ALEXANDRIA MINERALS CORPORATION

Management Discussion and Analysis

For the three months ended July 30, 2012

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 interim financial statements of the Company, including the notes thereto, for the three and nine-month periods ended January 31, 2012 (third quarter of fiscal 2012 ("Q3 F2012") and 2011 (third quarter of fiscal 2011 ("Q3 F2011")), which are prepared in accordance with International Financial Reporting Standards ("IFRS") for interim financial statements, and the annual MD&A for the year ended April 30, 2011. This MD&A has taken into account information available up to and including September 26, 2012. 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.

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

The Company relies principally on Mr. Peter Legein, P.Geo., and Mr. Eric Owens, P.Geo., as the Qualified Persons ("QP") for all properties as defined under National Instrument 43-101 ("NI 43-101"). 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 either Mr. Legein or 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 the recently released Akasaba resource estimate. 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 24 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 40 kilometre ("km") long property package consisting of 21 individual properties, including the Orenada, Akasaba, and Sleepy properties, covering 12,526 hectares on 675 claims. The Company also holds interests in 2 other properties in Quebec: the Siscoe East property (105 claims) and the Gwillim property, in the Chibougamau mining District. In Ontario, the Company holds interests in one project near Matachewan, Ontario, with 49 claims, which stretches 11 km along the Cadillac-Larder Lake Break.

Operations/Activities

Project Developments

During the three months ended July 31, 2012 the Company incurred $983,465 (F2012: $1,602,007) in exploration expenditures primarily on the Akasaba ($853,951) project where in total 14 diamond drill holes were completed representing 6,942 meters of drilling.

Akasaba

In the prior quarter, the Company released its first National Instrument 43-101 Resource Estimate on the property. Current Resources occur within the Mine Horizon, which consists of a sequence of deformed and altered metavolcanic rocks located roughly 750 m north of the Cadillac Break. The Akasaba resources are centered around the historic Akasaba Mine, which reportedly produced some 282,000 tonnes grading 5.14 g/t Au from 1961-1963 (About 40,000 ounces of gold, together with 10,000 ounces of silver). Current Resources are 1,100 m long by 500 m deep, which host the following Underground and Open-Pit resources:

NI 43-101 Resource Estimate at Akasaba (March 26, 2012)

	Indicated Resources			Inferred Resources		
	Tonnes	Grade (g/t Au)	Ounces (Au)	Tonnes	Grade (g/t	Ounces (Au)
Underground	563,660	5.91	107,457	1,462,560	5.29	249,891
In-Pit	3,009,214	1.37	132,475	285,374	1.76	16,153
TOTALS			**239,932**			**266,045**

(1) QP: Alain Beauregard and Daniel Gaudrealut of Geologica (News Release dated March 26, 2012); and Christian D'Amours of Geopointcom for resource calculation.

(2) 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, socio-political, marketing, or other relevant issues, although the Company is not aware of any such issues.

(3) 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.

(4) 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.

(5) Assumptions for the Resource Calculation: (a) Gold Price, $1,200/oz., (b) Cut-off Grade, Underground, 2.25 g/t Au, Open-pit, 0.5 g/t, (c) Bulk Density, 2.8 g/cc, (d) Minimum true width, Underground, 2.5 m, Open Pit, 5m, (e) Blasting/Mucking costs, Underground, $68/tonne, Open-Pit, $5.75/tonne, (f) Milling Costs, $12/tonne, (g) Overburden removal costs, $3/cubic metre, (h) Open pit shell optimized for best revenue, (i) Kriging and Variography indicate no grade capping is necessary.

Follow-up drilling during this first quarter period focused on step-out drilling aimed at expanding the resources at depth and along strike. This drill program has led to the new discovery of the West Gold-Copper Zone, thereby expanding the length of the mineralized Mine Horizon to more than 2,000 m as of this writing. In addition, follow-up drilling below the Current Resource deepened the high grade zone by 100 m to 600 m depth.

