

APEX SILVER MINES LTD
Form 10-K/A
October 23, 2006

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 10-K/A

(Amendment No. 1)

(Mark One)

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

For the fiscal year ended December 31, 2005

OR

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

For the transition period from _____ to
Commission file number 1-13627

APEX SILVER MINES LIMITED

(Exact Name of Registrant as Specified in its Charter)

Cayman Islands, British West Indies
(State of Incorporation or Organization)

Not Applicable
(I.R.S. Employer Identification No.)

**Walker House
Mary Street
George Town, Grand Cayman
Cayman Islands, British West Indies**
(Address of principal executive office)

Not Applicable
(Zip Code)

(345) 949-0050

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class

Name of each exchange on which registered

Ordinary Shares, \$0.01 par value

American Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: **None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

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Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes 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. Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer.

Large Accelerated
Filer

Accelerated Filer

Non-accelerated
Filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

The aggregate market value of the voting and non-voting common equity held by non-affiliates as of June 30, 2005, was approximately \$474 million, based on the closing price of the Ordinary Shares on the American Stock Exchange of \$13.74 per share. The number of Ordinary Shares outstanding as of March 28, 2006 was 52,030,275.

DOCUMENTS INCORPORATED BY REFERENCE

None.

EXPLANATORY NOTE

This Amendment No. 1 (the "Amendment") on Form 10-K/A amends our annual report on Form 10-K filed with the Securities and Exchange Commission on March 31, 2006. We are filing this Amendment to:

Note in the "Exploration" section of Items 1 & 2 of Part I that all of our exploration properties are in a preliminary stage and that none of the properties are individually considered to be material;

File an amended Auditor's Report which correctly refers to the inception-to-date audit information;

Amend footnote (1) to the consolidated financial statements in order to add further clarification regarding our predecessor company and a recapitalization that occurred in 1996 prior to our initial public offering;

Amend footnote 2(f) in the consolidated financial statements to add clarification regarding our policy with respect to accounting for costs of acquiring properties having value beyond proven and probable reserves; and

File a revised consent of Mine Reserves Associates, Inc. as Exhibit 23.2 in order to provide the date on which the consent was signed.

This Amendment affects only the items described above and except as specifically noted above, does not affect the consolidated financial statements or footnotes filed in the annual report.

PART I

ITEMS 1 AND 2: BUSINESS AND PROPERTIES

Apex Silver Mines Limited, incorporated under the laws of the Cayman Islands in 1996, is engaged in the exploration and development of silver and other mineral properties in Latin America. We have a large diversified portfolio of privately owned and controlled silver and other mineral exploration properties. We have rights to or control over claims or concessions covering a total of approximately 700,000 acres, divided into approximately 60 property groups, located in or near the traditional silver producing regions of Bolivia, Peru, Argentina and Mexico.

Our exploration efforts have produced our first development property, our 100% owned San Cristobal project located in southwestern Bolivia. San Cristobal's proven and probable reserves at December 31, 2005, based on \$6.28 per ounce silver, \$0.49 per pound zinc and \$0.36 per pound lead, total approximately 231 million tonnes of ore grading 63.1 grams per tonne silver, 1.59% zinc and 0.58% lead, containing approximately 468 million ounces of silver, 8.08 billion pounds of zinc and 2.95 billion pounds of lead. The prices used represent the three year average price for each of the metals as per guidelines established by the Securities and Exchange Commission. None of our properties is in production, and consequently we have no operating income or cash flow.

As used herein, *Apex Silver*, *we* and *our* refer collectively to Apex Silver Mines Limited, its predecessors, subsidiaries and affiliates or to one or more of them as the context may require.

All currency references are to United States dollars, unless otherwise indicated.

AVAILABLE INFORMATION

We make available, free of charge through our Internet website at <http://www.apexsilver.com>, our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as soon as reasonably practicable after such material is electronically filed with or furnished to the SEC. Information on our website is not incorporated into this report and is not a part of this report.

BUSINESS STRATEGY

Apex Silver is one of a limited number of silver companies with significant exposure to other metals. Our strategy is to capitalize on the San Cristobal project and our sizeable portfolio of mineral exploration properties in order to achieve long-term profits and growth and to enhance shareholder value.

Although our primary focus is on silver, we intend to produce other metals from deposits we may discover or acquire, including zinc, lead and gold. We are managed by a team of seasoned mining professionals with significant experience in the construction, development and operation of large-scale, open pit and underground, precious and base metals mining operations, as well as the identification and exploration of mineral properties. From time to time, we also consider acquisitions of development or producing properties and business combination opportunities.

The principal elements of our business strategy are to:

complete the development of the San Cristobal project into a large-scale open-pit mining operation;

continue to explore and develop those properties which we believe are most likely to contain significant amounts of silver and/or other metals and divest those properties that are not of continuing interest; and

identify and acquire additional mining and mineral properties that we believe contain significant amounts of silver and/or other metals or have exploration potential.

SAN CRISTOBAL PROJECT

Our 100%-owned San Cristobal project is located in the San Cristobal mining district of the Potosi Department in southwestern Bolivia, a region that historically has produced a significant portion of the world's silver supply. San Cristobal is located in the Bolivian Altiplano in the Andes mountains, approximately 500 kilometers south of the city of La Paz, which is the seat of government where executive and legislative powers reside. The project is accessible by an improved gravel road from the town of Uyuni, approximately 100 kilometers to the northeast and from the Chilean border town of Ollagüe, approximately 135 kilometers to the west. A railroad begins at the Chilean port of Antofagasta, approximately 460 kilometers southwest of San Cristobal, and continues north to La Paz, passing 50 kilometers to the north of San Cristobal. A spur is being built to connect the mine to the railroad for shipment of concentrates and receipt of imported supplies. The map below shows the location of the San Cristobal project.

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Silver was discovered in what is now the San Cristobal district in the early seventeenth century, and mining has occurred intermittently in the area ever since. Although no records from the Spanish colonial era mines have survived, and few records exist with respect to production in the district during the nineteenth and twentieth centuries, we estimate that the district has produced millions of ounces of silver.

Other than sporadic underground mining in the area of the planned San Cristobal pit over the previous 350 years, only one portion of the San Cristobal project, the Toldos deposit, has been mined. The Toldos mine was operated by Empresa Minera Yana Mallcu S.A. as a block-caving underground operation between 1985 and 1988, and as an open-pit mine and silver heap leach between 1989 and 1995. The Toldos mine was shut down in 1995 and at present there is no significant mining or processing plant or equipment on the San Cristobal property remaining from the Toldos mine.

Beginning in 1993, our founders established certain companies to acquire and develop silver exploration properties throughout the world. Our predecessor companies acquired the concessions comprising the San Cristobal project from Bolivian companies and individuals in a series of transactions from 1994 through 1997. In 1996, our predecessors began exploring the San Cristobal project and discovered a significant silver, zinc and lead deposit with the potential to be developed as a large-scale, open-pit mine. Apex Silver Mines Limited was formed in March 1996 and acquired the San Cristobal project and other exploration properties in a series of transactions in 1996 and 1997. We completed the initial San Cristobal feasibility study, conducted by Kvaerner Metals, Davy Nonferrous Division, in 1997. In December 1997, we completed our initial public offering.

The San Cristobal property is comprised of certain mining concessions which are part of a large block of concessions covering approximately 500,000 acres which we own or control. This area includes concessions covering approximately 88,000 acres which are held mostly for transportation, power lines and other infrastructure. Under these mining concessions, we have the right to carry out exploration, mining, processing and marketing of all mineral substances located within the concessions, and to use the water found on the concessions. In order to maintain our rights to these concessions, we must make annual mining patent payments to the Bolivian government totaling approximately \$400,000. We are not required to pay any royalties in respect of production from the San Cristobal property, although we are required to pay the complimentary mining tax imposed by Bolivian tax authorities.

In July 1999, we completed a detailed feasibility study on San Cristobal. The feasibility study was prepared by Kvaerner, E&C Metals Division, an independent engineering firm. We subsequently selected Aker Kvaerner as the primary contractor at the project and they commenced detailed engineering. In September 2000, we completed a metallurgical update to the feasibility study which noted an improvement in the economics of the San Cristobal project as a result of certain positive metallurgical and operational factors.

In April 2001, due primarily to weak silver prices, we suspended detailed engineering for San Cristobal and significantly curtailed expenditures on the project. This interruption continued for a period of nearly three years. During this period, we advanced the project primarily by continuing the evaluation and negotiation of infrastructure arrangements, including the selection of a port from which to ship the concentrates to smelters, arrangements for the transportation of concentrates from San Cristobal to the port and the provision of power to San Cristobal.

In 2004, based on improving silver and zinc prices, we retained Aker Kvaerner to complete an updated estimate of San Cristobal capital and operating costs and an estimated project schedule. They completed this update during the third quarter of 2004 and in November 2004, we entered into an Engineering, Procurement and Construction Management ("EPCM") Agreement with Aker Kvaerner. Under the EPCM Agreement, Aker Kvaerner is responsible for completing detailed engineering, procuring the necessary equipment and managing and overseeing the construction and installation of the facilities at the San Cristobal project.

The 2004 updated cost estimate prepared by Aker Kvaerner provided the basis for an updated Development Plan. We completed the Development Plan, a detailed plan for the development and construction of the San Cristobal project, in November 2004. The Development Plan contemplates that we will mine the deposit from an open pit mine at the rate of approximately 40,000 tonnes of ore per day and process the ore by conventional flotation methods. Under the assumptions contained in the Development Plan, the mine is expected to have an average life-of-mine strip ratio, or ratio of waste material which must be removed for each tonne of ore recovered, of 1.56:1. We will transport mined ore to the primary crusher by truck and then convey the crushed ore to a mill and flotation plant with a design capacity of 40,000 tonnes per day. The ore will be ground in a semi-autogenous (SAG) and ball mill circuit, and then processed by selective flotation to produce separate zinc-silver and lead-silver concentrates and lesser amounts of bulk lead-silver concentrates. Filtered concentrates will be transported by rail to the port in Mejillones, Chile, and then by ocean vessel to smelters and refineries in Asia, the Americas and Europe. The updated Development Plan projects a 16-year mine life. Our board of directors voted unanimously in December 2004 to approve development of the San Cristobal project.

Our estimate for the total amount of project funding required for the San Cristobal project from January 1, 2004 through the beginning of production in 2007 is approximately \$600 million. This amount includes all estimated costs required to commence production at San Cristobal, including all engineering, procurement and construction costs, as well as estimates for constant-dollar escalation and contingencies. The estimate excludes \$22 million to be advanced to the company constructing the power line, \$6 million to be advanced to the company constructing the port facilities and \$27 million of working capital. Approximately \$22 million was advanced to the power line company by issuing Apex Silver ordinary shares during 2005 and the beginning of 2006. We have also paid \$2 million of the \$6 million to be advanced to the port company and have placed the remaining \$4 million in escrow for the benefit of the port company. Advances to the power line and port facility providers are expected to be recouped through credits applied against payments for the contracted services. Including the power line and port advances, we spent approximately \$27 million on the project during 2004 and approximately \$179 million in 2005. In addition to the amounts above, we expect to incur direct financing costs of approximately \$30 million. In years prior to 2004, we spent approximately \$98 million in project capital at San Cristobal, which is not included in the \$600 million estimate described above.

San Cristobal is expected to produce an average of approximately 500,000 tonnes of concentrate per year over the life of the mine. Using Development Plan prices of \$5.75 per ounce silver, \$1,100 per tonne zinc and \$660 per tonne lead, San Cristobal is expected to have average annual payable production of approximately 17 million ounces of silver at an average cash operating cost over the 16-year mine life of \$1.43 per ounce. This figure includes by-product credits related to the corresponding average annual production of approximately 64,000 tonnes of payable lead. The project is also expected to have average annual payable production of approximately 165,000 tonnes of zinc at an average cash operating cost of approximately \$0.41 per pound. The term "average cash operating cost" is a non-GAAP financial measure. The term is used on a per-ounce of payable silver and per-pound of payable zinc basis. Our estimated cash operating costs include estimated mining, milling and other mine related overhead costs. The per-ounce of silver cost also includes off-site costs related to projected silver refining charges. The per-pound of zinc cost also includes charges related to transportation of zinc concentrates and their projected treatment and smelting charges. All cash operating costs exclude taxes, depreciation, amortization and provisions for reclamation. The average cash operating cost per ounce of silver is equal to the pro-rata share of estimated average operating costs for the period reduced by the estimated value of lead by-product credits for the period and divided by the number of "payable ounces". The lead by-product credits are net of charges related to transportation of lead concentrates and their projected treatment and smelting charges. The "payable ounces" are the estimated number of ounces of silver to be produced during the period reduced by the ounces required to cover estimated refining, treatment and transportation charges for the period.

Average cash operating cost per pound of zinc is equal to the pro-rata share of estimated average operating costs for the period divided by the number of "payable pounds". The "payable pounds" are the estimated number of pounds of zinc to be produced during the period reduced by the number of pounds required to cover estimated refining, treatment and transportation charges for the period. We have included estimated average cash operating cost information to provide investors with information about the cash generating capabilities of the San Cristobal project. This information will differ from measures of performance determined in accordance with generally accepted accounting principles (GAAP) and should not be considered in isolation or as a substitute for measures of performance that will be prepared in accordance with GAAP. These measures are not necessarily indicative of operating profit or cash flow from operations to be determined under GAAP and may not be comparable to similarly titled measures of other companies.

We began construction on the San Cristobal project during the first quarter of 2005 and spent approximately \$179 million on equipment procurement, plant construction, infrastructure development, engineering and other costs related to the project during 2005. At the end of 2005, approximately 90% of the engineering on the project had been completed and we expect the remaining engineering to be completed during the first half of 2006. Procurement of major equipment commenced during 2005 and some of the major equipment components, including the SAG and ball mills and flotation cells, have been delivered to the project site. We expect substantially all of the concrete will be poured and most of the major equipment will be installed in 2006. We estimate that the project was approximately 40% complete at the end of 2005 and anticipate the commencement of production at the project in the second half of 2007.

Most significant infrastructure items at the project are complete. During 2005, we completed construction of roads connecting the project with the Chilean border and with the town of Uyuni. We also initiated development of a nearby well field in order to provide water for the project. In addition, construction of a large camp facility, designed to accommodate nearly 3,000 people, was begun during 2005 and is now nearly complete.

In January 2005, we entered into an Open Pit Contract Mining Services Agreement with Washington Group Bolivia S.R.L. under which Washington Group agreed to provide contract mining services for project. These services include construction and maintenance of site access and haul roads, open-pit preproduction stripping, mining of ore and waste, construction and management of waste dumps and ore stockpiles, and various other contract mining services. During 2005, access roads to the orebodies were constructed and prestripping commenced. At December 31, approximately three million tonnes of material had been moved and we expect to remove approximately twenty million tonnes by the end of 2006. We began stockpiling ore at the beginning of 2006 and by the end of the year we expect to have approximately four million tonnes of ore stockpiled for future processing.

Significant progress was also made in completing a stable power source for the project. We have contracted with a Bolivian company to extend a power line from the town of Punutuma to San Cristobal. Construction on the power line has commenced and we expect that the line will be completed during the third quarter of 2006. Until the power line is completed, power for construction at the San Cristobal project will continue to be obtained from on-site generators.

Concentrates from the project will be transported via rail to the port in Mejillones, Chile. During 2005, we entered into a long-term agreement for the transportation of the concentrates by rail to the port. We are currently in the process of identifying a contractor to build the 65 kilometer rail spur from the mine site to the main rail line. We expect that construction on the rail spur will commence during the first quarter of 2006 and be completed during the first quarter of 2007.

Concentrates will be unloaded from the rail cars at a facility at the port in Mejillones and then loaded into ships for export. We have contracted with a Chilean company to engineer and construct the storage and loading facilities at the port. Engineering of those facilities is complete, necessary permits

are in hand, and we have instructed that company to begin construction. We expect the port facilities to be completed during 2007 prior to commencement of production.

We have secured all necessary permits for the construction of the San Cristobal project. During 2005, we obtained the final permits for major infrastructure development, including the permit for the construction of the rail spur to the site, the permit from Chile for rail transport of the concentrate and the permit for the construction of the power line from the town of Punutuma. We have obtained all necessary permits in order to begin production at the project.

The San Cristobal project will produce zinc, silver, and lead contained in three separate sulfide flotation concentrates: zinc concentrate, lead concentrate and a bulk/low-grade lead concentrate. The concentrates will be transported by rail to Mejillones, where the concentrates will be shipped by bulk carriers to smelters around the world. We have signed long-term sales agreements with several smelters in Europe, Australia, and Asia for the purchase of approximately 80% of the planned production of zinc and lead concentrates at San Cristobal. We anticipate selling the remainder of our production on a spot basis.

