ALEXANDRA CAPITAL CORP.

Filing Statement dated July 29, 2014

Pertaining to an Agreement For

the Grant of an Option to the Corporation

to Acquire a 100% Undivided Interest in the

SB Precious Metals Project

NEITHER THE TSX VENTURE EXCHANGE INC. (THE "EXCHANGE") NOR ANY SECURITIES REGULATORY AUTHORITY HAS IN ANY WAY PASSED UPON THE MERITS OF THE QUALIFYING TRANSACTION DESCRIBED IN THIS FILING STATEMENT.

GLOSSARY

Affiliate

A corporation that is affiliated with another corporation as described below.

A corporation is an "Affiliate" of another corporation if:

(a) one of them is the subsidiary of the other, or
(b) each of them is controlled by the same Person.

A corporation is "controlled" by a Person if:

(a) voting securities of the corporation are held, other than by way of security only, by or for the benefit of that Person, and
(b) the voting securities, if voted, entitle the Person to elect a majority of the directors of the corporation.

A Person beneficially owns securities that are beneficially owned by:

(a) a corporation controlled by that Person, or
(b) an Affiliate of that Person or an Affiliate of any corporation controlled by that Person.

Associate

When used to indicate a relationship with a person or company, means:

(a) an issuer of which the person or company beneficially owns or controls, directly or indirectly, voting securities entitling him to more than 10% of the voting rights attached to outstanding securities of the issuer,

(b) any partner of the person or company,

(c) any trust or estate in which the person or company has a substantial beneficial interest or in respect of which a person or company serves as trustee or in a similar capacity,

(d) in the case of a person, a relative of that person, Including:
  (i) that person's spouse or child, or
  (ii) any relative of the person or of his spouse who has the same residence as that person;

but

(e) where the Exchange determines that two persons shall, or shall not, be deemed to be associates with respect to a Member firm, Member corporation or holding company of a Member corporation, then such determination shall be determinative of their relationships in the application of Rule D with respect to that Member firm, Member corporation or holding company.

Board	The Board of Directors of the Corporation.
Closing Date	The date the Final Exchange Bulletin is issued.
Control Person	A person who holds a sufficient number of the voting rights attached to all outstanding voting securities of the Corporation to affect materially the control of the Corporation or each person and a combination of persons, acting in concert by virtue of an agreement, arrangement, commitment or understanding which holds in total a sufficient number of the voting rights attached to all outstanding voting securities of the Corporation to affect materially the control of the Corporation.
Company	Unless specifically indicated otherwise, means a corporation, incorporated association or organization, body corporate, partnership, trust, association or other entity other than an individual.
Corporation	Means Alexandra Capital Corp.
Corporation Common Share	A common share in the capital of the Corporation.
Corporations Act	The *Business Corporations Act* (British Columbia), S.B.C. 2002, c. 57.
CPC	Means a corporation: (a) that has been incorporated or organized in a jurisdiction in Canada, (b) that has filed and obtained a receipt for a preliminary CPC prospectus from one or more of the securities regulatory authorities in compliance with the CPC Policy; and in regard to which the Completion of the Qualifying Transaction has not yet occurred.
Eastland	Means Eastland Management Ltd., beneficial owner of 100% interest in the SB Property. Eastland is a private B.C. company controlled by Jim Rankin.
Final Exchange Bulletin	Means the Exchange Bulletin which is issued following closing of the Qualifying Transaction and the submission of all required documentation and that evidences the final Exchange acceptance of the Qualifying Transaction.
Non Arm's Length Party	Means in relation to a Company, a promoter, officer, director, other Insider or Control Person of that Company (including an Issuer) and any Associates or Affiliates of any of such Persons. In relation to an individual, means any Associate of the individual or any Company of which the individual is a promoter, officer, director, Insider or Control Person.

Non Arm's Length Qualifying Transaction	Means a proposed Qualifying Transaction where the same party or parties or their respective Associates or Affiliates control the CPC and the Significant Assets which are to be the subject of the proposed Qualifying Transaction.
Option Agreement	Means the agreement made as of February 17, 2014 between the Corporation and Eastland Management Ltd. whereby the Corporation can earn a 100% interest in Eastland's SB Precious Metals Project.
Person	Means a corporation or individual.
Policy 2.4	Policy 2.4 of the TSX Venture Exchange Inc., governing CPCs.
Qualifying Transaction or QT	In the context of this Filing Statement, "Qualifying Transaction" or "QT" means the option to earn a 100% interest in Eastland's Southern Bell ("SB") Precious Metals Project.
Resulting Issuer	Means the issuer that was formerly a CPC that exists upon issuance of the Final Exchange Bulletin.
Exchange	TSX Venture Exchange Inc.

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ALEXANDRA CAPITAL CORP.
FILING STATEMENT
as at July 29, 2014

The following is a summary of information relating to the Corporation and the Resulting Issuer (assuming completion of the Qualifying Transaction) and should be read together with the more detailed information and financial data and statements contained elsewhere in this Filing Statement.

SUMMARY INFORMATION

Corporation

The Corporation was listed on the Exchange on May 2, 2012 as a CPC. The closing price of the shares of the Corporation on the Exchange on February 2, 2014, the last day on which shares of the Corporation traded before the Corporation issued a news release announcing the proposed acquisition of an interest in the SB Property was $0.05.

Proposed Qualifying Transaction

On February 24th, 2014 the Corporation announced that it had entered into an Option Agreement made as of the 17th day of February, 2014, with Qualitas Holdings Corp. whereby the Corporation acquired an option to earn an undivided 100% interest in and to the eight (8) mineral claims comprising the Southern Bell ("SB") Project, located approximately 25 kilometres west of Merritt, British Columbia totaling 3,517 hectares. The Option Agreement was amended on May 2, 2014 to substitute Eastland Management Ltd. for Qualitas Holdings Corp. as optionor of the claims.

To earn its interest, the Corporation has agreed to the following payments, share issuances and work expenditures on the property:

	Payments	***Shares***	***Expenditures***
Receipt of Technical Report	$10,000		
TSXV Approval	$15,000	200,000 shares	
First anniversary		200,000 shares	$100,000
Second anniversary		300,000 shares	

In the event the Option Agreement is terminated without the Corporation having completed the full amount of required property expenditures, the Corporation shall pay to Eastland as liquidated damages the difference between $100,000 and the amount of property expenditures actually completed by the date of termination of the Option Agreement.

The proposed Qualifying Transaction is not a Non-Arm's Length Party Transaction, as defined in Corporate Finance Policy 2.4 of the Exchange.

Interests of Insiders

No insider, promoter or control person of the Corporation has any direct or indirect interest in the proposed Qualifying Transaction.

Estimated Working Capital

The estimated pro forma working capital available to the Corporation after the Qualifying Transaction as atJune 30, 2014 was $642,550.

Selected Financial Information

Year ended November 30, 2013

For the year ended November 30, 2013, the Corporation reported an income (loss) of ($48,195) compared to income (loss) of ($96,048) for the prior fiscal year. Expenses included general office expenses of $907 (2012-$2,009), professional fees of $24,415 (2012-$16,752), rent of $1,200 (2012- $1,200), stock based compensation of $10,907 (2012-$72,980), and transfer agent and filing fees of $14,667 (2012- $7,939). The expenses were offset by interest income from investments in the amount of $3,901 (2012-$4,832).

Six months ended May 31, 2014

For the six months ended May 31, 2014, the Corporation reported an income (loss) of ($55,752) compared to income (loss) of ($15,875) for the same period of the prior fiscal year. Expenses included general office expenses of $360 (2013-$372), professional fees of $36,172 (2013-$6,750), rent of $600 (2013-$600) and transfer agent and filing fees of $16,896 (2013-$15,875). The expenses were offset by interest income from investments in the amount of $3,516 (2013-$1,559).

Sponsorship

The Corporation is seeking an exemption from the requirement to engage a sponsor, pursuant to Corporate Finance Policy 2.2 of the Exchange, on the basis that:

1. the Corporation is not a Foreign Issuer, as defined in the Policy;

2. the management of the Corporation meets a high standard such that the directors and senior officers of the Corporation collectively possess appropriate experience, qualifications and history whereby each member of the board is suitable both on an individual basis and in relation to other members of the board, such that the members of the board collectively possess:

    (a) a positive record with junior companies, as evidenced by growth of such companies;

    (b) the ability to raise financing;

    (c) a positive corporate governance and regulatory history;

    (d) technical experience in the appropriate industry sector, where applicable; and

    (e) positive experience as directors or senior officers with public companies in Canada or the United States, as evidenced by the growth of such companies and/or the listing of such companies on Tier 1 of the Exchange or on a senior exchange or quotation system such as the TSX, NASDAQ, or NYSE; and

3. the Corporation is a Mining or Oil and Gas Corporation that:

    (a) satisfies at least the Tier 2 Minimum Listing Requirements as set forth in Corporate Finance Policy 2.1 - *Minimum Listing Requirements,* and

    (b) has a current Geological Report for the Corporation's Qualifying and Principal Properties, including recommendations for exploration and/or development work.

Finder's Fee

There are no finder's fees payable in connection with the proposed transaction.

Risk Factors

The following risk factors are considered material to the Corporation:

(a) ***The Corporation's ability to continue to conduct exploration and development depends upon the Corporation's ability to obtain additional financing***. The business of mineral exploration and extraction involves a high degree of risk with very few properties that are explored ultimately achieving commercial production. As a mining company in the exploration stage, the future ability of the Corporation to conduct exploration and development will be affected principally by its ability to raise adequate amounts of capital through equity financings, debt financings, joint venturing of projects and other means. In turn, the Corporation's ability to raise such funding depends in part upon the market's perception of its management and properties, but to a great degree upon the price of copper and the marketability of securities of speculative exploration and development mining companies.

(b) ***The Corporation has no history of earnings and no foreseeable earnings***. The property in which the Corporation may acquire an interest has not been determined to be commercially feasible and hence may not have any commercial production. The Corporation has no history of profits and has a deficit. The Corporation receives no revenues from production or otherwise and is entirely dependent on raising additional equity and loan financing.

(c) ***The Corporation has no mineral producing properties, and the Corporation has not demonstrated that any mineralized material on the property in which it may acquire an interest constitutes proven or probable reserves of ore.*** It is uncertain what level, if any, of recovery of copper or other minerals from mineralized material will in fact be realized. Identified mineralized deposits may never qualify as commercially mineable (or viable) reserves, and even if they do qualify, they may fail to yield the estimated level of copper or other minerals. Estimates of mineralized deposits and production costs can also be affected by such factors as metals prices, availability of capital for development, permitting regulations and requirements, weather, environmental factors, unforeseen technical difficulties, unusual or unexpected geological formations and work interruptions. In addition, the grade of mineralization ultimately mined (if any) may differ from that indicated by drilling results. Short term factors relating to mineralized material, such as the need for orderly development or the processing of new or different grades, may also have an adverse effect on mining operations and on the results of operations. Copper and other minerals recovered in small scale laboratory tests may fail to be duplicated in large scale tests under on-site conditions. Material changes in mineralized material, grades, stripping ratios or recovery rates may affect the economic viability of projects. Mineralized deposits are reported as general indicators of mine life and should not be interpreted as assurances of mine life or of the profitability of current or future operations.

(d) ***As mineral prices are volatile, a profitable market may not develop for any commercial quantities of mineral resources discovered by the Corporation.*** Mineral prices are subject to fluctuation. The effect of these factors cannot accurately be predicted. The mining industry in general is intensely competitive and, even if commercial quantities of mineral resources are discovered, a profitable market may not develop for the sale of the same. Factors beyond the control of the Corporation may affect the marketability of any copper or any other materials discovered. The price of copper is affected by numerous factors beyond the control of the

Corporation, including international economic and political trends, expectations of inflation, currency exchange fluctuations, interest rates and global or regional consumption patterns, speculative activities and increased production due to improved mining and production methods.

(e) ***The Corporation's share price is volatile***. Publicly quoted securities are subject to a relatively high degree of price volatility. The quoted market for the common shares of the Corporation may be subject to market trends generally, notwithstanding any potential success of the Corporation in creating sales and revenues.

(f) ***As certain of the Corporation's officers have other outside business activities and, thus, may not be in a position to devote all of their professional time to the Corporation, the Corporation's operations may be sporadic, which may result in periodic interruptions or suspensions of exploration.***

THE CORPORATION

The Corporation was incorporated on October 17, 2011 under the *Business Corporations Act* (British Columbia).

The head office and the registered office of the Corporation is located at 2075 West 37th Avenue, Vancouver, British Columbia, telephone (604) 687-6991, fax (604) 688-2687. The Corporation has no subsidiaries.

The Corporation is a CPC. A CPC is a corporation formed by individuals acceptable to the Exchange with a history of successful involvement with listed corporations which have completed an IPO of securities as an unallocated or uncommitted pool of investment funds to be used primarily to investigate business opportunities for acquisition by the CPC. The proposed acquisition must meet Exchange criteria for a Qualifying Transaction acceptable to the Exchange.

The Corporation does not intend to seek shareholder approval for the Qualifying Transaction as the Qualifying Transaction is not a Non Arm's Length Qualifying Transaction.

The Exchange, in its sole discretion, may not accept a Qualifying Transaction. The Corporation intends that the option to earn a 100% interest in the SB Project will constitute its Qualifying Transaction. Upon approval and completion of the Qualifying Transaction, the Corporation will carry on the business of mineral exploration and development. Upon completion of its Qualifying Transaction, the Corporation intends to qualify as a Tier 2 Mining Issuer on the Exchange.

Concurrent with the completion of the Qualifying Transaction, the Corporation has arranged a non-brokered private placement (the "Offering") of up to 6,400,000 units of securities consisting of 2,400,000 flow-through Units and up to 4,000,000 non flow-through Units at a price of $0.05 per Unit, for aggregate gross proceeds of $320,000, Each flow-through Unit under the private placement consists of one flow-through common share and one common share purchase warrant entitling the holder to acquire one additional non flow-through common share of the Corporation at an exercise price of $0.10 within 60 months of closing. Each non flow-through Unit under the private placement consists of one non flow-through common share and one share purchase warrant entitling the holder to acquire one additional non flow-through common share of the Corporation at an exercise price of $0.10 within 60 months of closing. The private placement is subject to regulatory approval and acceptance of the Qualifying Transaction. The proceeds of the private placement will be used to pay the balance of costs to complete the Corporation's Qualifying Transaction, to make Option payments and to finance the Corporation's exploration program, and for working capital..

Selected Financial Information

Year ended November 30, 2013

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Common Shares

The holders of Corporation Common Shares are entitled to dividends as and when declared by the Directors of the Corporation. They are also entitled to one vote per share on all matters at all meetings of the shareholders of the Corporation and, upon liquidation, are entitled to receive such assets of the Corporation as are distributable pro rata to the holders of the common shares. All of the common shares to be outstanding on completion of the Qualifying Transaction will be fully paid and non-assessable. There are no pre-emptive rights or conversion rights attached to the Corporation Common Shares.

There are also no redemption or purchase for cancellation or surrender provisions, sinking or purchase fund provisions, or any provisions as to modification, amendment or variation of any such rights or provisions attached to the common shares of the Corporation.

Modification of Terms

The *Business Corporations Act* (British Columbia) provides that the rights and provisions attached to any class of shares may not be modified, amended or varied unless consented to by special resolution passed by a majority of not less than 2/3 and not more than 3/4 of the votes cast in person or by proxy by holders of shares of that class.

Prior Sales of Securities

Since the date of incorporation of the Company 10,000,000 Common Shares have been issued, and 2,000,000 Common Shares have been repurchased for cancellation, as follows:

Date	Number of Shares	Issue Price Per Share	Aggregate Issue Price	Consideration Received/Paid
October 17, 2011	1	$0.05	$0.05	Cash
November 10, 2011	9,999,999	$0.05	$499,999.95	Cash
February 29, 2012	(2,000,000)	($0.05)	($100,000.00)	(Cash)
May 1, 2012	2,000,000	$0.10	$200,000.00	Cash
May 4, 2012	94,000	$0.10	$9,400.00	Cash

On February 29, 2012 a total of 2,000,000 Common Shares were surrendered to the Company for cancellation and returned to the Company's treasury for consideration of $0.05 per Common Share.

Stock Option Plan

The Board of Directors of the Corporation may from time to time, in its discretion, and in accordance with Exchange requirements, grant to directors, officers and technical consultants non-transferable options to purchase common shares exercisable for a period of up to 10 years from the date of the grant provided that the number of common shares reserved for issuance will not exceed 10% of the issued and outstanding common shares and provided that until Completion of the Qualifying Transaction the maximum number of common shares reserved for option will not exceed 1,000,000. The number of common shares reserved for issuance to any individual director or officer will not exceed five percent (5%) of the issued and outstanding common shares and the number of common shares reserved for issuance to all technical consultants will not exceed two percent (2%) of the issued and outstanding common shares. Options may be exercised no later than 30 days following cessation of the optionee's position with the Corporation, provided that if the cessation of office, directorship, or technical consulting arrangement was by reason of death, the option may be exercised within a maximum period of one year after such death, subject to the expiry date of such option. Any Common Shares acquired pursuant to the exercise of options prior to the Completion of the Qualifying Transaction, must be deposited in escrow and will be subject to escrow until the Final Exchange Bulletin is issued.

Trading History

The Corporation Common Shares are listed on the Exchange. The following table sets out the market price range and trading volume of the Corporation Common Shares on the Exchange for the periods indicated:

Calendar Year	Month / Quarter Ended	High Price per Common Share ($)	Low Price per Common Share ($)	Closing Price per Common Share ($)	Volume (# of Common Shares)
2012	May[(1)]	0.30	0.30	0.30	29,000
2012	June	0.32	0.30	0.30	74,500
2012	August	0.30	0.32	0.32	40,000
2012	September	0.25	0.25	0.25	18,000
2012	October	0.25	0.20	0.20	16,000
2012	November	0.21	0.21	0.21	60,000
2013	January	0.15	0.15	0.15	5,000
2013	February	0.25	0.15	0.25	10,000
2013	April	0.26	0.20	0.25	62,000
2013	May	0.25	0.25	0.25	4,000
2013	June	0.205	0.20	0.20	10,000
2013	July	0.15	0.15	0.15	6,500

2013	August	0.15	0.15	0.15	27,000
2013	September	0.10	0.10	0.10	2,000
2013	October	0.10	0.10	0.10	8,000
2014	January	0.10	0.10	0.10	22,500
2014	February(2)	0.10	0.05	0.05	5,000

(1) Trading in the Corporation Common Shares commenced on May 2, 2012.
(2) Trading in the Corporation Common Shares was halted on February 24th, 2014.