In the West Zone, the Company discovered new gold-copper mineralization over broad widths and at shallow levels, less than 200 m depth, as its geologists chased the main Mine Horizon westward. Gold and copper mineralization are disseminated over several tens of meters, in metavolcaniclastic rocks which are highly deformed and altered. Significant, previously-released drill results include the following:

Hole #	Length (m)	True Width (m)	Au g/t	Ag g/t	Cu%
IAX-11-184	12.40	9.51	1.17	4.11	0.55
IAX-11-184	6.60	5.07	2.08	4.02	0.80
IAX-12-185	53.00	38.40	1.07	2.77	0.57
IAX-12-194	74.70	52.85	1.26	2.80	0.64
IAX-12-200	118.80	63.01	1.18	3.04	0.70
IAX-12-201	144.90	87.53	0.70	1.99	0.38

The West Zone is open along strike to the west and at depth. As of this writing, the company continues to drill on the Zone, and assay results are pending for five step-out holes.

The Company also completed one follow-up hole below the Current Resource in the historic mine area, which deepened high grade mineralization there. Drill hole IAX-12-195 intersected 5.59 g/t Au over 11.59 m, including 12.48 g/t Au over 3.96 m, extending the deep high grade gold zone by 100 m. This zone remains open at depth.

Global NI 43-101 Compliant Resources on Alexandria's Cadillac Break Group of Properties

Deposit		Measured and Indicated			Inferred		
	Cut-off Grade	*Tonnes*	*Grade (g/t Au)*	*Au (oz.)*	*Tonnes*	*Grade (g/t Au)*	*Au (oz.)*
Akasaba Underground	2.25	563,660	5.91	107,457	1,462,560	5.29	249,891
Akasaba Open Pits	0.50	3,009,214	1.37	132,475	285,374	1.76	16,153
Orenada (0-250)	0.50	8,521,296	1.32	361,395	4,708,810	1.16	175,596
Orenada (250-bottom)	1.00	1,227,508	1.82	78,000	1,729,354	1.30	103,480
Sleepy	2.00				1,500,000	3.00	150,000
Totals		**13,321,678**		**679,327**	**9,686,098**		**695,121**

(1) QP: Alain Beauregard and Daniel Gaudrealut of Geologica for all resource estimations; and Chrisitan D'Amours of Geopointcom calculated resources for Sleepy and Akasaba (News Release dated September 16, 2009, October 29, 2009 and March 26, 2012)

Sleepy

Total expenditures on the Sleepy property during the three months ended July 31, 2012 amounted to $20,890 (F2012: $431,849), comprised principally of compilation, review and assessment of adjacent properties. Prior drill results have deepened the gold mineralization at Sleepy (e.g. Drill hole SAX 11-009 intersected 6.66 g/t Au over a true width of 15.85 metres) by 100 m, providing encouragement to continue drilling at depth depending on available funds. Future drilling is planned to discover and delineate new ore grade gold mineralization below the Current Resource and along the Sleepy zone to the west of the Sleepy Lake Fault.

Other

The Company's exploration team has been reviewing and compiling data from other projects on the Cadillac Break group of properties in order to better refine potential future targets. In addition, a pilot soil sampling geochemical study was completed over the West Zone at Akasaba to determine the efficacy of such a method for drill targeting purposes locally as well as property wide. The results of the pilot study were positive, and the study will be expanded westward in the near term.

All exploration results presented here have been released to the public, and can be found on Alexandria's web site, www.azx.ca, or on 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 months ended July 31, 2012, Alexandria incurred a net loss of $323,739 versus a net loss of $610,746 for the three months ended July 31, 2011.

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 year three months ended July 31, 2012, Alexandria reported total general and administrative expenses ("G&A") of $267,824 compared with $393,885 for the same period in fiscal 2011. The following schedule describes the main components of G&A for the three month-periods ended July 31, 2012 and 2011:

