

ALPHA GOLD CORP.

Nine Months Ended November 30, 2011

MANAGEMENT DISCUSSION AND ANALYSIS

1.1 The Date

This Management Discussion and Analysis (“MD&A”) should be read in conjunction with the unaudited financial statements of Alpha Gold Corp. (“Alpha” or the “Company”) for the nine months ended November 30, 2011. This MD&A is prepared as of January 30, 2012. All dollar figures stated herein are expressed in Canadian dollars, unless otherwise specified.

As of March 1, 2011, the Company adopted International Financial Reporting Standards (“IFRS”) and the following disclosure and the associated condensed interim financial statements are presented in accordance with International Financial Reporting Standards unless otherwise indicated.

1.2 Overview

Alpha Gold Corp. is a mineral exploration company focused on the Lustdust Property located in the Omineca Mining Division of British Columbia.

On July 15, 1989, the Company acquired a 100% interest in certain mineral claims located in the Omineca Mining Division, British Columbia for cash of \$170,000. The vendor retains a royalty of 3% of net smelter returns.

On February 21, 1992, the Company acquired a 100% interest in certain mineral claims located in the Omineca Mining Division, British Columbia for \$100,000 cash and 200,000 shares of the company at a deemed consideration of \$0.60 each (previously subject to a 5% net profit interest to a maximum of \$100,000 and a royalty of 2% of net smelter returns). In July 2003, the company acquired the retained 5% net profits interest and the 2% net smelter return royalties for \$150,000 cash.

The Company is in the exploration stage. The Company does not have any producing mineral properties at this time and is without a known body of commercial ore. Exploration is focused on the Lustdust property located in the Omineca Mining Division 200 km west of Ft. St. James, B.C. Assay results indicate anomalous base and precious metals in field and drill core samples. A definitive geological model interpreting the anomalous results has not yet been determined. The investment and expenditure on exploration properties comprise a significant portion of the Company’s assets. Realization of the Company’s investment in those assets is dependent upon obtaining the necessary financing to continue exploration and development of the properties, the attainment of successful production from the properties or from the proceeds of their disposal.

The 2011 exploration program was successful in providing further indications that Alpha’s Lustdust property has additional mineralization in areas previously explored and reports additional, noteworthy anomalies in new areas. Program objectives were to find mineralized rocks, measure structure, and create a comprehensive geological map of the claims.

Soil sampling identified multiple silver, gold and copper anomalies in the northern reaches of the claims. These anomalies indicate a trend that is sub-parallel to stratigraphy with a north-northwest strike and may indicate a major increase in strike length of the Lustdust mineralization. Rocks samples outside the known Canyon Creek Skarn (CCS) Deposit identified several anomalous gold and silver values, which may indicate a northern continuation of the mineralizing system. While weaker anomalous values continued to the south-southwest, all of these anomalies were coincident with very strong silver, zinc, lead and other minerals that may indicate a significant extension of the No. 1 Zone.

ALPHA GOLD CORP.

Nine Months Ended November 30, 2011

MANAGEMENT DISCUSSION AND ANALYSIS

Gold-in-soil anomalies, coincident with multi-element-in-soil anomalies, may indicate that mineralization follows the strike of bedding to the south-southeast instead of following the previously mapped and drilled No. 1 Zone that was originally interpreted to run north and south. Prospecting rediscovered the Talka silver vein immediately southwest of the No. 1 Zone. A sample taken from this vein graded 88 grams of silver per tonne and 7.5 grams of gold per tonne, warranting further sampling and possible drilling as part of the 2012 exploration program.

Additional anomalous values in gold-in-soil extend 750 metres past the known extent of the No. 1 Zone, which may indicate a considerable increase in tonnage in the previously proven high grade No. 1 Zone. Geologists suggest parallel ore shoots in this Zone may exist.

The 2011 mapping and soil sampling program has added to the understanding, both geologically and chemically, of the known Zones and that favourable rock types exist between the Zones. The potential for continued success in proving up mineralization and immediate addition of resource tonnage is thought by the geological team to be considerable, and a comprehensive follow-up program has been recommended. The Company will comment on this recommendation, currently under consideration by the Board, by way of news releases in the future.

The Alpha Gold Corp. website has all of the current property, project and investor information available at www.alphagoldcorp.com.