Legal Proceedings

The Corporation is not a party to any legal proceedings and it is not aware of any pending or threatened legal proceedings as and against the Corporation.

Auditor

The auditor of the Corporation is MNP LLP, Chartered Accountants, Suite 2300-1055 Dunsmuir Street, Vancouver, British Columbia, V7X 1J1.

Transfer Agent and Registrar

The Transfer Agent and Registrar of the Corporation is Computershare Trust Company of Canada, 510 Burrard Street, 2nd Floor, Vancouver, British Columbia, V6C 3A8.

Compensation of Directors

There are no standard arrangements under which directors are compensated by the Corporation.

Indebtedness to Corporation

None of the directors or senior officers of the Corporation, nor proposed nominees for election as directors of the Corporation, nor associates or affiliates of such persons are or have been indebted to the Corporation at any time since the beginning of the Corporation's last completed financial year.

Material Contracts

The following are material contracts entered into by the Corporation as at the date hereof:

1. Transfer Agent, Registrar and Dividend Disbursing Agent Agreement dated as of the 1st day of March, 2012 between the Corporation and Computershare Investor Services Inc.

2. Agency Agreement dated for reference as of March, 2012 between the Corporation and Canaccord Genuity Corp.

3. Escrow Agreement dated as of March, 2012 among the Corporation, Computershare Investor Services Inc. and those shareholders that executed such agreement.

4. Individual option commitment forms dated as of May 1, 2012 with Ms. Suzanne Wood, Mssrs. Timothy Crowhurst and Blake Olafson.

5. Individual option commitment form dated as of July 30, 2013 with Mr. Patrick Morris

6. Option Agreement made as of February 17, 2014 withEastland Management Ltd.

Copies of each of the material contracts are available for inspection by appointment during regular business hours at the head office of the Corporation, 2075 West 37 Avenue, Vancouver, British Columbia.

Arm's Length Transaction

The proposed Qualifying Transaction is not a Non Arm's Length Qualifying Transaction.

THE QUALIFYING TRANSACTION

An Option to Earn a 100% Interest in the SB Project

The Corporation is a CPC. The Corporation was incorporated on October 17, 2011 in British Columbia.

The Corporation's Common Shares were listed on the Exchange on May 2, 2012. Its sole business since incorporation has been to investigate business opportunities with a view to completing a Qualifying Transaction. Under the terms of Policy 2.4, the Corporation had 24 months from the date of listing to complete a Qualifying Transaction, failing which the Corporation Common Shares may be suspended or delisted.

On February 24th, 2014 the Corporation announced that it had entered into an Option Agreement made as of the 17th day of February, 2014, with Qualitas Holdings Corp. whereby the Corporation acquired an option to earn an undivided 100% interest in and to the eight (8) mineral claims comprising the Southern Bell ("SB") Project, located approximately 25 kilometres west of Merritt, British Columbia totaling 3,517 hectares. The Option Agreement was amended on May 2, 2014 to substitute Eastland Management Ltd. for Qualitas Holdings Corp. as optionor of the claims.

ummary of the Terms of the Option

To earn its interest, the Corporation has agreed to the following payments, share issuances and work expenditures on the property:

	Payments	***Shares***	***Expenditures***
Receipt of Technical Report	$10,000		
TSXV Approval	$15,000	200,000 shares	
First anniversary		200,000 shares	$100,000
Second anniversary		300,000 shares	

In the event the Option Agreement is terminated without the Corporation having completed the full amount of required property expenditures, the Corporation shall pay to Eastland as liquidated damages the difference between $100,000 and the amount of property expenditures actually completed by the date of termination of the Option Agreement.

Approvals to Qualifying Transaction

The Qualifying Transaction must be approved by the Exchange and by certain corporate regulatory authorities. Shareholder approval of the acquisition is not being sought by the Corporation, as the transaction is not a Non Arm's length Qualifying Transaction.

Stock Exchange and Regulatory Authorities

Under the rules and policies of the Exchange, on completion of the Qualifying Transaction, the Corporation must meet the original listing requirements for listing as a Tier 2 issuer on the Exchange. Those requirements include having at least 200 public shareholders holding at least 1,000 shares each; adequate working capital and financial resources, including a recommended work program of at least $200,000, 12 months' general and administrative expenses, 12 months' property payments and $100,000 unallocated working capital.

INFORMATION CONCERNING THE SB PROJECT

Property Description and Location

The geographic center of the property is at approximately 634000E; 5561000N in UTM ZONE 10 (NAD 83) or at 50° 11' 38" north latitude and 121° 8' 6" west longitude. The property is located approximately twenty five kilometers west of Merritt, B.C., and lies between Trans-Canada Highway 1 and Provincial Highway 5. Access is via secondary road systems from the Trans-Canada Highway, south of Spences Bridge, which provide reasonable access throughout much of the claims. The mineral tenures are for subsurface rights only and there are no surface rights associated with the tenures. All tenures are on crown land are legally accessible. The SB property lies within the traditional territory of the Nlaka'pamux First Nation. Land claims have not been settled in this part of British Columbia and their future impact on the property's access, title or the right and ability to perform work remain unknown.

Table 1. List of Tenures

Tenure Number	Claim Name	Owner	Map Number	Good To Date	Area (ha)
855421	SB 1	266788	092I	2015/may/23	496.62
855422	SB 2	266788	092I	2015/may/23	475.93
855424	SB 3	266788	092I	2015/may/23	475.92
855425	SB 4	266788	092I	2015/may/23	310.24
855426	SB 5	266788	092I	2015/may/23	310.24
855427	SB 6	266788	092I	2015/may/23	517.07
855428	SB 7	266788	092I	2015/may/23	517.06
855430	SB 8	266788	092I	2015/may/23	413.65
					3516.71

Figure 1. Location Map

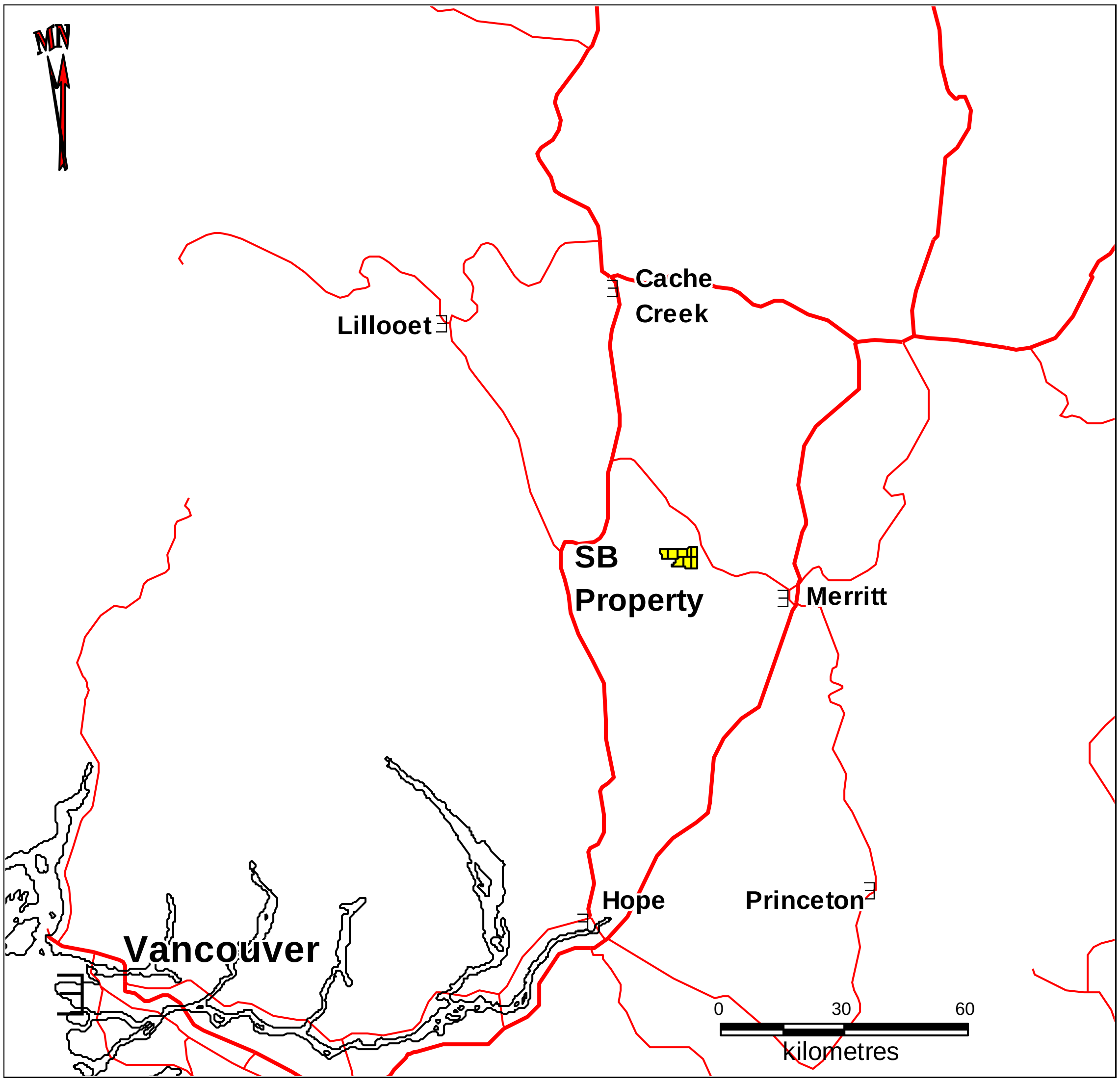
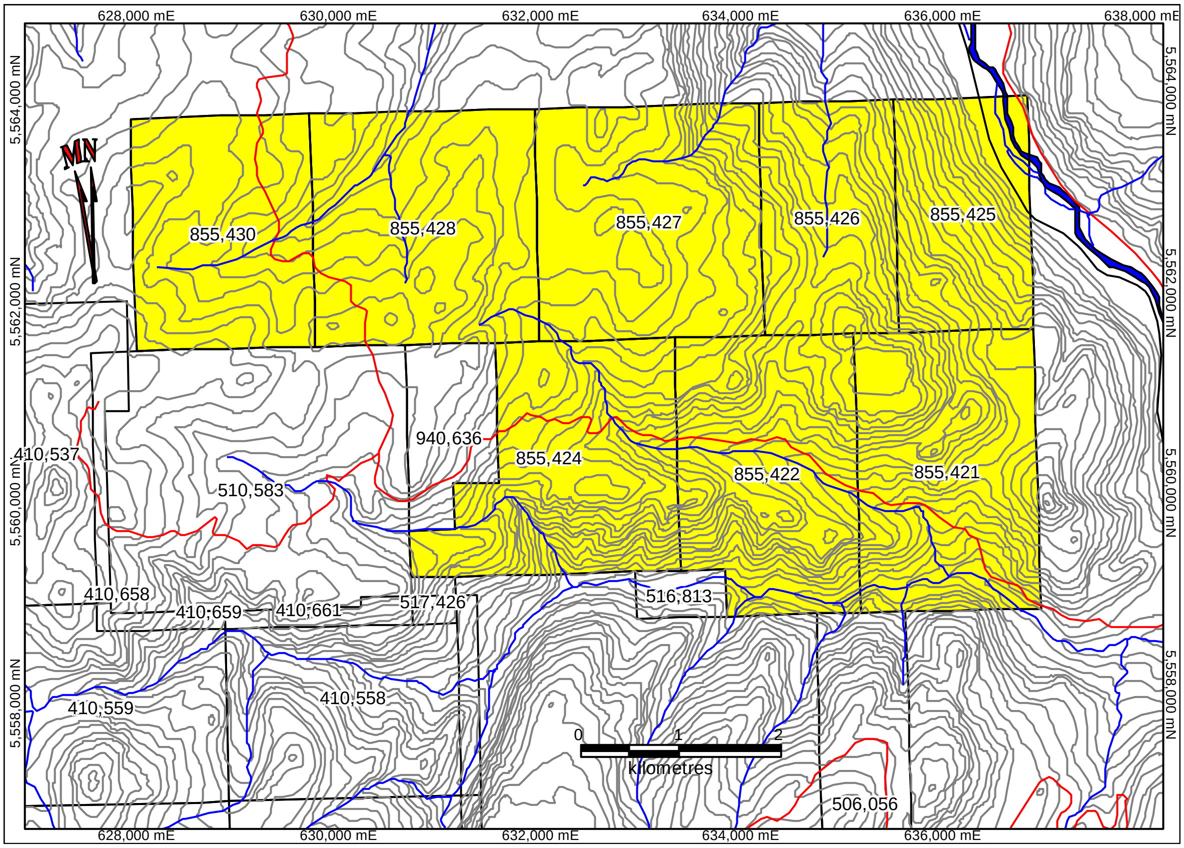


Figure 2. Claim Map



Accessibility, Climate, Local Resources, Infrastructure and Physiography

The SB property lies 25 kilometres west of Merritt, British Columbia. The claims are readily accessible west from Merritt on Provincial Highway 8 to Spius Creek Road and then via the Spius Creek Road to the Nuaitch Creek Road which traverses the property.

The topography is moderately steep, lying between 490 metres and 1620 meters above sea level (ASL). There are cliffs and long ridges of outcrop throughout the property. The major drainage is Nuaitch Creek through the centre of the property. Limited areas in the northwest have been logged, while the remaining property consists of open stands of fir and pine

The southern portion of the property is accessible from Nuaitch Creek Road and the northwest corner is accessible from Manning Creek Road.

In this part of the province the climate is typical for the southern interior of British Columbia. Summers are generally warm and dry and winters are cold with significant snow accumulations. Temperatures can dip to minus 20 Celsius for extended periods. Depending upon the type of exploration, the field season generally runs from late April to early November.

This is a preliminary grass roots exploration project. The sufficiency of surface rights for mining operations and the availability and sources of power, water and mining personnel have not yet been considered. Potential tailings storage and waste disposal areas, heap leach pad areas and potential processing plant sites have not yet been investigated.

History

The SB property lies within the Spences Bridge Gold Belt ("SBGB"), a northwest trending belt of Cretaceous volcanics of island arc affinity, in south central British Columbia. The SBGB stretches from Princeton northwestward to Lillooet with smaller outliers continuing further northwestward to Gang Ranch.

The SBGB has been continuously explored since the initial discovery of low sulphidation epithermal precious metal mineralization in 2000. A staking rush in the mid 2000's resulted in several regional exploration programs by Almaden Minerals Ltd., Consolidated Spire Ventures Ltd., Strongbow Exploration Inc., Tanqueray Resources Ltd. and Appleton Exploration Inc. Most of these companies are now concentrating on key mineralized areas, dropping much of the peripheral ground.

There have been two exploration programs completed on the present SB claims, before the 2012 exploration program completed by MGM Resources Corp. which is further described below – see "Information Concerning the SB Project - Exploration". Both of the earlier programs were orientated towards the search for low sulphidation epithermal gold deposits in the Spences Bridge Group.

Midland Recording Ltd. completed a program of preliminary rock and stream sediment sampling on their Southern Belle property in 2005 (Henneberry, 2006). This program concentrated on the northern tributaries of Nuaitch Creek and consisted of 12 stream sediment samples and 13 rock samples. Two of the stream sediments samples returned values of 70 ppb Au and 90 ppb Au respectively ,the remaining silts reported assays ranging from <5 to 15 ppb gold, none of the silt sampled reported anomalous arsenic or antimony values. The rock sample results ranged from <5 to 30 ppb gold, the latter was a composite grab of quartz vein float. There were no arsenic anomalies with the rock samples; only two samples reported values exceeding the analytical detection limit with a high of 10 ppm arsenic.. A total of $11,793.10 was recorded as assessment work with the British Columbia Ministry of Energy, Mines and Petroleum Resources for this program.

Strongbow Exploration Inc. completed limited rock sampling, stream sediment sampling and a widely spaced soil grid on the Southern Belle property optioned from Midland Recording Ltd. in 2006 (Stewart and Gale, 2006). This program also covered other claims outside the current Southern Belle property, called the Silk and Manning properties. The entire Strongbow program cost $91,950 and included the collection of 84 silt samples, 388 soil samples and 81 rock samples, the vast majority of work was completed on the Southern Belle property.This program located an area of weakly to moderately strong gold-in-soil values on the ridge to the south of Nuaitch Creek. This area was never followed up and is a high priority target. The best result from the soil sampling program was a high of 61 ppb gold that was close to the anomalous silt samples outlined by the 2005 Midland program. There are no known historical or current mineral resource or mineral reserve estimates on the SB property nor has there been any recorded production.

Geology Setting

The Spences Bridge Gold Belt lies within the Intermontane Tectonic Belt of Central British Columbia, proximal to its western boundary with the Coast Plutonic Belt. The Intermontane Belt is a region of relatively low topographic and structural relief, while the Coast Plutonic Belt is a region of high topographic and structural relief.

The two primary belts are further divided into nine lithographic terranes in the map area: Coast Complex, Harrison, Cadwallader, Bridge River, Shuksan, Methow, Stikinia, Cache Creek and Quesnellia, respectively from west to east. Each terrane is bounded by major faults.

The Harrison and Coast Complex terranes are not directly relevant to the Spences Bridge Group and its mineralization.

The Cadwallader Terrane lies to the west of the northern outliers of the Spences Bridge Group. It comprises a series of Cretaceous clastic sediments and the Powell River Group volcaniclastics. The Bridge River Terrane consists of Mississippian to middle Jurassic marine sedimentary and volcanic rocks. The Shuksan Terrane consists primarily of Cretaceous intrusives and high grade metamorphic rocks.

