

ALEXANDRIA MINERALS CORPORATION

Management Discussion and Analysis

October 31, 2006

This Management Discussion and Analysis ("MD&A") of Alexandria Minerals Corporation ("Alexandria" or the "Company") is dated December 18, 2006 and provides an analysis of the Company's performance and financial condition for the six month period ended October 31, 2006 ("Second quarter 2007") 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 year ended April 30, 2006 and unaudited financial statements for the period ended October 31, 2006, including the related note disclosure, which are prepared in accordance with generally accepted accounting principles in Canada. The auditors have not reviewed the interim financial statements for the period ended October 31, 2006. 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.

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 NI43-101 Compliance

The Company relies principally on Mr. Eddy Canova, P.Geo., as the Qualified Person as defined under National Instrument 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. Where provided, potential quantity and grade is conceptual in nature as the Company has not conducted sufficient exploration to define resources and it is uncertain if further exploration will result in the target being delineated as a mineral resource.

Certain statements below pertaining to mineral deposits on the properties in which the Company has an interest are presented as Historic Resources and are not being treated as Current Resources by the Company as specified in NI43-101. The data behind the results presented below come from internal company reports by the property optionors, and are based upon considerable surface and underground drilling; these data do not satisfy the requirements laid out in NI43-101. The company currently views these as exploration targets, and are not to be relied upon except as relevance for further exploratory work. The Company does not at present have any Current Resources among its assets.

OVERALL PERFORMANCE

Principal Business and Corporate History

Alexandria Minerals Corporation is a junior gold exploration company, with a current focus on under-explored, high-potential mineral exploration properties in the lucrative, world-class gold mining camps of Ontario and Quebec, 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. To date the Company has not earned revenue from its mineral properties and is considered to be in the development stage.

Joint Ventures, Option Agreements and Recent Developments

The Company's properties are located in the historic Abitibi Belt of northern Ontario and Quebec, an area which has produced in excess of 170 million ounces of gold over the last 90 years. Five of the Company's projects lie on or near the prolific Cadillac Larder Lake Break, a regional gold-bearing fault zone over 300 km long, which has yielded 100 million ounces of gold from mines in its vicinity, and is notable for such historic mining camps as Val d'Or, Kirkland Lake and Noranda.

During the second quarter, 2006, Alexandria signed an option agreement with Aur Resources Inc. for 10 properties consisting of 351 claims in the Val d'Or mining camp, Quebec, and in November 2006, completed an Option/Joint Venture agreement with Niogold Mining corporation for 30 claims, thereby increasing the size of its Siscoe East property. As a result of these agreements, the company now has interests in one of the larger land packages in the Val d'Or camp, with a total of 529 claims as compared to 45 claims after the company's IPO in late March, 2006.

The Aur agreement enables Alexandria to earn 100% interest in the 10 properties by completing exploration or development expenditures of \$8,000,000 on the properties over eight years, by July 31, 2014. The Company will earn its first 50% interest in the properties by expending \$500,000 per year over three years, until July 31, 2009, followed by annual expenditures of \$750,000 over the subsequent two years, until July 31, 2011. The Company will also pay \$500,000 in cash and shares over the same five year period, including \$50,000 and 265,674 shares upon signing. The Company can earn 100% by committing to further expenditures of \$5,000,000 by July 31, 2014. Alexandria Minerals will be Operator.

The Niogold agreement, dated September 29, 2006 gives Alexandria the right to earn a 70% interest in 30 claims in Vassan Township, for which Alexandria has issued 100,000 shares to Niogold upon signing and will require Alexandria to complete exploration expenditures of \$65,000 by September 29, 2007. To date, approximately \$29,000 has been expended. This addition brings the total number of claims on the Siscoe East property to 88 for a total of 2,172 hectares.

In September 2006, Alexandria doubled the size of its Joannes property, 45 km west of Val d'Or, through an agreement with Falconbridge Limited (now Xstrata plc). Alexandria will earn a 50% interest in 20 mineral claims in Joannes Township, Quebec by expending \$500,000 over 4 years, by July 10, 2010, after which the Company will be the operator in the Joint Venture.