Metal Prices

The mining industry, in general, is intensely competitive and there is no assurance that a profitable market will exist for the sale of metals produced even if commercial quantities of precious and/or base metals are discovered. Factors beyond the control of Alpha Gold may affect the marketability of metals discovered. Pricing is affected by numerous factors beyond Alpha Gold's control, such as international economic and political trends, global or regional consumption and demand patterns, increased production and smelter availability. There is no assurance that the price of metals recovered from any mineral deposit will be such that they can be mined at a profit.

ALPHA GOLD CORP.

Nine Months Ended November 30, 2011

MANAGEMENT DISCUSSION AND ANALYSIS

1.3 Selected Annual Information

The financial statements have been prepared in accordance with International Financial Reporting Standards or previous Canadian GAAP, and are expressed in Canadian dollars.

	As at February 28, 2011 (IFRS) \$	As at February 28, 2010 (IFRS) \$	As at February 29, 2009 (CDN GAAP) \$
Current Assets	932,790	1,282,481	3,177,994
Other Assets	11,602,182	10,799,380	9,513,411
Total Assets	12,534,972	12,081,861	12,691,405
Current Liabilities	39,373	13,747	252,701
Shareholders' Equity	11,246,113	10,913,562	11,415,263
Total Shareholders' Equity and Liabilities	12,534,972	12,081,861	12,691,405
Working Capital	893,417	1,268,734	2,925,293
Expenses			
Amortization	47,281	51,325	40,539
Automotive	7,691	15,524	16,425
Consulting and management fees	90,000	75,500	71,000
Insurance	5,800	6,138	8,329
Office, printing and miscellaneous	54,363	34,189	16,270
Professional fees	90,938	106,897	46,860
Regulatory and transfer fees	20,754	13,530	21,936
Rent	6,000	6,000	6,000
Shareholder relations	82,243	75,205	82,335
Stock-based compensation	137,742	52,722	—
Travel and promotion	16,330	2,291	3,654
Add(deduct): other items	124,245	28,603	(398,206)
Income (loss) for the period	(683,387)	(467,924)	84,858
Basic diluted loss per share	(0.02)	(0.01)	0.00
Weighted Average Number of Common Shares Outstanding	43,533,739	36,867,814	36,867,814

ALPHA GOLD CORP.

Nine Months Ended November 30, 2011

MANAGEMENT DISCUSSION AND ANALYSIS

1.4 Results of Operations

Overhead expenses in the third quarter of fiscal 2012 decreased to \$91,352, as compared to \$164,129 in the third quarter of fiscal 2011. This decrease is due to a reduction of share based payments (2012 - \$15,200, 2011 - \$43,281) as fewer options vested in the current period; along with a decline in professional fees (2012 - \$7,717, 2011 - \$32,055) and shareholder relations (2012 - \$11,856, 2011 - \$24,485).

Exploration costs decreased in the third quarter of fiscal 2012 to \$212,215 compared to the same quarter of 2011, (\$391,839). Exploration expenditure during the quarter were as follows: Assaying (2012 - \$18,563, 2011 - \$56,865), camp expense (2012 - \$38,852, 2011- \$67,403), drilling expense (2012 -\$Nil, 2011 - \$182,102), on-site fuel costs (2012 - \$Nil, 2011 - \$Nil) geological/geochemical work and reports (2012 - \$106,996, 2011 - \$42,666), on-site management (2012 - \$2,000, 2011 - \$Nil), roadwork and reclamation (2012 - \$33,346, 2011 - \$22,985) and travel (2012 - \$5,250, 2011- \$5,612) and filing fees (2012 - \$7,208, 2011 - \$14,206).

Office and administration costs decreased from \$43,483 spent in the third quarter of the 2011 fiscal year to \$32,383 in the third quarter of the 2012 fiscal year.

Stock-based compensation of \$15,200 was charged to operations during the third quarter of 2012 compared to \$43,281 in the third quarter of 2011.

ALPHA GOLD CORP.

Nine Months Ended November 30, 2011

MANAGEMENT DISCUSSION AND ANALYSIS

1.5 Summary of Quarterly Results

The comparative periods for fiscal 2011 have been restated in accordance with IFRS. The financial statements have been prepared in accordance with International Financial Reporting Standards or previous Canadian GAAP, and are expressed in Canadian dollars.