The Methow Terrane forms much of the boundary between the two belts. It comprises sequences of Jurassic through to Cretaceous, predominantly fine grained, clastic sediments.

The south end of the Stikinia Terrane includes Cretaceous clastic sediments and a series of Jurassic through to Cretaceous intrusives.

The geology of the Cache Creek Terrane is complex with units ranging in age from Pennsylvanian to middle Jurassic. The rocks include a mélange of Permian to Pennsylvanian carbonates with minor clastic sediments and volcanics in the eastern and central sections and a series of Permian to middle Jurassic clastic sediments with minor carbonates and volcaniclastics to the west.

The Quesnellia Terrane consists primarily of the upper Triassic Nicola Group clastic sediments, and volcanic rocks with associated late Triassic - early Jurassic intrusions. The most important is the Guichon Creek Batholith, which hosts the Highland Valley copper deposits.

The Methow, Stikinia, Cache Creek and Quesnellia Terranes are covered by Cretaceous and/or Tertiary sedimentary and volcanic overlap assemblages. These include Miocene - Pliocene plateau basalts and coarse clastic sediments of the Chilcotin Group, Eocene to Oligocene volcanics and Eocene basalt and andesite, local rhyolite, breccia, tuff and sandstone thought to be related to the Kamloops Group. Spences Bridge Group flows and volcaniclastics occur as a series of outliers though the lower end of the Stikinia Terrane in the north and as a large belt within the Quesnellia Terrane in the south.

The middle to upper Cretaceous Spences Bridge Group has recently been identified as a significant target for epithermal precious metal mineralization. This group forms a northwest trending volcanic belt consisting of a thick sequence of gently folded volcanics with lesser sediments dipping shallowly to the northeast. Rocks of the Spences Bridge Group are believed to have formed as a chain of stratovolcanoes associated with subsiding, fault-bounded basins (Thorkelson, 1985).

Glacial drift and alluvium deposits were deposited in creek and river valleys by south moving Pleistocene glaciers.

Geology of the Spences Bridge Group

The Spences Bridge Group forms a northwest trending belt from 3 to 24 kilometres wide extending from north of Princeton through to east of Lillooet. (Duffel and McTaggart, 1952). A faulted extension of the belt occurs as a series of outliers in the Churn Creek / Empire Valley area west of 100 Mile House (Thorkelson, 2006). The group is estimated to be up to 3,400 metres in thickness. (Thorkelson, 2006).

The Spences Bridge Group consists of two formations: the Pimainus Formation and the overlying Spius Formation. The Pimainus Formation consist mainly of subaerial flows and pyroclastic volcanic strata interbedded with minor sedimentary intervals containing sandstone and conglomerate. The overlying Spius Formation consists is characterized by a thick succession of andesite flows. These flows vary from aphanitic with or without sparse pyroxene phenocrysts to amygdaloidal. In some places, the contact is conformable and hard to identify, while in others, lacustrine beds separate the two formations. (Thorkelson, 2006).

The Spences Bridge Group is preserved in the Nicoamen structural depression, a complex synclinorium crosscut by normal faults. It may have been forming at the same time as the Spences Bridge Group. Presently, the Spius Formation is largely confined to the centre of the structural depression but appears to be the relic of an extensive shield volcano with a few cinder cones. (Thorkelson, 2006).

Structurally, the Spences Bridge Group is generally gently folded, with dips from 10^o to 40^o. Individual flows and beds do not appear to be widespread. There appears to be some faulting withinin the group but the lack of marker horizons makes measurement of any displacement difficult. (Duffel and McTaggart, 1952).

SB Project Geology

The SB property was mapped during the Strongbow 2006 exploration program (Stewart and Gale, 2006). The following is a summary of the mapping program.

The dominant rock type found on the property is thick stacks of basalt lava flows and associated dikes and breccias of the Spences Bridge Group Spius formation. Sedimentary rocks associated with the Spius formation overlie an unconformity at the base of this formation, through the area, but not on the present SB property. This unconformity separates Spius formation rocks from the underlying Pimainus formation volcanic rocks which are also only exposed on the northeast corner of the property. There is one undated intrusions on the eastern boundary of the SB property.

The Spius formation provide a thick, extensive and continuous cover over the more varied Pimainus formation pyroclastic sequences. The Spius formation in the area comprises massive to stacked coherent flows of weakly porphyritic to aphanitic, black to red andesite and basalt. The more massive flows observed may be hornblende or plagioclase porphyritic. Deposits are generally amygdaloidal, can be flow banded and rarely show pipe vesicles. Rare tuffaceous interbeds include hematite-rich, oxidized ash and scoria-lapilli tuff. Amygdaloidal dikes intrude along vertical fractures through the resistive lava flows, but may flow laterally along unconsolidated tuff layers forming diffuse frothy appearing sills.

In the general area, sedimentary rocks representing the contact between the underlying Pimainus formation intermediate volcaniclastic rocks and overlying mafic flow dominated Spius formation of the Spences Bridge group have been mapped. These sediments are interpreted to be an interformational unit overlying the unconformity at the top of the Pimainus formation. This unit is characterized locally by quartz-plagioclase rich wackestone, and interbedded conglomerate and reworked ash tuff layers. Sandstone and wackestone units are fresh and unaltered but strongly indurated with unidirectional crossbeds.

The Pimainus formation underlies the northeast corner of the SB property. These rocks are monomictic to heterolithic intermediate block and ash flow tuffs. The biotite or hornblende phyric units maybe normally graded and show distinct flow boundaries. At some localities this unit preserves organic fragments, mainly wood fragments, incorporated into pyroclastic flows. Interbedded with the coarse grained flows are interbedded fine ash layers, some of which are interpreted as ash surge beds.

On the eastern boundary of the SB property, there is an extremely fresh, fine-grained felsic porphyry intrusion outcropping on steep south facing ridges. This porphyry is white and very finely quartz-plagioclase-biotite porphyritic. Patches of vesicles suggest this is either a very shallow intrusion or may be locally extrusive. Government mapping places this unit as Eocene in age, although the source of this date is presumed to derive from regional comparisons with intrusions of similar character.

Hydrothermal alteration of the Spius formation on the SB property is not regionally pervasive although there is local propylitic, carbonate and silica alteration. This lack of alteration is very distinct from occurrences of the underlying Pimainus formation of the Spences Bridge group which appear to be pervasively silicified on a regional scale. Chalcedonic amygdule and vug filling is common (occurrences of "thunder eggs") as well as associated cockscomb texture quartz vugs and veins. White to pink fibrous zeolite veinlets are common in the area and likely emanate from the many feeders dikes associated with the mafic flows. Celadonite is another alteration phase that is abundant, although not uniformly, across the area. It tends to occur with or near chlorite altered areas. Celadonite exists as fracture coatings, amygdule and vug linings with quartz and/or carbonate.

One alteration which is regional in the Spius formation is pervasive hematite in massive flows and particularly in pyroclastic interbeds. This alteration accentuates the distinctly layered appearance of stacked flows as more permeable and thus more oxidized layers between coherent flows are hematite rich. Much of the regional hematite appears to be general diagenetic ation of mafic flows. As well there is a distinct hematite +/- clay alteration overprint where amygdaloidal subvolcanic dikes and sills intrude into and along the basalt flows and tuffaceous horizons. The combination of hematite-clay alteration can diffuse the boundaries between intruding sills and host such that they are indistinguishable.

Areas of local hydrothermal brecciation and alteration in the Spius formation may have up to 40% epidote and lesser hematite. There are several NE trending structures that are locally altered. For example on the SB property there is a local area of silicification and intense propylitic alteration along a NE trending structural and dike corridor. At the core of this alteration is a series of intense blue-green chalcedonic veins and vug fillings. While local silt and stream sediment geochemistry has returned anomalous gold and multi-element values, the rocks have not yet provided positive results.

Topographic features including creek drainage patterns suggest that there may be northwest-southeast and north-south trending structural features present on the property. This is supported by government aeromagnetic surveys. Structural control is a common feature of low-sulphidation precious metals deposits

Mineralization

The exploration target for the SB property is a low sulphidation epithermal precious metal deposit. Bedrock mineralization has yet to be found on the SB property. The exploration completed to date consists of soil and silt geochemical surveys along with preliminary rock sampling, prospecting and mapping.

The prior exploration programs of silt sampling and reconnaissance soil sampling (Henneberry, 2006; Stewart and Gale, 2006) identified three areas for follow up exploration:

- Target 1 where stream sediment sampling identified 6 anomalous values from the unnamed northern tributary and Nuaitch Creek itself: 10.2, 17.1, 19.3, 46.3, 70 and 90 ppb. Three anomalous soil values were also identified in the area: 14.6, 25.7 and 60.8 ppb Au. A 30 ppb Au value was also obtained from quartz veining in the same area. The ridge between the tributary and Nuaitch Creek appears to be the source of the gold.

- Target 2 is a stream sediment area where gold values of 14 and 15 ppb Au were obtained from the central section of the unnamed tributary.
- Target 3 is a stream sediment area where a gold value of 156.3 ppb was obtained from the upper reaches of Manning Creek. This area was inaccessible during the May 2012 program.

The 2012 program tested the Target 1 and Target 2 areas, as well as the strike projection of the PV and NIC zones from the Prospect Valley property contiguous to the south. Three continuous to semi-continuous gold-in-soil anomalies were identified as shown on Figure 6:

- The NW trending Anomaly A lies in the NW section of the grid and spans four lines, a distance in excess of 800 metres. It is open to the northwest and the strongest values appear on the northernmost line. If this anomaly continues to the NW, it may be the source of the gold in silt anomaly from Manning Creek.

- Anomaly B represents the possible strike projection of the PV zone. It is semi-continuous through most of the length of the grid, a distance of 1600 metres. This anomaly may explain the anomalous silt samples taken from the south flowing tributaries of Nuaitch Creek within Target 2.

- Anomaly C represents the possible strike projection of the NIC zone. It is semi-continuous through its length, a distance of 1400 metres. The anomaly is multi-station wide on the two southernmost lines.

Exploration

The Corporation has yet to complete any exploration on the SB Property. This section will describe the May 2012 MGM Resources Corp. program, the last exploration completed on the property. A total of 8 rocks and 1223 grid soil samples were taken from 1245 soil samples sites.

2012 rock samples from 1 to 3 kilograms for float samples and 2.5 to 8 kilograms for bedrock chip samples were collected. Float samples consisted of chips taken from one or two larger cobbles, or of several smaller fragments collected from an area of a few square metres. Individual samples were placed in labeled plastic bags, with an assay ticket also placed in the same bag. The sample locations were marked in the field with pink flagging and labeled Tyvex tags. UTM coordinates, in the map datum NAD 83, were recorded with a handheld Global Positioning System (GPS) unit.

The soil grid was laid over the bottom section of the property to cover Target 1 and Target 2 from the earlier exploration and also to test for the strike projections of the PV Zone and the NIC zone from the contiguous Prospect Valley property to the south. Several areas of the grid were inaccessible due to massive cliffs, as indicated by the topography, so the grid is not a perfect rectangle. It consisted of 50 metre spaced samples along 200 metre spaced lines. Each soil line was flagged and sampled at 50 metre intervals along the line measured with a hip chain. Soil bags and flagging were pre-numbered the day before. At each sample location a 500 to 1000 gram sample of the soil from the “B” horizon was taken and placed in the corresponding soil bag. Each sample location was marked as a waypoint in a GPS unit in the map datum NAD 83. The data was downloaded nightly to computers.

The author is not aware of any sampling or recovery factors that could materially impact the accuracy and reliability of the assay results. The author believes the samples taken by MGM Resources Corp. personnel to be representative and does not feel there are any factors that may have resulted in sample bias. There is no chance of bias in the soil sampling as these samples are just blind samples taken at regular intervals. The prospecting rock samples are generally grabs of bedrock material or float. The silt samples are blind samples of stream fines.

The lithologies documented on the SB property include: volcaniclastics, flow breccias, ash fall tuffs and andesitic flows of the Spences Bridge Group. There has not yet been bedrock mineralization located on the PC property. The exploration target is low sulphidation epithermal precious metal mineralization which can be confined to quartz veins or fault zones, though it may be disseminated throughout porous units.

Three semi-continuous to continuous linear anomalies were identified. The NW trending anomaly spans a distance in excess of 800 metres. It is open to the northwest and the strongest values appear on the northernmost line. If this anomaly continues to the NW, it may be the source of the gold in silt anomaly from Manning Creek.

A second anomaly represents the possible strike projection of the PV zone from the Prospect Valley property to the south. It is semi-continuous through most of its length, a distance of 1,600 metres. This anomaly may explain the anomalous silt samples taken from the south flowing tributaries of Nuaitch Creek within Target 2.

A third anomaly represents the possible strike projection of the NIC zone from the Prospect Valley property to the south. It is semi-continuous through its length, a distance of 1,400 metres.

There is no correlation between gold and arsenic for Anomaly A and Anomaly B. Anomaly C shows a strong correlation between gold and arsenic.

A total of eight rock samples were taken during the program. Seven of the eight samples returned background gold values, while the eighth returned a value of 0.8 ppm Au.

Sampling and Analysis and Security of Samples

The Corporation has yet to complete any exploration on the SB Property. This section will describe the May 2012 MGM Resources Corp. program, the last exploration completed on the property. At the end of the field day, all soil samples were brought back to town. They were put in sequence and placed 12 to 15 in a 13 by 18 poly bag. Three poly bags were then placed in a rice bag. One standard, sealed in a Ziploc bag, was also placed in the rice bag. The bag was then zap strapped and shipped in groups of 10 to 20 rice bags to Acme Analytical Laboratories Ltd. in Vancouver, British Columbia by Mammoth Geological Ltd. (the geological contractor) personnel or by Greyhound Bus from Merritt. Rock samples were handled similarly, though only 10 to 12 samples were placed in the rice bags. Since these were preliminary surveys no sample splitting or reduction was necessary. The rice bags were stored in the motel rooms of Mammoth Geological Ltd. personnel until there were a sufficient number to make a shipment to the lab. Mammoth Geological Ltd. is independent of MGM Resources Corp. and also independent of the property vendor Eastland Management Ltd.

All samples from the 2012 exploration program were analyzed at Acme Analytical Laboratories Ltd. in Vancouver, an ISO 9001 certified lab. The sample preparation procedures follow. Silt and soil samples are first dried at 60^oC and sieved at -80 mesh to obtain a 100 gram pulp. Depending on the amount of -80 mesh material obtained, a 7.5, 15 or 30 gram sub-sample is cut and leached with 90ml or 180ml of 2-2-2 HCl-HNO_3-H_2O solution at 95^oC for one hour, followed by dilution to 300ml or 600ml and 36 element ICP-MS.

Rock samples are crushed to 70% passing through a 10 mesh screen. A 250 gram split is pulverized to 95% passing through a 150 mesh screen. A 30gm sub-sample of the pulverized pulp is leached with 90ml or 180ml of 2-2-2 HCl-HNO_3-H_2O solution at 95^oC for one hour, followed by dilution to 300ml or 600ml and 36 element ICP-MS.

The exploration programs completed by MGM Resources Corp. are preliminary surveys. The quality control procedures employed included duplicates and standards supplied by CDN Resources Laboratories Ltd. A total of 25 standards were employed at regular intervals throughout the sample stream. The CDN standards performed poorly for gold with only three of the 13 analyses within the range for Standard CDN-GS-7PE, and six of 12 analyses within the range for Standard CDN-ME-111 as shown in the table below. The copper analyses for CDN-ME-1101 performed poorly with only three of 12 analyses reporting within the range, but that may be a function of the analytical technique.

Summary of Standard Performance

CDN GS 7PE				CDN ME 1101		
Ranges	**680-852**			**Ranges**	**508-620**	**6210-7250**
Sample No	**ppm Au**	**ppb Cu**		**Sample No**	**ppb Au**	**ppm Cu**
SBS-1	528.2	42.1		SBS-2	444.1	7701.4
SBS-3	625.3	38.8		SBS-4	449.9	6583.9
SBS-5	703.9	46.1		SBS-6	415.6	6600.8
SBS-7	594.7	40.5		SBS-8	476.4	5950.8
SBS-9	590.6	46.6		SBS-10	501.1	7379.7
SBS-11	615.7	44.3		SBS-12	551.7	8400
SBS-13	680.6	47.8		SBS-14	539.2	7314.2
SBS-15	584.9	46.3		SBS-16	510.6	6641.6
SBS-17	640.3	48		SBS-18	686.7	7992.1
SBS-19	625	47.2		SBS-20	538.6	7826
SBS-21	723.2	48.7		SBS-22	638.6	7929
SBS-23	674.9	48.5		SBS-24	584.3	8017.4
SBS-25	618.3	46.5				

The exploration program completed by MGM Resource Corp. was a preliminary, early-stage exploration survey. The quality control procedures employed included duplicates and standards supplied by CDN Resources Laboratories Ltd. The CDN standards did not perform well for either copper or gold and there is not a good explanation for this difference.

Drilling

There has not been any drilling completed on the SB Project.

SELECTED FINANCIAL INFORMATION

The following table sets out selected financial information about Alexandra based on its Statements of Financial Position and Statements of Loss and Comprehensive Loss for the fiscal years ended November 30, 2013 and 2012 and for the fiscal quarters ended February 28, 2014 and 2013.

	Year Ended November 30, 2013	**Year Ended November 30, 2012**	**Six Months Ended May 31, 2014**	**Six Months Ended May 31, 2013**
Net Income (Loss)	$(48,195)	$(96,048)	$(55,752)	$(15,875)
Income (Loss) per share	$(0.00)	$(0.01)	$(0.01)	$(0.00)
Total Assets	$456,302	$495,190	$407,750	$470,578
Total Current Liabilities	$8,000	$9,600	$15,200	$863
Dividends	Nil	Nil	Nil	Nil

Discussion and Analysis

The following sets forth a discussion and analysis of the operating results and financial condition of Alexandra for its fiscal year ended November 30, 2013 and the six months ended May 31, 2014.