In other matters, the Company has issued 100,000 shares (value at \$23,000) to the property optionors of its Coyle-Tremblay claims, which make up a portion of the Joannes property. The issuance of shares allows the Company to extend the time on which it completes its work commitments on the Coyle-Tremblay claims, until July 1, 2007.

In anticipation of the aggressive exploration programme planned for these new property acquisitions, Alexandria has begun the process of strengthening its Val d'Or operations. The Company has established a field office and living accommodations in Val d'Or, and has added to its geological and technical personnel. The Company anticipates further augmentation of its personnel over the coming months in order to help with meeting its exploration goals.

Project Development

A summary of the active projects and their recent progress follows:

Val d'Or: Siscoe East Property

As of October 31, 2006, the Company held 100% interest in 58 claims on the Siscoe East Property, located in Dubuisson Township near Val d'Or, Quebec. The Niogold agreement, completed subsequent to quarter end, has added 30 claims to this property.

The company completed a diamond drilling programme on the Siscoe East Project at the end of first quarter in 2006. A total of 2545 m in seven diamond drill holes tested 3 principal target zones: the K-Shear Zone from which ore was mined at the Siscoe Mine; the Stabell Mine vein; and the extension of the Sullivan Mine vein. Initial assays were received at the beginning of September 2006; complete assay results have now been received. The drilling was a technical success in that all drill holes intersected their geological and geophysical targets, revealing significant shear zones with associated quartz-sulfide veins and alteration. The results were favorable, indicating the presence of gold. Approximately 1% of the 1,051 drill samples yielded anomalous gold values between 0.5 g/t gold and 1.5 g/t gold up to drilled widths of 1.5m, with the best result being 3.13 g/t over 0.45m from a quartz-pyrite vein. Several geophysical targets on the property remain untested, including a seismic anomaly with coincident historical drill results yielding 28.1 g/t over 1.1 m.

Val d'Or: Cambior (Iamgold) Property

Alexandria completed an agreement with Cambior Inc. in the first quarter, 2006, to earn 50% interest in four properties along the Cadillac Break in the Val d'Or camp. Comprised of a total of 90 claims, the properties are the Akasaba, the Sleepy, and the Bloc Sud Ouest and Bloc Sud Trivio. These properties straddle the Cadillac Larder Lake Break southeast of the city of Val d'Or, and comprise a variety of gold targets, from structural gold, massive sulfide gold, and Sigma 2-type disseminated gold.

The properties include advanced-stage exploration targets with reported historic resources, at the Akasaba Mine with 255,000 t at 6.33 g/t gold (Louvem Mines, 1987) and the Sleepy Deposit with 152,471 t at 5.1 g/t gold (Geospex, 1998). Although these resources are historic in nature, not compliant with the standards set out in NI 43-101, and are therefore not to be relied upon, the Company views these as strong exploration targets. In addition, there are a number of early-stage targets, ranging from property-wide glacial till geochemical anomalies and geophysical anomalies to historic drill holes yielding excellent gold values. On the Sleepy Property, for example, 1 km east of the Sleepy Deposit, Cambior reported intersecting 18.5 g/t gold over 1.5m, 9.5 g/t gold over 1.5m and 7.1 g/t gold over 1.5m from recent drill holes. Similarly, on the Akasaba Property, drilling of geophysical anomalies along the western extension of the Akasaba Mine horizon yielded a reported 9.8 g/t Au over 2.0 m, 7.3 g/t Au over 2.1m, and 2.1 g/t Au over 5.2 m.

The work is governed by a management committee comprised of Alexandria and Cambior personnel, and during the quarter, initial work began aimed at delineating drill targets on the properties. This work consisted of 100.5 km of line-cutting, followed by completion of a ground magnetics survey. As of the date of this writing, an Induced Polarization survey, planned over five grids, has been partially completed. Results of these activities are being reviewed in order to define drill targets for a drilling programme that will begin early in the winter 2007. To date the Company has expended \$82,000 on these activities. In a related matter, Cambior Inc. has granted an extension of time to meet the exploration expenditures on these properties, expected to be met during the 3rd quarter FY2007.