Three months ended July 31,	**2012**	2011	**% change**	**Change**
Business development	**$ 64,715**	$ 18,019	259.1%	$ 46,696
Investor and public relations	**37,901**	77,246	-50.9%	(39,345)
Wages and benefits	**2,645**	46,691	-94.3%	(44,046)
Management fees	**71,506**	78,249	-8.6%	(6,743)
Stock-based compensation	**313**	37,014	-99.2%	(36,701)
Seminars and conferences	**18**	3,028	-99.4%	(3,010)
Office and general	**61,178**	62,227	-1.7%	(1,049)
Professional fees	**19,428**	59,578	-67.4%	(40,150)
Accounting and corporate services	**7,446**	9,404	-20.8%	(1,958)
Amortization	**2,674**	2,429	10.1%	245
	$ 267,824	$ 393,885	-32.0%	$ (126,061)

The principal drivers of general and administration expenses changes during the three months ended July 31, 2012 were as follows:

Business development expenses for the three months ended July 31, 2012 increased by $46,696, when compared with the same period in fiscal 2012 principally due to travel related expenses (increase of $29,665) incurred in business development in Asia and the US, meals and entertainment (increase of $9,683) principally associated with the same trips above mentioned and business development consulting fees (increase of $7,348).

Investor relations expenses for the three months ended July 31, 2012, when compared to the same period of fiscal 2012, decreased by $39,345 mainly driven by a reduction in advertising expenses (decrease of $23,750), shareholder information services (decrease of $9,436) as well as a reduction in other third party related services (decrease of $9,429).

Wages expenses for the three month ended July 31, 2012 decreased by $44,046 when compared to the same period of fiscal 2012. The decrease is due to the allocation of payroll benefits related to exploration personnel, previously allocated to general and administration, to exploration expenditures.

Management fees for the three months ended July 31, 2012 decreased by $6,743 when compared with the same period of fiscal 2012. The decrease in the fee is composed by an increase in financial and general management fees of $21,104 and a reduction of $25,750 derived from the transfer of some management fees to exploration expenditures.

Stock-based compensation expenses for the three months ended July 31, 2012, a non-cash item, decreased by $36,701 when compared for the same period of fiscal 2012. The decrease was mainly due to the non-issuance of stock options during the first quarter of fiscal 2013 and that the majority of the options priorly issued were fully vested.

Professional fees for the three months ended July 31, 2012 decreased by $40,150, when compared to the same period in fiscal 2012. The reduction is composed by a reduction in director fees ($10,000); a reduction in audit fees generated by the one-time charge of the review engagement related to first quarter IFRS statements ($13,200); legal fees (reduction of $5,150) and other professional fees (reduction of $11,800). Accounting and corporate services for the year ended April 30, 2012 increased by $16,485 when compared with the year ended April 30, 2011. The increase was mainly due to additional accounting fees paid for the preparation of the Company's new IFRS financial statements.

As at July 31, 2012 and April 30, 2012 investments in securities available for sale was composed of:

July 31, 2012	**Number of Shares**	**Cost**	**Bid price**		**Market Value**
Integra Gold Corp (formerly Kalahari)	50,000	21,750	0.28	$	**14,000**
Aurizon Mines	2,703	20,224	4.45		**12,001**
		41,974		$	**26,001**

April 30, 2012	**Number of Shares**	**Cost**	**Bid price**		**Market Value**
Integra Gold Corp (formerly Kalahari)	50,000	21,750	0.32	$	**16,000**
Aurizon Mines	2,703	20,224	5.33		**14,407**
		41,974		$	**30,407**

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 months ended July 31, 2012 and 2011 the Company recorded an increase in unrealized loss of $4,406 and $100,365, respectively. Unrealized losses are included under Other Comprehensive Loss.

EXPENDITURES ON RESOURCE PROPERTIES

The table below is a summary of the exploration expenditures during the three months ended July 31, 2012 which is included in the $23,822,386 gross expenditures accumulated by the Company since its inception in May 2002, before recovery of grants of $6,424,501 and Quebec refundable tax credits and mining duties receivable in the amount of $1,268,138.