Year ended November 30, 2013

For the year ended November 30, 2013, the Corporation reported an income (loss) of ($48,195) compared to income (loss) of ($96,048) for the prior fiscal year. Expenses included general office expenses of $907 (2012-$2,009), professional fees of $24,415 (2012-$16,752), rent of $1,200 (2012- $1,200), stock based compensation of $10,907 (2012-$72,980), and transfer agent and filing fees of $14,667 (2012- $7,939). The expenses were offset by interest income from investments in the amount of $3,901 (2012-$4,832).

Six months ended May 31, 2014

For the six months ended May 31, 2014, the Corporation reported an income (loss) of ($55,752) compared to income (loss) of ($15,875) for the same period of the prior fiscal year. Expenses included general office expenses of $360 (2013-$372), professional fees of $36,172 (2013-$6,750), rent of $600 (2013-$600) and transfer agent and filing fees of $16,896 (2013-$15,875). The expenses were offset by interest income from investments in the amount of $3,516 (2013-$1,559).

FINANCIAL STATEMENTS

Copies of the Corporation's audited financial statements of November 30, 2013 and 2012 are attached to this Filing Statement as Schedule "A" and form part hereof. The Corporation's annual financial statements have been audited by MNP LLP, Chartered Accountants.

Copies of the Corporation's unaudited reviewed interim financial statements for the six months ended May 31, 2014 are attached to this Filing Statement as Schedule "B" and form part hereof. The Corporation's unaudited interim financial statements have been reviewed by MNP LLP, Chartered Accountants.

Copies of pro forma financial statements, which give effect to the Qualifying Transaction as at May 31, 2014 are attached to this Filing Statement as Schedule "C" and form part hereof.

The attached financial statements were prepared in accordance with International Financial Reporting Standards ("IFRS"). No adjustments or notations have been made to indicate variations from the accounting principles applicable in any other jurisdiction. All financial statements of the Corporation are in Canadian dollars.

INFORMATION CONCERNING THE RESULTING ISSUER

Name and Incorporation

After the Qualifying Transaction, Alexandra's head office will remain at 2075 West 37 Avenue, Vancouver, B.C. The issued and outstanding Corporation Common Shares will increase by 200,000 at closing to 10,294,000 and will increase further after the first and second anniversaries of closing by 200,000 and 300,000 Corporation Common Shares on each anniversary respectively.

Description of the Business

Stated Business Objectives – The Corporation's business objective is to conduct exploration on the SB Project to determine if the extent, if any, of mineralization on the property.

Milestones – The Corporation can earn an undivided 100% interest in the SB Project by making the following payments, share issuances and work expenditures on the property:

	Payments	***Shares***	***Expenditures***
Receipt of Technical Report	$10,000		
TSXV Approval	$15,000	200,000 shares	
First anniversary		200,000 shares	$100,000
Second anniversary		300,000 shares	

Exploration and Development – The Corporation has commissioned a National Instrument 43-101 compliant technical report (the "Property Report") dated February 18, 2014, by Wesley Raven, P. Geo. titled "SB Project". The Property Report includes a recommendation that the Corporation conduct an exploration program for epithermal precious metals deposits with an estimated program cost of CAD$225,000.

Available Funds

The estimated working capital available to the Corporation as at June 30, 2014 is $382,550. The Corporation has arranged a non-brokered private placement of up to 6,400.000 units for $0.05 per unit, for aggregate gross proceeds of $320,000, to be completed concurrently with closing of the proposed qualifying transaction. The flow-through portion of the financing consists of 2,400,000 units for aggregate gross proceeds of $120,000. The flow-through portion of the financing is the minimum financing required by the Corporation to complete the Qualifying Transaction.

Dividend Policy and Record

The Corporation has never paid a dividend on the Corporation Common Shares and as presently constituted intends to retain its earnings for use in its business and does not expect to pay a dividend on the Corporation Common Shares in the immediate future. The Board will review this policy from time to time in the context of the Corporation's earnings, financial condition and other related factors.

USE OF PROCEEDS

Estimated Cash On Hand At Closing			$382,550
Minimum Financing (Flow-Through only)			120,000
Available Cash			**502,550**
Cost To Complete Qualifying Transaction			
Filing fees	1,000		
Legal	20,000		
TSX fees	10,000		
Auditors	9,700		
General	4,300		
		45,000	
Option Payments Within 12 Months of Closing		15,000	
SB Project Budget - Year 1			
Prospecting & mapping	26,540		
Geochemistry	172,660		

Equipment & supplies	3,000		
Travel	7,500		
Supervision	5,000		
Documentation	5,000		
Contingency	5,300		
		225,000	
General & Administrative – 12 months working capital		105,000	
			$ 390,000
Unallocated Working Capital			$112,550

Securities Held by Directors and Officers Before and After Qualifying Transaction

The following table sets out the number of Corporation Common Shares held by the directors and officers of the Corporation both before and after completion of the Qualifying Transaction and the percentage of the Corporation Common Shares outstanding held by them before and after completion of the Qualifying Transaction.

Name of Director and/or Officer	Number of Corporation Common Shares held as at the date of this Filing Statement and (%) of Total Outstanding		Number of Corporation Common Shares held after completion of Qualifying Transaction and (%) of Total Outstanding[(1)(2)]	
Blake Olafson[(3)]	6,000,000	59.4	6,000,000	47.3
Suzanne Wood[(4)]	1,500,000	14.9	1,500,000	11.8
Patrick Morris	500,000	5.0	500,000	3.9
Ioannis Tsitos[(5)]	Nil	N/A	Nil	N/A
Vivian A. Katsuris[(6)]	Nil	N/A	Nil	N/A

(1) Does not include dilution resulting from the issuance of Corporation Common Shares allotted and reserved for issuance. As of the date of this Filing Statement there are 1,000,000 Corporation Common Shares reserved for future issuance on exercise of stock options, and 106,000 Corporation Common Shares reserved for future issuance on exercise of Agent's Warrants.

(2) Assuming completion of the minimum financing of 2,400,000 flow-through units and no participation by any of the directors

(3) Directly and indirectly through Linkson Holdings Limited, a Hong Kong corporation

(4) To resign from the board upon completion of the Qualifying Transaction

(5) To be appointed to the board upon completion of the Qualifying Transaction

(6) To be appointed as CFO and Secretary upon completion of the Qualifying Transaction

Principal Securityholders

To the best of the knowledge of the Corporation, the following persons own 10% or more of the issued and outstanding common shares of the Corporation as at the date of this Filing Statement:

Name of Shareholder	Number of Common Shares Held	Percentage of issued and outstanding share capital of 10,094,000 shares (as at July 29, 2014)
Blake Olafson	4,000,000	39.6
Linkson Holdings Limited (Controlled by Blake Olafson)	2,000,000	19.8
Suzanne Wood	1,500,000	14.9

Share Capital Structure

	Amount authorized	Amount outstanding as of the date of this Filing Statement (1)	Amount to be outstanding upon completion of the Corporation's Qualifying Transaction(2)
Common Shares	Unlimited	10,094,000	12,694,000

Notes:

(1) Does not include dilution resulting from the issuance of Corporation Common Shares allotted and reserved for issuance. As of the date of this Filing Statement there are 1,000,000 Corporation Common Shares reserved for future issuance on exercise of stock options, and 106,000 Corporation Common Shares reserved for future issuance on exercise of Agent's Warrants.

(2) Assuming completion of the minimum financing of 2,400,000 flow-through units

Each Corporation Common Share carries one vote at all meetings of shareholders, participates rateably in any dividends declared by the Board and is entitled, in the event of dissolution, liquidation or winding-up of the affairs of the Corporation, to a pro-rata share of the assets of the Corporation after payment of all liabilities and obligations, subject to the preferential rights of any shares ranking in priority to the Corporation Common Shares. There are no pre-emptive, conversion, redemption, surrender or purchase rights attached to the Corporation Common Shares.

Fully Diluted Share Capital

	Number	Percentage
a) Issued and Outstanding	10,094,000	60.8
b) Options	1,000,000	6.0
c) Acquisition (over two years)	700,000	4.2
d) Minimum financing (flow-through shares)	2,400,000	14.5
e) Minimum financing (warrant shares)	2,400,000	14.5
Total	**16,594,000**	**100**

Options to Purchase Corporation Common Shares

The Corporation has outstanding the following rights to purchase Corporation Common Shares as of the date of this Filing Statement:

	Stock Options		
Name of Holder	Number	Exercise Price	Expiry Date
Blake Olafson	500,000(1)	$0.10	April 30, 2022
Suzanne Wood	375,000(1)	$0.10	April 30, 2022

	Stock Options		
Name of Holder	Number	Exercise Price	Expiry Date
Patrick Morris	125,000[(1)]	$0.15	July 31, 2023

(1) Pursuant to Policy 2.4 any Corporation Common Shares issued on exercise of these stock options will be held in escrow until completion of the Qualifying Transaction.

Escrowed Shares

Pursuant to Policy 2.4 all Corporation Common Shares of the Corporation beneficially owned, directly or indirectly, by a Party Related to the Corporation are required to be held in escrow, including Corporation Common Shares acquired in the private stage and Corporation Common Shares acquired pursuant to the Corporation's initial public offering ("IPO"). Any Corporation Common Shares acquired in the secondary market prior to the Qualifying Transaction by a Party Related to the Corporation must also be held in escrow. Any Corporation Common Shares acquired by an arm's-length investor in the private stage at less than the IPO price must also be held in escrow. Release of the Corporation Common Shares from escrow is subject to completion by the Corporation of a Qualifying Transaction. For all escrowed Corporation Common Shares (except those acquired pursuant to the exercise of a stock option), 10% will be released on the completion by the Corporation of a Qualifying Transaction (the "Qualifying Transaction Effective Date"). An additional 15% will be released every six (6) months following the Qualifying Transaction Effective Date.

Any Corporation Common Shares acquired by Parties Related to the Corporation holding options to purchase Corporation Common Shares of the Corporation pursuant to incentive stock options will be escrowed until completion of the Qualifying Transaction.

Securities issued to Principals of the resulting issuer pursuant to the Qualifying Transaction will be escrowed as follows: all securities issued in conjunction or contemporaneous with or in contemplation of a Qualifying Transaction, which are acquired by a private placement or any other manner by a Control Person (determined after giving effect to the issuance) or by any Party Related to the Corporation will be subject to escrow restrictions as prescribed by Policy 2.4 and/or Policy 5.2.

In the event a Qualifying Transaction is not completed, the escrowed Corporation Common Shares will not be released from escrow.

At the date of this Filing Statement the following Corporation Common Shares are held in escrow:

Name of Beneficial Owner	Number of Corporation Common Shares in Escrow	Percentage of Class Outstanding[(1)]	Percentage of Class After Qualifying Transaction[(1)(2)]
Blake Olafson[(3)]	6,000,000	59.4	47.3
Suzanne Wood	1,500,000	14.9	11.8
Patrick Morris	500,000	5.0	3.9

(1) Does not include dilution resulting from the issuance of Corporation Common Shares allotted and reserved for issuance. As of the date of this Filing Statement there are 1,000,000 Corporation Common Shares reserved for future issuance on exercise of stock options, and 106,000 Corporation Common Shares reserved for future issuance on exercise of Agent's Warrants.

(2) Assuming completion of the minimum financing of 2,400,000 flow-through units and no participation by any of the directors

(3) Directly and indirectly through Linkson Holdings Limited, a Hong Kong corporation

DIRECTORS, OFFICERS AND PROMOTERS

Name, Address, Occupation, Security Holding and Involvement with Other Reporting Issuers

The following table sets out the names, ages and municipalities of residence of the directors, officers and director nominees of the Corporation, their positions and offices with the Corporation and their principal occupations during the past five years.

Name, Age and Municipality of Residence	Position Held	Principal Occupation
Blake Olafson Singapore	Director	Managing Director, Whiterock Capital, November 2011 to present; Senior Vice-President, Corporate Finance Asia, Ivanhoe Capital Corporation, April 2010 to October 2011; Director, Head of Asia, Real Estate Group, Arcapita Pte. Limited, September 2008 to March 2010
Patrick Morris North Vancouver, B.C.	Director	President, Vimoris Ventures Inc., February 2006 to present
Suzanne Wood(1) Vancouver, B.C.	President, Chief Financial Officer, Treasurer, Secretary and Director	Founder of Wood & Associates, 1986 to present; President, Chief Executive Officer and director of Carolina Capital Corp., September 2010 to February 2013; Chief Financial Office of Carolina Capital Corp., September 2010 to present
Ioannis Tsitos(2) Vancouver, B.C.	Director elect	President and Director of Goldsource Mines Inc., February 2014 to present; President, CEO and Director of Eagle Mountain Gold Corp. from January 2008 to February 2014; Director of First Bauxite Corporation, November 2011 to present; former Business Development Manager with BHP Billiton
Vivian A. Katsuris(3) Vancouver, B.C.	Chief Financial Officer and Secretary elect	Investment Advisor, Global Securities Corporation, April, 2003 to December, 2013; Director and Corporate Secretary, Plate Resources Inc., January 2014 to present; Director, Universal Ventures Inc., April 2014 to present

(1) Proposes to resign as a director upon completion of the Qualifying Transaction
(2) Proposed to be appointed a director upon completion of the Qualifying Transaction
(3) Proposed to be appointed Chief Financial Officer and Secretary upon completion of the Qualifying Transaction

The Corporation does not have an executive committee of its directors.

Blake Olafson, Suzanne Wood and Patrick Morris are members of the audit committee. At the time of Closing of the Qualifying Transaction, Suzanne Wood intends to resign as a member of the audit committee and Ioannis Tsitos is proposed to be appointed to the audit committee.

At the time of Closing of the Qualifying Transaction, the Corporation will appoint Ioannis Tsitos to the board of directors and will appoint Vivian A. Katsuris as Chief Financial Officer and Secretary.

The directors of the Corporation after the Qualifying Transaction will be Blake Olafson, Patrick Morris and Ioannis Tsitos.

The officers of the Corporation after the Qualifying Transaction will be Blake Olafson, President and Chief Executive Officer, and Vivian Katsuris, Chief Financial Officer and Secretary.

The following is a brief description of the directors of the Corporation after the Qualifying Transaction:

Suzanne Wood, President, Secretary, Chief Financial Officer and Director, Age 57.

Ms. Wood has over 20 years of experience in the financial and corporate management of private and public companies. In 1986, Ms. Wood founded Wood & Associates through which Ms. Wood has been providing consulting services including the preparation of financial reports, registration statements, and other statutory reports and filings. Ms. Wood assists with the restructuring of companies and conducts due diligence on potential merger and acquisition targets. Ms. Wood obtained a Bachelor of Arts from the University of British Columbia and after graduating from University, she spent several years with Revenue Canada Taxation. Ms. Wood has served on the boards of numerous private and public companies. Ms. Wood was a Director and Secretary of Sandpoint Capital Inc., a TSX-V Capital Pool Company, from its inception in September 2006 to October 2008, when it completed its Qualifying Transaction. She was the President, CEO, CFO, Corporate Secretary and Director of Ansue Capital Corp., a TSX-V Capital Pool Company, from its inception in December 2009 to August 2011 when it completed its Qualifying Transaction. She was the President, CEO, CFO, Corporate Secretary and Director of Carolina Capital Corp., a TSX-V Capital Pool Company, from its inception in.December 2010 to March 2013 when it completed its Qualifying Transaction.

Blake Olafson, Director, Age 44

Mr. Olafson has over 20 years' experience in corporate finance and portfolio management. He is the founder and managing director of Whiterock Capital, a Singapore based investment advisory firm. As Senior Vice President of Ivanhoe Capital Corporation, he was responsible for leading the group's fundraising efforts primarily within Asia and looking for opportunities to invest the group's capital. He was responsible for leading the Asia team as global head of real estate for Arcapita Pte. Limited, as well as leading new acquisitions. As Senior Vice President, Global Real Estate Group with Lehman Brothers, he was responsible for making real estate investments for the principal book of Lehman. Mr. Olafson has served as an officer or been an insider of companies listed on the New York Stock Exchange, NASDAQ, Toronto Stock Exchange and the Australian Securities Exchange.

Patrick Morris, Director, Age 45

Patrick Morris is an experience public company director and officer who has served on several TSX-V listed companies. Among others, Mr. Morris has been CEO and a director of Clear Mountain Resources Corp., Gold Star Resources Corp., Lucrum Capital Corp. and Skybridge Development Corp. He has also served as a director of Weststar Development Corp, Lateegra Gold Corp., Butler Resource Corp. and Quantum Rare Earth Corp. within the last ten years.

Ioannis Tsitos, Proposed Director, Age 51

Mr. Tsitos has over 28 years' experience in the mining industry, having spent 19 years with BHP Billiton Group. He has lived and worked in South Africa, Ecuador, Greece and United Kingdom and has been working in Canada since 2000. Originally a physicist-geophysicist, he left BHP Billiton in December 2007, where he had the title of New Business Manager for Mineral Exploration. He holds a B.Sc. degree in Physics from the University of Athens and a Master's degree in Applied Geophysics and Geology from the University of Birmingham, U.K. In addition, he has done management and finance studies as part of an MBA program with Herriot Watt University, Edinburgh. Mr. Tsitos brings to the Company a wealth of knowledge and extensive experience in the mining sector focused on exploration and development for a wide spectrum of commodities, from gold, base metals, nickel and diamonds to bulk minerals such as bauxite, coal and iron ore. He has done business in 32 countries. He has been instrumental in the identification, negotiation and execution of more than 50 exploration and mining agreements with juniors, majors, as well as with state exploration and mining companies. He is currently a director of Goldsource Mines Inc., First Bauxite Corporation and Kensington Court Ventures Inc.

Vivian A. Katsuris, Proposed Chief Financial Officer and Secretary, Age 50

Ms. Katsuris has over 23 years of experience in the brokerage industry, the North American capital markets & public financings.

She was an Investment Advisor at Global Securities Corporation from 2003 to 2013 and worked at Canaccord Capital Corp. (Canada and US divisions) from 1993 to 2003.

Ms. Katsuris also serves as Director & Corporate Secretary of Plate Resources Inc. and as a director of Universal Ventures Inc.

