ALMADEN MINERALS LTD
Form 20-F
March 29, 2007

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 20-F

( ) REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

(X) ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2006

OR

( ) TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 _____

OR

( ) SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of event requiring this shell company report

For the transition period from _____ to _____ _____

Commission file number 0-28528

ALMADEN MINERALS LTD.

(Exact name of Registrant as specified in its charter)

British Columbia, Canada

(Jurisdiction of incorporation or organization)

750 West Pender Street, #1103, Vancouver, British Columbia V6C 2T8

(Address of principal executive offices)

Securities registered or to be registered pursuant to Section 12(b) of the Act.

Title of each class	Name of each exchange on which registered
None	**N/A**

Securities registered or to be registered pursuant to Section 12(g) of the Act.

Common Stock without par value

(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act.

None

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

43,624,255

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

( ) Yes (X) No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

( ) Yes (X) No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

(X) Yes ( ) No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act.

Large accelerated filer ( )

Accelerated filer (X)

Non-accelerated filer ( )

Indicate by check mark which financial statement item the registrant has elected to follow.

(X) Item 17 ( ) Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

( ) Yes (X) No

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Glossary of Geologic and Mining Terms

Adularia: A colourless, moderate to low-temperature variety of orthoclase feldspar typically with a relatively high barium content. It is a prominent constituent of low sulphidation epithermal veins.

Alkalic Intrusive: An igneous rock emplaced below ground level in which the feldspar is dominantly sodic and or potassic.

Alkalinity: The chemical nature of solutions characterized by a high concentration of hydroxyl ions.

Alteration: Usually referring to chemical reactions in a rock mass resulting from the passage of hydrothermal fluids.

Andesite: A dark-coloured, fine-grained extrusive rock that, when porphyritic, contains phenocrysts composed primarily of zoned sodic plagioclase (esp. andesine) and one or more of the mafic minerals (eg. Biotite, horn-blende, pyroxene), with a ground-mass composed generally of the same minerals as the phenocrysts; the extrusive equivalent of *diorite*. Andesite grades into *latite* with increasing alkali feldspar content, and into *dacite* with more alkali feldspar and quartz. It was named by Buch in 1826 from the Andes Mountains, South America.

Anomalous: A geological feature, often subsurface, distinguished by geological, geochemical or geophysical means, which is detectably different than the general surroundings and is often of potential economic value.

Anomaly: Any concentration of metal noticeably above or below the average background concentration.

Argillic: A form of alteration characterised by the alteration of original minerals to clays.

Arsenopyrite: A sulphide of arsenic and iron with the chemical composition FeAsS.

Assay: An analysis to determine the presence, absence or quantity of one or more components.

Axis: An imaginary hinge line about which the fold limbs are bent. The axis of a fold can be at the top or bottom of the fold, can be tilted or horizontal.

Batholith: An intrusion, usually granitic, which has a large exposed surface area and no observable bottom. Usually associated with orogenic belts.

Bathymetry survey: A geophysical survey that uses echo sounding to determine water depth.

Breccia: Rock consisting of more or less angular fragments in a matrix of finer-grained material or cementing material.

Brecciated: Rock broken up by geological forces.

Bulk sample: A very large sample, the kind of sample to take from broken rock or of gravels and sands when testing placer deposits.

Calc-silicate: Calcium-bearing silicate minerals. These minerals are commonly formed as a result of the interaction of molten rock and its derived, hot hydrothermal fluids with very chemically reactive calcium carbonate (limestone). Calc-silicate minerals include garnet, pyroxene, amphibole and epidote. These minerals are commonly described as skarn and are genetically and spatially associated with a wide range of metals

Carbonate replacement deposit: A style of silver lead zinc mineralization in limestones.

Chert: A very fine grained siliceous rock. Many limestones contain nodules and thin lenses of chert.

Chip sample: A sample composed of discontinuous chips taken along a surface across a given line.

Claim: That portion of public mineral lands, which a party has staked or marked out in accordance with provincial or state mining laws, to acquire the right to explore for the minerals under the surface.

Clastic: Consisting of rock material that has been mechanically derived, transported, and deposited. Such material is also called detrital.

Cleavage: The tendency of a crystal to split, or break, along planes of structural weakness.

Columnar Jointing: A pattern of jointing that breaks rock into rough, six-sided columns. Such jointing is characteristic of basaltic flows and sills and is believed to result from shrinkage during cooling.

Concordant Bodies: Intrusive igneous bodies whose contacts are parallel to the bedding of the intruded rock.

Conglomerate: Rock composed of mostly rounded fragments which are of gravel size or larger in a finer grained matrix.

Craton: A central stable region common to nearly all continents and composed chiefly of highly metamorphosed Precambrian rocks.

Cretaceous: Geological time period between 136 and 64 million years ago.

Crystalline: Means the specimen is made up of one or more groups of crystals.

Cut-off grade: The minimum grade of mineralization used to establish quantitative and qualitative estimates of total mineralization.

Dacite: A fine grained acid volcanic rock, similar to rhyolite in which the feldspar is predominantly plagioclase.

Degradation: The ongoing process of erosion in a stream.

Diabase: Igneous hypabyssal rocks. The name is applied differently in different parts of the world leading to considerable confusion.

Diagenesis: The changes that occur in a sediment during and after lithification. These changes include compaction, cementation, replacement, and recrystallization.

Diamond drill: A type of rotary drill in which the cutting is done by abrasion using diamonds embedded in a matrix rather than by percussion. The drill cuts a core of rock which is recovered in long cylindrical sections.

Dilution: Results from the mixing in of unwanted gangue or waste rock with the ore during mining.

Dip: Geological measurement of the angle of maximum slope of planar elements in rocks. Can be applied to

beddings, jointing, fault planes, etc.

Discordant Bodies: Intrusive igneous bodies whose contacts cut across the bedding, or other pre-existing structures, to the intruded rock.

Disseminated deposit: Deposit in which the mineralization is scattered through a large volume of host rock, sometimes as separate mineral grains, or sometimes along joint or fault surfaces.

Dolomite: A magnesium bearing limestone usually containing at least 15% magnesium carbonate.

Dunite: An intrusive, monomineralic, ultramafic rock composed almost completely of magnesian olivine.

Dyke: A tabular, discordant, intrusive igneous body.

Earn in: The right to acquire an interest in a property pursuant to an Option Agreement.

Ejecta: Pyroclastic material thrown out or ejected by a volcano. It includes ash, volcanic bombs, and lapilli.

Epithermal: Epithermal deposits are a class of ore deposits that form generally less than 1 km from surface. These deposits, which can host economic quantities of gold, silver, copper, lead and zinc are formed as a result of the

precipitation of ore minerals from up-welling hydrothermal fluids. There are several classes of epithermal deposits that are defined on the basis of fluid chemistry and resulting alteration and ore mineralogy. Fluid chemistry is largely controlled by the proximity to igneous intrusive rocks and as a result igneous fluid content.

Extrusive Rock: Igneous rock that has solidified on the earth s surface from volcanic action.

Fault: A fracture in a rock where there had been displacement of the two sides.

Faults: Breaks in rocks with noticeable movement or displacement of the rocks on either side of the break.

Feasibility study: Detailed study to determine if a property can be mined at a profit and the best way to mine it.

Feldspar: A group of aluminum silicate minerals closely related in chemical composition and physical properties. There are two major chemical varieties of feldspar: the potassium aluminum, or potash, feldspars and the sodium-calcium-aluminum, or plagioclase, feldspars. The feldspars possess a tetrahedral framework of silicon and oxygen, with the partial substitution of aluminum for the silicon. They make up about 60 percent of the earth s crust.

Felsic: Light coloured silicate minerals, mainly quartz and feldspar, or an igneous rock comprised largely of felsic minerals (granite, rhyolite).

Fluid inclusion: A cavity, with or without negative crystal faces, containing one or two fluid phases, and possibly one or more minute crystals, in a host crystal. If two fluid phases are present, the vapour phase (bubble) may show Brownian motion.

Folds: Are flexures in bedded or layered rocks. They are formed when forces are applied gradually to rocks over a long period of time.

Fracture: Breaks in a rock, usually due to intensive folding or faulting.

Gabbro: A group of dark-colored, basic intrusive igneous rocks composed principally of basic plagioclase (commonly labradorite or bytownite) and clinopyroxene (augite), with or without olivine and orthopyroxene; also, any member of that group. It is the approximate intrusive equivalent of basalt. Apatite and magnetite or ilmenite are common accessory minerals.

Gambusino:

Small miners working without machinery.

Gangue: Term used to describe worthless minerals or rock waste mixed in with the valuable minerals.

Geochemical Anomaly: An area of elevated values of a particular element in soil or rock samples collected during the preliminary reconnaissance search for locating favourable metal concentrations that could indicate the presence of surface or drill targets.

Geochemistry: The study of the chemistry of rocks, minerals, and mineral deposits.

Geophysics: The study of the physical properties of rocks, minerals, and mineral deposits.

Gneiss: A coarse grained metamorphic rock characterized by alternating bands of unlike minerals, commonly light bands of quartz and feldspar and dark bands of mica and hornblende.

Gossan: The leached and oxidised near surface part of a sulphide mineral deposit, usually consisting largely of hydrated iron oxides left after copper and other minerals have been removed by downward leaching.

Gouge: The finely ground rock that results from the abrasion along a fault surface.

Grade: The concentration of each ore metal in a rock sample, usually given as weight percent. Where extremely low concentrations are involved, the concentration may be given in grams per tonne (g/t) or ounces per ton (oz/t). The grade of an ore deposit is calculated, often using sophisticated statistical procedures, as an average of the grades of a very large number of samples collected from throughout the deposit.

Granite: A coarse grained, plutonic igneous rock that is normally pale pink, pale pink-brown, or pale grey, and composed of quartz, alkali feldspar, micas and accessory minerals.

Granodiorite: A course grained, plutonic igneous rock that is normally pale grey, and composed of quartz, calc-alkali feldspar, micas and accessory minerals.

Gravity survey: A geophysical survey which measures the variations of the earth s gravitational field in order to differentiate between rocks of contrasting specific gravities.

Grid: A network composed of two sets of uniformly spaced parallel lines, usually intersecting at right angles and forming squares, superimposed on a map, chart, or aerial photograph, to permit identification of ground locations by means of a system or coordinates and to facilitate computation of direction and distance and size of geologic, geochemical or geophysical features.

Hanging wall and Footwall: Terms used in reference to faults where when mining along a fault, your feet would be in the footwall side of the fault and the other side would be hanging over your head.

Hectare: A square of 100 metres on each side.

Host rock: The rock within which the ore deposit occurs.

Hydrothermal: Of or pertaining to hot water, to the action of hot water, or to the products of this action, such as a mineral deposit precipitated from a hot aqueous solution; also, said of the solution itself. Hydrothermal is generally used for any hot water, but has been restricted by some to water of magmatic origin.

Igneous: Means a rock formed by the cooling of molten silicate material.

Ignimbrite: The rock formed by the widespread deposition and consolidation of ash flows and nues ardentes. The term includes *welded tuff* and nonwelded but recrystallized ash flows.

Indicated Mineral Resource: An Indicated Mineral Resource is that part of a Mineral Resource for which quantity, grade or quality, densities, shape and physical characteristics, can be estimated with a level of confidence sufficient to allow the appropriate application of technical and economic parameters, to support mine planning and evaluation of the economic viability of the deposit. The estimate is based on detailed and reliable exploration and testing information gathered through appropriate techniques from locations such as out-crops, trenches, pits, workings and drill holes that are spaced closely enough for geological and grade continuity to be reasonably assumed.

Induced polarization (I.P.) method: The method used to measure various electrical responses to the passage of alternating currents of different frequencies through near-surface rocks or to the passage of pulses of electricity.

Inferred Mineral Resource: An Inferred Mineral Resource is that part of a Mineral Resource for which quantity and grade or quality can be estimated on the basis of geological evidence and limited sampling and reasonably assumed, but not verified, geological and grade continuity. The estimate is based on limited

information and sampling gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes.

Intermediate: An igneous rock made up of both felsic and mafic minerals (diorite).

Intrusion: General term for a body of igneous rock formed below the surface.

Intrusive Rock: Any igneous rock solidified from magma beneath the earth s surface.

Joint venture agreement: An agreement where the parties agree to the terms on which a property will be jointly explored, developed, and mined. (See also Option agreement and Earn in).

Jurassic: Geological time period between 195 and 136 million years ago.

Kimberlite: A kimberlite is a pipe-like volcano sourced from deep within the earth under extreme temperatures and pressures. It is the host rock for diamonds and diamond indicator minerals such as kimberlitic ilmenites and garnets.

K-silicate: Potassium-bearing silicates. Potassium silicates are very common rock-forming minerals, however they are also formed by the interaction of hyrothermal fluids derived from the cooling intrusive rocks that are genetically

and spatially associated with porphyry and epithermal deposits. Potassium feldspar (orthoclase) and potassium mica (biotite) are both commonly closely associated with copper-molybdenum ore in porphyry copper deposits.

K-spar: Potassium feldspar.

Lamprophyre: A group of dike rocks in which dark minerals occur both as phenocrysts and in the groundmass and light minerals occur in the groundmass. Essential constituents are biotite, hornblende, pyroxene, and feldspar or feldspathoids. Most lamprophyres are highly altered. They are commonly associated with *carbonatites.*

Lava: Means an igneous rock formed by the cooling of molten silicate material which escapes to the earth s surface or pours out onto the sea floor.

Limestone: Sedimentary rock that is composed mostly of carbonates, the two most common of which are calcium and magnesium carbonates.

Lithosphere: The crust and upper mantle, located above the asthenosphere and composing the rigid plates.

Mafic: A term used to describe ferromagnesian minerals. Rocks composed mainly of ferromagnesian minerals are correctly termed melanocratic.

Mafic: A general term used to describe ferromagnesian minerals.

Magma: Naturally occurring molten rock material, generated within the earth and capable of intrusion and extrusion, from which igneous rocks have been derived through solidification and related processes. It may or may not contain suspended solids (such as crystals and rock fragments) and/or gas phases.

Massive: Implies large mass. Applied in the context of hand specimens of, for example, sulphide ores, it usually means the specimen is composed essentially of sulphides with few, if any, other constituents.

Measured Mineral Resource: A Measured Mineral Resource is that part of a Mineral Resource for which quantity, grade or quality, densities, shape, physical characteristics are so well established that they can be estimated with confidence sufficient to allow the appropriate application of technical and economic parameters, to support production planning and evaluation of the economic viability of the deposit. The estimate is based on detailed and reliable exploration, sampling and testing information gathered through appropriate techniques

from locations such as outcrops, trenches, pits, workings and drill holes that are spaced closely enough to confirm both geological and grade continuity.

Metamorphic: Means any rock which is altered within the earth s crust by the effects of heat and/or pressure and/or chemical reactions.

Metamorphic: Pertaining to the process of metamorphism or to its results**.**

Metasediment: A sediment or sedimentary rock that shows evidence of having been subjected to metamorphism.

Metavolcanic: An informal term for volcanic rocks that show evidence of having been subject to metamorphism.

Mineral claim: A legal entitlement to minerals in a certain defined area of ground.

Mineral Deposit or Mineralized Material: A mineralized underground body which has been intersected by sufficient closely spaced drill holes and or underground sampling to support sufficient tonnage and average grade of metal(s) to warrant further exploration-development work. This deposit does not qualify as a commercially mineable ore body

(Reserves), as prescribed under Commission standards, until a final and comprehensive economic, technical, and legal feasibility study based upon the test results is concluded

Mineral: A naturally occurring, inorganic, solid element or compound that possesses an orderly internal arrangement of atoms and a unique set of physical and chemical properties.

Mineral Resource: A Mineral Resource is a concentration or occurrence of natural, solid, inorganic or fossilized organic material in or on the Earth s crust in such form and quantity and of such a grade or quality that it has reasonable prospects for economic extraction. The location, quantity, grade, geological characteristics and continuity of a Mineral Resource are known, estimated or interpreted from specific geological evidence and knowledge.

Mineral Reserve: A Mineral Reserve is the economically mineable part of a Measured or Indicated Mineral Resource demonstrated by at least a Preliminary Feasibility Study. This Study must include adequate information on mining, processing, metallurgical, economic and other relevant factors that demonstrate, at the time of reporting, that

economic extraction can be justified. A Mineral Reserve includes diluting materials and allowances for losses that may occur when the material is mined.

Mineralization: Usually implies minerals of value occurring in rocks.

Monocline: A structure in which a bed exhibits local steepening of otherwise uniform dip.

National Instrument 43-101: A rule developed by the Canadian Securities Administrators and administered by the provincial securities commissions that govern how issuers disclose scientific and technical information about their mineral projects to the public. It covers oral statements as well as written documents and websites. It requires that all disclosure be based on advice by a qualified person and in some circumstances that the person be independent of the issuer and the property.

Net profits interest: The profits after deduction of expenses. Often a form of royalty.

Net smelter returns: Means the amount actually paid to the mine or mill owner from the sale of ore, minerals and other materials or concentrates mined and removed from mineral properties. A royalty based on net smelter returns usually provides cash flow that is free of any operating or capital costs and environmental liabilities.

Option agreement: An agreement where the optionee can exercise certain options to acquire or increase an interest in a property by making periodic payments or share issuances or both to the optionor or by exploring, developing or producing from the optionor s property or both. Upon the acquisition of such interest all operations thereafter are on a joint venture basis..

Ore: A natural aggregate of one or more minerals which may be mined and sold at a profit, or from which some part may be profitably separated.

Ore reserve: The measured quantity and grade of all or part of a mineralized body in a mine or undeveloped

mineral deposit for which the mineralization is sufficiently defined and measured on three sides to form the basis of at least a preliminary mine production plan for economically viable mining.

Orogeny: The process of forming mountains by folding and thrusting.

Outcrop: An in situ exposure of bedrock.

Overburden: A general term for any material covering or obscuring rocks from view.

oz/t or opt: Ounces per ton.

Paleozoic: An era of geologic time, from the end of the Precambrian to the beginning of the Mesozoic, or from about 570 to about 225 million years ago.

Panel Sample: A large volume/weight continuous rock chip sample collected over a definite area (e.g. 0.25m X 0.50m), and to a uniform depth (e.g. 2.5cm or 1 inch), on a mineral zone. Panel sampling is generally employed in a trenching program to obtain more representative grades particularly of a narrow mineralized structure such as a vein.

Peridotite: A coarse grained ultramafic rock commonly consisting of olivine and pyroxenes.

Phenocrysts: An unusually large crystal in a relatively finer grained matrix.

Phonolite: Any extrusive rock composed of alkali feldspar, mafic minerals and any feldspathoid, such as nepheline, leucite, or sodalite.

Pluton: Term for an igneous intrusion, usually formed from magma.

Porphyry: An igneous rock composed of larger crystals set within a finer ground mass.

Probable Mineral Reserve: A Probable Mineral Reserve is the economically mineable part of an Indicated, and in some circumstances a Measured Mineral Resource demonstrated by at least a Preliminary Feasibility Study. This Study must include adequate information on mining, processing, metallurgical, economic, and other relevant factors that demonstrate, at the time of reporting, that economic extraction can be justified.

Proven Mineral Reserve: A 'Proven Mineral Reserve is the economically mineable part of a Measured Mineral Resource demonstrated by at least a Preliminary Feasibility Study. This Study must include adequate information on mining, processing, metallurgical, economic, and other relevant factors that demonstrate, at the time of reporting, that economic extraction is justified.

Pyroclastic rock: A rock of volcanic origin consisting of highly variable mixture of rock fragments, cinders and ashes and bits of crystals and glass.

Pyroclastic Rock: Fragmental rock material resulting from explosive volcanic eruptions. Such material is literally deposited from the air and includes volcanic bombs, blocks, tuff, cinders, ash, and pumice.

Pyroxenites: Ultramafic plutonic rock chiefly composed of pyroxene, with accessory hornblende, biotite, or olivine.

Qualified Person: As defined in National Instrument 43-10, an individual who:

a)

is an engineer or geoscientist with at least five years of experience in mineral exploration, mine

development or operation or mineral project assessment, or any combination of these;

b)

has experience relevant to the subject matter of the mineral project and the technical report and

c)

is a member in good standing of a professional association.

Quartz monzonite: A course grained, plutonic igneous rock that is normally pale pink, and composed of quartz, alkali feldspar, micas and accessory minerals.

Rare Earth: A group of rare metallic chemical elements with consecutive atomic numbers of 57 to 71.

Reclamation bond: A bond usually required by governmental mining regulations when mechanized work on a property is contemplated. Proceeds of the bond are used to reclaim any workings or put right any damage if reclamation undertaken does not satisfy the requirements of the regulations.

Reserve: That part of a mineral deposit which could be economically extracted or produced at the time of the reserve determination.

Reserves: A natural aggregate of one or more minerals which, at a specified time and place, may be mined and sold at a profit, or from which some part may be profitably separated.

Reverse circulation drill: A rotary percussion drill in which the drilling mud and cuttings return to the surface through the drill pipe.

Rhyolite: The fine grained equivalent of a granite.

Royalty interest: A royalty, the calculation and payment of which is tied to some production unit such as tonne of concentrate or ounce of gold or silver produced. A common form of royalty interest is based on the net smelter return.

Sample: Small amount of material that is supposed to be absolutely typical or representative of the object being sampled.

Sandstone: Composed of sand-sized fragments cemented together. As a rule the fragments contain a high percentage of quartz.

Schist: A strongly foliated crystalline rock, formed by dynamic metamorphism, that has well-developed parallelism of more than 50% of the minerals present, particularly those of lamellar or elongate prismatic habit, e.g. mica and hornblende.

Sedimentary: A rock formed from cemented or compacted sediments.

Sediments: Are composed of the debris resulting from the weathering and breakup of other rocks that have been deposited by or carried to the oceans by rivers, or left over from glacial erosion or sometimes from wind action.

Selvage: A marginal zone, as in a dyke or vein, having some distinctive feature of fabric or composition.

Sericite: A fine-grained variety of mica occurring in small scales, especially in schists.

Shale: An argillaceous rock consisting of silt or clay-sized particles cemented together. Most shales are quite soft, because they contain large amounts of clay minerals.

Shear zone: Where a fault affects a width of rock rather than being a single clean break, the width of affected rock is referred to as the shear zone. The term implies movement, i.e. shearing.

Silicate: Most rocks are made up of a small number of silicate minerals ranging from quartz (SiO2) to more complex minerals such as orthoclase feldspar (KAlSi3O8) or hornblende (Ca2Na(Mg,Fe)4(Al,Fe,Ti)Si8)22(OH)2).

Sill: Tabular intrusion which is sandwiched between layers in the host rock.

Skarn: A thermally altered impure limestone in which material has been added to the original rock. Skarns are generally characterized by the presence of calcium and silica rich minerals. Many skarns contain sulphide minerals which in some cases can be of economic value.

Sonic drill: A drill used to penetrate soft sediments where the drill advance by means of slow rotations and sonic vibrations. Samples of very soft material can be collected with this system.

Stock: An igneous intrusive body of unknown depth with a surface exposure of less than 104 square kilometers. The sides, or contacts, of a stock, like those of a batholith, are usually steep and broaden with depth.

Stockwork: A mineral deposit consisting of a three-dimensional network of closely spaced planar or irregular veinlets.

Strike: The bearing, or magnetic compass direction, of an imaginary line formed by the intersection of a horizontal plane with any planar surface, most commonly with bedding planes or foliation planes in rocks.

Sulphide minerals: A mineral compound characterized by the linkage of sulfur with a metal or semimetal; e.g., galena.

Syncline: A fold in which the bed has been forced down in the middle or up on the sides to form a trough.

Tailings: Material rejected from a mill after recoverable valuable minerals have been extracted.

Tailings pond: A pond where tailings are disposed of.

Till: An unsorted sediment made up of clay, sand and boulders left in the wake of a glaciation.

Tonne: Metric ton 1,000 kilograms equivalent to 1.1023 tons.

Tourmaline: A group of minerals of general formula $(Na,Ca)(Mg,Fe^{+2},Fe^{+3},Al,Li)_3Al_6(BO_3)_3Si_6O_{18}(OH)_4$; it sometimes contains fluorine in small amounts. Also, any mineral of the tourmaline group. Tourmaline occurs in 3-, 6-, or 9-sided prisms, usually vertically striated, or in compact or columnar masses; it is commonly found as an accessory mineral in granitic pegmatites, and is widely distributed in acid igneous rocks and in metamorphic rocks. It can indicative of alteration associated with porphyry style mineralization**.**

Tremolite: A white to dark-gray monoclinic mineral of the amphibole group: $Ca_2Mg_5Si_8O_{22}(OH)_2$. It occurs in long blade-shaped or short stout prismatic crystals, and also in columnar or fibrous masses, esp. in metamorphic rocks such as crystalline dolomitic limestone and talc schist. It is a constituent of much commercial talc. alteration usually referring to chemical reactions in a rock mass resulting from the passage of hydrothermal fluids.

Triassic Geological time period between 225 and 195 million years ago.

Tuff : A finer grained pyroclastic rock made up mostly of ash and other fine grained volcanic material.

Veins: The mineral deposits that are found filling openings in rocks created by faults or replacing rocks on either side of faults.

Waste: Rock which is not ore. Usually referred to that rock which has to be removed during the normal course of mining in order to get at the ore.

Notes Concerning Terminology Related to Resources and Reserves

The terms "mineral resource", "measured mineral resource", "indicated mineral resource", "inferred mineral resource", mineral reserve , probable mineral reserve and proven mineral reserve used in this Annual Report are Canadian mining terms as defined in accordance with National Instrument 43-101, Standards of Disclosure for Mineral Projects under the guidelines set out in the Canadian Institute of Mining, Metallurgy and Petroleum (the "CIM") Standards on Mineral Resources and Mineral Reserves, adopted by the CIM Council on November 14, 2004 as may be amended from time to time by the CIM. In accordance with Industry Guide 7, Description of Property by Issuers Engaged or to be Engaged in Significant Mining Operations, issued by the U. S. Securities and Exchange Commission, resource is termed mineralization or mineral deposit .

Cautionary Note to U.S. Investors concerning estimates of Measured and Indicated Resources

This Annual Report uses the terms "measured" and "indicated resources." We advise U.S. investors that while such terms are recognized and permitted under Canadian regulations, the U.S. Securities and Exchange Commission does not recognize them. U.S. investors are cautioned not to assume that any part or all of the mineral deposits in these categories will ever be converted into reserves.

Cautionary Note to U.S. Investors concerning estimates of Inferred Resources

This Annual Report uses the terms "inferred resources." We advise U.S. investors that while such term is recognized and permitted under Canadian regulations, the U.S. Securities and Exchange Commission does not recognize it. "Inferred resources" have a great amount of uncertainty as to their existence, and great uncertainty as to their economic and legal feasibility. It cannot be assumed that all or any part of an inferred mineral resource will ever be upgraded to a higher category. Under Canadian rules estimates of inferred mineral resources may not form the basis of feasibility or other economic studies. U.S. investors are cautioned not to assume that any part or all of an inferred resource exists, or is economically or legally minable.

Glossary of Abbreviations

Ag: Silver

Ag gm/t: Silver grade measured in grams per metric tonne

Converts to ounces per ton by dividing by 34.286

Au: Gold

Au gm/t: Gold grade measured in grams per metric tonne

Converts to ounces per ton by dividing by 34.286

Ba: Barium

Co: Cobalt

CRD: Carbonate replacement deposit

Cu: Copper

EIS: Environmental Impact Statement

Fe: Iron

gpm: gallons per minute

gpt: grams per tonne

g/t: grams per tonne

IP: Induced Polarization geophysical survey

Ni: Nickel

NSR: net smelter return royalty

Oz: Troy ounce

Pb: Lead

Pd: Palladium

PGM: Platinum group minerals

Pt: Platinum

S: Sulphur

tpd: Tonnes per day

ton: Short ton (2,000 pounds)

tonne: Metric ton (1000 kilograms - 2204.62 pounds)

VLF: Very low frequency electromagnetic geophysical survey

VMS: Volcanogenic massive sulphide

PART I

Item 1. Identity of Directors, Senior Management and Advisors

Not applicable

Item 2. Offer Statistics and Expected Timetable

Not applicable

Item 3. Key Information

The Company was created by amalgamation under the laws of the Province of British Columbia of its predecessor companies, Almaden Resources Corporation and Fairfield Minerals Ltd., effective December 31, 2001.

The following selected financial data of the Company for Fiscal 2006, Fiscal 2005 and Fiscal 2004 ended December 31st was derived from the consolidated financial statements of the Company included elsewhere in this Annual Report. The selected financial data set forth for Fiscal 2003 and Fiscal 2002 ended December 31st are derived from the Company's audited consolidated financial statements, not included herein. The selected financial data should be read in conjunction with the consolidated financial statements and other information included elsewhere in the Annual Report.

Reference is made to Note 16 of the audited consolidated financial statements of the Company for Fiscal 2006 included herein for a discussion of the material differences between Canadian generally accepted accounting principles (Canadian GAAP) and United States generally accepted accounting principles (U.S. GAAP), and their effect on the Company s financial statements. Reference is further made to Note 16(c) as to differences between Canadian GAAP and U.S. GAAP as to accounting for flow-through shares.

Table No. 1

Selected Financial Data

(expressed in thousands of Canadian dollars, except per share data)

	Year Ended 12/31/2006	Year Ended 12/31/2005	Year Ended 12/31/2004	Year Ended 12/31/2003	Year Ended 12/31/2002
Canadian GAAP					
Revenues	$837	$246	$139	$84	$102
Net loss	(4,269)	(1,095)	(3,066)	(1,326)	(3,198)
Loss per common share	(0.10)	(0.03)	(0.11)	(0.06)	(0.16)
Weighted average shares (000)	41,351	32,079	30,232	23,379	19,524
Working capital	20,242	9,374	4,660	5,101	1,522
Mineral properties	6,405	5,104	4,440	4,198	3,338
Net assets	27,971	15,801	9,756	9,854	5,181
Total assets	28,720	16,367	10,215	10,342	5,636
Capital stock	46,656	31,639	25,259	21,477	17,389
Dividends declared per share	0	0	0	0	0
U.S. GAAP					
Revenues	837	246	139	84	102
Net loss for period[(1)(2)]	(6,032)	(1,852)	(4,118)	(2,001)	(2,410)
Loss per common share[(2)]	(0.14)	(0.06)	(0.14)	(0.09)	(0.13)
Weighted average shares (000)	41,351	32,079	30,232	23,379	19,524
Working capital	20,622	9,984	5,200	6,000	1,703

Mineral properties	2,023	2,486	2,368	2,840	2,654
Net assets	23,969	13,792	8,224	9,395	4,728
Total assets	24,718	14,358	8,683	9,883	5,133
Capital stock	46,656	31,639	25,259	21,477	17,389
Dividends declared per share	0	0	0	0	0

(1)Cumulative U.S. GAAP deficit since inception of the exploration stage to 12/31/2006 has been $26,778,064.

(2)U.S. GAAP net loss and loss per common share for the years ended 12/31/05 and 12/31/04 have been restated. Reference is made to Note 16(c) as to differences between Canadian GAAP and U.S. GAAP as to accounting for flow-through shares.

Canadian/U.S. Dollar Exchange Rates

In this Annual Report, unless otherwise specified, all dollar amounts are expressed in Canadian dollars (CDN$). The Government of Canada permits a floating exchange rate to determine the value of the Canadian dollar against the U.S. dollar (U.S.$)

Table No. 2 sets forth the exchange rate for the Canadian dollars at the end of the five most recent fiscal periods ended at December 31st, the average rates for the period, the range of high and low rates and the close for the period. Table No. 3 sets forth the range of high and low rates for each month during the previous six months.

For purposes of this table, the rate of exchange means the noon buying rate in New York City for cable transfers in foreign currencies as certified for customs purposes by the Federal Reserve Bank of New York. The table sets forth the number of Canadian Dollars required under that formula to buy one U.S. Dollar. The average rate means the average of the exchange rates on the last day of each month during the period.

Table No. 2

U.S. Dollar/Canadian Dollar Exchange Rates for Five Most Recent Financial Years

	Average	**High**	**Low**	**Close**
Fiscal Year Ended 12/31/2006	$1.15	$1.17	$1.10	$1.17
Fiscal Year Ended 12/31/2005	1.21	1.27	1.15	1.17

Fiscal Year Ended 12/31/2004	1.30	1.40	1.18	1.20
Fiscal Year Ended 12/31/2003	1.39	1.58	1.29	1.29
Fiscal Year Ended 12/31/2002	1.57	1.61	1.51	1.58

Table No. 3

U.S. Dollar/Canadian Dollar Exchange Rates for Previous Six Months

	September	**October**	**November**	**December**	**January**	**February**
High	$1.13	$1.14	$1.15	$1.17	$1.19	$1.18
Low	1.11	1.12	1.13	1.14	1.16	1.15

The exchange rate was 1.16 on March 23, 2007.

Risk Factors

General Risk Factors Attendant to Resource Exploration and Development

Resource exploration and development is a speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but from finding mineral deposits which, though present, are insufficient in quantity and quality to return a profit from production. The marketability of minerals acquired or discovered by the Company may be affected by numerous factors which are beyond the control of the Company and which cannot be accurately predicted, such as market fluctuations, the proximity and capacity of milling facilities, mineral markets and processing equipment, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals, and environment protection, the combination of which factors may result in the Company not receiving an adequate return on investment capital.

Presently, the Company is in the exploration stage and there is no assurance that a commercially viable ore deposit (a reserve) exists in any of its properties or prospects until further exploration work is done and a comprehensive economic evaluation based upon that work is concluded. The Company retains an inventory of 1,597 ounces of gold from previous production by its predecessor (Fairfield) from the Siwash mine on the Elk property. The gold was mined in 1994 and shipped to the smelter in 1996. The gold produced was retained as inventory by Fairfield. Both the Company and its predecessor have financed their operations principally through the sale of equity securities and entering into joint venture arrangements, and in Fairfield s case, the sale of its inventory of gold. The Company s ability to continue operations is dependent on the ability of the Company to obtain additional financing.

Uncertainty in Discovering Commercially Mineable Ore Deposits

There is no certainty that the expenditures to be made by the Company in the exploration of its properties and prospects as described herein will result in discoveries of mineralized material in commercial quantities. Most exploration projects do not result in the discovery of commercially mineable ore deposits and no assurance can be given that any particular level of recovery of ore reserves will in fact be realized or that any identified mineral deposit will ever qualify as a commercially mineable (or viable) ore body which can be legally and economically exploited. Estimates of reserves, mineral deposits and production costs can also be affected by such factors as environmental permitting regulations and requirements, weather, environmental factors, unforeseen technical difficulties, unusual or unexpected geological formations and work interruptions. In addition, the grade of ore ultimately mined may differ from that indicated by drilling results. Short term factors relating to ore reserves, such as the need for orderly development of ore bodies or the processing of new or different grades, may also have an adverse effect on mining operations and on the results of operations. There can be no assurance that minerals recovered in small-scale tests will be duplicated in large-scale tests under on-site conditions or in production scale. Material changes in ore reserves, grades, stripping ratios or recovery rates may affect the economic viability of any project.

History of Net Losses, Lack of Cash Flow and Assurance of Profitability`

The Company had net losses in a number of years since its date of incorporation 9/25/1980. Due to the nature of the Company s business, there can be no assurance that the Company will be profitable under Canadian GAAP. The Company had net losses of $4,268,775 in Fiscal 2006, $1,095,215 in Fiscal 2005 and $3,065,803 in Fiscal 2004.

The cumulative net loss of the Company as at December 31, 2006 was $22,766,634.

The Company currently has no revenues from operations as all of its properties and prospects are in the exploration stage. There is no assurance that the Company will receive revenues from operations at any time in

the near future. The Company has had no prior year s history of earnings or cash flow other than the NSR royalty from the La Trinidad Mine and the bulk sampling on the Elk gold property. Neither the Company nor its predecessor has paid dividends on their shares since incorporation and the Company does not anticipate doing so in the foreseeable future. Historically, the only source of funds available to the Company was through the sale of its equity shares and entering into joint venture agreements. The only source of funds available to the Company s predecessor was through the sale of its inventory of gold, the sale of its equity shares and entering into joint venture agreements. Any future additional equity financing would cause dilution to current stockholders.

Uncertainty of Obtaining Additional Funding Requirements

If the Company s exploration programs are successful, additional capital will be required for the development of an economic ore body and to place it in commercial production. The only sources of future funds presently available to the Company are the sale of its inventory or gold, sale of equity capital or the offering by the Company of an interest in its properties and prospects to be earned by another party or parties carrying out further development thereof. Failure to obtain additional financing on a timely basis could cause the Company to forfeit its interest in such properties, dilute its interests in the properties and/or reduce or terminate its operations.

Possible Dilution to Present and Prospective Shareholders

The Company s plan of operation, in part, contemplates the financing of the conduct of its business by the issuance of cash, securities of the Company, or a combination of the two, and possibly, incurring debt. Any transaction involving the issuance of previously authorized but unissued shares of common stock, or securities convertible into common stock, would result in dilution, possibly substantial, to present and prospective holders of common stock. The Company usually seeks joint venture partners to fund in whole or in part exploration projects. This dilutes the Company s interest in properties it has acquired.

Mineral Prices May Not Support Corporate Profit

The mining industry in general is intensely competitive and there is no assurance that, even if commercial quantities of mineral resources are developed, a profitable market will exist for the sale of same. Factors beyond the control of the Company may affect the marketability of any substances discovered. The price of minerals is volatile over short periods of time, and is affected by numerous factors beyond the control of the Company, 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 techniques. Material changes in mineral prices may affect the economic viability of any project.

Environmental Regulations

The current and anticipated future operations of the Company, including development activities and commencement of production on its properties, require permits from various federal, territorial and local governmental authorities and such operations are and will be governed by laws and regulations governing prospecting, development, mining, production, exports, taxes, labor standards, occupational health, waste disposal, toxic substances, land use, environmental protection, mine safety and other matters. Companies engaged in the development and operation of

mines and related facilities generally experience increased costs, and delays in production and other schedules as a result of the need to comply with applicable laws, regulations and permits. The Company s exploration activities and its potential mining and processing operations are subject to various laws governing land use, the protection of the environment, prospecting, development, production, exports, taxes, labor standards, occupational health, waste disposal, toxic substances, mine safety and other matters. Such operations and exploration activities are also subject to substantial regulation under these laws by governmental agencies and may require that the Company obtain permits from various governmental agencies. The Company believes it is in substantial compliance with all material laws and regulations which currently apply to its activities. There can be no assurance, however, that all permits which the Company may require for construction of mining facilities and conduct of mining operations will be obtainable on reasonable terms or that such laws and regulations, or that new legislation or modifications to existing legislation, would not have an adverse effect on any exploration or mining project which the Company might undertake.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be

curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions. Parties engaged in exploration and mining operations may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violation of applicable laws or regulations.

The enactment of new laws or amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in capital expenditures or production costs or reduction in levels of production at producing properties or require abandonment or delays in development of new mining properties.

As a requirement for performing certain exploration activities, the Company has $76,500 on deposit as reclamation bonds for exploration work and site disturbance on the Elk and prospects in Canada. These allocated funds have been deposited for the benefit of the Province of British Columbia until released upon approval from the Province after all necessary reclamation work on the properties has been performed. If the reclamation is more prolonged and requires funds in addition to those already allocated, the Company could be forced to pay for the extra work and it could have a significant negative impact upon the Company s financial position and operations.

No Guarantee of Title to Mineral Properties

While the Company and it s predecessor have investigated title to all of its mineral properties and prospects, and, to the best of its knowledge, title to all of its properties and prospects in which it has the right to acquire or earn an interest are in good standing as of the date of this Annual Report, this should not be construed as a guarantee of title. The properties and prospects may be subject to prior unregistered agreements or transfers unknown to the Company and title may be affected by undetected defects, e.g. defects in staking or acquisition process.

As there are unresolved native land claim issues in British Columbia and the Yukon Territory, the Company s properties and prospects in these jurisdictions may be affected in the future. The MOR prospect is on category B lands which means the local native group has surface rights to the area of the claims and their permission is required to perform work on the claims.

If title is disputed, the Company will have to defend its ownership through the courts, which would likely be an expensive and protracted process and have a negative effect on the Company s operations and financial condition. In the event of an adverse judgment, the Company could lose its property rights.

Trading Volume

The relatively low trading volume of the Company s shares reduces the liquidity of an investment in the Company s shares. Due to the reduced liquidity in the secondary markets, shareholders may find it more difficult to sell their shares.

Volatility of Share Price

Market prices for shares of early stage companies are often volatile. Factors such as announcements of mineral discoveries, exploration and financial results, and other factors could have a significant effect on the price of the Company s shares.

Material Risk of Dilution Presented by Large Number of Outstanding Share Purchase Options and Warrants

As of March 8, 2007 there were share purchase options outstanding allowing the holders of these options to purchase 4,356,691 shares of common stock and share purchase warrants outstanding allowing the holders to purchase 370,541 shares of common stock. Directors and officers of the Company hold 3,781,691 of these share purchase options. An additional 575,000 share purchase options are held by employees and consultants of the Company. Directors and officers hold 29,500 of the share purchase warrants. An additional 10,000 share purchase warrants are held by employees of the Company. Given the fact that as of March 8, 2007 there were 44,066,047 shares of common stock outstanding, the exercise of all of the existing share purchase options and warrants would result in further dilution to the existing shareholders and could depress the price of the Company s shares.

No Proven Reserves

The properties and prospects in which the Company has an interest or the properties in which the Company has the right to earn an interest are in the exploratory stage only, are without a known body of ore and are not in commercial production. If the Company does not ultimately find a body of economically recoverable ore, it would either have to acquire additional exploration projects, or terminate is operations.

Uncertainty of Reserves and Mineralization Estimates

There are numerous uncertainties inherent in estimating proven and probable reserves and mineralization, including many factors beyond the control of the Company. The estimation of reserves and mineralization is a subjective process and the accuracy of any such estimates is a function of the quality of available data and of engineering and geological interpretation and judgement. Results of drilling, metallurgical testing and production and the evaluation of mine plans subsequent to the date of any estimate may justify revision of such estimates. No assurances can be given that the volume and grade of reserves recovered and rates of production will not be less than anticipated. Assumptions about prices are subject to greater uncertainty and metals prices have fluctuated widely in the past. Declines in the market price of base or precious metals also may render reserves or mineralization containing relatively lower grades of ore uneconomic to exploit. Changes in operating and capital costs and other factors including, but not limiting to, short-term operating factors such as the need for sequential development of ore bodies and the processing of new or different ore grades, may materially and adversely affect reserves.

Foreign Incorporation and Civil Liabilities

The Company amalgamated under the laws of the Province of British Columbia, Canada. All of the Company s directors and officers are residents of Canada and substantially all of the Company s assets and its subsidiary are located outside the United States. Consequently, it may be difficult for United States investors to effect service of process in the United States upon those directors and officers who are not residents of the United States, or to realize in the United States upon judgements of United States courts predicated upon civil liabilities whether under the United States Securities Exchange Act of 1934, as amended, or otherwise.

Conflict of Interest

Some of the Company s directors and officers are directors and officers of other natural resource or mining-related companies. Duane Poliquin also serves as a director of Motapa Diamonds Inc. James E. McInnes also serves as a director and President of Williams Creek Explorations Limited and Horseshoe Gold Mining Inc. John D. (Jack) McCleary also serves as a director of Santoy Resources Ltd. Joseph Montgomery also serves as a director of Abitibi Mining Corp., Sedex Mining Corp., Anglo Minerals Ltd., Comcorp Ventures Inc., Klondike Gold Corp., Amador Gold Corp. and Golden Chalice Resources Inc. Gerald G. Carlson also serves as a director, President and CEO of Copper Ridge Explorations Inc., director of Nevada Star Resource Corp., Chairman of IMA Exploration Inc., director of Dentonia Resources Ltd., and director of Janina Resoures Limited. Barry W. Smee also serves as a director of Platinum Group Metals Ltd. These associations may give rise from time to time to conflicts of interest. As a result of which, the Company may miss the opportunity to participate in certain transactions.