SUMMARY OF PROPERTY EXPENDITURES AS AT JULY 31, 2012:

	Orenada [1]	Akasaba [1]	Sleepy [1]	Other Cadillac Break Properties [1]	Other Quebec Properties [2]	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**
Drilling	14,249	610,107	1,413	-			**625,769**
Geology and Geochemistry	7,608	133,779	-	508			**141,895**
General exploration Expenses	14,619	98,797	8,209	34,732	24,984	656	**181,997**
Research	11,268	11,268	11,268				**33,804**
Expenditures During period	**47,744**	**853,951**	**20,890**	**35,240**	**24,984**	**656**	**983,465**
Balance end of the period	**$4,393,025**	**$8,882,453**	**$2,362,024**	**$5,338,011**	**$1,510,883**	**$1,335,990**	**$23,822,386**

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) Total	Net income (loss) Per share	G&A	Cummulative Exploration expenditures	Total assets
July 31, 2012	$ 1,373	$ (323,739)	$ (0.00)	$ 267,824	23,822,386	$ 19,041,414
April 30, 2012	4,110	(278,567)	(0.00)	303,711	22,838,921	19,217,906
January 31, 2012	(3,425)	(371,612)	(0.00)	394,507	21,886,756	19,368,773
October 31, 2011	4,870	(546,500)	(0.00)	424,292	20,925,991	19,889,386
July 31, 2011	6,233	(610,746)	(0.01)	393,885	19,995,646	17,492,007
April 30, 2011	6,336	648,202	0.01	369,247	18,393,642	18,056,528
January 31, 2011	5,696	(83,026)	(0.00)	365,825	16,436,117	17,511,038
October 30, 2010	6,906	(851,894)	(0.01)	858,800	16,917,255	17,638,727

LIQUIDITY AND CAPITAL RESOURCES

The Company had $2.5 million in working capital as at July 31, 2012 (April 30, 2012 - $3.7 million) with a cash balance of $0.8 million (April 30, 2012 - $2.0 million), and short term investment of $0.5 million (April 30, 2012 - $0.5 million).

In August 2011, the Company extended the terms of 27,777,777 warrants originally issued on August 5, 2010, to expire in August 2012. All remaining terms are unchanged.

On October 26, 2011, the Company completed a $3,000,000 private placement consisting of 6,265,300 units ("Units") and 15,610,793 flow-through units ("FT Units") of the Company at a price of $0.13 per Unit and $0.14 per FT Unit. Each Unit consisted of one common share of the Company and one transferable common share purchase warrant. Each whole Warrant entitles the holder to purchase one additional common share of the Company at a price of $0.22 per Warrant Share for a period of 12 months from the completion of the Private Placement. Each FT Unit consists of one flow-through common share of the Company and one-half of one Warrant.

SHARE CAPITAL

As at September 26, 2012, the Company's share position consisted of:

Shares outstanding	141,998,221
Options (i)	10,115,000
Warrants (ii)	15,602,024
Fully Diluted	167,715,245

(i) Options outstanding at September 26, 2012

Expiry date	No. of options	Exercise price
January 15, 2013	2,410,000	0.21
February 11, 2013	194,000	0.15
May 28, 2013	40,000	0.21
June 4, 2013	300,000	0.21
January 6, 2014	250,000	0.20
January 20, 2014	2,136,000	0.10
March 15, 2014	150,000	0.25
April 29, 2014	1,455,000	0.10
May 9, 2014	250,000	0.19
June 14, 2014	100,000	0.22
May 29, 2014	200,000	0.10
October 12, 2015	2,630,000	0.17
	10,115,000	$ 0.16

(ii) Warrants outstanding at September 26, 2012

Expiry Date	Issued on	Warrants	Exercise Price
October 26, 2012	Regular units	6,265,300	$ 0.22
October 26, 2012	Flow-through units	7,805,397	0.22
October 26, 2012	Broker	1,531,327	0.13
Total		**15,602,024**	**$ 0.21**

COMMITMENTS

(i) The Company is obligated under an operating lease for rental of office space in Toronto, Ontario in the amount of $6,884 per month expiring October 31, 2016.

(ii) The Company is obligated under an operating lease for rental of office space in Val d'Or, Quebec, in the amount of $3,600 per month, expiring August 1, 2012.

RELATED PARTY TRANSACTIONS

Related party transactions reflected below are in the normal course of operations and were made on terms equivalent to those that prevail on arm's length transactions.