Geology

The San Cristobal project occupies the central portion of a depression associated with volcanism of Miocene age. The four-kilometer diameter depression is filled with fine to coarse grained volcanoclastic sedimentary rocks (including shale, conglomerate, sandstone, landslide debris and talus). During the late Miocene Period, after sedimentation had nearly filled the depression, a series of dacite and andesite porphyry sills and domes intruded the volcanoclastic rocks. Disseminated and stockwork silver-lead-zinc mineralization formed locally both within the volcanoclastic sediments and in the intrusions themselves. The disseminated mineralization was not mined in the past except at the nearby Toldos mine. Historic production on the San Cristobal property was from veins.

The two largest areas of mineralization, the Jayula and Tesorera deposits, initially were drilled separately. Our additional drilling in 1998, which more than doubled proven and probable reserves, merged the Jayula and Tesorera deposits into one large deposit, now called the San Cristobal orebody.

Mineralization at the Jayula portion of the San Cristobal orebody is dominated by stockwork consisting of iron oxides, clays, galena, barite, sphalerite, pyrite, tetrahedrite and acanthite. The veins of the stockwork are most abundant in the dacite sill, near its contact with the volcanoclastic sedimentary rocks. At the Tesorera portion of the orebody, mineralization is characterized by galena, sphalerite and acanthite, disseminated in the volcanoclastic sedimentary rocks. This mineralization is most prevalent in the coarser grained beds, usually conglomerates and coarse sandstones. To the extent that ore grade mineralization is confined to the sedimentary beds, the mineral zones are both stratiform and strata-bound, forming tabular bodies.

Oxidation of the mineralized zone at San Cristobal has occurred to depths averaging 40 to 75 meters and affects approximately 4% of the reserves. In this oxide zone, zinc has been almost completely leached out by groundwater; silver values, however, are locally enhanced due to secondary enrichment processes. In the oxide zone, the dominant minerals are iron oxides, galena, clays, native silver and secondary acanthite.

Reserves

We have completed 621 reverse circulation drill holes, for a total of approximately 146,500 meters, and 96 diamond drill core holes for approximately 24,000 meters, at San Cristobal. The drill holes were generally spaced at intervals of approximately 75 meters. This drilling indicates that the mineralization is present over an area of 1,500 meters by 1,500 meters. The ore deposit defined by this drilling is open at depth and laterally.

The QA/QC program used at San Cristobal included regular insertion and analysis of blanks and standards to monitor laboratory performance. Blanks are used to check for contamination and standards are used to check for grade-dependent biases. Duplicate samples were routinely submitted to different laboratories for assay, with the results of these check assays analyzed in total and separately by deposit, drill type and grade. We conducted confirmation drilling, both our own twinning of reverse circulation holes with diamond core holes and independent confirmation drilling by an independent firm.

Proven and probable reserves were recalculated in February 2006 using a \$6.73 net smelter return per tonne cutoff value for oxides, a \$5.39 net smelter return per tonne cutoff value for sulfides and market price assumptions of \$6.28 per ounce silver, \$0.49 per pound zinc and \$0.36 per pound lead. These prices represent the three year average prices for each of the metals through December 2005 as per guidelines established by the Securities and Exchange Commission. The following table shows our proven and probable reserves of silver, zinc and lead for sulfide ore and oxide ore at the San Cristobal project. Our reserves were calculated by Mine Reserves Associates, Inc., using a fully designed pit that incorporates design slopes, practical mining shapes and access ramps.

| Proven and Probable Reserves | | | | | | | |
|------------------------------|----------------------|------------------------|----------------|----------------|----------------------|--------------------|--------------------|
| | Tonnes of ore (000s) | Average Grade | | | Contained Metals(1) | | |
| | | Silver Grade (g/tonne) | Zinc Grade (%) | Lead Grade (%) | Silver Ounces (000s) | Zinc Tonnes (000s) | Lead Tonnes (000s) |
| Sulfide Ore | 219,324 | 59.7 | 1.66 | 0.58 | 420,977 | 3,641 | 1,272 |
| Oxide Ore | 11,246 | 129.1 | 0.10 | 0.62 | 46,679 | 11 | 70 |
| Total | 230,570 | 63.1 | 1.59 | 0.58 | 467,656 | 3,652 | 1,342 |

(1) Amounts are shown as contained metals in ore and therefore do not reflect losses in the recovery process. Sulfide ore reserves are expected to have an approximate average recovery of 76.5% for silver, 91.9% for zinc and 85.6% for lead. Oxide ore reserves are expected to have an average recovery of 60.0% for silver and 50.0% for lead. Based on the assumptions contained in the 2005 reserve report prepared by Mine Reserves Associates, Inc., the estimated strip ratio of the mine is 1.54:1.

Republic of Bolivia

Bolivia is situated in central South America and is bordered by Peru, Brazil, Paraguay, Argentina and Chile. It has an area of approximately 1.1 million square kilometers and a population of approximately 8.5 million people. Bolivia's official and most widely spoken language is Spanish, but a large sector of the population is either native Aymara or Quechua Indian.

Bolivia has experienced slow economic growth and political instability in the last three years. In late 2003, there were violent demonstrations in La Paz and elsewhere in Bolivia, protesting, among other things, the proposed export of natural gas to the U.S. through Chile. These demonstrations resulted in the resignation of President Sanchez de Lozada, in October 2003, and his constitutional replacement by President Carlos Mesa. Demonstrations continued in 2004 and early 2005, resulting in the resignation of President Mesa in June, 2005. He was replaced by President Eduardo Rodriguez, who called for early general elections which were held in December 2005.

On December 18, 2005, Evo Morales, leader of the Movement to Socialism party, was elected president. He took office in January 2006. President Morales has publicly discussed the possibility of nationalizing Bolivia's hydrocarbon industry or renegotiating existing contracts with foreign hydrocarbon companies. He has not yet pursued outright nationalization of the hydrocarbon industry but has begun implementing a May 2005 law regulating hydrocarbon production which will result in, among other

things, higher taxes on hydrocarbon producers in Bolivia. To date, there have been no formal proposals to nationalize, impose royalties or increase taxes on the mining industry.

Although the political disturbances in Bolivia have not caused any adverse impact on our San Cristobal project, political and economic uncertainties and instability may continue and may not be resolved successfully. The political and economic climate may become more unstable, and political and economic uncertainties may in the future have an adverse impact on the development or operations of San Cristobal.

Bolivian law provides for unrestricted repatriation of capital, freedom to import goods and services and equality under the law between foreign and domestic companies.

Mining companies in Bolivia are subject to a 25% income tax, with taxable income determined in accordance with Bolivian generally accepted accounting principles. Mining companies are also subject to a complementary mining tax (CMT) which is creditable against the income tax. The amount of the CMT is equal to the value of the concentrate multiplied by a tax rate, which ranges from 1% to 5% for zinc and lead concentrates. The value of the concentrate is approximately equal to the amount of contained metals in the concentrate multiplied by a commodity price that is published by the Bolivian government. Historically, these prices have been approximately equal to market prices.

In addition, remittances abroad of Bolivian source income, including dividends and interest, is subject to a 12.5% withholding tax. We are also subject to import duties of 5% on capital goods and 10% on other imports. As an exporter, we are eligible for a refund of import duties up to an amount equal to 5% of the net value of our exports. We are also subject to a value-added tax (VAT) of 13%. We are eligible for a refund of VAT paid on imports and raw materials included in the cost of exported goods, but the amount recoverable is limited to 13% of the net value of our exports. For the purpose of determining the cap on refunds for both import duties and VAT, the net value of our exports is equal to the gross value of our exports reduced by certain statutory deductions. As provided by Bolivian law, we are importing certain plant components and equipment on a tax-free basis.

All mineral deposits in Bolivia are the property of the State. Mining concessions awarded by the State grant the holder, subject to certain payments, the exclusive right to carry out prospecting, exploration, exploitation, concentration, smelting, refining and marketing activities with respect to all mineral substances located within a given concession. Under Bolivian law, local and foreign companies are treated equally in obtaining mineral concessions. With respect to nationalized and other concessions still held by State-owned Comibol, private investors may enter into joint venture, lease or services agreements with Comibol. Holders of mining concessions are obliged to pay an annual mining patent, the fees for which are progressive and are based on the number of years of existence of the concession. Mining concessions are liable to forfeiture when the corresponding annual patent fails to be paid. Concessions established before the enactment of the New Mining Code in 1997 which comprise an area of more than 1,000 mining claims pay the equivalent of \$1.00 per claim per year for the first five years of the existence of the concession; thereafter, the patent increases to the equivalent of \$2.00 per claim per year. Concessions established under the New Mining Code pay the following: for the first five years of the existence of a concession, the owner is required to pay the equivalent of \$25.00 per cuadrícula (equivalent to 25 hectares) per year; thereafter the patent increases to the equivalent of \$50.00 per cuadrícula per year. Most of our material Bolivian concessions were established prior to enactment of the New Mining Code.

Bolivia has a national environmental policy to protect the environment and to promote sustainable development, the preservation of biological diversity and environmental education. Under Bolivia's environmental regulations, environmental impact assessments are required, and concession holders must maintain waterways running through their concessions in their unspoiled state, employ exploration and development techniques that minimize environmental damage and minimize damage to surface rights, to neighboring concessions and to the environment.

Bolivia has experienced high levels of unemployment and underemployment. Bolivia has a large pool of unskilled and, in the mining sector, semi-skilled labor, but a relative shortage of skilled labor and managerial expertise overall. A large portion of the labor force that is engaged in wage employment is also unionized, although union participation is not mandatory and collective bargaining agreements are very rare, as negotiations are generally carried out between an individual company's union and management.

EXPLORATION

In addition to San Cristobal, we have a portfolio of properties in Bolivia, Mexico, Peru and Argentina totaling approximately 700,000 acres which contain potential for silver, base metals and gold mineralization or other significant exploration potential. These mineral properties typically consist of:

concessions which we have acquired, or applied for directly;

concessions which we have leased, typically with an option to purchase; and

concessions which we have agreed to explore and develop and, if feasible, bring into production, in concert with joint venture partners.

We generally seek to structure our acquisitions of mineral rights so that individual properties can be optioned for exploration and subsequently acquired at reasonable cost if justified by exploration results. Properties which we determine do not warrant further exploration or development expenditures are divested, typically without further financial obligation to us. Although we believe that our exploration properties may contain significant silver and/or other mineralization, our analysis of most of these properties is at a preliminary stage and some or all of the properties may not advance to a development stage. Due to the preliminary stage of activities at each of our exploration properties, we do not consider any of our exploration properties to be individually material. The activities performed to date at these properties often have involved the analysis of data from previous exploration efforts by others, supplemented by our own exploration programs.

Our exploration holdings consist primarily of ownership interests, leases, options and joint ventures, all in varying percentages. The distribution of these holdings is summarized in the table below. Acreage amounts shown below represent a 100% interest.

Location and Distribution of Exploration Properties

| Country | Number of Exploration Property Groups | Acreage |
|----------------------|---|----------------|
| Mexico | 7 | 92,700 |
| South America | | |
| Argentina | 11 | 165,800 |
| Bolivia | 14 | 254,000 |
| Peru | 30 | 184,000 |
| Total | 62 | 696,500 |

We have holdings in Mexico in the historic Zacatecas mining district as well as several other silver-gold properties in the States of Guerrero, Durango and Zacatecas. We continue to evaluate projects for acquisition and exploration. Drill testing of some of our more promising prospects, which was contemplated to begin during 2005, was deferred pending acquisition of additional property rights. Drilling is planned for 2006 as property acquisitions and geological evaluations are completed.

We also have holdings, joint ventures and options in Bolivia, other than the San Cristobal project, and maintain exploration offices in Bolivia, Argentina and Peru that are responsible for project generation and evaluation in each of those countries. Drilling of other prospects may ensue as warranted by ongoing geological evaluations.

METALS MARKET OVERVIEW

Silver Market

Silver has traditionally served as a medium of exchange, much like gold. Silver's strength, malleability, ductility, thermal and electrical conductivity, sensitivity to light and ability to endure extreme changes in temperature combine to make silver a widely used industrial metal. While silver continues to be used as a form of investment and a financial asset, the principal uses of silver are industrial, primarily in electrical and electronic components, photography, jewelry, silverware, batteries, computer chips, electrical contacts, and high technology printing. Silver's anti-bacterial properties also make it valuable for use in medicine and in water purification. Additionally, new uses of silver are being developed in connection with the use of superconductive wire.

Most silver production is obtained from mining operations in which silver is not the principal or primary product. Approximately 80% of mined silver is produced as a by-product of mining lead, zinc, gold or copper deposits. The CPM Group, a precious metal and commodities consultant, estimates that total silver supply from mine production, recycling, estimated disharding and government stockpile sales has been insufficient to meet industrial demand from 1990 through at least 2004.

The following table sets forth for the periods indicated the Comex nearby active silver futures contract's high and low price of silver in U.S. dollars per troy ounce. On March 22, 2006 the closing price of silver was \$10.49 per troy ounce.

| Year | Silver | |
|------|--------|------|
| | High | Low |
| 2001 | 4.83 | 4.03 |
| 2002 | 5.13 | 4.22 |
| 2003 | 5.99 | 4.35 |
| 2004 | 8.29 | 5.49 |
| 2005 | 9.01 | 6.41 |

Zinc and Lead Markets

Due to the corrosion resisting property of zinc, zinc is used primarily as the coating in galvanized steel. Galvanized steel is widely used in construction of infrastructure, housing and office buildings. In the automotive industry, zinc is used for galvanizing and die-casting, and in the vulcanization of tires. Smaller quantities of various forms of zinc are used in the chemical and pharmaceutical industries, including fertilizers, food supplements and cosmetics, and in specialty electronic applications such as satellite receivers.

The primary use of lead is in motor vehicle batteries, but it is also used in cable sheathing, shot for ammunition and alloying. Lead in chemical form is used in alloys, glass and plastics. Lead is widely recycled, with secondary production accounting in recent years for approximately half of total supply.

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The following table sets forth for the periods indicated the London Metals Exchange's high and low settlement prices of zinc and lead in U.S. dollars per pound. On March 22, 2006 the closing prices of zinc and lead were \$1.13 and \$0.53 per pound, respectively.

| Year | Zinc | | Lead | |
|------|------|------|------|------|
| | High | Low | High | Low |
| 2001 | 0.48 | 0.33 | 0.24 | 0.20 |
| 2002 | 0.42 | 0.33 | 0.24 | 0.18 |
| 2003 | 0.46 | 0.34 | 0.34 | 0.19 |
| 2004 | 0.56 | 0.42 | 0.45 | 0.29 |
| 2005 | 0.87 | 0.54 | 0.51 | 0.37 |

EXECUTIVE OFFICERS OF APEX

Apex Silver has four executive officers, a President and Chief Executive Officer, an Executive Vice President and Chief Operating Officer, a Senior Vice President and Chief Financial Officer, and a Vice President and Controller. Set forth below are certain personnel of Apex Silver.

| Name | Age | Position |
|----------------------|-----|--|
| Jeffrey G. Clevenger | 56 | President and Chief Executive Officer |
| Alan R. Edwards | 48 | Executive Vice President and Chief Operating Officer |
| Jerry W. Danni | 53 | Senior Vice President, Corporate Affairs |
| Marcel F. DeGuire | 56 | Senior Vice President, Marketing and Projects |
| Mark A. Lettes | 56 | Senior Vice President Finance and Chief Financial Officer |
| Terry L. Owen | 57 | Senior Vice President, Project Development |
| Robert B. Blakestad | 59 | Vice President, Exploration and Chief Geologist |
| Igor Levental | 50 | Vice President, Investor Relations and Corporate Development |
| Robert P. Vogels | 48 | Vice President, Controller |

Jeffrey G. Clevenger. Mr. Clevenger was elected to serve as a director and appointed as our President and Chief Executive Officer in October 2004. Mr. Clevenger worked as an independent consultant from 1999, when Cyprus Amax Minerals Company, his previous employer, was sold, until he joined us in 2004. Mr. Clevenger served as Senior Vice President and Executive Vice President of Cyprus Amax Minerals Company from 1993 to 1998 and 1998 to 1999, respectively, and as President of Cyprus Climax Metals Company and its predecessor, Cyprus Copper Company, a large integrated producer of copper and molybdenum with operations in North and South America, from 1993 to 1999. He was Senior Vice President of Cyprus Copper Company from August 1992 to January 1993. From 1973 to 1992, Mr. Clevenger held various technical, management and executive positions at Phelps Dodge Corporation, including President and General Manager of Phelps Dodge Morenci, Inc. Mr. Clevenger holds a B.S. in Mining Engineering with Honors from the New Mexico Institute of Mining and Technology and is a graduate of the Advanced International Senior Management Program of Harvard University. He is a Member of the American Institute of Mining, Metallurgical and Petroleum Engineers.

