



# ALEXANDRIA

## MINERALS CORPORATION

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### **Alexandria Minerals Corporation**

Condensed Interim Financial Statements

Three and nine months ended January 31, 2015

(Expressed in Canadian Dollars)

(Unaudited)

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## **MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING**

The accompanying unaudited condensed interim financial statements of Alexandria Minerals Corporation (the "Company") were prepared by management in accordance with International Financial Reporting Standards. Management acknowledges responsibility for the preparation and presentation of the unaudited condensed interim financial statements, including responsibility for significant accounting judgments and estimates and the choice of accounting principles and methods that are appropriate to the Company's circumstances.

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 unaudited condensed interim 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 unaudited condensed interim financial statements and (ii) the unaudited condensed interim financial statements fairly present in all material respects the financial condition, financial performance and cash flows of the Company, as of the date of and for the periods presented by the unaudited condensed interim financial statements.

The Board of Directors is responsible for reviewing and approving the unaudited condensed interim financial statements together with other financial information of the Company and for ensuring that management fulfills its financial reporting responsibilities. An Audit Committee assists the Board of Directors in fulfilling this responsibility. The Audit Committee meets with management to review the financial reporting process and the unaudited condensed interim financial statements together with other financial information of the Company. The Audit Committee reports its findings to the Board of Directors for its consideration in approving the unaudited condensed interim financial statements together with other financial information of the Company for issuance to the shareholders.

Management recognizes its responsibility for conducting the Company's affairs in compliance with established financial standards, and applicable laws and regulations, and for maintaining proper standards of conduct for its activities.

(signed)  
Eric O. Owens  
Chief Executive Officer

(signed)  
Mario A. Miranda  
Chief Financial Officer

Toronto, Canada  
March 25, 2015

### **NOTICE TO READER**

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the interim financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim financial statements of the Company have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these unaudited condensed interim financial statements in accordance with standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

**ALEXANDRIA MINERALS CORPORATION**  
**CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION**  
(Expressed in Canadian Dollars)  
(Unaudited)

	January 31, 2015	April 30, 2014
	\$	\$
<b>ASSETS</b>		
<b>Current assets</b>		
Cash	1,318,387	4,367,930
Sales tax and sundry receivable	317,167	320,333
Prepaid expenses	314,052	110,780
Quebec refundable tax credits and mining duties refund receivable (Note 14)	101,852	468,507
Investment in available-for-sale securities	24,715	20,008
Deferred acquisition costs (Note 15)	91,705	-
Advances to Murgor Resources Inc. (Note 15)	200,500	-
	<b>2,368,378</b>	5,287,558
<b>Property and equipment</b> (Note 3)	<b>23,161</b>	26,319
<b>Mining rights and deferred exploration expenditures</b> (Notes 4 and 9(a))	<b>20,973,756</b>	18,810,094
	<b>23,365,295</b>	24,123,971
<b>LIABILITIES</b>		
<b>Current liabilities</b>		
Accounts payable and accrued liabilities (Notes 9(c) and 12)	275,015	598,328
	<b>275,015</b>	598,328
<b>Deferred income tax liability</b>	<b>2,775,639</b>	2,939,939
	<b>3,050,654</b>	3,538,267
<b>SHAREHOLDERS' EQUITY</b>		
Share capital (Note 5(b))	19,278,954	19,278,954
Units to be issued (Note 15)	498,000	-
Reserve for warrants (Note 7)	-	314,622
Reserve for share based payments	11,025,168	10,739,409
Accumulated other comprehensive income	74,547	69,840
Deficit	<b>(10,562,028)</b>	<b>(9,817,121)</b>
	<b>20,314,641</b>	20,585,704
	<b>23,365,295</b>	24,123,971

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

Nature of business (Note 1)  
Commitments (Note 11)  
Contingency (Note 14)  
Subsequent events (Note 15)

Approved by the Board "Eric O. Owens" Director    "Walter C. Henry" Director



**ALEXANDRIA MINERALS CORPORATION**  
**CONDENSED INTERIM STATEMENTS OF INCOME (LOSS)**  
(Expressed in Canadian Dollars)  
(Unaudited)

