

**ALEXANDRIA MINERALS CORPORATION**  
**Management Discussion and Analysis**  
For First Quarter Ended July 31, 2007

This Management Discussion and Analysis (“MD&A”) of Alexandria Minerals Corporation (“Alexandria” or the “Company”) is dated September 20, 2007 and provides an analysis of the Company’s performance and financial condition for the three month period ended July 31, 2007 (“First quarter 2008”) as well as an analysis of future prospects. This MD&A should be read in conjunction with the Company’s audited financial statements for the years ended April 30, 2007 and unaudited financial statements for the period ended July 31, 2007, including the related note disclosure, both of which are prepared in accordance with generally accepted accounting principles in Canada. The Company’s independent auditors have not performed a review of the financial statements. All amounts are in Canadian dollars unless otherwise specified. 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 Person and Note on Historical Resources

The Company relies principally on Mr. Eddy Canova, P.Geo., as the Qualified Person (“QP”) as defined under National Instrument 43-101 (“NI 43-101”). Mr. Canova 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. Canova and is not necessarily indicative of the Company’s anticipated results. To-date, the Company does not have a Current Resource as defined by NI 43-101 on any of its properties. Where provided below, potential quantity and grade are considered Historic Resources, as the Company has not conducted sufficient exploration to define economic resources. Historic Resources should not be relied upon as they have not been verified by a QP. It is uncertain if further exploration will result in the target being delineated as a Current Resource.

**OVERALL PERFORMANCE**

**Principle Business and Corporate History**

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 camps of Quebec and Ontario, Canada. The Company was incorporated on May 27, 2002 and completed its initial public offering (“IPO”) on March 22, 2006. Alexandria’s shares began trading on TSX Venture Exchange (“TSX-V”) under the symbol “AZX” on March 24, 2006. Shortly thereafter, on April 12, 2006, the Company received a secondary listing on Frankfurt Stock Exchange under the symbol A9D.

Alexandria holds mining interests in more than 600 claims in the Val d’Or Mining District, the majority of which straddle the Cadillac Break in northwestern Quebec. The Company has embarked on an aggressive second phase drilling programme on its Cadillac Break Properties, a group of 16 properties acquired from Aur Resources Inc. and IAMGOLD Corp. stretching 30 km east from the southeastern corner of Val d’Or. Following its first phase drilling programme in Spring of 2006, Alexandria has established a substantial core logging facility in Val d’Or and has ramped up its support personnel to meet the needs of this increased level of activity.

## Recent Activities

### Robert Property, Bourlamaque Township, Quebec

On May 9, 2007, the Company issued 100,000 common shares (valued at \$36,000) of Alexandria to comply with the option agreement to earn 100% in 19 claims in Bourlamaque Township. Alexandria can earn 100% in the claims by completing the following commitments: 1) initial cash payment of \$15,000 (paid) to the Optionors, and 2) issuance of 200,000 Company shares to Optionors (100,000 issued) and 50,000 shares issued at each of the first and second anniversary of signing. The property, located between the Airport and Orenada properties (both optioned from Aur Resources) and therefore part of the Cadillac Break Properties, provides continuity of geological and exploration targets between the two properties.

### Matachewan Property, Matachewan, Ontario

The Matachewan Property, Alexandria's only Ontario property, is located 35 km SW of Kirkland Lake and consists of 35 claims straddling almost 10 km of the Cadillac Break. The nearby Young-Davidson Mine has a Measured and Indicated Resource of 11.9 million tonnes ("Mt") hosting 1,062,960 ounces of Au and contains an additional Inferred Resource of 8.1 Mt hosting 1.0 million ounces (Northgate Minerals Corp. Press Release December 18, 2006) in a geological environment similar to that found on Alexandria's property.

Alexandria completed an initial round of drilling, in fall of 2005, testing geophysical and geological targets. This drilling successfully discovered wide shear zones with attendant quartz and carbonate alteration, carbonate-quartz veining and pyrite, with anomalous gold, up to 1.05 grams/tonne ("g/t") Au over 0.70 m. The Company is currently carrying out a prospecting and mapping program on the property in order to prepare for a follow-up drill program in late 2007.