Other Reporting Issuer Experience

The following table sets out the directors, officers and promoters of the Corporation, at the time of Closing of the Qualifying Transaction that are, or have been within the last five years, directors, officers and promoters of other issuers that are or were reporting issuers in any Canadian jurisdiction:

Name of Director, Officer or Promoter	Name of Reporting Issuer	Name of Exchange or Market	Position	Term
Suzanne Wood	Sandpoint Capital Inc.	TSX Venture	Director and Secretary	September 2006 to October 2008
	Ansue Capital Corp.	TSX Venture	President, CEO, CFO, Director	December 2009 to August 2011
	Carolina Capital Corp.	TSX Venture	CFO and Director	December 2010 to present
Patrick Morris	Butler Resource Corp.	TSX Venture / NEX	Director	October 2009 to present
	Gold Star Resources Corp.	TSX Venture	CEO and Director	December 2007 to present
Ioannis Tsitos	Goldsource Mines Inc.	TSX Venture	President and Director	February 2014 to present
	Eagle Mountain Gold Corp.	TSX Venture	President, CEO and Director	January 2008 to February 2014
	First Bauxite Corporation	TSX Venture	Director	January 2008 to present
	First Kensington Ventures Inc.	TSX Venture	Director	November 2011 to present
Vivian A. Katsuris	Plate Resources Inc.	TSX Venture	Corporate Secretary and Director	January 2014 to present
	Universal Ventures Inc.	TSX Venture	Director	April 2014 to present

Promoter Consideration

No person or company that will be a promoter of the Corporation following the Qualifying Transaction, or has been within the two years immediately preceding the date of the filing statement, a promoter of the Corporation orEastland, has received or will receive anything of value, including money, property, contracts, options or rights of any kind to be received by the promoter directly or indirectly from the Corporation.

Corporate Cease Trade Orders or Bankruptcies

During the past five years, no director, officer or promoter of the Corporation nor any of the proposed nominees for director has been a director, officer or promoter of any other issuer that, while that person was acting in that capacity, was the subject of a cease trade order or similar order or an order that denied the issuer access to any statutory exemptions for a period of more than 30 consecutive days or was declared bankrupt or made a voluntary assignment in bankruptcy, made a proposal under any legislation relating to bankruptcy or insolvency or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of that person.

Penalties or Sanctions

During the past ten years, no director, officer or promoter of the Corporation nor any of the proposed nominees for director has been the subject of any penalties or sanctions by a court or securities regulatory authority relating to the trading in securities or the promotion or management of a publicly traded company or involving theft or fraud.

Individual Bankruptcies

During the past five years, no director, officer or promoter of the Corporation nor any of the proposed nominees for director has been declared bankrupt or made a voluntary assignment in bankruptcy, made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of that person.

Conflicts of Interest

The Corporation has not entered into any material transactions with the current directors, officers or promoters of the Corporation or the proposed nominees for director since the incorporation of the Corporation.

The directors, officers and promoters of the Corporation and proposed director nominees may act as directors and/or officers and/or members of management of other companies and as such, there is potential for conflicts of interest with respect to their involvement in the affairs of the Corporation. Also, certain of the directors of the Corporation serve as directors of companies which may enter into contracts with the Corporation in the future. In the event this occurs, a conflict of interest will exist. In accordance with the laws of the Province of British Columbia, directors are required to act honestly, in good faith and in the best interests of the Corporation. In addition, directors in a conflict of interest position are required to disclose such conflicts to the Corporation and to abstain from voting at meetings of the directors on such matters.

Investor Relations

The Corporation has not entered into any written or oral agreement or understanding with any person to provide any promotional or investor relations services for the Corporation or its securities.

Indebtedness of Directors, Executive Officers and Senior Officers

None of the directors, executive officers or senior officers of the Corporation or any subsidiary thereof, or any associate or affiliate of any of them, is or has been indebted to the Corporation.

Interest of Insiders in Material Transactions

To the knowledge of management of the Corporation, no insider and/or nominee for election as a director of the Corporation has had any interest in any material transaction or in any transaction proposed to be conducted at the meeting except as disclosed herein.

EXECUTIVE COMPENSATION

Remuneration

Except as set out below or otherwise disclosed in this prospectus, prior to Completion of the Qualifying Transaction, no payment of any kind has been made, or will be made, directly to indirectly, by the Corporation to a Non Arm's Length Party to the Corporation or a Non Arm's Length Party to the Qualifying Transaction, or to any person engaged in investor relations activities in respect of the securities of the Corporation or any Resulting Issuer by any means, including:

(a) remuneration, which includes but is not limited to:

- (i) salaries;
- (ii) consulting fees;
- (iii) management contract fees or directors' fees;
- (iv) finders fees;
- (v) loans, advances, bonuses; and

(b) deposits and similar payments.

However, the Corporation may reimburse Non Arm's Length Parties for the Corporation's reasonable allocation of rent, secretarial services and other general administrative expenses, at fair market value ("Permitted Reimbursement"). There has been $15,400 in reimbursements since incorporation. No reimbursement may be made for any payment made to lease or buy a vehicle.

The directors and officers of the Corporation may also be granted stock options.

Following Completion of the Qualifying Transaction, it is anticipated that the Corporation may pay compensation to its directors and officers. However, no payment other than the Permitted Reimbursements will be made by the Corporation or by any party on behalf of the Corporation, after Completion of the Qualifying Transaction, if the payment relates to services rendered or obligations incurred or in connection with the Qualifying Transaction.

OTHER MATTERS

Board Approval

The Board of Directors of the Corporation has approved this Filing Statement.

DATED at Vancouver, British Columbia, as of this 29th day of July, 2014.

ON BEHALF OF THE BOARD OF DIRECTORS

"Suzanne Wood"

(Signed) Suzanne Wood, President

SCHEDULE “A”

YEAR END FINANCIAL STATEMENTS OF THE CORPORATION
FOR THE FISCAL YEARS ENDED NOVEMBER 30, 2013 and 2012

ALEXANDRA CAPITAL CORP.

(A Capital Pool Company)

FINANCIAL STATEMENTS

November 30, 2013 and 2012

(Expressed in Canadian Dollars)

Management's Responsibility for Financial Reporting

Management is responsible for the preparation and presentation of the accompanying financial statements, including responsibility for significant accounting judgments and estimates in accordance with International Financial Reporting Standards. This responsibility includes selecting appropriate accounting principles and methods, and making decisions affecting the measurement of transactions in which objective judgment is required.

In discharging its responsibilities for the integrity and fairness of the financial statements, management designs and maintains the necessary accounting systems and related internal controls to provide reasonable assurance that transactions are authorized, assets are safeguarded and financial records are properly maintained to provide reliable information for the preparation of financial statements.

The Board of Directors is responsible for overseeing management in the performance of its financial reporting responsibilities. The Board fulfills these responsibilities by reviewing the financial information prepared by management and discussing relevant matters with management. The Board is also responsible for recommending the appointment of the Company's external auditors.

MNP LLP is appointed by the directors to audit the financial statements and report directly to them; their report follows. The external auditors have full and free access to, and meet periodically and separately with, both the Board and management to discuss their audit findings.

February 28, 2014

(signed)

"Suzanne Wood"	*"Patrick Morris"*
President, CEO and CFO	Director

MNP LLP

INDEPENDENT AUDITORS' REPORT

To the Shareholders of Alexandra Capital Corp.

We have audited the accompanying financial statements of Alexandra Capital Corp., (the "Company"), which comprise the statements of financial position as at November 30, 2013 and 2012, the statements of loss and comprehensive loss, cash flows, and changes in equity, for the years then ended, and the notes comprising a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform an audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as at November 30, 2013 and 2012, and its financial performance and cash flows for the years then ended in accordance with International Financial Reporting Standards.

MNP LLP

Chartered Accountants

Vancouver, BC, Canada
February 28, 2014

ALEXANDRA CAPITAL CORP.
(A Capital Pool Company)
STATEMENTS OF FINANCIAL POSITION
EXPRESSED IN CANADIAN DOLLARS

	November 30, 2013	November 30, 2012
ASSETS		
CURRENT		
Cash and cash equivalents	$ 8,562	$ 12,327
Sales tax receivable	365	301
Other receivables (Note 3)	4,575	1,062
Prepaid expenses	1,300	-
Short-term investments (Note 2)	441,500	481,500
Total Assets	$ 456,302	$ 495,190
LIABILITIES		
CURRENT		
Accounts payable and accrued liabilities	$ 8,000	$ 9,600
SHAREHOLDERS' EQUITY		
Share Capital (Note 4)	503,109	503,109
Contributed Surplus (Note 6)	89,837	78,930
Deficit	(144,644)	(96,449)
	448,302	485,590
Total Liabilities and Shareholder's Equity	$ 456,302	$ 495,190

These financial statements are authorized for issuance by the Board of Directors on February 28, 2014.

Approved on behalf of the Board:

"Suzanne Wood"	*"Patrick Morris"*
Director	Director

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

ALEXANDRA CAPITAL CORP.

(A Capital Pool Company)

STATEMENTS OF LOSS AND COMPREHENSIVE LOSS

EXPRESSED IN CANADIAN DOLLARS

	Year Ended November 30, 2013	Year Ended November 30, 2012
OPERATING EXPENSES		
General office expenses	$ 907	$ 2,009
Professional fees	24,415	16,752
Rent	1,200	1,200
Stock-based compensation	10,907	72,980
Transfer agent and filing fees	14,667	7,939
	(52,096)	(100,880)
OTHER INCOME		
Interest income	3,901	4,832
NET (LOSS) AND COMPREHENSIVE (LOSS) FOR THE YEAR	$ (48,195)	$ (96,048)
LOSS PER SHARE, Basic and Diluted	$ (0.00)	$ (0.01)
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING, Basic and Diluted	10,094,000	9,708,876

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

ALEXANDRA CAPITAL CORP.

(A Capital Pool Company)

STATEMENTS OF CASH FLOWS

EXPRESSED IN CANADIAN DOLLARS

	Year Ended November 30, 2013	Year Ended November 30, 2012
CASH FLOWS FROM (USED IN) OPERATING ACTIVITIES		
Net (loss) for the year	$ (48,195)	$ (96,048)
Non-cash items:		
Share-based payments	10,907	72,980
Changes in non-cash working capital items:		
Sales tax receivable	(64)	(297)
Prepaid expenses	(1,300)	-
Other receivables	(3,513)	(1,062)
Accounts payable and accrued liabilities	(1,600)	9,600
Net cash (used in) operating activities	(43,765)	(14,827)
CASH FLOWS FROM (USED IN) FINANCING ACTIVITIES		
Issuance of common shares for cash	-	109,400
Deferred finance charges	-	14,610
Share issuance costs	-	(100,341)
Net cash provided by financing activities	-	23,669
CASH FLOWS FROM (USED IN) INVESTING ACTIVITIES		
Short-term investments	40,000	(1,500)
CHANGE IN CASH AND CASH EQUIVALENTS	(3,765)	7,342
Cash and cash equivalents, beginning of year	12,327	4,985
Cash and cash equivalents, end of year	$ 8,562	$ 12,327

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

ALEXANDRA CAPITAL CORP.

(A Capital Pool Company)

STATEMENTS OF CHANGES IN EQUITY

FOR THE YEARS ENDED NOVEMBER 30, 2013 and 2012

EXPRESSED IN CANADIAN DOLLARS

	Number of Shares	Share Capital	Contributed Surplus	Deficit	Total
Balance at November 30, 2011	10,000,000	$ 500,000	$ -	$ (401)	$ 499,599
Repurchase of shares previously issued by the Company at $0.05 per share	(2,000,000)	(100,000)	-	-	(100,000)
Initial Public Offering at $0.10 per share	2,000,000	200,000	-	-	200,000
Share issuance costs	-	(111,567)	11,226	-	(100,341)
Exercise of agent's warrants	94,000	14,676	(5,276)	-	9,400
Stock options granted during the year	-	-	72,980	-	72,980
Net (loss) and comprehensive (loss) for the year	-	-	-	(96,048)	(96,048)
Balance at November 30, 2012	10,094,000	503,109	78,930	(96,449)	485,590
Stock options granted during the year	-	-	10,907	-	10,907
Net (loss) and comprehensive (loss) for the year	-	-	-	(48,195)	(48,195)
Balance at November 30, 2013	**10,094,000**	**$ 503,109**	**$ 89,837**	**$(144,644)**	**$ 448,302**

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

1. NATURE OF OPERATIONS AND ABILITY TO CONTINUE AS A GOING CONCERN

Alexandra Capital Corp. (the "Company") was incorporated under the Business Corporations Act of British Columbia on October 17, 2011 and is classified as a capital pool company as defined by the rules of the TSX Venture Exchange ("TSX-V" or the "Exchange") in Policy 2.4 of the Exchange. The principal business of the Company is the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction ("QT"). The Company has not commenced commercial operations and has no assets other than cash and cash equivalents, sales tax receivable, other receivables, prepaid expenses and short-term investments. Given the nature of the activities, no separate segmented information is reported.

The proceeds raised from the issuance of share capital may only be used to identify and evaluate assets or businesses for future investment, with the exception that up to the lesser of 30% of the gross proceeds realized by the Company in respect of the sale of its securities or $210,000, may be used for purposes other than evaluating businesses or assets. These restrictions apply until completion of a Qualifying Transaction by the Company as defined under the policies of the Exchange. The Company is required to complete its QT on or before two years from the date the Company receives regulatory approval.

The Company's shares commenced trading on the TSX Venture Exchange under the trading symbol "AXC.P" on May 2, 2012.

The head office, principal address and registered and records office of the Company are located at 2075 West 37 Avenue, Vancouver, B.C. V6M 1N7. The Company does not have any subsidiaries. These financial statements are authorized for issue by the Board of Directors on February 28, 2014.

These financial statements have been prepared in accordance with International Financial Reporting Standards applicable to a going concern, with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation.

At November 30, 2013, the Company had not yet achieved profitable operations, has accumulated losses of $144,644 since its inception and expects to incur further losses in the process of locating a QT, all of which casts doubt about the Company's ability to continue as a going concern. However, the Company has sufficient funds to continue its operation for the next 12 months at its current operation.

The Company's continuing operations as intended are dependent upon its ability to identify, evaluate and negotiate an acquisition of, a participation in or an interest in properties, assets or businesses. Such an acquisition will be subject to regulatory approval and may be subject to shareholder approval. In order to continue as a going concern and meet its corporate objectives, the Company will require additional financing through debt or equity issuances or other available means. There is no assurance that the Company will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Company.

The financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence.

2. SIGNIFICANT ACCOUNTING POLICIES

Statement of compliance

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") which include International Accounting Standards and Interpretations ("IFRIC" and "SIC") adopted by the International Accounting Standards Board.

Basis of measurement

These financial statements have been prepared on a historical cost basis except for certain financial instruments classified as fair value through profit or loss ("FVTPL") and available-for-sale which are stated at their fair value. In addition, these financial statements have been prepared using the accrual basis of accounting, except cash flow information.

These financial statements are presented in Canadian dollars, which is the Company's functional currency.

Significant accounting judgments, estimates and assumptions

The preparation of these financial statements in conformity of IFRS requires management to make judgments and estimates and form assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the period. Actual results could differ from these estimates. Significant areas requiring the use of management estimates includes:

- The inputs used in assessing the recoverability of deferred tax assets to the extent that the deductible temporary differences will reverse in the foreseeable future and that the Company will have future taxable income; and

- The inputs used in accounting for share-based payments such as stock options and agent warrants granted.

Cash and cash equivalents

The Company considers all highly liquid instruments with an original maturity of three months or less at the time of issuance to be cash and cash equivalents. As at November 30, 2013 and 2012, the Company's cash and cash equivalents consist of cash only.

The proceeds raised from the issuance of share capital and from the initial public offering (the "Offering") may only be used to identify and evaluate assets or businesses for future investment, with the exception that up to the lesser of $210,000 or 30% of the gross proceeds may be used to cover prescribed costs of issuing the common shares or administrative and general expenses of the Company. These restrictions apply until the completion of a QT by the Company as defined under the policies of the TSX Venture.

Short-term investments

Short-term investments are investments which are transitional or current in nature with an original maturity greater than three months and less than twelve months. As at November 30, 2013, short-term investments consist of $146,500 Guaranteed Investment Certificates ("GICs") with a variable rate of Prime minus 1.80% and maturing on April 30, 2014 and $295,000 GICs with a variable rate of Prime minus 1.80% maturing on November 10, 2014.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Deferred financing costs

Costs directly identifiable with the raising of capital will be charged against the related capital stock. Costs related to shares not yet issued are recorded as deferred financing costs. These costs will be deferred until the issuance of the shares to which the costs relate, at which time the costs will be charged against the related capital stock or charged to operations if the shares are not issued. On May 1, 2012, the Company completed its initial public offering and all deferred finance charges have now been charged to share capital.

Share-based payment

The Company recognizes share-based payment expense for the estimated fair value of equity-based instruments granted to both employees and non-employees. Compensation expense is recognized when the options are granted with the same amount being recorded as contributed surplus. The expense is determined using an option pricing model that takes into account the exercise price, the term of the option, the current share price, the expected volatility of the underlying shares, the expected dividend yield, and the risk free interest rate for the term of the option. If the options are exercised, contributed surplus will be reduced by the applicable amount. Share-based payment calculations have no effect in the Company's cash position.

Comprehensive income/loss

Comprehensive income/loss is the change in the Company's shareholders' equity that results from transactions and other events from other than the Company's shareholders and includes items that would not normally be included in net earnings, such as unrealized gains and losses on available-for-sale investments. Certain gains and losses are presented in other "comprehensive income" until it is considered appropriate to recognize into net earnings.

Loss per share

The Company presents basic loss per share for its common shares, calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the year. Diluted loss per share does not adjust the loss attributable to common shareholders or the weighted average number of common shares outstanding when the effect is anti-dilutive.