	Three months ended January 31, 2015	Three months ended January 31, 2014	Nine months ended January 31, 2015	Nine months ended January 31, 2014
	\$	\$	\$	\$
<b>Expenses</b>				
Accounting and corporate services	15,454	19,088	38,667	36,763
Depreciation	2,385	2,375	7,058	6,989
Director fees (Note 9(b))	7,625	-	22,875	-
Business development	32,394	21,497	146,787	73,895
Investor and public relations	59,049	19,652	187,665	62,866
Management fees (Note 9(a))	81,628	228,025	159,120	376,275
Office and general	68,429	57,897	195,578	135,957
Professional fees	6,648	67,674	61,155	98,657
Seminars and conferences	-	4,203	6,195	7,292
Share based payments (Note 6)	-	-	12,825	1,809
Wages	44,793	(1,734)	135,511	25,477
	<b>318,405</b>	418,677	<b>973,436</b>	825,980
<b>Net operating loss before the following</b>	<b>(318,405)</b>	(418,677)	<b>(973,436)</b>	(825,980)
Gain on disposition of mining rights (Note 4(a))	-	2,159,073	-	2,159,073
Interest income	5,634	-	22,541	15
Other income	-	46,849	-	46,849
Premium on flow-through shares	-	261,169	-	370,760
Income (loss) for the period before taxes	<b>(312,771)</b>	2,048,414	<b>(950,895)</b>	1,750,717
Income tax recovery	<b>164,300</b>	-	<b>205,988</b>	-
<b>Net income (loss) for the period</b>	<b>(148,471)</b>	2,048,414	<b>(744,907)</b>	1,750,717
Basic and diluted income (loss) per share (Note 8)	<b>(0.00)</b>	0.01	<b>(0.00)</b>	0.01
<b>Weighted average number of shares outstanding</b>	<b>178,108,297</b>	178,108,297	<b>178,108,297</b>	174,478,201

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

**ALEXANDRIA MINERALS CORPORATION**  
**CONDENSED INTERIM STATEMENTS OF COMPREHENSIVE INCOME (LOSS)**  
(Expressed in Canadian Dollars)  
(Unaudited)

	<b>Three months ended January 31, 2015</b>	Three months ended January 31, 2014	<b>Nine months ended January 31, 2015</b>	Nine months ended January 31, 2014
<b>Net income (loss) for the period</b>	<b>\$ (148,471)</b>	\$ 2,048,414	<b>\$ (744,907)</b>	\$ 1,750,717
<b>Other comprehensive income (loss)</b>				
<b>Items that will be reclassified subsequently to income:</b>				
Decrease (increase) in unrealized (loss) on available-for-sale investments, net of tax	<b>9,386</b>	(2,983)	<b>4,707</b>	(3,352)
<b>Comprehensive income (loss)</b>	<b>(139,085)</b>	2,045,431	<b>(740,200)</b>	1,747,365

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

**ALEXANDRIA MINERALS CORPORATION**  
**CONDENSED INTERIM STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY**  
(Expressed in Canadian Dollars)  
(Unaudited)

	Share capital	Units to be issued	Reserve for warrants	Reserve for share based payments	Deficit	Accumulated other comprehensive income	Total
<b>Balance, April 30, 2013</b>	<b>\$ 18,255,992</b>	<b>\$ -</b>	<b>\$ 314,622</b>	<b>\$ 10,564,830</b>	<b>\$(10,812,469)</b>	<b>\$ 70,982</b>	<b>\$ 18,393,957</b>
Non-flow through shares issued for cash	1,026,442	-	-	-	-	-	1,026,442
Share issuance costs	(3,480)	-	-	-	-	-	(3,480)
Share based payments	-	-	-	1,809	-	-	1,809
Unrealized loss on available-for-sale investments, net of tax	-	-	-	-	-	(3,352)	(3,352)
Net income for the period	-	-	-	-	1,750,717	-	1,750,717
<b>Balance, January 31, 2014</b>	<b>19,278,954</b>	<b>-</b>	<b>314,622</b>	<b>10,566,639</b>	<b>(9,061,752)</b>	<b>67,630</b>	<b>21,166,093</b>
Share based payments	-	-	-	172,770	-	-	172,770
Unrealized gain on available-for-sale investments, net of tax	-	-	-	-	-	2,210	2,210
Net loss for the period	-	-	-	-	(755,369)	-	(755,369)
<b>Balance, April 30, 2014</b>	<b>19,278,954</b>	<b>-</b>	<b>314,622</b>	<b>10,739,409</b>	<b>(9,817,121)</b>	<b>69,840</b>	<b>20,585,704</b>
Units to be issued, net of issuance costs	-	498,000	-	-	-	-	498,000
Warrants expired	-	-	(314,622)	272,934	-	-	(41,688)
Unrealized gain on available-for-sale investments, net of tax	-	-	-	-	-	4,707	4,707
Share based payments	-	-	-	12,825	-	-	12,825
Net loss for the period	-	-	-	-	(744,907)	-	(744,907)
<b>Balance, January 31, 2015</b>	<b>\$ 19,278,954</b>	<b>\$ 498,000</b>	<b>\$ -</b>	<b>\$ 11,025,168</b>	<b>\$(10,562,028)</b>	<b>\$ 74,547</b>	<b>\$ 20,314,641</b>

