Alexandria Minerals Corporation

Condensed Interim Financial Statements

Three months ended July 31, 2014

(Expressed in Canadian Dollars)

(Unaudited)

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
September 18, 2014

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)

	July 31, 2014	April 30, 2014
	$	$
ASSETS		
Current assets		
Cash	**3,527,252**	4,367,930
Sales tax and sundry receivable	**163,446**	320,333
Prepaid expenses	**129,550**	110,780
Quebec refundable tax credits and mining duties refund receivable	**431,866**	468,507
Investment in available-for-sale securities	**19,769**	20,008
	4,271,883	5,287,558
Property and equipment (Note 3)	**24,031**	26,319
Mining rights and deferred exploration expenditures (Notes 4 and 9(a))	**19,385,452**	18,810,094
	23,681,366	24,123,971
LIABILITIES		
Current liabilities		
Accounts payable and accrued liabilities (Notes 9(c) and 12)	**415,886**	598,328
	415,886	598,328
Deferred income tax liability	**2,939,939**	2,939,939
	3,355,825	3,538,267
SHAREHOLDERS' EQUITY		
Share capital (Note 5(b))	**19,278,954**	19,278,954
Reserve for warrants (Note 7)	**-**	314,622
Reserve for share based payments	**11,012,343**	10,739,409
Accumulated other comprehensive income	**69,601**	69,840
Deficit	**(10,035,357)**	(9,817,121)
	20,325,541	20,585,704
	23,681,366	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)
Subsequent events (Note 14)

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

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

	Three months ended July 31, 2014	Three months ended July 31, 2013
	$	$
Expenses		
Accounting and corporate services	**9,566**	7,001
Depreciation	**2,288**	2,307
Business development	**48,112**	28,111
Investor and public relations	**51,398**	13,921
Management fees (Note 9(a))	**35,400**	78,125
Office and general	**62,804**	39,008
Professional fees (Note 9(b))	**15,050**	12,749
Share based payments (Note 6)	**-**	1,323
Wages	**46,077**	9,652
	270,695	192,197
Net operating loss before the following	**(270,695)**	(192,197)
Interest income	**10,771**	-
Premium on flow-through shares	**-**	44,547
Loss for the period before taxes	**(259,924)**	(147,650)
Income tax recovery	**41,688**	-
Net loss for the period	**(218,236)**	(147,650)
Basic and diluted loss per share (Note 8)	**(0.00)**	(0.00)
Weighted average number of shares outstanding	**178,108,297**	167,843,877

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

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

	Three months ended July 31, 2014	Three months ended July 31, 2013
	$	$
Net loss for the period	**(218,236)**	(147,650)
Other comprehensive loss		
Items that will be reclassified subsequently to income:		
Increase in unrealized (loss) on available-for-sale investments, net of tax	**(239)**	(4,184)
Comprehensive loss	**(218,475)**	(151,834)

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	Reserve for warrants	Reserve for share based payments	Deficit	Accumulated other comprehensive income	Total
Balance, April 30, 2013	**$ 18,255,992**	**$ 314,622**	**$ 10,564,830**	**$ (10,812,469)**	**$ 70,982**	**$ 18,393,957**
Share based payments	-	-	1,323	-	-	1,323
Unrealized loss on available-for-sale investments net of tax	-	-	-	-	(4,184)	(4,184)
Net loss for the period	-	-	-	(147,650)	-	(147,650)
Balance, July 31, 2013	**18,255,992**	**314,622**	**10,566,153**	**(10,960,119)**	**66,798**	**18,243,446**
Non-flow through shares issued for cash	1,026,442	-	-	-	-	1,026,442
Share issuance costs	(3,480)	-	-	-	-	(3,480)
Share based payments	-	-	173,256	-	-	173,256
Unrealized gain on available-for-sale investments, net of tax	-	-	-	-	3,042	3,042
Net income for the period	-	-	-	1,142,998	-	1,142,998
Balance, April 30, 2014	**19,278,954**	**314,622**	**10,739,409**	**(9,817,121)**	**69,840**	**20,585,704**
Warrants expired	-	(314,622)	272,934	-	-	(41,688)
Unrealized loss on available-for-sale investments, net of tax	-	-	-	-	(239)	(239)
Net loss for the period	-	-	-	(218,236)	-	(218,236)
Balance, July 31, 2014	**$ 19,278,954**	**$ -**	**$ 11,012,343**	**$ (10,035,357)**	**$ 69,601**	**$ 20,325,541**

