credits, on or before April 30, 2014.
- (iii) As of March 31, 2014 the Company is required to incur, in the event of a change in control, to compensate certain individuals as follows:
  - a. Chief Executive Officer: \$400,000

During fiscal 2008 the Company was unable to complete exploration expenditures within the required time periods to support flow-through deductions totaling \$271,406 that were renounced to holders of flow-through shares. As a consequence of this shortfall in exploration expenditures, the Company will reimburse the investors for income taxes and interest owing as a result of the reduced tax deduction. The Company estimates the liability resulting from the indemnification, using the highest marginal tax rate, as \$110,000 which was included in accounts payable and accrued liabilities as at January 31, 2014.

## INVESTMENTS

As at January 31, 2014, and April 30, 2013 investments in securities available for sale was composed of:

January 31, 2014	Number of shares	Cost	Bid price	Market value
Integra Gold Corp (formerly Kalahari)	50,000	21,750	0.18	\$ 8,750
Hecla Mining	2,690	20,224	3.36	9,048
		41,974		\$ 17,798

April 30, 2013	Number of Shares	Cost	Bid	Market Value
Integra Gold Corp (formerly Kalahari)	50,000	21,750	0.19	\$ 9,500
Aurizon Mines	2,703	20,224	4.31	11,650
		41,974		\$ 21,150

The Company is further exposed to unrealized gains or losses on its available for sales securities due to the price volatility and other market factors common to this type of investment. For the three and nine months ended January 31, 2014 the Company recorded a decrease of \$2,983 and of \$3,352 in unrealized losses, respectively, compared to an increase in unrealized losses of \$1,223 and \$7,277, respectively, for the comparative periods. Unrealized losses are included under Other Comprehensive Loss.

## RELATED PARTY TRANSACTIONS

During the three and nine months ended January 31, 2014 and 2013 the Company made the following payments to companies related to executives and officers of the Company:

### a) Purchase of services:

Period ended January 31,	Three months ended		Nine months ended	
	2014	2013	2014	2012
Baker Creek (i)	42,000	42,000	126,000	126,000
Legein Consulting (iii)	-	34,140	66,280	102,420
Finterra Consulting (ii)	32,025	27,750	94,275	79,050
Mary Vorvis (iv)	36,000	30,000	108,000	99,000
	110,025	133,890	394,555	406,470

### b) Payables at the end of the period:

Periods ended January 31,	Three months ended		Nine months ended	
	2014	2013	2014	2013
<b>Bonuses payables to management:</b>				
Baker Creek(i)	\$ 90,000	\$ -	\$ 90,000	\$ -
Finterra Consulting (ii)	10,000	-	10,000	-
Mary Vorvis (iv)	60,000	-	60,000	-
	\$ 160,000	\$ -	\$ 160,000	\$ -
Directors' fees payable	\$ 2,542	\$ -	\$ 2,542	\$ -

(i) During the three and nine months ended January 31, 2014 and 2013 the Company paid management fees to Baker Creek Management (formerly Owens & Co. Ltd), a company controlled by the Chief Executive Officer ("CEO") of the Company.

(ii) During the three and nine months ended January 31, 2014 and 2013 the Company paid management fees to Finterra Consulting Inc., a company controlled by the Chief Financial Officer ("CFO") of the Company.

(iii) During the six months ended October 31, 2013 and three and nine months ended January 31, 2013 the Company paid management fees to Legein Consulting Inc., a company controlled by the then VP Exploration of the Company. Effectively October 1<sup>st</sup>, 2013 Mr. Legein ceased to be an insider of Alexandria.

iv) During the three and nine months ended January 31, 2014 and 2013 the Company paid to Mary Vorvis or to companies related to Ms. Vorvis, management fees for corporate development services rendered during those years.

Payables to related parties are due thirty days after reception and bear no interest. All transactions with related parties are on an arm's length basis and recorded at exchange amounts.

## OFF-BALANCE SHEET TRANSACTIONS

The Company does not have any off-balance sheet arrangements.