Foreign Operations

The Company currently has exploration projects located in Mexico. The Company s foreign activities are subject to the risk normally associated with conducting business in foreign countries, including exchange controls and currency fluctuations, limitations on repatriation of earnings, foreign taxation, laws or policies of particular countries, labor practices and disputes, and uncertain political and economic environments, as well as risks of war and civil disturbances, or other risk that could cause exploration or development difficulties or stoppages, restrict the movement of funds or result in the deprivation or loss of contract rights or the taking of property by nationalization or expropriation without fair compensation. Foreign operations could also be adversely impacted by laws and policies of the United States affecting foreign trade, investment and taxation.

Foreign Currency Fluctuations

At the present time, some of the Company s activities are carried on outside of Canada. Accordingly, it is subject to risks associated with fluctuations of the rate of exchange between the Canadian dollar and foreign currencies.

The Company is currently not engaged in currency hedging to offset any risk of exchange rate fluctuation and

currently has no plans to engage in currency hedging.

Operating Hazards and Risks Associated with the Mining Industry

Mining operations generally involve a high degree of risk, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. Hazards such as unusual or unexpected geological formations and other conditions are involved. Operations in which the Company has a direct or indirect interest will be subject to all the hazards and risks normally incidental to exploration, development and production of minerals, any of which could result in work stoppages, damage to or destruction of mines and other producing facilities, damage to or loss of life and property, environmental damage and possible legal liability for any or all damage or loss. The Company may become subject to liability for cave-ins and other hazards for which it cannot insure or against which it may elect not to insure where premium costs are disproportionate to the Company s perception of the relevant risks. The payment of such insurance premiums and the incurring of such liabilities would reduce the funds available for exploration activities.

The Ability to Manage Growth

Should the Company be successful in its efforts to develop its mineral properties or to raise capital for such development or for the development of other mining ventures it will experience significant growth in operations. If this occurs management anticipates that additional expansion will be required in order to continue development. Any expansion of the Company s business would place further demands on its management, operational capacity and financial resources. The Company anticipates that it will need to recruit qualified personnel in all areas of its operations. There can be no assurance that the Company will be effective in retaining its current personnel or attracting and retaining additional qualified personnel, expanding its operational capacity or otherwise managing growth. The failure to manage growth effectively could have a material adverse effect on the Company's business, financial condition and results of operations.

Lack of a Dividend Policy

The Company does not presently intend to pay cash dividends in the foreseeable future, as any earnings are expected to be retained for use in developing and expanding its business. However, the actual amount of dividends which the Company may pay will remain subject to the discretion of the Company s Board of Directors and will depend on results of operations, cash requirements and future prospects of the Company and other factors.

Competition

There is competition from other mining exploration companies with operations similar to those of the Company's. Many of the mining companies with which the Company competes have operations and financial strength many times greater than that of the Company.

Dependence on Key Personnel

The Company depends highly on the business and technical expertise of its management and key personnel, in particular, Duane Poliquin and Morgan Poliquin. There is little possibility that this dependence will decrease in the near term. As the Company s operations expand, additional general management resources will be required, especially since the Company encounters risks that are inherent in doing business in several countries. In Fiscal 2007, the Company has taken out an accidental death insurance policy on Duane Poliquin and is applying for the same for Morgan Poliquin. However, the loss or unavailability of any of its key personnel could have a negative effect on the Company s ability to operate effectively.

Item 4. Information on the Company

History & Development of the Company

The head office of the Company is located at 750 West Pender Street, Suite 1103, Vancouver, British Columbia, Canada, V6C 2T8. The registered and records office of the Company is 1185 West Georgia Street, Suite 1550, Vancouver, British Columbia, Canada, V6E 4E6.

The contact persons are Duane Poliquin, President and Morgan Poliquin, Director. The telephone number is (604) 689-7644. The fax number is (604) 689-7645. The email address is info@almadenminerals.com. The web-site address is www.almadenminerals.com.

The Company was created by amalgamation under the laws of the Province of British Columbia of its predecessor companies, Almaden Resources Corporation and Fairfield Minerals Ltd., effective December 31, 2001. The Company operates under the laws of the *Business Corporations Act (British Columbia).*

The Company s common shares began trading on The Toronto Stock Exchange (TSX) under the symbol AMM on February 11, 2002 and on the American Stock Exchange (AMEX) under the symbol AAU on December 19, 2005. Almaden Resources Corporation s initial public offering on the Vancouver Stock Exchange was pursuant to a prospectus dated October 10, 1986. The shares of Fairfield Minerals Ltd. began trading on the Vancouver Stock Exchange on July 18, 1986 and on The Toronto Stock Exchange on May 21, 1990.

There have been no public takeover offers by third parties in respect of the Company s shares and the Company has made no public takeover offers in respect of other company s shares.

Organizational Structure

The Company currently has five wholly-owned subsidiaries that were formed to hold properties in their respective jurisdictions-refer to Exhibit 8 to this 20-F Annual Report.

At December 31, 2006, the Company owned a 50% share interest in ATW Resources Ltd. ("ATW"), a company incorporated in the Northwest Territories, Canada on January 6, 1993.

Business of the Company

The Company is engaged in the business of the acquisition, exploration and when warranted, development of mineral properties. The Company has property interests in Canada, United States and Mexico. None of the Company's property interests are beyond exploration stage. Presently there is no assurance that any of the Company's mining properties or prospects contain a commercially viable ore body (reserve) until further exploration work is done and final feasibility study based upon such work is concluded. The Company is in the exploration stage and has not generated any revenues from operations.

Company s Principal Properties

The Company has five principal property interests: (1) the Elk gold, silver property which includes the Siwash Gold deposit in Canada (100% interest), (2) the Skoonka Creek gold prospect in Canada (49% interest), (3) the Caballo Blanco gold, silver, copper prospect in Mexico (100% interest subject to a sliding scale NSR), (4) the Tuligtic copper, gold prospect in Mexico (100% interest subject to a 60% option agreement earn in right by Pinnacle Mines Ltd.), and (5) the Viky silver, lead, zinc prospect in Mexico (100% interest subject to a 60% option agreement earn in right by Apex Silver Mines Limited).

The El Pulpo copper, gold prospect in Mexico was sold to Ross River Minerals Inc. during Fiscal 2005.

Company s Secondary Properties

The Company s secondary property interests include the Ram prospect in Canada (100% interest subject to a 70% earn in right by Ross River Minerals Inc.), the ATW diamond prospect in Canada (50% share interest = net 37.5% property interest), the Rock River Coal project in Canada (50% interest), the MOR and Tim prospects in Canada (100% interests), the Nicoamen River prospect in Canada (100% interest subject to a 60% option agreement earn in right by Tanqueray Resources Ltd.), the Merit and Brookmere prospects in Canada (100% interest subject to a 60% option agreement earn in right in either or both of the prospects by Williams Creek Explorations Limited), the Logan property in Canada (40% net carried interest to production), the Fuego prospect in Mexico (100% interest subject to a 60% option agreement earn in right by Horseshoe Gold Mining Inc.), the San Carlos prospect in Mexico (consists of the San Carlos concession (100% interest) and the San Jose claim (100% interest), the Yago prospect in Mexico (100% interest subject to a 60% option agreement earn in right by Consolidated Spire Ventures Ltd.), the Bufa prospect in Mexico (100% interest subject to a 60% option agreement earn in right by Lincoln Gold Corp.), the Campanario prospect in Mexico (100% interest subject to a 60% earn in right by Consolidated Spire Ventures Ltd.) and the Tropico prospect in Mexico (40% interest).

The PV prospect in Canada was sold to Consolidated Spire Ventures Ltd. during Fiscal 2006.

The Company has several other property holdings in Canada, United States and Mexico that are not considered either principal or secondary properties. The category of properties may change with exploration results.

The Company entered into a joint venture agreement in Fiscal 2002 with BHP Billiton World Exploration Inc. to undertake exploration in eastern Mexico. During Fiscal 2006, the agreement was terminated.

The Company also entered into a joint venture agreement in Fiscal 2005 with Japan Oil, Gas and Metals National Corporation (JOGMEC) to undertake a regional grassroots exploration program for base metal deposits over a selected area in Mexico. In addition to the exploration joint venture, JOGMEC may earn a 51% or 60% interest in the Santa Isabela property.

Business Overview

PRINCIPLE PROPERTY INTERESTS IN CANADA

MAP 1 - CANADA

The Elk Property Canada

MAP 2 - ELK

The Elk Property contains a known mineral deposit but all current work by the Company on the property is exploratory in nature.

Option to Acquire Interest

Initial staking was undertaken in November 1986 with additions in 1987, 1988, 1989 and 2006. A block comprising 72 units was optioned in October 1988. The Siwash North mining lease was issued in September 1992. Claim acquisition and subsequent work were conducted by Cordilleran Engineering Ltd. for the Company s predecessor (Fairfield) until April 1995 when Fairfield assumed operations. Fairfield merged with Almaden Resources Corporation in February 2002 and the claims were transferred to the amalgamated company Almaden Minerals Ltd.

Expenditures to Date

During Fiscal 2006, the Company incurred $1,716 in staking and $1,376,941 in exploration costs, primarily on a diamond drill program on the property ($699,142), professional/technical services ($157,558) and geology and engineering ($168,892). As at December 31, 2006, the Company had deferred costs of $4,737,735 on this property.

Location and Access

The Elk Property consists of 28 contiguous mineral claims comprising 783 cells plus a 15 hectare mining lease located 40 kilometers west of Peachland, British Columbia in the Similkameen Mining Division. The claims were converted to the new computer based cell system in July and August of 2005.

The claims cover forested, gently rolling hills with fair to poor bedrock exposure. The property is accessible by paved highway, 50 kilometers from Westbank, British Columbia, or 50 kilometers from the town of Merritt, British Columbia.

History and Recent Work

The property includes the Siwash Gold Mine, which, between 1992 and 1997, produced 51,460 ounces (1,600,400 gm) of gold at an average grade of 2.78 oz/t (95.32gm/t).

Work conducted on the property from 1986 to 1991 consisted of geological mapping, prospecting, linecutting, soil sampling, geophysics, excavator trenching (8.69 km), diamond drilling (111 holes, 12,524 m) and road construction.

During 1992, a bulk sample was extracted from an open pit on the Siwash vein in the Siwash North area. It totalled 2240 tons (2032 tonnes) grading 4.016 ounces/ton (137.7 gm/t) gold. A total of 70 reverse circulation holes were drilled to confirm the vein grade and continuity in the 1993 pit expansion area. Open pit mining was carried out by

Wiltech Developments of Kelowna, B.C. under the supervision of Cordilleran Engineering. The ore was shipped to the Noranda smelter in Rouyn, Quebec in November.

In 1993, bulk sampling from the open pit continued with the extraction of 3733 tons (3386 tonnes) of mineralized material grading 3.080 oz/t (105.6 gm/t) gold. The 3.5 by 3.0 metre decline was collared at the 1628m elevation in June and reached the 1570m elevation in October. Test mining stopes were excavated at the 1611 and 1570 levels. Ore from the open pit and underground operations was shipped through the summer and fall to the Asarco smelter in Helena Montana. Eleven reverse circulation holes were drilled to the south of the open pit to provide closer spaced data for the planning of the 1994 open pit expansion.

In 1994, Fairfield received a mining permit, the open pit was expanded to a total size of 458,000 cubic metres and 10,119 tons (9,180 tonnes) of ore grading 2.669 oz/ton (91.51gm/t) gold were extracted. The ore was crushed to minus 6 inches and was shipped to the Asarco Smelter in Helena Montana. Fairfield received credits for gold, silver and silica. An underground drill program was carried out at ten to twenty metre centres for a total of 2419 metres in 84 NQ holes to help define underground mineable shoots.

During 1995 underground development was completed to the 1511m elevation and longhole and shrinkage mining tests were carried out with shrinkage proving to be the more applicable method. An underground drill program comprising 217 NQ holes at ten metres centres for a total of 7612 metres was undertaken to fully test the area accessible by the existing underground development. Ninety-eight surface NQ diamond drill holes tested the areas beyond the reach of the decline and other targets on the claim group for a total of 4645m. Including all previous drilling, an area of about 340m by 150m had been tested at a hole spacing of less than 20m.

Surface diamond drilling totalling 6946.34 meters in 88 holes was completed on the Siwash mining lease during 1996. Detailed drilling was carried out in the area of the proposed Phase 5.5 open pit at approximately 20 meter centers. Five holes were drilled in the Deep B area down dip from the existing underground development. A new vein, known as the WD zone was outlined by 25 holes. A soil geochemistry anomaly in the Gold Creek West area was examined with five drill holes.

Limited prospecting, environmental monitoring and reclamation were done on the property between 1997 and 1999.

During August 2000, Fairfield completed a twelve-hole 1400-metre drill program on the property which targeted three gold bearing quartz vein systems in the Siwash Mine area. Prospecting in a new logging clearcut one kilometre to the east of the mine area has resulted in the discovery of two northeast trending structures coincident with anomalous gold soil values.

During 2001, a 230-metre trenching program comprising seven trenches was carried out on the claims in the Siwash East and Gold Creek West areas. The trenches were dug to determine the source of gold bearing quartz fragments found on surface and in road cuts. Six trenches in the Siwash East area, located 1.7 km to the east of the Siwash Mine site, exposed quartz veins up to 20cm thick and narrow pyritic fault zones cutting quartz monzonite adjacent to an andesite dyke. The andesite dyke was traced over 150 metres in four trenches with strong alteration and narrow bands of pyritic gouge containing quartz fragments in the immediate vicinity of the dyke. Trench SE01-4 was dug to a depth of 2.5 metres and exposed a steeply dipping quartz vein about 20cm thick. A 0.5 by 0.5 meter panel sample of the same vein taken in the wall of the trench returned 0.635 oz/ton (21.8 gm/t) gold and 0.96 oz/ton (32.9 gm/t) silver. Adjacent trenches 35 meters to the west and 50 meters east exposed the andesite dyke with a strong alteration zone but no quartz veins and weak gold values.

Trench GCT01-1 was excavated the Gold Creek West area, 400 meters southwest of the mine site, to further expose a quartz vein discovered earlier in the year by hand trenching. Deeper excavation revealed a discontinuous quartz vein approximately 30cm thick over a length of nine meters hosted in strongly argillically altered quartz monzonite that shows evidence of slumping and deformation. The vein returned a value of 0.598 oz/ton (20.5 gm/t) gold and 1.74 oz/ton (59.6 gm/t) silver from a 0.8 meter by 0.5 meter panel sample.

A comprehensive review of the property database was completed on August 31, 2001 by Leo King, P.Eng., an

independent consultant. His report recommends a three stage 9500 meter drill program to further explore the Siwash, Gold Creek West and WD vein systems.

During the 2002 field season twenty six NQ diamond drill holes tested the WD, B Zone, Gold Creek West and Bullion Creek vein systems for a total of 4996m. Seven holes were drilled into the WD zone to test the perimeter of the known shoot. The WD veins were intersected in all holes close to the projected depths. Eleven holes were drilled into the Deep B shoot located immediately below the existing underground development to fill-in the drill spacing to less than 25 meters and to test the perimeter of the known mineralization. Two holes were drilled on the west side of the existing open pit to help determine the feasibility of a pit expansion to the west. The Gold Creek West vein located approximately 450m southwest of the existing open pit was tested with four holes in two 50 meter step-outs to the west of the existing grid. Two holes were drilled into the Bullion Creek structure located 700 meters to the north of the open pit to test a geochemical anomaly.

During Fiscal 2002 the Company purchased a mill for possible use at the Siwash property. The mill, with a rated capacity of 125 tons per day, was purchased for U.S.$75,000 (CDN$118,500). During Fiscal 2003, the mill was dismantled and moved to a storage facility near the property at a cost of $204,766. There has been no feasibility study to justify construction of the mill nor have permits to construct the mill been applied for. The mill was purchased because it would be suitable for processing the Siwash mineralized material and the price was below replacement cost. This low cost could have an impact on project economics. If studies indicate it would not be feasible to install this mill on the Siwash project, the mill will be sold.

Thirty NQ diamond drill holes drilled between August 6 and November 1, 2003 tested the WD Zone for a total of 6570.56m. Seven holes were drilled into the WD vein system to the west of the north-northwest trending RB fault located roughly between 2340E and 2400E.

Twenty five holes were drilled to the east of the RB fault between 2370E and 2670E to extend the known resource. The WD zone(s) were intersected in all but three holes which were terminated before the target depth due to excessive deviation or bad ground conditions. The known zone was extended to 2670E and to a depth of 340m below surface and 380m down dip. Fill-in drilling on sections 2445E, 2495E and 2545E intersected the WD veins at the expected depth however gold grades were not as high as those found on adjacent fences.

The 2004 diamond drill program in the Siwash Gold Mine area was completed in early November for a total of 10265 meters of NQ drilling in 44 holes. The program extended the known perimeter of the WD zone 150 metres to the east and 100 meters downdip in 50 meter step-outs. Seven holes were drilled into the B zone to test a southwest shoot to depth and to fill in between existing 50 meter intercepts below the existing mine workings. Four holes were drilled to test the Bullion Creek zone over a 100m strike length. All completed holes intersected the projected zones. Two holes were abandoned due to poor ground conditions. Geological interpretation and re-assaying was completed and a summary of composited drill results greater than 10 gm/t-meter Au is listed below.

Hole Number	Depth From (m)	Depth To (m)	Sample Interval(m)	True Width (m)	Zone	Gold gm/t	Silver gm/t
SND04391	55.23	55.74	0.51	0.50	B	74.83	119.25
SND04390	55.05	55.65	0.60	0.60	B	43.40	90.68
SND04390	55.15	68.39	13.24	13.15	B	3.11	4.71
SND04390	43.00	68.39	25.39	24.01	B	1.76	2.58
SND04400	297.29	297.80	0.51	0.50	B	48.12	27.14
SND04403	337.80	338.34	0.54	0.50	B	20.26	9.64
SND04408	192.00	192.58	0.58	0.50	B	22.14	12.64
SND04374	50.10	53.61	3.51	3.42	Bb	8.51	32.79
SND04375	14.87	36.40	21.53	20.43	Bb	0.69	0.14
SND04390	67.39	68.41	1.02	1.00	C	13.73	6.89
SND04369	160.55	161.20	0.65	0.50	WD	24.75	44.22
SND04406	202.23	203.42	1.19	0.50	WD	22.81	32.61
SND04384	155.70	156.88	1.18	1.00	WDa	61.81	99.82
SND04386	198.50	199.21	0.71	0.50	WDa	21.62	26.05
SND04367	214.63	222.74	8.11	5.79	WD2	5.97	4.81
SND04367	214.59	215.34	0.75	0.60	WD2	20.51	14.55
SND04368	157.76	158.32	0.56	0.50	WD2	31.18	32.93
SND04372	233.00	235.60	2.60	2.22	WD2	4.80	7.56
SND04407	179.37	179.90	0.53	0.50	WD2	20.70	53.26
SND04366	176.05	193.20	17.15	11.27	WD2-3	2.39	1.85
SND04367	222.00	222.74	0.74	0.50	WD3	31.71	31.30
SND04367	217.33	222.83	5.50	4.60	WD3	5.94	4.15

Water sampling from eight sites around the mine area has been carried out since 1991 to determine changes in element concentrations due to mining and exploration activities. Metal levels in the major creeks have remained well within guideline limits though some minor increases in Cu and Zn have been noted in the sumps and minor creeks in the immediate minesite area. Benthic invertebrate studies were carried out during 2003, 2004 and 2006 which determined that invertebrate populations have not been significantly effected.

Geology and Mineral Deposits

Gold-silver mineralization on the Elk Property is hosted by mesothermal pyritiferous quartz veins and pyritiferous altered granite and volcanics. The mineralized features generally trend northeasterly and are thought to be Late Cretaceous or Tertiary in age. To date, mineralization has been located in eight areas of the Elk property: Siwash North, South Showing, Discovery Showing, Lake Zone, End Zone, Great Wall Zone, Elusive Creek, Gold Creek West, WD Zone and the Bullion Creek area.

Infrastructure

All major services and labour can be found in Merritt or Westbank, towns accessible by four lane highway to the east and west of the property. There is good road access throughout most of the property by logging roads and a major highway (97C) crosses the northern claims. Two phase power is available at the highway 2km north of the mine site. Cell phone and radio phone communications are available from the mine site.

Recent Drilling Results

The 2005 diamond drill program in the Siwash Gold Mine area of the Elk property was completed in late October for a total of 8,394 meters of NQ drilling in 36 holes

The high grade core of the WD vein system has now been tested at intervals of 25m along strike and 50m down dip. The vein was intersected in all holes and has a drill tested strike length of 710m and down-dip length of 430m. Four holes tested the continuity of the WD to WD3 zones to the south and west of the 2004 drill grid. All four holes intersected the targeted zones.

Five holes were drilled to test the western projection of a gold shoot in the B vein that was outlined during the

2004 drill program below the existing mine workings. The targeted vein was intersected in four of these holes and one hole was not completed due to poor ground conditions. The PC vein, a flat lying vein located above the B vein, returned significant assay results.

Five holes were drilled into the Siwash Lake Zone located 700m south of the B vein to test the continuity of the veins intersected in 1996. The Lake zone (LZ) veins were intersected in all holes and results are listed below.

Hole Number	From Depth (m)	To Depth (m)	Sample Interval (m)	True Width (m)	Zone	Gold gm/t	Silver gm/t
SND05410	217.31	217.89	0.58	0.50	B	73.565	62.75
SND05411	259.12	260.73	1.61	0.50	B	16.774	26.70
SND05412	269.20	269.78	0.58	0.50	B	13.662	21.78
SND05424	306.36	306.87	0.51	0.50	B	34.348	39.14
SND05426	52.24	52.75	0.51	0.50	B	31.091	67.92
SND05422	25.95	26.46	0.51	0.50	B	10.395	5.85
SLD05438	87.60	88.10	0.50	0.50	LZ1	10.530	19.97
SLD05439	37.30	38.29	0.99	0.75	LZ2	17.127	168.90
SND05423	225.03	225.53	0.50	0.50	PC	41.425	101.81
SND05411	229.64	230.22	0.58	0.50	PC2	36.214	0.00
SND05413	171.36	172.36	1.00	0.50	WD	13.799	37.08
SND05425	120.80	121.66	0.86	0.65	WD	23.455	43.50
SND05426	305.03	305.76	0.73	0.50	WD	14.264	94.58
SND05427	249.23	249.97	0.74	0.50	WD	46.075	86.82
SND05429	195.23	196.65	1.42	0.50	WD	14.710	27.15
SND05432	125.85	126.50	0.65	0.50	WD	19.083	19.64
SND05434	233.48	234.05	0.57	0.50	WD	14.407	30.76
SND05415	280.99	281.70	0.71	0.50	WD2	21.666	26.58
SND05417	249.45	249.98	0.53	0.50	WD2	16.280	90.71
SND05420	169.47	170.25	0.78	0.50	WDa	15.398	35.85
SND05421	228.06	228.77	0.71	0.50	WDb	90.862	127.48
SND05422	258.16	259.78	1.62	0.50	WDb	10.046	11.76
SND05430	135.57	136.09	0.52	0.50	WDb	16.614	25.09

The 2006 program consisted of 8,873 meters of diamond drilling in 58 holes. This program focused on testing the near surface continuity and grade of the WD vein, increasing the density of drill hole intersections to 25 by 50 meters to approximately 100 meters below surface. The vein was intersected in all holes and now has been drill tested along strike for 730 meters and down dip for 450 meters.

Also as part of the 2006 program, seventeen holes were drilled on the B Zone. Four of these holes tested the zone at depth and the remainder the area below and to the east of the open pit.

Four holes tested the Siwash East zone located 2 kilometres of the minesite. Quartz veins adjacent to a steeply dipping andesite dyke were intersected but no significant gold results were returned from sampling.

Assaying has been completed and a summary of composite drill results greater than 10 gram-meters gold is listed below. True widths are based on core to vein angles.

Hole	From (m)	To (m)	Interval (m)	True Width (m)	Gold (oz/t)	Silver (oz/t)	Gold (g/t)	Silver (g/t)
SND06451	20.49	20.79	0.30	0.30	0.418	0.087	14.33	2.98
SND06453	168.12	168.42	0.30	0.26	0.869	0.612	29.79	20.98
SND06454	184.18	184.48	0.30	0.30	2.932	5.746	100.53	197.01
SND06456	178.15	178.45	0.30	0.28	0.871	0.671	29.86	23.01
SND06459	181.25	181.55	0.30	0.28	0.316	0.700	10.83	24.00
SND06461	58.52	58.82	0.30	0.28	0.547	0.146	18.75	5.01
SND06462	299.31	299.81	0.50	0.48	2.125	0.642	72.86	22.01
SND06463	328.99	329.49	0.50	0.47	0.724	1.167	24.82	40.01
SND06463	329.49	329.99	0.50	0.43	0.618	0.467	21.19	16.01
SND06464	139.03	139.28	0.25	0.22	0.403	0.204	13.82	6.99
SND06467	88.92	89.26	0.34	0.31	1.158	2.100	39.70	72.00
SND06467	91.45	91.91	0.46	0.25	0.342	0.671	11.73	23.01
SND06468	120.67	121.27	0.60	0.23	0.525	1.896	18.00	65.01
SND06469	25.72	26.18	0.46	0.45	0.325	1.837	11.14	62.98
SND06470	81.55	81.85	0.30	0.26	0.448	0.437	15.36	14.98
SND06471	86.58	86.91	0.33	0.32	0.421	0.437	14.43	14.98
SND06472	43.03	43.63	0.60	0.52	2.232	7.233	76.53	247.99
SND06472	102.90	103.20	0.30	0.29	0.865	0.612	29.66	20.98
SND06473	112.75	113.08	0.33	0.23	0.442	0.962	15.15	32.98
SND06473	143.37	143.67	0.30	0.24	0.394	0.175	13.51	6.00
SND06475	129.10	129.51	0.41	0.35	0.361	1.721	12.38	59.01
SND06477	26.31	26.70	0.39	0.30	1.315	1.896	45.09	65.01
SND06479	75.65	76.01	0.36	?	0.622	0.904	21.33	30.99
SND06481	63.53	63.83	0.30	0.25	2.418	2.100	82.90	72.00
SND06486	45.03	45.33	0.30	0.27	0.904	1.662	30.99	56.98
SND06487	83.58	84.23	0.65	0.44	0.352	2.333	12.07	79.99
SND06493	74.78	75.40	0.62	0.34	0.311	0.904	10.66	30.99
SND06499	114.06	114.44	0.38	0.25	1.438	2.800	49.30	96.00
SND06501	173.72	174.07	0.35	0.32	0.378	0.787	12.96	26.98
SND06502	42.66	42.96	0.30	0.26	0.370	0.262	12.69	8.98
SND06502	71.91	72.21	0.30	?	2.015	3.412	69.09	116.98

Note:

m signifies meters; g/t signifies grams per tonne; oz/t signifies ounces per ton.

The qualified person and supervisor for the 2006 exploration drill program is Wojtek Jakubowski, P. Geo., an employee of Almaden. All samples were analyzed at Acme Analytical Labs (Acme) in Vancouver using wet geochemical, fire assay and metallics techniques. Duplicates, blanks and standards were inserted into the sample stream as part of Almaden s ongoing quality control program at the Elk Deposit. Check assays were carried out by ALS Chemex Labs in Vancouver.

Almaden s management is reviewing the results of the 2006 drilling and conducting an extensive review of the deposit s geological interpretation. Scoping study level work is being undertaken to determine possible mine planning parameters and economics to be used in pre-feasibility studies.

Planned Work Program Fiscal 2007, Ending December 31, 2007

The Company s program for Fiscal 2007 includes completing the deposit model, updating the resource calculation and undertaking a block model and scoping study at a budgeted cost of $50,000, following which further budgeting may be required.

The Skoonka Creek Prospect Canada

MAP 3 SKOONKA CREEK

The Skoonka Creek (formerly Sam) Prospect is without known reserves and all current work by the Company on the prospect is exploratory in nature.

Option to Acquire Interest

The initial staking of 43 claim-units (1,075 hectares) was undertaken in late 2003. During 2004, further staking expanded the prospect to 140 claim-units (3,500 hectares). During 2005, a closely adjacent SAMS (Sam South) block comprising 300 BCGS grid cells (~6,190 hectares) were acquired via the new BC Minerals Titles Online system and all of the former legacy (SAM 1-16) claims were converted to new BCGS electronic grid cell tenures resulting in a total land area of 10,190 hectares. All of the claims are 100% owned by the Company.

In Fiscal 2005, the Company executed an option agreement with Strongbow Exploration Inc. (Strongbow), whereby Strongbow could earn an initial 51% interest in the prospect by issuing to the Company 600,000 shares and completing exploration expenditures of $2,000,000 prior to December 31, 2008. Strongbow could have increased its interest to 60% by spending an additional $2,000,000 and issuing a further 400,000 to the Company over the ensuing two years. During Fiscal 2006, Strongbow completed earn-in requirements. The Secondary Option to earn an additional 9% was terminated. A formal joint venture agreement will be negotiated.

Expenditures to Date

During Fiscal 2006, the Company incurred $226,793 in exploration costs, primarily on drilling ($201,367). The value of securities received pursuant to the option agreement with Strongbow was $237,000. As at December 31, 2006, the Company had deferred costs of $22,798 on this prospect.

Location and Access

The prospect is readily accessible by road, 25 kilometres northeast from Lytton, British Columbia, on the Trans-Canada Highway.

History and Recent Work

Pre-acquisition work during 2003 consisted of prospecting and recon geochemical sampling based on follow-up of a government (BC-RGS) regional gold stream sediment anomaly. This program generated 22 rock, 41 silt, and 14 soil

samples. The 2004 assessment work program included minor access road improvements, further prospecting and recon sampling (25 rocks, 8 silts), approximately 21 line-km of roadcut soil sampling (417 soils), and limited hand trenching at three sites (16 rock chip samples). All of the samples collected to date have been tested for 36 elements, by Acme Analytical Laboratories in Vancouver, BC.

The rock sampling identified variable grade gold and lesser silver mineralization in a number of widely scattered quartz float occurrences, and in two major insitu vein showings named Discovery and JJ.

The soil and stream sediment sampling outlined two broad areas of gold-arsenic-antimony ± mercury enrichment which include and encompass the Discovery and JJ mineral zones.

During 2005 Strongbow expended $668,000 on exploration at Skoonka Creek which consisted of regional and detailed soil geochemical surveys, geological mapping, prospecting and recon rock/silt sampling, ground geophysical surveys, further hand trenching and initial core drilling on the JJ mineral structure and additional nearby geochemical/geophysical targets (Eleven NQ core holes totalling 1258.4 metres of drilling). The 2005 program generated 29 silt, 224 recon rock grab, 29 trench rock channel, 3588 grid soil, and 824 drill core samples. All of the samples were tested for 28 elements by geochemical (ICP or AA) analysis at Global Discovery Laboratories in Vancouver, B.C. Samples that returned gold analyses of greater than 0.2 g/t (and greater than or equal to 0.1 g/t later in the season) were subsequently fire assayed for gold, and those with moderate or high gold grades were additionally subjected to metallic screen assays.

At the JJ Showing area, the 2005 hand trenching has exposed the quartz vein system over a 60-metre strike length. Detailed soil sampling has identified a broad gold and arsenic anomaly, coincident with mineralization. Detailed

ground geophysical surveys revealed a linear magnetic low, corresponding to the alteration system surrounding the quartz veins. The drill program completed in October 2005 successfully extended the vein system at depth and along strike.

In the Discovery Showing area, the 2005 detailed grid soil sampling results define a 450-metre long northeast-southwest trending gold anomaly with numerous coincident anomalous rock samples.

The 2005 regional soil grid encompassing 16 square kilometres outlined several additional gold anomalies underlain by prospective andesite host rock. The largest of these, called the Backburn Anomaly, is spatially related to the Discovery area and measures 1500 metres long by 800 metres wide.

During 2006, Strongbow conducted regional and detailed soil geochemical surveys, geological mapping, prospecting, ground geophysical surveys and diamond drilling on the prospect. The program generated 1,500 rock and 4,500 soil geochemical samples. Work was carried out on a number of showings discussed below.

The JJ prospect has a strike length of 700 metres and drill tested epithermal gold mineralization to a depth of at least 250 metres. A ground geophysical survey was carried out.

The Discovery-Backburn Trend is a 3,000 metre long corridor containing a number of mineral showings (Discovery, Backburn, Deadwood, Ember and Zebra). It is located 3,000 metres northeast of the JJ prospect and contains a gold in soil anomaly, characterized by clay and silica altered andesitic fragmental rocks.

The Backburn showing is an area 1,100 metres by 300 metres containing anomalous gold values in soil. A ground geophysical survey was carried out on the Backburn showing. Rock chip and soil samples were collected in this area.

The Ember showing is a 97 metre long quartz vein and breccia system, located at the southern end of the Discovery-Backburn trend. A ground geophysical survey was carried out on the Ember showing. Rock chip and soil samples were collected in this area.

The Deadwood showing is a 200 metre long zone in which closely spaced quartz veins are found within andesitic volcanic rocks. Strongbow collected 105 rock grab and chip samples from this zone. A detailed ground magnetic survey was also completed. The Deadwood showing is located at the western end of the Discovery-Backburn Trend.

The Zebra showing is an 1,100 metre by 700 metre area in which elevated gold values have been detected in soil and bedrock samples.

Geology and Mineralization

The prospect area is underlain by a northwest-southeast trending shallowly dipping sequence of intermediate and mafic volcanic rocks of the Cretaceous Spences Bridge Group. Sill-like bodies of feldspar porphyry are also present, and felsic dyke (?) rubble has been noted in a few localities. The ages and relationships of these rocks to the main volcanic assemblage are presently unknown.

Major structural features in the local area are north-south oriented high angle normal faults. Two, east to ENE-trending, vague lineaments in the central property area are discernible from aerial photographs, topographic maps and limited field observations. These easterly striking features are roughly parallel with the main soil geochemical anomaly trends and mineral showings identified to date.

Quartz hosted gold and lesser silver mineralization have been identified in widely scattered float occurrences, and in **t**wo major vein showings. All of these occurrences exhibit compositions and classic textures typical of low sulphidation epithermal veins and breccias. The styles of mineralization include massive multiphase vein, multistage breccia, stockwork veinlet, and pyritic silica-carbonate replacement of hostrock. Disseminated pyrite and specular hematite also occur in both quartz matrix and hostrock clasts at the Discovery Showing. Fluid inclusion studies of two vein rubble samples from the discovery area have reported formation temperatures in the range of <200^{o}C to 210^{o}C, indicating minimal erosion of the epithermal system at this site.

The (2003) Discovery Showing represents a large but low grade vein breccia zone having an estimated 4.2m true width over which the 2004 channel sampling returned gold analyses ranging from 0.34 g/t to 0.48 g/t, with negligible silver. This zone trends ENE and is subvertical.

The 2005 detailed soil sample grid in the Discovery Showing area defined a 450-metre long NE-SW trending gold anomaly with numerous coincident anomalous rock samples. This anomaly is spatially associated with a silicified and chloritized alteration zone within andesite flows, as well as a feldspar and hornblende-phyric porphyry dyke. The 2005 regional soil grid identified additional gold anomalies underlain by prospective andesite flows, substantially farther out from but also spatially related to the Discovery area. The largest of these gold-in-soil anomalies, named the Backburn Anomaly, covers an area of 1500m by 800m and is coincident with abundant float and subcrop occurrences of brecciated volcanic rocks that are variably oxidized with a quartz-carbonate-chlorite matrix.

The high grade JJ Showing discovered in 2004 is situated about three kilometers to the southwest of the Discovery Vein, on a subparallel ENE structural trend. It consists of a moderately to steeply dipping zone containing two closely spaced veins (Jan & Jodi Veins) and intensely clay altered andesite wallrock having an estimated combined 2m true width. The quartz veins are massive to colloform banded. Channel sampling of the JJ exposure in 2004 yielded gold assays of 12.79 to 53.38 g/t from vein material and 4.49 to 9.15 g/t from the selvages. Corresponding sample silver assays range from 13 to 36 g/t (in vein) and 4 to 7 g/t (in the selvages).

Further hand trenching and channel sampling (by Strongbow) during 2005 intermittently exposed the JJ vein system over a 60-metre strike length and returned gold grades as follows: of 29 channel samples collected, 28 reported greater than 0.1 g/t including 20 samples greater than 1.0 g/t and 10 samples in excess of 12.0 g/t. The 2005 drill program successfully traced the JJ mineralization over a strike length of 350 metres, to vertical depths of 17.5 to 62 metres below surface, and indicated highly variable gold grades as listed in the Table under Drilling Results. In general, the JJ gold mineralization occurs as two types: (1) high-grade associated with dark grey to black (sulphide/sulphosalt?) layers in banded quartz veins, and (2) low-grade disseminated in argillic-chloritic-pyritic altered volcanic wall rocks.

Infrastructure

There is no infrastructure in place on the prospect.

Drilling Results

During October 2005, Strongbow completed an 11-hole diamond drill program generating 1258.4 meters of NQ2 core (core size 50.5mm diameter) from the JJ Showing area. The main target for drilling was the coincident geochemical-geophysical anomaly that is interpreted to represent the host structure for high grade gold-quartz veins exposed intermittently by hand trenching along a 60-meter strike length. Seven holes (841m) tested this interpreted target over a strike length of approximately 350 meters. Each of these seven holes intersected alteration and quartz veining typical of low sulphidation epithermal systems. Anomalous assay results from the seven holes which targeted

the JJ Showing are summarized in the Table below:

DDH	From	To	Interval[1]	Assay[2]	Assay
	(m)	(m)	(m)	(g/t Au)	(g/t Ag)
SC-003	38.60	57.59	18.99	1.38	1.61
Including	48.70	49.70	1.00	16.6	8.60
SC-004	39.58	46.80	7.22	1.10	2.70
Including	39.58	41.65	2.07	2.87	2.56
SC-005	34.44	36.82	2.38	4.22	4.29
	43.15	44.75	1.60	12.4	6.00
	78.20	79.36	1.16	4.52	5.00
SC-006	61.40	65.50	4.1	7.48	4.15
Including	64.25	65.5	1.25	16.2	5.76
	77.90	78.90	1.00	1.23	1.20
SC-007	17.85	19.05	1.20	1.27	1.92
	20.74	24.05	3.31	26.8	28.85
Including	20.74	22.31	1.57	54.5	56.75
	25.15	28.30	3.15	0.92	1.17
SC-008	16.90	17.70	0.80	2.87	3.75
	28.90	41.70	12.80	20.2	14.22
Including	28.90	29.67	0.77	28.6	10.78
And	32.89	35.80	2.91	51.1	46.49
Including	33.65	34.95	1.30	110.4	100.46
And	40.95	41.70	0.75	117.1	49.20
SC-009	25.70	28.90	3.20	2.04	2.41

[1]Current geological interpretations of the mineralized system are preliminary and therefore true widths of mineralization are uncertain. However the true widths of the reported intervals are estimated to be 90-100% and 50-70% of the reported intervals for holes drilled at -45 degrees and -80 degrees, respectively.

[2]All reported assays are uncut.

Hole SC-003 was set up as a 50m step-out to test the western extent of the JJ showing. The hole was oriented at an azimuth of 340° with a -45°dip.

Hole SC-004 was drilled from the same site, and at the same azimuth as SC-003, but at a -80° dip.

Hole SC-005 was drilled at az.326°/dip -45°, as a 50m step-out to the east from the JJ Showing.

Hole SC-006 was drilled under SC-005, at az. 326/dip -80°.

Hole SC-007 was set up 32.5m south of the JJ veins main surface exposure, and drilled at az.335°/dip -45°.

Hole SC-008 was drilled behind SC-007, at az. 340°/dip -80°.

Hole SC-009 is a 300m step-out to the west from the JJ Showing, and was drilled at az. 340°/dip -45°.

The remaining four holes of the program tested additional targets in the vicinity of the JJ Showing:

Hole SC-001 tested the Red Earth Zone, a geochemical target comprising a four-sample soil anomaly located north of the JJ Showing. It was oriented at az. 340°/dip -45°, and encountered fault gouge and breccia with minor gold mineralization from 12.62 to 14.00 m (0.22 to 0.56 g/t Au) and from 15.70 to 18.80 m (0.14 to 0.90 g/t Au).

Hole SC-002 was collared at the same site as SC-001, and was drilled at az. 340°/dip -80°. A zone of minor gold mineralization was intersected between 20.30 and 34.40 m, ranging from 0.40 to 1.12 g/t Au with thin unmineralized bands returning <0.10 g/t Au.

Hole SC-010 was drilled north of SC-005 and -006, to test two gold-in-soil anomalies and a weak to moderate VLF geophysical anomaly. This hole was oriented at az. 340°/dip -45°. Weak gold mineralization was encountered from 88.70 to 90.30 m.

Hole SC-011 tested two other gold-in-soil anomalies and the same VLF geophysical anomaly plus a linear magnetic low feature. The hole was drilled at az. 340°/dip -46°. Weak gold mineralization (0.32 g/t Au) was encountered from 77.20 to 78.20 m.

During 2006, Strongbow completed a 4,546 metre diamond drill program, targeting the JJ prospect and the Discovery showing. 4,056 metres in 18 holes were completed on the JJ prospect, testing its depth to 250 metres and strike length to 700 metres. 490 metres in three holes were drilled on the Discovery showing, located 3,500 metres north of the JJ prospect. Each hole intersected alteration and quartz breccia zones displaying epithermal vein textures typical of low sulphidation epithermal systems.

Recent Drilling Results

Strongbow reported the results from the autumn drill program in a news release dated January 15, 2007. The six-hole, 2,000-metre program tested the JJ vein system to depth. A 20-centimetre-to-25-centimetre well-developed quartz vein was encountered in the final two drill holes of this program. Drill holes SC-031 and SC-032, collared at the same setup and azimuth, returned assays of 16.3 g/t gold (Au) over 0.23 m and 17.0 g/t Au over 0.5 m, respectively at depths of 120 m and 130 m downdip from surface. The vein was encountered 175 m along strike to the west of highlight drill hole SC-008 that had previously returned 20.2 g/t Au over 12.8 m. This drilling program confirmed that the vein remains open downdip and along strike and indicates that well-developed epithermal veins are located at depth within the JJ area.

Planned Work Program Fiscal 2007, Ending December 31, 2007

The Company has no planned 2007 exploration program with all work being conducted by Strongbow which is the operator of the project. Strongbow has advised that it plans to carry out further ground geophysics and drilling at the JJ prospect and Zebra showing in 2007 and a work plan and budget is currently being developed.

PRINCIPAL PROPERTY INTERESTS IN MEXICO

MAP 4 - MEXICO

The Caballo Blanco Prospect - Mexico

MAP 5 - CABALLO BLANCO

The Caballo Blanco Prospect is without known reserves and all current work by the Company on the prospect is exploratory in nature.

Option to Acquire Interest

In 1996, the Company signed an option to purchase agreement with two private Mexican individuals for the approximately 40,000 acre property. Under the terms of the agreement, to earn a 60% in the property, the Company had to issue a total of 200,000 shares and pay U.S.$500,000 plus value added tax over four and a half years. To earn the remaining 40% interest, the Company had to pay an additional U.S.$500,000 plus value added tax within a year of earning its 60% interest, plus a 2.5% NSR from any production. The Company could have reduced this NSR to 1.5% for a fixed payment of U.S.$2,000,000 plus value added tax payable equally over 10 years.

The agreement was amended in January 2003. To earn a 100% interest, the Company must issue a total of 200,000 shares of its stock and pay U.S.$668,500 plus value added tax by March 6, 2007 (amended) which issue and payment have been made. The underlying owner would also receive a NSR of 2.5% to 1% (sliding scale NSR) based on the rate of production. The Company can purchase 50% of this NSR for a fixed payment of U.S.$750,000 plus value added tax.

In Fiscal 2003, the Company entered into an agreement with Comaplex Minerals Corp. (Comaplex). To earn a

60% interest, Comaplex must keep the property in good standing and incur exploration expenditures totalling U.S.$2,000,000 by January 16, 2007. During Fiscal 2006, Comaplex completed the earn-in requirements. In February 2007, the Company acquired Comaplex s 60% option interest for U.S.$1,250,000 and made the final payment of U.S.$210,000 plus value added tax to the underlying owner. The Company now holds a 100% interest in the property subject to the sliding scale NSR.