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

**ALEXANDRIA MINERALS CORPORATION**  
**CONDENSED INTERIM STATEMENTS OF CASH FLOWS**  
(Expressed in Canadian Dollars)  
(Unaudited)

	Nine months ended January 31, 2015	Nine months ended January 31, 2014
	\$	\$
<b>Cash provided by (used in) operating activities</b>		
Net income (loss)	(744,907)	1,750,717
Items not involving cash:		
Share based payments	12,825	1,809
Depreciation	7,058	6,989
Gain on disposition of mining rights	-	(2,159,073)
Income tax recovery	(205,988)	-
Premium on flow-through shares	-	(370,760)
Changes in non-cash working capital:		
Sale tax and sundry receivable	3,166	54,850
Prepaid expenses	(203,272)	(18,355)
Quebec refundable tax credits and mining duties refund receivable	542,014	852,697
Accounts payable and accrued liabilities	25,421	162,792
	<b>(563,683)</b>	<b>281,666</b>
<b>Cash flows provided by (used in) investing activities</b>		
Exploration expenditures	(2,512,396)	(1,800,902)
Quebec refundable tax credits and mining duties	(175,359)	-
Acquisition of property and equipment	(3,900)	(1,829)
Proceeds from disposal of mineral rights	-	5,000,000
Deferred acquisition costs	(91,705)	-
Advances to Murgor Resources Inc.	(200,500)	-
	<b>(2,983,860)</b>	<b>3,197,269</b>
<b>Cash flows provided by financing activities</b>		
Issue of common shares	-	1,026,442
Units to be issued	500,000	-
Share issuance costs	(2,000)	(3,480)
	<b>498,000</b>	<b>1,022,962</b>
<b>Net change in cash during the period</b>	<b>(3,049,543)</b>	<b>4,501,897</b>
<b>Cash, beginning of period</b>	<b>4,367,930</b>	<b>697,658</b>
<b>Cash, end of period</b>	<b>1,318,387</b>	<b>5,199,555</b>

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

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**ALEXANDRIA MINERALS CORPORATION**  
**NOTES TO CONDENSED INTERIM FINANCIAL STATEMENTS**  
**(Expressed in Canadian Dollars)**  
**(Unaudited)**

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**Three and Nine Months Ended January 31, 2015**

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**1. NATURE OF BUSINESS**

Alexandria Minerals Corporation (the "Company" or "Alexandria") is engaged in the acquisition, exploration and development of mineral resource properties in Canada. The Company is in the process of exploring, and has not yet determined whether there is an economically viable ore deposit on its properties. The Company was incorporated on May 27, 2002. To date, the Company has not earned revenue from its mineral properties. The Company's common shares are listed on the TSX Ventures Exchange under the symbol AZX, on the Frankfurt Stock Exchange under the symbol A9D and on the Pink Sheets USA under the symbol ALXDF. The primary office is located at 1 Toronto Street, Suite 201, Toronto, Ontario, M5C 2V6.

The unaudited condensed interim financial statements were approved by the Board of Directors on March 25, 2015.

**2. SIGNIFICANT ACCOUNTING POLICIES**

*Statement of compliance*

The Company applies International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC"). These unaudited condensed interim financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting. Accordingly, they do not include all of the information required for full annual financial statements required by IFRS as issued by IASB and interpretations issued by IFRIC.

The policies applied in these unaudited condensed interim financial statements are based on IFRSs issued and outstanding as of March 25, 2015, the date the Board of Directors approved the statements. The same accounting policies and methods of computation are followed in these unaudited condensed interim financial statements as compared with the most recent annual financial statements as at and for the year ended April 30, 2014, except as noted below. Any subsequent changes to IFRS that are given effect in the Company's annual financial statements for the year ending April 30, 2015 could result in restatement of these unaudited condensed interim financial statements.

*Change in accounting policies*

IAS 32, Financial Instruments, Presentation ("IAS 32") was amended to clarify that the right of offset must be available on the current date and cannot be contingent on a future date. At May 1, 2014, the Company adopted these amendments and there was no material impact on the Company's unaudited condensed interim financial statements.

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

IFRS 9, Financial Instruments ("IFRS 9"), was issued by the IASB in October 2010 and will replace IAS 39, Financial Instruments: Recognition and Measurement ("IAS 39"). IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward unchanged to IFRS 9. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2018. The Company is assessing the impact of IFRS 9 on its financial statements.