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Alan R. Edwards. Mr. Edwards was appointed to the position of Executive Vice President and Chief Operating Officer in June 2004. From July 2003 until he joined us, Mr. Edwards served first as Vice President, Technical Services and Project Development and then as Vice President Operations of Kinross Gold Corporation. From March 2002 through June 2003, he pursued independent business interests. From April 2000 through February 2002, Mr. Edwards served first as Vice President, Surface Mines, and then as Senior Vice President, Operations of P.T. Freeport Indonesia. Mr. Edwards was Vice President and General Manager and then President and General Manager of the Cyprus Amax Minerals Company subsidiary which owned and operated the Cerro Verde open pit copper mine in Peru from 1998 through 2000, and served from 1996 until 1998 as Vice President and General Manager of the Cyprus subsidiary which owned and operated the Sierrita copper mine in Arizona. Prior to joining Cyprus in 1996, Mr. Edwards spent 13 years in various positions at Phelps Dodge Corporation, including General Manager Operations at Chino Mines Company and Mine Superintendent at Phelps Dodge Morenci, Inc. He holds a B.S. in Mining Engineering and a MBA from the University of Arizona.

Jerry W. Danni. Mr. Danni joined Apex Silver in February 2005 as the Senior Vice President, Environment, Health and Safety and in March 2005 was appointed Senior Vice President Corporate Affairs. Prior to joining Apex Silver, Mr. Danni served as Senior Vice President, Environment Health and Safety of Kinross Gold Corporation from January 2003 until February 2005 and as Vice President, Environmental Affairs from July 2000 until January 2003. While at Kinross he was instrumental in the design and implementation of integrated environmental, and health and safety (EHS) systems and processes for Kinross operations worldwide, and was also responsible for management of the Reclamation Operations Business Unit. From 1994 to July 2000, Mr. Danni was the Vice President of Environmental Affairs for Cyprus Climax Metals Company. Prior to working for Cyprus, Mr. Danni held senior environmental, and health and safety management positions with Lac Minerals Ltd. and Homestake Mining Company. Mr. Danni holds a B.S. in Chemistry from Western State College, and is a member of the Society of Mining Engineers and a past director of the National Mining Association.

Marcel F. DeGuire. Mr. DeGuire serves as Senior Vice President, Marketing and Projects, of Apex Silver. Prior to joining Apex Silver in August 1996, he served as Newmont Mining Corporation's Vice President of Project Development and Country Manager for those jurisdictions which were formerly part of the Soviet Union. He acted as Project Leader for feasibility studies and development and startup of the \$225 million Muruntau large-scale open pit heap leach gold project in Uzbekistan. Mr. DeGuire was directly involved in the joint venture negotiations leading up to the project, the subsequent feasibility studies, completion of construction and the commencement of mining operations. Mr. DeGuire was also responsible for various feasibility analyses of Newmont's Yanacocha gold project in Peru. During his almost 20 years with Newmont, Mr. DeGuire worked as resident manager of a uranium mine and became a leading expert in environmental management and mine reclamation, serving as Newmont's Vice President of Environmental Affairs and Research and Development as well as in other senior executive positions. Mr. DeGuire is a member of the American Institute of Mining, Metallurgical and Petroleum Engineers, the Canadian Institute of Metallurgy and the Mining and Metallurgical Society of America and has published various articles on mineral processing and environmental matters. Mr. DeGuire holds a B.S. in metallurgical engineering from Michigan Technological University and an M.S. in metallurgical engineering from the University of Nevada, Reno.

Mark A. Lettes. Mr. Lettes has served as Vice President, Finance and Chief Financial Officer of Apex Corporation since June 1998, and was elected as Apex Silver's Chief Financial Officer in 2002. He was promoted to Senior Vice President in May 2004. Prior to joining Apex Corporation, Mr. Lettes served from late 1996 to 1998 as Vice President Trading for Amax Gold Inc. and Director of Treasury for Cyprus Amax Minerals Company, where he was responsible for all Amax Gold hedging activities. A financial professional with over 25 years experience, Mr. Lettes served as Vice President and Chief

Financial Officer for Amax Gold from 1994 until 1996 where he was responsible for numerous financings including project financings for the Fort Knox mine in Alaska and the Refugio mine in Chile, parent-subsidiary financing arrangements with Cyprus Amax and a convertible preferred issue. Mr. Lettes started the gold hedging program at Amax Gold and was responsible for all hedging activities of Amax Gold from 1987 through June 1998, when Amax Gold merged with Kinross Gold Corporation. From 1979 through 1986, Mr. Lettes held several positions at AMAX Inc. in which he was responsible for certain planning, economic analysis, business development and acquisition activities. Transactions on which Mr. Lettes worked at AMAX included the acquisition of the remaining 50% of Alumax, AMAX's aluminum subsidiary. Prior to his service at AMAX and Amax Gold, Mr. Lettes held professional positions in the financial departments of United Technologies and Rockwell International from 1974 until 1979. Mr. Lettes holds a B.S. in marketing from the University of Connecticut and an M.B.A. from Ohio State University.

Terry L. Owen. In June 2005, Mr. Owen was appointed Senior Vice President, Project Development of Apex Silver. Prior to joining Apex Silver, Mr. Owen was an independent consultant from December 2003 through May 2005. From February 2001 through September 2003, he served as Vice President Capital Projects for INCO Limited. Prior to that he was employed by Cyprus Amax Minerals Company from 1995 to 2000, in various positions, including Vice President Project Development. He also held various positions with Freeport McMoran Inc. from 1980 to 1995, beginning as Assistant General Superintendent of one of Freeport's mines and rising to the position of Vice President and Assistant General Manager. Mr. Owen holds a B.Sc. in Mining Engineering from the University of Idaho and is a graduate of the Advanced Senior Management Program of Harvard University.

Robert B. Blakestad. In November 2004, Mr. Blakestad was appointed as Vice President, Exploration of Apex Silver. Prior to joining Apex Silver, Mr. Blakestad served as Chief Executive Officer of International Taurus Resources from May 1998 until November 2004. He was Vice President Exploration for Amax Gold from 1996 to 1998 and Exploration Manager for Cyprus Amax Minerals Company from 1990 until 1996. He held various positions at Homestake Mining Company from 1979 until 1990, beginning as a Senior Geologist and rising to the position of Manager, U.S. Reconnaissance. Mr. Blakestad holds a B.S. in Mining Engineering from the New Mexico Institute of Mining and Technology and an M.S. in Geology from the University of Colorado. He is a member of the American Institute of Mining, Metallurgical and Petroleum Engineers and of the Society of Economic Geologists. He holds professional certifications from the State of Washington and the Province of Nova Scotia.

Igor Levental. Mr. Levental has served as the Vice President, Investor Relations and Corporate Development of Apex Corporation since January 2003 and was named Vice President, Investor Relations and Corporate Development of Apex Silver in September 2005. From September 2002 until joining Apex Corporation, Mr. Levental was an independent consultant. Mr. Levental served as Director of Corporate Communications for Dicon Fiberoptics, Inc. from March 2002 through September 2002, where he was responsible for marketing and promoting Dicon in advance of Dicon's initial public offering. From 1999 to 2002, Mr. Levental served as Homestake Mining Company's Vice President of Investor Relations where he was responsible for the design and implementation of Homestake's investor relations strategy. Mr. Levental served as Manager, Corporate Development for Homestake from 1994 to 1999. As a member of Homestake's Corporate Development team, Mr. Levental assisted in various corporate development transactions totaling over \$1 billion. From 1992 to 1994, Mr. Levental was a Senior Consultant for Homestake. From 1989 to 1992, Mr. Levental served as Vice President, Investments and Investor Relations at International Corona Corporation, which was acquired by Homestake in 1992. In total, Mr. Levental has 23 years of experience in investor relations and corporate development. Mr. Levental earned a B.S. in chemical engineering and an M.B.A. from

the University of Alberta, Canada. He is a registered professional engineer in the province of Ontario and is a member of the National Investor Relations Institute.

Robert P. Vogels. Mr. Vogels has served as controller of Apex Silver since January 2005 and was named Vice President in January 2006. Prior to joining Apex Silver, Mr. Vogels served as corporate controller for Meridian Gold Company from January 2004 until December 2004. He served as the controller of INCO Limited's Goro project in New Caledonia from October 2002 to January 2004. Prior to joining INCO, Mr. Vogels worked for Cyprus Minerals Company, which was acquired in 1999 by Phelps Dodge Corp., from 1985 through October 2002. During that time, he served in several capacities, including as the controller for its El Abra copper mine in Chile from 1997 until March 2002. Mr. Vogels began his career in public accounting where he earned his CPA certification. He holds a B.Sc. in accounting and an MBA degree from Colorado State University.

As of March 22, 2006, we had approximately 400 full-time employees.

Our insider trading policy permits our officers, directors and other insiders to enter into trading plans or arrangements for systematic trading in our securities under Rule 10b5-1 of the Securities Exchange Act of 1934. Certain of our officers previously have established such plans, and we anticipate that some or all of our other officers, directors or insiders may establish trading plans at some date in the future.

PART IV

ITEM 15: EXHIBITS, FINANCIAL STATEMENT SCHEDULES, AND REPORTS ON FORM 8-K

(a)

Documents filed as part of this report on Form 10-K or incorporated by reference:

- (1) Our consolidated financial statements are listed on the "Index to Financial Statements" on Page F-1 to this report.
- (2) Financial Statement Schedules (omitted because they are either not required, are not applicable, or the required information is disclosed in the notes to the financial statements or related notes).
- (3) The following exhibits are filed with this report on Form 10-K or incorporated by reference.

EXHIBITS

| Exhibit Number | Description of Exhibits |
|-------------------|---|
| 3.1 | Amended and restated Memorandum of Association of the Company.(1) |
| 3.2 | Amended and restated Articles of Association of the Company.(1) |
| 4.1 | Specimen of certificates representing the Company's Ordinary Shares, par value U.S. \$0.01 each.(2) |
| 4.2 | Form of Warrant issued in connection with the January 2004 private placement.(3) |
| 4.3 | Indenture, dated March 16, 2004, between Apex Silver Mines Limited and The Bank of New York, as Trustee.(4) |
| 4.4 | Form of Global Note, dated March 16, 2004.(4) |
| 4.5 | Form of Global Note, dated April 1, 2004.(5) |
| 4.6 | Form of Warrant issued in connection with the offering of our Ordinary Shares pursuant to a prospectus supplement filed April 3, 2003.(6) |
| 4.7 | Form of Warrant issued in connection with the offerings of our Ordinary Shares pursuant to prospectus supplements filed May 22, 2002 and September 10, 2003.(6) |
| 4.8 | Indenture, dated as of October 15, 2004, by and between Apex Silver Mines Limited and The Bank of New York, as Trustee.(7) |
| 4.9 | Form of Global Note, dated October 15, 2004.(7) |
| 4.10 | Form of Global Note, dated December 14, 2004.(8) |
| 10.1 | Management Services Agreement among the Company and its subsidiaries.(9) |
| 10.2 | Non-Employee Directors' Share Plan, as amended.(19) |
| 10.3 | Employees' Share Option Plan.(10) |
| 10.4 | 2004 Equity Incentive Plan.(11) |

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**Exhibit
Number**

Description of Exhibits

- 10.5 Form of Incentive Share Option Agreement pursuant to the 2004 Equity Incentive Plan.(12)
- 10.6 Form of Restricted Shares Award Agreement pursuant to the 2004 Equity Incentive Plan.(12)

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- 10.7 Form of Option Grant to Non-Employee Directors.(13)
- 10.8 Registration Rights Agreement, dated October 28, 1997, by and among the Company, Silver Holdings, Consolidated, Argentum, Aurum LLC and Thomas S. Kaplan.(2)
- 10.9 Form of Change of Control Agreement.(14)(15)
- 10.10 Registration Rights Agreement, dated March 16, 2004, among Apex Silver Mines Limited, Barclays Bank PLC and Citigroup Global Markets Inc.(4)
- 10.11 Registration Rights Agreement, dated as of October 15, 2004, by and between Apex Silver Mines Limited and Citigroup Global Markets Inc.(7)
- 10.12 Collateral Pledge and Security Agreement dated as of October 15, 2004, among Apex Silver Mines Limited as Pledgor, The Bank of New York as Trustee and The Bank of New York as Collateral Agent.(7)
- 10.13 Amended and Restated Collateral Pledge and Security Agreement, dated December 14, 2004 among Apex Silver Mines Limited as Pledgor, The Bank of New York as Trustee and The Bank of New York as Collateral Agent.(8)
- 10.14 EPCM Services Supply Agreement between Minera San Cristobal, S.A. and Aker Kvaerner Metals Inc., Dated November 8, 2004.(14)
- 10.15 Open Pit Contract Mining Services Agreement between Minera San Cristobal, S.A. and Washington Group Bolivia, S.R.L.(12)
- 10.16 Loan Agreement, dated December 1, 2005, among Minera San Cristobal, S.A., the Lenders identified therein and BNP Paribas, as Administrative Agent.(16)
- 10.17 Loan Agreement, dated December 1, 2005, between Minera San Cristobal, S.A. and Corporacion Andina de Fomento.(16)
- 10.18 Common Security Agreement, dated December 1, 2005, among Minera San Cristobal, S.A., Apex Silver Mines Sweden AB, Apex Luxembourg S.A.R.L Apex Metals GmbH, BNP Paribas, Barclays Capital PLC, JPMorgan Chase Bank, N.A., Corporacion Andina de Fomento and the secured parties and hedge banks party thereto.(16)
- 10.19 Sponsor Pledge Agreement, dated December 1, 2005, between Apex Silver Mines Limited and JPMorgan Chase Bank, N.A.(16)
- 10.20 Completion Agreement, dated December 1, 2005, among Apex Silver Mines Limited, BNP Paribas, Barclays Capital PLC and JPMorgan Chase Bank, N.A.(16)
- 10.21 Retirement Agreement and Release dated February 13, 2006 between Keith R. Hulley, Apex Silver Mines Corporation and Apex Silver Mines Limited.(17)
- 10.22 Form of Indemnification Agreement with directors.(18)
- 21 List of Subsidiaries.(19)
- 23.1 Consent of Independent Registered Public Accounting Firm.
- 23.2 Consent of Mine Reserves Associates, Inc.
- 31.1 Certification of Chief Executive Officer of Periodic Report Pursuant to Rule 13a 14(a) and Rule 15d 14(a) (Section 302 of the Sarbanes-Oxley Act of 2002).

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31.2 Certification of Chief Financial Officer of Periodic Report Pursuant to Rule 13a-14(a) and Rule 15d-14(a) (Section 302 of the Sarbanes-Oxley Act of 2002).

32.1 Certificate of Principal Executive Officer and Principal Financial Officer pursuant to 18 U.S.C. 1350 (Section 906 of the Sarbanes-Oxley Act of 2002).

- (1) Incorporated by reference to our Quarterly Report on Form 10-Q for the quarter ended June 30, 2005.
- (2) Incorporated by reference to our amended Registration Statement on Form S-1/A (No. 333-34685) filed November 18, 1997.
- (3) Incorporated by reference to our Annual Report on Form 10-K for the year ended December 31, 2003.
- (4) Incorporated by reference to our Current Report on Form 8-K filed March 17, 2004.
- (5) Incorporated by reference to our Current Report on Form 8-K filed April 2, 2004.
- (6) Incorporated by reference to our Quarterly Report on Form 10-Q for the quarter ended March 31, 2004.
- (7) Incorporated by reference to our Current Report on Form 8-K filed October 18, 2004.
- (8) Incorporated by reference to our Current Report on Form 8-K filed December 17, 2004.
- (9) Incorporated by reference to our amended Registration Statement on Form S-1/A (No. 333-34685) filed October 9, 1997.
- (10) Incorporated by reference to our Annual Report on Form 10-K for the year ended December 31, 1998.
- (11) Incorporated by reference to our Registration Statement on Form S-8 (No. 333-117202) filed July 7, 2004.
- (12) Incorporated by reference to our Annual Report on Form 10-K for the year ended December 31, 2004.
- (13) Incorporated by reference to our Registration Statement on Form S-8 (No. 333-53185) filed May 20, 1998.
- (14) Incorporated by reference to our Quarterly Report on Form 10-Q for the quarter ended September 30, 2004.
- (15) Incorporated by reference to our Annual Report on Form 10-K for the year ended December 31, 2000.
- (16) Incorporated by reference to our Current Report on Form 8-K filed December 8, 2005.
- (17) Incorporated by reference to our Current Report on Form 8-K filed February 27, 2006.
- (18)

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Incorporated by reference to our Quarterly Report on Form 10-Q for the quarter ended June 30, 2002.