During the three month-period ended July 31, 2012 and 2011 the Company made the following payments to companies related to directors (executive and non-executive) or officers of the Company:

a) Purchase of services:

Three months ended July 31,	**2012**	**2011**
Baker Creek	**42,000**	-
Legein Consulting	**34,140**	32,500
Finterra Consulting	**25,275**	-
Yarnell Companies	**-**	6,250
	101,415	38,750

(i) The Company paid director fees to Yarnell Companies Inc., a company controlled by the former Chairman of the Company.

(ii) 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.

(iii) The Company paid management fees to Finterra Consulting Inc., a company controlled by the Chief Financial Officer ("CFO") of the Company.

iv) The Company paid management fees to Legein Consulting Inc., a company controlled by the VP Exploration of the Company.

b) Key management compensation:

Key management includes directors (executive and non-executive) and senior officers (CEO, CFO and VP Exploration). The compensation paid or payable to key management for employee services is shown below:

Three months ended July 31,	2012	2011
CEO	$ -	$ 42,000
CFO	-	5,845
Directors - other fees	-	10,000
	-	57,845
Directors fees	-	-
Shares based compensation		35,250

Payables to related parties are due between fifteen and 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.

SUBSEQUENT EVENTS

Subsequent to July 31, 2012 the following events occurred:

i) On August 5, 2012 a total of 27,777,777 warrants exercisable at a price of $0.22 expired unexercised;

ii) On August 16, 2012, Alexandria announced the issuance of 250,000 stock options to consultants of the Company. 150,000 of these stock options have an exercise price of $0.25 and expire September 1, 2014, and 100,000 options have an exercise price of $0.22 and expire on September 1, 2014.

ACCOUNTING POLICIES AND CRITICAL ACCOUNTING ESTIMATES

Basis of presentation

The condensed 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 same accounting policies and methods of computation are followed in the interim consolidated financial statements at July 31, 2012 compared with the most recent annual financial statement at April 30, 2012.

In the preparation of these unaudited interim 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.

(iii) Valuation of share-based payments
The Company records all share-based payments using the fair value method. The Company uses the Black-Scholes option pricing model to determine the fair value of stock options, warrants and broker warrants and a binomial model for compensation options. The main factor affecting the estimates of the fair value of stock options, warrants, broker warrants and compensation options is the stock price expected volatility used. The Company currently estimates the expected volatility of its common shares based on comparable information derived from the trading history of guideline public companies which are in a similar situation to the Company taking into consideration the expected life of the options.

(iv) The estimated useful lives and residual values of property and equipment and the measurement of depreciation expense.
Management estimates the useful lives of property and equipment based on the period during which the assets are expected to be available for use. The amounts and timing of recorded expenses for depreciation of property and equipment for any period are affected by these estimated useful lives. The estimates are reviewed at least annually and are updated if expectations change as a result of physical wear and tear, technical or commercial obsolescence and legal or other limits to use. It is possible that changes in these factors may cause significant changes in the estimated useful lives of the Company's property and equipment in the future.

New accounting standards not yet adopted

The IASB issued the following standards which are relevant but have not yet been adopted by the Company:

IFRS 9, Financial instruments, IFRS 10, Consolidated Financial Statement, IFRS 11, Joint Arrangements, IFRS 12, Disclosure of Interests In Other Entities, IFRS 13, Fair Value Measurement, and amended IAS 1, Presentation of Financial Statements. Each of the new standards is effective for annual periods beginning on or after January 1, 2013, except IFRS 9 which is effective for annual periods beginning on or after January 1, 2015, with early adoption permitted. The Company has not yet begun the process of assessing the impact that the new and amended standards will have on its financial statements or whether to early adopt any of the new requirements.