### Joannes Property (Coyle-Tremblay, Salmasi-Greisbach, and Xstrata Claim Groups), Joannes Township, Quebec

The property is located in Joannes Township, Quebec approximately 20 km east of Noranda and 10 km west of the Bousquet gold mine, which has produced about 3 million ounces of gold since the 1980's. Historic drill results on Alexandria's claims have yielded up to 28 g/t Au over 1.5 m. Aurizon Mines has recently announced a 630,000 ounce Indicated Resource, with an additional 1.4 million ounce Inferred Resource on their Joanna property (Aurizon Press Release September 13, 2007) next door to Alexandria's property.

Alexandria completed 3 drill holes on the property in late spring 2007, designed to test geophysical anomalies along the Cadillac Break and along subsidiary zones. These drill holes intersected scattered anomalous gold, including 5.19 g/t Au over 0.7 m in hole JAX-07-01, which intersected the Cadillac Break from 60.4 m to 90.8 m depth with attendant quartz-carbonate veins and 1%-2% pyrite and arsenopyrite.

### Cadillac Break Properties: Akasaba and Bloc Sud (IAMGOLD Purchase), Val d'Or, Quebec

On June 22, 2007, Alexandria completed a purchase and sale agreement with IAMGOLD to acquire a 100% interest in properties along the Cadillac Break in the Val d'Or area on which the Company was earning a 50% interest. The properties are the Akasaba and the Bloc Sud West, Bloc Sud Trivio, and Sleepy properties.

Exploratory drill results on Bloc Sud West property encountered encouraging gold value in three of the six holes drilled on the property, including a 4.50 m interval (drilled width) grading 1.97 g/t Au in hole BS-07-37. Of two holes drilled at the Sleepy historic gold deposit in spring of 2007, one intersected 10.80 m grading 3.35 g/t. Currently, the Company plans to follow up the Sleepy results with a drilling programme in the winter 2007-2008.

Cadillac Break Properties: Aur Resources Option, Val d'Or, Quebec

In 2006, Alexandria signed an option agreement with Aur Resources Inc. ("Aur") to acquire up to 100% of ten properties in the Val d'Or Mining District, which comprises Airport, Ducros, Lourmet, Mid-Canada, Orcour, Orenada, Oramaque, Sabourin Creek, Trivio and Vaumon. Alexandria is earning its first 50% interest in these properties by incurring exploration expenditures of \$3 million and paying \$500,000 in cash and shares over a five year period to July 2011. The Company can earn an additional 50% by completing further expenditures of \$5 million by July 2014. Together with the adjacent properties of the IAMGOLD JV, these properties underlie more than 23 km of the Cadillac Break, giving Alexandria an interest in one of the larger property packages in the prolific Val d'Or mining camp.

Alexandria began a second phase drilling programme in early June, after a successful first phase programme ended in late April. This second phase programme was designed to follow up on first phase drilling successes, and to test exploratory targets elsewhere on the properties: to date two drill rigs have completed 8 exploratory holes on the Airport, Mid-Canada, and Orenada properties, and 24 drill holes have been completed in and around the Orenada 2 and 4 zones in order to enlarge known gold mineralization there, totalling 9,132 m.

Highlights of this drilling on Orenada 4, where Alexandria is testing the down-plunge extent of the historic gold deposit, include an intersection of 2.11 g/t Au over 17.05 m, including 3.18 g/t Au over 6.60 m (DDH OAX-07-6) and 1.98 g/t Au over 21.15 m, including 3.24 g/t Au over 10.50 m (OAX-07-13A). These results have extended known gold mineralization down plunge, potentially increasing the size of the deposit.

At Orenada 2, where the Company previously intersected wide, shallow gold mineralization in DDH AAX-07-11 (1.09 g/t Au over 89.10 m) and in AAX-07-10 (0.50 g/t Au over 110.10 m), the Company has followed up with the following nearby intersections: 0.76 g/t over 40.40 m including 1.06 g/t over 20.70 m (OAX-07-3); 0.52 g/t over 25.80 m (OAX-07-4); separate intervals of 0.70 g/t Au over 21.40 m, 1.00 g/t Au over 17.30 m, and 2.25 g/t Au over 4.25 m (OAX-07-8). To-date, results are pending for 15 holes on Orenada 2 and 4.