(19)

Previously filed with our Annual Report on Form 10-K for the year ended December 31, 2005.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed October 23, 2006 on its behalf by the undersigned, thereunto duly authorized.

APEX SILVER MINES LIMITED
Registrant

By: /s/ GERALD J. MALYS

Gerald J. Malys
Senior Vice President and Chief Financial Officer

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APEX SILVER MINES LIMITED

FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA INDEX

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Report of Independent Registered Public Accounting Firm

To the Board of Directors and
Shareholders of Apex Silver Mines Limited:

We have completed integrated audits of Apex Silver Mines Limited's 2005 and 2004 consolidated financial statements and of its internal control over financial reporting as of December 31, 2005, and an audit of its 2003 consolidated financial statements in accordance with the standards of the Public Company Accounting Oversight Board (United States). Our opinions, based on our audits, are presented below.

Consolidated financial statements

In our opinion, the accompanying consolidated balance sheets and the related consolidated statements of operations and comprehensive loss, changes in shareholders' equity and cash flows present fairly, in all material respects, the financial position of Apex Silver Mines Limited and its subsidiaries (a development stage enterprise) at December 31, 2005 and 2004, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2005 and, cumulatively, for the period from December 22, 1994 (date of inception) to December 31, 2005 in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit of financial statements includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

As described in Note 2.k., the Company changed its method of accounting for stock compensation effective January 1, 2004.

Internal control over financial reporting

Also, in our opinion, management's assessment, included in Management's Report on Internal Control over Financial Reporting appearing under item 9A, that the Company maintained effective internal control over financial reporting as of December 31, 2005 based on criteria established in *Internal Control Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), is fairly stated, in all material respects, based on those criteria. Furthermore, in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2005, based on criteria established in *Internal Control Integrated Framework* issued by the COSO. The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting. Our responsibility is to express opinions on management's assessment and on the effectiveness of the Company's internal control over financial reporting based on our audit. We conducted our audit of internal control over financial reporting in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. An audit of internal control over financial reporting includes obtaining an understanding of internal control over financial reporting, evaluating management's assessment, testing and evaluating the design and operating effectiveness of

internal control, and performing such other procedures as we consider necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. 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.

PricewaterhouseCoopers LLP
Denver, Colorado
March 30, 2006

APEX SILVER MINES LIMITED

An Exploration and Development Stage Company

CONSOLIDATED BALANCE SHEETS

(Expressed in United States dollars)

| | December 31, 2005 | December 31, 2004 |
|--|-------------------------------------|----------------------|
| | (in thousands except share data) | |
| Assets | | |
| Current assets | | |
| Cash and cash equivalents | \$ 4,808 | \$ 27,740 |
| Restricted cash | 135,182 | 397 |
| Short term investments | 132,000 | 419,625 |
| Restricted investments | 67,491 | 4,628 |
| Prepaid expenses and other assets | 5,824 | 4,801 |
| | <hr/> | <hr/> |
| Current assets | 345,305 | 457,191 |
| Property, plant and equipment (net) | 379,138 | 127,582 |
| Long term investments | | 78,019 |
| Deferred financing costs | 21,604 | 11,262 |
| Value added tax recoverable (net) | 20,052 | 6,396 |
| Restricted cash | | 2,711 |
| Restricted investments | 12,392 | 10,657 |
| Other | 2,020 | |
| | <hr/> | <hr/> |
| Total assets | \$ 780,511 | \$ 693,818 |
| | <hr/> | <hr/> |
| Liabilities and Shareholders' Equity | | |
| Current liabilities | | |
| Accounts payable and accrued liabilities | \$ 74,487 | \$ 4,825 |
| Accrued interest payable | 3,096 | 2,890 |
| Derivatives | 5,652 | |
| Current portion of long term debt | 2,270 | |
| | <hr/> | <hr/> |
| Current liabilities | 85,505 | 7,715 |
| Long term debt | 320,021 | 339,987 |
| Asset retirement obligation | 2,003 | |
| Derivatives | 50,621 | |
| | <hr/> | <hr/> |
| Total liabilities | 458,150 | 347,702 |
| Minority interest in subsidiaries | 34 | |
| Commitments and contingencies (Note 13) | | |
| Shareholders' equity | | |
| Ordinary Shares, \$.01 par value, 175,000,000 shares authorized; 50,444,890 and 47,679,797 shares issued and outstanding, respectively | 504 | 477 |
| Additional paid in capital | 486,762 | 443,229 |
| Accumulated other comprehensive (loss) income | (243) | 68 |
| Accumulated deficit during development stage | (164,696) | (97,658) |
| | <hr/> | <hr/> |
| Total shareholders' equity | 322,327 | 346,116 |
| | <hr/> | <hr/> |

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| | December 31, 2005 | December 31, 2004 |
|--|------------------------------|------------------------------|
| Total liabilities and shareholders' equity | \$ 780,511 | \$ 693,818 |

The accompanying notes form an integral part of these consolidated financial statements.

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APEX SILVER MINES LIMITED

An Exploration and Development Stage Company

CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS

(Expressed in United States dollars)

| | The years ended December 31, | | | For the period from December 22, 1994 (inception) through December 31, 2005 |
|--|------------------------------|--------------------|-------------------|---|
| | 2005 | 2004 | 2003 | |
| (in thousands except per share data) | | | | |
| Operating income and expenses: | | | | |
| Exploration | \$ (5,235) | \$ (5,306) | \$ (2,733) | \$ (73,431) |
| Administrative | (17,860) | (18,162) | (4,553) | (69,858) |
| Gain (loss) commodity derivatives | (56,417) | 751 | 728 | (55,450) |
| Gain (loss) foreign exchange and currency derivatives | (678) | 1,406 | | 728 |
| Amortization and depreciation | (210) | (55) | (36) | (1,396) |
| Total operating expenses | (80,400) | (21,366) | (6,594) | (199,407) |
| Other income and expenses: | | | | |
| Interest and other income | 14,295 | 6,108 | 550 | 34,672 |
| Gain on extinguishment of debt | 6,765 | | | 6,765 |
| Interest expense and other borrowing costs (net of \$6,895, \$2,478 and \$0 capitalized during 2005, 2004 and 2003 and prior respectively) | (7,335) | (3,587) | | (10,922) |
| Total other income and expenses | 13,725 | 2,521 | 550 | 30,515 |
| Loss before minority interest and income taxes | (66,675) | (18,845) | (6,044) | (168,892) |
| Income tax expense | (379) | | | (379) |
| Minority interest in loss of consolidated subsidiary | 16 | | | 4,575 |
| Net loss | \$ (67,038) | \$ (18,845) | \$ (6,044) | \$ (164,696) |
| Other comprehensive income (loss) | (311) | 68 | | (243) |
| Comprehensive loss | \$ (67,349) | \$ (18,777) | \$ (6,044) | \$ (164,939) |
| Net loss per Ordinary Share basic and diluted(1) | \$ (1.38) | \$ (0.41) | \$ (0.17) | |
| Weighted average Ordinary Shares outstanding | 48,615,586 | 46,528,341 | 36,576,367 | |

(1)

Potential dilutive Ordinary Shares were antidilutive for all periods presented.

The accompanying notes form an integral part of these consolidated financial statements.

APEX SILVER MINES LIMITED

An Exploration and Development Stage Company

CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

(Expressed in United States dollars)

| | Common Stock | | Additional Paid-in Capital | Accumulated Deficit | Accumulated Other Comprehensive income | Total Shareholders' Equity |
|---|-------------------|----------------|----------------------------------|------------------------|---|----------------------------------|
| | Shares | Amount | | | | |
| (in thousands except share data) | | | | | | |
| Issuance of shares upon incorporation December 22, 1994 (\$0.85 per share) | 8,822,546 | \$ 88.2 | \$ 5,571 | | | \$ 5,660 |
| Net loss and comprehensive loss | | | | (213) | | (213) |
| Balance, December 31, 1994 | 8,822,546 | 88.2 | 5,571 | (213) | | 5,446 |
| Net loss and comprehensive loss | | | | (1,861) | | (1,861) |
| Balance, December 31, 1995 | 8,822,546 | 88.2 | 5,571 | (2,074) | | 3,585 |
| Issuance of shares in private placement (\$8.00 per share) | 4,256,700 | 42.6 | 32,407 | | | 32,449 |
| Net loss and comprehensive loss | | | | (11,723) | | (11,723) |
| Balance, December 31, 1996 | 13,079,246 | 130.8 | 37,978 | (13,798) | | 24,311 |
| Purchase of minority interest in ASC Bolivia (\$11.00 per share) | 268,496 | 2.7 | 2,951 | | | 2,953 |
| Issuance of shares to associates (\$11.00 per share) | 138,595 | 1.4 | 1,523 | | | 1,525 |
| Issuance of shares for services (\$1.49 per share) | 115,207 | 1.2 | 232 | | | 233 |
| Stock option compensation expense | | | 417 | | | 417 |
| Issuance of shares upon Initial Public Offering (\$11.00 per share) | 5,523,372 | 55.2 | 54,720 | | | 54,775 |
| Net loss and comprehensive loss | | | | (14,985) | | (14,985) |
| Balance, December 31, 1997 | 19,124,916 | 191.2 | 97,820 | (28,783) | | 69,229 |
| Exchange of Apex LDC shares | 7,079,006 | 70.8 | (71) | | | |
| Stock options exercised (\$7.91 per share) | 25,001 | 0.3 | 197 | | | 198 |
| Stock awards (\$8.50 per share) | 21,838 | 0.2 | 185 | | | 186 |
| Unearned compensation | | | (186) | | | (186) |
| Net loss and comprehensive loss | | | | (11,030) | | (11,030) |
| Balance, December 31, 1998 | 26,250,761 | 262.5 | 97,946 | (39,812) | | 58,397 |
| Stock options exercised (\$8.77 per share) | 25,549 | 0.3 | 224 | | | 224 |
| Sale of Ordinary Share units (\$12.00 per unit) | 8,090,132 | 80.9 | 94,005 | | | 94,086 |
| Commissions paid in stock (\$12.00 per share) | 84,184 | 0.8 | (1) | | | |
| Stock awards (\$12.06 per share) | 15,542 | 0.2 | 187 | | | 188 |
| Unearned compensation (net) | | | (87) | | | (87) |
| Net loss and comprehensive loss | | | | (7,979) | | (7,979) |

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| | Common Stock | | | Accumulated Other Comprehensive income | |
|--|-------------------|--------------|----------------|---|----------------|
| Balance, December 31, 1999 | 34,466,168 | 344.7 | 192,275 | (47,791 | 144,828 |
| Stock compensation (\$10.88 per share) | 5,100 | 0.1 | 55 |) | 55 |
| Stock awards (\$9.13 per share) | 15,361 | 0.2 | 140 | | 140 |
| Unearned compensation | | | 273 | | 273 |
| Net loss and comprehensive loss | | | | (7,740) | (7,740) |
| Balance, December 31, 2000 | 34,486,629 | 344.9 | 192,743 | (55,531) | 137,557 |

Continued

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APEX SILVER MINES LIMITED

An Exploration and Development Stage Company

CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

(Expressed in United States dollars)

(Continued)

| | Common Stock | | Additional Paid-in Capital | Accumulated Deficit | Accumulated Other Comprehensive income | Total Shareholders' Equity |
|--|----------------------------------|-----------------|----------------------------------|------------------------|---|----------------------------------|
| | Shares | Amount | | | | |
| | (in thousands except share data) | | | | | |
| Balance, December 31, 2000 | 34,486,629 | \$ 344.9 | \$ 192,743 | \$ (55,531) | | \$ 137,557 |
| Stock to acquire mineral rights (\$9.43 per share) | 96,136 | 1.0 | 906 | | | 907 |
| Stock options exercised (\$10.36 per share) | 39,119 | 0.4 | 405 | | | 405 |
| Stock issued as note payment (\$10.95 per share) | 70,875 | 0.7 | 775 | | | 776 |
| Stock (\$11.04 per share) and options to consultants | 36,000 | 0.4 | 525 | | | 525 |
| Stock awards (net) (\$9.27 per share) | 73,638 | 0.7 | 678 | | | 679 |
| Net loss and comprehensive loss | | | | (8,584) | | (8,584) |
| Balance, December 31, 2001 | 34,802,397 | 348.0 | 196,032 | (64,115) | | 132,266 |
| Sale of Ordinary Shares (\$13.10 per unit) | 500,000 | 5.0 | 6,545 | | | 6,550 |
| Stock to acquire mineral rights (\$15.37 per share) | 58,307 | 0.6 | 892 | | | 892 |
| Stock options exercised (\$9.12 per share) | 555,244 | 5.6 | 5,057 | | | 5,063 |
| Stock issued as note payment (\$16.19 per share) | 58,895 | 0.6 | 953 | | | 954 |
| Stock (\$13.34 per share) and options to consultants | 204,655 | 2.0 | 3,561 | | | 3,563 |
| Stock awards (net) (\$12.95 per share) | 88,819 | 0.9 | 1,149 | | | 1,150 |
| Offering costs | | | (53) | | | (53) |
| Net loss and comprehensive loss | | | | (8,654) | | (8,654) |
| Balance, December 31, 2002 | 36,268,317 | 362.7 | 214,137 | (72,769) | | 141,731 |
| Stock options exercised (\$9.77 per share) | 317,220 | 3.2 | 3,096 | | | 3,099 |
| Stock Warrants exercised (\$12.92 per share) | 60,000 | 0.6 | 775 | | | 775 |
| Stock (\$15.13 per share) and warrants to consultants | 137,987 | 1.4 | 2,911 | | | 2,912 |
| Stock awards (net) (\$16.90 per share) | 79,829 | 0.8 | 1,348 | | | 1,349 |
| Stock issued as note payment (\$14.53 per share) | 11,287 | 0.1 | 164 | | | 164 |

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| | Common Stock | | | Accumulated Other Comprehensive income | |
|--|-------------------|-----------------|-------------------|---|----------------|
| Net loss and comprehensive loss | | | | (6,044) | (6,044) |
| Balance, December 31, 2003 | 36,874,640 | 368.7 | 222,430 | (78,813) | 143,986 |
| Stock options exercised (\$11.03 per share) | 159,700 | 1.6 | 1,760 | | 1,762 |
| Stock awards granted (\$17.48 per share) | 228,500 | 2.3 | 2,718 | | 2,720 |
| Stock to consultants (\$19.64 per share) | 23,681 | 0.2 | 465 | | 465 |
| Sale of Ordinary Shares net, (\$21.02 per share) | 10,393,276 | 103.9 | 208,508 | | 208,612 |
| Fair value of stock options granted | | | 3,220 | | 3,220 |
| Stock option modification costs associated with retirement of the Chairman, a Board member and an employee | | | 4,128 | | 4,128 |
| Unrealized gain on marketable equity securities | | | | 68 | 68 |
| Net loss | | | | (18,845) | (18,845) |
| Balance, December 31, 2004 | 47,679,797 | \$ 476.7 | \$ 443,229 | \$ (97,658) | \$ 68 |

Continued

APEX SILVER MINES LIMITED

An Exploration and Development Stage Company

CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

(Expressed in United States dollars)

(Continued)

| | Common Stock | | Additional Paid-in Capital | Accumulated Deficit | Accumulated Other Comprehensive income | Total Shareholders' Equity |
|---|-------------------|-----------------|----------------------------------|------------------------|---|----------------------------------|
| | Shares | Amount | | | | |
| (in thousands except share data) | | | | | | |
| Balance, December 31, 2004 | 47,679,797 | \$ 476.7 | \$ 443,229 | \$ (97,658) | \$ 68 | 346,116 |
| Stock options exercised (\$9.37 per share) | 31,118 | 0.3 | 292 | | | 292 |
| Stock granted as compensation (\$17.63 per share) | 82,500 | 0.8 | 416 | | | 417 |
| Stock compensation accrued | | | 175 | | | 175 |
| Fair value of stock options granted | | | 2,381 | | | 2,381 |
| Stock to consultants (\$16.06 per share) | 10,647 | 0.1 | 171 | | | 171 |
| Stock to construct power line (\$14.66 per share) | 1,134,799 | 11.4 | 16,629 | | | 16,640 |
| Shares issued to retire debt, (\$15.59 per share) | 1,490,029 | 14.9 | 23,220 | | | 23,235 |
| Shares issued to purchase common stock of unrelated entity, (\$15.58 per share) | 16,000 | 0.2 | 249 | | | 249 |
| Unrealized loss on marketable equity securities | | | | | (311) | (311) |
| Net loss | | | | (67,038) | | (67,038) |
| Balance, December 31, 2005 | 50,444,890 | \$ 504.4 | \$ 486,762 | \$ (164,696) | \$ (243) | 322,327 |

The accompanying notes form an integral part of these consolidated financial statements.