Expenditures to Date

During Fiscal 2006, the Company incurred $80,040 in acquisition and $21,285 in exploration costs, primarily on the payment of Mexican mining taxes ($10,501) and professional/technical services ($9,013). The Company recovered $91,762 of acquisition and exploration costs from Comaplex. As at December 31, 2006, the Company had deferred costs of $552,518 on this prospect.

Location and Access

The Caballo Blanco project, consisting of mineral concessions, currently comprising about 8,200 hectares, is located in the state of Veracruz about 75 kilometres northwest along the Pan American highway in eastern Mexico from the city of Veracruz.

Infrastructure

The prospective areas of the prospect are all located within 10 kilometres of a paved highway and Mexico s only nuclear power plant. Veracruz, located 75 kilometres south of the prospect, is a large and well serviced city.

History and Recent Work

The area was staked in 1993 as a new discovery. The Company carried out limited exploration on the property in 1995 with mixed results, and subsequently provided the owner with funding to continue prospecting under a grubstake agreement. Further mineralization was found and an option agreement was negotiated. Since 1996, the Company s efforts have focussed on three distinct areas of alteration and mineralisation known as the Central Grid Zone, Highway Zone and Northern Zone respectively. Most of the work to date has been carried out on the Central Grid and Highway zones. Geological mapping, sampling, geochemical surveys, magnetic and induced polarization (IP) geophysical surveys were carried out, mostly in 1997. A 2,390 metre reverse circulation drill program was carried out by the Company in 1998 on the Central Grid Zone. This drilling intersected both porphyry-style copper-gold mineralization and high-grade gold-silver mineralization in veins apparently spatially peripheral to the porphyry system. In the Highway Zone, soil geochemistry, geologic mapping, and induced polarisation geophysical surveys identified a large altered area containing evidence of a high sulphidation epithermal system. The Northern Zone is a large area of argillic alteration, within which preliminary prospecting and geochemical surveys have identified areas of elevated gold-copper-arsenic in silcified rock. Highly anomalous values have been found in stream silt samples and boulders in streams, and this area is thought to represent a large unexplored high-sulphidation gold system. In 1999, 2000, and early 2001, the Company carried out limited geological, geochemical, and IP surveys. Late in 2000, the Company purchased exploration data and surrounding claims from Lucero Resources Corp. The Company also purchased a small net smelter return royalty on these claims for $1,000 Canadian dollars from Lucero s successor in

early 2003.

In Fiscal 2001, the Company s subsidiary, Minera Gavilan, S.A. de C.V., signed an agreement with Noranda Exploracion Mexico S.A de C.V. (Noranda), a subsidiary of Noranda Inc., which was terminated in Fiscal 2002. Noranda carried out geological mapping, some regional geochemical surveying and diamond drilling. Starting in March 2002, Noranda completed 1789 metres of drilling in seven holes, four in the Central Grid area, and three into the Highway Zone area, aimed at porphyry copper targets. At the Company s expense, two short holes were drilled to test a gold target in the Central Grid part of the property.

Later in Fiscal 2003, Comaplex optioned the property from the Company. Work during 2003 at the Highway and Northern zones consisted of sampling, geologic mapping and induced polarization (IP) geophysics and was complimented by analysis of alteration mineralogy with a PIMA portable infrared spectrometer.

Comaplex started building roads for drilling in mid 2004 but experienced difficulty with construction on the Northern Zone. In November 2004, Comaplex started a 3000 metre drill program to test the Central Grid, Highway and Northern zones of the prospect, the centres of which are located roughly 7 kilometers apart. Drilling was carried out by Comaplex in both 2005 and 2006.

Geology and Mineralization

The property occurs in a caldera setting in flat lying volcanic rocks of Miocene age, along the northeastern edge of the Trans-Mexican Volcanic Belt. It is a new discovery, first identified by sampling in acid sulphate altered quartz stockwork veining, in a road cut for the main coastal highway which yielded anomalous gold values. The property covers three large hydrothermal alteration zones called the Central Grid, the Highway Zone, and the Northern Zone. The Central Grid area is the most deeply eroded and demonstrates porphyry Cu-Au, and low sulfidation Au-Ag style mineralization. The centres of the Highway and Northern zones are located roughly 7 kilometers apart. Geologic and alteration mapping in these areas has identified extensive zones of acid-sulphate alteration including quartz alunite and residual or vuggy silica alteration zones. These zones of alteration, developed in flat lying volcanic rocks, are interpreted to represent high sulphidation gold-silver epithermal systems. Mineralogical evidence is interpreted to indicate that minimal erosion has taken place and the hydrothermal systems are mainly preserved.

Exploration Results

A geochemical soil survey on a grid that covers roughly 3 kilometers by 3 kilometers in the Central Grid area of the property outlined a number of coincident gold-copper anomalies associated with what appears to be two styles of mineralization within a very large alteration zone. In one area, two creeks contain float rock of porphyry style quartz stockwork veining associated with copper-gold mineralization and K-silicate alteration. A geochemical soil survey outlined a copper anomaly roughly 700 meters by 500 meters, with coincident anomalous gold values. The other style of mineralization, gold-silver-copper-lead quartz stockwork and quartz barite veins, is found in several areas.

Geological mapping found that the anomalous gold values are closely associated with areas of widespread k-silicate alteration and copper staining. The geochemical grid was extended northwards to cover possible extensions to the known highly anomalous values.

An induced polarization and ground magnetic geophysical program over the Central Grid area identified a very broad zone of elevated chargeability enveloping several intense chargeability highs. These chargeability highs are linear in orientation, and are over one km long. Profiles indicate these anomalies extend from surface to significant depths. These linear highs relate spatially to the presence of outcrop and float of quartz-barite-sulfide veining and associated gold soil geochemistry.

A 2,390 meter reverse circulation drill program started in April and was completed in May 1998.

Holes CB-1 and CB-2 were drilled in the porphyry-copper-gold style target.

Hole CB-1 (located at 5100E and 3400N, drilling east at -60^{o}, 167.6m deep) intersected a mineralized feldspar porphyry cut by quartz stockwork veining. Chalcopyrite, pyrite and magnetite occur as coatings on fractures and in disseminated form. Bornite is sparsely disseminated. Anomalous results are: from 3m to 167.6m (164.6m) of 0.15%

Cu and 0.223 grams/tonne Au, including from 3m to 110m (107m) of 0.18% Cu and 0.254 grams/tonne Au.

Hole CB-2 (located at 5295E and 3400N, drilling west at -50^{o}, 193.5m deep) was similar to hole CB-1 but sections of the porphyry are more highly clay altered with quartz stockwork veining containing pyrite chalcopyrite, minor galena and sphalerite. Anomalous results are: from 26m to 193.5m (167.5m) of 0.09% Cu and 0.159 grams/tonne Au, including 96m to 108.2m (12.2m) of 0.13% Cu and 0.322 grams/tonne Au; from 153.9m to 193.5m (39.6m) of 0.15% Cu and 0.394 grams/tonne Au; and the last sample 192m to 193.5m (1.5m) of 0.23% Cu and 0.720 grams/tonne Au.

IP geophysical and soil geochemical anomalies were targeted with the drilling over a roughly 1 by 2.2 kilometer area. The water table was consistently intersected at shallow depths. The water flow encountered in many holes limited the practical depth of drilling with the drilling system employed.

An involved quality control program was employed for the project and included the insertion of blanks, standards and duplicates into the sample stream. Samples were submitted blind to Bondar Clegg/ITS labs of North Vancouver for analysis. Industry standard methods of analysis were employed.

Hole CB-3 was collared into a ground magnetic high at 5545 meters east on line 3295N. The hole, drilling west at

-50°, passed through 10.7 metres of overburden before intersecting andesite which continued to 153.9 metres, the end of the hole. The andesite is highly altered to hydrothermal magnetite, epidote, chlorite and pyrite. Magnetite and epidote occur as veins and clots throughout the andesite. This style of alteration is similar to magnetite-epidote skarning developed in volcanics adjacent to porphyry Cu-Au deposits elsewhere. Several gold values over 1.52 meter sample widths were elevated with a high of 0.774 grams/tonne Au. This hole was drilled across the assumed dip of the skarned zone and did not penetrate through to an expected andesite/intrusive contact.

Hole CB-4 (collared at 5600 East on line 3524N; drilling east at -50°) passed through 16.8 metres of overburden before penetrating the same andesite to the end of the hole. The andesite is skarned as in hole CB-3, however at depth in the hole silicification, clay alteration and pyrite associated with quartz-sulfide veining were intersected. Several zones contained anomalous assay results.

Results in Hole CB-4 included 39.62 meters from 96.01m to 135.63 meters that averaged 0.25g/t gold and about 1.0 g/t Ag with 0.15% Cu and 0.10% Pb and 0.18% Zn. This interval included a higher grade section from 96.01 meters to 108.20 meters totaling 12.19 meters averaging 3.8 g/t Au, 23 (g/t) Ag, 0.37% Cu, 0.19% Pb and 0.34% Zn. This section relates to strong veining and included a high of 19.9 g/t Au and 26 g/t Ag over 1.52 meters from 102.1 to 103.63 meters. A further zone of mineralization and veining was intersected from 123.4 to 126.5 meters over 3.10 meters of 1.7 g/t Au, 14 g/t Ag, and 0.11% Cu, 0.21% Pb and 0.35% Zn.

Holes CB-5 and CB-6 were drilled further south on line 2000 N at 5760 E and 5600 E respectively. CB-5 was drilled to the west at -50° and CB-6 was drilled east at -50°. Both holes collared in similarly altered andesite but at shallow depths penetrated a highly silicified, clay altered and pyritized feldspar porphyry. The porphyry is cross-cut by narrow, dark quartz-pyrite-chalcopyrite veinlets.

Intersections in CB-5 included a 13.72 meters zone of veining, from 21.33 meters to 35.05 meters of 1.8 g/t Au, 31 g/t Ag and 0.10% Cu. A second zone was intersected 48.77 meters from 54.86 to 103.63 meters averaging 0.241 g/t Au and 0.06% Cu. Included in this section is a 19.81 meter zone from 83.82 to 103.63 meters averaging 0.446 g/t Au and 0.11% Cu.

CB-6 intersected similar porphyry style mineralization over 67.05 meters from 35.05 meters to 102.1 meters averaging 0.188 g/t Au and 0.05% Cu. This includes a 13.72 meter section from 35.05 to 48.77 meters averaging 0.361 g/t Au and 0.09% Cu.

The results from holes CB-5 and CB-6 indicate that porphyry Au-Cu mineralization exists over 1.4 kilometres to the south of the previously released holes, CB-1 and CB-2. The mineralization is associated with the highly altered

feldspar porphyry, an entirely different intrusive rock from that intersected in CB-1 and CB-2.

The remaining holes returned lower but still anomalous gold and copper values.

Fluid inclusion work on drill cuttings from the reverse circulation drilling program in the main grid, identified three stages of quartz with several types of inclusions. The early and late stages of quartz and the inclusion characteristics are diagnostic of a classic copper-gold-porphyry system. The intermediate banded quartz is common only in the shallow porphyry systems of the Maricunga Au belt.

Geological mapping, line cutting and geochemical soil sampling on the Highway Zone extended the gold in soils anomaly to cover an area 2 kilometres long, and up to 400 metres wide. Geological mapping and prospecting of this area has found extensive vuggy silica in float and some outcrops in an area of widespread deep weathering and overburden.

On the Northern Zone, the Company conducted further geochemical stream silt sampling to find the source of anomalous gold values in drainages that contained float with multigram gold values in vuggy silica and breccia. The stream silt sampling and follow up geological mapping and prospecting isolated an area of extensive large

angular boulders of vuggy silica and subcrop with anomalous gold values.

In order to test the Central Grid and Highway Zone porphyry targets, Noranda drilled 1,789 meters in seven holes. Four were drilled in the Central Grid looking for the extension of the outcropping copper bearing porphyry and three holes were drilled into the previously undrilled Highway Zone. The report summary states Despite pervasive K-spar flooding potassic alteration associated with the porphyry in the Central Grid and the huge argillic alteration zone that occurs at the Highway Zone, significant copper mineralization was not found. Noranda stated the presence of an important gold deposit in the Central Grid area had not been ruled out but possibilities for an open pittable copper porphyry were reduced. On the Highway Zone, very low values of copper were found but drilling did intersect short intervals of elevated gold. Hole CB-02-07, Noranda s last hole, which was drilled in an area of extensive argillic alteration associated with elevated gold in soil geochemistry had several interesting gold intersections. These included stockwork veining from 51.35 to 84 meters depth within which a 6 meter section averaged 1.42 g/t gold. A sample from 192 to 195 meters depth within a zone of argillic alteration averaged 2.5 g/t gold and the final sample of the hole from 212.0 to 212.5 meters depth returned a gold value of 4.98 g/t gold. The hole was lost at this point due to poor drilling conditions.

Two further holes were attempted at the Company s expense at the end of Noranda s program, under the supervision of an independent consultant. These were located near reverse circulation Hole CB98-04, from Almaden s 1998 program, which intersected 12.2 meters of 3.8 grams of gold per tonne. Hole CB-02-08 was drilled east at -50°, parallel to and about thirty metres south of hole 98-4. It intersected fault gouge in the area where the vein was expected. Hole CB-02-09 was located ninety meters north of CB 98-04 and also aimed east at -50°. This hole intersected a mineralized vein zone from 57.3 to 60.0 meters, and from 69.0 meters to 73.0 meters the recovered material contained fragments of quartz vein material that is mineralized with chalcopyrite, galena, and pyrite. The hole was abandoned in bad ground at 73.0 meters, which is a few metres before the expected location of the zone found in hole CB 98-04.

Comaplex s 2003 program on the Highway zone outlined several prominent areas of alteration and mineralisation. A significant resistivity and chargeability anomaly has resulted from this work over a roughly 5 by 3 kilometer area of acid sulphate alteration characterised by hypogene alunite and vuggy silica.

At the Northern zone, sampling, geologic mapping and PIMA portable infrared spectrometer analyses have defined a roughly 6 by 5 kilometer area of acid sulphate alteration and vuggy silica, including many breccia bodies. Past sampling in these areas by Almaden has returned anomalous gold values, the highest being 11 g/t. The alteration in the Northern zone is very similar to that in the Highway zone, however up until this program very little work had been carried out in this area. Initial sampling by Comaplex returned anomalous gold values from outcrop, the highest being 1 g/t. Outcrop in this area includes breccia bodies containing clasts of vuggy silica. An IP section over the zone outlined a large high resistivity feature.

A drill program that was to have commenced earlier in 2004 was delayed due to additional permitting requirements, shortage of drilling equipment, difficulties in road building and the summer rainy season. Drilling on a portion of the southern Highway zone commenced in November 2004 and shut down for the Christmas season. This work consisted of four holes, three in the Highway Zone (CB-04-02, 03 and 04) and one in the Central Grid area (CB-04-01). To date

the drilling on the Highway zone has not tested the principle targets of interest as the holes were drilled to the south of the main vuggy silica bodies, generally found to be the most prospective for gold in high sulphidation systems, in an area of clay dominated alteration. These three holes intersected anomalous gold values in clay altered and silicified volcanics including an interval of 0.22 g/t gold over 16 meters in hole CB-04-03.

Hole CB-04-01 was drilled in the Central Grid area of the property near where two reverse circulation drill holes drilled by Almaden in 1998 intersected porphyry copper-gold mineralization. Hole CB-04-01 was located roughly equidistant from these two holes and intersected a K-silicate and quartz-sulphide veined monzonite body from surface to the end of the hole at 298 meters. The entire length of this hole averaged 0.38 g/t gold and 0.16% copper including two higher grade intervals; 56 meters of 0.84 g/t gold and 0.34% copper from 70 to 128 meters depth and 24 meters from 172 to 194 meters averaging 0.89 g/t gold and 0.28% copper (includes a 10 meter interval averaging 1.7 g/t gold and 0.49% copper). The alteration associated with these intervals (K-silicate alteration including quartz-K-feldspar and chalcopyrite veining and hydrothermal biotite overprinted by

quartz-pyrite-chlorite-sericite alteration and veining) is typical of a porphyry copper setting.

Diamond drilling by Comaplex continued in late May 2005. A total of 3 holes totaling 523 meters were drilled from the same setup on the top of Cerro la Cruz in the Northern Zone. A total of 1,500 meters was planned for the program, but further drilling was not possible at the time due to the intensity of the rainy season. In addition Comaplex has reported the drilling was extraordinarily slow and logistically difficult due to the extremely hard and broken nature of the rock. The Northern zone is an area where sampling, geologic mapping and PIMA analyses have defined a large, roughly 6 by 5 kilometer zone of alteration, which includes several areas of massive silicification and vuggy silica, one of which is the Cerro la Cruz area. These areas of massive silicification and vuggy silica are recognized worldwide to be the prospective parts of high-sulphidation gold systems. The Cerro la Cruz area of massive silicification and vuggy silica was the target of drilling in the Northern zone because past sampling on surface has identified significant gold grades in this area.

Due to drilling difficulties outlined above, two of the three holes had to be terminated before they reached their intended depths. All three holes encountered more massive silicification that seems to grade with depth into more brecciated and vuggy silica bodies. Hole CB05-1 was vertical and reached a depth of 136.5 meters. This hole encountered largely massive silica to 76 meters at which point more vuggy material was intersected. Hole CB05-2 was drilled to the east (110 Azimuth) and at a dip of -65. This hole also encountered massive and vuggy silica bodies but was lost at the shallow depth of 72 meters. This hole encountered increasing gold values to the end of the hole in both massive and vuggy silica. Hole CB05-03 was drilled at an azimuth of 342 and a dip of -50 and was the only hole completed to its intended depth which was 314 meters. A section of massive and vuggy silica was intersected from the collar to 200 meters where clay altered volcanic rock was encountered to the end of the hole. This entire section (from the top of the hole to 214 meters) averaged 0.7 g/t gold. Within this section a zone of strongly brecciated and vuggy silica was encountered, a 108 meter section of which (from 66 meters to 174 meters depth) averaged 1.14 g/t. This includes a 40 meter section from 74 to 114 meters depth which averaged 2.35 g/t gold.

More massive silica zones with lower gold values appear to cap vuggy and brecciated zones which carry the most significant gold values as evidenced by hole CB05-3. The intersection in this hole indicates the potential for both grade and size in an entirely untested high-sulphidation gold system. It should be emphasized that the Cerro la Cruz area represents one of several massive and vuggy silica zones within the Northern Zone. In addition the Highway zone, located seven kilometers south of the Northern zone, is also an area of high-sulphidation alteration containing zones of massive and vuggy silicification. In both the Highway and Northern zones areas of massive silicification are dominant which, in light of the results of the current drill program, may cap further zones of brecciated and vuggy silica like that encountered at Cerro la Cruz.

During 2006, Comaplex completed 743.8 meters of drilling in three holes (CB06-01, CB06-02 and CB06-03). All three holes were collared in the vicinity of the 2005 drilling, on the top of Cerro la Cruz of the Northern Zone. Two of the holes (CB06-01 and CB06-02) were drilled to test higher grade surface gold mineralization on the south-west and south-east ridges of the summit. Drillhole CB06-03 was collared approximately 100 meters north on the summit ridge of the Cerro La Cruz target and angled towards the highly anomalous gold mineralization in last year s hole CB05-03 (2.6 g/t gold over 32 meters). Hole CB06-01 intersected 92.65 meters averaging 1.0 grams per tonne from 116 meters depth to the end of the hole (206.65 meters) at which depth the hole was lost due to poor drilling conditions. This intersection included 28.65 meters from 178 meters depth to the end of the hole which averaged 1.8 grams per tonne

gold, 18 meters from 178 to 196 meters that averaged 2.3 grams per tonne gold and 8 meters from 186.0 to 192.0 meters averaging 3.7 grams per tonne gold. Hole CB06-01 averaged 0.7 grams per tonne gold over its entire 206.65 meter length. Hole CB06-02 was completed to a depth of 301.14 meters and intersected highly anomalous, but sub 1 gram per tonne gold values which included a 222 meter interval from surface to 222 meters that averaged 0.25 grams per tonne gold. Intervals reported are drill intercepts, rather than calculated true widths.

Hole Number	From (m)	To (m)	Interval (m)	Gold (g/t)
CB06-01	0	206.65	206.65	0.7
Including	116.00	206.65	92.65	1.0
Including	178.00	206.65	28.65	1.8
Including	178.00	196.00	18.00	2.3
Including	186.00	192.00	8.00	3.7
CB06-02	0	222.00	222.00	0.2
CB06-03	0	230.00	230.00	0.8
Including	0	144.00	144.00	1.0
Including	0	76.00	76.00	1.7
Including	12.00	66.00	54.00	2.0
Including	36.00	62.00	26.00	2.5

Planned Work Program Fiscal 2007, Ending December 31, 2007

The Company s program for Fiscal 2007 includes an induced polarization geophysical survey and a geochemical soil sampling program currently underway on the Northern Zone at a budgeted cost of U.S.$200,000.

The Tuligtic Prospect Mexico

MAP 6 TULIGTIC

The Tuligtic (formerly Santa Maria) prospect is without known reserves and all current work by the Company on the prospect is exploratory in nature.

Option to Acquire Interest

The prospect is owned through the Company s subsidiary, Compania Minera Zapata, S.A. de C.V. The Cerro Grande claim was acquired directly by staking. At the time of acquisition, the project was located within the area of influence of the BHP Billiton World Exploration Inc. (BHP) Joint Venture and under terms of the Joint Venture it was offered to BHP. In 2005 BHP quit claimed the prospect to the Company, relinquishing any present or future interest in the Cerro Grande claim.

During Fiscal 2006, the Company entered into an agreement with Pinnacle Mines Ltd. (Pinnacle). To earn a 60% interest, Pinnacle must incur exploration expenditures totalling U.S.$6,000,000 and issue 1,000,000 shares to the Company within six years.

Expenditures to Date

During Fiscal 2006, the Company incurred $133,102 in exploration costs on this prospect, primarily on geochemistry ($40,073) and professional/technical services ($34,549). The value of securities received pursuant to the option agreement with Pinnacle was $94,000. As at December 31, 2006, the Company had deferred costs of $121,022, net of write-downs, on this prospect.

Location and Access

The Tuligtic project is located twenty-one kilometres north of Puebla, Puebla State, Mexico and may be accessed by paved highway from Puebla. Several other paved and unpaved roads provide access to various parts of the prospect from this highway. The centre of the prospect is approximately latitude 19 degrees 42 minutes North and longitude 97 degrees 52 minutes west.

Infrastructure

All major services are found in Puebla, a major city located roughly one hundred kilometres to the south west of the prospect. Labour is available in local towns and villages. There is good road access throughout most of the area and major power lines also cross the prospect. A local power line network supplies electricity to villages within the area.

History and Recent Work

Several limited, superficial historic workings exist on the prospect, however their age is unknown. To the Company s knowledge, no recent work has been carried out on the prospect other than that done by the Company.

In January 2003, a program of geologic mapping, rock, stream silt sampling and induced polarization geophysics was carried out. This program focused on the exposed porphyry intrusive and related skarn bodies but also covered areas of epithermal alteration. Anomalous results were received from rock samples taken from both the porphyry style and epithermal alteration and mineralisation. These results warrant further work. One line of induced polarization geophysics was carried out on the prospect. This work identified a greater than two kilometer wide zone of elevated chargeability response which is coincident with the exposed altered and mineralised intrusive system.

In January and February 2005, a program of further induced polarization geophysics and soil sampling was conducted, further defining the porphyry copper target as an area of high chargeability and elevated copper and molybdenum in soil.

To date 198 chip and grab rock samples have been taken from surface exposures over the entire prospect, including both the porphyry copper-gold and epithermal gold-silver target areas.

Geology and Mineralization

The project covers an area of intensely altered rocks roughly 5 by 5 kilometres in size. Within this area a field program carried out by the Company identified both a porphyry copper and an epithermal gold target. The copper porphyry target occurs within K-silicate altered intrusive rocks that intrude deformed limestone which is overlain by intensely altered volcanic rocks. Calc-silicate altered limestone occurs in proximity to the intrusive contacts and is associated with skarn-type copper mineralization. Multiple phases make up the intrusive body which has been altered and veined. Stockwork quartz pyrite veining dominates the alteration and is associated with minor copper mineralization. This alteration is observed to overprint earlier potassic alteration.

An induced polarisation geophysical survey was carried out on one line over the exposed stockwork veined intrusive. A further IP geophysical survey was carried out on eight lines, three kilometres in length, spaced 200 meters apart, and centred over the gullies which have cut through the unmineralised ash deposits and exposed the stockwork veined and copper-gold mineralised intrusive rocks. This survey indicated that the exposed mineralization represents a portion of a much larger intrusive hosted system characterised by an elevated chargeability response anomaly which is open in three directions and increasing in tenor with depth. Soil sampling has returned highly anomalous copper, molybdenum, silver and gold in soil samples over areas where the altered and mineralised intrusive rocks are exposed, and elevated chargeability responses have been recorded at surface. The volcanic rocks, which are exposed roughly one kilometer to the south of the outcropping intrusive are also extensively altered. The alteration is considered indicative of the upper parts of an epithermal system and includes replacement silicification and sinter, the precipitate or sediment that was deposited from a hot spring.

Quartz-calcite veins with textural evidence of boiling have been identified outcropping in limestone roughly 100 meters beneath the exposed sinter. Initial sampling of these veins and from float boulders of breccia containing quartz vein fragments have returned anomalous values in gold and silver. The sinter and overlying altered volcanic rocks are anomalous in Hg, As and Sb.

Planned Work Program Fiscal 2007, Ending December 31, 2007

The Company has no planned exploration program for Fiscal 2007 with all work being conducted by Pinnacle which is earning its interest in the prospect.

The Viky Prospect Mexico

MAP 7 - VIKY

The Viky Prospect is without known reserves and all current work by the Company on the prospect is exploratory in nature.

The Viky Prospect - Mexico

The Viky Prospect is without known reserves and all current work by the Company on the prospect is exploratory in nature.

Option to Acquire Interest

The prospect was discovered in Fiscal 2005 during Almaden s regional exploration program in Central Mexico and is 100% owned by the Company. The property was acquired through staking, although an undivided 100% interest in three small claims located in the vicinity has subsequently been purchased.

In February 2007, the Company entered into an agreement with Apex Silver Mines Limited (Apex). To earn a 60% interest, Apex must incur exploration expenditures totalling U.S.$5,600,000 and make cash payments of U.S.$1,350,000 to the Company over five years.

Expenditures to Date

During Fiscal 2006, the Company incurred $104,045 in acquisition and $137,668 in exploration costs on this prospect, primarily on geophysics ($23,727), geochemistry ($36,827), professional/technical services ($24,771) and claim maintenance costs ($27,785). As at December 31, 2006, the Company had deferred costs of $230,918 on this prospect.

Location and Access

The Viky prospect is located in Coahuila State, Central Mexico.

Infrastructure

There is no infrastructure in place on the prospect.

History and Recent Work

During Fiscal 2006, Almaden completed a large program of soil sampling, induced polarization geophysics, prospecting and rock chip sampling on the prospect. Results from the program identified a broad zone of elevated silver, lead and zinc in soil spatially associated with high induced polarization chargeability values at depth.

Geology and Mineralization

The Viky prospect covers an area of replacement silicification which has developed in folded and deformed thinly bedded limestone. The prospect is considered prospective for silver-rich zones within quartz replacement zones and quartz veining as well as silver-lead-zinc sulphide-rich replacement bodies.

Planned Work Program Fiscal 2007, Ending December 31, 2007

The Company has no planned exploration program for Fiscal 2007 with all work being conducted by Apex which is earning its interest in the prospect.

The El Pulpo Prospect - Mexico

The El Pulpo Prospect is without known reserves and all current work by the Company on the prospect is exploratory in nature.

Option to Acquire Interest

The Company s subsidiary acquired a 100% interest in the Gavilan claims by staking in Fiscal 2001. Two additional claims, which are surrounded by the Gavilan claims, were optioned from private Mexican individuals

in Fiscal 2003.

In Fiscal 2003, the Company entered into an agreement with Ross River Minerals Ltd. (Ross River). To earn an initial 50.1% interest, Ross River had to maintain the property in good standing, incur exploration expenditures totalling U.S.$2,000,000 and issue 425,000 shares to the Company by April 30, 2008. Ross River could increase its interest to 60% by incurring a further U.S.$1,000,000 of exploration expenditures by April 30, 2010**.**

In Fiscal 2004, the Company entered into an agreement with Ross River in which the Company agreed to sell a 100% of its right, title and interest in this prospect. The transaction completed in Fiscal 2005. In consideration for the Company s interest, Ross River issued to the Company 2,200,000 shares of Ross River. Ross River is required to issue an additional 1,000,000 shares when exploration and development expenditures on the property meet or exceed U.S.$10,000,000 and an additional 1,000,000 shares on the delivery of a positive feasibility study recommending production on any part of the property. Almaden will retain a 2% NSR regarding any minerals from it s formerly 100% owned concessions. After a feasibility study is completed on a mineral deposit, one half of this 2% NSR (a 1% NSR) can be purchased by Ross River from Almaden for fair market value as determined by an internationally recognised engineering firm acceptable to both parties.

The Ram Prospect Canada

The Ram Prospect is without known reserves and all current work by the Company on the prospect is exploratory in nature.

Option to Acquire Interest

The Ram claims were acquired from the Company s predecessor (Fairfield) and are 100% owned by the Company.

In May 2000, Fairfield entered into an agreement (later amended) with Ross River Gold Ltd. (now Ross River Minerals Inc. (Ross River)) whereby Ross River can earn a 70% interest in the prospect by incurring $500,000 in exploration expenditures by April 1, 2008 and issuing to the Company a total of 390,000 shares.

Expenditures to Date

During Fiscal 2006, the Company incurred no costs on this prospect. As at December 31, 2006, the Company is carrying this prospect at $1.

Location and Access

The Ram prospect is in the Watson Lake Mining District, 260 kilometers northeast of Whitehorse, and 45 kilometers south of Ross River, Yukon Territory. The claims are accessible by seasonal four-wheel drive road originating from the South Canol Road (Highway 8).

History and Recent Work

The current 69 Ram claims formed part of a much larger block of 758 claims staked in 1984 and 1985 by Regional Resources Ltd. (Fairfield s predecessor), to cover gold-silver and base metal geochemical anomalies and mineral occurrences. Work completed by Regional in 1985 included line cutting, grid geochemical surveys, geological mapping, prospecting and minor hand trenching.

Title to the entire claim group was transferred to Fairfield in 1986. During 1987, Fairfield conducted further grid soil sampling, reconnaissance rock sampling and ground geophysical surveys. In 1988, Fairfield and joint venture partner Equity Silver Mines Ltd. carried out diamond drilling and additional soil geochemistry. Thirty-one BQ core holes totaling 3723 metres were drilled to test five separate targets on the property. Fifteen of these holes tested the Vole, Trout and Mouse Showings located on the presently existing (69) claims.

From 1991 to 1999, the property was under option to Pacific Comox Resources Ltd. which conducted airborne and ground geophysical surveys, and a reverse circulation drill program that included six short holes on the present (69) claims. The claim holdings were reduced to this number by December 1993.

In May 2000 the Ram claims were optioned by Ross River which in turn optioned them, together with its larger

adjoining Tay-LP land package, to Newmont Exploration of Canada Limited (Newmont). Fieldwork in the Ram area by Newmont during 2000 included airborne magnetic and electromagnetic (EM) geophysical surveys, geological mapping and prospecting, soil and rock geochemical sampling, and auger overburden drill sampling. Newmont terminated its option on the entire Ram/Tay-LP project in December, 2001.

During 2002, Ross River carried out further prospecting and rock sampling on the Ram claims, as well as diamond drilling of four holes totaling 342.6 metres to test EM and geochemcial anomalies.

Geology and Mineralization

The present claim area is underlain by a sequence of moderately deformed and metamorphosed Lower Paleozoic sediments intruded by probable Cretaceous age granitic rocks. Lithologies comprising the stratigraphic assemblage include phyllite, schist, dolostone, quartzite and slate. Calc-silicate hornfels and chlorite-magnetite skarn occur at or near intrusive contacts.

Auriferous mineralization on the property is dominantly hosed by phyllite and occurs as irregular quartz-sulphide masses, veins and stockworks, breccias, skarn/hornfels, and local replacements of thin calcareous interbeds. Sparse intrusive exposures are variably silicified, clay altered and also locally contain quartz-sulphide veins and sulphide disseminations. A prominent regional domal uplift of the stratified rocks is interpreted to reflect the presence of buried intrusions responsible for the mineralizing events. The style and setting of the various occurrences are consistent with the model of intrusion related gold systems along the Tintina Gold Belt of central Yukon and Alaska, within which the Ram prospect is situated.

The gold is associated with quartz-tourmaline, pyrrhotite, pyrite, bismuthenite, tellurides, chalcopyrite, arsenopyrite and galena. Best mineralization discovered to date occurs at the Vole Showing, where drilling in 1988 intersected a quartz-sulphide stockwork zone assaying 2.2 g/t gold over 5.3 metres. Approximately 1300 metres south of this area, a 5-metre wide quartz-sulphide vein outcrops at the Trout Showing. This showing was also drill tested in 1988; silver assays of up to 101.8 g/t over 1.74 metres were returned, but gold values were low.

Infrastructure

There is no infrastructure in place on the prospect.

Drilling Results

During Fiscal 2002, Ross River completed four diamond drill holes totaling 342.6 metres on the Ram claims, to test EM and geochemical anomalies. No significant gold assays were obtained from core samples.

Planned Work Program Fiscal 2007, Ending December 31, 2007

The Company has no information as to any exploration program for Fiscal 2007 proposed by Ross River or Newmont. The claims have expiry dates from December 31, 2013 to December 31, 2019.

The ATW Prospect Canada

This diamond exploration prospect is without known reserves and all current work by the Company on the prospect is exploratory in nature.

Option to Acquire Interest

In Fiscal 1992, these claims were acquired directly by staking and additional claims were acquired from Michael Magrum by ATW Resources Ltd. (ATW). The Company owned a 40% share interest in ATW along with Williams Creek Explorations Limited-40% share interest and Troymin Resources Ltd.-20% share interest (now Santoy Resources Ltd.). ATW acts as trustee and these companies are the beneficiaries of a declaration of trust for their respective interest in the prospect. In 1993 the property was optioned to Kennecott Canada Exploration Inc. (KCEI). KCEI s interest reverted back to ATW in 2001. ATW then completed a joint venture agreement with Aberex Minerals Ltd.-15% property interest and SouthernEra Resources Limited-10% property interest. A 2% gross overriding royalty on diamonds produced from TR 107 (a portion of the ATW property) is payable to KCEI. An option granted to KCEI under an agreement made as of November 30, 2001, by the Company, together with all other shareholders of ATW, to acquire a 40% share interest in ATW lapsed unexercised.

In January 2005, the Company and Williams Creek acquired Santoy s 20% share interest in ATW and now each own a 50% share interest in ATW.

Expenditure to Date

During Fiscal 2006, the Company incurred $80,519 in exploration costs, primarily on a drill program ($65,722). $188,879 of exploration costs were written off to operations during the year ended December 31, 2006. As at December 31, 2006, the Company had deferred costs of $100,000, net of write-downs, on this prospect.

Location and Access

The ATW property is located roughly equidistant between the Diavik and Snap Lake diamond deposits, on MacKay Lake, Lac de Gras area, Northwest Territories. A winter road to the Diavik and Diamet diamond mines passes through the property.

History and Recent Work

Government geological surveys, widely spaced airborne magnetic surveys and regional mineral exploration programs were carried out in the property area before 1992.

In the summer of 1992, ATW conducted a limited summer till sampling program for diamond indicator minerals, and contracted an airborne magnetic - electromagnetic (EM) survey of the western half of the property. After optioning the property, KCEI conducted several phases of prospecting, till sampling using sonic and reverse circulation drills, ground geophysical surveys, a small helicopter borne magnetic survey, and limited diamond drilling in two programs that totalled 671metres. This work identified a kilometres long train of diamond indicator minerals in glacial till that was followed east under MacKay Lake. Their work also found one kimberlite body, TR107, which contains no diamond indicator minerals, and therefore can not be the source of the indicator mineral train being followed.

Subsequent to the return of the property by KCEI, the joint venture group conducted an airborne magnetic EM survey in 2001 over the five by five kilometre projected source area of the diamond mineral indicator train. This was followed up by ground geophysics which confirmed the presence of four anomalies found by the airborne survey.

These four targets were diamond drilled in the spring of 2002, but no kimberlite was found.

In early 2003, a sonic drill program of 77 holes was completed to further trace the indicator mineral train previously found and to narrow down the possible source area.

During December 2003, surface Magnetometer and HLEM surveys were carried out on the northeast end of MacKay Lake to determine the source of an indicator mineral trend defined by the sonic drill program. Surface gravity, bathymetry and further HLEM survey were carried out over the same area to help outline the indicator mineral source during February of 2004. The gravity and bathymetry surveys grid were extended in April 2004. All the geophysical work carried out in 2003 and 2004 was done by Aurora Geosciences of Yellowknife, NT. The data from the geophysical surveys was reviewed and interpreted by Martin St. Pierre in December of 2004 and nine low to moderate priority drill targets were defined.

A bathymetry (water depth) survey was carried out in mid-2005 over the projected source area of the indicator mineral train as defined by the 2003 sonic drill program.

Geology and Mineralization

The property area is within the Slave Structural Province. This terrain was formed in the late Archean with late diastrophism. The oldest known rocks appear to be remobilized granitoids, emplaced in a thick volcano-sedimentary sequence. All of these units were subsequently metamorphosed, deformed and also intruded by other mainly granitoid bodies.

The ATW claims overlay Yellowknife Supergroup rocks of the Slave Craton. These Archean rocks consist of, metasediments (greywacke, pelite, minor quartzite, conglomerate, iron formation, and metavolcanics). Some of these formations give magnetic and electromagnetic responses. Large granitoid bodies intrude these rocks. The

Proterozoic MacKenzie dyke swarm dominates the airborne magnetics as long continuous magnetic high responses that traverse the property.

Exploration and Drilling Results

Exploration work by KCEI between 1993 and 1998 identified a long diamond indicator mineral train or anomaly in glacial till that extended southeasterly up glacial ice direction. Several geophysical targets were also identified from an airborne magnetometer-EM survey. In 1994, four geophysical targets were drilled, and one of these, TR-107 intersected a kimberlite body, that was not diamondiferous and did not contain diamond indicator minerals. In January 1998, KCEI informed the Company that the main exploration target on the property was the source of the prominent indicator mineral till anomaly. This anomaly contains indicator minerals (garnets and chromites) with chemistry from within the diamond inclusion field suggesting the source will be diamondiferous. This indicator mineral anomaly was been traced to the western edge of MacKay Lake. Reverse circulation (RC) drilling was carried out on the lake ice in early 1998 followed the till anomaly easterly back up the original direction of glacial ice movement towards the anticipated source location. Thirty-three holes for a total of 390 metres drilled at about 100 metre on three lines were completed to sample the till on the lake bottom. The easterly line has four holes 100 metres apart that had elevated counts pyrope garnets (>5) in the basal till, one of these had a very high count of olivines (>50) with elevated values in three holes. The work thus extended the indicator mineral train but no source area was delimited. In 1999, a sonic drill used to sample the till in a fence of holes across the ice movement direction and 13 holes for a total of 479 metres in a single line were drilled about five kilometres up ice direction from the last previous line of RC drill holes. These were essentially devoid of indicator minerals, and so it was concluded that the source area had been narrowed down to a five kilometre by five kilometre area, and that a potential source for the diamond indicator minerals should be looked for between these two lines of holes. Analyses were done at KCEI s Thunder Bay laboratory, an ISO Guide 25 facility.

ATW s 1992 airborne survey did not cover this area, so a contract was given in March 2001 to Fugro Airborne Surveys to carry out a survey of the area between these two lines of holes, and also over a small area in a bay of MacKay Lake further down ice on the mineral train where a small magnetic low was outlined on an old (1960s) government magnetic survey of the area. This work outlined two targets with pipe like characteristics and a long dike like structure that is not magnetic indicating it is not caused by a diabase dike. Surface geophysics confirmed the size and strength of the two pipe targets.

In early 2002, results of microprobe analyses performed on indicator minerals from sampling of the glacial dispersion train on the property were received by the Company from Kennecott Canada Inc. Mineral Services Canada Inc. (Mineral Services), a subsidiary of Mineral Services International, reviewed these microprobe results. The following is an excerpt from the summary of the report provided from Mineral Services:

A prominent kimberlitic indicator dispersion has been traced up-ice in till samples over a distance of 20 km, and was found by drill sampling to continue in MacKay Lake sediments for a further 3 km, leading to geophysical target ATW-02. The available kimberlitic indicator mineral analyses from this, the MacKay Lake dispersion, comprises 74 olivines, 18 orthopyroxenes, 127 clinopyroxenes and 198 garnets, but no kimberlitic ilmenite or chromite. The compositional characteristics of this indicator assemblage show it to be derived from kimberlite source(s) that have entrained predominantly diamond-stable mantle peridotite along a cold cratonic geotherm similar to that defined by

garnet peridotite xenoliths in the Diavik kimberlites. Various samples show this indicator assemblage contains from 16 to 20% G10 garnets, with moderate-Cr2O3 G10 garnets well represented. Based on available data, and assuming that these data are representative of the samples from which they are derived, the source kimberlite(s) are predicted to be at least moderately diamond-bearing. A more definitive assessment of their diamond potential cannot currently be made due to the fact that: eclogitic garnet compositions are not reported; the extent to which the available data are representative of the full indicator mineral population present in the tills and sediments or in specific source bodies is not known; and several critical kimberlite-specific mineralization factors have yet to be determined.

Kimberlitic garnet, orthopyroxene and clinopyroxene recovered from a composite core sample of the TR107 kimberlite reveal compositions quite unlike that seen in exploration samples on the rest of the MacKay Lake property. The TR107 kimberlite apparently sampled essentially only graphite-stable mantle peridotite on an elevated geothermal gradient. The kimberlite core sample is assigned zero diamond potential and it manifestly

does not correlate with the intrinsically higher diamond potential of the vast majority of kimberlitic indicator minerals recovered from the property.

In April 2002 a program of drilling geophysical anomalies on the project was completed. No kimberlite was found. Three resistivity low anomalies were tested. Two were explained by graphitic conductors. No explanation was found for the third anomaly.

In early 2003, a till sampling program with seventy-seven holes were drilled to recover samples of basal till samples on several lines of hole between the last two lines of till sampling holes described above. This work narrowed down the anticipated source area to a one kilometre by one kilometre square. Both 2002 and 2003 drill programs were supervised by Almaden personnel.

During December 2003, surface Magnetometer and HLEM surveys were carried out on the northeast end of MacKay Lake to determine the source of an indicator mineral trend defined by the sonic drill program. Surface gravity, bathymetry and HLEM survey were carried out over the same area to help outline the indicator mineral source. The gravity and bathymetry surveys grid were extended in April 2004 for a total of 6.5 line km. All the geophysical work carried out in 2003 and 2004 was done by Aurora Geosciences of Yellowknife NT. The data from the geophysical surveys was reviewed and interpreted by Martin St. Pierre in December of 2004 and nine low to moderate priority targets were defined for drilling.

A bathymetry (water depth) survey was carried out in 2005 over the area defined as the source of the indicator minerals. The bathymetry survey was done by boat in August and September of 2005 at 50m line spacing for a total of 282 line kilometres. The data was then provided to Intrepid Geophysics for the reinterpretation of the gravity surveys with the goal of defining drill targets.

In early 2006, a planned 77 hole sonic drill program was cut short due to adverse weather and the early closure of the winter ice road required for prospect access. Eight holes were completed during the program and no significant results reported.

Planned Work Program Fiscal 2007, Ending December 31, 2007

The Company has no planned exploration program for Fiscal 2007. The Company plans for a detailed sonic drill program to define the source of the indicator mineral train for future diamond drill testing to be carried out in Fiscal 2008.