## PROPOSED TRANSACTIONS

The Company, from time to time, reviews potential mergers, acquisitions, investment and joint venture opportunities.

## ACCOUNTING POLICIES AND CRITICAL ACCOUNTING ESTIMATES

### Basis of presentation

The financial statements of Alexandria have been prepared on a historical cost basis except for the revaluation of certain financial instruments to fair value. In addition the financial statements of AZX have been prepared using the accrual basis of accounting except for cash flow information. The financial statements of AZX have been prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and Interpretations of the IFRS Interpretation Committee ("IFRIC"). The policies have been consistently applied to all periods presented.

In the preparation of the Company's financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of expenses during the period. Actual results could differ from these estimates. Of particular significance are the estimates and assumptions used in the recognition and measurement of items included below.

#### (i) Impairment of non-financial assets

The Company's fair value measurement with respect to the carrying amount of non-financial assets is based on numerous assumptions and may differ significantly from actual fair values. The fair values are based, in part, on certain factors that may be partially or totally outside of the Company's control. This evaluation involves a comparison of the estimated fair values of non-financial assets to their carrying values. The Company's fair value estimates are based on numerous assumptions. The fair value estimates may differ from actual fair values and these differences may be significant and could have a material impact on the Company's financial position and result of operations. Assets are reviewed for an indication of impairment at each date of the statement of financial position. This determination requires significant judgment. Factors which could trigger an impairment review include, but are not limited to, significant negative industry or economic trends, interruptions in exploration and evaluation activities and significant drop in precious metal prices.

#### (ii) Recognition of deferred income tax assets and the measurement of income tax expense

Periodically, we evaluate the likelihood of whether some portion of the deferred tax assets will not be realized. Once the evaluation is completed, if we believe that it is probable that some portion of the deferred tax assets will fail to be realized, the Company records only the remaining portion for which it is probable that there will be available future taxable profit against which the temporary differences can be utilized. Assessing the recoverability of deferred income tax assets requires management to make significant judgment. To the extent that future cash flows and taxable income differ significantly from estimates, the ability of the Company to realize the net deferred tax assets recorded at the date of the statement of financial position could be impacted.

### New accounting standards

The following is a brief summary of new policies adopted by the Company:

#### *Change in accounting policies*

IFRS 10, Consolidated Financial Statements ("IFRS 10"), provides a single model to be applied in the control analysis for all investees, including entities that currently are Special Purpose Entities ("SPE") in the scope of the Standard Interpretation Committee ("SIC") SIC-12. In addition, the consolidation procedures are carried forward substantially unmodified from IAS 27 (2008) ("International Accounting Standard Board").

At May 1, 2013, the Company adopted this pronouncement and there was no material impact on the Company's unaudited condensed interim financial statements.

IFRS 11, Joint Arrangements ("IFRS 11"), introduces new accounting requirements for joint arrangements, replacing IAS 31, Interests in Joint Ventures. It eliminates the option of accounting for jointly controlled entities by proportionate consolidation. At May 1, 2013, the Company adopted this pronouncement and there was no material impact on the Company's unaudited condensed interim financial statements.

IFRS 12, Disclosure of Interest in Other Entities ("IFRS 12"), was issued by the IASB on May 12, 2011. The new standard includes disclosure requirements about subsidiaries, joint ventures and associates, as well as unconsolidated structured entities and replaces existing disclosure requirements. At May 1, 2013, the Company adopted this pronouncement and there was no material impact on the Company's unaudited condensed interim financial statements.

IFRS 13, Fair Value Measurement ("IFRS 13"), was issued by the IASB on May 12, 2011. The new standard converges IFRS and US GAAP on how to measure fair value and the related fair value disclosures. The new standard creates a single source of guidance for fair value measurements, where fair value is required or permitted under IFRS, by not changing how fair value is used but how it is measured. The focus will be on an exit price. At May 1, 2013, the Company adopted this pronouncement and there was no material impact on the Company's unaudited condensed interim financial statements, however new or enhanced disclosures are required and can be found in note 11.