APEX SILVER MINES LIMITED

An Exploration and Development Stage Company

CONSOLIDATED STATEMENTS OF CASH FLOWS

(Expressed in United States dollars)

| | For the Years Ended December 31, | | | For the period from December 22, 1994 (inception) through December 31, 2005 |
|--|----------------------------------|------------|------------|---|
| | 2005 | 2004 | 2003 | |
| | (in thousands) | | | |
| Cash flows from operating activities: | | | | |
| Net cash used in operating activities (Note 12) | \$ (24,338) | \$ (9,218) | \$ (3,199) | \$ (106,877) |
| Cash flows from investing activities: | | | | |
| Purchase of available-for-sale investments | (635,950) | (459,534) | (3,349) | (1,193,192) |
| Sale of available-for-sale investments | 811,990 | 175,989 | 1,398 | 1,063,952 |
| Purchase of held-to-maturity investments | (5,466) | (226,295) | (4,245) | (239,207) |
| Sale of held-to-maturity investments | 145,538 | 35,069 | 6,400 | 187,007 |
| Purchase of restricted investments | (27,008) | (15,285) | | (42,293) |
| Sale of restricted investments | 14,776 | | | 14,776 |
| Advance for construction of port facility | (2,000) | | | (2,000) |
| Advances to suppliers and contractors | (3,875) | | | (3,875) |
| Additions to property, plant, and equipment | (164,737) | (26,562) | (3,923) | (282,930) |
| Restricted cash to collateralize credit facility, letters of credit and interest payments | (135,036) | (2,308) | (800) | (138,144) |
| Net cash used in investing activities | (1,768) | (518,926) | (4,519) | (635,906) |
| Cash flows from financing activities: | | | | |
| Proceeds from issuance of Ordinary Shares (net of issuance costs of \$0, \$9,803 and \$0 for 2005, 2004 and 2003 respectively) | 16,640 | 208,612 | | 423,563 |
| Proceeds from issuance of convertible notes | | 339,987 | | 339,987 |
| Payment of debt issuance costs | (12,421) | (11,900) | | (24,321) |
| Payment of notes and long term debt | (1,236) | (91) | | (3,276) |
| Payment of derivative premiums (net) | (101) | | | (101) |
| Proceeds from exercise of stock options and warrants | 292 | 1,762 | 3,875 | 11,739 |
| Net cash provided by financing activities | 3,174 | 538,370 | 3,875 | 747,591 |
| Net increase (decrease) in cash and cash equivalents | (22,932) | 10,226 | (3,843) | 4,808 |
| Cash and cash equivalents, beginning of period | 27,740 | 17,514 | 21,357 | |
| Cash and cash equivalents, end of period | \$ 4,808 | \$ 27,740 | \$ 17,514 | \$ 4,808 |
| Supplemental information: | | | | |
| Interest paid | \$ 10,883 | \$ 2,859 | \$ | \$ 13,742 |
| Income taxes paid | \$ 261 | \$ | \$ | \$ 261 |

Supplemental non-cash transactions: (See Note 12)

The accompanying notes form an integral part of these consolidated financial statements.

For the period from
December 22, 1994
(inception) through
December 31,
2005

APEX SILVER MINES LIMITED

An Exploration and Development Stage Company

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in United States dollars)

1. Incorporation, Recapitalization and Operations

Apex Silver Mines LDC ("Apex LDC") was incorporated under the laws of the Cayman Islands on November 23, 1994 as a 30-year limited duration company and was capitalized on December 22, 1994. Apex Silver Mines Limited ("Apex Silver" or the "Company") was formed under the laws of the Cayman Islands in March 1996 for the sole purpose of serving as a holding company for certain ownership interests in Apex LDC. A recapitalization was effected on August 6, 1996 whereby approximately 8.8 million or 55% of the then-outstanding shares of Apex LDC were exchanged on a one-for-one basis for identical equity instruments of Apex Silver (the "Recapitalization"). Apex Silver had no shares outstanding prior to the Recapitalization. In conjunction with the Recapitalization, Apex Silver and the shareholders of Apex LDC entered into a Buy-Sell Agreement (the "Buy-Sell Agreement") which was designed to maintain the same beneficial interest in Apex LDC attributable to all shareholders of Apex LDC prior to the Recapitalization. Pursuant to the terms of the Buy-Sell Agreement, upon the request of the shareholders, Apex Silver was required to purchase the remaining outstanding shares of Apex LDC in exchange for cash, ordinary shares or a combination thereof, in the Company's option. During 1996 and 1998, Apex Silver acquired the remaining outstanding shares of Apex LDC by exchanging on a one-for-one basis identical equity instruments of Apex Silver. Upon completion of the purchase of 100% of the outstanding shares of Apex LDC a total of approximately 20.2 million shares had been exchanged with Apex LDC. The recapitalization was considered a reorganization of entities under common control and consequently, for purposes of these financial statements, Apex Silver is considered the successor to Apex LDC and includes the carry over basis of all of the assets and liabilities of Apex LDC, from the inception date of December 22, 1994.

The Company's principal activities are the exploration and development of mineral properties. The Company is currently an "exploration and development stage company" as it has not yet realized revenues from planned operations. Activities since inception have included acquisition of mineral interests, raising capital through debt and equity transactions and exploration and development activities. The Company is in the process of developing its San Cristobal property and evaluating certain of its other properties to determine the economic feasibility of bringing one or more of the properties into production.

The Company conducts exploration activities in Central America and South America and currently holds interests in non-producing mineral properties in Bolivia, Mexico, Peru and Argentina.

2. Summary of Significant Accounting Policies

These consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP"). The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts and disclosures in the financial statements. Actual results could differ from those estimates. The policies adopted, considered by management to be significant, are summarized as follows:

a. Basis of consolidation

These consolidated financial statements include the accounts of the Company, its wholly-owned subsidiaries and San Cristobal Transportadora de Electricidad S.A. ("SC TESA"), a variable interest

entity consolidated in accordance with Financial Accounting Standards Board Interpretation No. 46R ("FIN 46R") (see Note 2*n*). All inter-company transactions and balances have been eliminated.

b. Translation of foreign currencies

Substantially all expenditures are made in United States dollars. Accordingly, the Company uses the United States dollar as its functional and reporting currency.

c. Cash and cash equivalents

The Company considers all highly liquid investments with a maturity of three months or less when purchased to be cash equivalents.

d. Restricted cash

During the third quarter 2005 the company had placed \$100.0 million in an escrow account to provide collateral for the required price protection program associated with the project finance facility. At December 31, 2005 the amount was recorded to restricted cash. The amount was released back to the Company upon the completion of customary conditions precedent, including the filing of liens on project assets and receipt of various consents and approvals in February 2006. In addition, the Company has certain commitments in the form of letters of credit that are collateralized by cash and/or highly liquid investments with maturities of three months or less when purchased. Such cash and investments are recorded to restricted cash and totaled \$27.0 million at December 31, 2005, (see Note 13 with respect to letters of credit issued). Also at December 31, 2005 the Company had recorded to restricted cash \$4.1 million to collateralize its discretionary metals trading program and \$4.1 million to provide for certain contractual requirements related to port facilities in Chile being built for the shipment of concentrates from San Cristobal.

e. Investments

Available for Sale Available for sale securities are recorded at market, with unrealized gains or losses recorded as a component of equity, unless the value of the security is considered impaired. Realized gains and losses and non-temporary impairments in value are recorded in the statement of operations. No impairments were recorded at December 31, 2005.

Held to Maturity Held to maturity investments are debt securities which the Company has the ability and intent to hold until maturity and are recorded at amortized cost. Income is recorded based upon the current yield of the security. Any non-temporary impairment in value will be recorded in the statement of operations at the date of the impairment. No impairments were recorded at December 31, 2005.

Restricted At December 31, 2005 the Company had recorded a total of \$79.9 million short and long-term held to maturity investments as restricted. At December 31, 2005, \$69.0 million of these investments are held in escrow accounts to provide protection against possible over-runs on the San Cristobal development project per the requirements of the project finance facility. The remaining \$10.9 million of investments are being held in escrow to provide the amounts necessary to pay interest payments on the 4.0% Convertible Senior Subordinated Notes through 2007, per the terms of certain of the notes.

f. Mining properties, exploration and development costs

The Company expenses general prospecting costs and the costs of acquiring and exploring unevaluated mineral properties. When a mineral property is determined to have proven and probable reserves, subsequent development costs are capitalized to mineral properties. When the Company acquires mineral properties with proven and probable reserves it includes value beyond proven and probable reserves in the purchase price allocation based on the fair market value attributable to the property beyond the value of the proven and probable reserves acquired in accordance with EITF 04-3. When operations commence on a mineral property, capitalized costs are charged to operations using the units-of-production method over proven and probable reserves. Upon abandonment or sale of a mineral property, all capitalized costs relating to the specific property are written off in the period abandoned or sold and a gain or loss is recognized. The carrying value of mineral properties includes acquisition costs and property development costs.

Beginning September 1, 1997, all costs associated with the Company's San Cristobal project have been capitalized. As of December 31, 2005 and 2004 capitalized property and development costs related to the San Cristobal project amounted to approximately \$349 million and \$124 million respectively. Capitalized costs at San Cristobal include all direct costs associated with the project, certain interest, depreciation on assets being used to construct the project and other internally allocated costs directly associated with the advancement of the project.

No amounts related to other mineral properties have been capitalized.

g. Property, plant and equipment

Buildings are stated at cost and are depreciated using the straight-line method over useful lives of thirty to forty years or the life of the mine whichever is shorter. Mining equipment and machinery are stated at cost and are depreciated using the straight-line method over useful lives of three to eight years. Other furniture and equipment are stated at cost and are depreciated using the straight-line method over estimated useful lives of three to five years.

The Company records leases as a capital lease if at the lease inception it meets one or more of four criteria in accordance with Statement of Financial Accounting Standards No. 13, "Accounting for Leases" ("FAS No. 13"). The Company records capital leases as an asset and an obligation at the lesser of an amount equal to the present value at the beginning of the lease term of minimum lease payments during the lease term or fair value of the leased asset. At December 31, 2005 the company recorded \$14.9 million to mining equipment and a lease obligation of \$12.3 million related to outstanding capital leases.

h. Asset retirement obligations

The Company records asset retirement obligations in accordance with Statement of Financial Accounting Standards No. 143, "Accounting for Asset Retirement Obligations" ("FAS No. 143"), which establishes a uniform methodology for accounting for estimated reclamation and abandonment costs. According to FAS No. 143, the fair value of a liability for an asset retirement obligation ("ARO") is recognized in the period in which it is incurred if a reasonable estimate of fair value can be made. The reciprocal Asset Retirement Cost ("ARC") is capitalized as part of the carrying value of the assets with which it is associated, and depreciated over the useful life of the asset. During the second half of 2005 the Company commenced certain activities at its San Cristobal property, primarily certain earth works

and plant construction that will require future reclamation and closure expenditures. Prior to the second half of 2005 there were no activities that required an ARO provision. At December 31, 2005 the Company had recorded an ARO of \$2.0 million (see Note 8).

i. Asset impairment

The Company evaluates its long-lived assets for impairment when events or changes in circumstances indicate that the related carrying amount may not be recoverable. If the sum of estimated future net cash flows on an undiscounted basis is less than the carrying amount of the related asset, an asset impairment is considered to exist. The related impairment loss is measured by comparing estimated future net cash flows on a discounted basis to the carrying amount of the asset. Changes in significant assumptions underlying future cash flow estimates may have a material effect on the Company's financial position and results of operations. To date no such impairments have been identified.

j. Deferred financing costs

Costs incurred in connection with the issuance of the Company's Convertible Senior Subordinated Notes were deferred and amortized over ten years which corresponds to the call provision of the notes. During 2005 the Company amortized approximately \$2.1 million of the deferred costs including the accelerated amortization of \$0.9 million of deferred costs related to the early retirement of a portion of the Company's Convertible Senior Subordinated Notes. At December 31, 2005 the unamortized balance of deferred financing costs related to the Company's Convertible Senior Subordinated Notes was approximately \$9.2 million.

In addition the Company recorded \$12.4 million of deferred financing costs related to the project finance facility for the San Cristobal project which was signed in December 2005. The Company will amortize the deferred financing costs over the life of the facility. No amortized deferred financing costs were incurred during 2005 (see Note 17).

k. Stock compensation

Prior to 2004 the Company accounted for stock-based employee compensation using the intrinsic value method in accordance with Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees" ("APB No. 25"), and related interpretations. No stock-based employee compensation related to stock options was reflected in net loss for periods prior to 2004, as all options granted had an exercise price equal to the market value of the underlying common stock on the date of the grant. Other stock based compensation reflected in net loss for periods prior to 2004 was recorded in accordance with APB No. 25.

Effective January 1, 2004 the Company adopted the fair value based method of accounting for stock options as presented in Statement of Financial Accounting Standards No. 123, "Accounting for Stock-Based Compensation" ("FAS No. 123"), as amended by Statement of Financial Accounting Standards No. 148, "Accounting for Stock-Based Compensation Transition and Disclosure" ("FAS No. 148"). The Company recognized stock based compensation costs of \$3.0 million and \$10.1 million for the years ended December 31, 2005 and 2004 respectively (see Note 11). Approximately \$0.7 million and \$1.4 million of the costs for the years ended December 31, 2005 and 2004 respectively were related to compensation paid to employees directly working on the San Cristobal project and were capitalized, with the remaining costs charged to expense.

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In December 2004, the Financial Accounting Standards Board ("FASB") issued Statement of Financial Accounting Standards No. 123R, "Share-Based Payment" ("FAS No. 123R"), which revised FAS No. 123, and superseded APB Opinion 25. FAS No. 123R requires measurement and recording in the financial statements of the costs of employee services received in exchange for an award of equity instruments based on the grant-date fair value of the award, recognized over the period during which services are provided in exchange for such award. The SEC has approved a new rule that for public companies delays the effective date of FAS No. 123R. Under the SEC's rule, FAS No. 123R is now effective as of the first interim or annual reporting period of the first fiscal year beginning on or after June 15, 2005 (the period ended March 31, 2006 for the Company). The Company does not believe the adoption of FAS No. 123R will have a material effect on its financial position or results of operations.

As provided for under FAS No. 148, the following tables illustrate the effect on net loss and loss per share as if the Company had applied the fair value recognition provisions of FAS No. 123 to stock-based employee compensation for the year ended December 31, 2003:

| | December 31, 2003 |
|---|------------------------------|
| Net loss as reported | \$ (6,044) |
| Add back: stock based compensation recognized in net loss reported, net of tax effect | 1,038 |
| Total stock based compensation expense determined under fair value based method for all awards, net of tax effect | (3,866) |
| Pro forma net loss | \$ (8,872) |
| Net loss per ordinary share basic and diluted: | |
| As reported | \$ (0.17) |
| Pro forma | \$ (0.24) |

For purposes of calculating the fair value of options, volatility for the three years presented is based on the historical volatility of the Company's Ordinary Shares. The Company currently does not foresee the payment of dividends in the near term. The fair value for these options was estimated at the date of grant using the Black-Scholes option-pricing model with the following assumptions:

| | Year ended December 31, | | |
|--|--------------------------------|-------------|-------------|
| | 2005 | 2004 | 2003 |
| Weighted average risk-free interest rate | 4.15% | 2.95% | 2.50% |
| Weighted average volatility | 43.64% | 44.90% | 42.80% |
| Expected dividend yield | | | |
| Weighted average expected life (in years) | 3.85 | 3.89 | 2.93 |
| <i>l. Net earnings (loss) per Ordinary Share</i> | | | |

Basic earnings (loss) per share is computed by dividing net earnings (loss) available to holders of Ordinary Shares by the weighted average number of Ordinary Shares outstanding for the period. Diluted earnings per share reflect the potential dilution that would occur if securities or other contracts to issue Ordinary Shares were exercised or converted into Ordinary Shares.