The Rock River Coal Prospect Canada

The Rock River Coal Prospect is without proven reserves and all current work by the Company on the prospect is exploratory in nature.

Option to Acquire Interest

During Fiscal 2002, the Company acquired a 50% interest in four coal exploration licenses covering 187,698 acres in the Yukon Territory through application to Indian and Northern Affairs Canada. Santoy Resources Ltd. (Santoy), formerly Troymin Resources Ltd. (Troymin), holds the remaining 50% interest. The licenses were originally applied for by the Company s President during Fiscal 2001 and when granted, a 50% interest was declared held for the benefit of the Company and a 50% interest for the benefit of Troymin. The licenses are subject to a gross over riding royalty (GORR) of 3% payable to H. Leo King upon the licenses being issued. The joint venture can also purchase up to 2% of the GORR for $1,000,000 for each per cent.

Expenditures to Date

During Fiscal 2006, the Company advanced $19,190 towards a drill program and paid its portion (50%) of the third year lease deposit of $18,770, all of which was written off to operations. As at December 31, 2006, the Company had deferred costs of $39,339 on this prospect.

Location and Access

The licenses are located in the Watson Lake Mining District in the Yukon Territory, 100 kilometres north east of Watson Lake. Access is by helicopter. A winter road extends to 10 kilometres of the property.

History and Recent Work

Coal was discovered by Sulpetro Minerals Ltd. in the Rock River Basin in July 1980 and five holes were drilled in 1981 for a preliminary evaluation of the coal potential. A gravity survey of the entire basin on widely spaced lines was carried out in 1982. This survey identified nine responses possibly sourced by coal units. These can be divided into six anomalous areas, one of which includes the known coal beds. Near surface coal was intersected in drill holes one and two. A Yukon Government publication, Yukon Exploration and Geology 1983 reports that Sulpetro staff estimated 56,000,000 tonnes of lignite coal lies within 80 metres of the surface in the vicinity of holes 1 and 2. Analyses indicated a thermal content of 6645 BTU at equilibrium moisture and a waste to coal ratio of 2:1. The coal ranks from lignite A to subbituminous C. The Almaden/Troymin joint venture conducted a review of government and Sulpetro data. During the summer of 2003, a geological review and reconnaissance program was carried out on the prospect by Aurora Geosciences Ltd.

Geology and Mineralization

Tertiary strata in the Rock River Basin accumulated in an inter montane valley whose geometry and history was probably controlled by subsidence related to the Rock River fault. Coal deposits in the Rock River Basin are interpreted as products of desposition in forest moor environments associated with stable channel fluvial systems. If the elongate gravity anomalies identified by Sulpetro are coal the ultimate coal potential of the property is very high. To prove up coal resources would require an extensive program of closely spaced holes.

Planned Work Program Fiscal 2007, Ending December 31, 2007

The Company has no planned exploration program for Fiscal 2007. The Company is required to file a statement of work or remit fees based on $0.05 per acre in year one, $0.10 per acre in year two and $0.20 per acre in year three. The licenses expire on July 30, 2007. The Company intends to renew the licenses.

The MOR Prospect Canada

The MOR Prospect is without known reserves and all current work by the Company on the prospect is exploratory in nature.

Option to Acquire Interest

The claims comprising the MOR Prospect were acquired by staking by the Company s predecessor (Fairfield) during August 1997 (MOR 1-4), August 1998 (MOR 5-8) and September 1998 (MOR 9-12). The MOR 13 to 52 claims were added in April 1999 when the prospect was optioned to Brett Resources Inc. (Brett). Brett carried out an exploration program and then returned the prospect to Fairfield in December 1999. The claims were transferred to the Company upon amalgamation. The surface rights are held by the Teslin Tlingit Council/Yukon First Nations, from whom

permission is required for entry to conduct work.

In Fiscal 2003, the Company entered into an agreement with Kobex Resources Ltd. (Kobex) on the claims comprising the MOR, Caribou Creek and Cabin Lake prospects. During Fiscal 2005, Kobex relinquished its option on all prospects.

Expenditures to Date

During Fiscal 2006, the Company incurred $4,131 of costs on this prospect which were written off to operations. As at December 31, 2006, the Company had deferred costs of $31,524 on this prospect.

Location and Access

The MOR prospect is located 9km north of the Alaska Highway in the Morley River area of southern Yukon Territory and consists of 52 contiguous mineral claims in the Watson Lake Mining District. Access is by helicopter from a staging area on the Alaska Highway.

History and Recent Work

The initial MOR claims (1-4) were staked in August of 1997 to cover a small zone of anomalous base and precious metal values in soil and in gossanous schist subcrop (Discovery Showing), located during follow-up of regional stream sediment anomalies identified by Fairfield s predecessor company in 1980. Subsequent work in 1997 focussed on hand pitting and trenching in this area, but also included prospecting and reconnaissance (silt,

soil, rock) sampling elsewhere on and around the four claims.

During 1998 Fairfield added 8 claims (MOR 5-12) and carried out grid soil geochemistry (21 line-km / 432 samples), ground magnetic and VLF-EM geophysical surveys (11 line-km), limited blast trenching in the Discovery Showing area, and minor prospecting with reconnaissance rock sampling.

In April 1999, Brett Resources Inc. optioned the property from Fairfield and staked 40 additional claims (MOR 13-52). Brett subsequently conducted a soil geochemical survey (22 line-km / 442 samples) covering some of the new claims, property-wide preliminary geological mapping at 1:10,000 scale, more detailed (1:1,500) geological mapping in areas of known mineralization, prospecting and rock sampling, plus claim tagging. Brett relinquished its option on December 31, 1999.

Field work in 2000 consisted of additional grid soil geochemistry (43 line-km) and ground magnetic, VLF-EM geophysical surveys (29.5 line-km); detailed grid based soil profile and bedrock sampling by portable power auger, further prospecting with reconnaissance rock sampling, plus handheld GPS-surveying of the claim post, grid line and sample locations. A total of 1223 samples were collected and shipped to Acme Analytical Laboratories Ltd. (Vancouver, B.C.) and ALS Chemex (North Vancouver, B.C.) for multi-element analysis.

A two-week prospecting program was undertaken in July 2001. A total of 197 portable power auger soil samples and 6 rock samples were collected. All samples were shipped to Acme Analytical Labs for multi-element analysis.

During Fiscal 2004, Kobex completed an induced polarization (IP) geophysical survey over the prospect which defined an 800 meter long linear chargeability anomaly that remains open along strike. This anomaly is coincident with mineralization identified in trenches and anomalous soil geochemistry, and was tested by two diamond drill holes completed by Kobex in August 2004.

Geology and Mineralization

The MOR claims are underlain by deformed and metamorphosed volcanic and sedimentary rock assemblages of Devonian-Mississippian age. These assemblages include the Big Salmon Complex which in part has been correlated to Yukon-Tanana stratigraphy that is host to several important volcanogenic massive sulphide deposits in the Finlayson Lake district, 160 kilometres to the northeast.

The main mineralized zone at MOR is closely associated with several subparallel felsic schist/tuff horizons within a dominantly mafic volcanic sequence. Mineralization at the Discovery Showing, exposed by limited hand trenching during 1997-98, consists mainly of coarse grained pyrite and chalcopyrite in quartz-sericite and chlorite schists. Work programs in 1998 and 1999 have traced the mineralized unit(s) intermittently in outcrop over a strike length of 900

metres, and have outlined an encompassing 2000-metre long by 100 to 250- metre wide multi-element soil geochemical anomaly with a partly coincident moderately strong VLF-EM geophysical conductor.

The 2000/2001 auger sampling provided for better overall definition of the main mineralized trend, and revealed blind mineralization at two widely separated locations within this trend. Weathered and decomposed bedrock samples from the new showings, which may represent different felsic horizons than any previously sampled, yielded anomalous base and precious metal values as shown in the following table:

GRID LOCATION	DEPTH & SAMPLE INTERVAL (M)	Cu (%)	Pb (%)	Zn (%)	Ag (g/t)	Au (g/t)
2450E/2500N	0.7 - 1.4	0.12	0.57	0.03	43.1	1.25
	1.4 - 2.0	0.08	0.31	0.04	43.1	0.42
2450E/2510N	0.2 - 0.7	0.10	0.25	0.04	41.8	1.76
	0.7 - 1.4	0.07	0.18	0.04	26.1	0.49
	1.4 - 2.2	0.10	0.27	0.05	43.4	0.78
3000E/2610N	0.4 - 1.3 *	0.02*	0.25 *	0.01*	60.7 *	0.99*

(*Averaged result from 3 samples within this interval. Best individual sample results include 109.2 g/t Ag and 2.14 g/t Au.)

Elsewhere on the property, results from the 2000 program have outlined coincident copper-silver soil anomalies together with several weak VLF-EM conductors within a broad zone situated approximately one kilometre south from the main (Discovery) trend.

Infrastructure

There is no infrastructure in place on the prospect.

Drilling Results

During Fiscal 2004, Kobex completed two diamond drill holes totalling 185.3m to test IP geophysical anomalies on the MOR claims. The holes were drilled roughly 100 meters apart; both intersected alteration and mineralization

commensurate with a VMS system, however there is insufficient geological information to determine the orientations and true widths of the massive sulphide units.

The assay results from the mineralized intercepts are reported below:

Results from Hole MO04001

From (m)	To (m)	Interval (m)	Copper %	Zinc %	Silver g/t	Gold g/t	Lead %
18	22.9	4.9	0.69	1.31	39.70	0.82	0.15
Including:							
19.3	21.7	2.4	0.83	1.43	40.71	0.83	0.14
19.3	19.9	0.6	1.06	1.27	25.28	0.63	0.06
41.9	42.6	0.9	0.69	0.18	11.8	0.50	0.05

Results from Hole MO04002

From (m)	To (m)	Interval (m)	Copper %	Zinc %	Silver g/t	Gold g/t	Lead %
23.30	27.05	3.75	0.17	0.76	12.95	0.17	0.11
Including:							
24.50	24.85	0.35	0.44	2.17	26.20	0.41	0.27
66.12	68.00	1.88	0.97	0.21	19.78	0.35	0.05
Including:							
67.30	68.00	0.70	1.23	0.37	37.65	0.50	0.12

Planned Work Program Fiscal 2007, Ending December 31, 2007

The Company has no planned exploration program for Fiscal 2007. The claims are in good standing until April 29, 2012 through to April 29, 2015.

The Tim Prospect - Yukon Territory

The Tim Prospect is without known reserves and all work done by the Company s predecessor (Fairfield) on the prospect has been exploratory in nature. No work has been conducted on the prospect since 1988.

Option to Acquire Interest

The Company owns a 100% interest in the prospect, acquired during 2002 from Fairfield through amalgamation.

Expenditures to Date

During Fiscal 2006, the Company incurred $2,939 of costs to maintain this prospect which were written off to operations. As at December 31, 2006, the Company is carrying this prospect at $1.

Location and Access

The Tim prospect consists of 10 contiguous claims located 72 kilometres (45 Mi.) West of Watson Lake, Yukon Territory at latitude 60 degrees 03' North and longitude 130 degrees 05' West. A seasonal four-wheel drive road originating at kilometre 1128 (Mile 701) of the Alaska Highway provided access to the claims during previous exploration programs.

History and Recent Work

The original group of 130 TIM claims was staked by Regional Resources Ltd. (Fairfield's predecessor) in 1983, to cover silver-lead-zinc geochemical anomalies and mineralized float occurrences in an area highly prospective for replacement type massive sulphide deposits. Fairfield staked 30 additional claims during 1986, following transfer of title from Regional. Work conducted from 1983 to 1986 consisted of reconnaissance stream sediment sampling, soil geochemistry, prospecting and geological mapping.

In 1988 work included road construction, line cutting, soil sampling, induced polarization (IP) geophysical surveys, and excavator trenching. Eighteen trenches totalling 2712 linear metres were excavated in two mineralized areas named North and South Zones. The 1988 soil geochemical survey involved higher density sampling within the

anomalous areas outlined by prior (1984/86) sampling.

A diamond drill program was recommended following evaluation of the 1988 exploration results, but was never carried out. The property has been reduced to 10 claims covering the main (North Zone) trend of mineralization.

Geology and Mineralization

The TIM claims are underlain by a folded succession of Lower Cambrian and earlier sedimentary rocks comprising intercalated limestone, phyllite, quartzite, siltstone and mudstone. A nearby buried intrusion is inferred from geophysical signatures on published maps and from local thermal alteration effects observed in limestone. The limestone unit is cut by fault breccias, quartz-calcite veins and oxide mineral bodies.

Soil geochemical surveys have outlined two large coincident silver (Ag) - lead (Pb) - zinc (Zn) anomalies measuring approximately 1500 metres long by 300 metres wide. Within these anomalous areas trenching has exposed two zones of Ag-Pb-Zn bearing oxide mineralization. The main or North Zone has been traced over a strike length of 1000 metres.

The mineralization consists of massive iron and manganese oxides, with minor remnant sulphides including galena, sphalerite and pyrite occurring as isolated cobbles or as discrete grains within the oxides and wall rock material. North Zone oxide bodies uncovered by trenching range in width from four to 30 metres and occur mainly in limestone, at or near an inferred major fault contact with overlying phyllite rocks.

Infrastructure

There is no infrastructure on the claims.

Drilling Results

No drilling has been conducted to date.

Planned Work Program - Fiscal 2007, Ending December 31, 2007

The Company has no work program planned for Fiscal 2007.

The Nicoamen River Prospect Canada

The Nicoamen River Prospect is without known reserves and all current work by the Company on the prospect is exploratory in nature.

Option to Acquire Interest

The Nicoamen River claim group comprises about 1,945 hectares (19.5 sq. km) and was acquired by staking during 2004 and 2005 and is 100% owned by the Company.

In Fiscal 2006, the Company entered into an agreement with Tanqueray Resources Ltd. (Tanqueray). To earn a 60% interest, Tanqueray must incur exploration expenditures of $4,000,000 and issue 1,000,000 shares to the Company by December 31, 2012.

Expenditures to Date

During Fiscal 2006, the Company incurred $265 in acquisition and $14,120 in exploration costs on this prospect, primarily on professional and technical services ($9,140). The value of securities received pursuant to the option agreement with Tanqueray was $25,000. As at December 31, 2006, the Company had deferred costs of $38,050 on this prospect.

Location and Access

The prospect is readily accessible by road, approximately 40 kilometres northeast of the village of Boston Bar on the Trans-Canada Highway in southern British Columbia.

History and Recent Work

Pre-acquisition work during July 2003 and August/October 2004 consisted of prospecting and recon geochemical sampling, based on follow-up of earlier government (BC-RGS) and Company-generated regional gold and arsenic stream sediment anomalies. These programs generated 16 rock, 47 silt, and 15 soil samples. In September 2005 a preliminary property evaluation program was conducted, comprising further prospecting and recon rock/silt geochemical sampling, minor hand trenching, grid and roadcut soil geochemical sampling.

The 2005 program generated an additional 20 rock, 7 silt, and 827 soil samples. All of the samples collected to date (2003-2005) have been tested for 36 elements, by Acme Analytical Laboratories Ltd. in Vancouver, B.C.

The rock sample results have identified several gold bearing quartz float occurrences, and insitu gold-quartz vein mineralization along a major NNW - trending fault structure. The initial grid soil sampling has outlined a main multi-element geochemical anomaly measuring 800 metres by 2000 metres in the Discovery area.

Tanquerary reported to the Company that detailed soil geochemistry conducted in 2006 over sections of the previous soil grid identified five large gold in soil anomaly clusters that will require ground truthing, by prospecting, mapping and excavator trenching. Ground geophysics was also completed.

Geology and Mineralization

The dominant rock assemblage underlying the Nicoamen River prospect is the Cretaceous Spius Creek Formation, a basaltic andesite unit. This is the upper part of the Spences Bridge Group which is a broad northwest trending sequence of gently folded volcanics with lesser sediments, dipping shallowly to the northeast. The Spences Bridge Group unconformably overlies older plutonic rocks, mainly granodiorite to diorite of the Permian to Triassic Mount Lytton Complex occupying the southwestern claim area. The Spences Bridge Group is unconformably overlain locally by Eocene Kamloops Group intermediate and felsic volcanics.

The major structural features in the district are steeply dipping normal faults. The Nicoamen River Fault parallels the canyon of Nicoamen River which crosses the claim area from south to north. The Nicoamen West Fault is subparallel to the Nicoamen River Fault and lies along the west boundary of the claims.

Insitu mineralization found to date consists of gold-bearing quartz veins in altered granodiorite at the Discovery Zone, and silica-rich pods or clasts in brecciated quartzofeldspathic rocks at the West Zone (located 2.35 km WNW of the Discovery Zone). The Discovery Zone occurrences have been exposed by a series of small hand trenches in the face of a 130-metre long roadcut in subcrop of variably silicified and/or argillically altered granodiorite. Local ankeritic (?) and iron/manganese oxide alteration is also present. The occurrences are narrow (<1 - 10 cm) banded chalcedony veins associated with local subparallel shears having a close spatial relation to the Nicoamen River Fault. Both steeply dipping and fairly flat-lying veins occur, with apparent poor continuity. The vein textures and trace element geochemistry are typical of low sulphidation style epithermal mineralization.

Roadcut soil samples collected in the vicinity of both the Discovery and West Zone showings are strongly anomalous in gold, arsenic, antimony and molybdenum. The larger (area) grid soil geochemical anomalies show generally good coincidence amongst these same elements, plus flanking or peripherally situated elevated levels of mercury.

Infrastructure

There is no infrastructure in place on the prospect.

Drilling Results

No drilling has been carried out on the prospect.

Planned Work Program Fiscal 2007, Ending December 31, 2007

The Company has no planned exploration program for Fiscal 2007 with all work being conducted by Tanqueray which is earning its interest in the prospect.

The Merit and Brookmere Prospects Canada

The Merit and Brookmere Prospects are without known reserves and all current work by the Company on the prospect is exploratory in nature.

Option to Acquire Interest

The Merit claim group comprises about 1,906.6 hectares (~19 sq. km) and was acquired by staking during 2004 and 2005 and is 100% owned by the Company.

The Brookmere claim group comprises 17,114 hectares and was acquired by staking during 2005 and is 100% owned by the Company.

Expenditures to Date

During Fiscal 2006, the Company incurred $17,648 in exploration costs on the Merit prospect of which $16,574 was recovered from Williams Creek. The value of securities received pursuant to the option agreement was $29,200. As at December 31, 2006, the Company had deferred costs of $62,440 on this prospect.

During Fiscal 2006, the Company incurred $6,157 in acquisition and $41,125 in exploration costs on the Brookmere prospect. The Company recovered $55,127 from Williams Creek, including administration fees. The value of securities received pursuant to the option agreement was $7,300. $14,028 was included in income from mineral property options. As at December 31, 2006, the Company is carrying this prospect at $1.

Location and Access

The prospect is readily accessible by road, 30 kilometres west of Merritt, British Columbia.

History and Recent Work

Pre-acquisition work to September 2004 consisted of prospecting and recon geochemical sampling, based on follow-up of earlier government (BC-RGS) and Company-generated regional gold stream sediment anomalies. This program generated 71 rock, 56 silt, and 16 soil samples. Following initial claim staking, in September-

October 2004, further similar work was carried out which generated an additional 28 rock and 109 soil samples. All of the samples were tested for 36 elements, by Acme Analytical Laboratories in Vancouver, BC.

During 2005 the initial (legacy) claims were converted to electronic (BCGS) grid cell claims, and two additional new cell claims were acquired resulting in a land area expansion from about 1700 hectares to the current 1906.6 hectares on the Merit prospect. The 2005 exploration program comprised further prospecting and recon rock/soil geochemical sampling, a property wide grid soil geochemical survey, limited geological mapping and hand trenching in two mineralized areas Sullivan Ridge and West Zone. This work generated 1,081 soil and 58 rock samples, all of which were tested for 36 elements by Acme Analytical Laboratories in Vancouver, B.C. A few selected trench rock samples were also fire assayed for gold and silver, at the same facility.

The rock sample results have identified numerous gold-silver bearing quartz (± calcite) float occurrences, and insitu quartz-carbonate alteration/mineralization along two major northerly (to NNE) - trending structures. Initial Sullivan Ridge grid soil sampling conducted in 2004 over an area of 800 metres by 200 metres on one segment of the main structure has outlined a multi-element anomaly. The main, property wide, grid soil sampling results from 2005 show other discrete areas of elevated gold±arsenic±antimony±mercury. The largest of these (2005) soil anomalies measures 3500 metres long by 300 to 900 metres wide, and is situated between and subparallel to the Sullivan Ridge and West Zone mineral trends.

During 2006, Williams Creek conducted prospecting and stream sediment sampling on the Brookmere prospect and a geological mapping and soil sampling program on the Merit prospect.

Geology and Mineralization

The Merit prospect is underlain dominantly by the northwest trending belt of intermediate to mafic volcanics and minor sediments of the Cretaceous Spences Bridge Group. This assemblage dips gently to the northeast and is locally overlain by Tertiary (Eocene) mafic to felsic volcanics. Major structural features in the local area are north to northeast trending, steeply dipping normal faults. One such feature, situated adjacent to the eastern claim boundary, is a prominent structural break that extends northward for over 40 kilometres through to and beyond the Highland Valley porphyry copper producing district.

Within the claim area, all of the (float and bedrock) mineral occurrences found to date show characteristics of low sulphidation type epithermal veins and breccias.

The main or El Gordo structure has been traced intermittently along a strike length of 2,700 metres and is highlighted by two segments of exposed alteration and mineralization called Discovery Hill and Sullivan Ridge zones. Both of these zones are characterized by intense iron carbonate-hematitic silica and clay alteration containing elevated to strongly anomalous values of one or more of the epithermal suite trace elements arsenic, antimony, mercury, barium, plus copper and manganese. The more prominent Sullivan Ridge consists of a 10- to 50-metre wide zone that is

readily traceable in outcrop and talus over a length of 750 metres. Locally abundant quartz vein and carbonate-quartz breccia occur within the alteration envelope. Grab and trench channel samples of this material from several sites along the zone have yielded anomalous gold and silver analyses. The better gold grades encountered to date are in the northern portion of the Sullivan Ridge Zone, and they occur in veins/breccia that strike northerly versus the NNE trend of the overall structure.

A second, parallel northerly trending structure has been identified 1.5 kilometres to the west of El Gordo. This structure is characterized by the West Zone quartz vein and rubble train which has been traced over a 350-metre strike length. Initial hand trenching across this zone at three closely spaced intervals has revealed a massive hematitic quartz vein having true widths of 1.5 to 2.5 metres. Eighteen continuous chip and grab samples of the vein and altered wallrock material have returned anomalous gold, silver, copper, arsenic, antimony, barium and mercury analyses.

The nature of the alteration and mineralization found to date at Discovery Hill, Sullivan s Ridge and West zones, including the presence of high mercury and barium values, suggests that these zones may represent the upper part of an epithermal system.

Brookmere has similar geology to the Merit prospect. During Fiscal 2006, a detailed prospecting and stream silt sampling program was carried out on the prospect. A bedrock source for anomalous values detected has not been located. The Company is awaiting a report from Williams Creek on the property.

Planned Work Program Fiscal 2007, Ending December 31, 2007

The Company has no planned exploration for Fiscal 2007 with all work being conducted by Williams Creek which is earning its interest in the prospects.

The Logan Property Canada

The Logan Property contains an inferred mineral resource of 13.08 million tonnes (14.42 million tons) grading 5.10% zinc and 23.7 gm/tonne (0.69oz/ton) silver, as recently re-estimated by HATCH Associates Ltd. of Vancouver, B.C., an independent party to comply with the Canadian Securities Administrators (CSA) National Instrument 43-101 standards (Form 43-101F1) engaged by Yukon Zinc Corporation.

Interest

The Company owns a 40% carried interest in the property, acquired from its predecessor (Fairfield) through amalgamation. The owner of the 60% joint venture interest is required to fund 100% of exploration expenditures until a production decision is made, at which time the Company may elect to pay its proportionate share of future expenditures after the production decision or convert its property interest into a 15% Net Profits Interest. In 2003, the 60% owner agreed to sell its joint venture interest to Expatriate Resources Ltd. (Expatriate). To simplify documentation, a new agreement was entered into at this time directly between the Company and Expatriate with all details of the previous agreement remaining the same. In late 2004 Expatriate was restructured into two successor corporate entities, resulting in a transfer of the 60% joint venture interest to one of the successors named Yukon Zinc Corporation.

Expenditures to Date

During Fiscal 2006, the Company incurred no costs on this prospect. As at December 31, 2006, the Company is carrying this property at $1.

Location and Access

The Logan Property comprises 156 claims located 108 kilometres northwest of Watson Lake, Yukon at latitude 60 degrees 30 minutes North and longitude 130 degrees 27 minutes West. The claims are situated 38 kilometres north of the Alaska Highway and 258 kilometres east of Whitehorse. Principal access is by fixed-wing aircraft or helicopter. A 52 kilometre trail originating from Milepost 687 (Km 1105) on the Alaska Highway provides minimum winter

access to the property for track-equipped machinery.

History and Recent Work

The initial 36 Logan claims were staked in July and October 1979 to cover showings of zinc-silver-copper-tin mineralization discovered during a reconnaissance prospecting and stream sediment sampling program undertaken by Regional Resources Ltd. (Fairfield s predecessor). Additional claims (Logan 37-106) were staked at various dates in 1984 and 1986. Property exploration programs including geological mapping, geochemical and geophysical surveys, detailed prospecting and hand trenching were carried out between 1979 and 1985.

In May 1986 the property was transferred to Fairfield and subsequent exploration programs during 1986 to 1988 included diamond drilling (103 holes totalling 16,439 metres of NQ core), excavator trenching (15 trenches totalling 2,412 linear metres), additional soil geochemistry, Induced Polarization geophysical surveys, as well as aerial photography, various ground control surveys, construction of a 700-metre long gravel airstrip, and reclamation work. Most of the drilling was conducted at 100-metre by 50-metre grid spacing.

All of the above work programs were performed or supervised by Cordilleran Engineering Ltd. of Vancouver, Canada. All project sample assays and analyses were performed by Bondar Clegg & Company Ltd. in North Vancouver. In late 1988 an initial mineral resource estimate for the Main Zone deposit was calculated by J.J. Hylands, P.Eng., and M.A. Stammers, FGAC, of Cordilleran Engineering Ltd. However, this estimate was not strictly defined according to Canadian Institute of Mining (CIM) standard resource/reserve classifications.

In early 1989 preliminary metallurgical testing was undertaken on composite samples of drill core assembled from 16 selected intersections of the Main Zone deposit. This work was conducted by Lakefield Research under the direction of Strathcona Mineral Services Ltd. of Toronto, Canada. The results demonstrated that high zinc (93-97%) and silver (85-87%) recoveries are readily achievable from a concentrate grading 50-54% zinc.

The project was dormant from 1989 through 2002.

In early 2003 Expatriate purchased a 60% joint venture interest in the property from Energold Minerals Inc. (formerly Total Energold) and became the operator of the project. A baseline environmental survey was conducted in and around the property in advance of further exploration and/or engineering studies. Staking of the LOGAN 107 to 152 and STRIP 1 to 4 mineral claims was completed to cover areas of potential infrastructure. Core storage facilities at the old exploration camp were refurbished and core inventoried for future examination.

In November 2003, Expatriate commissioned Hatch Associates Ltd. (Hatch) to complete a resource estimate and data compilation as part of an Independent Technical Report to NI 43-101 standards. Hatch completed this assignment with the assistance of Mr. Gary Giroux, P.Eng., while Hatch s Qualified Person for this assessment was Mr. Callum Grant, P.Eng. who visited and inspected the property in October 2003. The resource estimation portion of the report was released on March 24, 2004.

CAUTIONARY NOTE TO U.S. INVESTORS CONCERNING ESTIMATES OF INFERRED RESOURCES

This section uses the term inferred resources . We advise U.S. investors that while this term is recognized and required by Canadian regulations, the U.S. Securities and Exchange Commission does not recognize it. Inferred resources have a great amount of uncertainty as to their existence, and great uncertainty as to their economic and legal feasibility. It cannot be assumed that all or any part of an Inferred Mineral Resource will ever be upgraded to a higher category. Under Canadian rules estimates of Inferred Mineral Resources may not form the basis of feasibility or other economic studies.

U.S. INVESTORS ARE CAUTIONED NOT TO ASSUME THAT PART OF ALL OF AN INFERRED RESOURCE EXISTS, OR IS ECONOMICALLY OR LEGALLY MINEABLE.

The published Inferred Resource of 13.08 MT grading 5.10% Zn and 23.7 g/t Ag uses a 3.5% zinc-equivalent cutoff that is based upon metal prices of U.S. 43 cents per pound zinc and U.S.$5.50 per ounce silver, with recoveries of 94% and 64% respectively. The Hatch re-estimation of resources at Logan uses the block model method, with Kriging applied to the assay data from 58 drill holes completed in the Main Zone during 1986-88. The model relies wholly on this historical drill-hole information and does not include any new exploration data. The model is constrained by geologic boundaries to mineralization as interpreted on 23 cross-sections of the Main Zone over a 1.53 km (0.95 mile) strike length. No mineralized intercepts are included from the East or West Zones.

In Fiscal 2006 Yukon Zinc conducted an airborne gravity survey of the property. Results have not yet been received by the Company.

Geology and Mineral Deposits

The property is dominantly underlain by granodiorite and pegmatites of the Cretaceous Marker Lake Batholith, which has intruded Lower Cambrian and possibly older metasedimentary rocks. Tertiary andesite dykes, quartz-feldspar monzonite-latite porphyry dykes, quartz veins and breccia bodies are associated with an eight kilometre long east-northeast (ENE) trending mineralized structure. Within this structure, at least three mineral bodies have been identified and named as the Main, West and East Zones.

The Main Zone deposit has been defined by 58 drill intersections, to an average vertical depth of 185 metres (~600 feet). It is contained within a steeply dipping fault bounded tabular body 1100 metres long by 50 to 140 metres wide. Sphalerite with lesser pyrite, arsenopyrite, chalcopyrite, pyrrhotite, silver-bearing lead sulphosalts and cassiterite occur as fracture fillings, disseminations and coarse masses in quartz veins or breccia and silicified

hostrock.

Infrastructure

With the exception of the airstrip and connecting network of drillsite access trails, there is no infrastructure in place on the property.

Planned Work Program Fiscal 2007, Ending December 31, 2007

The Company has no planned exploration program for Fiscal 2007. Yukon Zinc Corporation maintains the property in good standing.

The Fuego Prospect - Mexico

The Fuego Prospect is without known reserves and all current work by the Company on the prospect is exploratory in nature.

Option to Acquire Interest

During Fiscal 2003, the Company s subsidiary, Compania Minera Zapata, S.A. de C.V., acquired 100% interest in the prospect by staking. The project fell under the area of influence of the BHP Billiton joint venture discussed below, and under terms of this joint venture it was offered to BHP, who declined to participate and have released any interest in the prospect.

In February 2004, the Company entered into an agreement (the Horseshoe Option with Horseshoe Gold Mining Inc. (Horseshoe). To earn an initial 50% interest, Horseshoe must maintain the property in good standing, incur exploration expenditures totalling U.S.$2,000,000 and issue 1,000,000 shares to the Company by December 31, 2006. Horseshoe can increase its interest to 60% by incurring a further U.S.$1,000,000 of exploration expenditures by December 31, 2007. Upon earning a 60% interest in the prospect , Horseshoe would have 120 days to acquire Almaden s remaining 40% interest in the prospect in return for a 40% interest in the issued capital of Horseshoe, to be issued by Horseshoe to Almaden at that time. Horseshoe s right to increase its interest to 60% is subject to approval by its shareholders of the acquisition of Almaden s remaining 40% interest. By reason of delays in obtaining requisite permits to conduct exploratory drilling and consequent delays in securing appropriate drilling equipment, Horseshoe was unable to make requisite expenditures within the times provided in the Horseshoe Option. By amendment dated as of the 31st of January 2005, times to perform work requirements and to meet share issuances were extended essentially by one year.

Expenditures to Date

During Fiscal 2006, the Company incurred $239,528 in exploration costs, primarily on the payment of Mexican mining taxes ($39,391), geochem ($34,816), professional and technical services ($86,126) and travel ($37,495). The Company recovered $233,036 of exploration costs from Horseshoe. The value of securities received pursuant to the option agreement with Horseshoe was $21,000. $14,509 was included in income on mineral property options. As at December 31, 2006, the Company is carrying this prospect at $1.

Location and Access

The prospect is located in south central Oaxaca State, Mexico and is accessible from the city of Oaxaca by paved highway southeast for 114 kilometers to San Pedro Totolapan, then by unpaved road south for 24 kilometers to San Maria Zoquitlan and a further 32 kilometers of rough winding road extending in a southeasterly direction.

Infrastructure

There is no infrastructure within the immediate area of the prospect.

History and Recent Work

Limited historic mining was last carried out on the prospect in 1905 from open cuts and small scale, shallow underground openings on at lease 3 separate quartz veins.

Horseshoe completed a surface geologic mapping and rock and soil sampling program on the prospect. A small Induced Polarization (IP) geophysical survey was carried out to test the effectiveness of this methodology in identifying vein structures that are not exposed.

Geology and Mineralization

The prospect is a high-level, classic quartz-adularia epithermal vein system. The textures identified, including fine grained silica and electrum banding and bladed calcite, are typical of that associated with epithermal vein systems worldwide. Some limited historic workings exist on one of several banded veins identified within a more than 20 meter wide zone of veining and silicification in volcanic rocks. Banded quartz-adularia veins within the vein system generally dip shallowly and are up to 5 meters wide. In the initial work the parallel vein system has been traced nearly a kilometre along strike. To date 16 grab and chip rock samples have been taken on the property of both banded quartz adularia vein material and silicified volcanic wall rock. Visible gold was recognised in several hand specimens collected on the property which were not sent for analysis. The property has excellent infrastructure and represents an epithermal vein system that has had no known previous modern exploration.

Exploration Results

The El Fuego vein system was first examined and sampled by Almaden during a helicopter-supported reconnaissance exploration project in March 2003. There is no evidence of any recent work on the prospect.

In December 2003, a reconnaissance style, field appraisal that included geological mapping and limited rock sampling was carried out by an independent geologist.

In early 2004, reconnaissance geological mapping, sampling and an Induced Polarization survey gave better definition to the vein. This work identified the known veins as resistivity and chargeability highs. Additional resistivity and chargeability highs were identified in this work which suggests that further veins may exist. In 2004 Horseshoe completed a surface geologic mapping and rock and soil sampling program. This program outlined the main vein zone which has been traced in outcrop roughly 1,000 meters along strike. Along this exposed strike length vein widths vary from 3 to 10 meters. Several parallel veins were identified in outcrop as well.

In 2005 and 2006, Horseshoe completed a diamond drill program on the prospect. In all 15 holes were completed for a total of 2,500 meters of drilling. The drilling program intersected banded quartz-adularia veining within broad zones of silicification. The veins are hosted within a package of felsic crystal and lithic bearing tuffaceous volcanic rocks. Zones of silicification and quartz veining were intersected in all 15 holes drilled which were collared along roughly 700 meters of strike length. The most significant assays from the program are tabularized below. Gold and silver values are reported in grams per tonne (g/t) and the intervals are reported in meters (m).

Hole #	From (m)	To (m)	Interval (m)	Gold (g/t)	Silver (g/t)
Hole 1	6.50	10.00	3.50	0.32	60.0
Including	6.00	6.50	0.50	0.70	180.0
Hole 2	128.07	132.20	6.13	1.00	22.0
Hole 3	74.26	74.65	0.39	4.26	100.0
Hole 4	138.00	141.06	3.06	0.55	9.4
Hole 5	75.04	77.70	2.66	1.10	68.5

Hole 6	77.70	79.46	1.76	0.20	29.3
Hole 7	63.09	63.76	0.67	0.31	27.7
Hole 10	86.30	88.00	1.70	0.24	6.8
Hole 11	89.60	95.00	5.40	0.44	33.8
including	91.00	92.00	1.00	1.38	98.2
Hole 14	97.50	97.80	0.30	0.10	142.0
Hole 14	99.00	100.00	1.00	0.91	84.3
Hole 14	104.98	105.68	2.30	0.54	34.5
Hole 15	115.93	118.05	2.12	0.61	59.4
including	116.60	117.22	0.62	1.06	63.7

Almaden and Horseshoe are encouraged by these results which indicate that the vein system is mineralized over a broad strike and dip extent. Geological, geochemical and petrologic studies carried out on the veins intersected in core indicate that the depths at which the vein has been tested are still quite shallow within the hydrothermal system and relative to where high grades are expected. This is in part due to the vein dipping at a shallower angle than expected. Management of both firms are currently reviewing all the data available in order to better understand these results in anticipation of a follow-up drill program designed to test the vein system at greater depths and to target areas highlighted by this first phase drilling.

In addition to diamond drilling along the known extent of the vein system, a geologic mapping, rock-chip and soil sampling program was carried out in January and February 2006 to better define and extend the understanding of the veining and to identify further veins. The soil sampling program defined a gold, silver and antimony in soil anomaly which extends the known trend of gold mineralization by roughly 500 meters.

Planned Work Program Fiscal 2007, Ending December 31, 2007

The Company has no planned exploration program for Fiscal 2007 with all work being conducted by Horseshoe which is earning its interest in the prospect.

The San Carlos Prospect Mexico

The San Carlos Prospect is without known reserves and all current work by the Company on the prospect is exploratory in nature. The San Carlos Prospect consists of the San Carlos and San Jose claims located in the State of Tamaulipas in Mexico

Option to Acquire Interest

The prospect is owned through the Company s subsidiary, Compania Minera Zapata, S.A. de C.V. The San Carlos claim was acquired directly by staking. The San Jose claim, initially held under option, was purchased outright in February 2001 for U.S.$100,000 plus a 2% NSR. These claims surround several small claims totaling 97 hectares which were optioned for a purchase price of U.S.$1,000,000 over six years subject to a sliding scale royalty. This option was subsequently terminated.

In March 2004, the Company entered into an agreement (the Hawkeye Option) with Hawkeye Gold and Diamond Ltd. (Hawkeye). In April 2005, the Company signed a revised option agreement with Hawkeye on terms whereby Hawkeye could have earned a 51% interest in the project by paying C$45,475 representing past obligations, issuing a total of 1,250,000 shares to Almaden by April 2008 and incurring exploration expenditures of U.S.$2,000,000 by March 15, 2008 (amended). During Fiscal 2006, Hawkeye terminated its option.

Expenditures to Date

During Fiscal 2006, the Company incurred $79,788 in exploration costs, primarily on the payment of Mexican mining taxes ($70,330). The Company recovered $33,801 of exploration costs from Hawkeye. As at December 31, 2006, the Company had deferred costs of $41,520, net of write-downs, on this prospect.

Location, Access and Climate

The prospect is located in the state of Tamaulipas, which is in the north-eastern part of Mexico. The town of San Carlos is located roughly in the center of the San Carlos claim block. There is two phase power, telephone service, general supplies and a small hotel in this town.

San Carlos is connected by paved road, and is about 100 kilometres north of the capital of Tamaulipas, Ciudad Victoria. The town of Linares, Nuevo Leon is located approximately 80 kilometers northwest of San Carlos. Intermediate to San Carlos and Linares, and connected by an all season dirt road is the mining district of San Jose.

The climate is arid and hot. During the summer months temperatures can average greater than 35 degrees centigrade. The duration and timing of the summer rainy season varies considerably; however, rains generally are expected during the months of June, July and August.

The town of San Carlos is approximately a three and one half hour drive from Monterrey which is a major

industrial city with a population of about three million people. Ciudad Victoria and Linares are both about a one and one half hour drive from San Carlos and have populations of over 100,000 people. All necessary supplies can be purchased at these towns and labour is abundant.

History and Recent Work

Accurate historic data is difficult to find, however, it appears that up until 1911 copper-gold mining did occur. At that time, the operator was an English company that built a narrow gauge rail line to the property and a small smelter on the property. There is no record of total production at that time. Several attempts were made to establish production on a small scale from these skarn zones as recently as 1950, records are incomplete but indicate 4,067 tons of direct shipping ore that averaged 4.02% copper (Cu) and 11.24 grams/ton gold (Au) was mined during this period. Fairfield was attracted to this area following a review by management of the geological literature on eastern Mexico. The literature indicated that the many of the igneous rocks are alkalic in composition. This is of interest because many large copper-gold deposits are associated with these types of rocks. The literature also described a skarn zone up to five hundred metres wide. The San Jose area was the site of an historic mining camp (Begonia and Santa Helena mines) that was active during the late 1800's and early 1900's. Production from this area was from a number of high-grade copper-gold skarn orebodies. The old workings are reported to be limited to less than 100 metres below surface. There has been only limited exploration, development, and production from that time until the present activity.

Fairfield acquired a large block of ground over the area and then negotiated terms to acquire the San Jose and Begonia claims. The San Jose Claim was subsequently purchased subject to a 2% royalty.

Property scale prospecting and stream sediment sampling were undertaken in May 1998 and February 1999 by Fairfield s personnel. An airborne magnetometer-electro-magnetic survey was carried out over most of the claim block in April 1999 by Terraquest Ltd. of Mississauga, Ontario. In June 2000 a baseline was cut for geochemical surveying. Assaying and analysis was carried out by Acme Analytical Labs of Vancouver, Canada.

In Fiscal 2001, Aurcana carried out geological mapping, geochemical surveys, underground mapping and sampling in the Begonia and Santa Helena mine areas, and two phases of geophysical surveys. Targets outlined by this work were drilled in two phases in late 2002 and early in 2003. Further limited geochemical surveys to check a gold anomaly on the eastern edge of the previous grid was also carried out. No further work was carried out by Aurcana.

Hawkeye work

In 2004 Hawkeye carried out a geologic mapping, geochemical and geophysical survey and rock and soil sampling program over the area of anomalous soils identified by Aurcana. This work delineated several areas that are deemed anomalous with respect to gold, silver, lead and zinc responses in soil samples and elevated chargeability responses recorded in the induced polarization geophysical survey carried out. Hawkeye has informed that it commenced a drill program in December 2005 that was not completed before breaking for Christmas.

Hawkeye commenced a drill program in December 2005, which was completed in March 2006. In total, 950 metres were diamond drilled in six holes on the prospect. Drill sample assays were completed by Acme Laboratories of Vancouver and no significant results were reported.

On the basis of the drill results, Hawkeye terminated its option agreement with the Company. Hawkeye s geological testwork and drilling examined approximately 25% of the prospect.

Geology and Mineralization

A trend of alkalic intrusive centers has been recognized in eastern Mexico. These rocks generally form distinct, isolated high relief areas and intrude deformed and thrust faulted, dominantly carbonate strata of the eastern extent of the Sierra Madre Oriental mountain range.

Extrusive and intrusive rocks in the San Carlos area are interpreted to represent the erosional remnant of a denuded shield volcano. The volcanic rocks have been recognized along the margins of a major intrusive complex, and the intrusives are thought to represent shallowly emplaced magmas. The San Jose area is cored by

a strongly fractured quartz-microdiorite. To the south of the San Jose area both calc-alkaline and alkaline intrusives occur and have been cut by lamprophyre and phonolite dykes.

Several styles of mineralization are known in the San Carlos district. Manto and vein silver-lead-zinc orebodies hosted in limestone were exploited in the 18th century east of the San Jose district at San Nicolas. These orebodies were very important at that time and at one point the town of San Nicolas reportedly had a population of over 10,000. Several grab samples were taken from dump material and exposures in workings. Most of these showings are held by others but are proximal to the San Carlos claim group.

Mineralization in the San Jose district is closely related to intrusive rocks. Copper sulphides and gold are associated with calc-silicate minerals and magnetite (skarn) that have replaced the limestone country rock. Copper sulphides and gold are also associated with extensive K-silicate alteration and veining within the intrusive body, which was considered to present the potential for a porphyry style gold-copper deposit in the intrusive complex. The geologic setting of the San Carlos project bears many similarities to that of the Grasberg and Bingham Canyon porphyry copper-gold-molybdenum deposits where similar intrusive rocks intrude folded limestone strata forming porphyry, skarn mineralization and more distal lead zinc silver mineralization.