	Expressed in Canadian dollars, except per Share amounts							
	IFRS	IFRS	IFRS	IFRS	IFRS	IFRS	IFRS	Canadian GAAP
	November 30, 2011	August 31, 2011	May 31, 2011	Feb 28, 2011	Nov. 30 2010	August 31, 2010	May 31, 2010	February 28, 2010
Current Assets	465,364	608,917	879,140	932,790	670,520	1,074,300	1,117,511	1,282,481
Other Assets	11,928,287	11,810,949	11,595,619	11,602,182	11,943,445	11,773,359	10,888,623	10,799,380
Total Assets	12,393,651	12,419,866	12,474,759	12,534,972	12,613,965	12,847,659	12,006,134	12,081,861
Current Liabilities	70,508	21,427	30,000	39,373	14,790	128,138	27,743	13,747
Shareholders' Equity	11,123,511	11,179,988	11,207,983	11,246,113	11,545,158	11,635,418	10,846,269	10,913,562
Total Shareholders' Equity and Liabilities	12,393,651	12,419,866	12,474,759	12,534,972	12,613,965	12,847,659	12,006,134	12,081,861
Working Capital	394,856	587,490	849,140	893,417	655,730	946,162	1,089,768	1,268,734
Expenses								
Amortization	5,261	5,262	6,673	10,391	12,680	12,681	11,529	12,881
Automotive	-	826	-	-	753	3,800	3,138	2,828
Consulting and management fees	30,768	13,109	4,500	28,500	26,000	18,000	17,500	15,500
Insurance	-	(238)	11,067	(145)	-	3,773	2,172	1,624
Office, printing and miscellaneous	10,965	11,293	10,814	11,939	13,156	12,165	13,103	12,749
Professional fees	7,717	20,926	7,854	22,403	32,055	35,440	1,040	4,866
Regulatory and transfer fees	7,835	4,532	2,602	5,656	2,761	6,931	5,406	484
Rent	1,500	1,500	1,500	1,500	1,500	1,500	1,500	1,500
Shareholder relations	11,856	14,802	9,437	11,993	24,485	22,625	23,140	18,996
Stock-based compensation	15,200	32,044	18,242	57,461	43,281	24,124	12,876	52,722
Telephone	250	103	255	236	968	1,044	1,752	690
Travel and promotion	-	-	48	315	6,490	1,889	7,636	1,184
Other items	856	(25,795)	(3,910)	(10,788)	(502)	(1,117)	1,807	(37,909)
Income (loss) before income taxes for the period	(90,496)	(78,364)	(69,082)	(161,037)	(163,627)	(142,855)	(102,599)	(88,115)
Deferred income recovery (taxes)	18,819	18,325	12,710	(213,804)	30,086	48,019	22,430	(167,774)
Net income (loss) for the period	(71,677)	(60,039)	(56,372)	(374,841)	(133,541)	(94,836)	(80,169)	(255,889)
Basic diluted income (loss) per share before other items	(0.00)	(0.00)	(0.00)	(0.01)	(0.00)	(0.00)	(0.00)	(0.01)
Number of Common Shares Outstanding	47,236,701	47,236,701	47,236,701	47,236,701	47,236,701	47,236,701	36,867,814	36,867,814

ALPHA GOLD CORP.

Nine Months Ended November 30, 2011

MANAGEMENT DISCUSSION AND ANALYSIS

1.6 Liquidity

Historically the Company's sole source of funding has been the issuance of equity securities for cash, primarily through private placements to sophisticated investors and institutions. The Company has issued common share capital in each of the past few years, pursuant to private placement financings and the exercise of warrants or options. The Company's access to exploration financing when the financing is not transaction specific is always uncertain. There can be no assurance of continued access to significant equity funding.

At November 30, 2011, the Company had working capital of \$394,856. As the Company chooses to proceed on additional exploration and development programs at the Lust Dust project, it will need to raise additional funds for those expenditures.

The Company has no long term debt, capital lease obligations, operating leases or any other long term obligations. The Company has no "Purchase Obligations" defined as any agreement to purchase goods or services that is enforceable and legally binding on the Company that specifies all significant terms, including: fixed or minimum quantities to be purchased; fixed, minimum or variable price provisions; and the approximate timing of the transaction.

1.7 Capital Resources

At November 30, 2011 Alpha had working capital of \$394,856 as compared to \$655,730 at the end of November 30, 2010. The Company has 47,236,701 common shares issued and outstanding at the end of the third quarter.

The Company had no commitments for material expenditures as of November 30, 2011.

1.8 Off-Balance Sheet Arrangements

None.

ALPHA GOLD CORP.

Nine Months Ended November 30, 2011

MANAGEMENT DISCUSSION AND ANALYSIS

1.9 Transactions with Related Parties

During the three months ended November 30, 2011, the Company paid/accrued \$76,668 to related parties as follows: administration of company affairs plus planning and contract negotiations for the drilling program to the Company's President (\$16,668); administration of company affairs plus shareholder's relations, property investigation, site investigation for drilling, geology and planning of field operations to a Director of the Company (\$45,000); part time secretarial and accounting work to a Director and a relative of a Director (\$10,500); office rent to a relative of a Director (\$1,500); and Director's fees (\$3,000).