In addition, there have been amendments to existing standards, including IAS 27, Separate Financial Statements (IAS 27), and IAS 28, Investments in Associates and Joint Ventures (IAS 28). IAS 27 addresses accounting for subsidiaries, jointly controlled entities and associates in non-consolidated financial statements. IAS 28 has been amended to include joint ventures in its scope and to address the changes in IFRS 10 to IFRS 13. At May 1, 2013, the Company adopted these amendments and there was no material impact on the Company's unaudited condensed interim financial statements.

IAS 1, Presentation of Financial Statements, has been amended to require entities to separate items presented in OCI into two groups, based on whether or not items may be classified in the future. Entities that choose to present OCI items before tax will be required to show the amount of tax related to the two groups separately. At May 1, 2013, the Company adopted this pronouncement and there was no material impact on the Company's unaudited condensed interim financial statements.

*New standards not yet adopted and interpretations issued but not yet effective*

There are no relevant changes in accounting standards applicable to future periods other than as disclosed in the most recent annual statements as at and for the year ended April 30, 2013.

## **DISCLOSURE OF INTERNAL CONTROLS**

Management has established processes which are in place to provide them sufficient knowledge to support management representations that they have exercised reasonable diligence that (i) the financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the financial statements, and (ii) the financial statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the periods presented by the financial statements.

In contrast to the certificate required under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings (NI 52-109), the Company utilizes the Venture Issuer Basic Certificate, which does not include representations relating to the establishment and maintenance of disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as defined in MI 52-

109. In particular, the certifying officers filing the Certificate are not making any representations relating to the establishment and maintenance of:

(i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

(ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP. The Company's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate.

Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in MI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

## RISK FACTORS

Alexandria's business of exploring mineral resources involves a variety of operational, financial and regulatory risks that are typical in the natural resource industry. The Company attempts to mitigate these risks and minimize their effect on its financial performance, but there is no guarantee that the Company will be profitable in the future.

### ***Capital Requirements***

Alexandria will require significant capital in order to fund its operating costs, to service future indebtedness and to explore and develop any project. Alexandria has no revenues and is wholly reliant upon external financing to fund all of its capital requirements. Alexandria will require additional financing from external sources to meet such requirements. There can be no assurance that such financing will be available to Alexandria or, if it is, that it will be offered on acceptable terms. If additional financing is raised through the issuance of equity or convertible debt securities of Alexandria, the interests of shareholders in the net assets of Alexandria may be diluted. Any failure of Alexandria to obtain financing on acceptable terms could have a material adverse effect on Alexandria's financial condition, prospects, results of operations and liquidity and require Alexandria to cancel or postpone planned capital investments.

### ***Dependence on Mineral Exploration Projects***

Any adverse development affecting the progress of Alexandria's exploration projects such as, but not limited to, obtaining financing on commercially suitable terms, hiring suitable personnel and contractors, or securing supply agreements on commercially suitable terms, may have a material adverse effect on Alexandria and its business or prospects.

### ***Metal Prices***

The development and success of any project of Alexandria will be primarily dependent on the future price of gold and other metals. Gold and base metal prices are subject to significant fluctuation and are affected by a number of factors, which are beyond the control of Alexandria. Such factors include, but are not limited to, interest rates, exchange rates, inflation or deflation, fluctuation in the value of the United States dollar and foreign currencies, global and regional supply and demand, and the political and economic conditions of major gold-producing countries throughout the world. The price of gold and other precious and base metals has fluctuated widely in recent years, and future serious price declines could cause any future development of and commercial production from Alexandria's properties to be impracticable. Depending on the price of gold and other metals, projected cash flow from planned mining operations may not be sufficient and Alexandria could be forced to discontinue any development and may

lose its interest in, or may be forced to sell, some of its properties. Future production from Alexandria's mining properties is dependent on gold and base metal prices that are adequate to make these properties economic.

Furthermore, reserve calculations and life-of-mine plans using significantly lower gold and other metal prices could result in material write-downs of Alexandria's investment in mining properties and increased amortization, reclamation and closure charges.