Exploration Results

Stream sediment sampling and prospecting along with examination of old workings in the Begonia and Santa Helena areas, when related to the known geology and airborne magnetic survey results, indicated several areas for follow-up with potential for porphyry and skarn related copper gold deposits. The San Jose area has evolved into the main area of interest and this is the focus for further work.

Aurcana Work

A preliminary prospecting and mapping program confirmed the presence of widespread porphyry style alteration, and copper-gold mineralization in the multi-phase intrusive complex. Aurcana s next program of work was carried out over the San Jose zone and consisted of 1,002 soil samples, ground magnetics and one line of induced polarisation (IP) geophysics, all carried out on a cut grid. The soil survey identified an approximately 1.5 km by 2.0 km area of coincident, elevated copper and molybdenum soil geochemistry, spatially associated with an area of altered and veined intrusive rocks. The copper and molybdenum anomaly remained open to the north and is flanked by elevated Zn, Pb and Mn in soil. This zonation is typical of that seen in many Cu-Au-Mo porphyry systems world wide. The copper-molybdenum in soil anomaly had a high magnetic response in the ground magnetic geophysical data. In addition to the copper-molybdenum soil anomaly, several Au-Cu soil geochemical anomalies were identified. Of these anomalies, most are associated with known skarn bodies with past copper-gold production but several also constitute new discoveries as they are not spatially associated with known mineralization or past mining.

Detailed mapping and sampling by Aurcana of the La Begonia workings identified a skarn-breccia complex measuring approximately 50 metres by 250 metres. The highly porous and permeable nature of the breccia has permitted oxidation and supergene processes to take place. Within the heavily oxidized, sulphide poor skarn-breccia

area, average assay values for continuous channel samples (2 m lengths) were taken. Underground mapping and sampling was also conducted on the Santa Elena Mine, approximately two km north of La Begonia, however access was limited to two stopes due to a high water level in the main access tunnel. While the geological setting at the Santa Elena Mine is similar to La Begonia, the Santa Elena Mine has a lower gold content. It appears that most of the past mining and development was from the oxide horizon. Mapping of the underground workings combined with surface observations identified what appears to be an important structural orientation in the southern portion of the San Jose area. It appears that the gold-copper bearing breccia bodies have formed along north-east trending zones which coincide with several trends identified from results of a soil geochemical survey conducted in late 2001. The significance of this controlling structure and the coincident geochemical trends is the potential to discover additional high-grade breccia-skarn bodies on the property still held.

The cut grid was extended approximately 1.0 km to the north and provided control to complete a soil geochemical survey. This work, combined with further induced polarization (IP) geophysical surveying and a ground magnetic survey identified a large copper-gold soil anomaly coincident with a chargeability high in the IP results.

In December 2002, Aurcana drilled two diamond drill holes totaling 440 metres to test the Begonia skarn zone. Due to rugged topography, the drill setup was 150 metres from the area of high grade underground sampling. Both holes were from the same setup and did not intersect any sulphide mineralization in the skarn zone in the western end of Begonia.

A second phase of diamond drilling started in February 2003 to test the approximately 1.5 km by 2.5 km area containing the IP anomaly and elevated copper and gold values in soils. Four holes totaling 765 metres were drilled. All holes targeted a depth of approximately 200 metres and all encountered geology indicative of a porphyry system however grades of copper, molybdenum and gold were low.

During its last phase of surface work, Aurcana further defined a gold in soils anomaly at the northeastern edge of the surveyed area. This anomalous area lies over the contact between intrusive rocks and limestone.

Hawkeye work

Hawkeye s work program designed to evaluate the potential for Carbonate Replacement Deposits (CRD) style and copper-gold skarn mineralization around the 9 km periphery of the Tertiary intrusion into the thick section of Cretaceous carbonates.

A total of 21 km of Induced Polarization survey was completed using a pole-dipole technique in a six to eight level array at 50 m slope chained intervals.

The results obtained to date have identified six areas of interest underlain by significant Induced Polarization (IP) anomalies (chargeability highs and coincident resistivity highs and lows) and a combination of coincident anomalous soil and rock geochemical responses. The six targets are outlined in the north and eastern parts of the project area within the carbonate sequence at various distances peripheral to the main San Jose monzonite intrusion. Two of the targets are classified as Au-Cu (Gold-Copper) targets likely associated with proximal and contact skarn and/or fracture mineralization whereas the remaining four are believed to represent more distal carbonate replacement deposit (CRD) style mineralization.

The most widely anomalous element of significance for CRD style mineralization is zinc, forming an intermittent linear north trending band 3 km long and 1.3 km wide. Clusters of moderately anomalous response outline northwest trends up to 1 km long and 100 m wide. One of these anomalies is believed to coincide with the southeastern extension of the smithsonite silicification zone. Manganese and arsenic response are also largely coincident with zinc while silver and lead values are weakly elevated but do form small clusters that are coincident within the outer periphery of the grid.

Hawkeye has informed Almaden that its 2005/2006 drill program was designed to test for both CRD and skarn type mineralization. The drill program reported no significant results.

Planned Work Program Fiscal 2007, Ending December 31, 2007

The Company has no planned Fiscal 2007 exploration program. The Company is seeking a joint venture partner for this prospect.

The Yago Prospect - Mexico

The Yago prospect is without known reserves and all current work by the Company on the prospect is exploratory in nature.

Option to Acquire Interest

In Fiscal 1997 the Company s subsidiary, Minera Gavilan, S.A. de C.V., completed the assembly, from several Mexican individuals, of claims covering a large epithermal gold target near Yago, Nayarit, Mexico. The claims under option consisted of the Guadalupe, Sagitario and Yago claims. To earn a 100% interest in the Guadalupe claim, the Company had to pay U.S.$30,000 plus value added tax over six years (amended). To earn a 100% interest in the Sagitario claim, the Company had to pay U.S.$250,000 plus value added tax by January 1, 2005 (amended). In Fiscal 2000 the Company terminated its option on the Yago 1 to Yago 7 claims to reduce

property payments. The Tepic claim was acquired directly by staking, reduced in size and then partially restaked in 2002 at the request of an optionee. Only a reduced portion of this ground is still held.

In Fiscal 1999 the Company entered into an agreement to acquire a 100% interest in 8 mining concessions which comprise the adjoining La Sarda mine and surrounding property for payments totalling U.S.$2,000,000 plus value added tax over four years, as well as improvements, a 300 tpd mill and equipment located within the mining concessions. If the mill was not included when the option was exercised in full, the purchase price would have been reduced by U.S.$200,000. In Fiscal 2000, the Company purchased this prospect outright for U.S.$110,000 plus value-added tax, not including the mill.

During Fiscal 2004, the Company completed the acquisition of a 100% interest in the Guadalupe claim for U.S.$15,000 plus value added tax and a 100% interest in the Sagitario claim for U.S.$10,000 plus value added tax. The Company also completed documentation for the purchase of the Don Alonzo claim.

During Fiscal 2005, the Company signed a Letter of Intent (LOI) with ALB Holdings (ALB), a private British Columbia company. In December 2005, no definitive agreement in accordance with the LOI was concluded and the Letter of Intent which was terminated.

In February 2007, the Company entered into an agreement with Consolidated Spire Ventures Ltd. (Spire). To earn a 60% interest, Spire has to incur exploration expenditures of U.S.$3,500,000 and issue 800,000 shares to the Company over five years.

Expenditures to Date

During Fiscal 2006, the Company incurred $45,932 in acquisition and $48,805 in exploration costs on this prospect, primarily on the payment of Mexican mining taxes ($38,192), all of which were written off to operations. As at December 31, 2006, the Company is carrying this prospect at $1.

Location and Access

The Yago prospect is located in the state of Nayarit, on the Pacific Coast of Mexico. The claims encompass the town of Yago, which is located by paved road approximately seven kilometers from Highway 15, which is the major thoroughfare from the United States to Mexico. Yago is located roughly 50 kilometers north of Tepic, the capital of Nayarit.

History and Recent Work

Southern Part:

The assembled claims cover a large alteration zone centered on a northwest trending extensional structure with numerous separate gold veins, many of which had had historic small scale mining operations from numerous old workings. It is believed that this was the first time in many years that all these claims had been assembled into a single property. The separate owners each controlled a part of the main area of interest in the southern part of the property which is a large stockwork zone of chalcedonic banded quartz veins where small scale mining was carried out. Wider veins within the stockwork zone were mined by underground open stopes accessed by adits and by glory holes mined out to surface.

In 1997, soil sampling and geological mapping were carried out on a grid over the southern area of interest. Numerous rock samples were also taken at this time. Encouraging results were followed up by expanding the grid and detailed in fill soil sampling in areas of interest.

In Fiscal 1998, the Company optioned the property to Santoy Resources Ltd. (Santoy) who conducted a 975.2 metre drill program late in the year. Results did not meet their expectations and Santoy dropped their option in July 1999.

During November and December 1999 a program of mapping, sampling and road building was carried out on the project. Work was focussed on the Guadalupe-Tejona-Korina vein system in the southern portion of the project. Samples of ore from recent development and production blasts were also taken from the La Sarda area active operations, roughly seven kilometres north. The La Sarda Prospect had been in continuous production for about 5 years and mining during the option period was to be for the benefit of the current owner but restricted to

150 tonnes per day maximum and to material above the lowest level of workings on the La Sarda vein which is roughly 100 metres below the surface. Mining operations ceased in early 2000.

In March 2000, the Company and its predecessor (Fairfield) entered into an agreement where Fairfield could earn 51% of the Company s interests and rights to the prospect. Fairfield drilled two holes on the southern part of the property with discouraging results, and completed the acquisition of the northern part of the property.

In 2002, the Company optioned the property to Ascot. The optionee carried out further sampling, geological mapping, induced polarization geophysical surveys and limited diamond drilling. Ascot dropped their option in 2003.

Northern Part:

In this area, the thrust of the Company s exploration effort was to find new, larger zones of high grade material at greater depths on both the La Sarda and parallel vein zones.

In December 1999 some mapping was carried out on the La Sarda vein. Because the mine and mill were operating without established reserves, production and grade were somewhat erratic. The La Sarda vein had provided most of the production over the previous four or five years. This vein was found by mapping to be just underneath the opaline silica horizon, further indication that only the top portion of this extensive system is exposed.

The La Sarda area active workings were inspected. Four major sub parallel vein systems have been recognized in this area, and three were being actively worked at that time. High grade ore was reported in the active faces of the La Cucaracha vein workings. A sample taken from muck from an ore face returned values of 20.2 grams/tonne Au and 151 grams/tonne silver.

Geology and Mineralization

The assembled claims cover a large alteration zone centered on a northwest trending extensional structure with numerous separate gold veins.

The country rocks in the area are Tertiary andesitic tuffs and flows that are observed to be flat-lying. The alteration zone is characterized by strataform silicification spatially associated with friable argillic alteration dominated by kaolinite with subordinate alunite and cristobalite.

This alteration zone is interpreted to represent the paleowater table of a shallowly-eroded epithermal system. Gold-bearing quartz veins with prominent crustiform, colloform banding and stockwork quartz veining, are exposed beneath the strataform alteration and are the target of the exploration efforts.

Infrastructure

A main railway line crosses the prospect and there are electric powerlines to the town of Yago. The prospect is approximately seven kilometeres from Highway 15 and is traversed by numerous gravel roads.

Exploration Results

Southern Part:

In 1997, a 1 by 1 kilometer grid was cut over the area of intense quartz-adularia veining and float and a soil sampling program was carried out at 50 meter spacing on lines 100 metres apart. Several large multi-line gold-silver-antimony anomalies resulted that extended to the edge of the grid. A follow-up survey was carried out in which the grid was expanded to roughly 1.5 by 2 kilometers. Samples were taken intermediate to anomalous samples taken in the initial program to provide greater detail and to serve as a check on previous sampling. Sampling was also carried out to define the extent of anomalies discovered in the first phase of sampling. The in fill sampling confirmed the results of the previous survey while the additional soil sampling provided better definition of the existing anomalies and resulted in new anomalies which still remain open. This anomaly lies in the central and south-west part of the grid in an area devoid of old workings and remains open in two directions. Veins mapped in this area strike roughly 10 degrees east of north. Emanating from the north-east part of this anomaly is a linear gold-silver-antimony soil anomaly trending approximately 40 degrees east of north. The trend coincides with the attitudes of veins measured in outcrop in the north-east portion of the grid. Several other

multi-line gold in soil anomalies resulted from the soil sampling. Antimony and silver for the most part correlate well with gold geochemistry, defining similar trends throughout the grid.

At the time of soil sampling more than sixty rock samples were taken over the property. These samples were taken from exposures in historic workings and the associated dumps as well as the vein float prevalent over the property. Conventional Fire Assay and ICP techniques were employed on both rock and soil samples.

Several areas of intense banded quartz-adularia veining, stockwork veining and one area of hydrothermal brecciation and silicification were defined which are coincident with areas of anomalous soil geochemistry. The initial geologic data indicates that the veining represents high elevations within a shallowly eroded low-sulfidation epithermal system, of which the paleo-water table is preserved over much of the property. Exploration was designed to seek bonanza vein type mineralization.

Geologic work and road building in the southern Guadalupe-Tejona-Korina area was designed to provide access and investigate areas for future diamond drilling. During the course of this work several new veins and previously unknown historic workings were discovered. In the La Korina area (on the Sagitario claim), the lowest elevation workings, several shafts and adits were discovered in heavy undergrowth. The work completed has enabled the Company to select several sites for drilling in this area. Several banded quartz-adularia veins were discovered in the new road cuts within areas of high gold in soil geochemistry. In one area banded veining was discovered in an area of very high gold soil geochemistry along the La Guadalupe vein trend over 500 metres from known historic workings. These areas and the Korina area were not tested by past drilling and are relatively lower in elevation than the depth tested by past drilling.

This program of work resulted in the definition of several key drill hole locations in the southern Guadalupe-Tejona-Korina area. These locations would test the correct elevations for potential bonanza grades at depth along the strike and intersection of several banded quartz-adularia veins. Road building provided access for these holes. Drill holes were also been designed to test the La Sarda area vein systems to the north including the Cucaracha vein.

Numerous small scale old workings are present on the property.

Hydrothermal alteration mapping and fluid inclusion studies support the conclusion that the present erosion surface represents shallow depths beneath the paleo-water table of the hydrothermal system. The potential for high-grade gold-silver mineralization is expected to extend from surface to significant depths beneath the present surface.

In December 1998, seven (7) widely spaced holes totaling 975.2 metres were completed by Santoy to test epithermal vein targets at depth. Widespread quartz veining and stockwork systems were encountered at depth, many of which

correlated well with surface zones.

Widespread anomalous gold, silver and base metal values were obtained from the drilling with the most significant mineralized intervals as follows:

Hole No.	From - To (m)	Interval (m)	Au (g/t)	Ag (g/t)
98-01				
(Tejona Vein)	53.3 to 54.8	1.5	0.37	24.9
98-02	44.2 to 47.2	3.0	0.44	43.8
(Guadalupe Vein)	67.0 to 70.1	3.1	0.51	15.1
	121.9 to 126.4	4.5	0.54	16.7
98-03	38.1 to 54.8	16.7	0.15	22.6
(between Creek & Tejona)	incl.38.1 to 39.6	1.5	0.63	99.8
98-04	42.6 to 44.2	1.6	0.32	35.7
(La Morraya)				
98-05	198.1 to 201.1	3	1.8	0.9
98-06	32.0 to 36.5	4.5	0.13	9.4
(Creek Zone)				
98-07	No significant values			

In July 2000, Fairfield began a diamond drilling program on the southern part of the property. Progress was very poor. Drilling commenced with two holes on the Guadalupe vein that would be the most difficult to access if the rainy season were to start early. Hole one did not reach its objective and the core barrel was lost in the hole. Hole two was completed to the planned depth. The program was then terminated. Although the first hole did not reach its targeted vein, another vein was intersected. The projected vein in hole two was also intersected where expected. No significant assays were returned from these holes.

In 2002, Ascot completed a gradient array IP (induced polarization) geophysics survey on the La Sarda and Yago grids. The two large geophysical grids covered three of four principal veins in the La Sarda mine area, and the Guadalupe, La Tejona and La Korina vein systems in the Yago area to the south.

At La Sarda the three northeast-striking veins surveyed to date were mapped very effectively by gradient array IP and traced approximately 200 metres beyond their last known exposures. The data suggest that all three vein structures remain well defined over a strike length of 900 metres and are open for extension to the northeast. In the Yago area, south of La Sarda, the IP data appear more complex. On the west side of the grid geophysics traced the north-south striking Guadalupe vein over a distance of approximately 400 metres and defined a large area of very high resistivity corresponding to the La Tejona and La Korina vein structures.

A total of 1098.2 metres of diamond drilling was completed on the La Sarda vein by Ascot, one hole was lost before reaching the vein target, another hole had lost core through the section where the vein intersection was expected, and the remaining four had low grade values that nevertheless showed good vein width and continuity.

Planned Work Program Fiscal 2007, Ending December 31, 2007

The Company has no planned exploration program for Fiscal 2007 with all work being conducted by Spire which is earning its interest in the prospect.

The Bufa Prospect - Mexico

The Bufa (formerly Guadalupe) Prospect is without known reserves and all current work by the Company on the prospect is exploratory in nature.

Option to Acquire Interest

During Fiscal 2003, the Company s subsidiary acquired 100% interest in the La Bufa claim by staking.

In Fiscal 2004, the Company entered into an agreement with Grid Capital Corporation (Grid). To earn an initial 50% interest, Grid was obliged to maintain the property in good standing, incur exploration expenditures totalling U.S.$1,000,000 and issue 400,000 shares to the Company by June 30, 2007. Grid could have increased its interest to 60% by incurring an additional U.S.$1,000,000 of exploration expenditures and issuing a further 100,000 shares to the Company by December 31, 2008. Grid abandoned its option in Fiscal 2005.

In Fiscal 2005, the Company entered into an agreement with Lincoln Gold Corp. (Lincoln). To earn a 60% interest Lincoln must incur exploration expenditures of U.S.$3,000,000 and issue 450,000 shares to the Company over five and a half years. If production is achieved, Lincoln must then issue an additional 100,000 shares to the Company. All shares issued will be Restricted Securities under the U.S. Securities Act 1933 and all certificates representing the shares will be endorsed with legends confirming their status as restricted securities. In Fiscal 2007, the Company renegotiated the agreement with Lincoln. To earn a 60% interest Lincoln must now incur exploration expenditures of U.S.$3,500,000 and issue 1,550,000 shares to the Company over four years.

Expenditures to Date

During Fiscal 2006, the Company incurred $3,070 in exploration costs on this prospect of which $2,623 was recovered from Lincoln. The value of securities received pursuant to the option agreement with Lincoln was $19,120. $9,732 was included in income on mineral property options. As at December 31, 2006, the Company was carrying this prospect at $1.

Location and Access

The Guadalupe project surrounds the town and mining camp of Guadalupe y Calvo in Chihuahua State, Mexico.

History and Recent Work

Gold was discovered at Guadalupe y Calvo on the ground surrounded by the La Bufa claim in October 1835. Production was sufficiently large that the Mexican government built a mint at Guadalupe y Calvo in 1844. L.J. Buchanan (1981) estimated historic production at 2,000,000 ounces gold and 28,000,000 ounces silver. Estimated production grade was 37 g/t gold and 870 g/t silver. This ground is currently being explored by another company.

The La Bufa ground has some known vein outcrops with old historic workings.

In April 2004, Grid reported that an initial program of geological mapping and sampling traced a major vein structure, the La Bufa, over a 1.4 kilometre distance. The La Bufa vein is hosted in a window of lower volcanic group andesitic rocks, the same rocks that host the past-producing mines at Guadalupe y Calvo located one kilometre to the northwest.

A major vein structure, has been traced from the Guadalupe camp over a 1.4 kilometer distance onto the Bufa property. Grid has reported that the vein system consists of a series of NW-SE striking, banded and brecciated, low sulphidation epithermal quartz veins that vary in strike length from 200 to 700 meters with an aggregate length of all veins mapped of 3.9 kilometers. Over 1.6 kilometers of this vein strike length, widths vary from 30 centimetres to 7.8 meters in true thickness. To date 47 chip samples have been collected from 33 locations along this section of the vein system.

In 2006, Lincoln completed a soil survey on the prospect, in addition to aerial photography, which will be used to construct topographic base maps for geological use. The soil survey covered an area 1600m long and 500m wide. Eight separate gold in soil anomalies were detected through the soil sampling and follow up work is being planned.

Geology and Mineralization

The La Bufa vein is a banded, brecciated, low-sulphidation, epithermal quartz vein that is crosscut by a series of en echelon veins varying in length from 30 centimetres to 7.8 metres true thickness. The veins are variably mineralized with pyrite, hematite and limonite.

Exploration Results

A drill program was carried out by Grid in December 2004. The program consisted of 666.15 metres in 5 holes, the longest of which was 241.9 metres (hole GUD04-01A). The holes were drilled in three locations along a roughly 137 metre strike length of the vein system. The first hole drilled (GUD04-01) encountered shallow historic workings and was stopped at 58.75 metres depth, however the last sample before the opening was encountered returned 1.55 g/t Au and 91.1 g/t Ag over 0.4 metres. Hole GUD04-01A was drilled at the same location and underneath this first hole. Holes GUD01-02 (120.5 meters deep), GUD01-03 (115 metres deep) and GUD01-04 (130 metres deep) were drilled 43, 92 and 137 meters respectively northwest along strike from the collar of holes GUD01-01 and 01A. The most important intersections from these holes are tabulated below:

Hole Number	From	To	Width	Gold (g/t)	Silver (g/t)
GUD04-01	58.35	58.75	0.40	1.55	91.1
GUD04-01A	63.0	63.46	0.46	3.23	195
GUD04-01A	76.49	78.15	1.66	1.56	69.8
Including	76.49	77.23	0.74	2.29	63.4
GUD04-02	70.96	73.20	2.24	0.41	21
Including	72.51	73.2	0.69	0.714	41.6
GUD04-02	84.80	86.70	1.90	0.25	20.7
Including	86.16	86.70	0.52	0.40	40.5
GUD04-03	64.38	66.00	**1.62**	**9.00**	**447**
Including	64.38	65.20	**0.82**	**17.15**	**787**
GUD04-03	68.91	70.52	**1.61**	**8.70**	**503**
GUD04-03	84.00	86.20	2.2	1.35	55.6
GUD04-03	95.40	96.90	**1.50**	**5.96**	**52.4**
Including	96.18	96.90	**0.72**	**9.48**	**87.1**
GUD04-04	73.18	73.70	0.52	2.87	363
GUD04-04	107.71	108.57	0.86	2.50	109
GUD04-04	121.63	122.45	0.82	1.765	80.8

The intersections represent brecciated quartz vein systems, of which there are clearly several parallel veins as indicated by hole GUD04-03 which intersected four zones of veining and brecciation all of which returned significant gold and silver values. Grid informed Almaden that there was not enough geologic information to accurately determine the true widths for the intersections.

Planned Work Program Fiscal 2007, Ending December 31, 2007

The Company has no planned exploration program for Fiscal 2007 with all work being conducted by Lincoln which is earning its interest in the prospect.

The Campanario Prospect Mexico

The Campanario Prospect is without known reserves and all current work by the Company on the prospect is exploratory in nature.

Option to Acquire Interest

The prospect was acquired directly by staking and is owned through the Company s subsidiary, Compania Minera Zapata, S.A. de C.V. In November 2005, the Company entered into an agreement with Consolidated

Spire Ventures Ltd. (Spire). To earn a 60% interest, Spire incur exploration expenditures of $3,500,000 and issue 500,000 shares to the Company by April 30, 2011. In April 2006, the Company and Spire agreed to extend the time for performance of the Initial Expenditures from April 30, 2006 to October 31, 2006. In January 2007, the Company and Spire agreed to further extend the time for performance of the Initial Expenditures from October 31, 2006 to April 30, 2007.

Expenditures to Date

During Fiscal 2006, the Company incurred $20,363 in exploration costs on this prospect, primarily the payment of Mexican mining taxes ($9,449). The value of securities received pursuant to the option agreement with Spire was $32,000 and $16,773 was recovered from Spire. As at December 31, 2006, the Company had deferred costs of $28,757 on this prospect.

Location and Access

The Campanario property is located near the village of San Miguel del Valle which is located by paved road roughly 25 kilometers southeast of the City of Oaxaca in the State of Oaxaca, Mexico.

Infrastructure

There is no infrastructure in the immediate area of the property.

History and Recent Work

The Campanario prospect was identified during a helicopter reconnaissance program in Fiscal 2003 and acquired by the Company by staking. There is no known mining or exploration history in the area of the prospect.

Geology and Mineralization

The property covers several ridges where outcrop and subcrop of a breccia body has been identified. The breccia consists of fragments of various rock types but dominated by fine-grained quartz-feldspar porphyry clasts that are variably sized and shaped. The fragments are silicified, adularised, clay altered and quartz-veined. The matrix of the breccia consists of quartz and pyrite and the breccia itself is extensively crosscut by a stockwork of pyrite-bearing quartz veining. The breccia body has been traced in outcrop to be at least 150 by 150 meters in size however, float of breccia material suggests that the body or bodies of breccia may encompass a much larger area.

Exploration Results

To date only a very preliminary exploration program has been carried on the prospect. Spire completed a further program of rock and soil sampling and geologic mapping and an induced polarization (IP) geophysical survey in order to better define the breccia zone and the soil anomaly. By reason of delays encountered arising from civil unrest has made access to the prospect to conduct exploratory drilling operation impracticable. The Company agreed to extend the time for performance of the Initial Expenditures to April 30, 2007.

Planned Work Program Fiscal 2007, Ending December 31, 2007

The Company has no planned exploration program for Fiscal 2007 with all work being conducted by Spire which is earning its interest in the prospect.

The Tropico Prospect - Mexico

The Tropico Prospect is without known reserves and all current work by the Company on the prospect is exploratory in nature.

Option to Acquire Interest

The Company s predecessor (Fairfield), through its Mexican subsidiary, acquired the Tropico claims from Minera BHP, S.A de C.V. (BHP), a subsidiary of BHP Billiton, for a nominal consideration. The property is subject to a 2.25% net smelter return payable to BHP.

In Fiscal 1999, Fairfield optioned the property to Santoy Resources Ltd. (Santoy) who could earn a 60% interest by incurring U.S.$1,000,000 of exploration expenditures and issuing 200,000 shares to the Company. When Santoy s expenditures had reached U.S.$950,000, the Company agreed to accept 110,000 shares of

Santoy in lieu of the remaining U.S.$50,000 needed to fulfil the work obligation to earn 60% of the project. Subsequently, the joint venture purchased the Maricela and Tarantula II claims.

Expenditures to Date

During Fiscal 2006, the Company incurred $1,306 of costs on this prospect, which was written off to operations. Proceeds from the sale of securities were $60,525. As at December 31, 2006, the Company is carrying this prospect at $1.

Location and Access

The Tropico Prospect is located twenty one kilometres north of Mazatlan, Sinaloa, Mexico and may be accessed via Highway 15 from Mazatlan. Several other paved and unpaved roads provide access to various parts of the prospect from Highway 15. The centre of the prospect is approximately latitude 23 degrees 27 minutes North and longitude 106 degrees 27 minutes west.

History and Recent Work

There has been limited historic exploration for copper and gold as evidenced by numerous pits and diggings in the area. Consejos Recursos Minerales (CRM), the Mexican government mining company, mapped the Marmol quadrangle and carried out soil geochemical and geophysical surveys in the San Pablo area located on the southern margin of the Tropico mining concession after claiming it in 1993.

Since 1996, BHP carried out reconnaissance geological mapping at a scale of 1:250,000, photo interpretation and petrographic studies. This work was followed by more detailed geological mapping at 1:25,000. Mapping revealed copper mineralization associated with a layered mafic plutonic sequence. Selected samples were analyzed for platinum group elements with significant anomalous results. A stream sediment survey was carried out over the entire concession area resulting in the identification of additional areas of potential.

In 1998, Fairfield acquired the Tropico and Tropico 2 mining concessions from BHP. The Company carried out limited check sampling of mineral showings which returned anomalous values in copper, silver, gold, platinum and palladium. Santoy also completed check sampling confirming the presence of anomalous platinum, palladium, gold and copper values.

Subsequently, the Company completed four reverse circulation drill holes in an initial test of areas underlain by anomalous copper-gold-platinum-palladium mineralization hosted in a mafic igneous complex.

In July 2000 the parties agreed that the Maricela and Tarantula II claims which were acquired by Santoy be included in the agreement. The claims adjoin the Tropico claims to the south.

In 2001 Santoy carried out line cutting geochemical rock and soil sampling, geological mapping, and geophysical surveys. Favourable results from this work resulted in a 1,500 metre trenching program.

Based on trenching results, Santoy planned further trenching and drilling. Subsequent trenching, drilling, geophysics, geochemical, and geological work were financed by Sumitomo with Santoy acting as operator. After Sumitomo dropped its option on the project, the joint venture dropped the Tropico claims and maintained the Maricela and Tarantula II claims.

Geology and Mineralization

The Tropico Prospect is underlain by a Jurassic-Cretaceous layered mafic igneous complex that intrudes a late Paleozoic basement. The mafic complex is in turn cut by Late Cretaceous-Early Tertiary, diorite that may be the earliest phase of the Sinaloa batholith. Oligocene volcanic rocks and younger thin alluvium cover much of the area, limiting exposures of older rocks to small outcrop areas on hill tops.

The large mafic igneous complex hosts two main types of mineralization; primary copper sulphide minerals and pyrite with associated gold, platinum and palladium values, and secondary copper mineralization developed by oxidation and weathering of the primary sulfide minerals.

Due to limited outcrop exposure, the thickness of the mineralized zones is unknown. Limited reverse circulation

drilling data indicates that individual zones of mineralization range up to 21 meters in thickness and extend to depths of at least 70 meters. It should be noted that the intersections may not represent true thickness since more drilling is required to define dimensions of the mineralized zones.

The Maricela and Tarantule II claims are underlain by the same mafic intrusive complex that Santoy has been exploring on the adjoining Tropico claims. Results from previous geological mapping and chip sampling, along with grid soil geochemistry and geophysical surveying have outlined a one kilometre wide copper-gold-silver mineralized pyroxenite unit that can be traced for a strike length of 2.5 kilometres

Exploration and Drilling Results

Four reverse circulation drill holes totalling 1980 feet were drilled for 1998 assessment work in two separate areas of economic interest known as Santa Fe and Cerro Capule. Five foot sample intervals for the entire length of the holes were collected and submitted for preparation to the Chemex Lab in Guadalajara, Mexico, then shipped to Vancouver, British Columbia for thirty two element analyses by ICP methods. Gold, platinum and palladium metals were extracted by fire assay and analyzed by ICP methods. Weakly anomalous gold, platinum and palladium values were returned from sampling. Hole TR-1 intersected 0.5% copper over 9 metres.

In 2000, Santoy cut grids and carried out soil sampling that identified an area anomalous in copper, gold and platinum group elements. Prospecting, geological mapping and 30 line kilometres of induced polarization and magnetic surveys were also completed. Several areas had coincident anomalies from both soil geochemistry and geophysics.

In 2001, Santoy completed an approximately 1500 metre trenching program that returned anomalous values in copper, gold, palladium and platinum. Results justified a drilling program to test the trench values at depth.

In February 2002 Sumitomo and Santoy completed a first phase of exploration on the project. This first phase program totalling U.S.$600,000 was financed by Sumitomo and consisted of fifteen diamond drill holes totalling 2,844 meters targeting three of the seven identified soil geochemical anomalies. In addition to the drill program 17 trenches, totalling 2,473 meters were completed. As part of the program, the soil geochemical coverage of the property was extended to cover the most easterly portion of the mafic-ultramafic complex. Two separate coincident copper-platinum-palladium-gold soil geochemical anomalies have resulted from this work.

A review of the work completed by the Mexican government on San Pablo shows that the favourable geology and anomalous Cu/PGM values can be extended for another 1.5 km bringing the overall target to in excess of 3.0 km of strike length.

The following are the key results from the first phase.

Maricela Area - Eight diamond drill holes totaling 1,632 metres were completed on the Maricela area and tested mineralization in trenches 1, 4, 7 and 11. Seven of the eight drill holes have tested under three of the trenches within a 600 x 300 metre portion of the anomalous trend. One drill hole is located a further 400 metres to the east. All of the drill holes on Maricela encountered feldspathic, massive pyroxenite, indicating that the pyroxenitic phases of the ultramafic complex are a minimum of 300 metres thick. The pyroxenite has been extensively altered to secondary tremolite. Sulphide mineralization encountered in these holes comprises variable amounts of chalcopyrite, cubanite, bornite, pyrrhotite, and minor pentlandite. A thick, cumulate phase anorthositic gabbro is interpreted to form the hanging wall unit to the pyroxenite, and a number of surface Cu-PGM occurrences within this unit near the contact remain untested. The lower (footwall) contact is not exposed on surface, and may be partially covered by overlying younger Tertiary volcanics. The lower contact is of particular interest for its potential to develop contact style Cu/PGE mineralization.

Four holes drilled in the Maricela area intersected anomalous copper and precious metal values. Hole M-01-01 intersected 110.5 meters that graded 0.34 % copper, 0.14 g/t Platinum, 0.24 g/t Palladium and 0.09 g/t gold. This included 21.0 meters that averaged 0.79 % copper, 0.29 g/t Platinum, 0.63 g/t Palladium and 0.24 g/t gold. Hole M-01-03 intersected 128.1 meters that graded 0.39 % copper, 0.17 g/t Platinum, 0.23 g/t Palladium and 0.15 g/t gold. Hole M-01-04 intersected 127.4 meters that graded 0.36 % copper, 0.18 g/t Platinum, 0.24 g/t Palladium and 0.13 g/t gold. Hole M-02-08 intersected 38.9 meters that graded 0.50 % copper, 0.25 g/t

Platinum, 0.34 g/t Palladium and 0.15 g/t gold. This included 10.9 meters that averaged 0.95 % copper, 0.53 g/t Platinum, 0.68 g/t Palladium and 0.31 g/t gold.

A second phase of exploration was completed in October of 2002. A further four trenches were completed within the Maricela area, bringing the total number of trenches in this area to sixteen. Following this trenching program a second phase of drilling was carried out totaling 1,554 meters in 10 diamond drill holes. Five of these holes tested a 1,100 meter long section of the mafic complex, including the Maricela area. Three holes tested a portion of the projected hangingwall contact area between massive pyroxenite and megacrystic gabbro in the Maricela area. Limited induced polarization work and a further three holes were drilled early in 2003, no significant values were encountered.

Infrastructure

All major services are found in Mazatlan, a major city located twenty kilometres to the south of the prospect. Labour is available in local towns and villages. There is good road access throughout most of the area and a major highway (Number 15) crosses the western part of the prospect and major power lines also cross the western and eastern portions of the prospect. A local power line network supplies electricity to villages within the area.

Planned Work Program Fiscal 2007, Ending December 31, 2007

The Company has no planned Fiscal 2007 exploration program. The Company and Santoy are seeking a joint venture partner for this prospect.

The PV Prospect Canada

The PV Prospect is without known reserves and all current work by the Company on the prospect is exploratory in nature.

Option to Acquire Interest

The initial 10 claims (40 units) comprising the PV prospect were acquired by staking by the Company s predecessor (Fairfield) in October 2001 and are 100% owned by the Company. The Company added 26 single-unit PV claims by staking in February and June 2003, and also staked a separate block of 12 single-unit NIC claims during October 2003.

In March 2004, the Company entered into an agreement with Consolidated Spire Ventures Ltd. (Spire). To earn a 60% interest, Spire must incur exploration expenditures totalling $1.3 million and issue 600,000 shares to the Company by January 10, 2007. In May 2004, the Company completed the staking of an additional 22 mineral claims and was

reimbursed by Spire for the costs of this work. These new claims partly overlapped and substantially expanded the previous PV and NIC claim groups, joining them into one contiguous block currently comprising 353 units or approximately 88 square kilometres.

During Fiscal 2005 all but nine of the original (legacy) claims were converted to electronic (BCGS) grid cell claims, and six additional new cell claims were acquired resulting in a land area expansion from 88 to the present 107 square kilometers.

During Fiscal 2006, Spire completed the earn-in requirements and the Company sold its remaining interest for a total of 3,000,000 shares of Spire, 2,000,000 shares issuable immediately and 1,000,0000 shares in one year, a 2% NSR and 1,000,000 shares on start of production.

Japan Oil, Gas and Metals National Corporation Joint Venture - Mexico

On July 29, 2005, the Company entered into a Letter of Intent and Preliminary Agreement with Japan Oil, Gas and Metals National Corporation (JOGMEC). The regional joint venture program is to consist of grassroots exploration for base metal deposits over a selected area in Mexico. To keep the joint venture in good standing, JOGMEC must contribute U.S.$700,000 to this program with U.S.$300,000 of exploration expenditures to be incurred by March 31, 2006 and the remainder by March 31, 2007. JOGMEC can acquire a 60% interest in any mineral property acquired during the course of the exploration program (designated property) by incurring an

additional U.S.$500,000 of exploration expenditures for each designated property. Any property identified by the program, but not selected as a designated property, shall be 100% owned by the Company.

In addition to the exploration joint venture, JOGMEC may earn an initial 51% interest in the Company s Santa Isabela property, acquired by staking, by incurring exploration expenditures totaling U.S.$300,000 by October 31, 2005 (done) and by incurring an aggregate of exploration expenditure totaling U.S.$1,000,000 by March 31, 2007. JOGMEC can increase its interest to 60% by incurring an additional U.S.$500,000 of exploration expenditures by September 30, 2008. In October, 2005 a program of soil sampling, Induced Polarisation (IP) and magnetics geophysics was conducted. A diamond drill program was also initiated, however delays and difficulties in drilling under the timing constraints limited the drilling program to one hole which was drilled to a depth of 363 meters. The drill hole encountered two broad zones of anomalous lead, zinc, silver and arsenic values within zones of bleached, brecciated and calcite veined limestone. The hole was designed to test one of the areas of elevated silver, lead and zinc values in soil. Roughly 400 meters away from the location of this drill hole, IP geophysics identified an area of highly elevated chargeability responses thought to represent massive sulphide style mineralization at depth. Budget and time constraints did not allow for drill testing this anomaly. The alteration and mineralization observed in the hole drilled, are interpreted to be typical of that associated with areas peripheral to zones of massive sulphide mineralization.

The road accessible Santa Isabela property covers a roughly 14,000 hectare area and is located in Coahuila State, Mexico. The property covers an area of structurally controlled jasperoid replacement silicification and calcite veining traceable over 700 meters in outcrop and developed within a package of limestones. Silver-lead-zinc mineralization at the Santa Isabela property is thought to represent the upper levels of a potentially much larger mineralized carbonate replacement (CRD) system at depth, likely identified by a geophysical induced polarization (IP) survey conducted which identified elevated chargeability responses, thought to represent sulphides, at depth. Surface sampling of mineralization has returned grades consistent with CRD style mineralization from the districts within the Mexican CRD Belt. The soil geochemical and induced polarization (IP) geophysical surveys defined two broad zones of coincident elevated zinc, lead and silver in soil and high chargeability response at depth.

In 2006, a second, one hole, diamond drill program was initiated. This drill hole (Hole SI-06-01) was designed to test the higher chargeability feature encountered in the 2005 geophysical program. Economic grades were not intersected in the hole drilled, however the geochemical results and the alteration noted is interpreted to indicate that a strong mineralized system exists on the Santa Isabela property. The drilling is considered insufficient to adequately test the system.

BHP Billiton Joint Venture - Mexico

On May 9, 2002, the Company entered into a joint venture agreement (Joint Venture) with BHP Billiton World Exploration Inc. (BHP) to undertake exploration in eastern Mexico. Under terms of the Joint Venture, each company advanced U.S.$200,000 for exploration in the first year. The parties are negotiating an agreement whereunder, to earn a 51% interest in a Project Area designated under the Joint Venture, BHP must incur an aggregate of U.S.$750,000 for exploration on the Project Area on or before the 7th anniversary of the Agreement, of which U.S.$250,000 must be expended by the 5th anniversary, after which both companies are committed to fund a further U.S.$750,000 of

exploration. If either company fails to make its contribution, it would be diluted. If a party s interest is diluted to below 10%, such interest is conveyed to the non-defaulting party in return for a 2% net smelter return royalty. If both companies maintain their interest of funding, BHP can earn a further 19% interest in each Project Area by incurring the lesser of:

(i)

all expenditures to complete a Feasibility Study on the Project Area; or

(ii)

aggregate expenditures of U.S.$25,000,000 on the Project Area.

An additional 10% interest in a Project Area can be earned by BHP by incurring all expenditures to bring such Project Area into Commercial Production.

During 2005, the Company signed two amendments in order to extend its agreement with BHP. The terms of the agreement outline two separate phases dependant upon success in the first phase.

Initial helicopter-borne reconnaissance programs were completed in May 2003 and March 2004 over the areas

of interest of the joint venture program. A 100% interest was acquired by staking in several prospects identified during this program. As part of the new agreement BHP relinquished any and all rights to six projects identified and staked by the Company during the original exploration program. These properties include the Santa Isabela and Candy silver-palladium-zinc prospects in Coahuila State, the El Sabino and El Fierro gold prospects in San Luis Potosi State and the Zapotec and Tuligtic gold-silver and gold-silver-copper prospects in Puebla State. All projects are now held 100% by the Company.

Since signing the original agreement in May, 2003 to December 31, 2004, the Company and BHP spent U.S.$400,000 on a regional exploration program that covered a large area of Mexico considered prospective for copper-gold deposits. This program resulted in the identification of a smaller area where copper-gold mineralization has been identified that is considered highly prospective for porphyry copper-gold systems. This new smaller area was the area of influence for the joint venture and was the focus of an exploration program that consisted of geochemical stream sediment sampling.

In 2005 the joint-venture agreement was amended and considered a next phase of work, focused on grassroots exploration with Almaden as operator with a budget of a minimum of U.S.$50,000 to be spent. Under the amended agreement, if both Almaden and BHP agreed to acquire any properties discovered, BHP would have had the option to carry out U.S.$750,000 of work on each such property in order to earn a 51% interest in that property. After BHP had completed this expenditure each property would have had a joint-venture phase of exploration during which both Almaden and BHP would contribute U.S.$750,000 for a total of U.S.$1,500,000. If one party failed to contribute to this phase, it would have been diluted to a 2% net smelter return royalty. After this joint-venture stage was completed and if both parties had maintained their interests by funding, BHP could then have elected to earn an additional 19% interest, for a total of 70% in each project, by completing a feasibility study not to exceed U.S.$25,000,000 for each project. A final 10% interest could have been earned if BHP funds the property into production. In 2005, the minimum expenditure was met.

During Fiscal 2006, the joint-venture was terminated.

Item 5.

Operating and Financial Review and Prospects

Operating Results

The following discussion and analysis of the results of operations and the Company s financial position should be read in conjunction with the consolidated financial statements and related notes for the years ended December 31, 2006, 2005 and 2004 appearing under Item 17 Financial Statements and listed under Item 19 Exhibits.

The Company s consolidated financial statements are stated in Canadian Dollars and are prepared in accordance with Canadian GAAP, the application of which, in the case of the Company, conforms in all material respects for the periods presented with U.S. GAAP except as presented in Note 16 to the consolidated financial statements included herein.

The Company is in the business of acquiring and exploring mineral properties and prospects in Canada, the United States and Mexico with the aim of developing them to a stage where they can be exploited at a profit or to arrange joint ventures whereby other companies provide, in whole or in part, funding for development and exploitation. At that stage, the Company s operations would, to some extent, be dependent on the world market prices of any minerals mined. The Company does not have producing properties and operations on its properties and prospects are exploratory searches for mineable deposits.

Fiscal 2006 compared to Fiscal 2005

The Company s operations during the year ended December 31, 2006 (Fiscal 2006) produced a net loss of $4,268,775 or $0.10 per share compared to a net loss of $1,095,215 or $0.03 per share for the fiscal year ended December 31, 2005 (Fiscal 2005). The increase in net loss is primarily due to the $2,488,900 non-cash expense of stock-based compensation recognized for stock options granted during the year (2005 - $213,600). This expense is directly related to, and fluctuates based on, the number of stock option granted during any period.