Outstanding options to purchase 2,859,781, 2,437,071, and 2,151,926 Ordinary Shares were not included in the computation of diluted earnings per share for the years ended December 31, 2005, 2004 and 2003 respectively, because to do so would have been antidilutive. Also, warrants to purchase 450,000, 450,000 and 100,000 Ordinary Shares for the years ended December 31, 2005, 2004 and 2003 respectively and notes convertible for 10,831,132 and 11,879,350 Ordinary Shares at December 31, 2005 and 2004 respectively were not included in the computation of diluted earnings per share at December 31, 2005 and 2004, because to do so would have been antidilutive. Therefore, basic loss per share is the same as dilutive loss per share.

m. Derivative financial instruments

The Company previously adopted Statement of Financial Accounting Standards No. 133, "Accounting for Derivative Instruments and Hedging Activities" ("FAS No. 133"). FAS No. 133, as amended by Statement of Financial Accounting Standards No. 137, "Deferral of the Effective Date of FAS Statement No. 133," which requires that all derivative instruments be recorded on the balance sheet at their fair value. Changes in the fair value of derivatives are recorded each period in current earnings or other comprehensive income, depending on whether a derivative is designated as part of a hedge transaction and, if it is, the type of hedge transaction. Through December 31, 2005 the Company had not accounted for any transactions as hedge transactions under FAS No. 133. Therefore, all derivative financial instruments have been adjusted to market value at the end of each reporting period with the related change in value recorded to earnings. The Company in the future may apply hedge accounting as defined by FAS No. 133 to certain of its metals derivative positions.

For fair value hedge transactions in which the Company hedges changes in the fair value of an asset, liability, or firm commitment, changes in the fair value of the derivative instrument are typically offset by changes in the hedged item's fair value. For cash flow hedge transactions, in which the Company hedges the variability of cash flows related to a variable-rate asset, liability or forecasted transaction, changes in the fair value of the derivative instrument will be reported in other comprehensive income. The gains and losses on the derivative instrument that are reported in other comprehensive income will be reclassified as earnings in the periods in which earnings are impacted by the variability of cash flows of the hedged item. The ineffective portion of all hedges will be recognized in current period earnings.

To arrive at fair value for its open derivative positions, the Company utilizes publicly available current and historical market data, including major commodities price indices such as the London Metals Exchange (LME) and COMEX, in combination with independent third party price projections to derive future forward metal prices. Many of the Company's open derivative positions expire on dates that are beyond the periods covered by the LME or COMEX indices, or expire in future periods covered by those indices with respect to which no trading activity has occurred. In these instances, where an active market does not exist, the Company relies on price projections provided by an independent third party employing statistical analysis as the best indication of fair value. The Company obtains advice from outside consultants knowledgeable in the valuation of commodities to derive the major assumptions used in the fair market value calculation, including discount rates, historical price trends and forward price projections. Open option positions are valued using the Schwartz one-factor model. As of December 31, 2005, the fair market value of the Company's open commodities derivatives position was a net negative \$56.3 million (see Note 9).

n. Variable Interest Entities

In December 2003, the FASB issued Interpretation No. 46R "Variable Interest Entities" ("FIN 46R"), which provides guidance on the identification and reporting for entities over which control is achieved through means other than voting rights. FIN 46R defines such entities as variable interest entities ("VIEs"). Application of this revised interpretation was required in financial statements for companies that have interests in VIEs or potential VIEs for periods ending after December 31, 2003. In April 2005 the Company entered into a long-term contract with San Cristobal Transportadora de Electricidad, S.A. ("SC TESA"), a subsidiary of Ingelec, S.A., ("Ingelec") a company in the power line construction and transmission services industry, to construct a power line and transport power to the San Cristobal Project from the Bolivian power grid. The Company has determined that the contractual arrangements result in the classification of SC TESA as a VIE. In addition, because of the restrictive requirements of the contract, effectively giving the Company control of SC TESA, the Company is deemed to be the primary beneficiary of SC TESA resulting in the full consolidation of SC TESA beginning in April 2005. The consolidation of SC TESA results in the elimination of a \$16.7 million note receivable from SC TESA and the recognition of \$0.3 million of additional cash, \$13.0 million of additional Property, Plant & Equipment, \$1.5 million of additional value added tax recoverable and \$1.8 million of additional prepaid costs at December 31, 2005 (see Notes 11 and 17).

o. Comprehensive Income (Loss)

Comprehensive income (loss) is defined as all changes in stockholders' equity, exclusive of transactions with stockholders, such as capital investments. Comprehensive income (loss) includes net income (loss) and changes in certain assets and liabilities that are reported directly in equity. For 2005 and 2004 Comprehensive Loss included the change in the market value of available for sales securities and is reported on the Statements of Consolidated Operations and Comprehensive Loss. For 2003 comprehensive loss equaled net loss.

p. Reclassifications

Certain revisions in classification have been made to the 2004 and 2003 financial information to conform to the 2005 financial statements to ensure comparability.

q. New Accounting Standards

In March 2005, the FASB issued FASB Interpretation No. 47, "Accounting for Conditional Asset Retirement Obligations" ("FIN No. 47"), which clarifies that the term conditional asset retirement obligation, as used in FAS No. 143, refers to a legal obligation of an entity to perform an asset retirement activity where the timing or method of settlement are conditional on a future event. Where the obligation to perform the asset retirement activity is unconditional, even though uncertainty exists about the timing or method of settlement, the entity is required to recognize a liability for the fair value of the conditional retirement obligation if reasonably estimable. FIN 47 also clarifies when an entity would have sufficient information to reasonably estimate fair value. The Company has reviewed its asset retirement obligations and has determined that no conditional asset retirement obligations as defined in FIN No. 47 exist at December 31, 2005.

During 2004, a committee of the Emerging Issues Task Force ("EITF") began discussing the accounting treatment for stripping costs incurred during the production phase of a mine. During March 2005, the EITF reached a consensus that stripping costs incurred during the production phase of

a mine are variable production costs that should be included in the costs of inventory produced during the period that the stripping costs are incurred. The FASB ratified the EITF consensus. The EITF consensus is effective for the first reporting period in fiscal years beginning after December 15, 2005, with early adoption permitted. The Company is currently in the development phase at its San Cristobal project and the Company's policy is to defer development costs until production commences. The Company is currently evaluating the impact the EITF consensus will have on the Company's financial position and results from operations once production commences.

3. Investments

The Company considers all highly liquid investments with a maturity of three months or less when purchased to be cash equivalents. Short-term investments include investments with maturities greater than three months, but not exceeding twelve months. Long-term investments include investments with maturities greater than twelve months.

The Company determines the appropriate classification of its investments in debt and equity securities at the time of purchase and re-evaluates classifications at each balance sheet date. Debt securities are classified as held to maturity when the Company has the intent and ability to hold the securities to maturity. Held to maturity debt securities are stated at amortized cost and include government agency and corporate obligations. Available for sale investments are marked to market at each reporting period, with changes in value recorded as a component of other comprehensive income. If declines in value are deemed other than temporary, a charge is made to net loss for the period.

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The Company invests only in government and corporate securities rated "investment grade" or better. The following table summarizes the Company's investments at December 31, 2005 and 2004:

| | December 31, 2005 | | |
|--------------------------------|-------------------|-------------------|-------------------|
| | Cost | Market | Balance |
| | (in thousands) | | |
| Short-term: | | | |
| Available for sale | | | |
| Common stock | \$ 434 | \$ 686 | \$ 686 |
| Bond funds | 3,381 | 2,885 | 2,885 |
| Auction rate securities | 127,426 | 127,426 | 127,426 |
| | <u>131,241</u> | <u>130,997</u> | <u>130,997</u> |
| Total available for sale | | | |
| Held to maturity | | | |
| Corporate notes | 1,003 | 998 | 1,003 |
| | <u>1,003</u> | <u>998</u> | <u>1,003</u> |
| Total held to maturity | | | |
| | <u>1,003</u> | <u>998</u> | <u>1,003</u> |
| Total short term | | | |
| | <u>\$ 132,244</u> | <u>\$ 131,995</u> | <u>\$ 132,000</u> |
| Restricted Investments: | | | |
| Short-term | | | |
| Available for sale | | | |
| Auction rate securities | \$ 14,950 | \$ 14,950 | \$ 14,950 |
| | <u>14,950</u> | <u>14,950</u> | <u>14,950</u> |
| Total available for sale | | | |
| Held to maturity | | | |
| Corporate notes | 2,003 | 2,004 | 2,003 |
| Government bonds | 50,538 | 50,191 | 50,538 |
| | <u>52,541</u> | <u>52,195</u> | <u>52,541</u> |
| Total held to maturity | | | |
| | <u>52,541</u> | <u>52,195</u> | <u>52,541</u> |
| Total short term | | | |
| | <u>\$ 67,491</u> | <u>\$ 67,145</u> | <u>\$ 67,491</u> |
| Long-term | | | |
| Held to maturity | | | |
| Government bonds | \$ 12,392 | \$ 12,173 | \$ 12,392 |
| | <u>12,392</u> | <u>12,173</u> | <u>12,392</u> |

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December 31, 2004

| | Cost | Market | Balance |
|--------------------------------|-------------------|-------------------|-------------------|
| | (in thousands) | | |
| Short-term: | | | |
| Available for sale | | | |
| Common stock | \$ 184 | \$ 374 | \$ 374 |
| Bond funds | 3,381 | 3,259 | 3,259 |
| Auction rate securities | 301,715 | 301,715 | 301,715 |
| | <u>305,280</u> | <u>305,348</u> | <u>305,348</u> |
| Total available for sale | | | |
| Held to maturity | | | |
| Government bonds | \$ 95,152 | \$ 94,894 | \$ 95,152 |
| Municipal bonds | 3,036 | 3,034 | 3,036 |
| Corporate notes | 12,186 | 12,155 | 12,186 |
| Euro bonds | 3,903 | 3,913 | \$ 3,903 |
| | <u>114,277</u> | <u>113,996</u> | <u>114,277</u> |
| Total held to maturity | | | |
| | <u>\$ 419,557</u> | <u>\$ 419,344</u> | <u>\$ 419,625</u> |
| Long-Term: | | | |
| Held to maturity | | | |
| Government bonds | \$ 73,938 | \$ 73,705 | \$ 73,938 |
| Municipal bonds | 1,503 | 1,503 | 1,503 |
| Corporate notes | 2,554 | 2,540 | 2,554 |
| | <u>\$ 77,995</u> | <u>\$ 77,748</u> | <u>\$ 77,995</u> |
| Total long term | | | |
| Restricted Investments: | | | |
| Short-term | | | |
| Held to maturity | | | |
| Government bonds | \$ 4,628 | \$ 4,622 | \$ 4,628 |
| | <u>\$ 4,628</u> | <u>\$ 4,622</u> | <u>\$ 4,628</u> |
| Long-term | | | |
| Held to maturity | | | |
| Government bonds | \$ 10,657 | \$ 10,588 | \$ 10,657 |
| | <u>\$ 10,657</u> | <u>\$ 10,588</u> | <u>\$ 10,657</u> |

Quoted market prices at December 31, 2005 and 2004 respectively were used to determine the market values of the above investments.

The Company liquidated approximately \$34.0 million of investments, previously recorded as held to maturity, prior to their maturity dates as a requirement of the project finance facility and recognized a \$0.2 million loss on the liquidation.

4. Prepaid Expenses and Other Assets

Prepaid expenses and other assets consist of the following:

| | December 31, | |
|--|-----------------|-----------------|
| | 2005 | 2004 |
| | (in thousands) | |
| Prepaid insurance | \$ 824 | \$ 469 |
| Accrued interest receivable | 758 | 1,102 |
| Prepaid consulting and contractor fees | 3,874 | 1,932 |
| Derivatives | | 916 |
| Receivables, travel advances and other | 118 | 283 |
| Withholding taxes receivable | 250 | 99 |
| | <u>\$ 5,824</u> | <u>\$ 4,801</u> |

The prepaid consulting and contractor fees at December 31, 2005 and 2004 consist primarily of advance payments made to contractors for work being performed at the San Cristobal project.

5. Value Added Tax Recoverable

The Company has recorded value added tax ("VAT") paid in Bolivia and related to the San Cristobal project as a recoverable asset. Bolivian law states that VAT paid prior to production is recoverable as a credit against Bolivian taxes arising from production, including income tax. The VAT paid in Bolivia related to the San Cristobal project is expected to be recovered through production from the proven and probable reserves at the San Cristobal project which the Company is currently developing. At December 31, 2005, and 2004 the recoverable VAT recorded for Bolivia was \$20.1 million and \$6.4 million respectively.

The Company has also incurred VAT in Bolivia mainly for various exploration projects other than the San Cristobal project that has been charged to expense as incurred because of the uncertainty of the recoverability. In addition, because the recoverability of VAT paid in countries other than Bolivia is uncertain, VAT paid outside Bolivia is charged to expense as incurred.

6. Property, Plant and Equipment

The components of property, plant, and equipment were as follows:

| | December 31, | |
|--------------------------------|-----------------------|-------------------|
| | 2005 | 2004 |
| | (in thousands) | |
| Mineral properties | \$ 117,103 | \$ 97,011 |
| Construction in progress | 232,288 | 27,052 |
| Buildings | 8,423 | 2,147 |
| Mining equipment and machinery | 10,127 | 2,863 |
| Equipment under capital lease | 14,928 | |
| Other furniture and equipment | 1,966 | 1,263 |
| | 384,835 | 130,336 |
| Less: Accumulated depreciation | (5,697) | (2,754) |
| | \$ 379,138 | \$ 127,582 |

Depreciation expense for the years ended December 31, 2005, 2004 and 2003 totaled \$210,000, \$55,000, and \$36,000 respectively. For the years ended December 31, 2005, 2004 and 2003, depreciation associated with the San Cristobal project was capitalized in the amounts of \$2.7 million, \$0.4 million, and \$0.5 million respectively.

For the years ended December 31, 2005 and 2004 respectively, the Company recorded capitalized interest of \$6.9 million and \$2.5 million to the San Cristobal mineral property. The 2005 capitalized interest amount was related to the Convertible Senior Subordinated Notes and the equipment under capital lease. The 2004 capitalized interest amount was related to the Convertible Senior Subordinated Notes (see Note 7).

7. Debt

The Company's debt consists of the following:

| | December 31, 2005 | | December 31, 2004 | |
|---|-------------------|------------|-------------------|------------|
| | Current | Long term | Current | Long term |
| | (in thousands) | | | |
| 2.875% Convertible Senior Subordinated Notes due 2024 | \$ | \$ 180,000 | \$ | \$ 200,000 |
| 4.0% Convertible Senior Subordinated Notes due 2024 | | 129,987 | | 139,987 |
| Capital lease obligations | 2,270 | 10,034 | | |
| | \$ 2,270 | \$ 320,021 | \$ | \$ 339,987 |

During 2005 the Company repurchased \$30.0 million of its Convertible Senior Subordinated Notes consisting of \$20.0 million of the 2.875% Notes and \$10.0 million of the 4.0% Notes. In exchange, the holder of the Notes received 1.49 million of the Company's Ordinary Shares valued at \$23.2 million. The transaction represents an early extinguishment of debt and the Company recorded a \$6.8 million gain to interest and other income. The Company also recorded to interest and other borrowing costs, the accelerated amortization of deferred issuance expense of \$0.9 million related to the debt extinguishment. All of the Notes purchased in the transaction were cancelled.

During 2005 the Company took delivery of certain leased mining equipment, to be used in stripping and future mine production, and recorded a capital lease resulting in a liability at December 31, 2005 of \$12.3 million. During 2005 the Company made payments of \$2.3 million related to the capital lease obligations and will be required to make additional payments of \$2.3 million during each of 2006, 2007, 2008, \$1.6 million during 2009, \$1.0 million during 2010 and \$2.9 million thereafter.

Pursuant to the agreement related to the 4% Notes, the Company is required to maintain restricted investments to cover the payment of interest on the Notes for the first three years (see Note 3). The amount invested will at maturity equal the interest payments due. As of December 31, 2005, \$10.9 million of restricted investments were designated for this purpose consisting of \$5.5 million in investments classified as current, to cover interest payments due in 2006, and \$5.4 million in investments classified as long-term to cover interest payments due in 2007. During February 2006, the Company increased the investments to cover the interest on the Notes by an additional \$9.8 million per a requirement of the project finance facility.

During December 2005 the Company entered into a \$225 million project finance facility for completion of the development of its San Cristobal project. The facility, arranged and underwritten by BNP Paribas and Barclays Capital, was funded by a group of international financial institutions including banks, export credit agencies and the Andean Development Corporation, a multilateral financial agency that promotes sustainable development in South America. The Company is required to pay a commitment fee on the un-drawn amount of the facility and interest is based on LIBOR plus a credit spread for the outstanding amounts drawn against the facility. Covenants related to the facility will require the company to maintain certain security interests, financial ratios, insurance coverage, minimum sales contracts and metal price protection contracts as well as other requirements. Initial borrowing under the facility occurred during February 2006 following satisfactory completion of

customary conditions precedent, including the filing of liens on project assets and receipt of various consents and approvals (see Note 17).