Financial instruments

The Company's financial instruments consist of cash and cash equivalents, other receivables, short term investments and accounts payable and accrued liabilities. Cash and cash equivalents and short term investments are classified as fair value through profit or loss and recorded at fair value. Other receivables are classified as loans and receivables and recorded at amortized cost. Accounts payable and accrued liabilities are classified as other financial liabilities, which are measured at amortized cost. The fair value of cash, other receivables and accounts payable and accrued liabilities are approximate their carrying value due to their short-term nature.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Financial Assets

Financial assets at fair value through profit or loss ("FVTPL")
Financial assets at FVTPL are financial assets held for trading. A financial asset is classified in this category if acquired principally for the purpose of selling in the short term or if so designated by management. Derivatives are also categorized as held for trading unless they are designed as effective hedges. Financial assets at FVTPL are initially recognized, and subsequently carried, at fair value, with changes recognized in profit or loss. Transaction costs are expensed. Cash and cash equivalents and short-term investments are classified as financial assets at fair value through profit or loss and measured at fair value. Gains and losses related to periodical evaluations are recorded in net income.

Loans and receivables
Loans and receivables are financial assets with fixed or determinable payments that are not quoted on an active market. Such assets are initially recognized at fair value plus any direct attributable transaction costs. Subsequent to initial recognition loans and receivables are measured at amortized cost using the effective interest method, less any impairment losses.

Financial Liabilities

Financial liabilities are classified into one of two categories:

a) Fair value through profit or loss; and
b) Other financial liabilities

Fair value through profit or loss
This category comprises of derivatives, or liabilities acquired or incurred principally for the purpose of selling or repurchasing it in the near term. They are carried in the statement of financial position at fair value with the changes in fair value recognized in the statement of operations and comprehensive loss.

Other financial liabilities
Other financial liabilities are initially measured at fair value, net of transaction costs, and are subsequently measured at amortized cost using the effective interest method, with interest expense recognized on an effective yield basis.

Effective interest method

The effective interest method calculates the amortized cost of a financial asset and allocates interest income over the corresponding period. The effective interest rate is the rate that discounts estimated future cash receipts over the expected life of the financial asset, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Impairment of financial assets

Financial assets are assessed for indicators of impairment at the end of each reporting period. Financial assets are impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial assets, the estimated future cash flows of the investments have been negatively impacted. Evidence of impairment could include: significant financial difficulty of the issuer or counterparty; or default or delinquency in interest or principal payments; or the likelihood that the borrower will enter bankruptcy or financial reorganization.

For certain categories of financial assets, such as receivables, assets that are assessed not to be impaired individually are subsequently assessed for impairment on a collective basis. The carrying amount of financial assets is reduced by the impairment loss directly for all financial assets with the exception of receivables, where the carrying amount is reduced through the use of an allowance account. When a receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognized in profit or loss.

The carrying amount of financial assets is reduced by any impairment loss directly for all financial assets. If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized.

The Company classified its cash as FVTPL which is measured at fair value. Other receivables is classified as loans and receivable and measured at amortized cost. Accounts payable and accrued liabilities are classified as other financial liabilities, which is measured at amortized cost.

Income taxes

Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity. Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at year end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is recorded using the statement of financial position liability method, providing for temporary differences, between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences do not result in deferred tax assets or liabilities: goodwill not deductible for tax purposes; the initial recognition of assets or liabilities in a transaction that is not a business combination; and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Income taxes (continued)

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Related party transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control, related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

Standards issued but not yet effective

Standards issued but not yet effective up to the date of issuance of the Company's financial statements are listed below. This listing is of standards and interpretations issued, which the Company reasonably expects to be applicable at a future date. The Company intends to adopt those standards when they become effective. The Company does not expect the impact of such changes on the financial statements to be material.

- IFRS 9 'Financial Instruments: Classification and Measurement' – replaces the current standard IAS 39 Financial Instruments: Recognition and Measurement. It replaces the current classification and measurement criteria for financial assets and liabilities with only two classification categories: amortized cost and fair value. IFRS 9 can be applied at the start of any reporting period until the issue date of the final version of IFRS 9 is known. The Company does not intend to adopt IFRS 9 until the final version of IFRS 9 is known.

- IFRS 10 'Consolidated Financial Statements' – effective for annual periods beginning on or after January 1, 2013, with early adoption permitted, establishes principles for the presentation and preparation of consolidated financial statements when an entity controls one or more other entities.

- IFRS 11 'Joint Arrangements' – effective for annual periods beginning on or after January 1, 2013, with early adoption permitted, provides for a more realistic reflection of joint arrangements by focusing on the rights and obligations of the arrangement, rather than its legal form.

- IFRS 12 'Disclosure of Interests in Other Entities' – effective for annual periods beginning on or after January 1, 2013, with early adoption permitted, requires the disclosure of information that enables users of financial statements to evaluate the nature of, and risks associated with its interests in other entities and the effects of those interests on its financial position, financial performance and cash flows.

- IFRS 13 'Fair Value Measurement' – effective for annual periods beginning on or after January 1, 2013, with early adoption permitted, provides the guidance on the measurement of fair value and related disclosures through a fair value hierarchy.

(EXPRESSED IN CANADIAN DOLLARS)

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Standards issued but not yet effective (continued)

- IAS 27 'Separate Financial Statements'– as a result of the issue of the new consolidation suite of standards, IAS 27 Separate Financial Statements has been reissued, as the consolidation guidance will now be included in IFRS 10. IAS 27 will now only prescribe the accounting and disclosure requirements for investments in subsidiaries, joint ventures and associates when an entity prepares separate financial statements.

3. OTHER RECEIVABLES

A summary of other receivables is as follows:

Description	November 30, 2013	November 30, 2012
	$	$
Receivable for legal fee refund	4,420	-
Interest receivable	155	1,062
	4,575	1,062

4. SHARE CAPITAL

Authorized: Unlimited number of common shares without par value.

(a) Issued and Outstanding:

On November 10, 2011, the Company issued 10,000,000 seed common shares at a price of $0.05 per share for total proceeds of $500,000 to directors of the Company. On February 29, 2012, the Company repurchased 2,000,000 previously issued common shares of the Company at $0.05 per share for $100,000.

On May 1, 2012, the Company completed its initial public offering of 2,000,000 common shares at a purchase price of $0.10 per share for aggregate gross proceeds to the Company of $200,000. Canaccord Genuity Corp. acted as agent in respect of the offering and received a cash commission of $20,000, a corporate finance fee of $10,000 and 200,000 agents' warrants, exercisable for a period of two years from the date after the listing of the common shares of the Company on the TSX Venture Exchange (May 1, 2012), at an exercise price of $0.10 per common share. In connection with the issuance of agent warrants, the Company recognized $11,226 of the fair value of agent's warrants to share issuance costs (Note 3(c)).

On May 4, 2012, 94,000 agent's warrants were exercised for gross proceeds to the Company of $9,400, leaving a balance of 106,000 agent's warrants outstanding. $5,276 was reclassified to share capital upon exercise of agent's warrants.

(EXPRESSED IN CANADIAN DOLLARS)

4. SHARE CAPITAL (continued)

(b) Escrowed shares:

In accordance with the TSX Venture Exchange CPC policy guidelines, all seed shares issued at a price lower than the price of the Initial Public Offering (IPO) shares, all securities acquired by non-arm's length parties to the Company, and all securities acquired by a Control Person are held in escrow and will be released over a period of three years from the acceptance of the Company's Qualifying Transaction. As at November 30, 2013 there are 8,000,000 common shares subject to the escrow provisions.

All common shares acquired on exercise of stock options, granted to directors and officers prior to the completion of a Qualifying Transaction must also be deposited in escrow until the final exchange bulletin is issued.

(c) Agent Warrants:

Pursuant to its initial public offering, the Company issued 200,000 Agent's warrants in accordance with the agency agreement dated March 28, 2012. The Agent's warrants were granted to the agent with an exercise price of $0.10 per share (equal to market price at the date of grant), vested immediately and expire May 1, 2014. On May 4, 2012 the agent exercised 94,000 agent's warrants for proceeds to the Company of $9,400.

The fair value of the agent's warrants granted to the agent was estimated at the date of granting using the Black-Scholes option pricing model with the following assumptions: risk free interest rate of 1.33%, volatility factor of 108.11%, and a weighted average expected life of 2 years. The grant date fair value of agent's warrants granted during the year is $0.097 and the Company recognized $11,226 as share issuance costs.

A summary of warrant activity for the years is as follows:

	Number of Warrants	Weighted Average Exercise Price	Expiry Date
Balance, November 30, 2011	-	$ -	
Granted	200,000	0.10	May 1, 2014
Exercised	(94,000)	0.10	May 1, 2014
Balance, November 30, 2013 and 2012	**106,000**	**$ 0.10**	**May 1, 2014**

As at November 30, 2013, the above noted share purchase warrants have a weighted average remaining contractual life of 0.45 years.

EXPRESSED IN CANADIAN DOLLARS

5. SHARE-BASED PAYMENT TRANSACTIONS

On May 1, 2012, the Company granted its three directors an aggregate of 1,000,000 stock options, vesting immediately. Each option allows the holder to purchase one common share of the Company at an exercise price of $0.10 per common share (equal to market price at the date of grant) for a period of ten years from the date of grant. For the year ended November 30, 2012, the Company expensed $72,980 share-based payment as the result of granting the above noted stock options. At November 30, 2013, these stock options have a weighted average remaining contractual life of 8.42 years. On July 24, 2013, a director resigned and surrendered to the Company for cancellation 125,000 stock options.

On July 30, 2013, subject to regulatory approval from the TSX-V, the Company allotted for grant 125,000 stock options to a new director, exercisable at a price of $0.15 per share for a period of ten years from date of grant. These options vested immediately upon granting. The Company expensed $10,907 share-based payment as the result of granting the stock options. At November 30, 2013, these stock options have a weighted average remaining contractual life of 9.67 years.

Any common shares acquired pursuant to the exercise of the stock options prior to the completion of the Qualifying Transaction, will be deposited in escrow and will be subject to escrow until the Final Exchange Bulletin is issued.

A summary of option activity for the years is as follows:

	Number of Options	Weighted Average Exercise Price
Balance, November 30, 2011	-	$ -
Granted	1,000,000	0.10
Balance, November 30, 2012	1,000,000	0.10
Cancelled during the year	(125,000)	0.10
Granted during the year	125,000	0.15
Balance, November 30, 2013	**1,000,000**	**$ 0.12**

Option-pricing models require the use of highly subjective estimates and assumptions including the expected stock price volatility. Changes in the underlying assumptions can materially affect the fair value estimates and therefore, in management's opinion, existing models do not necessary provide reliable measure of the fair value of the Company's stock options.

The fair market value of the 125,000 stock options granted during the 2013 fiscal year (2012: 1,000,000) was estimated at $0.09 (2012: $0.096) per stock option by using Black-Scholes fair value option-pricing model and the following assumptions were used:

	November 30, 2013	November 30, 2012
Risk-free interest rate	1.15%	1.43%
Expected life of stock options	3 years	3 years
Annualized volatility	92.00%	125.77%

EXPRESSED IN CANADIAN DOLLARS

6. CONTRIBUTED SURPLUS

As at November 30, 2013 and 2012, contributed surplus was $89,837 and $78,930 respectively. The increase was the result of share-based payment calculated on stock options granted to a director during the year ended November 30, 2013.

	Amount
Balance, November 30, 2011	$ -
Stock options	72,980
Agent's warrants	11,226
Reclassified to share capital upon exercise of agent's warrants	(5,276)
Balance, November 30, 2012	78,930
Stock options	10,907
Balance, November 30, 2013	**$ 89,837**

7. FINANCIAL RISK MANAGEMENT

The Company's financial assets consist of cash and cash equivalents, other receivables and short-term investments. The estimated fair values of cash and cash equivalents, other receivables and short-term investments approximate their respective carrying values due to the short period to maturity.

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

a. Level 1 – unadjusted quoted prices in active markets for identical assets or liabilities
b. Level 2 – inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
c. Level 3 – inputs that are not based on observable market data.

All the Company's cash and cash equivalents and short term investments are classified as Level 1.

The Company is exposed to a variety of financial instrument related risks. The Board approves and monitors the risk management processes, inclusive of counterparty limits, controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations when they become due. The Company ensures, as far as reasonably possible, it will have sufficient capital in order to meet short-term business requirements, after taking into account cash flows from operations and the Company's holdings of cash and cash equivalents. The Company believes that these sources will be sufficient to cover the likely short-term cash requirements. The Company's cash and cash equivalents are currently invested in business accounts which are available on demand by the Company for its operations.

7. FINANCIAL RISK MANAGEMENT (continued)

Interest Rate Risk

The Company invests part of the cash balance in variable rate GICs at rate of Prime minus 1.80%. Any change to market rates result in interest rate risk. The exposure to interest rate risk, however, is limited due to the short term nature of variable rate GIC.

Foreign Exchange Risk

The Company's functional and reporting currency is the Canadian dollar. Occasional transactions may occur internationally giving rise to exposure to changes in foreign exchange rates. The currency risk is derived primarily from payments related to investing activities denominated in currencies other than the Canadian dollar. To limit the impact of fluctuations of the Canadian dollar over the foreign currencies, the Company matches, in general and when possible, the cash receipts in a foreign currency with the cash disbursements in the same foreign currency. The Company does not use derivative financial instruments to cover the variability of cash flows in foreign currencies.

Credit Risk

Credit risk is the risk of a loss in a counterparty to a financial instrument fails to meet its contractual obligations. The Company's exposure to credit risk is limited to its cash and cash equivalents and short-term investments. The Company limits its exposure to credit risk by holding its cash and short-term investments in deposits with high credit quality Canadian financial institutions.

8. CAPITAL MANAGEMENT

Capital is comprised of the Company's shareholders' equity and any debt that it may issue. As at November 30, 2013, the Company's shareholders' equity was $448,302. The Company's objectives when managing capital are to maintain financial strength and to protect its ability to meet its on-going liabilities, to continue as a going concern, to maintain creditworthiness and to maximize returns for shareholders over the long term. Protecting the ability to pay current and future liabilities includes maintaining capital above minimum regulatory levels, current financial strength rating requirements and internally determined capital guidelines and calculated risk management levels.

The capital for expansion was mostly from proceeds of the issuance of common shares. The net proceeds raised will only be sufficient to identify and evaluate a limited number of assets and businesses for the process of identifying and completing a QT. Additional funds may be required to finance the Company's QT.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

There were no changes in the Company's approach to capital management during the year ended November 30, 2013.

9. INCOME TAXES

The following table reconciles the expected income taxes expense (recovery) at the Canadian statutory income tax rates to the amounts recognized in the consolidated statements of loss for the years ended November 30, 2013 and 2012:

(EXPRESSED IN CANADIAN DOLLARS)

9. INCOME TAXES (continued)

		2013		2012
Combined federal and provincial statutory tax rate		25.67%		25.13%
Loss for the period	$	(48,195)	$	(96,048)
Expected income tax (recovery)		(12,372)		(24,132)
Non-deductible items		2,799		18,336
Change in estimates		(706)		(1,578)
Change enacted tax rate		(1,408)		(1,240)
Share issuance cost		-		(24,360)
Change in deferred tax asset not recognized		11,687		32,974
Total deferred tax recovery	$	-	$	-

The British Columbia corporate tax rate has increased during the year, resulting in an increase in the Company's combined statutory tax rate.

Deferred taxes reflect the tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax values. Deferred tax assets (liabilities) at November 30, 2013 and 2012 are comprised of the following:

		November 30, 2013		November 30, 2012
Deferred tax assets:				
Non-capital loss carry forwards	$	28,579	$	11,446
Cumulative eligible capital		75		-
Financing costs		16,645		21,583
		45,299		33,029
Deferred tax asset not recognized		(45,299)		(33,029)
Net deferred tax assets	$	-	$	-

The Company has non capital loss carryforwards of approximately $109,000 (2012: $48,000) which may be carried forward to apply against future year income tax for Canadian income tax purposes, subject to the final determination by taxation authorities, expiring in the following years:

Expiry	$
2031	3,000
2032	45,000
2033	61,000
Total	109,000

10. RELATED PARTY TRANSACTIONS

Balances and transactions with related parties not disclosed elsewhere in these interim financial statements are as follows:

(a) For the year ended November 30, 2013, the Company incurred accounting and administrative services of $6,000 to a company owned by one of its directors (2012 - $7,000).

(b) A director of the Company provides us with office space in which we conduct business on our behalf. The Company is charged $100 per month for use of the office space with a total of $1,200 for the year end November 30, 2013 (2012 - $1,200).

(c) See Note 4.

11. SUBSEQUENT EVENTS

On February 20, 2014 the Company entered into an agreement (the “Option Agreement”) with an arm’s length vendor (the “Vendor”) Qualitas Holdings Corp. (“Qualitas”) whereby the Company can earn a 100% interest in the Vendors’ SB claims (the “Claims”), subject to approval by the Exchange. The Company intends for the transaction to constitute the "Qualifying Transaction" of the Company as such term is defined in the policies of the Exchange. Upon completion of the transaction, it is expected that Alexandra will be a Tier 2 Mining Issuer on the Exchange.

Pursuant to the Option Agreement, Alexandra has been granted an option to earn a 100% interest in the Claims by incurring exploration expenditures totaling $100,000 over one year. Additionally, Alexandra must make cash payments to the Vendor totaling $25,000 and issue 700,000 shares (200,000 first year) over the two year option term.

Completion of the Qualifying Transaction is subject to a number of conditions including, but not limited to, Exchange acceptance and, if required by Exchange policies, majority of the minority shareholder approval. Where applicable, the Qualifying Transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the Qualifying Transaction will be completed as proposed or at all.

SCHEDULE "B"

INTERIM FINANCIAL STATEMENTS OF THE CORPORATION FOR THE SIX MONTHS ENDED MAY 31, 2014

ALEXANDRA CAPITAL CORP.

(A Capital Pool Company)

CONDENSED INTERIM FINANCIAL STATEMENTS

Six Months Ended May 31, 2014

(Expressed in Canadian Dollars)

(Unaudited)

ALEXANDRA CAPITAL CORP.