**ALEXANDRIA MINERALS CORPORATION**  
**NOTES TO CONDENSED INTERIM FINANCIAL STATEMENTS**  
(Expressed in Canadian Dollars)  
(Unaudited)

Three and Nine Months Ended January 31, 2015

**3. PROPERTY AND EQUIPMENT**

Cost	Computer equipment	Office equipment	Computer software	Leasehold improvement	Total
Balance, April 30, 2013	\$ 38,746	\$ 9,209	\$ 3,587	\$ 28,198	\$ 79,740
Additions	3,400	-	-	-	3,400
Balance, April 30, 2014	42,146	9,209	3,587	28,198	83,140
Additions	-	3,900	-	-	3,900
Balance, January 31, 2015	\$ 42,146	\$ 13,109	\$ 3,587	\$ 28,198	\$ 87,040

Accumulated depreciation	Computer equipment	Office equipment	Computer software	Leasehold improvement	Total
Balance, April 30, 2013	\$ 29,771	\$ 7,271	\$ 1,896	\$ 8,460	\$ 47,398
Depreciation	2,888	388	507	5,640	9,423
Balance, April 30, 2014	32,659	7,659	2,403	14,100	56,821
Depreciation	2,135	427	266	4,230	7,058
Balance, January 31, 2015	\$ 34,794	\$ 8,086	\$ 2,669	\$ 18,330	\$ 63,879

Carrying value	Computer equipment	Office equipment	Computer software	Leasehold improvement	Total
Balance, April 30, 2014	\$ 9,487	\$ 1,550	\$ 1,184	\$ 14,098	\$ 26,319
Balance, January 31, 2015	\$ 7,352	\$ 5,023	\$ 918	\$ 9,868	\$ 23,161

**4. MINING RIGHTS AND DEFERRED EXPLORATION EXPENDITURES**

As at January 31, 2015, the Company has acquired interests, or has acquired options to earn interests, in the following properties:

	January 31, 2015	April 30, 2014
	\$	\$
<b>Cadillac Break Property Group 4(a)</b>		
<b>Orenada</b>		
Opening balance	4,922,437	4,539,354
Assays and maps	58,825	679
Drilling	302,583	-
Geophysics	28,129	285,321
Geology and geochemistry	85,242	19,982
General expenses	60,022	38,066
Allocated exploration expenses <sup>(1)</sup>	14,533	9,312
Indirect exploration expenses <sup>(2)</sup>	75,253	29,723
Closing balance	5,547,024	4,922,437

**ALEXANDRIA MINERALS CORPORATION**  
**NOTES TO CONDENSED INTERIM FINANCIAL STATEMENTS**  
(Expressed in Canadian Dollars)  
(Unaudited)  


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Three and Nine Months Ended January 31, 2015

**4. MINING RIGHTS AND DEFERRED EXPLORATION EXPENDITURES (Continued)**

	January 31, 2015	April 30, 2014
	\$	\$
<b>Akasaba 4(a)</b>		
Opening balance	11,894,294	12,882,186
Assays and maps	147,701	177,898
Drilling	744,295	944,521
Geophysics	948	373,091
Geology and geochemistry	66,078	108,402
Sale of mining rights	-	(2,777,963)
General expenses	9,353	34,715
Allocated exploration expenses <sup>(1)</sup>	19,595	12,555
Indirect exploration expenses <sup>(2)</sup>	135,341	138,889
Closing balance	13,017,605	11,894,294
<b>Sleepy 4(a)</b>		
Opening balance	5,968,625	5,380,088
Assays and maps	24,867	41,436
Drilling	17,482	446,971
Geology and geochemistry	55,432	23,685
General expenses	55,018	6,319
Allocated exploration expenses <sup>(1)</sup>	38,177	24,462
Indirect exploration expenses <sup>(2)</sup>	26,161	45,664
Closing balance	6,185,762	5,968,625
Total Cadillac Break Properties	24,750,391	22,785,356
<b>Siscoe East JV 4(b)</b>		
Opening balance	478,404	478,289
General expenses	-	106
Indirect exploration expenses <sup>(2)</sup>	-	9
Closing balance	478,404	478,404
<b>Other Quebec Properties 4(c)</b>		
Opening balance	2,522,801	2,518,282
Assays and maps	1,243	-
Geophysics	15,000	-
Geology and geochemistry	99,295	-
General expenses	8,619	4,168
Indirect exploration expenses <sup>(2)</sup>	17,008	351
Closing balance	2,663,966	2,522,801

**ALEXANDRIA MINERALS CORPORATION**  
**NOTES TO CONDENSED INTERIM FINANCIAL STATEMENTS**  
(Expressed in Canadian Dollars)  
(Unaudited)  