Val d'Or: Aur Resources Option Properties

The option agreement signed with Aur Resources Inc. comprises 10 properties: Airport, Ducros, Lourmet, Mid-Canada, Orcour, Orenada, Oramaque, Sabourin Creek, Trivio, and Vaumon. Together with the adjacent properties of the Cambior JV, these properties underlie more than 23 km of the Cadillac Tectonic Zone, giving Alexandria an interest in one of the larger property packages in the prolific Val d'Or mining camp.

These properties host a variety of styles of mineralization, including shear zone-hosted gold, porphyry style copper-gold, disseminated gold and massive sulfide-hosted gold and base metals. Recent reinterpretation of the geology in the region also suggests skarn mineralization may be an important style, such as at the Hogge Zone on the Oramaque Property. Included in this package are advanced-stage exploration targets, consisting of historical, non-43-101 compliant, deposits such as Orenada #4, reportedly with 2.1Mt grading 1.47 g/t gold (Aur, 1990), Mid-Canada, with a reported 188,448 t grading 4.79 g/t gold, and Orenada #1 with a reported 113,941 t grading 1.02% copper and 4.01 g/t silver (Geologica, 1989). As with the Akasaba and Sleepy deposits, these data are not treated as Current Resources as they are not compliant with NI 43-101, and are therefore not to be relied upon except as exploration targets and for use as models for exploration.

Earlier-stage targets include property wide geophysical and geochemical targets, which show continuity with similar data on the adjacent Cambior properties. Historic and recent trench and drill holes with favorable gold values are numerous, and provide an excellent starting point for Alexandria's exploration activities on these properties. A short selection from the numerous samples collected over the 70 years of exploration on these properties of the type of drill and trench results the Company will be following up include:

<u>Location</u>	<u>Assay</u>	<u>Length</u>	<u>Type</u>
Oramaque	11.88g/t Au	3.0m	Trench
Incl.	339 g/t Au	1.0m	
Oramaque	16.75 g/t Au	4.3 m	Drill Hole
Trivio	8.4 g/t Au	6.1 m	Drill Hole
Airport	3.43 g/t Au	6.1 m	Drill Hole
Ducros	0.21% Cu	170m	Drill Hole

There are a minimum of 680 drill holes, several trenches, and property-wide geophysical and geochemical surveys which have been completed over these properties over the past 70 years. As a result, there is considerable background exploration data which Alexandria is currently compiling and interpreting, with the goal of initiating a winter drill programme during the 3rd quarter, 2006.

Matachewan Property

The Company owns 100% of the mineral rights on its Matachewan Property, which consists of 26 claims covering 1,712 hectares in Cairo Township, Ontario, 35 km SW of Kirkland Lake, and 3 km east of the Young Davidson Mine of Northgate Minerals. The Young-Davidson hosts 1.6 million ounces of gold (non 43-101 compliant) in a geological environment similar to that found on Alexandria's property. The Company completed an initial round of drilling, in Fall of 2005, testing some of the 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 g/t Au over 1.3 m). A subsequent geochemical study conducted on the drill core indicated potential for base metal massive sulfide deposits. A number of geophysical and geological targets remain to be tested by drilling.

Joannes Property

The property is located in the Joannes Township in the Val d'Or Mining Division in the Province of Quebec. The Joannes Project consists of two option agreements: the Coyle-Tremblay and the Salmasi-Greisbach agreements. Alexandria can earn 100% interest by expending a further \$68,264 on the 13 Coyle-Tremblay claims by July 3, 2007 and \$35,658 on the 6 Salmasi-Greisbach claims by May 27, 2007. The property is located along the Cadillac Break 5 kilometres west of the Bousquet gold mine, which produced about 3 million ounces of gold in the late 1900's, about 18 kilometres east of the Noranda camp, and is adjacent to the Hosco Gold Mine, a past producer. Historic drill results on Alexandria's claims have yielded up to 12g/t gold over 1.5m.

In September 2006, the Company doubled the size of its Joannes project property through an agreement with Falconbridge Limited, acquiring a 50% interest in 20 claims adjacent to those already held. In addition to straddling the Cadillac Larder Lake Break, this acquisition brings new gold targets into the property, including the East Hosco showing, which yielded 28.1g/t over 1.5m in historic drilling.