(A Capital Pool Company)

CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION

EXPRESSED IN CANADIAN DOLLARS

(Unaudited)

		May 31, 2014		November 30, 2013
ASSETS				
CURRENT				
Cash and cash equivalents	$	6,899	$	8,562
Sales tax receivable		3,425		365
Other receivables (Note 3)		2,026		4,575
Prepaid expense		3,900		1,300
Short-term investments (Note 2)		381,500		441,500
		397,750		456,302
Deferred exploration costs (Note 1)		10,000		-
Total Assets	$	407,750	$	456,302
LIABILITIES				
CURRENT				
Accounts payable and accrued liabilities	$	15,200	$	8,000
SHAREHOLDERS' EQUITY				
Share Capital (Note 4)		503,109		503,109
Contributed Surplus		89,837		89,837
Deficit		(200,396)		(144,644)
		392,550		448,302
Total Liabilities and Shareholders' Equity	$	407,750	$	456,302

These financial statements are authorized for issuance by the Board of Directors on July 9, 2014

Approved on behalf of the Board:

'Suzanne Wood"	*"Patrick Morris"*
Director	Director

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

ALEXANDRA CAPITAL CORP.

(A Capital Pool Company)

CONDENSED INTERIM STATEMENTS OF COMPREHENSIVE LOSS

FOR THE SIX MONTHS ENDED MAY 31, 2014

EXPRESSED IN CANADIAN DOLLARS

(Unaudited)

	Three Months Ended		Six Months Ended	
	May 31, 2014	**May 31,2013**	**May 31, 2014**	**May 31, 2013**
OPERATING EXPENSES				
General office expenses	$ 316	$ 35	$ 360	$ 372
Professional fees (Note 7)	24,082	4,750	36,172	6,750
Rent	300	300	600	600
Transfer agent and filing fees	16,896	8,977	22,136	9,712
	(41,594)	(14,062)	(59,268)	(17,434)
OTHER INCOME				
Interest income	2,463	353	3,516	1,559
NET (LOSS) AND COMPREHENSIVE (LOSS) FOR THE PERIOD	$ (39,131)	$ (13,709)	$ (55,752)	$ (15,875)
(LOSS) PER SHARE, Basic and Diluted	$ (0.00)	$ (0.00)	$ (0.01)	$ (0.00)
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING, Basic and Diluted	10,094,000	10,094,000	10,094,000	10,094,000

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

ALEXANDRA CAPITAL CORP.

(A Capital Pool Company)

CONDENSED INTERIM STATEMENTS OF CASH FLOWS

FOR THE SIX MONTHS ENDED MAY 31, 2014

EXPRESSED IN CANADIAN DOLLARS

(Unaudited)

	Six Months Ended May 31, 2014	Six Months Ended May 31, 2013
CASH FLOWS FROM (USED IN) OPERATING ACTIVITIES		
Net (loss) for the period	$ (55,752)	$ (15,875)
Changes in non-cash working capital items:		
Sales tax receivable	(3,060)	(1,591)
Prepaid expenses	(2,600)	(3,467)
Other receivables	2,549	55
Accounts payable and accrued liabilities	7,200	(8,737)
	(51,663)	(29,615)
CASH FLOWS FROM (USED IN) INVESTING ACTIVITIES		
Deferred exploration expenses	(10,000)	-
Short-term investments	60,000	20,000
	50,000	20,000
CHANGE IN CASH AND CASH EQUIVALENTS	(1,663)	(9,615)
Cash and cash equivalents, beginning of period	8,562	12,327
Cash and cash equivalents, end of period	**$ 6,899**	**$ 2,712**

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

ALEXANDRA CAPITAL CORP.

(A Capital Pool Company)

CONDENSED INTERIM STATEMENTS OF CHANGES IN EQUITY

EXPRESSED IN CANADIAN DOLLARS

(Unaudited)

	Number of Shares	Share Capital	Contributed Surplus	Deficit	Total
Balance at November 30, 2012	10,094,000	$ 503,109	$ 78,930	$ (96,449)	$ 485,590
Net (loss) and comprehensive (loss) for the period	-	-	-	(15,875)	(15,875)
Balance at May 31, 2013	10,094,000	503,109	78,930	(112,324)	469,715
Stock options granted during the period	-	-	10,907	-	10,907
Net (loss) and comprehensive (loss) for the period	-	-	-	(32,320)	(32,320)
Balance at November 30, 2013	10,094,000	503,109	89,837	(144,644)	448,302
Net (loss) and comprehensive (loss) for the period	-	-	-	(55,752)	(55,752)
Balance at May 31, 2014	**10,094,000**	**$ 503,109**	**$ 89,837**	**$ (200,396)**	**$ 392,550**

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

1. NATURE OF OPERATIONS AND ABILITY TO CONTINUE AS A GOING CONCERN

Alexandra Capital Corp. (the "Company") was incorporated under the Business Corporations Act of British Columbia on October 17, 2011 and is classified as a capital pool company as defined by the rules of the TSX Venture Exchange ("TSX-V" or the "Exchange") in Policy 2.4 of the Exchange. The Company's shares commenced trading on the Exchange under the trading symbol "AXC.P" on May 2, 2012. The principal business of the Company is the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction ("QT"). The Company has not commenced commercial operations and has no assets other than cash and cash equivalents, sales tax receivable, interest receivable, prepaid expenses and short-term investments. Given the nature of the activities, no separate segmented information is reported.

The head office, principal address and registered and records office of the Company are located at 2075 West 37th Avenue, Vancouver, B.C. V6M 1N7. The Company does not have any subsidiaries. These condensed interim financial statements are authorized for issue by the Board of Directors on July 9, 2014.

The proceeds raised from the issuance of share capital may only be used to identify and evaluate assets or businesses for future investment, with the exception that up to the lesser of 30% of the gross proceeds realized by the Company in respect of the sale of its securities or $210,000, may be used for purposes other than evaluating businesses or assets. These restrictions apply until completion of a Qualifying Transaction by the Company as defined under the policies of the Exchange. The Company is required to complete its QT on or before two years from the date the Company receives regulatory approval.

At May 31, 2014, the Company had not yet achieved profitable operations, has accumulated losses of $200,396 since its inception and expects to incur further losses in the development of its business, all of which casts substantial doubt about the Company's ability to continue as a going concern.

The Company's continuing operations as intended are dependent upon its ability to identify, evaluate and negotiate an acquisition of, a participation in or an interest in properties, assets or businesses. Such an acquisition will be subject to regulatory approval and may be subject to shareholder approval. In order to continue as a going concern and meet its corporate objectives, the Company will require additional financing through debt or equity issuances or other available means. There is no assurance that the Company will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Company.

On February 17, 2014, the Company entered into an agreement (the "Option Agreement") with arm's length vendor (the "Vendor") Eastland Management Ltd. ("Eastland") whereby the Company can earn a 100% interest in the Vendors' SB claims (the "Claims"), subject to approval by the Exchange. Pursuant to the Option Agreement, the Company has been granted an option to earn a 100% interest in the Claims by incurring exploration expenditures totaling $100,000 over one year. Additionally, the Company must make cash payments to the Vendor totalling $25,000 ($10,000 paid) and issue 700,000 shares (200,000 first year) over the two year option term. The Company intends for the transaction to constitute the "Qualifying Transaction" ("QT") of the Company as such term is defined in the policies of the Exchange. Upon completion of the transaction, it is expected that the Company will be a Tier 2 Mining Issuer on the Exchange.

On May 1, 2014, the Exchange changed the Company's trading status of its securities from a halt to a suspension for failure to complete a Qualifying Transaction within 24 months of listing, in accordance with Exchange Policy 2.4. The Company was placed on notice to delist and to avoid delisting the Company has to either complete a QT or transfer to NEX prior to the delisting deadline of July 30, 2014.

1. NATURE OF OPERATIONS AND ABILITY TO CONTINUE AS A GOING CONCERN (continued)

These condensed interim financial statements have been prepared in accordance with International Financial Reporting Standards 34, Interim Financial Reporting ("IAS 34"), with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation.

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of presentation

These condensed interim financial statements have been prepared in accordance with IAS 34 – Interim Financial Reporting using accounting policies consistent with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). They do not include all of the information required for full annual financial statements and should be read in conjunction with the audited financial statements of the Company for the year ended November 30, 2013.

These financial statements have been prepared on the historical cost basis except for certain financial instruments classified as fair value through profit or loss ("FVTPL") and available-for-sale which are stated at their fair value. In addition, these financial statements have been prepared using the accrual basis of accounting, except cash flow information.

These financial statements are presented in Canadian dollars, which is the Company's functional currency.

Significant accounting judgments, estimates and assumptions

The preparation of these financial statements in conformity of IFRS requires management to make judgments and estimates and form assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the period. Actual results could differ from these estimates. Significant areas requiring the use of management estimates includes:

- The inputs used in assessing the recoverability of deferred tax assets to the extent that the deductible temporary differences will reverse in the foreseeable future and that the Company will have future taxable income; and

- The inputs used in accounting for share-based payments such as stock options and agent warrants granted.

Cash and cash equivalents

The Company considers all highly liquid instruments with an original maturity of three months or less at the time of issuance to be cash and cash equivalents. As at May 31, 2014 and November 30, 2013, the Company's cash and cash equivalents consist of cash only.

The proceeds raised from the issuance of share capital and from the initial public offering (the "Offering") may only be used to identify and evaluate assets or businesses for future investment, with the exception that up to the lesser of $210,000 or 30% of the gross proceeds may be used to cover prescribed costs of issuing the common shares or administrative and general expenses of the Company. These restrictions apply until the completion of a QT by the Company as defined under the policies of the Exchange.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Short-term investments

Short-term investments are investments which are transitional or current in nature with an original maturity greater than three months and less than twelve months. As at May 31, 2014, short-term investments consist of $86,500 Guaranteed Investment Certificates (“GICs”) with a variable rate of Prime minus 1.95% and maturing on April 28, 2015 and $295,000 GICs with a variable rate of Prime minus 1.80% maturing on November 10, 2014.

Deferred financing costs

1. Costs directly identifiable with the raising of capital will be charged against the related capital stock. Costs related to shares not yet issued are recorded as deferred financing costs. These costs will be deferred until the issuance of the shares to which the costs relate, at which time the costs will be charged against the related capital stock or charged to operations if the shares are not issued.

Share-based payment

The Company recognizes share-based payment expense for the estimated fair value of equity-based instruments granted to both employees and non-employees. Compensation expense is recognized when the options are granted with the same amount being recorded as contributed surplus. The expense is determined using an option pricing model that takes into account the exercise price, the term of the option, the current share price, the expected volatility of the underlying shares, the expected dividend yield, and the risk free interest rate for the term of the option. If the options are exercised, contributed surplus will be reduced by the applicable amount. Share-based payment calculations have no effect in the Company’s cash position.

Comprehensive income/loss

2. Comprehensive income/loss is the change in the Company’s shareholders’ equity that results from transactions and other events from other than the Company’s shareholders and includes items that would not normally be included in net earnings, such as unrealized gains and losses on available-for-sale investments. Certain gains and losses are presented in other “comprehensive income” until it is considered appropriate to recognize into net earnings.

Loss per share

The Company presents basic loss per share for its common shares, calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted loss per share does not adjust the loss attributable to common shareholders or the weighted average number of common shares outstanding when the effect is anti-dilutive.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments

The Company's financial instruments consist of cash and cash equivalents, sales tax receivable, other receivables, short term investments and accounts payable and accrued liabilities. Cash and cash equivalents and short term investments are classified as fair value through profit or loss and recorded at fair value. Other receivables are classified as loans and receivables and recorded at amortized cost. Accounts payable and accrued liabilities are classified as other financial liabilities, which are measured at amortized cost. The fair value of cash, other receivables and accounts payable and accrued liabilities are approximate their carrying value due to their short-term nature.

Financial Assets

<u>Financial assets at fair value through profit or loss ("FVTPL")</u>

Financial assets at FVTPL are financial assets held for trading. A financial asset is classified in this category if acquired principally for the purpose of selling in the short term or if so designated by management. Derivatives are also categorized as held for trading unless they are designed as effective hedges. Financial assets at FVTPL are initially recognized, and subsequently carried, at fair value, with changes recognized in profit or loss. Transaction costs are expensed. Cash and cash equivalents and short-term investments are classified as financial assets at fair value through profit or loss and measured at fair value. Gains and losses related to periodical evaluations are recorded in net income.

<u>Loans and receivables</u>

Loans and receivables are financial assets with fixed or determinable payments that are not quoted on an active market. Such assets are initially recognized at fair value plus any direct attributable transaction costs. Subsequent to initial recognition loans and receivables are measured at amortized cost using the effective interest method, less any impairment losses.

Financial Liabilities

Financial liabilities are classified into one of two categories:

a) Fair value through profit or loss; and

b) Other financial liabilities

<u>Fair value through profit or loss</u>

This category comprises of derivatives, or liabilities acquired or incurred principally for the purpose of selling or repurchasing it in the near term. They are carried in the statement of financial position at fair value with the changes in fair value recognized in the statements of comprehensive loss.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Other financial liabilities

Other financial liabilities are initially measured at fair value, net of transaction costs, and are subsequently measured at amortized cost using the effective interest method, with interest expense recognized on an effective yield basis.

Effective interest method

The effective interest method calculates the amortized cost of a financial asset and allocates interest income over the corresponding period. The effective interest rate is the rate that discounts estimated future cash receipts over the expected life of the financial asset, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Impairment of financial assets

Financial assets are assessed for indicators of impairment at the end of each reporting period. Financial assets are impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial assets, the estimated future cash flows of the investments have been negatively impacted. Evidence of impairment could include: significant financial difficulty of the issuer or counterparty; or default or delinquency in interest or principal payments; or the likelihood that the borrower will enter bankruptcy or financial reorganization.

For certain categories of financial assets, such as receivables, assets that are assessed not to be impaired individually are subsequently assessed for impairment on a collective basis. The carrying amount of financial assets is reduced by the impairment loss directly for all financial assets with the exception of receivables, where the carrying amount is reduced through the use of an allowance account. When a receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognized in profit or loss.

The carrying amount of financial assets is reduced by any impairment loss directly for all financial assets. If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized.

The Company classified its cash as FVTPL which is measured at fair value. Other receivables is classified as loans and receivable and measured at amortized cost. Accounts payable and accrued liabilities are classified as other financial liabilities, which is measured at amortized cost.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Income taxes

Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity. Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at year end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is recorded using the statement of financial position liability method, providing for temporary differences, between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences do not result in deferred tax assets or liabilities: goodwill not deductible for tax purposes; the initial recognition of assets or liabilities in a transaction that is not a business combination; and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Related party transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control, related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

Changes in accounting policies

Effective December 1, 2013, the Company has adopted the following new and revised standards, along with any consequential amendments:

IAS 1 Presentation of Financial Statements
The amendments to IAS 1 introduced a grouping of items presented in other comprehensive income. Items that could be reclassified (or recycled) to profit or loss at a future point in time (e.g., net gain on hedge of net investment, exchange differences on translation of foreign operations, net movement on cash flow hedges and net loss or gain on available-for-sale financial assets) now have to be presented separately from items that will never by reclassified (e.g., actuarial gains and losses on defined benefit plans and revaluation of land and buildings). The amendment affected presentation only and had no impact on the Company’s financial results.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Changes in accounting policies (continued)

IAS 32 Financial Instruments: Presentations and IFRS 7 Financial Instruments: Disclosure
The amendment to IAS 32 clarified the offsetting criteria for financial assets and liabilities. The related amendment to IFRS 7 introduced disclosure on financial assets that were offset in accordance with IAS 32 and master netting or similar arrangements. The revised IAS 32 had no impact on the Company's offsetting of financial assets and liabilities. The revised IFRS 7 had no impact on the Company's financial results.

IFRS 13 Fair Value Measurement
IFRS 13 improves consistency and reduces complexity of fair value measurements by providing a precise definition of fair value and a single source of fair value measurement and disclosure requirements for use across IFRSs. The requirements do not extend the use of fair value accounting but provide guidance on how it should be applied where its use is already required or permitted by other standards within IFRS. In accordance with the transitional provisions, IFRS 13 has been applied prospectively from December 1, 2013. The adoption of IFRS 13 did not have an impact on the measurement of the Company's assets and liabilities.

Standards issued but not yet effective

Standards issued but not yet effective up to the date of issuance of the Company's financial statements are listed below. This listing is of standards and interpretations issued, which the Company reasonably expects to be applicable at a future date. The Company intends to adopt those standards when they become effective. The Company does not expect the impact of such changes on the financial statements to be material.

IFRS 2 Share-based payment
The amendments to IFRS 2, issued in December 2013 clarify the definition of "vesting conditions", and separately define a "performance condition" and a "service condition". A performance condition requires the counterparty to complete a specified period of service and to meet a specified performance target during the service period. A service condition solely requires the counterparty to complete a specified period of service. The amendments are effective for share-based payment transactions for which the grant date is on or after July 1, 2014.

IFRS 3 Business combinations
The amendments to IFRS 3, issued in December 2013, clarify the accounting for contingent consideration in a business combination. At each reporting period, an entity measures contingent consideration classified as an asset or a financial liability at fair value, with changes in fair value recognized in profit or loss. The amendments are effective for business combinations for which the acquisition date is on or after July 1, 2014.

IFRS 7 Financial instruments: disclosures and IAS 32 Financial instruments: presentation
Financial assets and financial liabilities may be offset, with the net amount presented in the statement of financial position, only when there is a legally enforceable right to set off and when there is either an intention to settle on a net basis or to realize the asset and settle the liability simultaneously. The amendments to IAS 32, issued in December 2011, clarify the meaning of the offsetting criterion "currently has a legally enforceable right to set off" and the principle behind net settlement, including identifying when some gross settlement systems may be considered equivalent to net settlement. The amendments will only affect disclosure and are effective for annual periods beginning on or after January 1, 2014.

EXPRESSED IN CANADIAN DOLLARS

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Standards issued but not yet effective (continued)

IFRS 9 Financial instruments
IFRS 9 was issued in November 2009 and subsequently amended as part of an ongoing project to replace IAS 39 Financial instruments: Recognition and measurement. The standard requires the classification of financial assets into two measurement categories based on the entity's business model for managing its financial instruments and the contractual cash flow characteristics of the instrument. The two categories are those measured at fair value and those measured at amortized cost. The classification and measurement of financial liabilities is primarily unchanged from IAS 39. However, for financial liabilities measured at fair value, changes in the fair value attributable to changes in an entity's "own credit risk" is now recognized in other comprehensive income instead of in profit or loss. This new standard will also impact disclosures provided under IFRS 7 Financial instruments: disclosures. In November 2013, the IASB amended IFRS 9 for the significant changes to hedge accounting. In addition, an entity can now apply the "own credit requirement" in isolation without the need to change any other accounting for financial instruments. The mandatory effective date of January 1, 2015 has been removed to provide sufficient time for preparers of financial statements to make the transition to the new requirements.