8. Asset Retirement Obligations

The Company has developed an asset retirement plan for its San Cristobal project which is currently under construction and is expected to begin production in 2007. The plan includes estimated reclamation, remediation and closure requirements based on government requirements, World Bank financing requirements and the Company's policies. During the second half of 2005 the Company commenced certain activities at its San Cristobal project, primarily certain earthworks and plant construction, which fall within the scope of the asset retirement plan and as such will require future reclamation and closure expenditures. Prior to the second half of 2005 there were no activities that required future reclamation or closure expenditures.

In accordance with FAS No. 143, the fair value of the ARO associated with the San Cristobal project was calculated by first estimating the undiscounted cash flows required to settle an estimated \$10.4 million ARO obligation in future periods using an inflation rate of 1.5 percent and then discounting the future cash flows using the Company's credit-adjusted risk-free rate of 9.5 percent. The resulting \$2.0 million obligation was recorded as a liability and added to the carrying value of property, plant and equipment in accordance with FAS No. 143.

The following table reconciles the beginning and ending balance for the Company's asset retirement obligations (in thousands):

| | | |
|--|----|-------------------|
| Balance December 31, 2004 | \$ | |
| Additions, changes in estimates, and other | | 1,988 |
| Liabilities settled | | |
| Accretion expense | | 15 |
| | | <u> </u> |
| Balance December 31, 2005 | \$ | <u>2,003</u> |

9. Sales Contracts and Derivative Instruments

Certain covenants related to the project finance facility required the Company to provide price protection for a portion of its planned production of metals from San Cristobal. During the third quarter 2005, the Company entered into contracts utilizing forward sales, puts and calls to comply with the project finance facility covenants. In order to maintain leverage to silver market prices, the Company entered into proportionally more zinc and lead contracts than silver. These derivative positions represent approximately 3.5%, 12.6% and 14.7% of planned life-of-mine payable production of silver, zinc and lead, respectively. Non-cash mark-to-market gains and losses from the outstanding metal derivatives position may fluctuate substantially from period to period based on spot and forward prices and option volatilities. The recent increases in the spot and forward prices for silver, zinc and lead have resulted in a \$56.4 million non-cash mark-to-market loss for the year ended December 31, 2005. The loss did not have an impact on the Company's cash flows or cash position for the period. Further, while the actual financial impact of the required price protection program will not be known until the positions are closed on their future settlement dates, the Company does not intend to settle the open positions with cash prior to the settlement dates beginning in 2007. At that time previously

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recognized non-cash mark-to-market gains or losses will be offset against the market final settlement amount. In addition, should the increased metals price projections used to calculate the non-cash mark-to-market loss continue into the production phase of the San Cristobal project, the increased revenue from metals sales for which price protection was not required would generate a significant benefit to future earnings and cash flows.

In addition, the Company continues to invest in limited put and call options and other metals derivatives unrelated to the project financing requirements.

The following table sets forth the Company's open contracts at December 31, 2005. The contracts will be settled based on monthly average prices for each metal in the period indicated.

| | Current Maturity Date | | | | Total |
|---|-----------------------|-----------------|-----------------|------------|---------|
| | Less Than 1 Year | 2 to 3 Years | 4 to 5 Years | Thereafter | |
| (in thousands except prices) | | | | | |
| Forward Contracts | | | | | |
| Silver (ounces) | | 190 | 185 | 240 | 615 |
| Average price | | \$ 7.30 | \$ 7.21 | \$ 7.13 | \$ 7.16 |
| Zinc (pounds) | 6,063 | 230,933 | 461,094 | 83,776 | 781,866 |
| Average price | \$ 0.45 | \$ 0.48 | \$ 0.48 | \$ 0.48 | \$ 0.48 |
| Lead (pounds) | | 163,360 | 159,614 | | 322,973 |
| Average price | \$ | \$ 0.30 | \$ 0.29 | \$ | \$ 0.30 |
| Put Option Contracts Owned (net) | | | | | |
| Silver (ounces) | | 700 | 2,360 | 6,040 | 9,100 |
| Average price | \$ | \$ 5.36 | \$ 5.67 | \$ 5.87 | \$ 5.78 |
| Zinc (pounds) | 3,858 | | | | 3,858 |
| Average price | \$ 0.68 | \$ | \$ | \$ | \$ 0.68 |
| Call Option Contracts Written | | | | | |
| Silver (ounces) | 2,120 | 2,200 | 6,760 | 840 | 11,920 |
| Average price | \$ 12.78 | \$ 8.56 | \$ 8.13 | \$ 9.26 | \$ 9.11 |
| Zinc (pounds) | 52,360 | 7,165 | 6,614 | | 66,139 |
| Average price | \$ 0.80 | \$ 0.57 | \$ 0.57 | \$ | \$ 0.75 |
| Lead (pounds) | 12,677 | 14,330 | 13,228 | | 40,235 |
| Average price | \$ 0.55 | \$ 0.39 | \$ 0.39 | \$ | \$ 0.44 |

The Company marks its open derivative positions to fair value at the end of each accounting period with the related change in fair value recorded to earnings in accordance with FAS No. 133. For the year ended December 31, 2005 the Company recorded non-cash mark to market losses of \$56.4 million compared to non-cash mark-to-market gains of \$0.8 million, and \$0.7 million recorded for the years ended December 31, 2004 and 2003 respectively.

To arrive at fair value for its open derivative positions, the Company utilizes publicly available current and historical market data, including major commodities price indices such as the LME and COMEX, in combination with independently derived third party projections to derive future forward metal prices. Many of the Company's open derivative positions expire on dates that are beyond the periods covered by the LME or COMEX indices, or expire in the future periods covered by those

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indices with respect to which no trading activity has occurred. In these instances, where an active market does not exist, the Company relies on price projections provided by an independent third party employing statistical analysis as the best indication of fair value. The Company obtains advice from outside consultants knowledgeable in the valuation of commodities to establish the major assumptions used in the fair value calculation, including discount rates, historical price trends and forward price projections. Open option positions are valued using the Schwartz one-factor model which is a recognized mean-reversion commodities pricing model that uses a single volatility factor. As of December 31, 2005, the fair value of the Company's open commodities derivatives position was a net negative \$56.3 million.

The following table sets forth the deferred fair value of the Company's open derivative positions at December 31, 2005 and 2004 and the change for the year ended December 31, 2005.

| Valuation Technique | Period Ended | Amount To Be Realized In | | | | Total |
|--|--------------|--------------------------|--------------|--------------|------------|-------------|
| | | Less Than 1 Year | 2 to 3 Years | 4 to 5 Years | Thereafter | |
| (in thousands) | | | | | | |
| Based on quoted prices in active markets: | 12/31/2004 | \$ 916 | \$ | \$ | \$ | \$ 916 |
| | 12/31/2005 | \$ (5,652) | \$ | \$ | \$ | \$ (5,652) |
| | 2005 Change | \$ (6,568) | \$ | \$ | \$ | \$ (6,568) |
| Based on Schwartz one-factor model and other valuation methods: | 12/31/2004 | \$ | \$ | \$ | \$ | \$ |
| | 12/31/2005 | \$ | \$ (25,785) | \$ (25,580) | \$ 744 | \$ (50,621) |
| | 2005 Change | \$ | \$ (25,785) | \$ (25,580) | \$ 744 | \$ (50,621) |
| Totals: | 12/31/2004 | \$ 916 | \$ | \$ | \$ | \$ 916 |
| | 12/31/2005 | \$ (5,652) | \$ (25,785) | \$ (25,580) | \$ 744 | \$ (56,273) |
| | 2005 Change | \$ (6,568) | \$ (25,785) | \$ (25,580) | \$ 744 | \$ (57,189) |

During 2004, the Company placed an order for certain long-lead equipment related to the San Cristobal Project that was denominated in Euros. To partially offset the potential deterioration of the U.S. dollar relative to the Euro, the Company entered into a foreign currency collar transaction utilizing puts and calls. At December 31, 2005 and 2004 the Company recognized mark-to-market gains (losses) related to the transaction of approximately (\$0.9) million and \$1.4 million respectively with a net realized gain of approximately \$0.5 million. The Company may enter into foreign currency transactions from time to time such as when making purchases of long-lead material and equipment that will be settled in a currency other than U.S. dollars. At December 31, 2005 the Company did not have any foreign currency derivative positions.

10. Income Taxes

The Company accounts for income taxes in accordance with the provisions of Statement of Financial Accounting Standards No. 109, "Accounting for Income Taxes" ("SFAS 109") on a tax jurisdictional basis. The Company and certain of its subsidiaries do not file income tax returns. The Cayman Islands currently does not impose any form of taxation. The Company's subsidiaries file

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Bolivia, United States and certain other foreign country income tax returns. These tax returns and the amount of taxable income or loss reported are subject to examination by federal and local taxing authorities. The Company and subsidiaries have not generated taxable profits for 2005, 2004 and 2003, respectively, but have been liable for withholding taxes on investment income and inter-company fees in 2005.

Income (loss) before income taxes consists of the following:

| | The year ended December 31, | | |
|------------------------------------|-----------------------------|--------------------|-------------------|
| | 2005 | 2004 | 2003 |
| | (in thousands) | | |
| INCOME BEFORE INCOME TAXES: | | | |
| Cayman Islands | \$ 1,151 | \$ (12,017) | \$ (3,489) |
| Bolivia | (14,521) | (2,860) | (1,142) |
| United States | 142 | (1,685) | (143) |
| Switzerland | (51,499) | | |
| Other International | (1,948) | (2,283) | (1,270) |
| | <u>\$ (66,675)</u> | <u>\$ (18,845)</u> | <u>\$ (6,044)</u> |

The Company's provision for income taxes consists of the following:

| | The year ended December 31, | | |
|---|-----------------------------|-----------|-----------|
| | 2005 | 2004 | 2003 |
| | (in thousands) | | |
| CURRENT TAXES: | | | |
| Cayman Islands | \$ 261 | \$ | \$ |
| Bolivia | | | |
| United States | 118 | | |
| Switzerland | | | |
| Other International | | | |
| | <u>\$ 379</u> | <u>\$</u> | <u>\$</u> |
| DEFERRED TAXES: | | | |
| Cayman Islands | \$ | | |
| Bolivia | | | |
| United States | | | |
| Switzerland | | | |
| Other International | | | |
| | <u>\$</u> | <u>\$</u> | <u>\$</u> |
| Total Income Tax Provision (Benefit) | <u>\$ 379</u> | <u>\$</u> | <u>\$</u> |

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A reconciliation of the provision for income taxes computed at the statutory rate to the provision for income taxes as shown in the statements of operations is summarized below:

| | For the year ended December 31, | |
|---|------------------------------------|---------|
| | 2005 | 2004 |
| | (in thousands) | |
| Tax provision (benefit) at Cayman Island statutory rate of 0% | \$ | \$ |
| Withholding taxes on investments earnings and intercompany fees | \$ 379 | \$ |
| Other Adjustments: | | |
| Permanent differences | (56) | 1 |
| Non-includable investment gains (losses) | 4,558 | |
| Rate differential on tax jurisdictions subject to tax | (8,994) | (2,013) |
| Change in valuation allowance | 1,516 | 1,963 |
| Adjustments to prior year taxes | 3,055 | 49 |
| Foreign statutory rate change | (85) | |
| Other | 6 | |
| | | |
| Net income tax provision (benefit) | \$ 379 | \$ |

The components of the deferred tax assets and deferred tax liabilities are as follows:

| | For the year ended December 31, | |
|---|------------------------------------|-------------|
| | 2005 | 2004 |
| | (in thousands) | |
| Deferred Tax Assets: | | |
| Net operating tax loss carryforwards | \$ 9,830 | \$ 8,302 |
| Stock-based compensation | 3,773 | 3,768 |
| Property, plant and equipment | 916 | 920 |
| Other | 6 | 7 |
| | | |
| Total deferred tax assets | 14,525 | 12,997 |
| Deferred Tax Liabilities: | | |
| Property, plant and equipment | 118 | |
| Other | | 109 |
| | | |
| Total deferred tax liabilities | 118 | 109 |
| Net Deferred Tax Asset Before Valuation Allowance | \$ 14,407 | \$ 12,888 |
| Less: Valuation Allowance | \$ (14,407) | \$ (12,888) |
| | | |
| Net Deferred Tax Asset | \$ | \$ |

At December 31, 2005, the Company had net operating loss carry-forwards in certain non-U.S. jurisdictions. Of these, \$22.2 million of net operating losses in Bolivia have no expiration, and \$6.3 million in other foreign jurisdictions will expire in future years through 2015. In the U.S., there are \$6.1 million of net operating loss carry-forwards which will expire in future years through 2025.

The valuation allowance for deferred tax assets of \$14.4 million and \$12.9 million at December 31, 2005 and 2004, respectively, relates principally to the uncertainty of the utilization of certain deferred tax assets, primarily tax loss carry-forwards in various tax jurisdictions. SFAS 109 requires that the Company continually assess both positive and negative evidence to determine whether it is more likely than not that the deferred tax assets can be realized prior to their expiration. The Company will continue to monitor Company-specific mining industry and worldwide economic factors and will reassess the likelihood that the Company's net operating loss carry-forwards and other deferred tax attributes will be utilized prior to their expiration.

11. Stockholder's Equity

Stock Option Plans The Company has established a plan to issue share options and other awards of the Company's shares for officers, employees, consultants and agents of the Company and its subsidiaries (the "Plan"). Under the Plan, the total number of options and other awards granted cannot exceed two million Ordinary Shares. Options granted and other awards under the Plan are not transferable unless otherwise provided for in a specific award agreement. Options exist for a term, not to exceed ten years, as fixed by the Compensation Committee of the Board of Directors of the Company. Options typically vest ratably over periods of up to four years with the first tranche vesting on the date of grant or the first anniversary of the date of grant. Unexercised options expire typically ten years after the date of grant.

The Company has established a share option plan for its non-employee directors (the "Director Plan"). Under the Director Plan, the total number of options granted cannot exceed five percent of the Company's outstanding shares. Pursuant to the Director Plan, non-employee directors receive (i) at the effective date of their initial election to the Company's board of directors, an option to purchase the number of Ordinary Shares equal to \$50,000 divided by the closing price of the Ordinary Shares on the American Stock Exchange (the "AMEX") on such date, (ii) at the close of business of each annual meeting of the Company's shareholders, an option to purchase the number of Ordinary Shares equal to \$50,000 divided by the closing price of the Ordinary Shares on the AMEX on such date, and (iii) at the close of business of each meeting of the Company's Board of Directors, an option valued at \$3,000 calculated using the Black-Scholes option-pricing model to purchase Ordinary Shares with an exercise price equal to the closing price of the Ordinary Shares on the AMEX on such date. Options granted under the Director Plan vest on the date of the grant and expire ten years after the date of the grant or three years after the date that such non-employee director ceases to be a director of the Company. Options granted under the Director Plan are transferable only in limited circumstances.

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A summary of the Company's stock options at December 31, 2005, 2004 and 2003 and changes during those years is presented in the following table:

| Options | 2005 | | 2004 | | 2003 | |
|---|------------------|-------------------------|------------------|-------------------------|------------------|-------------------------|
| | Number of Shares | Average Price Per Share | Number of Shares | Average Price Per Share | Number of Shares | Average Price Per Share |
| Outstanding at beginning of period | 2,437,071 | \$ 13.88 | 2,151,926 | \$ 12.75 | 1,963,891 | \$ 11.01 |
| Granted during period | 465,828 | \$ 16.90 | 444,845 | \$ 18.48 | 592,005 | \$ 16.69 |
| Forfeited or expired during period | (12,000) | \$ 13.50 | | \$ | (86,750) | \$ 11.08 |
| Exercised during period | (31,118) | \$ 9.37 | (159,700) | \$ 11.03 | (317,220) | \$ 9.84 |
| Outstanding at end of period | 2,859,781 | \$ 14.42 | 2,437,071 | \$ 13.88 | 2,151,926 | \$ 12.75 |
| Exercisable at end of period | 1,926,813 | \$ 13.02 | 1,511,735 | \$ 12.32 | 1,097,081 | \$ 11.22 |
| Weighted average grant date fair value of options outstanding | | \$ 4.92 | | \$ 5.32 | | \$ 3.37 |
| Weighted average remaining contractual life | 6.4 years | | 7.7 years | | 7.8 years | |

Outstanding options at December 31, 2005 ranged in exercise price from \$7.00 to \$22.54. Options granted during 2005, 2004 and 2003 ranged in exercise price from \$11.54 to \$18.94, \$16.68 to \$22.54 and \$13.83 to \$16.95 respectively. The weighted average fair value of options granted in 2005, 2004 and 2003 was \$6.50, \$7.11 and \$4.78 respectively. All options have been granted at market value on the date of grant.