In addition to adversely affecting Alexandria's possible future reserve estimates and its financial condition, declining commodity prices may impact operations by requiring a reassessment of the feasibility of a particular project. Such a reassessment may be the result of a management decision or may be required under financing arrangements related to a particular project. Even if the project is ultimately determined to be economically viable, the need to conduct such a reassessment may cause substantial delays or may interrupt operations until the reassessment can be completed.

#### ***Government Regulation, Permits and Licences***

Alexandria's mineral exploration and potential development activities are subject to various laws governing prospecting, mining, development, production, taxes, labour standards and occupational health, mine safety, toxic substances, land use, water use, land claims of local people and other matters. No assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail exploration, development or production. Many of the mineral rights and interests of Alexandria are subject to government approvals, licenses and permits. Such approvals, licenses and permits are, as a practical matter, subject to the discretion of the applicable governments or governmental officials. No assurance can be given that Alexandria will be successful in maintaining any or all of the various approvals, licenses and permits in full force and effect without modification or revocation. To the extent such approvals are required and not obtained; Alexandria may be curtailed or prohibited from continuing or proceeding with planned exploration or development of mineral properties.

Where required, obtaining necessary permits and licenses can be a complex, time consuming process and Alexandria cannot assure that required permits will be obtainable on acceptable terms, in a timely manner or at all. The costs and delays associated with obtaining necessary permits and complying with these permits and applicable laws and regulations could stop or materially delay or restrict Alexandria from proceeding with the development of an exploration project or the operation or further development of a mine. Any failure to comply with applicable laws and regulations or permits, even if inadvertent, could result in interruption or closure of exploration, development or mining operations or material fines, penalties or other liabilities. Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations or in the exploration or development of mineral properties may be required to compensate those suffering loss or damage by reason of such mining activities, and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

Amendments to current laws and regulations governing operations or more stringent implementation thereof could have a substantial adverse impact on Alexandria and cause increases in exploration expenses, capital expenditures or production costs or reduction in levels of production at producing properties or require abandonment or delays in development of new mining properties.

#### ***Competition***

The mining industry is competitive in all of its phases. Alexandria faces strong competition from other exploration and mining companies in connection with the acquisition of properties producing or capable of producing, precious and base metals. Many of these companies have greater financial resources, operational experience and technical capabilities than Alexandria. As a result of this competition, Alexandria may be unable to maintain or acquire attractive mining properties on terms it considers

acceptable or at all. Consequently, the financial condition and any future revenues and operations of Alexandria could be materially adversely affected.

***Exploration, Development and Operational Risk***

The exploration for, and development of, mineral deposits involves significant risks that even a combination of careful evaluation, experience and knowledge may not eliminate. While the discovery of an ore body may result in substantial rewards, few properties, which are explored, are ultimately developed into producing mines. Major expenses may be required to locate and establish mineral reserves, to develop metallurgical processes and to construct mining and processing facilities at a particular site. Whether a mineral deposit will be commercially viable depends on a number of factors, some of which are the particular attributes of the deposit, such as size, grade and proximity to infrastructure, metal prices which are highly cyclical, and government regulations including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in Alexandria not receiving an adequate return on invested capital.

Alexandria does not currently operate a mine on any of its properties. There is no certainty that the expenditures made by Alexandria towards the search for, and evaluation of, mineral deposits will result in discoveries of commercial quantities of ore.

Mining operations generally involve a high degree of risk. Such operations are subject to all the hazards and risks normally encountered in the exploration for, and development and production of, gold and other precious or base metals. Such hazards and risks include unusual and unexpected geologic formations, seismic activity, rock bursts, cave-ins, flooding and other conditions involved in the drilling and removal of material, any of which could result in damage to, or destruction of mines and other producing facilities, damage to life or property, environmental damage and possible legal liability. Milling operations are subject to hazards such as equipment failure or failure of retaining dams around tailings disposal areas which may result in environmental pollution and consequent liability.