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)

	Three months ended July 31, 2014	Three months ended July 31, 2013
	$	$
Cash provided by (used in) operating activities		
Net loss	**(218,236)**	(147,650)
Items not involving cash:		
Share based payments	**-**	1,323
Depreciation	**2,288**	2,307
Income tax expense	**(41,688)**	-
Premium on flow-through shares	**-**	(44,547)
Changes in non-cash working capital:		
Sale tax and sundry receivable	**156,887**	148,218
Prepaid expenses	**(18,770)**	(5,645)
Quebec refundable tax credits and mining duties refund receivable	**36,641**	852,697
Accounts payable and accrued liabilities	**(31,963)**	(59,561)
	(114,841)	747,142
Cash flows used in investing activities		
Exploration expenditures	**(725,837)**	(338,059)
	(725,837)	(338,059)
Net change in cash during the period	**(840,678)**	409,083
Cash, beginning of period	**4,367,930**	697,658
Cash, end of period	**3,527,252**	1,106,741

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

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 September 18, 2014.

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 September 18, 2014, 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.

(Expressed in Canadian Dollars)

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**	**$**	**79,740**
Additions		3,400		-		-		-		3,400
Balance, April 30, 2014		**42,146**		**9,209**		**3,587**		**28,198**		**83,140**
Balance, July 31, 2014	**$**	**42,146**	**$**	**9,209**	**$**	**3,587**	**$**	**28,198**	**$**	**83,140**

Accumulated depreciation		Computer equipment		Office equipment		Computer software		Leasehold improvement		Total
Balance, April 30, 2013	**$**	**29,771**	**$**	**7,271**	**$**	**1,896**	**$**	**8,460**	**$**	**47,398**
Depreciation		2,888		388		507		5,640		9,423
Balance, April 30, 2014		**32,659**		**7,659**		**2,403**		**14,100**		**56,821**
Depreciation		712		77		89		1,410		2,288
Balance, July 31, 2014	**$**	**33,371**	**$**	**7,736**	**$**	**2,492**	**$**	**15,510**	**$**	**59,109**

Carrying value		Computer equipment		Office equipment		Computer software		Leasehold improvement		Total
Balance, April 30, 2014	**$**	**9,487**	**$**	**1,550**	**$**	**1,184**	**$**	**14,098**	**$**	**26,319**
Balance, July 31, 2014	**$**	**8,775**	**$**	**1,473**	**$**	**1,095**	**$**	**12,688**	**$**	**24,031**

4. MINING RIGHTS AND DEFERRED EXPLORATION EXPENDITURES

As at July 31, 2014, the Company has acquired interests, or has acquired options to earn interests, in the following properties:

	July 31, 2014	April 30, 2014
	$	$
Cadillac Break Property Group 4(a)		
Orenada		
Opening balance	**4,627,023**	4,495,623
Assays and maps	**-**	679
Geophysics	**-**	84,682
Geology and geochemistry	**-**	19,982
General expenses	**4,036**	14,055
Allocated exploration expenses (1)	**1,132**	1,807
Indirect exploration expenses (2)	**717**	10,195
Closing balance	**4,632,908**	4,627,023

(Expressed in Canadian Dollars)