Of the outstanding options at December 31, 2005, 969,259 of the options, with an average exercise price of \$12.01, will expire during the five year period ending December 31, 2010. The remaining 1,890,522 outstanding options, with an average exercise price of \$15.66, will expire by December 8, 2015.

During December 2005 the Company issued 76,500 Ordinary Shares under the Plan valued at \$1.4 million to certain employees as retention incentives. The shares vest at the rate of 25% per year over a four year period. During 2005 and 2004 the Company also issued 25,000 and 68,000 Ordinary Shares, valued at \$0.4 million and \$1.3 million respectively, to several key employees as retention incentives. These shares vest over a four year period at the rate of 10% during the first year and 15%, 25% and 50% for the succeeding three years. The Company recognizes compensation costs over the vesting period of the shares. During 2005, 6,800 of the shares issued in 2004 vested. During 2005 and 2004 the Company recorded \$379,000 and \$44,000 to compensation costs related to the retention incentive share grants.

During 2005 the Company entered into performance bonus agreements with certain employees whereby those employees may receive up to a total of 32,000 of the Company's Ordinary shares under the Plan, depending upon certain cost and startup parameters being met on the San Cristobal project. During 2005 the Company recognized \$175,000 of compensation costs related to the agreements.

In December 2004 and 2003, the Company issued 10,500 and 48,142 Ordinary Shares respectively under the Plan to employees as performance bonuses. The bonus shares vest two years from the date of grant. Costs of \$175,000 and \$725,000 were recorded in 2004 and 2003 respectively related to these issuances.

Total compensation costs recognized for stock-based employee compensation awards, including amounts capitalized, were \$2.9 million, \$10.1 million and \$1.3 million for the years ended December 31, 2005, 2004 and 2003, respectively. The 2004 amount includes \$4.1 million associated with the extension of the expiration dates of stock options previously granted to the retiring Chairman and a retiring employee and a \$2.5 million new grant to the retiring Chairman.

Warrants At December 31, 2005, 450,000 warrants to purchase Ordinary Shares were outstanding. The warrants are exercisable at prices ranging from \$12.92 to \$20.79 with a weighted average exercise price of \$19.29 and have expiration dates ranging from April 1, 2008 to September 27, 2009.

Convertible Debt In connection with the Convertible Senior Subordinated Notes, the Company may be required to issue up to 10,831,132 of its Ordinary Shares should the Note holders convert, per the terms of the notes, at a conversion rate of 34.9406 shares per \$1,000 principal amount of notes (equal to an initial conversion price of \$28.62 per Ordinary Share). The Notes are due in 2024.

During 2005, the Company issued 1,490,029 of its Ordinary Shares, valued at \$23.2 million to repurchased \$30.0 million of its outstanding Convertible Senior Subordinated Notes consisting of \$20.0 million of the 2.875% Notes and \$10.0 million of the 4.0% Notes. The transaction represents an early extinguishment of debt and the Company recorded a \$6.8 million gain related to the transaction. The Company also recorded to interest and other borrowing costs, the accelerated amortization of deferred issuance expense of \$0.9 million related to the debt extinguishment. All of the Notes purchased in the transaction were cancelled (see Note 7).

Common Stock Issuances During 2005, the Company issued 1,134,799 of its Ordinary Shares, valued at \$16.6 million, as the first three of four agreed upon advances to SC TESA for the construction of the power line to the San Cristobal Project. After the final advance is made in January 2006, the Company may be required to lend additional funds to SC TESA if the advances, plus accrued interest, do not total the maximum amount required to be advanced under the loan agreement of approximately \$22.3 million. The advances will be repaid to the Company with interest through credits against operating costs. The Company has determined that SC TESA is a variable interest entity of which the Company is the primary beneficiary and consequently the financial statements of SC TESA are fully consolidated with the Company's financial statements for the 2005 periods presented (see Note 2n).

In December 2005 the Company invested in Mariana Resources Limited an Australian based exploration company with properties in South America, exchanging 16,000 of the Company's Ordinary Shares valued at \$249,000 for 1,689,000 common shares of Mariana also valued at \$249,000. The Company acquired approximately 9% of the outstanding shares of Mariana.

In 2005, 2004 and 2003, the Company issued 10,647, 23,681, and 137,987 Ordinary Shares to consultants and recorded costs of \$0.2 million, \$0.5 million and \$2.9 million respectively.

12. Cash Flow Information

The following table reconciles net loss for the period to cash from operations:

| | For the years ended December 31, | | | For the period from December 22, 1994 (inception) through December 31, 2005 |
|--|----------------------------------|-------------------|-------------------|--|
| | 2005 | 2004 | 2003 | |
| | (in thousands) | | | |
| Cash flows from operating activities: | | | | |
| Net loss | \$ (67,038) | \$ (18,845) | \$ (6,044) | \$ (164,696) |
| Adjustments to reconcile net loss to net cash used in operating activities: | | | | |
| Amortization and depreciation | 210 | 55 | 36 | 1,396 |
| Amortization of deferred financing costs | 1,944 | 638 | | 2,582 |
| Accretion of asset retirement obligation | 15 | | | 15 |
| Amortization of premiums and discounts | 69 | | | 69 |
| Mark-to-market loss on derivative positions | 56,417 | 491 | | 56,908 |
| Loss (gain) on Euro hedge | 872 | (1,406) | | (534) |
| Gain on extinguishment of debt | (6,765) | | | (6,765) |
| Minority interest in loss of consolidated subsidiary | 34 | | | (4,525) |
| Stock compensation | 2,281 | 8,651 | 1,038 | 14,669 |
| Shares issued in consideration for services | | 60 | 2,912 | 8,585 |
| Shares issued to purchase mineral rights | | | | 1,799 |
| Changes in operating assets and liabilities: | | | | |
| (Increase) decrease in accrued interest receivable | 344 | (1,074) | 109 | (758) |
| (Increase) decrease in prepaid expenses and other assets net of amounts capitalized | 1,592 | (961) | (1,633) | (1,192) |
| Increase in value added tax recoverable (net) | (13,656) | (1,157) | (34) | (20,052) |
| Increase in accrued interest payable net of amounts capitalized | 21 | 1,604 | | 1,625 |
| Increase (decrease) in accounts payable and accrued liabilities net of amounts capitalized | (657) | 2,735 | 365 | 3,569 |
| Other increase (decrease) | (21) | (9) | 52 | 428 |
| | <u>\$ (24,338)</u> | <u>\$ (9,218)</u> | <u>\$ (3,199)</u> | <u>\$ (106,877)</u> |

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The following table details supplemental non-cash transactions:

| | For the years ended December 31, | | |
|--|-------------------------------------|-----------|----------|
| | 2005 | 2004 | 2003 |
| | (in thousand except per share) | | |
| Capitalized stock based compensation costs | \$ 693 | \$ 1,417 | \$ 311 |
| Payment of debt with Ordinary Shares at an average of \$15.59, \$0.00 and \$14.53 per share respectively | \$ 23,235 | \$ | \$ 164 |
| Capitalized consulting services paid with Ordinary Shares at an average value of \$16.06, \$19.64 and \$15.13 per share respectively | \$ 171 | \$ 465 | \$ 2,912 |
| Purchase of common stock of unrelated entity with Ordinary Shares at an average value of \$15.58, \$0.00 and \$0.00 per share respectively | \$ 249 | \$ | \$ |
| Accrued interest expense capitalized | \$ 1,646 | \$ 1,286 | \$ |
| Depreciation expense capitalized | \$ 2,733 | \$ 412 | \$ 469 |
| Offering costs incurred | \$ | \$ 21,703 | \$ |
| Initial measurement of asset retirement obligation | \$ 1,988 | \$ | \$ |
| Capital leases purchased with long term debt (net) | \$ 13,539 | \$ | \$ |

13. Commitments and Contingencies

Leases The Company has lease commitments as follows:

| | 2006 | 2007 | 2008 | 2009 | 2010 |
|-------------------------------------|------------|------------|------------|------------|------------|
| San Cristobal holding costs | \$ 400,000 | \$ 400,000 | \$ 400,000 | \$ 400,000 | \$ 400,000 |
| Corporate headquarters office lease | \$ 374,000 | \$ 375,000 | \$ 378,000 | \$ 126,000 | \$ |

The Company is required to make mining patent lease payments to the Bolivian government to maintain its rights to the San Cristobal mining concessions. The Company has made such payments totaling approximately \$360,000 per year for the years ending December 31, 2005, 2004 and 2003.

The lease for the corporate headquarters office space expires in 2009. Payments associated with this lease were recorded to rent expense by the Company in the amounts of \$338,000, \$271,000 and \$215,000 for the years ended December 31, 2005, 2004 and 2003 respectively.

Letters of Credit At December 31, 2005, the Company had outstanding irrevocable standby letters of credit related to the San Cristobal project in the aggregate amount of \$27.0 million. The letters of credit include \$23.0 million associated with the rail contract to transport metal concentrates to the port facilities, \$2.0 million associated with the construction management contract and \$2.0 million related to the planned port facilities. At December 31, 2005 the Company had deposited \$27.0 million to collateralize the letters of credit and has recorded that amount to restricted cash. Per the terms of the letters of credit the required amounts may be reduced from time to time depending on certain circumstances. As such, during February 2006 the full \$2.0 million related to the port facility was released back to the Company and the letter of credit related to the rail facility was reduced by \$4.4 million.

Escrow Amounts The Company has placed \$4.1 million in an escrow account to collateralize its discretionary metals trading program. In addition, the Company has placed \$4.1 million in an escrow account to provide for certain requirements related to the development of the port facility for the San Cristobal Project. At December 31, 2005 the \$8.2 million in these two escrow accounts were recorded as restricted cash.

Project Financing The terms and conditions of the project financing arrangement with Barclays Capital and BNP Paribas required the Company to deposit \$100 million cash to collateralize certain pre-closing covenants and requirements related to the price protection program. The cash is to be released back to the Company upon meeting all of the conditions precedent to borrowing under the loan. At December 31, 2005 the \$100.0 million collateral was recorded to restricted cash. In addition, per the terms of the financing arrangement the Company has placed \$69.0 million of investments in an account to provide over-run funding for the San Cristobal project if necessary. The amounts in the account will be released upon certain project completion requirements being met or to fund over-runs. At December 31, 2005 the \$69.0 million was recorded to short and long-term restricted investments.

Capital Commitments The Company has entered into agreements with certain service providers and placed orders for certain long-lead equipment and construction materials for its San Cristobal project resulting in open commitments totaling approximately \$116.7 million at December 31, 2005. If the Company cancelled all of these agreements or orders at December 31, 2005, it would incur cancellation fees totaling approximately \$18.0 million.

Taxes The Company is receiving certain tax and duty benefits on a portion of the equipment it is importing for its San Cristobal Project. The benefits are contingent upon fulfilling certain expenditure commitments within a specified period of time and returning certain equipment off shore within a specified period of time. Failing to comply with these commitments would obligate the Company to refund the benefits received.

Other Contingencies The Company has determined through an internal investigation that several senior employees of one of its South American subsidiaries were involved in making impermissible payments of approximately \$125,000 to government officials during 2003 and 2004 in connection with an inactive, early stage, exploration property that is not related to any of the Company's active exploration or development properties. The Company has contacted the U.S. Department of Justice ("DOJ") and U.S. Securities and Exchange Commission ("SEC") and reported the results of its internal investigation. The Company has been informed that the SEC has commenced an investigation with respect to these matters, including possible violations of the Foreign Corrupt Practice Act. The Company is cooperating fully with the SEC investigation and will cooperate with any investigation by the DOJ. The Company cannot predict with any certainty the final outcome of any investigations that may take place including any fines or penalties that may be imposed.

14. Fair Value of Financial Instruments

The Company's financial instruments consist of cash and cash equivalents, investments, receivables, VAT recoverable, accounts payable, other current liabilities, derivatives and long-term debt. Except for the VAT and long-term debt, the carrying amounts of these financial instruments approximate fair value due to their short maturities.

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The estimated fair values of the Company's long-term financial instruments as measured on December 31, 2005 and 2004 are as follows:

| | 2005 | | 2004 | |
|---|-----------------|------------|-----------------|------------|
| | Carrying Amount | Fair Value | Carrying Amount | Fair Value |
| | (in thousands) | | | |
| Value added tax recoverable | \$ 20,074 | \$ 17,087 | \$ 6,396 | \$ 5,451 |
| 2.875% Convertible Senior Subordinated Notes due 2024 | 180,000 | 135,225 | 200,000 | 188,000 |
| 4.00% Convertible Senior Subordinated Notes due 2024 | 129,987 | 107,077 | 139,987 | 138,587 |

The fair value of the VAT recoverable is estimated based on the expected timing of future cash flows and the Company's incremental borrowing rate of 4.5%. The fair value of the Convertible Senior Subordinated Notes is based on quoted market values.

15. Segment Information

In 1998, the Company adopted Statement of Financial Accounting Standards No. 131, "Disclosure about Segments of an Enterprise and Related Information" ("FAS No. 131"). The Company's sole activity is exploration for and development of mineral properties containing silver and substantially all of the Company's long-lived assets are in Bolivia. The Company's other principal assets consist primarily of short-term, long-term and restricted investments held in US government and US corporate securities.

16. Quarterly Results of Operations (Unaudited)

The following table summarizes the Company's quarterly results of operations for the years ended December 31, 2005, 2004 and 2003:

| | First Quarter | Second Quarter | Third Quarter | Fourth Quarter |
|---|---------------|---------------------------------|---------------|----------------|
| | | (in thousands except per share) | | |
| 2005 | | | | |
| Net loss for the period | \$ (4,853) | \$ (2,823) | \$ (12,096) | \$ (47,266) |
| Net loss per Ordinary Share basic and diluted | \$ (0.10) | \$ (0.06) | \$ (0.25) | \$ (0.94) |
| 2004 | | | | |
| Net loss for the period | \$ (4,661) | \$ (3,166) | \$ (6,612) | \$ (4,406) |
| Net loss per Ordinary Share basic and diluted | \$ (0.11) | \$ (0.07) | \$ (0.14) | \$ (0.09) |
| 2003 | | | | |
| Net loss for the period | \$ (1,693) | \$ (2,061) | \$ (955) | \$ (1,335) |
| Net loss per Ordinary Share basic and diluted | \$ (0.05) | \$ (0.06) | \$ (0.03) | \$ (0.04) |

The fourth quarter 2005 loss includes a \$48.8 million non-cash mark-to-market loss related to the metals derivative open positions.

The third quarter 2004 loss includes a one-time \$3.9 million non-cash compensation charge related to stock options granted to the retiring Chairman.

17. Subsequent Events

On January 16, 2006, the Company issued 369,033 of its Ordinary Shares, valued at \$5.6 million, as the last of four agreed upon advances to SC TESA for the construction of the power line to the San Cristobal project. The Company had previously issued 1,134,799 of its Ordinary Shares, valued at \$16.6 million, during 2005, to facilitate the first three advances to SC TESA (see Notes 2*n* and 11). The Company may be required to lend additional funds to SC TESA if the advances, plus accrued interest, do not total the maximum amount required to be advanced under the loan agreement of approximately \$22.3 million. The advances will be repaid to the Company with interest through credits against charges for future delivery of power.

In January and February 2006 the Company issued approximately 1.1 million Ordinary Shares valued at \$17.1 million and \$0.3 million of cash for unpaid interest to complete the purchase of \$20.0 million principal amount of the Company's 4.0% Convertible Senior Subordinated Notes due 2024 in a privately negotiated exchange transaction. The Company canceled the notes purchased in the transaction.

During February and March 2006, the Company borrowed \$40.0 million under the \$225 million project finance facility that closed during December 2005 (see Note 7). The initial borrowings under the facility occurred following the satisfactory completion of customary conditions precedent, including the filing of liens on project assets and receipt of various consents and approvals. The proceeds from the facility are restricted to development of the San Cristobal project.

Upon completion of the project finance facility's customary conditions precedent during February 2006, the \$100.0 million being held by the banks to collateralize the mandated metals price protection program was released to the Company. In turn, the Company deposited the \$100.0 million along with an additional \$84.0 million into an escrow account the use of which are restricted to development of the San Cristobal project per the terms of the facility.

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