The Company has no revenue from mining operations. Revenue consists primarily of interest income. Interest income increased significantly during 2006 due to the higher cash balances available for investment. The higher

cash balances are mainly the result of share purchase warrants exercised during the year due to an early expiry provision contained in warrants issued in November 2005 which was effected during 2006. The recovery of value-added tax in Mexico is included in other income. The recovery has been inconsistent. Some of the value-added tax recovered in 2006 relates to claims made in the prior year. Not all of the value-added tax claimed in 2006 was recovered in the year. The recovery of value-added tax in Mexico has been steadily increasing although the Company can not be certain this will continue to be the trend.

General and administrative expenses were $1,195,495 during Fiscal 2006 compared to $859,040 during Fiscal 2005. This increase is due to the increase in insurance premiums to $65,884 during Fiscal 2006 compared to $8,484 during Fiscal 2005 due to the addition of Directors and Officers Liability Insurance required because of increased responsibility under new regulatory requirements and coverage on the Company s expanded operations. Professional fees and compliance costs increased to $257,240 and $49,849 respectively during Fiscal 2006 compared to $197,369 and $0 respectively during Fiscal 2005 due to increased regulatory requirements placed upon public companies listed in Canada and the United States. Rent increased to $140,298 during Fiscal 2006 compared to $106,754 during Fiscal 2005 due to an expansion of our premises to accommodate the Company s increased activities. Travel and promotion costs increased to $169,649 during Fiscal 2006 compared to $126,030 during Fiscal 2005 due to the Company s participation in the Vancouver Resource Investment Conference, the Prospectors and Developers Association Conference in Toronto, the Precious and Base Metals Investor Conference in New York and the New Orleans Investment Conference. A trip was undertaken by the President to meet with various fund managers in France and the Company engaged Roth Investor Relations Inc. of New Jersey who organized a presentation to various fund managers and stock brokers in San Francisco. The Company also retained Casey Research for a sponsored profile on the Kitco Casey website during the year.

General exploration costs were $718,191 in Fiscal 2006 compared to $829,415 during Fiscal 2005. The decrease was due to less regional exploration being undertaken in Mexico.

Income on mineral property options consists of equity securities received pursuant to mineral property option agreements and reflect the excess of the market value at the time of receipt over the carrying value of the property. In Fiscal 2006, this income reflects the Company selling its remaining 40% interest in the PV prospect to Consolidated Spire Ventures Ltd. for 2,000,000 shares upon signing of the agreement. In Fiscal 2005, this income reflects the Company completing an agreement with Ross River Minerals Inc. to sell 100% of its right, title and interest in the El Pulpo prospect for 2,200,000 shares and the receipt of 850,000 shares of Hawkeye Gold and Diamond Inc. relating to the San Carlos prospect.

Significant non-cash items include the income on mineral property options and the stock-based compensation recognized for stock options granted discussed above and the write-down of interests in mineral properties which fluctuates year to year based on management s evaluation of the carrying value of each mineral property interest held at that time. Income on mineral property options was $527,811 in Fiscal 2006 compared to $912,795 in Fiscal 2005. In Fiscal 2006 this income is from the receipt of 2,000,000 shares (value on receipt - $540,250) of Consolidated Spire Ventures Ltd. In Fiscal 2005, this income is mainly from the receipt of 2,200,000 shares (value on receipt - $616,000) of Ross River Minerals Ltd. and the receipt of 850,000 shares (value on receipt - $136,000) of Hawkeye Gold and Diamond Inc. Write-down of interests in mineral properties during Fiscal 2006 increased to $1,125,334 compared to $567,658 in Fiscal 2005. This write-down is based on managements evaluation of the carrying value of each mineral

property interest held. Stock-based compensation during Fiscal 2006 was $2,488,900 as compared to $213,600 during Fiscal 2005. This expense is directly related to the number of stock options granted during any fiscal year. During Fiscal 2005, a future income tax recovery of $302,240 in Fiscal 2005 was recorded upon the adoption of the recommendations of Emerging Issues Committee 146 with respect to flow-through shares. For all flow-through shares issued subsequent to December 31, 2003, the Company will recognize the future income tax liability and a corresponding increase to deficit on the date the Company renounces the tax credits associated with the expenditures, provided there is reasonable assurance that the expenditures will be made. The recognition of any portion of previously unrecognized future income tax assets will be recorded as a reduction of income tax expense. The future income tax recovery relating to flow-through shares issued during Fiscal 2006 will be recognized when renounced in the first quarter of Fiscal 2007. Reference is made to Note 16(c) of the audited consolidated financial statements of the Company for Fiscal 2006 as to differences between Canadian GAAP and U.S. GAAP as to accounting for flow-through shares.

Fiscal 2005 compared to Fiscal 2004

The Company s operations during the year ended December 31, 2005 (Fiscal 2005) produced a net loss of $1,095,215 or $0.03 per share compared to a net loss of $3,065,803 or $0.11 per share for the fiscal year ended December 31, 2004 (Fiscal 2004). The significant fluctuation in net loss is primarily due to an increase in income from mineral property options and a reduction in the expense recognized for stock options granted during Fiscal 2005.

The Company has no revenue from mining operations. Revenue includes interest income, proceeds from geophysical programs undertaken on behalf of third parties and the recovery of value-added tax in Mexico, all of which increased during Fiscal 2005 as compared to Fiscal 2004.

General and administrative costs were $859,040 during Fiscal 2005 compared to $705,826 during Fiscal 2004. This increase was primarily due to an increase in office and licenses general office expenses which increased due to the overall increase in activity during the year, stock exchange fees due to the Company s listing on the American Stock Exchange and the non-cash expense of depreciation. Although the Company s expenditures on travel and promotion decreased during Fiscal 2005, the Company did participate in numerous investment conferences throughout the year including the Vancouver Resource Investment Conference, the World Outlook Financial Conference in Vancouver and the Prospectors and Developers Association Conference in Toronto. The Company engaged Roth Investor Relations Inc. of New Jersey to introduce senior management to various investment brokers in Atlanta, Georgia and a trip was taken by the President to meet several fund managers in Paris, France. The Company also paid Casey Research for a sponsored profile on the Kitco Casey website throughout Fiscal 2005.

General exploration costs were $829,415 in Fiscal 2005 compared to $539,794 during Fiscal 2004. The increase was primarily due to operational costs and repairs to drill equipment not related to a specific project ($255,126). Overall general exploration activity remained consistent in both years.

Income on mineral property options consists of equity securities received pursuant to mineral property option agreements and reflect the excess of the market value at the time of receipt over the carrying value of the property.

Significant non-cash items include the income on mineral property options discussed above, the write-down of interests in mineral properties, stock option compensation and income tax recovery. Income on mineral property options increased to $912,795 in Fiscal 2005 compared to $104,027 in Fiscal 2004, mainly on the receipt of 2,200,000 shares (value on receipt - $616,000) of Ross River Minerals Ltd. on completion of sale of the El Pulpo property and the receipt of 850,000 (value on receipt - $136,000) pursuant to an amended agreement with Hawkeye Gold and Diamond Inc. relating to the San Carlos property. Write-down of interests in mineral properties during Fiscal 2005 decreased to $567,658 compared to $903,358 in Fiscal 2004. This write-down is based on managements evaluation of the carrying value of each mineral property interest held. Stock option compensation during Fiscal 2005 decreased to $213,600 as compared to $1,234,783 during Fiscal 2004. This expense is directly related to the number of stock options granted during any fiscal year. A future income tax recovery was recorded upon the adoption of the recommendations of Emerging Issues Committee 146 with respect to flow-through shares. For all flow-through shares issued subsequent to December 31, 2003, the Company will recognize the future income tax liability and a

corresponding increase to deficit on the date the Company renounces the tax credits associated with the expenditures, provided there is reasonable assurance that the expenditures will be made. The recognition of any portion of previously unrecognized future income tax assets will be recorded as a reduction of income tax expense. The impact of this adoption was a future income tax recovery of $302,240 in Fiscal 2005 and 338,400 in Fiscal 2004. Reference is made to Note 16(c) of the audited consolidated financial statements of the Company for Fiscal 2006 as to differences between Canadian GAAP and U.S. GAAP as to accounting for flow-through shares.

Liquidity and Capital Resources

Fiscal 2006 Ended 12/31/2006

At the end of Fiscal 2006, the Company had working capital of $20,242,376 compared to $9,374,074 at the end of Fiscal 2005 and cash and cash equivalents of $18,796,956 at the end of Fiscal 2006 compared to $7,961,050 at the end of Fiscal 2005.

The significant increase in cash and working capital is due to the closing of three private placement financings for proceeds of $1,968,413 net of share issuance costs and the exercise of share purchase warrants and stock

options for proceeds of $11,082,959 and $898,608 respectively during Fiscal 2006. In addition, the market value of the Company s inventory of gold bullion at the end of Fiscal 2006 was $1,185,600 - $910,832 above book value. The market value of equity securities at the end of Fiscal was $1,699,597 - $380,455 above book value. These values differ from the GAAP valuation on the balance sheet which is at the lower of cost or market. Should the Company dispose of all its equity securities at one particular time, it may not realize this market value. Instead, the Company disposes of equities when favorable market conditions exist for any of its holdings. Also, included in working capital is a contingent liability in the event the Company is unsuccessful in its appeal of assessed additional mineral tax for prior years. On June 22, 2005, a petition was filed on behalf of the Company in the Supreme Court. The matter will proceed to British Columbia Supreme Court. The Company is waiting for the scheduling of the hearing. The Company expects its cash resources to be sufficient to meet its working capital and mineral exploration requirements for at least the next year. The Company has no long-term debt.

Cash used for operating activities during Fiscal 2006 was $743,843 compared to $1,576,196 during Fiscal 2005. Significant non-cash expenses are discussed above.

Cash flows from financing activities during Fiscal 2006 were $13,949,980 compared to $7,227,921 during Fiscal 2005. The source of cash during Fiscal 2006 is from the completion of private placement financings ($1,968,413 net of share issuance costs), the exercise of share purchase warrants ($11,082,959) and the exercise of stock options ($898,608). The Company completed private placements of 325,000 units in July 2006, 175,500 units in November 2006 and 225,000 units in December 2006. Please see Note 7 to the consolidated financial statements for the year ended December 31, 2006 for further details.

During Fiscal 2006, Almaden had proceeds from the sale of equity securities of $806,039 compared to $243,940 in Fiscal 2005. This relates to the sale of equity securities received as income from mineral property option agreements at a price in excess of their book value. The Company invested $247,575 in property, plant and equipment during Fiscal 2006 compared to $804,146 during Fiscal 2005, primarily the purchase of three vehicles to be used in exploration ($89,251) and IP equipment for undertaking geophysical surveys ($44,340). During Fiscal 2006, the Company made investments of $2,973,501 in mineral properties interests, most significantly a drill program undertaken and further exploration data processing, technical studies and engineering conducted on the Elk property in British Columbia ($1,378,657), the acquisition of the Viky property in Mexico and an IP geochemical soil survey undertaken ($213,928), a program of detailed prospecting, soil sampling, trenching, drilling and reclamation conducted on the Skoonka Creek property in British Columbia ($226,793) and a large geochemical soil survey conducted on the Erika property in Mexico ($226,555). These investments are net of any proceeds received from option agreements and costs recovered. There were no gold sales during Fiscal 2006 and Fiscal 2005. The Company presently has sufficient financial resources to undertake all of its currently planned exploration programs.

Fiscal 2005 Ended 12/31/2005

At the end of Fiscal 2005, the Company had working capital of $9,374,074 compared to $4,659,617 at the end of Fiscal 2004 and cash and cash equivalents of $7,961,050 at the end of Fiscal 2005 compared to $4,125,706 at the end of Fiscal 2004. The increase in cash is primarily due to the closing of two private placements during Fiscal 2005 for proceeds of $6,547,800 net of share issuance costs. In addition, the market value of the Company s inventory of gold bullion at the end of Fiscal 2005 was $962,707 - $687,939 above book value. The market value of equity securities at the end of Fiscal 2005 was $1,816,560 - $609,633 above book value. These values differ from the GAAP valuation on the balance sheet which is at the lower of cost or market. Should the Company dispose of all its equity securities at

one particular time, it would not realize this market value. Instead, the Company disposes of equities when favourable market conditions exist for any of its holdings. Also, included in working capital is a contingent liability in the event the Company is unsuccessful in its appeal of assessed additional mineral tax for prior years. The Company is currently appealing the Minister s decision to the Supreme Court of British Columbia. The Company expects its level of cash resources to be sufficient to meet its working capital and mineral exploration requirements for the next several years. The Company has no long-term debt.

Cash used for operating activities during Fiscal 2005 was $1,576,196 compared to $1,316,142 during Fiscal 2004. Significant non-cash expenses are discussed above.

Cash flows from financing activities during Fiscal 2005 were $7,227,921 compared to $2,071,427 during Fiscal 2004. The source of cash during Fiscal 2005 is from the completion of private placement financings ($6,558,615 net of share issuance costs), the exercise of share purchase warrants ($457,125) and the exercise of stock options ($212,181). The Company completed a private placement of 500,000 flow-through common

shares in August 2005 and a private placement of 3,700,000 units in November 2005. Please see Note 8 to the consolidated financial statements for the year ended December 31, 2005 for further details.

During Fiscal 2005, Almaden had proceeds from the sale of equity securities of $243,940 compared to $22,689 net proceeds from the sale of equity securities in excess of purchases in Fiscal 2004. This relates to the sale of equity securities received as income from mineral property option agreements at a price in excess of their book value. During Fiscal 2005, $804,146 was invested in property, plant and equipment, primarily the purchase of drill equipment ($643,077) and vehicles ($92,326) to be used in exploration in Mexico compared to $173,747 in Fiscal 2004. During Fiscal 2005, investments of $1,459,485 were made in mineral properties interests, most significantly the Elk property in British Columbia ($801,833) compared to $1,317,435 during Fiscal 2004. These investments are net of any proceeds received from option agreements and costs recovered. There were no gold sales during Fiscal 2005 and Fiscal 2004.

Research and Development, Patents and Licenses

The Company conducts no Research and Development activities, nor is it dependent upon any patents or licenses.

Trend information

The previous period of low metal prices led to low market capitalizations and major mining companies found it was easier to grow by merger or acquisition or by purchasing mines rather than explore for them. This, in turn, lead to downsizing of major mining company exploration staffs and many professionals took early retirement or left the industry to pursue other careers. As a result of these trends, there are few good gold-silver projects in the pipeline and a shortage of experienced explorationists. With current high metal prices and increasing demand, especially from Asia, supply difficulties may occur in the future and there is a discernible need for good exploration projects based on sound geological work. At the same time, environmental groups have successfully lobbied for more wilderness areas and parks where exploration and mining activities are not allowed. Native groups are actively pursuing land claims and there is a rise of militant national and religious groups in many parts of the world. These issues tend to restrict the areas where mineral exploration and development of new mines can occur. This should make areas permissive to exploration more attractive. As junior companies (many of which are staffed by former large company geologists) find it easier to raise funds, they are seeking properties of merit to explore.

Off-balance Sheet Arrangements

The Company has no off-balance sheet arrangements other than the lease related to its office premises as disclosed below.

Related party transactions

A total of $162,515 (2005 - $129,840) was paid to a company controlled by Duane Poliquin, the President of the Company, for geological consulting services and general and administrative services during the year. A total of

$86,000 (2005 - $84,000 for geological services and a vehicle owned by this company was purchased by Almaden for $22,000) was paid to a company controlled by Morgan Poliquin, a Director of the Company, for geological consulting services during the year. A total of $5,650 (2005 - $0) was paid to a company owned by Barry Smee, a Director of the Company, and his wife for geochemical consulting services provided during the year. These amounts are included in general exploration, mineral property costs and property, plant and equipment. A total of $74,824 (2005 - $62,550) was paid to Dione Bitzer, CMA, an Officer of the Company for accounting services during the year. This amount is included in professional fees.

Forward looking statements

Certain information included in this discussion may constitute forward-looking statements. Forward-looking statements are based on current expectations and entail various risks and uncertainties. These risks and uncertainties could cause or contribute to actual results that are materially different than those expressed or implied. The Company disclaims any obligation or intention to update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise.

Contractual Obligations

The Company is obligated under an operating lease for its office premises with the following aggregate minimum lease payments to the expiration of the lease on January 31, 2011. The Company is committed to the

final acquisition payment of U.S.$210,000 in March 2007 for the Caballo Blanco prospect (paid). The Company is also committed to making the final acquisition payment of U.S.$20,000 for the As de Oro claim in 2007 and to making acquisition payments of U.S.$10,000 in each of 2007, 2008 and 2009 for the Gallo de Oro claim. The Company does have government requirements in work and/or taxes to maintain other claims held. The decision to keep or abandon such claims is not contractual but at the discretion of the Company. All other property option payments on the Company s projects have been assumed by third parties who are earning their interests in the projects. Table No. 4 lists the total contractual obligations for each period.

Table No. 4

Contractual Obligations of the Company

	Payments due by period				
	Total	less than 1 year	1 3 years	3 5 Years	more than 5 years
Operating lease obligations	$221,800	$48,800	$168,000	$5,000	-
Property acquisition	$304,200	$280,800	$23,400	-	-

Forward-Looking Statements Safe Harbor

Certain statements contained in this report regarding future operating results or performance or business plans or prospects and any other statements not constituting historical fact are *forward-looking statements* subject to the safe harbor created by Section 27A of the Securities Act 1933 and Section 21E of the Securities Exchange Act 1934 . Where possible, the words *believe, expect, anticipate, intend, should, will, planned, estimated, potential, goal, outlook,* and similar expressions, as they relate to the Company, its management, or the Company s property interests , have been used to identify such forward-looking statements. All forward-looking statements reflect only current beliefs and assumptions with respect to future business plans, prospects, decisions and results, and are based on information currently available to the Company. Accordingly, the statements are subject to significant risks, uncertainties and contingencies which could cause the Company s actual business plans or prospects to differ materially from those expressed in, or implied by, these statements. Such risks, uncertainties and contingencies include, but are not limited to, general economic conditions. Additional factors that could cause the companies results to differ materially from those described in the forward-looking statements are described in detail in this report under the heading Risk Factors .Unless required by law the Company does not undertake any obligation to update publicly any forward-looking statements, whether as a result of new information, future events or otherwise.

U.S. Generally Accepted Accounting Principles

These consolidated financial statements prepared in accordance with Canadian generally accepted accounting principles (Canadian GAAP) conform to those generally accepted in the United States (U.S. GAAP), in all material respects, except as noted below:

Mineral Properties

Under Canadian GAAP exploration costs and costs of acquiring mineral rights are capitalized during the search for a commercially mineable body of ore. For U.S. GAAP purposes, exploration expenditures can only be deferred subsequent to the establishment of proven and probable reserves. For U.S. GAAP purposes, the Company therefore expensed its exploration expenditures.

Marketable Securities

Under Canadian GAAP, marketable securities are recorded at cost. For U.S. GAAP purposes, equity securities and long-term investments are classified as available-for-sale securities and accordingly, unrealized holding gains and losses on these securities are recorded in other comprehensive income SFAS No. 130, *Reporting Comprehensive Income*, establishes standards for the reporting and display of comprehensive income and its components (revenue, expenses, gains and losses) in a full set of general purpose financial statements.

Flow-through Common Shares

Under Canadian income tax legislation, a company is permitted to issue shares whereby the company agrees to incur qualifying expenditures and renounce the related income tax deductions to the investors. The Company has

accounted for the issue of flow-through shares using the method in accordance with Canadian GAAP. At the time of issue, the funds received are recorded as share capital. At the time of the filing of the renunciation of the flow through expenditures to the investors, the Company records a future income tax liability that is recorded directly to shareholders equity.

During the completion of the consolidated financial statements for 2006, the Company became aware of a difference between Canadian and U.S. GAAP with respect to the accounting for flow through shares. For U.S. GAAP purposes, the premium paid for flow through shares in excess of the market value at the time of issue is credited to other liabilities and included in income as the qualifying expenditures are made. There was no premium on the flow-through shares issued for all periods presented. The recognition of the future income tax liability upon renunciation of the flow through expenditures is recorded as income tax expense. The Company has restated the 2005 and 2004 financial statements as follows:

	2005			2004		
	Originally Reported	Restatement	As Restated	Originally Reported	Restatement	As Restated
Net loss under U.S. GAAP	($1,549,777)	($302,240)	($1,852,017)	($3,779,947)	($338,400)	($4,118,347)
Net loss per share under U.S. GAAP	($0.05)	($0.01)	$(0.06)	($0.13)	($0.01)	($0.14)

The impact of these differences is an increase in net loss of $1,763,237 or 0.04 per share in Fiscal 2006, $779,152 or $0.03 per share in Fiscal 2005 and $1,052,544 or $0.03 per share in Fiscal 2004. The reader is advised to see Note 16 to the consolidated financial statements for the year ended December 31, 2006 for further details.

Critical Accounting Policies

The Company s significant accounting policies are set out in Note 2 of the audited consolidated financial statements for the year ended December 31, 2006. There are two policies that due to the nature of the mining business may not be readily understood. These policies relate to the capitalizing of mineral exploration expenditures and the use of estimates.

The Company defers all costs relating to the acquisition and exploration of its mineral properties. Any revenues received from such properties are credited against the costs of the property. If commercial production commenced on any of the Company s properties, all costs would be charged to operations on a unit-of-production method. The Company s management periodically reviews the results of its exploration programs. Any decisions to abandon or reduce exploration efforts on any of its properties would result in a charge to operations when such decision is made.

There is not a predetermined hold period for any property as geological or economic circumstances render each property unique.

Critical accounting estimates

A detailed summary of all the Company s significant accounting policies is included in Note 2 to the audited consolidated financial statements for the year ended December 31, 2006. Significant estimates used in the preparation of these consolidated financial statements include, amongst other things, stock-based compensation, depreciation, determination of net recoverable value of assets, determination of fair value on taxes and contingencies.

Changes in accounting principles

Flow-through shares

The Emerging Issues Committee 146 amended the accounting standard with respect to flow-through shares during 2004. The standard requires, for all flow-through shares issued subsequent to December 31, 2003, the recognition of the future income tax liability and a corresponding increase to deficit on the date the company renounces the tax credits associated with the expenditures, provided there is a reasonable assurance that the expenditures will be made. The recognition of any portion of previously unrecognized future income tax assets will be recorded as a reduction of income tax expenses. In Fiscal 2005, a future income tax recovery was recorded upon the adoption of the standard. The future income tax recovery relating to flow-through shares issued during Fiscal 2006 will be recognized when renounced in the first quarter of Fiscal 2007.

Item 6. Directors, Senior Management and Employees

Table No. 5 lists the directors and senior management of the Company. The directors have served in their respective capacities since their election and/or appointment and will serve until the next annual general meeting or until a successor is duly elected, unless the office is vacated in accordance with the Articles of the Company. All directors are residents and citizens of Canada.

Table No. 5

Directors of the Company

Name	Age	Date First Elected or Appointed
James Duane Poliquin	66	February 1, 2002[4]
James E. McInnes	69	February 1, 2002[4]
John D. McCleary[2][3]	66	February 1, 2002[4]
Joseph Montgomery[1][2][3]	79	February 1, 2002[4]
Morgan Poliquin	35	February 1, 2002[4]
Gerald G. Carlson[1][2][3]	61	February 1, 2002[4]
Barry W. Smee	61	July 6, 2006
Donald Lorimer[1]	73	November 17, 2003

[1] Member of Audit Committee

[2] Member of Nominating and Corporate Governance Committee

[3] Member of Compensation Committee

[4] Date of issue of the Certificate of Amalgamation

Duane Poliquin has been a director of Almaden Resources Corporation since September 1980, James E. McInnes since December 1985, Jack McCleary since June 1991 and Morgan Poliquin since June 1999.

Duane Poliquin and James E. McInnes were directors of Fairfield Minerals Ltd. since June 1996, Joseph Montgomery since July 2000 and Gerald G. Carlson since July 1998.

Table No.6 lists the Executive Officers of the Company. The Executive Officers serve at the pleasure of the Board of Directors. All Executive Officers are residents and citizens of Canada.

Table No. 6

Executive Officers of the Company

Name	Position	Age	Date First Appointed
James Duane Poliquin	President and Chief Executive Officer	66	February 1, 2002[4]
Morgan Poliquin	Chief Operating Officer	35	March 1, 2007
Dione Bitzer	Chief Financial Officer	46	February 1, 2002[4]

[4] Date of issue of the Certificate of Amalgamation

Duane Poliquin was appointed an Officer of Almaden Resources Corporation in September 1980 and of Fairfield Minerals Ltd. in June 1996. Dione Bitzer was appointed an Officer of Fairfield Minerals Ltd. in March 2001.

Duane Poliquin is a registered professional geological engineer with over 40 years experience in mineral exploration and the founding shareholder of Almaden Resources Corporation. He gained international experience with major mining companies where he participated in several important mine discoveries. Mr. Poliquin has held executive positions with several junior resource companies over his career and was President of Westley Mines Ltd. when that company discovered the Santa Fe gold deposit in Nevada. He also serves as a director of Motapa Diamonds Inc., a public company exploring for diamonds in Africa. Mr. Poliquin spends virtually all of his time on the affairs of the Company.

James E. McInnes is a retired lawyer and a former geologist with over 40 years experience in mineral exploration and mining law. He has held executive positions with several junior resource companies over his career. He also serves as a director and President of Williams Creek Explorations Limited, a gold, copper and diamond exploration company listed on the TSX Venture Exchange (TSX-V) and Horseshoe Gold Mining Inc., a diamond and gold exploration company listed on the TSX-V. Mr. McInnes spend 25% of his time on the affairs of the Company

John D. (Jack) McCleary is a registered professional geologist with 40 years experience in petroleum and mineral exploration. He has held executive positions with several junior resource companies over his career and for several years was a Vice President of Dominion Securities Ltd. He served as a director and President of Canadian Hydro Developers Inc. until December 1995 at which time he retired and as a director and President of Troymin Resources Ltd. until April 2003 at which time Troymin amalgamated with Santoy Resources Ltd. where he serves as a director. Santoy Resources Ltd. is a precious and base metals, coal and coal bed methane and diamond exploration company listed on the TSX-V. Mr. McCleary spends less than 5% of his time on the affairs of the Company.

Joseph Montgomery, Ph.D., P.Eng. is a professional engineer registered with the Association of Professional Engineers and Geoscientists of B.C. He has over 40 years experience in the mineral industry primarily as a consultant in base and precious metals, industrial metals and gemstones. He is President of Montgomery Consultants Ltd. and is on the Advisory Board of the Canadian Institute of Gemology. He spends less than 10% of his time on the affairs of the Company. Mr. Montgomery also serves as a director of the following junior resource companies:

a.

Abitibi Mining Corp., a company with lead and zinc property holdings listed on the TSX-V.

b.

Sedex Mining Corp., a company with lead and zinc property holdings listed on the TSX-V.

c.

Anglo Minerals Ltd., a company with coal and tar sands deposits listed on the TSX-V.

d.

Comcorp Ventures Inc., a gold and base metals exploration company listed on the TSX-V.

e.

Klondike Gold Corp., a gold and base metals exploration company listed on the TSX-V.

f.

Amador Gold Corp., a gold and base metals exploration company listed on the TSX-V.

g.

Golden Chalice Resources Inc., a gold and base metals exploration company listed on the TSX-V.

Morgan Poliquin, M.Sc.**,** P.Eng., is a registered professional geological engineer with 13 years experience in mineral exploration since graduating with a B.A.Sc. degree in geological engineering from the University of British Columbia (1994). In 1996 he earned a M.Sc. in geology from the University of Auckland, New Zealand studying geothermal

and epithermal deposits in the South Pacific including the Emperor Gold Deposit, Fiji. Mr. Poliquin spends virtually all of his time of the affairs of the Company directing its exploration programs.

Gerald G. Carlson, Ph.D., P.Eng**,** has been involved in mineral exploration and junior exploration company management for over 30 years. Mr. Carlson has a B.A.Sc. from the University of Toronto, a M.Sc. from Michigan Technological University and Ph. D. from Dartmouth College. He is past President of ConSil Corp. and past Vice President of Exploration for Dentonia Resources Ltd. Mr. Carlson became President, Chief Executive Officer and a director of La Teko Resources Ltd. in December 1996, a position he held until the acquisition of La Teko by Kinross Gold Corporation in February 1999. Since 1999, he has been President and CEO of Copper Ridge Explorations Inc. and he holds the position of Chairman of IMA Exploration Inc. He is a past President of the B.C. and Yukon Chamber of Mines, President of the Society of Economic Geologists Canada Foundation and a member of the Professional Engineers and Geoscientists of British Columbia, the Professional Engineers of the Yukon Territory and the Canadian Institute of Mining, Metallurgy & Petroleum. He spends less than 5% of his time on the affairs of the Company. Mr. Carlson also serves as a director or officer of the following junior resource companies:

a.

President of Copper Ridge Explorations Inc., a gold and copper exploration company listed on the TSX-V.

b.

Director of Nevada Star Resource Corp., a platinum, nickel and copper exploration company listed on the TSX-V and NASDAQ Bulletin Board.

c.

Chairman of IMA Exploration Inc., a silver, gold exploration company listed on the TSX-V.

d.

Director of Dentonia Resources Ltd., a diamond exploration company listed on the TSX-V.

e.

Director of Janina Resoures Limited, a copper and gold exploration company listed on the TSX-V.

Barry W. Smee is a consulting geochemist based in British Colombia. He obtained a B.Sc. in chemistry and geology from the University of Alberta, and a Ph.D. in geochemistry from the University of New Brunswick. He has designed and managed commercial analytical laboratories and worked in academia, government and industry for over 40 years. He has authored or co-authored over 50 scientific papers on geochemical and quality control topics. Barry formed Smee and Associates Consulting Ltd., a privately owned geochemical consulting company in 1990 through which he has actively promoted the use of Quality Control protocols in mineral exploration, comprehensive due diligence procedures, and the intelligent use of modern geochemical methods. He spends less than 5% of his time on the affairs of the Company. Dr. Smee also services as a director of Platinum Group

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Metals Ltd., a platinum exploration company listed on the TSX.

Donald M. Lorimer retired as a portfolio manager with Odlum Brown Ltd. in 2006. Mr. Lorimer qualified as a Chartered Accountant with Price Waterhouse & Co. and subsequently was a financial executive with Patino Mining Corporation and Little Long Lac Gold Mines Ltd. In 1971 he joined A.E. Ames & Co. and became a director and vice president responsible for corporate and government underwriting in British Columbia. He spends 10% of his time on the affairs of the Company.

Dione Bitzer is a Certified Management Accountant with over 20 years accounting experience with junior exploration companies. She has held executive positions with several junior resource companies. Miss Bitzer spends all of her business time on the affairs of the Company.

No director and/or executive officer has been the subject of any order, judgment, or decree of any governmental agency or administrator or of any court or competent jurisdiction, revoking or suspending for cause any license, permit or other authority of such person or of any corporation of which he is a director and/or executive officer, to engage in the securities business or in the sale of a particular security or temporarily or permanently restraining or enjoining any such person or any corporation of which he is an officer or director from engaging in or continuing any conduct, practice, or employment in connection with the purchase or sale of securities, or convicting such person of any felony or misdemeanor involving a security or any aspect of the securities business or of theft or of any felony. Seine River Resources Inc. (now Trinity Plumas Capital Corp.), of which James E. McInnes was a director was subject to a cease-trade order as of July 24, 1996, subject to the submission of overdue documentation, which was revoked on August 8, 1996. Williams Creek Explorations Limited, of which James E. McInnes is a director and President and Morgan Poliquin was a director and Dione Bitzer was an officer, was subject to a cease-trade order as of July 22, 1999, subject to the submission of overdue documentation, which was revoked on August 5, 1999. Joseph Montgomery was subject to a cease trade order in the securities of Home Ventures Ltd. as of May 23, 1996 for failure to file insider reports, which was revoked on June 14, 1996.

There are no arrangements or understandings with any two or more directors or executive officers pursuant to which he was selected as a director or executive officer. Duane Poliquin, President, CEO and Director, is the father of Morgan Poliquin, Chief Operating Office and Director.

Currently, the Company has no formal plan for compensating its directors for their service in their capacity as directors. Directors are entitled to reimbursement for reasonable travel and other out-of-pocket expenses incurred in connection with attendance at meetings of the Board of Directors. The Board of Directors may award special remuneration to any director undertaking any special services on behalf of the Company other than services ordinarily required of a director. Other than indicated below no director received any compensation for his services as a director, including committee participation and/or special assignments.

Total compensation paid by the Company directly and/or indirectly to all directors and executive officers during Fiscal 2006 ended December 31, 2006 was $328,989.

Table No. 7

Summary Compensation Table

		Annual Compensation		Long-Term Compensation Awards				
Name and Principle Position	Fiscal Year	Salary	Bonus	Other Annual Compensation	Restricted Stock Awards	Options/ SARS Granted (#)	LTIP Payouts	All Other Compensation
Duane Poliquin	2006	Nil	Nil	Nil	Nil	450,000	Nil	$162,515[1]
President, Director &	2005	Nil	Nil	Nil	Nil	240,000	Nil	129,840[1]
	2004	Nil	Nil	Nil	Nil	236,000	Nil	110,400[1]
Chief Executive Officer								
James E. McInnes	2006	Nil	Nil	Nil	Nil	50,000	Nil	Nil
Director	2005	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2004	Nil	Nil	Nil	Nil	135,000	Nil	Nil
Jack McLeary	2006	Nil	Nil	Nil	Nil	50,000	Nil	Nil
Director	2005	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2004	Nil	Nil	Nil	Nil	35,000	Nil	Nil
Joseph Montgomery	2006	Nil	Nil	Nil	Nil	50,000	Nil	Nil
	2005	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Director	2004	Nil	Nil	Nil	Nil	50,000	Nil	Nil
Morgan Poliquin	2006	Nil	Nil	Nil	Nil	600,000	Nil	$86,000[2]
Director &	2005	Nil	Nil	Nil	Nil	Nil	Nil	84,000[2]
Chief Operating Officer	2004	Nil	Nil	Nil	Nil	350,000	Nil	66,542[2]
Gerald G. Carlson Director	2006	Nil	Nil	Nil	Nil	75,000	Nil	Nil
	2005	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2004	Nil	Nil	Nil	Nil	50,000	Nil	Nil
Barry W. Smee	2006	Nil	Nil	Nil	Nil	150,000	Nil	$5,650[3]

Director	2005	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	2004	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Donald M. Lorimer	2006	Nil	Nil	Nil	Nil	150,000	Nil	Nil
Director	2005	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2004	Nil	Nil	Nil	Nil	110,000	Nil	Nil
Dione Bitzer	2006	Nil	Nil	Nil	Nil	100,000	Nil	$74,824
Chief Financial Officer	2005	Nil	Nil	Nil	Nil	Nil	Nil	62,550
	2004	Nil	Nil	Nil	Nil	100,000	Nil	55,637

(1) For geological services provided to the Company and general and administrative services provided by Hawk Mountain Resources Ltd.,

a company owned by Duane Poliquin and his wife.

(2) For geological services provided by Kohima Pacific Gold Corp., a company owned by Morgan Poliquin.

(3) For geochemical consulting services provided by Smee & Associates Consulting Ltd., a company owned by Barry Smee and his wife.

Stock options

Incentive stock options to purchase securities from the Company are granted to directors, executive officers, employees and consultants of the Company on terms and conditions acceptable to the regulatory authorities in Canada, notably the Toronto Stock Exchange, and in accordance with the requirements of the applicable Canadian securities commissions requirements and regulation.

Incentive stock options previously granted by the Company and its predecessor, which, by the terms of the amalgamation, become options granted by the Company, are not options granted under the Company s formal stock option plan.

The Company has a formal written stock option plan (Plan) which permits the issuance of up to 10% of the Company s issued share capital from time to time during the term of the Plan and may be granted from time to time provided that incentive stock options in favour of any consultant or person providing investor relations services cannot exceed 2% in any 12 month period. No incentive stock option granted under the Plan is transferable by the optionee other than by will or the laws of descent and distribution, and each incentive stock option is exercisable during the lifetime of the optionee only by such optionee.

The exercise price of all incentive stock options granted under the Plan are determined in accordance with Toronto Stock Exchange guidelines and cannot be less than the Market Price on the date of the grant. Market Price is the volume weighted average trading price of the shares for the five trading days immediately preceding the date of the grant. The maximum term of each incentive stock option is five years. Options granted to consultants or persons

providing Investor Relations Activities (as defined in the Plan) shall vest in stages with no more than ¼ of such options being exercisable in any three month period. All options granted during Fiscal 2006 vested on the date granted. Under the requirements of the Toronto Stock Exchange, all unallocated options under the Plan must be approved by the Board of Directors, including a majority of the unrelated directors and by the shareholders every three years after the institution of the Plan. Insiders and affiliates of insiders entitled to receive a benefit under the Plan are not entitled to vote for such approval.

The names and titles of the directors and executive officers of the Company or the Company s predecessor to whom outstanding stock options have been granted and the number of common shares subject to such options as of March 8, 2007 are set forth in Table No. 8, as well as the number of options granted to directors, executive officers, employees and contractors as a group.

Table No. 8

Stock Options Outstanding

Name	**Number of Options Outstanding**	**Exercise Price CDN$**	**Expiry Date**
Duane Poliquin,	324,371	$0.45	10/07/2008
President, Director &	236,000	1.67	12/14/2009
Chief Executive Officer	240,000	1.79	06/17/2010
	450,000	2.50	07/06/2011
James E. McInnes,	135,520	0.45	10/07/2008
Director	135,000	1.67	12/14/2009
	50,000	2.50	07/06/2011
Jack McCleary	53,900	0.45	10/07/2008
Director	35,000	1.67	12/14/2009
	50,000	2.50	07/06/2011
Morgan Poliquin	250,000	0.80	02/26/2008

Director &	67,900	0.45	10/07/2008
Chief Operating Officer	154,000	0.388	12/01/2009
	350,000	1.67	12/14/2009
	600,000	2.50	07/06/2011
Gerald G. Carlson	50,000	1.67	12/14/2009
Director	75,000	2.50	07/06/2011
Joseph Montgomery	50,000	2.50	07/06/2011
Director			
Barry Smee	150,000	2.50	07/06/2011
Director			
Donald L. Lorimer	150,000	2.50	07/06/2011
Director			
Dione Bitzer	75,000	1.67	12/14/2009
Chief Financial Officer	100,000	2.50	07/06/2011
Total Directors/Officers (8 persons)	3,781,691		
Total Employees/Consultants (12 persons)	575,000		
Total Directors/Officers/Employees/Consultants	**4,356,691**		

No funds were set aside or accrued by the Company during Fiscal 2006 to provide pension, retirement or similar benefits for directors or executive officers

Board Practices

This Statement of Board Practices has been approved by the Board.

General

The Toronto Stock Exchange (TSX) and the applicable Canadian securities law and regulation require that the Company comply with National Instrument 58-101 (*Disclosure of Corporate Governance Practices)* or any replacement of that instrument. The Company is also, under applicable Canadian securities law and regulation, required to comply with National Policy 58-201 (*Corporate Governance Guidelines).* National Instrument 58-101 and National Policy 58-201 (for convenience referred to in the aggregate as the guidelines) deal with matters such as the constitution and independence of corporate boards, their functions, the effectiveness and education of the board members and other matters. The Company s statement as to compliance with the guidelines and its approach to corporate governance is set forth below.

Corporate Governance

The Company s Board and management are committed to the highest standards of corporate governance. The Company s corporate governance practices are in accordance with the guidelines. The Company is also cognizant of and compliant with various corporate governance requirements in Canada and is in compliance with applicable U.S. requirements.

The Company s prime objective in directing and managing its business and affairs is to enhance shareholder value. The Company views effective corporate governance as a means of improving corporate performance and accordingly of benefit to the Company and all shareholders.

The Company also believes that director and management honesty and integrity are essential factors in ensuring good and effective corporate governance. To that end the Company s directors have adopted various codes and policies for the Company, its directors, officers, employees and consultants. The codes and policies adopted to date are as follows: Audit Committee Charter, Nominating and Corporate Governance Committee-Responsibilities and Duties, Compensation Committee-Responsibilities and Duties, Code of Business Ethics, Code of Business Conduct and Ethics for Directors, Communications Policy, Securities Trading Policy, Whistleblowers Policy a Privacy Policy (the Codes). The Codes may be viewed on the Company s website at www.almadenminerals.com. The Codes may also be viewed as filed on EDGAR and SEDAR as an exhibit to the 2005 20-F Annual Report filed with the Commission on March 30, 2006. Any amendments to the Codes or waivers of the provision of any Codes will be posted on the Company s website within 5 business days of such amendment or waiver.

Mandate of the Board

The mandate of the Board is to supervise the management of the business and affairs of the Company and to act with a view to the best interests of the Company. In fulfilling its mandate, the Board, among other matters, is responsible for:

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(a)

adopting a strategic planning process and approving, on at least an annual basis, a strategic plan, taking into account the risk and opportunities of the Company s business;

(b)

identifying the principal risks of the Company s business and implementing appropriate systems to manage such risks;

(c)

satisfying itself, to the extent reasonably feasible, of the integrity of the CEO and other executive officers (if any) and ensuring that all such officers create a culture of integrity throughout the Company and developing programs of succession planning (including appointing, training and monitoring senior management);

(d)

creating the Company s internal control and management information systems and creating appropriate policies for matters including communications, securities trading, privacy, audit, whistleblowing and codes of ethical conduct;

(e)

managing its affairs including selecting its Chair, nomination of candidates for election to the Board, constituting committees of the Board and determining director compensation; and

(f)

engaging any necessary internal and/or external advisors.

In the fiscal year ended December 31, 2006 there were eight meetings of the Board. The frequency of meetings as well as the nature of agenda items change, depending upon the state of the Company s affairs and in light of opportunities or risks which the Company is subject to. Table No. 9 indicates the number of meetings attended by each director.

Table No. 9

Meetings Attended

Director	Number
Duane Poliquin	7
James E. McInnes	7
Jack McCleary	8
Joseph Montgomery	4
Morgan Poliquin	7
Gerald G. Carlson	6
Barry W. Smee	4

Donald M. Lorimer 8

The CEO is the chair of meetings of the Board of directors and is not an independent director. Meetings of the independent members of the Board may be held periodically as convened by the independent Board members. In Fiscal 2006, no meeting of the independent Board members was convened.

In carrying out its mandate, the Board and each committee of the Board, relies primarily on management and its employees to provide it with regular detailed reports on the operations of the Company and its financial position. Certain members of management are also on the Board and provide the Board with direct access to information concerning their areas of responsibility. Management personnel are also regularly asked to attend Board meetings to provide information, answer questions and receive the direction of the Board. The reports and information provided to the Board enable them to monitor and manage the risks associated with the Company s operations and its compliance with legal and safety requirements, environmental issues and the financial position and liquidity of the Company.

The Board discharges its responsibilities directly and through committees. At regularly scheduled meetings, members of the Board and management discuss the broad range of matters and issues relevant to the Company s business interests and the Board is responsible for the approval of the Company s Strategic Plan. In addition, the Board receives reports from management on the Company s operational and financial performance. Between scheduled meetings, matters requiring Board authorization is effected by means of signed Consent Resolutions.

Board Assessment

The Nomination and Corporate Governance Committee reports to the Board periodically on the evaluation of the Board s performance and that of the individual directors. The Performance of the Chief Executive Officer is evaluated by the Compensation Committee.

Composition of the Board

The guidelines recommend that a board of directors be constituted with a majority of individuals who qualify as independent directors.

In deciding whether a particular director is independent, the Board examined the factual circumstances of each director and considered them in the context of many factors, including the definitions in the guidelines and the requirements and policies of AMEX. The proposed Board is composed of seven members. The Board believes that 4 directors would be considered independent. Accordingly, the Board is constituted with a majority of individuals who qualify as independent directors. The Company does not have a controlling or significant shareholder. The Board believes that the membership of the Board fairly reflects the investment in the Company by minority shareholders.