1.10 Fourth Quarter

Not applicable.

1.11 Proposed Transaction

There are no proposed assets or business acquisitions or dispositions, other than those in the ordinary course or as described in item 1.7 above, before the board of directors for consideration.

1.12 Critical Accounting Estimates

Not applicable. The Company is a venture issuer.

1.13 Changes in Accounting Policies including Initial Adoption

Adoption of Accounting Standards and Pronouncements under IFRS

The Accounting Standards Board of Canada ("AcSB") requires that Canadian publicly accountable enterprises adopt International Financial Reporting Standards ("IFRS") effective January 1, 2011.

Effective March 1, 2011 the Company adopted IFRS which has replaced Canadian Generally Accepted Accounting Principles ("GAAP") for publicly accountable enterprises for financial periods beginning on and after January 1, 2011.

The unaudited condensed interim financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting ("IAS 34") using accounting policies consistent with IFRS as issued by the International Accounting Standards Board. These are the Company's third IFRS interim financial statements for part of the period covered by the first IFRS annual financial statements to be presented in accordance with IFRS for the year ending February 29, 2012. Previously, the Company prepared its consolidated annual and interim financial statements in accordance with Canadian GAAP.

The accounting policies as set out in Note 3 of the unaudited condensed interim financial statements have been applied consistently to all periods presented in the unaudited condensed interim financial statements. Comparative information for the three and nine months ended November 30, 2010, has been adjusted from amounts previously reported under Canadian GAAP.

An explanation of how the transition from previous Canadian GAAP to IFRS has affected the Company's financial position is set out in Note 12 of the condensed interim financial statements.

ALPHA GOLD CORP.

Nine Months Ended November 30, 2011

MANAGEMENT DISCUSSION AND ANALYSIS

Financial Instruments and Other Instruments

The Company's financial instruments consist of cash and cash equivalents, receivables, reclamation bond and accounts payable and accrued liabilities. The Company is exposed in varying degrees to a variety of financial instrument related risks by virtue of its activities. The overall financial risk management program focuses on preservation of capital, and protecting current and future Company assets and cash flows by reducing exposure to risks posed by the uncertainties and volatilities of financial markets.

1.14 Other MD&A Requirements

1.14.1 Other MD&A Requirements

Additional information relating to the Company, including the Company's Annual Information Form, is available on SEDAR at www.sedar.com

1.14.2 Additional Disclosure for Venture Issuers Without Significant Revenue

- (a) capitalized or expensed exploration and development costs;
The required disclosure is presented in a schedule to the accompanying financial statements.
- (b) expensed research and development costs;
Not applicable.
- (c) deferred development costs;
Not applicable.
- (d) general and administration expenses; and
The required disclosure is presented in the Statement of Loss and Deficit.
- (e) any material costs, whether capitalized, deferred or expensed, not referred to in (a) through (d);
None.

1.14.3 Disclosure of Outstanding Share Data

The following details the share capital structure as of the date of this MD&A, subject to minor accounting adjustments.

	Expiry date	Exercise price	Number	Number
Common shares				47,236,701
Warrants	June 7, 2012	\$0.25-\$0.35	8,888,887	
	August 18, 2012	\$0.25-\$0.35	1,480,000	10,368,887
Finder's warrants	August 18, 2012	\$0.25-\$0.35	49,000	49,000
Share purchase options	July 20, 2014	\$0.20	1,450,000	
	July 23, 2015	\$0.10	1,750,000	
	May 30, 2016	\$0.10	1,000,000	4,200,000
Finder's options	June 7, 2012	\$0.09	622,222	622,222

ALPHA GOLD CORP.

Nine Months Ended November 30, 2011

MANAGEMENT DISCUSSION AND ANALYSIS

This discussion includes certain statements that may be deemed “forward-looking statements”. All statements in this discussion, other than statements of historical facts, that address future production, reserve potential, exploration drilling, exploitation activities and events or developments that the Company expects are forward-looking statements. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those in the forward-looking statements. Factors that could cause actual results to differ materially from those in forward-looking statements include market prices, exploitation and exploration successes, continued availability of capital and financing and general economic, market or business conditions. Investors are cautioned that any such statements are not guarantees of future performance and that actual results or developments may differ materially from those projected in the forward-looking statements.