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**Three and Nine Months Ended January 31, 2015**

**4. MINING RIGHTS AND DEFERRED EXPLORATION EXPENDITURES (Continued)**

	January 31, 2015	April 30, 2014
	\$	\$
<b>Subtotal</b>	<b>27,892,761</b>	25,786,561
<b>Plus:</b> General administration	<b>747,579</b>	680,769
<b>Less:</b> Quebec refundable tax credits and mining duties received	<b>(7,564,732)</b>	(7,188,729)
Quebec refundable tax credits and mining duties refunds receivable	<b>(101,852)</b>	(468,507)
<b>Total</b>	<b>20,973,756</b>	18,810,094

(1) Eligible exploration expenditures performed on multiple properties. The allocation is based on the surface area of each property as a percentage of the total surface area of property covered.

(2) The allocation is based on each property's direct exploration expenditure incurred as a percentage of total direct exploration expenditure incurred on all properties.

The Company has retained an interest in, through option agreement or through staking, several gold exploration properties in Ontario and Quebec, Canada. All properties are located in areas adjacent to past or present mines, and all have indications of gold on the surface and in the subsurface. The properties are considered to be early stage exploration properties, and there are uncertainties with regard to the discovery of economically viable ore deposits on them.

**(a) Cadillac Break Property Group**

The Cadillac Break Property consist of 21 contiguous projects, comprised of 662 claims, located in Bourlamaque, Louvencourt and Vaquelin Townships in the Val D'or Mining District, Quebec.

The Company holds a 100% interest in all these properties, subject to Net Smelter Royalties ("NSR") of between 1% - 2.5%, depending on the claim. A portion of these NSR's can be purchased for between \$200,000 and \$1,000,000.

The 21 properties are grouped as follows:

- Akasaba group that includes Valdora, Akasaba, Bloc Sud West, Sabourin and Annamaque/Faraday.
- Orenada group that includes Airport, Orenada, Mid-Canada, Ducros, Oramaque, Orenada Robert extension and Robert property.
- The Sleepy group that includes Block Sud Sleepy, Lourmet, Oncour, Trivio, Vaumon, Block Sud Trivio, Block Sud Trivio Extension, Dekayser and Eddy.

The Company has optioned one claim from its Airport Property in Val d'Or to Integra Goldcorp. (formerly Kalahari Resources Inc.). Alexandria retains a 2% NSR, one half of which may be purchased for \$1,000,000.

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**ALEXANDRIA MINERALS CORPORATION**  
**NOTES TO CONDENSED INTERIM FINANCIAL STATEMENTS**  
**(Expressed in Canadian Dollars)**  
**(Unaudited)**

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**Three and Nine Months Ended January 31, 2015**

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**4. MINING RIGHTS AND DEFERRED EXPLORATION EXPENDITURES (Continued)**

**(a) Cadillac Break Property Group (Continued)**

During the year ended April 30, 2014 the Company sold the mineral rights of 14 mining claims, which formed part of the Sabourin Creek and Akasaba properties, to Agnico Eagle Mines Limited ("Agnico") for gross proceeds of \$5,000,000.

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

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

**(b) Siscoe East JV**

(i) The Siscoe East Property, located in Dubuisson Township near Val D'Or, Quebec, comprises a total of 110 claims governed by an Option/Joint Venture agreements signed on June 25, 2008, between Niogold Mining Corporation ("Niogold") and Alexandria. The agreement gave Niogold the option to earn a 50% interest in the claims. As all terms have been completed, Alexandria and Niogold are deemed to have formed a Joint Venture to explore and develop the Siscoe East Property.

(ii) All claims are subject to a 2% NSR, except for 13 claims which are subject to a sliding NSR payable to Virginia Mines Inc. as follows: 1) 2% NSR if gold price is less than US \$325 per ounce; 2) 2.5% NSR if gold price is between US \$325 and US \$375 per ounce; and 3) 3% NSR if gold price is more than US \$375 per ounce.

**(c) Other Quebec Properties**

Other Quebec Properties include Matachewan, Caramax, Gwillim and other minor properties.

Gwillim Property

The Gwillim Property is comprised of 48 mineral claims, 11 of these claims are subject to a 2% NSR, located in Barlow Township, Chibougamou Mining District, Quebec, of which the Company owns 100% mineral rights.

Matachewan Property

The Matachewan Property is located in Cairo and Flavelle Townships, near Matachewan, Ontario. The property consists of 49 mineral claims, 39 of which the Company owns 100% mineral rights, subject to a 3% NSR, and 10 of which are governed by a 50%-50% joint venture agreement with Carmax Explorations Ltd.