Recently the Company began a 5-line Titan 24 survey with Quantec Geoscience over the Orenada 4 and Orenada 2 areas. The Titan survey can measure rock resistivity and chargeability to a depth of 750 m and magnetotelluric resistivity down to 1.5 km. This survey will assist in defining deeper drill targets on the Orenada property.

**SELECTED QUARTERLY INFORMATION**

Three Months Ended	Interest Income	Net Income (loss)		Total Assets
		Total	Per Share	
2007-JUL-31	\$ 42,573	\$ (260,935)	\$ (0.00)	\$ 12,047,352
2007-APR-30	17,270	188,184	0.01	4,674,908
2007-JAN-31	11,138	(520,047)	(0.02)	4,580,872
2006-OCT-31	6,464	(256,693)	(0.01)	2,199,899
2006-JUL-31	10,869	(172,866)	(0.01)	2,452,445
2006-APR-30	-	(212,480)	(0.01)	1,848,488
2006-JAN-31	-	(6,665)	Nil	918,672
2005-OCT-31	-	(17,238)	Nil	933,167

**RESULTS OF OPERATIONS**

The Company has no operating revenues other than interest income and relies on external financings to generate capital. As a result of its activities, Alexandria continues to incur net losses. For the three months ended July 31, 2007, Alexandria reported net loss of \$260,935 compared to \$172,866 for the same period ended July 31, 2006. The increase of \$88,069 in net loss during the most recent period was due principally to increased spending in investor and public relations, and business development fees, including expenses of Alexandria's investor relations company and other consultants, website development, and shareholder communications.

Interest income of \$42,573 (July 31, 2006 - \$10,869) was the result of more cash and GIC's invested during 2007.

**LIQUIDITY AND CAPITAL RESOURCES**

The Company had \$7,204,182 in working capital as at July 31, 2007 (April 30, 2007 - \$1,621,005) with a cash balance of \$1,923,720 (April 30, 2007- \$199,686). The increase in working capital was a result of financing activities during the three months period, which resulted in the issuance of 22,420,869 shares for cash proceeds of \$7,752,905 and exercise of warrants for cash proceeds of \$218,887 to the Company's capital structure. Alexandria invested a further \$3,800,000 in guaranteed investment certificates, resulting in a total balance of \$5,100,000 at July 31, 2007. The Company expended a total of \$1,508,261 on mineral exploration and the acquisition of mining rights.

**SHARE CAPITAL**

As at September 20, 2007, the Company's share position consisted of:

Shares outstanding	59,190,201
Options outstanding <sup>(i)</sup>	3,195,000
Warrants <sup>(ii)</sup>	26,173,704
Fully Diluted	88,558,905

(i) Options outstanding as at September 20, 2007

Expiry Date	No. of Options	Exercise Price
December 31, 2007	200,000	\$0.25
December 31, 2007	650,000	\$0.30
December 31, 2007	125,000	\$0.33
February 1, 2008	225,000	\$0.25
February 1, 2008	75,000	\$0.35
September 6, 2010	70,000	\$0.26
April 12, 2011	250,000	\$0.30
September 15, 2011	20,000	\$0.23
October 19, 2011	250,000	\$0.21
January 29, 2012	1,330,000	\$0.265
<b>TOTAL</b>	<b>3,195,000</b>	

(ii) Warrants outstanding as at September 20, 2007

Expiry Date	Units	Exercise Price
Oct. 21, 2007	1,004,900	\$0.30
Nov. 4, 2007	333,333	\$0.30
Dec. 15, 2007	416,667	\$0.34
Dec. 8, 2007	2,232,000	\$0.25
Dec. 8, 2007	3,035,583	\$0.34
Dec. 8, 2007	4,760	\$0.34
Dec. 8, 2007	57,740	\$0.25
Mar. 22, 2008	5,888,000 <sup>(1)</sup>	\$0.30
Mar. 22, 2008	690,200 <sup>(1)</sup>	\$0.25
May 17, 2008	6,635,129	\$0.48
May 17, 2008	928,918 <sup>(2)</sup>	\$0.32
May 18, 2008	4,575,304	\$0.48
May 18, 2008	371,170 <sup>(3)</sup>	\$0.32
<b>TOTAL</b>	<b>26,173,704</b>	

## Notes:

- (1) These warrants are subject to an accelerated expiry. If the Corporation's common shares trade at a weighted average trading price of \$0.50 or higher for a period of 20 consecutive trading days, the Company may give notice to the warrant holders that the warrants will expire within thirty days of such notice.
- (2) Upon exercise of the 928,918 broker warrants, 928,918 common shares and 464,460 warrants will be issued. The warrants will have an exercise price of \$0.48, which will expire May 17, 2008.
- (3) Upon exercise of the 371,170 broker warrants, 371,170 common shares and 185,585 warrants will be issued. The warrants will have an exercise price of \$0.48, which will expire May 18, 2008.