The Board, on the advice of the Nomination and Corporate Governance Committee, considers its size and composition to be appropriate and effective for carrying out its responsibilities. However, the Board may consider adding an additional director if a suitable candidate can be found who may bring additional experience or knowledge to the Board.

Board Committees

The Board currently has three committees: the Audit Committee, the Nomination and Corporate Governance Committee and the Compensation Committee. Each member of each committee is an independent director. Each committee is responsible for determining its own rules of procedure and may, from time to time, develop written descriptions for the responsibilities of the chair of such committee. No written descriptions have yet been developed.

Mandates of each of the committees and the Codes undergo review periodically (in some cases mandated as annually) to bring them into line with changing Canadian and U.S. securities and corporate governance requirements and to reflect amendments that may be considered appropriate to make them more effective. Any revisions to the mandates and Codes will available on the Company s website at www.almadenminerals.com.

Audit Committee

The members of the Audit Committee are Messrs. Donald Lorimer, Joseph Montgomery and Gerald Carlson. The Audit Committee has met four (4) times this year. The full text of the initial Audit Committee Charter was filed as an exhibit to the 2003 20-F Annual Report with the Commission on May 11, 2004. After review, the charter was altered to more properly define the functions of the Audit Committee. The revised charter was filed as an exhibit to the 2005 20-F Annual Report with the Commission on March 30, 2006.

Nominating and Corporate Governance Committee

The members of the Nominating and Corporate Governance Committee are John McCleary, Joseph Montgomery and Gerald Carlson. The full text of the initial Corporate Governance Charter was filed as an exhibit to the 2003 20-F Annual Report with the Commission on May 11, 2004. After review, the Responsibilities and Duties of the Nominating and Corporate Governance Committee were altered to more properly define the functions of the Nominating and Corporate Committee. The revised Responsibilities and Duties are filed as an exhibit to the 2005 20-F Annual Report with the Commission on March 30, 2006.

Compensation Committee

The members of the Compensation Committee are John McCleary, Joseph Montgomery and Gerald Carlson. The Responsibilities and Duties of the Compensation Committee were filed as an exhibit to the 2005 20-F Annual Report with the Commission on March 30, 2006.

Decisions Requiring Board Approval

In addition to those matters which must by law be approved by the Board, management is also required to seek Board approval for any major acquisition, disposition or expenditure. Management is also required to consult with the Board before entering into any venture which is outside of the Company s existing line of business.

Changes in officers are to be approved by the Board including changes in officers of the Company s principal operating subsidiaries.

In certain circumstances it may be appropriate for an individual director to engage an outside advisor at the expense of the Company. The engagement of the outside advisor would be subject to the approval of the Nomination and Corporate Governance Committee.

Communications and Investor Relations

The Company has adopted a Communications Policy, the purpose and aim of which is as follows:

(a)

Controls the communications between the Company and its external stakeholders;

(b)

Complies with its continuous and timely disclosure obligations;

(c)

Avoids selective disclosure of Company information;

(d)

Protects and prevents the improper use or disclosure of material information and confidential information;

(e)

Educates the Company s personnel on the appropriate use and disclosure of material information and confidential information;

(f)

Fosters and facilitates compliance with applicable laws; and

(g)

Creates formal Disclosure Officers to help achieve the above objectives.

In accordance with the Communications Policy of the Company, designated Disclosure Officers receive and respond to shareholder enquiries. Shareholder enquiries and concerns are dealt with promptly by Disclosure Officers of the Company.

Ethical Business Conduct

The Company has adopted a Code of Business Conduct and Ethics for Directors (Code), a Code of Business Ethics (COBE), a Securities Trading Policy and a Privacy Policy. Employees and consultants are required as a term of employment to undertake to abide by the COBE. Directors are by law bound to observe the Code adopted by the Board. No procedures have been developed by the Board to monitor the Company s compliance with the COBE or other codes or to ensure that directors exercise independent judgement in considering transactions and agreements in which a director or executive officer has a material interest.

Each director is expected and required by statute to act honestly and in good faith with a view to the best interests of the Company and to exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances and in accordance with the Business Corporations Act (British Columbia) and the Company s Articles.

Employees

The Company currently operates with six persons in Canada, of which two are administrative personnel and four are exploration personnel, some of which are retained on a contractual basis. There are no full time employees in the United States or Mexico. None of the Company s employees are covered by a collective bargaining agreement. There are no current plans to add any additional personnel, other than independent contractors retained to assist in the exploration of the Company s mineral properties.

Share Ownership

Table No. 10 lists, as of March 8, 2007, directors and executive officers who beneficially own the Company's voting securities and the amount of the Companys voting securities owned by the directors and executive officers as a group.

Table No. 10

Shareholdings of Directors and Executive Officers

Title of Class	Name of Beneficial Owner	Amounts and Nature of Beneficial Ownership	Percent of Class*
Common	Duane Poliquin	3,220,537(1)	7.10%
Common	James E. McInnes	749,580(2)	1.68%
Common	Jack McCleary	377,550(3)	0.85%
Common	Morgan Poliquin	1,837,079(4)	4.03%
Common	Gerald G. Carlson	156,000(5)	0.35%
Common	Joseph Montgomery	76,000(6)	0.17%
Common	Barry Smee	150,000(7)	0.33%
Common	Donald Lorimer	175,000(8)	0.39%
Common	Dione Bitzer	196,000(9)	0.44%
Common	**Total Directors/Officers**	**6,937,746**	**15.34%**

(1)

Of these shares 1,250,371 represent currently exercisable stock options and 5,000 represent currently exercisable warrants. 69,300 of these shares are held indirectly by Hawk Mountain Resources Ltd., a company owned by Mr. Poliquin and his wife.

(2)

Of these shares 320,520 represent currently exercisable stock options. 239,470 of these shares are held indirectly through Laredo Investments Ltd., private company controlled by Mr. McInnes.

(3)

Of these shares 138,900 represent currently exercisable stock options. 38,500 of these shares are held indirectly by Connemara Resource Ventures Ltd., a company owned by Mr. McCleary.

(4)

Of these shares 1,421,900 represent currently exercisable stock options and 12,500 currently exercisable warrants.

(5) Of these shares 125,000 represent currently exercisable stock options.

(6)

Of these shares 50,000 represent currently exercisable stock options.

(7)

Of these shares 150,000 represent currently exercisable stock options.

(8)

Of these shares 150,000 represent currently exercisable stock options and 5,000 represent currently exercisable warrants.

(9)

Of these shares 175,000 represent currently exercisable stock options and 7,000 represent currently exercisable warrants.

*Based on 44,066,047 shares outstanding as of March 8, 2007 and stock options and share purchase warrants held by each beneficial owner.

Item 7. Major Shareholders and Related Party Transactions

The Company is a publicly owned Canadian corporation, the shares of which are owned by residents of the United States, residents of Canada and other foreign residents. To the extent known by the directors and executive officers of the Company, the Company is not directly or indirectly owned or controlled by another corporation. Table No. 11 lists, as of March 8, 2007, the only persons or companies beneficially owning more than 5% of the Company s voting securities.

Table No. 11

Shareholdings of Beneficial Owners

Title of Class	Name of Beneficial Owner	Amounts and Nature of Beneficial Ownership	Percent of Class*
Common	Duane Poliquin	3,220,537(1)	7.10%
Common	Sprott Asset Management, Inc.	3,400,000	7.72%

(1)

Of these shares 1,250,371 represent currently exercisable stock options and 5,000 represent currently exercisable warrants. 69,300 of these shares are held indirectly by Hawk Mountain Resources Ltd., a company owned by Mr. Poliquin and his wife.

*Based on 44,066,047 shares outstanding as of March 8, 2007 and stock options and share purchase warrants held by each beneficial owner.

Certain geological, technical and general and administrative services were provided to the Company and its subsidiary by three directors and/or companies controlled by directors. These directors and the companies controlled by them are as follows:

(a) Duane Poliquin operates through the private company Hawk Mountain Resources Ltd.

(b) Morgan Poliquin has been operating through the private company Kohima Pacific Gold Corp.

(c) Barry Smee operates through his private company Smee & Associates Consulting Ltd.

The costs of such services for Fiscal 2006 ended December 31, 2006 were $254,165, Fiscal 2005 ended December 31, 2005 were $213,840 and $176,942 in Fiscal 2004. During Fiscal 2005, the Company purchased a vehicle for $22,000 from Kohima Pacific Gold Corp.

Certain officers and directors of the Company are also officers or directors of companies with which the Company has agreements and may not be considered at arm's-length to such agreements. However, any agreement or any to be negotiated between the Company and such other companies has been or will be approved by directors of the Company, in accordance with the common law and the provisions of the *B.C. Business Corporations Act* (*British Columbia).*

The Company and Williams Creek Explorations Limited are shareholders in ATW Resources Ltd. and hold an interest in the ATW property. As confirmed by a declaration of trust dated January 1, 2001, amended January 21, 2004, ATW Resources Ltd. acts as trustee holding the Company s beneficial 37.5% interest in the project. The Company has 100% interests in the Merit and Brookmere prospects to which Williams Creek Explorations Limited has an option to earn an interest. The Company has 100% interest in the Fuego prospect to which Horseshoe Gold Mining Inc. has an option to earn an interest.

Other than as disclosed above, there have been no transactions or proposed transactions, which have materially affected or will materially affect the Registrant in which any director, executive officer, or beneficial holder of more that 10% of the outstanding common stock, or any of their respective relatives, spouses, associates or affiliates has had or will have any direct or material indirect interest. As stated above, management believes the transactions referenced above were on terms at least as favorable to the Company as the Company could have obtained from unaffiliated parties.

Item 8. Financial Information

The financial statements as required under Item 8 are attached hereto and found immediately following the text of this Annual Report.

Legal Proceedings

The original owner of the El Encuentro, Mexico prospect has sued the Company s wholly owned subsidiary, Almaden de Mexico, S.A. de C.V., to have the property returned on grounds that he is not receiving a royalty. He was paid U.S.$100,000 by Eldorado Gold Corporation which was payment in full for the property and retains a net smelter return royalty. The agreement with the original owner does not provide for a royalty if there is no mine in operation. The Company considers the lawsuit trivial and is defending this action.

The Company was assessed additional mineral tax of $197,233 plus interest of $84,638 by the British Columbia Ministry of Energy and Mines (the Ministry). The assessment relates to the deductibility of certain expenditures between February 1, 1995 and January 31, 1997. While management intends to defend its position, the outcome of this issue is uncertain. Currently, the Company is appealing the Ministry s decision. The matter will proceed to British Columbia Supreme Court and the Company is waiting the scheduling of the hearing. In order to reduce the exposure to interest charges, the Company paid and expensed $281,871, however, this amount will be refunded with interest if the Company is successful in defending its position.

Other than the above, the Company knows of no other material, active or pending legal proceedings against them; nor is the Company involved as a plaintiff in any material proceeding or pending litigation.

Other than the above, the Company knows of no active or pending proceedings against anyone that might materially adversely affect an interest of the Company.

Dividends

The Company has not declared any dividends since inception and does not anticipate that it will do so in the foreseeable future. The present policy of the Company is to retain future earnings for use in its operations and the expansion of its business.

Significant Changes

There have been no significant changes of financial condition since the most recent audited financial statements included within this Annual Report.

Item 9. Offer and Listing of Securities

The Company's common shares trade on The Toronto Stock Exchange ("TSX") in Toronto, Ontario, Canada having the symbol "AMM and on the American Stock and Options Exchange (AMEX) in New York, New York, U.S.A. having the symbol AAU and CUSIP #020283107.

The Company s common shares commenced trading on February 11, 2002 on TSX and December 19, 2005 on AMEX.

Table No. 12 lists the high and low prices for the shares of Almaden Minerals Ltd. common stock for the years since listing on AMEX. Table No. 13 lists the high and low prices for shares of Almaden Minerals Ltd. common stock on TSX .

Table No. 12

Almaden Minerals Ltd.

Stock Trading Activity

The American Stock Exchange

(expressed in U.S.$)

Year Ended	High	Low
12/31/2006	$3.30	$1.91
12/31/2005	2.27	1.55

Table No. 13

Almaden Minerals Ltd.

Stock Trading Activity

The Toronto Stock Exchange

(expressed in Canadian$)

Year Ended	High	Low

12/31/2006	$3.70	$2.33
12/31/2005	2.48	1.50
12/31/2004	2.75	1.45
12/31/2003	2.42	0.61
12/31/2002	0.87	0.32

Table No. 14 lists the quarterly high and low prices for shares of Almaden Minerals Ltd. common stock on AMEX for the most recent full financial years. Table No. 15 lists the quarterly high and low prices for shares of Almaden Minerals Ltd. common stock on TSX for the two most recent full financial years.

Table No. 14

Almaden Minerals Ltd.

Stock Trading Activity

The American Stock Exchange

(expressed in U.S.$)

Quarter Ended	High	Low
12/31/2006	$2.75	$1.91
09/30/2006	2.80	2.16
06/30/2006	3.30	2.10
03/31/2006	3.30	2.12
12/31/2005	2.27	1.55

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Table No. 15

Almaden Minerals Ltd.

Stock Trading Activity

The Toronto Stock Exchange

(expressed in Canadian$)

Quarter Ended	High	Low
12/31/2006	$3.10	$2.46
09/30/2006	3.10	2.38
06/30/2006	3.64	2.33
09/31/2006	3.70	2.44
12/31/2005	2.48	1.77
09/30/2005	1.99	1.64
06/30/2005	1.96	1.50
03/31/2005	2.18	1.63

Table No. 16 lists the high and low prices for shares of Almaden Minerals Ltd. common stock on AMEX for the most recent six months. Table No. 17 lists the high and low prices for shares of Almaden Minerals Ltd. common stock on TSX for the most recent six months.

Table No. 16

Almaden Minerals Ltd.

Stock Trading Activity

The American Stock Exchange

(expressed in U.S.$)

Month Ended	High	Low
02/28/2007	$2.79	$2.21
01/31/2007	2.58	2.10

12/31/2006	2.56	1.91
11/30/2006	2.75	2.45
10/31/2006	2.60	2.24
09/30/2006	2.75	2.16

Table No. 17

Almaden Minerals Ltd.

Stock Trading Activity

The Toronto Stock Exchange

(expressed in Canadian$)

Month Ended	High	Low
02/28/2007	$2.99	$2.57
01/31/2007	3.00	2.51
12/31/2006	2.90	2.54
11/30/2006	3.10	2.80
10/31/2006	2.95	2.46
09/30/2006	3.00	2.38

The closing price of the Company s common stock was $2.31 (U.S.$) on AMEX and $2.66 (Canadian$) on TSX on February 28, 2007.

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In recent years, securities markets in Canada have experienced a high level of price and volume volatility, and the market price of many resource companies, particularly those considered speculative exploration companies, have experienced wide fluctuations in price which have not necessarily been related to operating performance or underlying asset values on prospects of such companies. Exploration for gold and other minerals is considered high risk and highly speculative in the resource industry and the trading market for precious and base metal exploration companies is characteristically volatile, with wide fluctuations of price and volume only in part related to progress of exploration. There can be no assurance that continual fluctuations in the Company s share price and volume will not occur.

The Company's common stock is issued in registered form and the following information is from the Company s registrar and transfer agent, Pacific Corporate Trust Company located in Vancouver, British Columbia and Toronto, Ontario, Canada.

On March 7, 2007, the shareholders' list for the Company s common shares showed 115 registered shareholders and 44,066,047 shares outstanding. 65 of these registered shareholders are U.S. residents, owning 10,922,402 shares representing 24.7% of the issued and outstanding shares of common stock. 46 of these registered shareholders are Canadian residents, owning 32,877,631 shares representing 74.6% of the issued and outstanding shares of common stock. 2 of these registered shareholders are of other countries, owning 7,889 shares representing 0.0% of the issued and outstanding shares of common stock. The shareholders list includes 2 reserve accounts totalling 258,125 shares representing .005% of the issued and outstanding shares of common stock. The shares in the reserve accounts represent issued and outstanding common shares for which shares certificates will be issued to the beneficial holders of such shares when the beneficial shareholder surrenders for exchange the share certificate(s) representing the shares of the predecessor company Almaden Resources Corporation or Fairfield Minerals Ltd.

Table No. 18 lists changes in issued shares to March 7, 2007:

Table No. 18

Shares Issued to March 7, 2007

	Number
Balance, December 31, 2006	43,624,255
For cash on exercise of stock options	441,792
Balance, March 7, 2007	44,066,047

Item 10. Additional Information

Share purchase warrants

At March 8, 2007, there were non-transferable share purchase warrants outstanding to acquire a total of 370,541 shares of the Company's common stock. These share purchase warrants were issued pursuant to private placement financings. If the shares purchase warrants are exercised during the first four months following their issuance, the shares issued will be subject to a hold period imposed by the Toronto Stock Exchange and the Ontario Securities Commission expiring at the end of the four month period.

Table No. 19 lists, as of March 8, 2007, share purchase warrants outstanding, the exercise price, and the expiration date of the warrants.

Table No. 19

Outstanding Share Purchase Warrants

Amount	Exercise Price CDN$	Expiry Date
4,250	$1.78	11/16/2007
162,500	$3.00	07/21/2008
88,841	$2.85	11/15/2007
114,950	$3.00	12/20/2007

Flow-Through Shares

The Company s common shares are not normally flow-through shares but the Company has issued flow-through shares pursuant to private placements of the Company s common shares. Flow-through shares differ from other common shares in one aspect only, all other rights of the shareholder remain unchanged. Companies must specifically identify the expenditures associated with the funds raised through the sale of flow-through shares. Companies raising capital through flow-through shares must expend the funds on qualifying natural resources/exploration development in Canada. The tax benefits (depreciation, amortization, etc.) connected with the expenditures flow through to the shareholder rather than corporation. These tax benefits are available only to shareholders residing in Canada. Shareholders residing in the United States and other non-Canadian shareholders, receive no tax benefits through the purchase of flow-through shares.

Memorandum and Articles

At the Annual and Special General meeting of the Company held on May 18, 2005, shareholders passed appropriate resolutions to complete the transition procedures in accordance with the *Business Corporations Act (British Columbia)*, (the New Act), to increase the number of common shares which the Company is authorized to issue to an unlimited number of common shares and to cancel the Company s Articles and adopt new Articles to take advantage of provisions of the New Act. The New Act was adopted in British Columbia on March 29, 2004 replacing the *Company Act* (the Former Act). The New Act requires the provisions formerly required in the Memorandum to be in the Articles. The New Act eliminates the requirement for a Memorandum.

The revised Articles were filed as an exhibit to the 2005 20-F Annual Report with the Commission on March 30, 2006.

The Articles replace the Memorandum and Articles as filed with the Commission on May 17, 2002.

Articles

The Company was formed through the amalgamation of Fairfield Minerals Ltd. and Almaden Resources Corporation effective December 31, 2001 under the *Company Act* of British Columbia (the Company Act). On March 29, 2004, British Columbia adopted the *Business Corporations Act (British Columbia)* (the New Act) to replace the Company Act. Companies registered under the Company Act are required to transition to the New Act. At the Annual and Special General meeting of the Company held on May 18, 2005, shareholders passed appropriate resolutions to complete the transition procedures to cancel the Company s Articles and adopt new Articles, which includes an increase of the number of common shares which the Company is authorized to issue to an unlimited number of common shares. The Company s new Articles became effective in June 2005 (the Articles).

The Articles contain no restrictions on the business the Company may carry on.

Under the Articles, if a director has a disclosable interest in a contract or transaction, such director is liable to account to the Company for any profits that accrue to the director as a result of the contract or transaction unless disclosure is made thereof and the contract or transaction is approved in accordance with the provisions of the New Act and a director is not entitled to vote on any director s resolution to approve that contract or transaction unless all of the directors have a disclosable interest in that contract or transaction, in which case all of those directors may vote on such resolution.

A director may hold any office or place of profit with the Company in conjunction with the office of director, and no director shall be disqualified by his office from contracting with the Company. A director or his firm may act in a professional capacity for the Company and he or his firm shall be entitled to remuneration for professional services. A director may become a director or other officer or employee of, or otherwise interested in, any corporation or firm in which the Company may be interested as a shareholder or otherwise. The director shall not be accountable to the Company for any remuneration or other benefits received by him from such other corporation or firm unless the Company in general meeting directs otherwise.

Under the Articles the directors must manage or supervise the management of the business and affairs of the Company and have the authority to exercise all such powers which are not required to be exercised by the shareholders, or as governed by the New Act. Under the Articles the directors may, by resolution, create and appoint one or more committees consisting of such member or members of their body as they think fit and may delegate to any such committee such powers of the Board as the Board may designate or prescribe.

The Articles provide that the quorum necessary for the transaction of the business of the directors may be fixed by the directors and if not so fixed shall be a majority of the directors. The continuing directors may, notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number fixed pursuant to the Articles as the necessary quorum of directors, act only for the purpose of increasing the number of directors to that number, or of summoning a general meeting of the Company, but for no other purpose.

The Articles provide that the directors may, on behalf of the Company:

- Borrow money in a manner and amount, on any security, from any source and upon any terms and conditions;
- Issue bonds, debentures, and other debt obligations either outright or as security for any liability or obligation of the Company or any other person;
- Guarantee the repayment of money by any other person or the performance of any obligation of any other person; and
- Mortgage, charge, or give other security, on the whole or any part of the property or assets of the Company, both present and future.

There are no age limit requirements pertaining to the retirement or non-retirement of directors.

A director need not be a shareholder of the Company.

The Articles provide for the mandatory indemnification of Directors, Officers, former officers and directors, alternate directors, as well as their respective heirs and personal or other legal representatives, or any other person, to the greatest extent permitted by the New Act. The indemnification includes the mandatory payment of expenses. The directors may cause the Company to purchase and maintain insurance for the benefit of eligible parties.

The rights, preferences and restrictions attaching to each class of the Company s shares are as follows:

Common Shares

The authorized share structure consists of an unlimited number of common shares without par value. All the shares of common stock of the Company are of the same class and, once issued, rank equally as to dividends, voting powers, and participation in assets. Holders of common stock are entitled to one vote for each share held of record on all matters to be acted upon by the shareholders. Holders of common stock are entitled to receive such dividends as may be declared from time to time by the Board of Directors, in its discretion, out of funds legally available therefore.

Upon liquidation, dissolution or winding up of the Company, holders of common stock are entitled to receive pro rata the assets of Company, if any, remaining after payments of all debts and liabilities. No shares have been issued subject to call or assessment. There are no pre-emptive or conversion rights and no provisions for redemption or purchase for cancellation, surrender, or sinking or purchase funds.

The Directors may by resolution make any changes in the authorized share structure as may be permitted under Section 54 of the New Act, and may by resolution of the Directors make or authorize the making of any alterations to the Articles and the notice of articles as may be required by such changes.

The Company may by ordinary resolution, create or vary special rights and restrictions as provided in Section 58 of the New Act. No alteration will be valid as to any part of the issued shares of any class unless the holders of all the issued shares of that class consent to the alteration in writing or consent by special separate resolution.

An annual general meeting shall be held once every calendar year at such time (not being more than 15 months afterholding the last preceding annual meeting) and place as may be determined by the Directors. The Directors may, as they see fit, to convene an extraordinary general meeting. An extraordinary general meeting, if requisitioned in accordance with the New Act, shall be convened by the Directors or, if not convened by the Directors, may be

convened by the requisitionists as provided in the New Act.

There are no limitations upon the rights to own securities.

There are no provisions that would have the effect of delaying, deferring, or preventing a change in control of the Company.

There is no special ownership threshold above which an ownership position must be disclosed. However, any ownership level above 10% must be disclosed to the TSX Venture Exchange and the British Columbia Securities Commission.

A copy of the Company s new articles is filed was filed as an an exhibit to the 2005 Form 20-F Annual Report with the Commission on March 30, 2006.

Material Contracts

The following is a summary of each material contract, other than contracts entered into in the ordinary course of business, to which we or any member of the group is a party, for the two years preceding the date of this document.

1.

Agreement dated January 21, 2005 between the Company (on behalf of itself and on behalf of Williams Creek Explorations Limited (Williams Creek), each as to 50%) and Santoy Resources Ltd. (Santoy) whereby the Company and Williams Creek purchased Santoy s beneficial holdings of 20% of the issued and outstanding shares of ATW Resources Ltd. (ATW) for the full price of $21,174.10 consisting of $11,174.10 owed by Santoy to ATW and cash payment of $10,000. The Agreement was filed as an exhibit to the 2004 20-F Annual Report with the Commission on March 28, 2005.

2.

Agreement dated January 21, 2005 whereby Santoy Resources Ltd. transferred and quit claimed to the Company its beneficial holdings of a 25% undivided but unrecorded interest in the Prospector Mountain prospect. The Agreement was filed as an exhibit to the 2004 20-F Annual Report with the Commission on March 28, 2005.

3.

Amendment to Option Agreement dated January 31, 2005 between the Company and Horseshoe Gold Mining Inc. (Horseshoe) whereby the Company agreed to amend previous Work Requirements and Share Requirements as follows:

(a) expending in Mining Work upon the Property the following amounts

i. on or before August 31, 2005, U.S.$200,000 (this is a firm commitment)

ii on or before December 31, 2005 a further U.S.$400,000

iii on or before December 31, 2006 a further U.S.$700,000

iv on or before December 31, 2007 a further U.S.$700,000

(b)

issuing the following fully paid and non-assessable common shares

i 200,000 shares upon acceptance of the original option agreement by the Toronto Stock Exchange

ii 200,000 shares upon acceptance of this amending Option Agreement by the Toronto Stock

Exchange

iii 200,000 shares on or before the expiration of each six month period commencing with the issuance in (b)ii above until the issuance of an aggregate of 1,000,000 shares.

The Agreement was filed as an exhibit to the 2004 20-F Annual Report with the Commission on March 28, 2005.

4. Amending and Quit Claim Agreement dated January 20, 2005 between the Company and BHP Billiton World Exploration Inc. (BHP) whereby BHP quit claim and release any and all of its interests in the Initial Properties on which the Company conducted reconnaissance on and evaluation of pursuant to the First Exploration Agreement dated May 9, 2002. The Initial Properties are removed from the Agreement, the Target Area is amended, as is the definition of the Phase One Exploration Program, among other things. The Company and BHP may continue to fund initial reconnaissance and evaluation work on specific types of mineral properties identified within the amended Target Area under the terms of the First Exploration Agreement. The full text of the Amending and Quit Claim Agreement was filed as an exhibit to the 2005 20-F Annual Report

with the Commission on March 30, 2006.

5.

Second Amending Agreement dated March 1, 2005 between the Company and BHP Billiton World Exploration Inc. (BHP) whereby the Company and BHP are parties to an agreement dated May 9, 2002 and amended January 20, 2005 (the Agreement) and the Company and BHP have agreed to amend the Agreement to replace the definition of Second Option to mean an exclusive and irrevocable option to be granted by the Company to BHP under the Joint Venture Agreement, pursuant to which BHP may increase its interest in a Project Area from an undivided fifty-one percent to an undivided seventy percent by incurring the lesser of (i) all Expenditures required to complete a Feasibility Study on the Project Area or (ii) aggregate Expenditures of $25 million on the Project Area and replacing the definition of First Option to mean that the First Option in respect to a Project Area, shall be exercised upon BHP incurring an aggregate $750,000 in Expenditures on that specific Project Area on or before the seventh anniversary date of this Agreement. A minimum Expenditure of $250,000 shall be incurred on each Project Area on or before the fifth anniversary date of this Agreement. The full text of the Second Amending Agreement was filed as an exhibit to the 2005 20-F Annual Report with the Commission on March 30, 2006.

6.

Option Agreement dated April 13, 2005 between the Company and its subsidiary Compania Minera Zapata, S.A. de C.V. and Hawkeye Gold & Diamond Inc. (Hawkeye) and its subsidiary Hawkeye Oro de Mexico, S.A. de C.V. whereby Hawkeye was given a Notice of Default under the Option Agreement dated March 4, 2004 and the parties agreed that in consideration of the payment of the outstanding Tax Obligation Amount and the issue of 750,000 shares of Hawkeye to the Company, the previous agreement remains in effect except for timing requirements as it relates to the issuance of shares and exploration expenditures. The full text of the Option Agreement was filed as an exhibit to the 2005 20-F Annual Report with the Commission on March 30, 2006.

7.

Option Agreement dated June 21, 2005 between the Company and Strongbow Exploration Inc. (Strongbow) whereby Strongbow has the right to earn a 60% interest in the Skoonka Creek prospect by spending $4,000,000 and issuing 1,000,000 shares of Strongbow to the Company by December 31, 2010. The full text of the Option Agreement was filed as an exhibit to the 2005 20-F Annual Report with the Commission on March 30, 2006.

8.

Letter of Intent dated July 26, 2005 between the Company and its subsidiary Minera Gavilan, S.A. de C.V. and ALB Holdings Ltd. (ALB) and its subsidiary ALB Mexico S.A. de C.V., a private company which intends to go public within six months, whereby ALB has the right to earn a 60% interest in the Yago prospect by spending U.S.$4,000,000 and issuing 600,000 shares of the public company to Almaden over five years. No definitive agreement as contemplated by the Letter of Intent was concluded and the Letter of Intent accordingly ceased to be effective. The full text of the Letter of Intent was filed as an exhibit to the 2005 20-F Annual Report with the Commission on March 30, 2006.

9.

Letter of Intent and Preliminary Agreement dated July 29, 2005 between the Company and its subsidiary and Japan Oil, Gas and Metals National Corporation (JOGMEC) whereby the Company and JOMEC will undertake a grassroots exploration for base metals deposits over a selected area in Mexico. JOGMEC will contribute U.S.$700,000 to this program with U.S.$300,000 of exploration expenditures to be incurred by March 31, 2006 and the remainder by March 31, 2007. JOGMEC can acquire a 60% interest in any mineral property acquired during the course of the exploration program (designated property) by incurring an additional U.S.$500,000 of exploration expenditures for each designated property. Any property identified by the program, but not selected as a designated property, shall be 100% owned by the Company. In addition to the exploration joint venture, JOGMEC may earn a 60% interest in the Company s Santa Isabela property by incurring exploration expenditures totalling U.S.$1,500,000 by September 30, 2008. The full text of the Letter of Intent and Preliminary Agreement was filed as an exhibit to the 2005 20-F Annual Report with the Commission on March 30, 2006.

10.

Letter of Intent dated August 8, 2005 between the Company and Lincoln Gold Corp. (Lincoln) whereby Lincoln has the right to earn a 60% interest in the Bufa prospect by spending U.S.$3,000,000 and issuing 450,000 shares of Lincoln to the Company over five and a half years. If production is achieved, Lincoln must

then issue an additional 100,000 shares to the Company. The full text of the Letter of Intent was filed as an exhibit to the 2005 20-F Annual Report with the Commission on March 30, 2006.

11.

Amendment to Option Agreement dated August 30, 2005 between the Company and Horseshoe Gold Mining Inc. (Horseshoe) whereby the Company agreed to amend the Amendment to Option Agreement dated January 31, 2005 by extending commitment dates to December 31, 2008. The full text of the Amendment to Option Agreement was filed as an exhibit to the 2005 20F Annual Report with the Commission on March 30, 2006.

12.

Option Agreement dated November 14, 2005 between the Company and its subsidiary Compania Minera Zapata, S.A. de C.V. and Consolidated Spire Ventures Ltd. (Spire) whereby Spire has the right to earn a 60% interest in the Campanario prospect by spending $3,500,000 and issuing 700,000 shares of Spire to the Company by October 31, 2010. The full text of the Option Agreement was filed as an exhibit to the 2005 20-F Annual Report with the Commission on March 30, 2006.

13. Option Agreement dated March 31, 2006 between the Company and Tanqueray Resources Ltd. (Tanqueray) whereby Tanqueray has the right to earn a 60% interest in the Nicoamen River prospect by spending $4,000,000 and issuing 1,000,000 shares of Tanqueray to the Company by December 31, 2012. The full text of the Option Agreement was filed as an exhibit to the Form 6-K with the Commission on April 27, 2006.

14. Amending Letter of Intent and Preliminary Agreement dated March 31, 2006 between the Company and its subsidiary and Japan Oil, Gas and Metals National Corporation (JOGMEC) whereby the Company agreed to extend the Second Earn in Period from November 1, 2005 to and including September 30, 2006 and the Third Earn In Period from October 1, 2006 to and including September 30, 2007.

15.

Amending Agreement dated April 28, 2006 between the Company and its subsidiary Compania Minera Zapata, S.A. de C.V. and Consolidated Spire Ventures Ltd. (Spire) whereby the Company agreed to amend the Option Agreement dated November 14, 2005 by extending the time for the performance of the Initial Expenditures from April 30, 2006 to October 31, 2006. The full text of the Amending Agreement was filed as an exhibit to the Form 6-K with the Commission on May 3, 2006.

16. Option Agreement dated May 8, 2006 between the Company and Williams Creek Explorations Limited (Williams Creek) whereby Williams Creek has the right to earn a 60% interest in either/or the Merit and Brookmere prospects by spending $4,000,000 and issuing 1,000,000 shares of Williams Creek to the Company by December 31, 2012. The full text of the Option Agreement was filed as an exhibit to the Form 6-K with the Commission on June 2, 2006.

17. Option Agreement dated July 24, 2006 between the Company and its subsidiary Minera Gavilan, S.A. de C.V. and Pinnacle Mines Ltd. (Pinnacle) whereby Pinnacle has the right to earn a 60% interest in the Tuligtic prospect by spending U.S.$6,000,000 and issuing 1,000,000 shares of Pinnacle to the Company by August 9, 2012. The full text of the Option Agreement was filed as an exhibit to the Form 6-K with the Commission on August 2, 2006.

18. Amending Letter of Intent and Preliminary Agreement dated September 14, 2006 between the Company and its subsidiary and Japan Oil, Gas and Metals National Corporation (JOGMEC) whereby the Company agreed to extend the Second Earn in Period from November 1, 2005 to and including December 31, 2006.

19. Agreement of Transfer and Quit Claim dated October 4, 2006 between the Company and Consolidated Spire Ventures Ltd. (Spire) whereby the Company transferred and quit claimed to Spire its 40% interest in the PV prospect for 2,000,000 shares of Spire within five business days after the Effective Date of the agreement and 1,000,0000 shares on the first anniversary of the Effective Date. In addition, Spire agreed to issue to the Company 1,000,000 shares within 30 days of a decision to put the prospect into commercial production and reserve unto the Company a 2% net smlter returns royalty. The full text of the Agreement of Transfer and Quit Claim was filed as an exhibit to the Form 6-K with the Commission on October 6, 2006.

20. Joint Venture Agreement between the Company and Comaplex Minerals Ltd. (Comaplex) dated December 15, 2006 whereby the Company and Comaplex agree to associate as joint venturers to carry out work on the Caballo Blanco prospect. The full text of the Joint Venture Agreement was filed as an exhibit to the Form 6-K with the Commission on January 10, 2007.

21. Agreement dated October 25, 2006 and October 30, 2006 between the Company s subsidiary, Minera Gavilan, S.A. de C.V., and Reynaldo Arellano Venavidez and Jose Reyes Ruiz Olmos whereby the Company has the right to purchase 100% interest in the Gallo de Oro concession for U.S.$50,000 by October 25, 2009.
The full text of the Agreement was filed as an exhibit to the Form 6-K with the Commission on January 31, 2007.

22. Amendment to Option Agreement dated January 23, 2007 between the Company and its subsidiary Compania Minera Zapata, S.A. de C.V. and Consolidated Spire Ventures Ltd. (Spire) whereby the Company agreed to further amend the Option Agreement dated November 14, 2005 as follows:

1.

Paragraph 4.02 of the Option Agreement is further amended to read as follows:

4.02 The Primary Option may be exercised by the Optionee by issuing 400,000 common shares in the capital of the Optionee to and in the name of the Optionor, and incurring $3,000,000 in Exploration Expenses on the Claims, as follows:

(a)

issuing 100,000 common shares within 5 days of the acceptance for filing by the Exchange of this Agreement (which shares have been issued and delivered);

(b)

issuing an additional 100,000 common shares on or before October 31, 2007;

(c)

issuing an additional 100,000 common shares on or before October 31, 2008;

(d)

issuing an additional 100,000 common shares on or before October 31, 2009;

(e)

incurring Exploration Expenses aggregating not less than $125,000 on or before April 30, 2007 (this is a firm commitment);

(f)

incurring Exploration Expenses aggregating not less than $125,000 on or before April 30, 2008;

(g)

incurring Exploration Expenses aggregating not less than $750,000 on or before April 30, 2009;

(h)

incurring Exploration Expenses aggregating not less than $1,000,000 on or before April 30, 2010; and

(i)

incurring Exploration Expenses aggregating not less than $1,000,000 on or before April 30, 2011.

2.

Paragraph 4.04 of the Option Agreement is further amended to read as follows:

4.04 The Secondary Option may be exercised by the Optionee exercising the Primary Option and, thereafter, issuing 100,000 common shares in the capital of the Optionee to and incurring $500,000 in additional Exploration Expenses on the Claims, as follows:

(a)

issuing 100,000 common shares on or before April 30, 2011; and

(b)

incurring additional Exploration Expenses aggregating not less than $500,000 on or before October 31, 2011 .

The full text of the Amendment to Option Agreement was filed as an exhibit to the Form 6-K with the Commission on February 12, 2007.

23. Sale and Purchase Agreement dated February 12, 2007 between the Company and Comaplex Minerals Corp. whereby the Company agreed to purchase Comaplex s 60% undivided interest in the Caballo Blanco prospect for U.S.$1,250,000. The full text of the Sale and Purchase Agreement was filed as an exhibit to the Form 6-K with the Commission on February 21, 2007.

24. Option Agreement dated February 12, 2007 between the Company and its subsidiary Minera Gavilan, S.A. de C.V. and Consolidated Spire Ventures Ltd. (Spire) and its subsidiary Compania Minera Spire, S.A. de C.V. whereby Spire has the right to earn a 60% interest in the Yago prospect by spending U.S.$3,500,000 and issuing 800,000 shares of Spire to the Company within five years. The full text of the Option Agreement was filed as an exhibit to the Form 6-K with the Commission on February 22, 2007.

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25. Letter Agreement between the Company and Apex Silver Mines Limited (Apex) whereby Apex has the right to earn a 60% interest in the Viky prospect by spending U.S.$5,600,000 and making cash payments of U.S.$1,350,000 to the Company within six years. The full text of the Agreement was filed as an exhibit to the Form 6-K with the Commission on March 2, 2007.

Exchange controls

Except as discussed above, the Company is not aware of any Canadian federal or provincial laws, decrees or regulations that restrict the export or import of capital, including foreign exchange controls, or that affect the remittance of interest, dividends or other payments to non-Canadian holders of the common shares. There are no limitations on the right of non-Canadian owners to hold or vote the common shares imposed by Canadian federal or provincial law or by the charter or other constituent documents of the Company.

The *Investment Canada Act* (the *"IC Ac*t") governs acquisitions of Canadian business by a non-Canadian person or entity. The *IC Act* requires a non-Canadian (as defined in the *IC Ac*t) making an investment to acquire control of a Canadian business, the gross assets of which exceed certain defined threshold levels, to file an application for review with the Investment Review Division of Industry Canada. The *IC Act* provides, among other things, for a review of an investment in the event of acquisition of "control" in certain Canadian businesses in the following circumstances:

1. If the investor is a non-Canadian and is a national of a country belonging to the North American Free Trade Agreement ("NAFTA") and/or the World Trade Organization ("WTO") ("NAFTA or WTO National"), any direct acquisition having an asset value exceeding $179,000,000 is reviewable. This amount is subject to an annual adjustment on the basis of a prescribed formula in the *IC Act* to reflect inflation and real growth within Canada. This threshold level does not apply in certain sections of Canadian industry, such as uranium, financial services (except insurance), transportation services and cultural services (i.e. the publication, distribution or sale of books, magazines, periodicals (other than printing or typesetting businesses), music in print or machine readable form, radio, television, cable and satellite services; the publication, distribution, sale or exhibition of film or video recordings on audio or video music recordings), to which lower thresholds as prescribed in the *IC Act* are applicable.

2. If the investor is a non-Canadian and is not a NAFTA or WTO National, any direct acquisition having an asset value exceeding $5,000,000 and any indirect acquisition having an asset value exceeding $50,000,000 is reviewable.

3. If the investor is a non-Canadian and is NAFTA or WTO National, an indirect acquisition of control is reviewable if the value of the assets of the business located in Canada represents more than 50% of the asset value of the transaction or the business is involved in uranium, financial services, transportation services or cultural services (as set forth above).

Finally, certain transactions prescribed in the *IC Act* are exempted from review altogether.

In the context of the Company, in essence, three methods of acquiring control of a Canadian business are regulated by the *IC Ac*t: (i) the acquisition of all or substantially all of the assets used in carrying on business in Canada; (ii) the acquisition, directly or indirectly, of voting shares of a Canadian corporation carrying on business in Canada; or (iii) the acquisition of voting shares of an entity which controls, directly or indirectly, another entity carrying on business in Canada.

An acquisition of a majority of the voting shares of a Canadian entity, including a corporation, is deemed to be an acquisition of control under the *IC Ac*t. However, under the *IC Ac*t, there is a rebuttable presumption that control is acquired if one-third of the voting shares of a Canadian corporation or an equivalent undivided interest in the voting shares of such corporation are held by a non-Canadian person or entity. An acquisition of less than one-third of the voting shares of a Canadian corporation is deemed not to be an acquisition of control. An acquisition of less than a majority, but one-third or more, of the voting shares of a Canadian corporation is presumed to be an acquisition of control unless it can be established that, on the acquisition, the Canadian corporation is not, in fact, controlled by the acquirer through the ownership of voting shares. For partnerships, trusts, joint ventures or other unincorporated Canadian entities, an acquisition of less than a majority of the voting interests is deemed not to be an acquisition of control.

In addition, if a Canadian corporation is controlled by a non-Canadian, the acquisition of control of any other

Canadian corporation by such corporation may be subject to the prior approval of the Investment Review Division, unless it can be established that the Canadian corporation is not in fact controlled by the acquirer through the ownership of voting shares.

Where an investment is reviewable under the *IC Ac*t, the investment may not be implemented unless it is likely to be of net benefit to Canada. If an applicant is unable to satisfy the Minister responsible for Industry Canada that the investment is likely to be of net benefit to Canada, the applicant may not proceed with the investment. Alternatively, an acquirer may be required to divest control of the Canadian business that is the subject of the investment.

In addition to the foregoing, the *IC Act* provides for formal notification under the *IC Act* of all other acquisitions of control by Canadian businesses by non-Canadian investors. The notification process consists of filing a notification within 30 days following the implementation of an investment, which notification is for information, as opposed to review, purposes.

Taxation

The following summary of the material Canadian federal income tax consequences generally applicable in respect of the common stock reflects the Company s opinion. The tax consequences to any particular holder of common stock will vary according to the status of that holder as an individual, trust, corporation or member of a partnership, the jurisdiction in which that holder is subject to taxation, the place where that holder is resident and, generally, according to that holder s particular circumstances. This summary is applicable only to holders who are resident in the United States, have never been resident in Canada, deal at arm s length with the Company, hold their common stock as capital property and who will not use or hold the common stock in carrying on business in Canada. Special rules, which are not discussed in this summary, may apply to a United States holder that is an issuer that carries on business in Canada and elsewhere.

This summary is based upon the provisions of the Income Tax Act of Canada and the regulations thereunder (collectively, the "Tax Act" or ITA)and the Canada-United States Tax Convention (the Tax Convention) as at the date of the Registration Statement and the current administrative practices of Canada Customs and Revenue Agency. This summary does not take into account Provincial income tax consequences.

Each holder should consult his own tax advisor with respect to the income tax consequences applicable to him in his own particular circumstances.