**ALEXANDRIA MINERALS CORPORATION**  
**NOTES TO CONDENSED INTERIM FINANCIAL STATEMENTS**  
(Expressed in Canadian Dollars)  
(Unaudited)  


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**Three and Nine Months Ended January 31, 2015**

**5. SHARE CAPITAL**

(a) Authorized capital - unlimited number of common shares

(b) Issued

	Number of shares	Stated value (\$)
<b>Balance, April 30, 2013</b>	<b>167,843,877</b>	<b>18,255,992</b>
Non-flow through shares issued for cash (i)	10,264,420	1,026,442
Share issuance costs (i)	-	(3,480)
<b>Balance, January 31, 2014, April 30, 2014 and January 31, 2015</b>	<b>178,108,297</b>	<b>19,278,954</b>

(i) On September 11, 2013, the Company closed the first tranche of a non-brokered private placement and on October 21, 2013, the Company closed the second tranche. The first tranche consisted of 3,500,000 common shares at a price of \$0.10 per share for gross proceeds of \$350,000. The second tranche consisted of 6,764,420 common shares at a price of \$0.10 per share for gross proceeds of \$676,442.

**6. STOCK OPTIONS**

The following table reflects the continuity of stock options for the nine months ended January 31, 2015 and 2014:

	Number of stock options	Weighted average exercise price (\$)
<b>Balance, April 30, 2013</b>	11,371,000	0.13
Expired	(2,956,000)	0.16
Cancelled	(465,000)	0.15
<b>Balance, January 31, 2014</b>	7,950,000	0.13
Granted (i)	4,430,000	0.10
Expired	(1,225,000)	0.10
<b>Balance, April 30, 2014</b>	11,155,000	0.13
Granted (ii)	250,000	0.10
Expired	(1,000,000)	0.17
Cancelled	(300,000)	0.17
<b>Balance, January 31, 2015</b>	<b>10,105,000</b>	<b>0.11</b>

(i) On March 7, 2014, the Company issued 4,430,000 incentive stock options to management, directors, employees, and consultants of the Company with an exercise price of \$0.10 and expiring March 7, 2019. The incentive stock options vest immediately.

For the purpose of the 4,430,000 incentive stock options, the fair value of \$172,770 was estimated on the date of grant using the Black-Scholes option valuation model with the following assumptions: expected dividend yield of 0%; risk-free interest rate of 1.71%; expected average life of five years; and expected volatility of 124.06%. For the year ended April 30, 2014, the estimated value of \$172,770 was charged to share based payments and credited to reserve for share based payments.

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**Three and Nine Months Ended January 31, 2015**

**6. STOCK OPTIONS (Continued)**

(ii) On August 29, 2014, the Company issued 250,000 incentive stock options to an employee of the Company with an exercise price of \$0.10 and expiring August 29, 2019. The incentive stock options vest immediately.

For the purpose of the 250,000 incentive stock options, the fair value of \$12,825 was estimated on the date of grant using the Black-Scholes option valuation model with the following assumptions: expected dividend yield of 0%; risk-free interest rate of 1.52%; expected average life of five years; and expected volatility of 120.52%. For the nine months ended January 31, 2015, the estimated value of \$12,825 was charged to share based payments and credited to reserve for share based payments.

The following table reflects the actual stock options issued and outstanding as of January 31, 2015:

Expiry date	Options outstanding			Options exercisable	
	Number of options	Weighted average remaining contractual life (years)	Weighted average exercise price (\$)	Number of options	Weighted average exercise price (\$)
October 12, 2015	1,885,000	0.70	0.17	1,885,000	0.17
March 27, 2016	3,540,000	1.15	0.10	3,540,000	0.10
March 7, 2019	4,430,000	4.10	0.10	4,430,000	0.10
August 29, 2019	250,000	4.58	0.10	250,000	0.10
	<b>10,105,000</b>	<b>2.44</b>	<b>0.12</b>	<b>10,105,000</b>	<b>0.12</b>

**7. WARRANTS**

The following table summarizes warrants that have been issued, exercised or have expired in each of the periods presented:

	Number of warrants	Fair value (\$)
<b>Balance, April 30, 2013, January 31, 2014, and April 30, 2014</b>	<b>14,606,937</b>	<b>314,622</b>
Warrants expired	(14,606,937)	(314,622)
<b>Balance, January 31, 2015</b>	<b>-</b>	<b>-</b>

As at January 31, 2015, no warrants were outstanding.