**EXPENDITURES ON RESOURCE PROPERTIES**

The Company has retained an interest in, through option agreement or through staking, twenty one gold exploration properties distributed in 6 projects in Ontario and Quebec, Canada.

The following tables are a summary of the \$4,901,256 of gross expenditures accumulated by the Company with respect to the Company's mining rights on its eleven properties with additional \$31,597 on project generation research before recovery of grants of \$257,015 and Quebec refundable tax credits and mining duties in amount of \$623,639.

**SUMMARY OF THREE MONTHS ENDED JULY 31, 2007 PROPERTY EXPENDITURES**

	Siscoe East <sup>1</sup>	Matachewan	Joannes <sup>3</sup>	Quevillon	Gwillim	IAMGOLD	Aur	Robert
<b>Balance -</b> May 1, 2007	\$1,113,161	\$407,550	\$276,237	\$82,702	\$86,859	\$474,626	\$772,827	\$ -
Acquisition cost	10,000					167,810	52,501	51,000
Assays & Reports	437		4,608			5,523	37,642	
Consulting								
Geophysics	4,950		44,988			17,782	26,550	
Research			2,381			3,319	7,327	
Drilling	3,970		167			13,802	745,131	
Geology and Geochemistry	3,601	3,012	7,912			11,222	147,482	
General expenses	5,724	4,980	4,451	1,260		48,587	169,478	
Staking Claims	275		140				4,160	
Travel							75,122	
<b>Balance</b> (July 31, 2007)	<b>\$1,142,118</b>	<b>\$415,542</b>	<b>\$340,884</b>	<b>\$83,962</b>	<b>\$86,859</b>	<b>\$742,671</b>	<b>\$2,038,220</b>	<b>\$51,000</b>

Notes:

- (1) The Siscoe East Property consists of four separate property agreements, namely, Siscoe East, Stabell, Audet, and Niogold.
- (2) The Joannes Property consists of three separate property agreements as presented in the Financial Statements, Coyle-Tremblay, Salmasi-Greisbach, and Xstrata plc.

**COURSE OF BUSINESS TRANSACTIONS**

**Related Party Transactions**

For the three months ended July 31, 2007, through the normal course of operations, the following related party transactions occurred:

- (i) Management and salaries totaling \$59,764 (July 31, 2006 - \$57,000) were expensed or accrued to the President, Chief Financial Officer and Executive Vice President.
- (ii) Included in accounts payable and accrued liabilities is \$9,500 (April 30, 2007 - \$9,500) representing unpaid management fees owing to the President of the Company.

**Contractual Obligations**

- (i) The Company is required to pay to IAMGOLD Corp. \$166,667 in cash and/or shares in each of two payments on June 2008 and June 2009.
- (ii) Annual payments under an operating lease for rental of office properties are \$39,688 over the next 1.83 years.
- (iii) The Company expects to complete its current drilling commitments, estimated to be \$740,000, during the balance of 2007.
- (iv) Pursuant to common share flow-through financings, the Company is required to spend a minimum of \$3,700,000 on Canadian Exploration Expenditures in 2007 and 2008.

**ACCOUNTING POLICIES AND CRITICAL ACCOUNTING ESTIMATES**

The preparation of financial statements in accordance with GAAP requires management to make estimates and assumptions that affect the reported amounts of certain assets and liabilities at the date of the financial statements and the reported amounts of certain revenue and expenses during the period. Critical accounting estimates used in the preparation of the financial statements include the Company's estimate of recoverable value on its exploration properties as well as the value of stock-based compensation. Both of these estimates involve considerable judgement and are, or could be, affected by significant factors that are out of the Company's control.

The Company's recorded value of its exploration properties is based on historical costs that expect to be recovered in the future. The Company's recoverability evaluation is based on market conditions for minerals, underlying mineral resources associated with the properties and future costs that may be required for ultimate realization through mining operations or by sale. Risk factors related to property valuation are discussed below.