Geophysical work conducted by Alexandria on the initial claims has delineated at least 10 distinct Induced Polarization anomalies, including one in the vicinity of the Cadillac Tectonic Zone. In addition, the company has recently completed an airborne geophysical survey over the Falconbridge claims. These geophysical results will allow for improved target selection of drill holes.

Quevillon Property

This property is located in Quevillon Township, Quebec about 2 km west of the community of Lebel Sur Quevillon, 100 km NE of Val d'Or. This property is currently Alexandria's only staked property, consisting of 29 claims, covering 858 hectares. Alexandria has completed magnetic surveys on the property in order to quantify targets for future exploration. The next step will be IP and soil geochemistry to delineate drill targets.

Gwillim Property

This property is located in the Barlow Township in the Chibougamou Mining Division in the Province of Quebec. The 11 claims covering 609 hectares are under option agreement with Jack Charlton and Eddy Canova, through which Alexandria may earn 100% interest in the mineral rights. The property is adjacent to the Gwillim Mine owned by Campbell Resources, which produced about 35,000 ounces gold in the early 1970s.

Assay results have been received from a surface prospecting and mapping program completed in August and September on Gwillim Property. This survey, guided by historic exploration data and by magnetic anomalies from an airborne survey completed in June, 2006, resulted in the geologic evaluation of over 715 outcrops and the collection of 257 rock samples.

SUMMARY OF QUARTERLY INFORMATION

Three Months Ended	Financings	Mining Rights	Net Income (loss)		Total Assets
			Total	Per Share	
2006-OCT-31	\$ (33,524)	\$ 491,186	\$ (256,693)	\$ (0.01)	\$ 2,199,899
2006-JUL-31	482,778	151,403	(172,866)	(0.01)	2,452,445
2006-APR-30	1,268,762	53,384	(208,480)	(0.01)	1,848,488
2006-JAN-31	8,864	34,268	(6,665)	(0.00)	918,672
2005-OCT-31	195,885	152,543	(17,238)	(0.00)	933,167
2005-JUL-31	216,000	181,776	(161,627)	(0.02)	843,148
2005-APR-30	51,082	20,487	(112,507)	(0.01)	524,695
2005-JAN-31	27,664	57,474	(94,379)	0.01	529,175

RESULTS OF OPERATIONS

The Company has no operating revenues 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 October 31, 2006, Alexandria's net loss was \$256,693 (October 31, 2005 - \$17,238). The company completed its IPO in March 2006 and subsequently became listed on the TSX Venture Exchange. Consequently, administrative expenses related to filing fees, transfer agent services, accounting and corporate services have increased substantially. Furthermore, since the IPO, the company has increased its promotional activities through the establishment and maintenance of a website, the hiring of Investment Relations (IR) consultants, production of marketing materials, and meetings and travel related to these activities. For the six months ending October 31, 2006, Office and General expenses increased to \$115,000 compared to only \$18,000 in the same period ending October 31, 2005, while promotion-related travel, brokers meetings, conferences and communications amounted to approximately \$120,000 as compared to \$33,000 in 2005.

Also as a result of its increased level of operations since its IPO, the Company now has full time management and has hired personnel, resulting in Management Fees and Wages of approximately \$64,000 for the six months ended October 31, 2006 (2006 -- \$6,000). In 2005, the Company had spent over \$100,000 in Professional Fees as part of its activities leading to its IPO. Subsequent to the IPO, these fees were substantially reduced and amounted to less than \$20,000 in the current period of 2006. During the last six months, stock options were granted to directors, officers and key employees and persons providing ongoing services to the company, resulting in stock option compensation of \$97,067 was expensed during this period (2006-\$0).

LIQUIDITY AND CAPITAL RESOURCES

As at October 31, 2006, the Company's working capital amounted to \$317,000, a decrease of \$472,000 from April 30, 2006. During this period financing activities raised approximately \$449,000. Approximately \$643,000 was expended on exploration and mining rights, while operating activities amounted to approximately \$585,000.