4. MINING RIGHTS AND DEFERRED EXPLORATION EXPENDITURES (Continued)

	July 31, 2014	April 30, 2014
	$	$
Akasaba 4(a)		
Opening balance	**8,774,250**	9,981,364
Assays and maps	**10,284**	175,810
Drilling	**230,534**	813,104
Geophysics	**474**	310,935
Geology and geochemistry	**26,074**	56,167
Sale of mining rights	**-**	(2,695,567)
General expenses	**111**	15,143
Allocated exploration expenses (1)	**1,132**	1,807
Indirect exploration expenses (2)	**37,248**	115,487
Closing balance	**9,080,107**	8,774,250
Sleepy 4(a)		
Opening balance	**3,321,840**	2,762,306
Assays and maps	**22,778**	41,436
Drilling	**15,349**	446,973
Geology and geochemistry	**16,666**	23,685
General expenses	**21,004**	2,869
Allocated exploration expenses (1)	**726**	1,158
Indirect exploration expenses (2)	**10,611**	43,413
Closing balance	**3,408,974**	3,321,840
Other Cadillac Break Properties 4(a)		
Opening balance	**6,597,191**	6,097,167
Assays and maps	**5,517**	2,088
Drilling	**5,375**	131,418
Geophysics	**995**	262,794
Geology and geochemistry	**8,333**	52,235
General expenses	**11,722**	47,138
Sale of mining rights	**-**	(82,396)
Allocated exploration expenses (1)	**26,039**	41,558
Indirect exploration expenses (2)	**8,040**	45,189
Closing balance	**6,663,212**	6,597,191
Total Cadillac Break Properties	**23,785,201**	**23,320,304**

(Expressed in Canadian Dollars)

4. MINING RIGHTS AND DEFERRED EXPLORATION EXPENDITURES (Continued)

		July 31, 2014	April 30, 2014
		$	$
Other Quebec Properties 4(b)			
	Opening balance	**1,532,937**	1,532,937
	Geophysics	**3,000**	-
	Geology and geochemistry	**34,830**	-
	General expenses	**4,658**	-
	Indirect exploration expenses (2)	**5,892**	-
	Closing balance	**1,581,317**	1,532,937
Matachewan Property 4(c)			
	Opening balance	**1,343,428**	1,338,910
	General expenses	**2,571**	4,168
	Indirect exploration expenses (2)	**357**	350
	Closing balance	**1,346,356**	1,343,428
Subtotal		**26,712,874**	26,196,669
Plus:	General administration	**293,173**	270,661
Less:	Quebec refundable tax credits and mining duties received	**(7,188,729)**	(7,188,729)
	Quebec refundable tax credits and mining duties refunds receivable	**(431,866)**	(468,507)
Total		**19,385,452**	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 Group consists of 21 contiguous projects, comprised of 662 claims, located in Bourlamaque, Louvicourt, and Vauquelin Townships in the Val d’Or Mining District, Quebec. The 21 properties are Airport, Ducros, Lourmet, Mid-Canada, Oramaque, Orenada, Orcour, Sabourin Creek, Trivio, Vaumon, Robert, Deckeyser, Orenada Extension, Eddy, Trivio Extension, Annamaque, Valdora, Akasaba, Bloc Sud West, Bloc Sud Trivio, and Sleepy. The Company holds a 100% interest in all these properties, subject to a Net Smelter Return Royalty (“NSR”) of between 1% - 2.5%, depending on the claim. A portion of these NSR’s can be purchased for between $200,000 to $1,000,000.

4. MINING RIGHTS AND DEFERRED EXPLORATION EXPENDITURES (Continued)

(a) Cadillac Break Property Group (Continued)

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.

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) Other Quebec Properties

<u>Siscoe East Property</u>

(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.

<u>Gwillim Property</u>

(iii) 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.

(c) 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.

(Expressed in Canadian Dollars)

5. SHARE CAPITAL

(a) Authorized capital - unlimited number of common shares

(b) Issued

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

(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 three months ended July 31, 2014:

	Number of stock options	Weighted average exercise price ($)
Balance, April 30, 2013	11,371,000	0.13
Expired	(340,000)	0.21
Balance, July 31, 2013	11,031,000	0.12
Granted (i)	4,430,000	0.10
Expired	(3,841,000)	0.10
Cancelled	(465,000)	0.15
Balance, April 30, 2014	11,155,000	0.13
Expired	(450,000)	0.15
Balance, July 31, 2014	**10,705,000**	**0.12**

(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.