IAS 24 Related party disclosures
The amendments to IAS 24, issued in December 2013, clarify that a management entity, or any member of a group of which it is a part, that provides key management services to a reporting entity, or its parent, is a related party of the reporting entity. The amendments also require an entity to disclose amounts incurred for key management personnel services provided by a separate management entity. This replaces the more detailed disclosure by category required for other key management personnel compensation. The amendments will only affect disclosure and are effective for annual periods beginning on or after July 1, 2014.

IAS 36 Impairment of assets
The amendments to IAS 36, issued in May 2013, require: Disclosure of the recoverable amount of impaired assets; and Additional disclosures about the measurement of the recoverable amount when the recoverable amount is based on fair value less costs of disposal, including the discount rate when a present value technique is used to measure the recoverable amount. The amendments will only affect disclosure and are effective for annual periods beginning on or after January 1, 2014.

3. OTHER RECEIVABLES

A summary of other receivables is as follows:

Description	**May 31, 2014**	**November 30, 2013**
	$	$
Interest receivable	2,026	4,575
	2,026	4,575

4. SHARE CAPITAL

Authorized: Unlimited number of common shares without par value.

(a) Issued and Outstanding:

On November 10, 2011, the Company issued 10,000,000 seed common shares at a price of $0.05 per share for total proceeds of $500,000 to directors of the Company. On February 29, 2012, the Company repurchased 2,000,000 previously issued common shares of the Company at $0.05 per share for $100,000.

On May 1, 2012, the Company completed its initial public offering of 2,000,000 common shares at a purchase price of $0.10 per share for aggregate gross proceeds to the Company of $200,000. Canaccord Genuity Corp. acted as agent in respect of the offering and received a cash commission of $20,000, a corporate finance fee of $10,000 and 200,000 agents' warrants, exercisable for a period of two years from the date after the listing of the common shares of the Company on the TSX Venture Exchange (May 1, 2012), at an exercise price of $0.10 per common share. In connection with the issuance of agent warrants, the Company recognized $11,226 of the fair value of agent's warrants to share issuance costs (Note 4(d)).

On May 4, 2012, 94,000 agent's warrants were exercised for gross proceeds to the Company of $9,400 and $5,276 was reclassified to share capital upon exercise of agent's warrants.

(b) Escrowed shares:

In accordance with the TSX Venture Exchange CPC policy guidelines, all seed shares issued at a price lower than the price of the Initial Public Offering (IPO) shares, all securities acquired by non-arm's length parties to the Company, and all securities acquired by a Control Person are held in escrow and will be released over a period of three years from the acceptance of the Company's Qualifying Transaction. As at May 31, 2014 there are 8,000,000 common shares subject to the escrow provisions.

All common shares acquired on exercise of stock options, granted to directors and officers prior to the completion of a Qualifying Transaction must also be deposited in escrow until the final exchange bulletin is issued.

(c) Stock Options

On May 1, 2012, the Company granted its three directors an aggregate of 1,000,000 stock options, vesting immediately. Each option allows the holder to purchase one common share of the Company at an exercise price of $0.10 per common share (equal to market price at the date of grant) for a period of ten years from the date of grant. The Company expensed $72,980 share-based payment as the result of granting the above noted stock options. On July 24, 2013, a director resigned and surrendered to the Company for cancellation 125,000 stock options. At May 31, 2014, these stock options have a weighted average remaining contractual life of 7.93 years.

On July 30, 2013, the Company granted 125,000 stock options to a new director, exercisable at a price of $0.15 per share for a period of ten years from date of grant. These options vested immediately upon granting. The Company expensed $10,907 share-based payment as the result of granting the stock options. At May 31, 2014, these stock options have a weighted average remaining contractual life of 9.18 years.

EXPRESSED IN CANADIAN DOLLARS

4. SHARE CAPITAL (continued)

(c)Stock Options (continued):

Any common shares acquired pursuant to the exercise of the stock options prior to the completion of the Qualifying Transaction, will be deposited in escrow and will be subject to escrow until the Final Exchange Bulletin is issued.

Stock option transactions and the number of stock options outstanding as at May 31, 2014 are summarized as follows:

	Number of Options	**Weighted Average Exercise Price**
Balance, November 30, 2012	1,000,000	$ 0.10
Cancelled during the year	(125,000)	$ 0.10
Granted during the year	125,000	$ 0.15
Balance, May 31, 2014 and November 30, 2013	**1,000,000**	**$ 0.12**

Option-pricing models require the use of highly subjective estimates and assumptions including the expected stock price volatility. Changes in the underlying assumptions can materially affect the fair value estimates and therefore, in management's opinion, existing models do not necessary provide reliable measure of the fair value of the Company's stock options.

The fair market value of the 125,000 stock options granted during the 2013 fiscal year was estimated at $0.09 per stock option by using Black-Scholes fair value option-pricing model and the following assumptions were used:

	November 30, 2013
Risk-free interest rate	1.15%
Expected life of stock options	3 years
Annualized volatility	92.00%

(d) Agent Warrants:

Pursuant to its initial public offering, the Company issued 200,000 Agent's warrants in accordance with the agency agreement dated March 28, 2012. The Agent's warrants were granted to the agent with an exercise price of $0.10 per share (equal to market price at the date of grant) and vested immediately. On May 4, 2012 the agent exercised 94,000 stock options for proceeds to the Company of $9,400.

The fair value of the agent's warrants granted to the agent was estimated at the date of granting using the Black-Scholes option pricing model with the following assumptions: risk free interest rate of 1.33%, volatility factor of 108.11%, and a weighted average expected life of 2 years. The grant date fair value of agent's options granted is $0.097and the Company recognized $11,226 as share issuance costs.

4. SHARE CAPITAL (continued)

(d) Agent Warrants (continued):

On May 1, 2014, the remaining 106,000 warrants granted to the agent in connection with the Company's initial public offering expired unexercised.

5. FINANCIAL RISK MANAGEMENT

The Company's financial assets consist of cash and cash equivalents, short-term investments and interest receivable. The estimated fair values of cash and cash equivalents, short-term investments and interest receivable approximate their respective carrying values due to the short period to maturity.

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

a. Level 1 – unadjusted quoted prices in active markets for identical assets or liabilities

b. Level 2 – inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and

c. Level 3 – inputs that are not based on observable market data.

All the Company's cash and cash equivalents and short term investments are classified as Level 1.

The Company is exposed to a variety of financial instrument related risks. The Board approves and monitors the risk management processes, inclusive of counterparty limits, controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations when they become due. The Company ensures, as far as reasonably possible, it will have sufficient capital in order to meet short-term business requirements, after taking into account cash flows from operations and the Company's holdings of cash and cash equivalents. The Company believes that these sources will be sufficient to cover the likely short-term cash requirements. The Company's cash and cash equivalents are currently invested in business accounts which are available on demand by the Company for its operations.

Interest Rate Risk

The Company invests part of the cash balance in variable rate GICs at rate of Prime minus 1.80% and 1.95%. Any change to market rates result in interest rate risk. The exposure to interest rate risk, however, is limited due to the short term nature of variable rate GIC.

5. FINANCIAL RISK MANAGEMENT (continued)

Foreign Exchange Risk

The Company's functional and reporting currency is the Canadian dollar. Occasional transactions may occur internationally giving rise to exposure to changes in foreign exchange rates. The currency risk is derived primarily from payments related to investing activities denominated in currencies other than the Canadian dollar. To limit the impact of fluctuations of the Canadian dollar over the foreign currencies, the Company matches, in general and when possible, the cash receipts in a foreign currency with the cash disbursements in the same foreign currency. The Company does not use derivative financial instruments to cover the variability of cash flows in foreign currencies.

Credit Risk

Credit risk is the risk of a loss in a counterparty to a financial instrument fails to meet its contractual obligations. The Company's exposure to credit risk is limited to its cash and cash equivalents and short-term investments. The Company limits its exposure to credit risk by holding its cash and cash equivalents and short-term investments in deposits with high credit quality Canadian financial institutions.

6. CAPITAL MANAGEMENT

Capital is comprised of the Company's shareholders' equity and any debt that it may issue. As at May 31, 2014, the Company's shareholders' equity was $392,550. The Company's objectives when managing capital are to maintain financial strength and to protect its ability to meet its on-going liabilities, to continue as a going concern, to maintain creditworthiness and to maximize returns for shareholders over the long term. Protecting the ability to pay current and future liabilities includes maintaining capital above minimum regulatory levels, current financial strength rating requirements and internally determined capital guidelines and calculated risk management levels. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

The capital for expansion was mostly from proceeds of the issuance of common shares. The net proceeds raised will only be sufficient to identify and evaluate a limited number of assets and businesses for the process of identifying and completing a QT. The Company does not currently have enough cash reserves to fully fund its QT and will need to raise funds through future equity issuances.

There were no changes in the Company's approach to capital management during the period ended May 31, 2014.

7. RELATED PARTY TRANSACTIONS

Balances and transactions with related parties not disclosed elsewhere in these interim financial statements are as follows:

(a) For the period ended May 31, 2014, the Company incurred accounting and administrative services of $6,500 to a company owned by one of its directors (2013 - $3,000).

(b) A director of the Company provides us with office space in which we conduct business on our behalf. The Company is charged $100 per month for use of the office space with a total of $600 for the period ending May 31, 2014 (2013 - $600).

(c) See Note 4c).

8. QUALIFYING TRANSACTION

On February 17, 2014, the Company entered into an agreement (the "Option Agreement") with arm's length vendor (the "Vendor") Eastland Management Ltd. ("Eastland") whereby the Company can earn a 100% interest in the Vendors' SB claims (the "Claims"), subject to approval by the Exchange. The Company intends for the transaction to constitute the "Qualifying Transaction" ("QT") of the Company as such term is defined in the policies of the Exchange. Also see Note 1.

On May 28, 2014, the Company filed a news release announcing that it had arranged a non-brokered private placement of 6,400,000 Units of securities consisting of 2,400,000 flow-through Units and 4,000,000 non flow-through Units at a price of $0.05 per Unit, for aggregate gross proceeds of $320,000. Each flow-through Unit under the private placement consists of one flow-through common share and one common share purchase warrant entitling the holder to acquire one additional non flow-through common share of the Company at an exercise price of $0.10 within 60 months of closing. Each non flow-through Unit under the private placement consists of one non flow-through common share and one share purchase warrant entitling the holder to acquire one additional non flow-through common share of the Company at an exercise price of $0.10 within 60 months of closing. The private placement is subject to regulatory approval and acceptance of the Qualifying Transaction. The proceeds of the private placement will be used to pay the balance of costs to complete the Company's Qualifying Transaction, to make Option payments and to finance the Company's exploration program on the SB Project, and for working capital.

SCHEDULE "C"

PRO FORMA FINANCIAL STATEMENTS
AS AT MAY 31, 2014

Alexandra Capital Corp.

Unaudited Pro Forma Statement of Financial Position
May 31, 2014

Alexandra Capital Corp.
May 31, 2014
Unaudited Pro Forma Statement of Financial Position
(Expressed in Canadian Dollars)

	Alexandra Capital Corp.	Pro Forma Adjustments	Note	Pro Forma Resulting Issuer
	ASSETS			
CURRENT				
Cash and cash equivalents	$ 6,899	$ (15,000)	2(a)	$ 266,899
		(45,000)	2(d)	
		320,000	2(e)	
Sales tax receivable	3,425			3,425
Other receivables	2,026			2,026
Prepaid expenses	3,900			3,900
Short-term investments	381,500			381,500
	397,750	260,000		657,750
PROPERTY OPTION	10,000	15,000	2(a)	45,000
		20,000	2(b)	
	10,000	35,000		45,000
Total Asset	$ 407,750	$ 295,000		$ 702,750

LIABILITIES AND SHAREHOLDERS' EQUITY

	Alexandra Capital Corp.	Pro Forma Adjustments	Note	Pro Forma Resulting Issuer
Current				
Accounts payable and accrued liabilities	$ 15,200	$ -		$ 15,200
Shareholders' Equity				
Share capital	503,109	20,000	2(b)	843,109
		320,000	2(e)	
Contributed surplus	89,837	-		89,837
Deficit	(200,396)	(45,000)	2(d)	(245,396)
	392,550	295,000		687,550
	$ 407,750	$ 295,000		$ 702,750

1. Acquisition and Basis of Presentation

The accompanying unaudited pro forma statement of financial position has been prepared by management of Alexandra Capital Corp. (**"Alexandra"** or the **"Corporation"**) for purposes of inclusion in the Filing Statement of the Corporation dated July **, 2014 in connection with its Qualifying Transaction involving the acquisition by the Corporation of an option to earn up to a 100% interest of Eastland Management Ltd. (the **"Optionors"**)'s 100% owned undivided interest in the prospective mineral properties located in the Nicola Mining Division near Merritt, British Columbia (the **"Property"**). The Proposed Transaction is subject to the approval of the TSX Venture Exchange (the **"Exchange"**).

This unaudited pro forma statement of financial position has been prepared in accordance with International Financial Reporting Standards (IFRS).

The unaudited pro forma statement of financial position gives pro forma effects to the acquisition of an option to earn up to a 100% interest in the Property and the assumptions as described in Notes 2 to 3, inclusive below, as if the Qualifying Transaction has occurred on May 31, 2014. Under the Option Agreement (the **"Option Agreement"**) dated February 17, 2014 between Alexandra and the Optionors, the Corporation is required to issue up to 700,000 Common Shares to the Optionors, make cash payments to the Optionors totaling up to $25,000 and incur exploration expenditures on the Property totaling up to $100,000 on or before the first anniversary of the Exchange approval date. Eastland Management Ltd. is not required to present a pro forma statement of operations in accordance with the rules of the TSX Venture Exchange.

The unaudited pro forma statement of financial position as at May 31, 2014 has been compiled from and includes:

- The unaudited condensed interim financial statements of Alexandra as at May 31, 2014.

This pro forma statement of financial position has been prepared for illustrative purposes only and is not necessarily indicative of the actual results that would have occurred had the acquisition of an option to earn up to a 100% interest of the Property by the Corporation been concluded on May 31, 2014. The pro forma adjustments are based on currently available information and management estimates and assumptions. Actual adjustments may differ from the pro forma adjustments. Management believes that such adjustments provide reasonable basis for presenting all the significant effects of the acquisition.

1. Acquisition and Basis of Presentation (continued)

It is management's opinion that the unaudited pro forma statement of financial position includes all adjustments necessary for the fair presentation of the transactions described here and is in accordance with IFRS. The unaudited pro forma statement of financial position is not intended to reflect the financial position of the Corporation, which would have actually resulted had the transactions been effected on the dates indicated. Furthermore, the unaudited pro forma financial information is not necessarily indicative of the results of operations that may be obtained in the future. Actual amounts recorded upon consummation of the transactions will differ from those recorded in the unaudited pro forma statement of financial position and the differences may be material.

2. Pro Forma Assumptions and Adjustments

The pro forma statement of financial position has been prepared based on the statement of financial position of the Corporation. The pro forma statement of financial position gives effect to the following transactions as though they had occurred as at May 31, 2014:

(a) The Corporation will make cash payment totalling up to $25,000 to the Optionors as follows:

- pay to the Optionors $10,000 non-refundable payment upon receipt of the Technical Report from the Optionors (already paid prior to May 31, 2014);
- pay to the Optionors $15,000 upon Exchange Approval of the Qualifying Transaction.

(b) The Corporation will issue up to 700,000 Common Shares at a deemed issue price of $0.10 to the Optionors as follows:

- issue to the Optionors 200,000 Common Shares of the Corporation upon Exchange Approval of the Qualifying Transaction;
- issue to the Optionors 200,000 Common Shares of the Corporation on the first anniversary of Exchange Approval date;
- issue to the Optionors 300,000 Common Shares of the Corporation on or before the second anniversary of Exchange Approval date.

(c) The Corporation will fulfill Approved Expenditures on the Property of not less than $100,000 on or before the first anniversary of the Exchange Approval date.

(Expressed in Canadian Dollars)

2. Pro Forma Assumptions and Adjustments (continued)

(d) The Corporation estimates that the Qualifying Transaction costs (the "QT costs") will amount to $45,000. The QT costs are directly related to this Qualifying Transaction and have been charged on a pro forma basis to retained earnings.

(e) On May 28, 2014, the Company filed a news release announcing that it had arranged a non-brokered private placement of 6,400,000 Units of securities consisting of 2,400,000 flow-through Units and 4,000,000 non flow-through Units at a price of $0.05 per Unit, for aggregate gross proceeds of $320,000. Each flow-through Unit under the private placement consists of one flow-through common share and one common share purchase warrant entitling the holder to acquire one additional non flow-through common share of the Company at an exercise price of $0.10 within 60 months of closing. Each non flow-through Unit under the private placement consists of one non flow-through common share and one share purchase warrant entitling the holder to acquire one additional non flow-through common share of the Company at an exercise price of $0.10 within 60 months of closing. The private placement is subject to regulatory approval and acceptance of the Qualifying Transaction. The proceeds of the private placement will be used to pay the balance of costs to complete the Company's Qualifying Transaction, to make Option payments and to finance the Company's exploration program, and for working capital.

3. Pro Forma Share Capital

After giving effect to the pro forma assumptions in Note 2, above, the issued and fully paid share capital of Alexandra is as follows:

	Number of Common Shares	Share Capital
Alexandra shares issued and outstanding as of May 31, 2014	10,094,000	$ 503,109
Share issuance to the Optionors for property option payment	200,000	20,000
Private placement	6,400,000	320,000
Pro Forma Balance, May 31, 2014	**16,694,000**	**$ 843,109**

4. Pro Forma Statutory Income Tax Rate

The pro forma effective statutory income tax rate is estimated to be approximately 26%.