Certain Canadian Federal Income Tax Consequences

The discussion under this heading summarizes the principal Canadian federal income tax consequences of acquiring, holding and disposing of shares of common stock of the Corporation for a shareholder of the Corporation who is not a resident of Canada but is a resident of the United States and who will acquire and hold shares of common stock of the

Corporation as capital property for the purposes of the *Income Tax Act* (Canada) (the Canadian Tax Act). This summary does not apply to a shareholder who carries on business in Canada through a permanent establishment situated in Canada or performs independent personal services in Canada through a fixed base in Canada if the shareholder s holding in the Corporation is effectively connected with such permanent establishment or fixed base. This summary is based on the provisions of the Canadian Tax Act and the regulations thereunder and on an understanding of the administrative practices of Canada Customs & Revenue Agency, and takes into account all specific proposals to amend the Canadian Tax Act or regulations made by the Minister of Finance of Canada as of the date hereof. It has been assumed that there will be no other relevant amendment of any governing law although no assurance can be given in this respect. This discussion is general only and is not a substitute for independent advice from a shareholder s own Canadian and U.S. tax advisors.

The provisions of the Canadian Tax Act are subject to income tax treaties to which Canada is a party, including the Canada-United States Income Tax Convention (1980), as amended (the Convention).

Dividends on Common Shares and Other Income

Under the Canadian Tax Act, a non-resident of Canada is generally subject to Canadian withholding tax at the rate of 25 percent on dividends paid or deemed to have been paid to him or her by a corporation resident in Canada. The Corporation is responsible for withholding of tax at the source. The Convention limits the rate to

15 percent if the shareholder is a resident of the United States and the dividends are beneficially owned by and paid to such shareholder, and to 5 percent if the shareholder is also a corporation that beneficially owns at least 10 percent of the voting stock of the payor corporation.

The amount of a stock dividend (for tax purposes) would generally be equal to the amount by which the paid up or stated capital of the Corporation had increased by reason of the payment of such dividend. The Corporation will furnish additional tax information to shareholders in the event of such a dividend. Interest paid or deemed to be paid on the Corporation s debt securities held by non-Canadian residents may also be subject to Canadian withholding tax, depending upon the terms and provisions of such securities and any applicable tax treaty.

The Convention generally exempts from Canadian income tax dividends paid to a religious, scientific, literary, educational or charitable organization or to an organization constituted and operated exclusively to administer a pension, retirement or employee benefit fund or plan, if the organization is a resident of the United States and is exempt from income tax under the laws of the United States.

Dispositions of Common Shares

Under the Canadian Tax Act, a taxpayer s capital gain or capital loss from a disposition of a share of common stock of the Corporation is the amount, if any, by which his or her proceeds of disposition exceed (or are exceeded by, respectively) the aggregate of his or her adjusted cost base of the share and reasonable expenses of disposition. The capital gain or loss must be computed in Canadian currency using a weighted average adjusted cost base for identical properties. There are special transitional rules to apply capital losses against capital gains that arose in different periods. The amount by which a shareholder s capital loss exceeds the capital gain in a year may be deducted from a capital gain realized by the shareholder in the three previous years or any subsequent year, subject to certain restrictions in the case of a corporate shareholder.

Under the Canadian Tax Act, a non-resident of Canada is subject to Canadian tax on taxable capital gains, and may deduct allowable capital losses, realized on a disposition of "taxable Canadian property." Shares of common stock of the Corporation will constitute taxable Canadian property of a shareholder at a particular time if the shareholder used the shares in carrying on business in Canada, or if at any time in the five years immediately preceding the disposition 25% or more of the issued shares of any class or series in the capital stock of the Corporation belonged to one or more persons in a group comprising the shareholder and persons with whom the shareholder and persons with whom the shareholder did not deal at arm s length and in certain other circumstances.

The Convention relieves United States residents from liability for Canadian tax on capital gains derived on a disposition of shares unless

(a) the value of the shares is derived principally from real property in Canada, including the right to explore for or exploit natural resources and rights to amounts computed by reference to production,

(b) the shareholder was resident in Canada for 120 months during any period of 20 consecutive years preceding, and at any time during the 10 years immediately preceding, the disposition and the shares were owned by him when he or she ceased to be resident in Canada, or

(c) the shares formed part of the business property of a permanent establishment that the holder has or had in Canada within the 12 months preceding the disposition.

Certain United States Federal Income Tax Consequences

The following is a discussion of material United States federal income tax consequences generally applicable to a U.S. Holder (as defined below) of common shares of the Company. This discussion does not cover any state, local or foreign tax consequences.

The following discussion is based upon the sections of the Internal Revenue Code of 1986, as amended (the Code), Treasury Regulations, published Internal Revenue Service (IRS) rulings, published administrative positions of the IRS and court decisions that are currently applicable, any or all of which could be materially and adversely changed, possible on a retroactive basis, at any time. In addition, the discussion does not consider the potential effects, both adverse and beneficial, or recently proposed legislation which, if enacted, could be

applied, possibly on a retroactive basis, at any time. Holders and prospective holders of common shares of the Company are urged to consult their own tax advisors about the federal, state, local, and foreign tax consequences of purchasing, owning and disposing of common shares of the Company.

U.S. Holders

As used herein, a U.S. Holder includes a holder of common shares of the Company who is a citizen or resident of the United States, a corporation (or an entity which has elected to be treated as a corporation under Treasury Regulation Sections 301.7701-3) created or organized in or under the laws of the United States or of any political subdivision thereof, any estate other than a foreign estate (as defined in Section 7701(a)(31)(A) of the Code or, a trust subject to the primary supervision of a court within the United States and control of a United States fiduciary as described in Section 7701(a)(30)(E) of the Code. This summary does not address the tax consequences to, and U.S. Holder does not include, persons subject to special provisions of Federal income tax law, such as tax-exempt organizations, qualified retirement plans, financial institutions, insurance companies, real estate investment trusts, regulated investment companies, broker-dealers, non-resident alien individuals, persons or entities that have a functional currency other than the U.S. dollar, shareholders who hold common shares as part of a straddle, hedging or conversion transaction, and shareholders who acquired their common shares through the exercise of employee stock options or otherwise as compensation for services. This summary is limited to U.S. Holders who own common shares as capital assets. This summary does not address the consequences to a person or entity holding an interest in a shareholder of the Company or the consequences to a person of the ownership, exercise or disposition of any options, warrants or other rights to acquire common shares of the Company.

Distribution on Common Shares of the Company

U.S. Holders receiving dividend distributions (including constructive dividends) with respect to common shares of the Company are required to include in gross income for United States federal income tax purposes the gross amount of such distributions equal to the U.S. dollar value of such distributions on the date of receipt (based on the exchange rate on such date), to the extent that the Company has current or accumulated earnings and profits, without reduction for any Canadian income tax withheld from such distributions. Such Canadian tax withheld may be credited, subject to certain limitations, against the U.S. Holder s United States federal income tax liability or, alternatively, may be deducted in computing the U.S. Holder s United States federal taxable income. (See more detailed discussion at Foreign Tax Credit below). To the extent that distributions exceed current or accumulated earnings and profits of the Company, they will be treated first as a return of capital up to the U.S. Holder s adjusted basis in the common shares and thereafter as gain from the sale or exchange of the common shares. Dividend income will be taxed at marginal tax rates applicable to ordinary income while preferential tax rates for long-term capital gains are applicable to a U.S. Holder which is an individual, estate or trust. There are currently no preferential tax rates for long-term capital gains for a U.S. Holder which is a corporation.

In the case of foreign currency received as a dividend that is not converted by the recipient into U.S. dollars on the date of receipt, a U.S. Holder will have a tax basis in the foreign currency equal to its U.S. dollar value on the date of receipt. Gain or loss may be recognized upon a subsequent sale of other disposition of the foreign currency, including the exchange for U.S. dollars.

Dividends paid on the common shares of the Company will not generally be eligible for the dividends received deduction provided to corporations receiving dividends from certain United States corporations. A U.S. Holder which is a corporation may, under certain circumstances, be entitled to a 70% deduction of the United States source portion of dividends received from the Company (unless the Company qualifies as a foreign personal holding company or a passive foreign investment company , as defined below) if such U.S. Holder owns shares representing at least 10% of the voting power and value of the Company. The availability of this deduction is subject to several complex limitations which are beyond the scope of this discussion.

Foreign Tax Credit

A U.S. Holder who pays (or has withheld from distributions) Canadian income tax with respect to the ownership of common shares of the Company may be entitled, at the option of the U.S. Holder, to either a deduction or a tax credit for such foreign tax paid or withheld. Generally, it will be more advantageous to claim a credit because a credit reduces United States Federal income taxes on a dollar-for-dollar basis, while a deduction merely reduces the taxpayer s income subject to tax. This election is made on a year-by-year basis and applies to all foreign income taxes (or taxes in lieu of income tax) paid by (or withheld from) the U.S. Holder during the year. There are significant and complex limitations which apply to the credit, among which is the general limitation that the credit cannot exceed the proportionate share of the U.S. Holder s United States income tax liability that the U.S. Holder s foreign source income bears to his/her or its worldwide taxable income. The

various items of income and deduction must be classified into foreign and domestic sources. Complex rules govern this classification process. In addition, this limitation is calculated separately with respect to specific classes of income such as passive income , high withholding tax interest , financial services income , shipping income , and cer other classifications of income. Dividends distributed by the Company will generally constitute passive income or, in the case of certain U.S. Holders, financial services income for these purposes. The availability of the foreign tax credit and the application of the limitations on the credit are fact specific and holders and prospective holders of common shares of the Company should consult their own tax advisors regarding their individual circumstances.

For individuals whose entire income from sources outside the United States consists of qualified passive income whose the total amount of creditable foreign taxes paid or accrued during the taxable year does not exceed $300 ($600 in the case of a joint return) and for whom an election is made under section 904(j), the limitation on credit does not apply.

Disposition of Common Shares of the Company

A U.S. Holder will recognize gain or loss upon the sale of common shares of the Company equal to the difference, if any, between (I) the amount of cash plus the fair market value of any property received, and (ii) the shareholder s tax basis in the common shares of the Company. Preferential tax rates apply to long-term capital gains of U.S. Holders which are individuals, estates or trusts. This gain or loss will be capital gain or loss if the common shares are capital assets in the hands of the U.S. Holder, which will be a short-term or long-term capital gain or loss depending upon the holding period of the U.S. Holder. Gains and losses are netted and combined according to special rules in arriving at the overall capital gain or loss for a particular tax year. Deductions for net capital losses are subject to significant limitations. For U.S. Holders which are not corporations, any unused portion of such net capital loss may be carried over to be used in later tax years until such net capital loss is thereby exhausted, but individuals may not carry back capital losses. For U.S. Holders which are corporations (other than corporations subject to Subchapter S of the Code), an unused net capital loss may be carried back three years from the loss year and carried forward five years from the loss year to be offset against capital gains until such net capital loss is thereby exhausted.

Other Considerations

In the following circumstances, the above sections of the discussion may not describe the United States federal income tax consequences resulting from the holding and disposition of common shares of the Company.

Foreign Personal Holding Company

If at any time during a taxable year more than 50% of the total combined voting power or the total value of the Company s outstanding shares is owned, actually or constructively, by five or fewer individuals who are citizens or residents of the United States and 60% (50% after the first tax year) or more of the Company s gross income for such year was derived from certain passive sources, the Company would be treated as a foreign personal holding company. In that event, U.S. Holders that hold common shares of the Company would be required to include in gross income for such year their allocable portions of such passive income to the extent the Company does not actually distribute such income.

The Company does not believe that it currently has the status of a foreign personal holding company . However, there can be no assurance that the Company will not be considered a foreign personal holding company for any future taxable year.

Passive Foreign Investment Company

As a foreign corporation with U.S. Holders, the Company could potentially be treated as a passive foreign investment company (PFIC), as defined in Section 1297 of the Code, depending upon the percentage of the Company s income which is passive, or the percentage of the Company s assets which are held for the purpose of producing passive income.

Certain United States Income Tax Legislation

The rule governing PFICs can have significant tax effects on U.S. shareholders of foreign corporations. These rules do not apply to non-U.S. shareholders. Section 1297 of the Code defines a PFIC as a corporation that is not formed in the United States and, for any taxable year, either (i) 75% or more of its gross income is passive income , which includes interest, dividends and certain rents and royalties or (ii) the average percentage, by fair market value (or, if the company is a controlled foreign corporation or makes an election, by adjusted tax basis), of its assets that produce or are held for the production of passive income is 50% or more. The taxation of a US shareholder who owns stock in a PFIC is extremely complex and is therefore beyond the scope of this

discussion. U.S. shareholders should consult with their own tax advisors with regards to the impact of these rules.

Controlled Foreign Corporation

If more than 50% of the voting power of all classes of stock entitled to vote is owned, actually or constructively, by citizens or residents of the United States, United States partnerships, corporations or estates or trusts other than foreign estates or trusts, each of whom own actually or constructively 10% or more of the total combined voting power of all classes of stock of the Company (United States Shareholders) requires the Company would be a controlled foreign corporation (CFC). This classification would effect many complex results, one of which certain income of a CFC to be subject to current U.S. tax. The United States generally taxes United States Shareholders of a CFC currently on their pro rata shares of the Subpart F income of the CFC. Such United States Shareholders are generally treated as having received a current distribution out of the CFC s Subpart F income and are also subject to current U.S. tax on their pro rata shares of the CFC s earnings invested in U.S. property. The foreign tax credit described above may reduce the U.S. tax on these amounts. In addition, under Section 1248 of the Code, gain from the sale or exchange of shares by a U.S. Holder of common shares of the Corporation which is or was a United States Shareholder at any time during the five-year period ending with the sale or exchange is treated as ordinary income to the extent of earnings and profits of the Company (accumulated only while the shares were held by the United States Shareholder and while the Company was a CFC attributable to the shares sold or exchanged. If a foreign corporation is both a PFIC and a CFC, the foreign corporation generally will not be treated as a PFIC with respect to the United States Shareholders of the CFC. This rule generally will be effective for taxable years of United States Shareholders beginning after 1997 and for taxable years of foreign corporations ending with or within such taxable years of United States Shareholders. The PFIC provisions continue to apply in the case of a PFIC that is also a CFC with respect to the U.S. Holders that are less than 10% shareholders. Because of the complexity of Subpart F, a more detailed review of these rules is outside of the scope of this discussion.

Filing of Information Returns

Under a number of circumstances, United States persons acquiring shares of the Company may be required to file an information return with the Internal Revenue Service Center where they are required to file their tax returns with a duplicate copy to the Internal Revenue Service Center, Philadelphia, PA 19255. In particular, under Section 6046 of the Code, any United States person who becomes the owner, directly or indirectly, of 10% or more of the shares of the Company will be required to file such a return. Other filing requirements may apply, such United States persons should consult their own tax advisors concerning these requirements.

Documents on Display

Any of the documents referred to above can be viewed at the registered office of the Company located at 1185 West Georgia Street, Suite 1150, Vancouver, British Columbia, Canada, V6E 4E6.

This Annual Report and the Company s recent 6-K filings can be viewed on the U.S. Securities and Exchange EDGAR web-site at www.sec.gov. All regulatory filings in Canada can be viewed on the System for Electronic Document Analysis and Retrieval (SEDAR) web-site at www.sedar.com.

Item 11. Quantitative and Qualitative Disclosures about Market Risk

Some of the Company s mineral exploration properties are located outside of Canada. As a Canadian company, Almaden s cash balances are kept primarily in Canadian funds, while many exploration and property expenses are denominated in United States dollars. Therefore, the Company is exposed to some exchange rate risk. The Company considers the amount of risk to be manageable and does not currently, nor is likely in the foreseeable future, conduct hedging to reduce its exchange rate risk.

Item 12. Description of Securities Other than Equity Securities

Not Applicable

PART II

Item 13. Defaults, Dividend Arrearages and Delinquencies

Not Applicable

Item 14. Material Modifications to the Rights of Securities Holders and Use of Proceeds

Not Applicable

Item 15. Controls and Procedures

As of December 31, 2006, the Company s chief executive officer, Duane Poliquin, and chief financial officer, Dione Bitzer, have evaluated and reviewed our disclosure controls and procedures as of the end of the period covered by this Annual Report. Based upon this evaluation and review, the officers have concluded that the Company s disclosure controls and procedures are effective and sufficient to comply with Rules 13a-15(c) and 15d-15(c) of the Securities Exchange Act of 1934.

The following report is provided by management in respect of internal control over financial reporting (as defined in the rules of the Canadian Securities Administrators and the Securities and Exchange Commission):

1)

Management is responsible for establishing and maintaining adequate internal control over financial reporting. All internal control systems, no matter how well designed, have inherent limitations and may not prevent or detect misstatements. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

2)

Management s framework for evaluating the effectiveness of its internal controls is based upon the criteria established in *Internal Control Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

3)

As at December 31, 2006, management assessed the effectiveness of our internal control over financial reporting and concluded that such internal control over financial reporting are effective and that there were no material weaknesses in our internal control over financial reporting.

4)

This annual report does not include an attestation report of the Company s registered public accounting firm regarding internal control over financial reporting. Management s report was not subject to attestation by the Company s registered accounting firm pursuant to temporary rules of the Securities and Exchange Commission that permit the Company to provide only management s report in this annual report.

There have been no changes in our internal control over financial reporting during the year ended December 31, 2006, that have materially affected, or are reasonably likely to affect our internal control over financial reporting.

Item 16A. Audit Committee Financial Expert

The Company s Board of Directors has determined that the Company has one audit committee financial expert serving on its audit committee who is independent, as defined by the listing standards of the American Stock Exchange. Mr. Donald Lorimer qualified as a Chartered Accountant with Price Waterhouse & Co. and subsequently was a financial executive with Patino Mining Corporation and Little Long Lac Gold Mines Ltd. In 1971 he joined A.E. Ames & Co. and became a director and vice president responsible for corporate and government underwriting in British Columbia, Canada. Mr. Lorimer retired as a portfolio manager with Odlum Brown Ltd. in 2006.

Item 16B. Code of Ethics

The Company adopted several codes of conduct, including a Code of Business Ethics, a Code of Business Conduct Ethics for Directors, a Communications Policy and an Audit Committee Charter. These initial codes were filed with the 20-F Annual Report for the fiscal year ended December 31, 2003 as filed with the United States Securities and Exchange Commission on May 11, 2004. After review, the Company has adopted revised and new codes as follow: Audit Committee Charter, Nominating and Corporate Governance Committee-Responsibilities and Duties, Compensation Committee-Responsibilities and Duties, Code of Business Ethics, Code of Business Conduct and Ethics for Directors, Communications Policy, Securities Trading Policy, Whistleblowers Policy and a Privacy Policy (the Codes). The Codes may be viewed on the Company s website at www.almadenminerals.com. The Codes may also be viewed as filed on EDGAR and SEDAR as an exhibit to the 2005 20-F Annual Report filed with the Commission on March 30, 2006. Any amendments to the Codes or waivers of the provision of any Codes will be posted on the Company s website within 5 business days of such amendment or waiver.

Item 16C. Principal Accountant Fees and Services

Table No. 20 lists the aggregate fees billed for each of the last two fiscal years for professional services rendered by the principal accountant for the audit of the Company s annual financial statements or services that are normally provided by the accountant in connection with statutory and regulatory filings or engagements for those fiscal years.

Table No. 20

Principal Accountant Fees

	Years ended December 31	
	2006	2005
Audit fees	$49,500	$47,500
Audit related fees	13,600	-
Tax fees	9,500	8,000
Other fees	-	-

Fiscal 2006 and Fiscal 2005 audit fees relate to the annual audit of the Company s financial statements and review of the Form 20-F and tax fees relate to the completion of income and mineral tax filings. Fiscal 2006 audit related fees relate to review of the Company s internal controls over financial reporting.

Item 16D. Exemptions from the Listing Standards for Audit Committees

Not applicable.

Item 16E. Purchases of Equity Securities by the Issuer and Affiliated Purchasers

Not applicable.

PART III

Item 17. Financial Statements

The Company s consolidated financials statements are stated in Canadian Dollars (CDN$) and are prepared in accordance with Canadian GAAP, the application of which, in the case of the Company, conforms in all material respects for the periods presented with U.S. GAAP, except as disclosed in Note 16 to the financial statements.

Item 18. Financial Statements

The Company has elected to provide financial statements pursuant to Item 17.

Item 19. Exhibits

A. The financial statements and notes thereto as required under Item 17 are attached hereto and found immediately following the text of this Annual Report..

Audited Financial Statements

Report of Independent Registered Chartered Accountants, dated March 8, 2007

Consolidated Balance Sheets at December 31, 2006 and 2005

Consolidated Statements of Operations and Deficit for the years ended December 31, 2006, 2005 and 2004 and cumulative amounts since incorporation

Consolidated Statements of Cash Flows for the years ended December 31, 2006, 2005 and 2004 and cumulative amounts since incorporation

Notes to Consolidated Financial Statements

B. Index to Exhibits

1. Certificate of Amalgamation
Amalgamation Agreement
--Incorporated by reference to the Company s Form 20-F Annual Report for the year ended December 31, 2001,
as filed with the Commission on May 17, 2002--

1.1 Articles
--Incorporated by reference to the Company s Form 20-F Annual Report for the year ended December 31, 2005,
as filed with the Commission on March 30, 2006--

2. Instruments defining the rights of holders of equity of debt securities being registered
--Refer to Exhibit No. 1--

3. Voting trust agreements N/A

4 Agreement dated January 21, 2005 with Santoy Resources Ltd.
Agreement dated January 21, 2005 with Santoy Resources Ltd.

Amendment to Option Agreement dated January 31, 2005 with Horseshoe Gold Mining Inc.

--Incorporated by reference to the Company s Form 20-F Annual Report for the year ended December 31, 2004,

as filed with the Commission on March 28, 2005

Amending and Quit Claim Agreement dated January 20, 2005 with BHP Billiton World Exploration Inc.

Second Amending Agreement dated March 1, 2005 with BHP Billiton World Exploration Inc.

Option Agreement dated April 13, 2005 with Hawkeye Gold & Diamond Inc.

Option Agreement dated June 21, 2005 with Strongbow Exploration Inc.

Letter of Intent dated July 26, 2005 with ALB Holdings Ltd.

Letter of Intent and Preliminary Agreement dated July 29, 2005 with Japan oil, Gas and Metals National

Corporation

Letter of Intent dated August 8, 2005 with Lincoln Gold Corp.

Amendment to Option Agreement dated August 30, 2005 with Horseshoe Gold Mining Inc.

Option Agreement dated November 14, 2005 with Consolidated Spire Ventures Ltd.

--Incorporated by reference to the Company s Form 20-F Annual Report for the year ended December 31, 2005,

as filed with the Commission on March 30, 2006

Option Agreement dated March 31, 2006 with Tanqueray Resources Ltd.

--Incorporated by reference to the Form 6-K filed with the Commission on April 27, 2006--

4.1 Amending Letter of Intent and Preliminary Agreement dated March 31, 2006 with Japan oil, Gas and Metals National Corporation

Amending Agreement dated April 28, 2006 with Consolidated Spire Ventures Ltd.

--Incorporated by reference to the Form 6-K filed with the Commission on May 2, 3006--

Option Agreement dated May 8, 2006 with Williams Creek Explorations Limited

--Incorporated by reference to the Form 6-K filed with the Commission on June 2, 2006--

Option Agreement dated July 24, 2006 with Pinnacle Mines Ltd.

--Incorporated by reference to the Form 6-K filed with the Commission on August 2, 2006--

4.2 Amending Letter of Intent and Preliminary Agreement dated September 14, 2006 with Japan oil, Gas and Metals National Corporation

Agreement of Transfer and Quit Claim dated October 4, 2006 with Consolidated Spire Ventures Ltd.

--Incorporated by reference to the Form 6-K filed with the Commission on October 6, 2006--

Joint Venture Agreement dated December 15, 2006 with Comaplex Minerals Ltd.

--Incorporated by reference to the Form 6-K filed with the Commission on January 10, 2007--

Agreement dated October 25, 2006 and October 30, 2006 with Reynaldo Arellano Venavidez and Jose Reyes Ruiz Olmos

--Incorporated by reference to the Form 6-K filed with the Commission on January 31, 12007--

Amendment to Option Agreement dated January 23, 2007 with Consolidated Spire Ventures Ltd.

--Incorporated by reference to the Form 6-K filed with the Commission on February 12, 2007--

Sale and Purchase Agreement dated February 12, 2007 with Comaplex Minerals Ltd.

--Incorporated by reference to the Form 6-K filed with the Commission on February 21, 2007--

Option Agreement dated February 12, 2007 with Consolidated Spire Ventures Ltd.

--Incorporated by reference to the Form 6-K filed with the Commission on February 22, 2007--

Letter Agreement with Apex Silver Mines Limited

--Incorporated by reference to the Form 6-K filed with the Commission on March 2, 2007--

5. List of foreign patents N/A

6. Calculation of earnings per share N/A

7. Explanation of calculation of ratios N/A

8. List of subsidiaries

9. Statement pursuant to the instruction to Item 8.A.4, regarding the financial statement filed in registration Statements for initial public offerings of securities N/A

10. Any notice required by Rule 104 of Regulation BTR N/A

11 Audit Committee Charter

Nominating and Corporate Governance Committee-Duties and Responsibility

Compensation Committee-Responsibilities and Duties

Code of Business Ethics

Code of Business Conduct and Ethics for Directors

Communications Policy

Securities Trading Policy

Whistleblower Policy

Privacy Policy

--Incorporated by reference to the Company s Form 20-F Annual Report for the year ended December 31, 2005,

as filed with the Commission on March 30, 2006

31.1	Certification of CEO Pursuant to Securities Exchange Act, Rules 13a-14 and 15d-14 as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of CFO Pursuant to Securities Exchange Act, Rules 13a-14 and 15d-14 as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of CEO Pursuant to the Sarbanes-Oxley Act, 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certification of CFO Pursuant to the Sarbanes-Oxley Act, 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

Consolidated financial statements of

Almaden Minerals Ltd.

(An exploration stage company)

Almaden Minerals Ltd.

(An exploration stage company)

December 31, 2006

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Almaden Minerals Ltd.

(An exploration stage company)

Consolidated balance sheets
as at December 31,

(Expressed in Canadian dollars)

	2006	2005
	$	$
Assets		
Current assets		
Cash and cash equivalents	**18,796,956**	7,961,050
Accounts receivable and prepaid expenses	**600,413**	497,530
Marketable securities (Note 3)	**1,319,142**	1,206,927
Inventory (Note 4)	**274,768**	274,768
Total current assets	**20,991,279**	9,940,275
Property, plant and equipment (Note 5)	**1,246,805**	1,240,806
Reclamation deposit	**76,500**	81,500
Mineral properties (Note 6)	**6,404,978**	5,104,174
Total assets	**28,719,562**	16,366,755
Liabilities		
Current liabilities		
Accounts payable and accrued liabilities	**369,250**	186,548
Mineral taxes payable (Note 15(a))	**379,653**	379,653
Total current liabilities	**748,903**	566,201
Shareholders' equity		
Share capital		
Authorized		
Unlimited number of common shares without par value		
Issued (Note 7)		
43,624,255 shares - December 31, 2006		
36,192,497 shares - December 31, 2005	**46,655,822**	31,639,259
Contributed surplus (Note 8)	**4,081,471**	2,659,154
Deficit, accumulated during the exploration stage	**(22,766,634)**	(18,497,859)
Total shareholders' equity	**27,970,659**	15,800,554
Total liabilities and shareholders' equity	**28,719,562**	16,366,755

Commitments and contingencies (Note 15)

On behalf of the Board

(Signed) Duane Poliquin
Duane Poliquin, Director

(Signed) James E. McInnes
James E. McInnes, Director

Almaden Minerals Ltd.

(An exploration stage company)

Consolidated statements of operations and deficit

(Expressed in Canadian dollars)

	Cumulative amount since incorporation September 25, 1980 to December 31, 2006		Years ended December 31,	
		2006	2005	2004
	$	**$**	$	$
Revenue				
Interest income	1,583,066	**623,048**	94,821	74,265
Other income	560,298	**213,883**	151,620	64,604
	2,143,364	**836,931**	246,441	138,869
Expenses				
Stock option compensation (Note 7)	10,120,400	**2,488,900**	213,600	1,234,783
General and administrative expenses (Schedule 1)	7,204,967	**1,195,495**	859,040	705,826
Write-down of interests in mineral properties	3,309,775	**1,125,334**	567,658	903,358
General exploration expenses	4,376,863	**718,191**	829,415	539,794
	25,012,005	**5,527,920**	2,469,713	3,383,761
	(22,868,641)	**(4,690,989)**	(2,223,272)	(3,244,892)
Write-down of marketable securities	(775,230)	**(487,110)**	(170,844)	(117,276)
Income on mineral property options	2,254,986	**527,811**	912,795	104,027
(Loss) gain on sale of securities	(1,209,884)	**367,996**	115,240	(117)
Gain (loss) on sale of property, plant and equipment	4,242	**(8,163)**	10,995	(12,800)
Foreign exchange (gain) loss	(172,107)	**21,680**	(42,369)	(133,145)
Loss before income taxes	(22,766,634)	**(4,268,775)**	(1,397,455)	(3,404,203)
Income tax recovery (Note 14)	640,640	**-**	302,240	338,400
Net loss	(22,125,994)	**(4,268,775)**	(1,095,215)	(3,065,803)
Deficit, accumulated during exploration stage, beginning of period	-	**(18,497,859)**	(17,100,404)	(13,696,201)
Renouncement of tax deductibility relating to flow-through shares	(640,640)	**-**	(302,240)	(338,400)
Deficit, accumulated during exploration stage, end of period	(22,766,634)	**(22,766,634)**	(18,497,859)	(17,100,404)
Net loss per share				
Basic and diluted		**(0.10)**	(0.03)	(0.11)

Basic and diluted weighted average number of shares outstanding		**41,351,133**	32,078,779	30,232,499

Almaden Minerals Ltd.

(An exploration stage company)

Consolidated statements of cash flows

(Expressed in Canadian dollars)

	Cumulative amount since incorporation September 25, 1980 to December 31, 2006	**2006**	Years ended December 31, 2005	2004
	$	**$**	$	$
Operating activities				
Net loss	(22,125,994)	**(4,268,775)**	(1,095,215)	(3,065,803)
Items not affecting cash				
Income tax recovery	(640,640)	**-**	(302,240)	(338,400)
Depreciation	789,485	**231,413**	149,477	60,326
Loss (gain) on marketable securities	1,209,884	**(367,996)**	(115,240)	117
Write-down of marketable securities	775,230	**487,110**	170,844	117,276
Income on mineral property options	(1,570,968)	**(527,811)**	(912,795)	(104,027)
Write-down of interests in mineral properties	9,110,892	**1,125,334**	567,658	903,358
Stock-option compensation	4,319,283	**2,488,900**	213,600	1,234,783
Gain on sale of property, plant and equipment	(4,242)	**8,163**	(10,995)	12,800
Other	(64,350)	**-**	(64,350)	-
Write-off of incorporation costs	3,298	**-**	-	-
Changes in non-cash working capital components				
Accounts receivable and prepaid expenses	(605,889)	**(102,883)**	(284,354)	(108,070)
Accounts payable and accrued liabilities	334,148	**182,702**	107,414	29,509
Deferred exploration advances	-	**-**	-	(58,011)
Mineral taxes payable	(669)	**-**	-	-
	(8,470,532)	**(743,843)**	(1,576,196)	(1,316,142)
Financing activity				
Issuance of shares, net of share issue costs	43,873,198	**13,949,980**	7,227,921	2,071,427
Investing activities				
Cash acquired upon business combination	198,131	**-**	-	-
Long-term investment	(1,891,315)	**-**	-	-
Reclamation deposit	-	**5,000**	-	-
Marketable securities				
Purchases	(4,469,914)	**(32,500)**	-	(162,227)

Net proceeds	5,185,310	**806,039**	243,940	184,916
Property, plant and equipment				
Purchases	(2,048,835)	**(247,575)**	(804,146)	(173,747)
Proceeds	64,287	**2,000**	-	-
Mineral properties				
Costs	(15,285,597)	**(2,973,501)**	(1,459,485)	(1,317,435)
Gold sales	362,906	**-**	-	-
Net proceeds	1,282,615	**70,306**	203,310	-
Incorporation costs	(3,298)	**-**	-	-
	(16,605,710)	**(2,370,231)**	(1,816,381)	(1,468,493)
Net cash inflow (outflow)	18,796,956	**10,835,906**	3,835,344	(713,208)
Cash and cash equivalents, beginning of period	-	**7,961,050**	4,125,706	4,838,914
Cash and cash equivalents, end of period	18,796,956	**18,796,956**	7,961,050	4,125,706

Supplemental cash flow information (Note 10)

Almaden Minerals Ltd.

(An exploration stage company)

Notes to the consolidated financial statements

(Expressed in Canadian dollars)

1.

Nature of operations

Almaden Minerals Ltd. (the Company) is in the process of exploring its mineral properties and has not yet determined whether any of these properties contain reserves that are economically recoverable. The recoverability of amounts shown for mineral properties is dependent upon the establishment of a sufficient quantity of economic recoverable reserves, the ability of the Company to obtain necessary financing to complete the development and upon future profitable production or proceeds from the disposition of mineral properties.

2.

Significant accounting policies

These consolidated financial statements have been prepared in accordance with Canadian generally accepted accounting principles, which in respect of these financial statements are different in some respects from generally accepted accounting principles in the United States of America as discussed in Note 16 and include the following policies:

(a)

Basis of consolidation

The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries as follows:

Almaden America Inc.	Nevada
Republic Resources Ltd.	British Columbia
Almaden de Mexico, S.A. de C.V.	Mexico
Minera Gavilan, S.A. de C.V.	Mexico
Compania Minera Zapata, S.A. de C.V.	Mexico

(b)

Foreign exchange

The functional currency of the Company s subsidiaries has been determined to be the Canadian dollar. U.S. dollar and Mexican peso denominated amounts in these financial statements are translated into Canadian dollars on the following basis:

(i)

Monetary assets and liabilities - at the rate of exchange prevailing at the year-end.

(ii)

Non-monetary assets - at the rates of exchange prevailing when the assets were acquired or the liabilities assumed.

(iii)

Income and expenses - at the rate approximating the rates of exchange prevailing on the dates of the transactions.

(iv)

Gains and losses on translation of transactions or balances are credited or charged to operations.

(c)

Cash and cash equivalents

Cash equivalents include money market instruments which are readily convertible into cash or have maturities at the date of purchase of less than ninety days. The cash equivalent at December 31, 2006 is $17,350,666 (2005 - $6,822,431).

(d)

Marketable securities

Investment in marketable securities is recorded at the lower of cost and quoted market value.

Almaden Minerals Ltd.

(An exploration stage company)

Notes to the consolidated financial statements

(Expressed in Canadian dollars)

2.

Significant accounting policies (continued)

(e)

Inventory

Inventory is valued at the lower of the average cost of mining and estimated net realizable value.

(f)

Property, plant and equipment

Property, plant and equipment are stated at cost and are depreciated annually on a declining-balance basis at the following rates:

Automotive equipment	30%
Computer hardware and software	30%
Field equipment	20%
Furniture and fixtures	20%
Geological data library	20%
Mill equipment	30%
Drill equipment	20%
Leasehold improvements	20%

straight-line

The Company compares the carrying value of property, plant and equipment to estimated net recoverable amounts, based on estimated future cash flows, to determine whether there is any indication of impairment whenever events or circumstances warrant. An impairment in value would be indicated if the assets carrying value exceeds the estimated recoverable amount. During the periods covered by these financial statements there was no indication of impairment.

(g)

Mineral properties

The Company is in the exploration stage with respect to its investment in mineral claims and accordingly follows the practice of capitalizing all costs relating to the acquisition of, exploration for and development of mineral claims and crediting all revenues received against the cost of the related claims. At such time as commercial production commences, these costs will be charged to operations on a unit-of-production method based on proven and probable reserves. The aggregate costs related to abandoned mineral claims are charged to operations at the time of any abandonment or when it has been determined that there is evidence of a permanent impairment.

The recoverability of amounts shown for mineral properties is dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain financing to complete development of the properties and on future production or proceeds of disposition.

(h)

Income taxes

Future income tax liabilities and future income tax assets are recorded based on differences between the financial reporting basis of the Company s assets and liabilities and their corresponding tax basis. The future benefits of income tax assets, including unused tax losses are recognized, subject to a valuation allowance, to the extent that it is more likely than not that such losses will be ultimately utilized. These future income tax assets and liabilities are measured using substantively enacted tax rates and laws that are expected to apply when the tax liabilities or assets are to be either settled or realized.

Almaden Minerals Ltd.

(An exploration stage company)

Notes to the consolidated financial statements

(Expressed in Canadian dollars)

2.

Significant accounting policies (continued)

(i)

Income from mineral property options

The Company recognizes in income costs recovered on mineral properties when amounts received or receivable are in excess of the carrying amount.

(j)

Stock-based compensation plans

The Company accounts for options granted under its fixed stock option plan (Note 7 (c)) using the fair value based method of accounting for stock-based compensation. Accordingly, the fair value of the options at the date of grant is accrued and charged to operations, with an offsetting credit to contributed surplus, on a straight-line basis over the vesting period. If and when the stock options are ultimately exercised, the applicable amounts of contributed surplus are transferred to share capital.

(k)

Asset retirement obligation

Effective January 1, 2004, the Company adopted the accounting standard for asset retirement obligations, a standard that applies to future site reclamation costs for the Company s mineral properties. Under this standard, a liability for an asset retirement obligation is initially recognized at its fair value in the period in which it is incurred. Upon initial recognition of the liability, the corresponding asset retirement cost is added to the carrying amount of that asset and the cost is amortized as an expense over the life of the related asset. Following the initial recognition of the asset retirement obligation, the carrying amount of the liability is increased for the passage of time and adjusted for changes to the amount or timing of the underlying cash flows required to settle the obligation.

The Company has $76,500 of reclamation deposits held with the Ministry of Mines should any asset retirement obligation arise from its obligations to undertake site reclamation and remediation in connection with its operating activities in British Columbia.

When the Company enters into an option agreement on its mineral properties, as part of the option agreement, responsibility for any reclamation and remediation becomes the responsibility of the optionee.

(l)

Loss per share

The loss per share is based on the weighted average number of common shares of the Company that were outstanding each year. The diluted loss per share reflects the potential dilution of common share equivalents, such as outstanding stock options and warrants, in the weighted average number of common shares outstanding during the year, if dilutive. For this purpose, the treasury stock method is used for the assumed proceeds upon the exercise of outstanding stock options and warrants that are used to purchase common shares at the average market price during the year. For the three years ended December 31, 2006, all of the outstanding stock options and warrants are anti-dilutive.

Almaden Minerals Ltd.

(An exploration stage company)

Notes to the consolidated financial statements

(Expressed in Canadian dollars)

2.

Significant accounting policies (continued)

(m)

Use of estimates

The preparation of financial statements in conformity with the Canadian generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates. Significant estimates used in the preparation of these consolidated financial statements include, amongst other things, depreciation, determination of net recoverable value of assets, determination of fair value on taxes and contingencies.

(n)

Canadian GAAP developments

(i)

Comprehensive Income

Commencing with the Company s 2007 fiscal year, the new recommendations of the CICA for accounting for comprehensive income (CICA Handbook Section 1530), for the recognition and measurement of financial instruments (CICA Handbook Section 3855) and for hedges (CICA Handbook Section 3865) will apply to the Company. The concept of comprehensive income for purposes of Canadian GAAP will be to include changes in shareholders equity

arising from unrealized changes in the values of financial instruments. Comprehensive income as prescribed by U.S. GAAP is largely aligned with comprehensive income as prescribed by Canadian GAAP. In the Company s instance, however, there is a difference in other comprehensive income in that U.S. GAAP includes the concept of minimum pension liabilities and the cumulative translation adjustment and Canadian GAAP does not.

(ii)

Business Combinations

The proposed amended recommendations of the CICA for accounting for business combinations will apply to the Company s business combinations, if any, with an acquisition date subsequent to the effective date. Whether the Company would be materially affected by the proposed amended recommendations would depend upon the specific facts of the business combinations, if any. Generally, the proposed recommendations will result in measuring business acquisitions at the fair value of the acquired entities and a prospectively applied shift from a parent company conceptual view of consolidation theory (which results in the parent company recording the book values attributable to non-controlling interests) to an entity conceptual view (which results in the parent company recording the fair values attributable to non-controlling interests).

(iii)

Financial Instruments Recognition and Measurement, Section 3855

This standard prescribes when a financial asset, financial liability, or non-financial derivative is to be recognized on the balance sheet and whether fair value or cost-based methods are used to measure the amounts. It also specifies how financial instrument gains and losses are to be presented. Management is currently finalizing its evaluation of the impact of this standard on the Company s Canadian GAAP financial statements.

Almaden Minerals Ltd.

(An exploration stage company)

Notes to the consolidated financial statements

(Expressed in Canadian dollars)

2.

Significant accounting policies (continued)

(n)

Canadian GAAP developments (continued)

(iv)

Hedges, Section 3865

This standard is applicable when a company chooses to designate a hedging relationship for accounting purposes. The adoption of this standard is not expected to impact the Company.

(v)

Comprehensive Income, Section 1530

This standard requires the presentation of a statement of comprehensive income and its components. Comprehensive income includes both net earnings and other comprehensive income. Other comprehensive income for the Company will include holding gains and losses on investments designated as available for sale.

3.

Marketable securities

Marketable securities consist of equity securities which are valued at the lower of cost or market. The market value of the securities as at December 31, 2006 was $1,699,597 (2005 - $1,816,560).

4.

Inventory

Inventory consists of 1,597 ounces of gold bullion which is valued at the lower of average cost of mining and estimated net realizable value. The market value of the gold at December 31, 2006 is $1,185,600 (2005 - $962,707).

5.

Property, plant and equipment

		2006	
	Cost	Accumulated depreciation	Net book value
	$	$	$
Automotive equipment	**323,037**	**164,416**	**158,621**
Furniture and fixtures	**130,400**	**94,444**	**35,956**
Computer hardware	**207,888**	**150,935**	**56,953**
Computer software	**50,521**	**23,761**	**26,760**
Geological data library	**65,106**	**35,883**	**29,223**
Field equipment	**269,800**	**136,905**	**132,895**
Mill equipment	**323,264**	**-**	**323,264**
Leasehold improvements	**27,181**	**7,064**	**20,117**
Drill equipment	**643,078**	**180,062**	**463,016**
	2,040,275	**793,470**	**1,246,805**

Almaden Minerals Ltd.

(An exploration stage company)

Notes to the consolidated financial statements

(Expressed in Canadian dollars)

5.

Property, plant and equipment (continued)

		2005	
	Cost	Accumulated depreciation	Net book value
	$	$	$
Automotive equipment	263,978	138,932	125,046
Furniture and fixtures	111,036	94,132	16,904
Computer hardware	174,559	133,668	40,891
Computer software	30,036	16,681	13,355
Geological data library	65,106	28,577	36,529
Field equipment	208,927	111,290	97,637
Mill equipment	323,264	-	323,264
Leasehold improvements	11,439	3,028	8,411
Drill equipment	643,078	64,309	578,769
	1,831,423	590,617	1,240,806

At December 31, 2006 the mill equipment was not in use. Depreciation will be charged once the equipment is available for use.

Almaden Minerals Ltd.

(An exploration stage company)

Notes to the consolidated financial statements

(Expressed in Canadian dollars)

6.

Mineral properties

	2006	2005
	$	$
Canada		
Elk		
100% interest in mineral claims in British Columbia which includes the Siwash gold deposit	**4,737,735**	3,359,078
ATW		
Net 37.5% interest in mineral claims near Lac De Gras, Northwest Territories	**100,000**	212,254
PV (Note 6 (e))		
0% interest in mineral claims in British Columbia	**-**	121,937
Merit and Brookmere (Note 6 (f))		
100% interest in mineral claims in British Columbia	**62,440**	90,566
Nicoamen River (Note 6 (g))		
100% interest in mineral claims in British Columbia	**38,050**	48,665
Skoonka Creek (Note 6 (h))		
49% interest in mineral claims in British Columbia	**22,798**	33,006
MOR		
100% interest in minerals claims in the Yukon Territory	**31,524**	31,524
Rock River Coal		
50% interest in 187,698 acre coal prospect in the Yukon Territory	**39,339**	39,339
Mexico		
Caballo Blanco (Note 6 (a))		