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**8. BASIC AND DILUTED LOSS PER SHARE**

The following table sets forth the computation of basic and diluted loss per share:

	<b>Three months ended January 31, 2015</b>	Three months ended January 31, 2014	<b>Nine months ended January 31, 2015</b>	Nine months ended January 31, 2014
Numerator:				
Net income (loss) for the period	\$ (148,471)	\$ 2,048,414	\$ (744,907)	\$ 1,750,717
Numerator for basic and diluted income (loss) per share	\$ (148,471)	\$ 2,048,414	\$ (744,907)	\$ 1,750,717
Denominator:				
Weighted average number of common shares	<b>178,108,297</b>	178,108,297	<b>178,108,297</b>	174,478,201
Denominator for basic income (loss) per share	<b>178,108,297</b>	178,108,297	<b>178,108,297</b>	174,478,201
Denominator for diluted income (loss) per share	<b>178,108,297</b>	178,108,297	<b>178,108,297</b>	174,478,201
Basic and diluted income (loss) per share	<b>\$ (0.00)</b>	\$ 0.01	<b>\$ (0.00)</b>	\$ 0.01

The stock options and warrants were not included in the computation of diluted income (loss) per share for three and nine months ended January 31, 2015 and 2014 because their inclusion would be anti-dilutive.

**9. 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 in arm's length transactions as agreed to by the parties, and approved by the Board of Directors in strict adherence to conflict of interest laws and regulations.

The following transactions were carried out with related parties:

a) Purchase of services:

The following schedule shows expenses incurred during the three and nine months ended January 31, 2015 and 2014 with these companies.

	<b>Three months ended January 31, 2015</b>	Three months ended January 31, 2014	<b>Nine months ended January 31, 2015</b>	Nine months ended January 31, 2014
Baker Creek Management (i)	\$ 50,000	\$ 132,000	\$ 150,000	\$ 216,000
Finterra Consulting Inc. (ii)	35,100	42,025	104,700	104,275
Legein Consulting Inc. (iii)	-	-	-	66,280
Mary Vorvis (iv)	-	96,000	-	168,000
	<b>\$ 85,100</b>	\$ 270,025	<b>\$ 254,700</b>	\$ 554,555

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**9. RELATED PARTY TRANSACTIONS (Continued)**

a) Purchase of services: (continued)

The following schedule shows the allocation of the expenses noted in the table above:

	<b>Three months ended January 31, 2015</b>	Three months ended January 31, 2014	<b>Nine months ended January 31, 2015</b>	Nine months ended January 31, 2014
Management fees	\$ 81,628	\$ 228,025	\$ 159,120	\$ 376,275
Deferred exploration expenditures	3,472	42,000	95,580	178,280
	<b>\$ 85,100</b>	<b>\$ 270,025</b>	<b>\$ 254,700</b>	<b>\$ 554,555</b>

(i) During the three and nine months ended January 31, 2015 and 2014, the Company paid management fees to Baker Creek Management, a company controlled by the Chief Executive Officer ("CEO") of the Company. \$3,472 and \$95,580 (three and nine months ended January 31, 2014 - \$42,000 and \$112,000) of these fees are included in deferred exploration expenditures.

(ii) During the three and nine months ended January 31, 2015 and 2014, the Company paid management fees to Finterra Consulting Inc., a company controlled by the Chief Financial Officer ("CFO") of the Company.

(iii) During the nine months ended January 31, 2014, the Company paid management fees to Legein Consulting Inc., a company controlled by the former Vice-President Exploration of the Company. All of these fees are included in deferred exploration expenditures. Mr Legein ceased to be an insider of the Company effective September 30, 2013.

(iv) During the three and nine months ended January 31, 2014, the Company paid management fees to the VP Corporate Development.

b) Key management compensation:

Key management includes directors (executive and non-executive), and senior officers (CEO, CFO, Vice President Exploration and VP Corporate Development). The compensation paid or payable to key management for employment services, in addition to the ones described under 9(a), is shown below:

	<b>Three months ended January 31, 2015</b>	Three months ended January 31, 2014	<b>Nine months ended January 31, 2015</b>	Nine months ended January 31, 2014
Salaries and fees (i)	\$ 41,250	\$ -	\$ 123,750	\$ -
Director fees	\$ 7,625	\$ -	\$ 22,875	\$ -



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**Three and Nine Months Ended January 31, 2015**

**9. RELATED PARTY TRANSACTIONS (Continued)**

c) Period end balances owed to related parties included in accounts payable and accrued liabilities:

	January 31, 2015	April 30, 2014
Director fees	\$ 375	\$ 3,250
Baker Creek Management	4,140	4,667
Finterra Consulting Inc.	12,797	-
Eric Owens	-	13,920
Mary Vorvis	5,031	14,939
	<b>\$ 22,343</b>	<b>\$ 36,776</b>

d) Insider shareholdings:

To the knowledge of the directors and executive officers of the Company, the common shares of the Company are widely held. As of January 31, 2015, directors and officers with control of less than 10% of the common shares of the Company collectively control 2,769,651 common shares of the Company or approximately 2% of the total common shares outstanding.