The following is a brief summary of the new standards:

IFRS 9 - Financial instruments - classification and measurement:
IFRS 9, Financial Instruments, was issued in November 2009. It addresses classification and measurement of financial assets and replaces the multiple category and measurement models in IAS 39, Financial Instruments – Recognition and Measurement, for debt instruments with a new mixed measurement model with only two categories: amortized cost and fair value through profit or loss. IFRS 9 also replaces the models for measuring equity instruments and such instruments are either recognized at fair value through profit or loss or at fair value through other comprehensive income. Where such equity instruments are measured at fair value through other comprehensive income, dividends, to the extent not clearly representing a return of investment, are recognized in profit or loss; however, other gains and losses (including impairments) associated with such instruments remain in accumulated comprehensive income indefinitely.
Requirements for financial liabilities were added in October 2010 and they largely carried forward existing requirements in IAS 39, except that fair value changes due to credit risk for liabilities designated at fair value through profit and loss would generally be recorded in other comprehensive income. IFRS 9 is required to be applied for accounting periods beginning on or after January 1, 2015, with earlier adoption permitted.

IFRS 10 – Consolidation:
IFRS 10 requires an entity to consolidate an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Under existing IFRS, consolidation is required when an entity has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. IFRS 10 replaces SIC-12, Consolidation—Special Purpose Entities and parts of IAS 27, Consolidated and Separate Financial Statements. IFRS 10 is effective for annual periods beginning on or after January 1, 2013. Earlier application is permitted.

IFRS 11 – Joint Arrangements:
IFRS 11, Joint arrangements, was issued by the IASB in May 2011. IFRS 11 is a new standard which focuses on classifying joint arrangements by their rights and obligations rather than their legal form. Entities are classified into two groups: parties having rights to the assets and obligations for the liabilities of an arrangement, and rights to the net assets of an arrangement. Entities in the former case account for assets, liabilities, revenues and expenses in accordance with the arrangement, whereas entities in the latter case account for the arrangement using the equity method. IFRS 11 is effective for annual periods beginning on or after January 1, 2013. Earlier application is permitted.

IFRS 12 -- Disclosure of Interest In Other Entities:
IFRS 12, Disclosure of Interests in Other Entities, was issued by the IASB in May 2011. IFRS 12 is a new standard which provides disclosure requirements for entities reporting interests in other entities, including joint arrangements, special purpose vehicles, and off balance sheet vehicles. IFRS 12 is effective for annual periods beginning on or after January 1, 2013. Earlier application is permitted.
IFRS 13 - Fair Value Measurement
IFRS 13 is a comprehensive standard for fair value measurement and disclosure requirements for use across all IFRS standards. The new standard clarifies that fair value is the price that would be received to sell an asset, or paid to transfer a liability in an orderly transaction between market participants, at the measurement date. It also establishes disclosures about fair value measurement. Under existing IFRS, guidance on measuring and disclosing fair value is dispersed among the specific standards requiring fair value measurements and in many cases does not reflect a clear measurement basis or consistent disclosures. IFRS 13 is effective for annual periods beginning on or after January 1, 2013. Earlier application is permitted.

IAS 1 - Presentation of financial statements:
IAS 1 was amended by the IASB in June 2011 in order to align the presentation of items in other comprehensive income with US GAAP standards. Items in other comprehensive income will be required to be presented in two categories: items that will be reclassified into profit or loss and those that will not be reclassified. The flexibility to present a statement of comprehensive income as one statement or two separate statements of profit and loss and other comprehensive income remains unchanged. The amendments to IAS 1 are effective for annual periods beginning on or after July 1, 2012.

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 unaudited interim 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 Multilateral Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings (MI 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

New developments have been very encouraging during the first quarter, most notably with the discovery of the West Gold-Copper Zone at Akasaba, which continues the string of exploration successes on this and adjacent properties. The Akasaba project has shown steady growth during difficult capital markets, and it will continue to remain the principal focus of Alexandria's exploration activities. During the period, ongoing new business development activities has led to a new shareholder support network as well as new potential business opportunities. Management is optimistic that the results of these efforts will be favorable.

Capital Markets remain uncertain, as they have for some time now. The Company will require a new source of funds to continue its exploration efforts throughout the year. In light of these conditions, management has recently reduced expenditures in several areas, including exploration costs, and continues to monitor the situation. The Company may need to reduce costs further should financing opportunities be delayed.

Eric Owens
Chief Executive Officer
September 26, 2012