(Expressed in Canadian Dollars)

6. STOCK OPTIONS (Continued)

The following table reflects the actual stock options issued and outstanding as of July 31, 2014:

	Options outstanding			Options exercisable	
Expiry date	**Number of options**	**Weighted average remaining contractual life (years)**	**Weighted average exercise price ($)**	**Number of options**	**Weighted average exercise price ($)**
September 1, 2014	150,000	0.09	0.25	150,000	0.25
September 1, 2014	100,000	0.09	0.22	100,000	0.22
November 6, 2014	150,000	0.27	0.10	150,000	0.10
December 31, 2014	150,000	0.42	0.18	150,000	0.18
October 12, 2015	2,185,000	1.20	0.17	2,185,000	0.17
March 27, 2016	3,540,000	1.66	0.10	3,540,000	0.10
March 7, 2019	4,430,000	4.60	0.10	4,430,000	0.10
	10,705,000	2.71	0.12	10,705,000	0.12

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 ($)**
Balance, April 30, 2013, July 31, 2013, and April 30, 2014	**14,606,937**	**314,622**
Warrants expired	(14,606,937)	(314,622)
Balance, July 31, 2014	**-**	**-**

As at July 31, 2014, no warrants were outstanding.

(Expressed in Canadian Dollars)

8. BASIC AND DILUTED LOSS PER SHARE

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

	Three months ended July 31, 2014	Three months ended July 31, 2013
Numerator:		
Net loss for the period	**$ (218,236)**	$ (147,650)
Numerator for basic and diluted loss per share	**$ (218,236)**	$ (147,650)
Denominator:		
Weighted average number of common shares	**178,108,297**	167,843,877
Denominator for basic loss per share	**178,108,297**	167,843,877
Denominator for diluted loss per share	**178,108,297**	167,843,877
Basic and diluted loss per share	**$ (0.00)**	$ (0.00)

The stock options and warrants were not included in the computation of diluted loss per share for three months ended July 31, 2014 and 2013 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 months ended July 31, 2014 and 2013 with these companies.

	Three months ended July 31, 2014	Three months ended July 31, 2013
Baker Creek Management (i)	**$ 50,000**	$ 42,000
Finterra Consulting Inc. (ii)	**35,400**	28,125
Legein Consulting Inc. (iii)	**-**	34,140
Mary Vorvis (iv)	**-**	36,000
	$ 85,400	$ 140,265

(i) During the three months ended July 31, 2014 and 2013, the Company paid management fees to Baker Creek Management, a company controlled by the Chief Executive Officer ("CEO") of the Company. $50,000 (three months ended July 31, 2013 - $28,000) of these fees are included in deferred exploration expenditures.

(Expressed in Canadian Dollars)

9. RELATED PARTY TRANSACTIONS (Continued)

a) Purchase of services: (continued)

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

(iii) During the three months ended July 31, 2013, 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 months ended July 31, 2013, 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:

		Three months ended July 31, 2014		Three months ended July 31, 2013
Salaries and fees	**$**	**41,250**	$	-
Director fees	**$**	**7,625**	$	-

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

		July 31, 2014		April 30, 2014
Director fees	**$**	**1,250**	$	3,250
Baker Creek Management		**9,416**		4,667
Finterra Consulting Inc.		**11,696**		-
Eric Owens		**-**		13,920
Mary Vorvis		**-**		14,939
Mario Miranda		**5,605**		-
	$	**27,967**	$	36,776

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 July 31, 2014, 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.

(Expressed in Canadian Dollars)

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 Val-d'Or, Quebec, in the amount of $3,600 per month expiring March 31, 2017.

(ii) The Company is obligated under an operating lease for rental of office space in Toronto, Ontario, in the amount of $14,915 per month plus applicable operating costs expiring October 31, 2016.

(iii) In the event of a change of control, the Company is committed 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

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 July 31, 2014 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. SUBSEQUENT EVENTS

(i) Subsequent to July 31, 2014, the Company granted 250,000 stock options at an exercise price of $0.10, expiring 5 years after the date of grant.

(ii) Subsequent to July 31, 2014, 150,000 stock options with an exercise price of $0.25 and expiry date of September 1, 2014 and 100,000 stock options with an exercise price of $0.22 and expiry date of September 1, 2014 expired unexercised.