**10. SEGMENTED INFORMATION**

The Company's operations comprise a single reporting operating segment engaged in mineral exploration in Canada. As the operations comprise a single reporting segment, amounts disclosed in the unaudited condensed interim financial statements as loss for the period also represent segment amounts. All of the Company's operations and assets are located in Canada.

**11. COMMITMENTS**

- (i) The Company is obligated under an operating lease for rental of office space in Toronto, Ontario in the amount of \$14,915 per month expiring October 31, 2016.
- (ii) The Company is obligated under an operating lease for rental of office space in Val-d'Or, Quebec, in the amount of \$3,600 per month expiring March 31, 2017.
- (iii) The Company is obligated under an operation lease for rental of one vehicle in the amount of \$624.28 per month expiring June 2, 2015
- (iv) The Company is obligated under an operation lease for rental of one vehicle in the amount of \$650.18 per month expiring March 17, 2017
- (v) As of January 31, 2015 the Company is required to incur, in the event of a change in control, to compensate certain individuals as follows:

(a) Eric Owens/Baker Creek Management (CEO)	\$400,000
(b) Mario Miranda/Finterra Consulting Inc. (CFO)	\$267,000
(c) Mary Vorvis (VP Business Development)	\$330,000

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**Three and Nine Months Ended January 31, 2015**

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**12. FLOW-THROUGH EXPENDITURES**

The Company did not spend all required Canadian Exploration Expenditures ("CEE") funds prior to December 31, 2008. Amounts which were unspent at the end of 2008 were subject to an additional tax on the unspent amount which was paid by the Company. As a result of not meeting the CEE expenditure requirement the Company was required to indemnify flow-through shareholders for an amount equal to any tax payable as a result of the reduction of previously renounced CEE. The Company estimated the liability resulting from the indemnification, using the highest marginal tax rate, as \$110,000 which was included in accounts payable and accrued liabilities as at January 31, 2015 and April 30, 2014.

**13. COMPARATIVE FIGURES**

Comparative figures for management fees and business development have been reclassified to conform with the current period presentation of the unaudited condensed interim financial statements.

**14. CONTINGENCY**

Subsequent to quarter end the Company received a reassessment of its refundable tax credits claimed for fiscal years 2010, 2011, and 2012. Certain amounts of the reassessment, which totals \$848,704 including accrued interest, will be appealed by the Company. The outcome of this appeal is uncertain at this point in time. As of January 31, 2015, the Company has accrued approximately \$691,000 as the estimated repayment of the refundable tax credits and an estimated accrued tax credit receivable of \$792,852 for the nine months ended January 31, 2015.

**15. SUBSEQUENT EVENTS**

(i) During the three and nine months ended January 31, 2015, the Company received proceeds for a private placement of 5,000,000 units at a price of 10 cents per unit for total gross proceeds of \$500,000. Each unit consists of one common share and one-half of a warrant with each warrant being exercisable at \$0.15 for a period of one year from closing. Subsequent to January 31, 2015, the Company issued the units.

(ii) On March 10, 2015, the Company completed the arrangement (the "Arrangement") with Murgor Resources Inc. ("Murgor"). The Arrangement was approved on February 24, 2015 by holders of Murgor common shares and Murgor stock options. The Superior Court of Québec granted its final order approving the Arrangement on February 25, 2015.

Pursuant to the Arrangement, Alexandria acquired all of the Murgor common shares not already owned by it in exchange for 0.5 of a common share of Alexandria per Murgor common share. Following completion of the transaction, current Murgor shareholders own approximately 25.7% of the outstanding Alexandria shares.

The Arrangement provides that all outstanding Murgor stock options will be converted into Alexandria stock options (the "Replacement Options") on the same ratio as the Murgor common shares. The Replacement Options will have an exercise price of \$0.12 and will expire twelve months following the effective date of the Arrangement.

It is expected that the Murgor common shares will be delisted from the TSX Venture Exchange. Murgor intends to apply to the relevant securities regulatory authorities to cease to be a reporting issuer in each of the jurisdictions in Canada in which it is currently reporting.

As part of the Arrangement, Alexandria advanced Murgor \$200,500 during the three and nine months ended January 31, 2015. These advances were non-interest bearing and secured by certain marketable securities of Murgor.