The factors affecting stock-based compensation include estimates of when stock options might be exercised and the stock price volatility. The timing of exercise of options is out of the Company's control and will depend, among other things, upon a variety of factors including market value of the Company's shares and financial objectives of the holders of the options. The Company has used historical data to determine volatility in accordance with Black-Scholes modeling, however, the future volatility is inherently uncertain and the model has its limitations. While these estimates can have a material impact on the stock-based compensation and hence results of operations, there is no impact on the Company's financial condition.

**RISK FACTORS**

The principal activity of Alexandria is mineral exploration and it is inherently risky. Exploration is also capital intensive and the Company currently has no source of income. There can be no assurance that any funding required by the Company will become available to it, and if so, that it will be offered on reasonable terms, or that the Company will be able to secure such funding through third party financing or cost sharing arrangements. Furthermore, there is no assurance that the Company will be able to secure new mineral properties or projects, or that they can be secured on competitive terms.

The Company has not determined whether its properties contain reserves that are economically viable. The recovery of expenditures from Alexandria's properties is dependent on a number of factors, many of which are beyond the Company's control. Risks include metal price fluctuations and the low success rate for the discovery of new deposits. Industry competitions and lack of funding may also limit opportunities. Future political, regulatory and environmental changes could affect any aspect of the company's business including property title, taxation, aboriginal issues and environmental protection. Alexandria plans to manage these risks through careful planning, the employment of competent personnel and consultants and by maintaining sufficient insurance and cash resources.

**INTERNAL CONTROL RISKS**

The Chief Executive Officer and Chief Financial Officer of the Company are responsible for designing internal controls over financial reporting or causing them to be designed under their supervision in order to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with Canadian Generally Accepted Accounting Principles ("GAAP"). The design of our internal control over financial reporting was assessed as of the date of this MD&A. Management and the board of directors work to mitigate the risk of a material misstatement in financial reporting; however, there can be no assurance that this risk can be reduced to less than a remote likelihood of a material misstatement.

**Segregation of Duties:**

Control deficiencies have been identified within the Company's accounting and finance departments and its financial information systems over segregation of duties and user access respectively. Specifically, as is common for companies of this size, certain duties within the accounting and finance departments were not adequately segregated due to the small number of individuals employed in these areas. As the Company incurs future growth, we plan to expand the number of individuals involved in the accounting function. At the present time, the CEO and CFO oversee all material transactions and related accounting records. In addition, the Audit Committee reviews on a quarterly basis the financial statements and key risks of the Company and queries management about significant transactions, and there is daily oversight by the senior management of the Company.

**Complex and Non-routine Transactions:**

As required, the Company records complex and non-routine transactions. These sometimes are extremely technical in nature and require an in-depth understanding of GAAP. The Company's accounting staff has a reasonable knowledge of the rules related to GAAP; however, there is a risk that the reporting and the transactions may not be recorded correctly, potentially resulting in material misstatement of the financial statements of the Company. To mitigate this risk, the Company consults with its third party expert advisors as needed in connection with the recording and reporting of complex and non-routine transactions. In addition, an annual audit is completed and presented to the Audit Committee for its review and approval. As the Company incurs future growth, we plan to expand the technical competence of the individuals involved in the accounting function.

**OUTLOOK**

Alexandria has enlarged its properties through acquisition, and the Company continues to pursue and research new opportunities with acquisition and staking. During the period ended July 31, 2007, Alexandria received significant exploration results from its properties, and continues to use these results to guide its exploration programs.

Alexandria is currently focused on an extensive drilling programme in the Val d'Or camp, intending to complete 15,000 m of drilling during 2007. In the current phase of drilling, the Company has completed 25 drill holes, and is drilling with two rigs on or near the Cadillac Break. To date, the exploration results the Company received indicate the presence of a large gold system in the western portion of its Cadillac Break properties. The Company's philosophy of active exploration will continue with aggressive field work including geophysical, geological and drilling activities.

Looking ahead, the Company's intent is to build upon this initial activity and in order to help Alexandria grow. While the Company's focus will remain on the southern Abitibi Belt, it will continue to examine rational and valuable opportunities elsewhere in Canada and the world.

Date: September 20, 2007