In December 2006, Alexandria completed a private placement, raising \$2,589,790. The non-brokered private placement consisted of 4,909,000 non-Flow Through (NFT) common share units at a price of \$0.19 per unit and 6,904,499 Flow Through (FT) units at a price of \$0.24 per unit. Each NFT unit consists of one common

share and ½ warrant, where each whole warrant enables the holder to purchase an additional share at \$0.25 for one year. Each FT unit consists of one Flow Through share and ½ warrant, where each whole warrant enables the holder to purchase one common, non-Flow Through share at a price of \$0.34 for one year. A Finders Fee of 8%, either in cash or units of the financing, was paid to pro-brokers, totalling \$153,269 cash and 125,000 units, the latter distributed as to 115,480 units at a price of \$0.19 and 9,520 units at a price of \$0.24. The units distributed in this regard resulted in the issue of 125,000 shares and 62,500 warrants. This financing, together with the finder's fees, resulted in the addition of 11,938,499 shares and 5,969,250 warrants to the Company's capital structure.

The proceeds will be used for drilling on the Aur Resources and Cambior properties and for general working capital. The Company intends to complete approximately 20,000 m of drilling in 2007 on these target-rich properties.

Share Capital

As at December 18, 2006, the Company's share position consisted of:

Shares outstanding	34,999,836
Options outstanding ⁽ⁱ⁾	1,495,000
Warrants ⁽ⁱⁱ⁾	15,142,316
Fully Diluted	<u>51,637,152</u>

(i) Options outstanding

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
April 12, 2011	250,000	\$0.30
September 15, 2011	20,000	\$0.23
October 19, 2011	250,000	\$0.21

(ii) Warrants outstanding

	Units	Expiry Date	Exercise Price
Purchase Warrant	2,512,240	Dec. 8, 2007	\$0.25
Purchase Warrant	3,040,343	Dec. 8, 2007	\$0.34
Purchase Warrant	416,667	Dec. 15, 2007	\$0.34
Purchase warrant	1,099,900	Oct. 21, 2007	\$0.30
Purchase warrant	333,333 ⁽¹⁾	Nov. 4, 2007	\$0.30
Purchase warrant	5,990,000	Mar. 22, 2008 ⁽²⁾	\$0.30
Broker warrant	900,000 ⁽³⁾	Mar. 22, 2008 ⁽²⁾	\$0.25
Purchase warrant	849,833 ⁽⁴⁾	May 1, 2007	\$0.40

Notes:

- (1) Warrants issued to a shareholder, along with 333,333 common shares, in payment of a promissory note of \$50,000.
- (2) Warrants issued during the IPO are subject to accelerated expiry if the common shares of the Company trade at a weighed average price of \$0.50 or higher for a period of 20 consecutive trading days.

- (3) The Agent's options were issued as part of fees payable to Bolder Investment Partners Ltd. for their involvement in the IPO.
- (4) These warrants are subject to accelerated expiry if the common shares of the Company trade at a weighed average price of \$0.60 or higher for a period of 20 consecutive trading days.

COURSE OF BUSINESS TRANSACTIONS

Related Party Transactions

Through the normal course of operations, the following related party transactions occurred:

- (i) Management and administrative services totalling \$124,000 (October 31, 2005 - \$54,000) were paid to the President, current and former Chief Financial Officer and Executive Vice President.
- (ii) Included in accounts payable and accrued liabilities is \$36,515 (October 31, 2005 - \$71,897) representing unpaid management fees owing to the President, current Chief Financial and Executive Vice President.

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.

OUTLOOK

Alexandria has enlarged its properties through acquisition, and the Company continues to pursue and research new opportunities with acquisition, staking and the title recognition. During the second quarter of 2006, significant exploration results came out of Alexandria's efforts on Joannes, Matachewan and Siscoe East through geophysics and prospecting. The Company will use these results to plan future activities.

Looking ahead to the remainder of the upcoming year, the Company is intent on building on this base work and building for Alexandria's future. 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.

The Company's philosophy of active exploration will continue with aggressive field work including geophysical, geological and drilling activities, with particular focus on its Val d'Or properties.

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.