***Joint Venture Strategy***

Alexandria's business strategy includes continuing to seek new joint venture opportunities. In pursuit of such opportunities, Alexandria may fail to select appropriate joint venture partners or negotiate acceptable arrangements, including arrangements to finance such opportunities or, where necessary, integrate the acquired businesses and their personnel into Alexandria's operations. Alexandria cannot assure that it can complete any business arrangement that it pursues on favorable terms, or that any business arrangements completed will ultimately benefit Alexandria's business.

***Reliance on Management and Key Employees***

The success of the operations and activities of Alexandria is dependent to a significant extent on the efforts and abilities of its management, a relatively small number of key employees, outside contractors, experts and other advisors. Investors must be willing to rely to a significant extent on management's discretion and judgment, as well as the expertise and competence of its key employees, outside contractors, experts and other advisors. Alexandria does not have in place formal programs for succession of management and training of management nor does it have key person insurance on its key employees. The loss of one or more of these persons, if not replaced, could adversely affect Alexandria's operations and financial performance.

***No Assurance of Titles, Boundaries or Approvals***

Titles to Alexandria's properties may be challenged or impugned, and title insurance is generally not available. Alexandria's mineral properties may be subject to prior unregistered agreements, transfers or claims, and title may be affected by, among other things, undetected defects. In addition, Alexandria may be unable to operate its properties as permitted or to enforce its rights with respect to its properties. Alexandria cannot assure that it will receive the necessary approval or permits to exploit any or all of its



mineral projects in the future. The failure to obtain such permits could adversely affect Alexandria's operations.

#### ***Environmental Risks and Hazards***

All phases of Alexandria's operations are subject to environmental regulation in the jurisdiction in which it operates. These regulations mandate, among other things, the maintenance of air and water quality standards and land reclamation. They also set forth limitations on the generation, transportation, storage and disposal of solid and hazardous waste. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect Alexandria's operations. Environmental hazards may exist on the properties in which Alexandria holds interests which are unknown to Alexandria at present and which have been caused by previous or existing owners or operators of the properties.

#### ***Uninsured Risks***

Alexandria's business is subject to a number of risks and hazards generally, including adverse environmental conditions, industrial accidents, labor disputes, unusual or unexpected geological conditions, ground or slope failures, cave-ins, changes in the regulatory environment and natural phenomena such as inclement weather conditions, floods and earthquakes. Such occurrences could result in damage to mineral properties or production facilities, personal injury or death, environmental damage to Alexandria's properties or the properties of others, delays in development or mining, monetary losses and possible legal liability.

Although Alexandria maintains insurance to protect against certain risks in such amounts as it considers commercially reasonable, its insurance will not cover all of the potential risks associated with its operations. Alexandria may also be unable to maintain insurance to cover these risks at economically feasible premiums. Insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. Moreover, insurance against risks such as environmental pollution or other hazards as a result of exploration is not generally available to Alexandria on affordable and acceptable terms. Alexandria might also become subject to liability for pollution or other hazards which may not be insured against or which Alexandria may elect not to insure against because of premium costs or other reasons. Losses from these events may cause Alexandria to incur significant costs that could have a material adverse effect upon its financial condition and results of operations.

#### **OUTLOOK**

During the period covered by this report, Alexandria completed a significant business transaction by selling its West Zone gold-copper resource to Agnico Eagle Mines, an event that places Alexandria in rare company. The monetization of this asset was the result of a long term focus of effort by both the technical team and management. As such the Company's balance sheet is strong, and will enable management to better direct the activities of the Company with more options at its disposal.

Given that the mining financial markets are still uncertain, management will continue to monitor these markets as it distributes funds to its exploration and business activities. Near term operations will wrap up current drilling and geophysical programs over the coming weeks. Advancement of its Sleepy project will occur by year's end, most likely through an updated resource estimate, and, in coming months, results-driven follow-up drilling will test encouraging results generated from both the geophysical and drilling programs currently underway.

The Company's outlook for the coming 2 years is positive, and its potential promising. With working capital of \$5.5 million, 3 advanced gold deposits in a well-known gold district, a conscientious management team,

and results-driven exploration activities underway, the Company is intent on following up its recent transactions with further successes.

**Eric Owens**  
**Chief Executive Officer**  
**March 31, 2014**