ORVANA MINERALS CORP.

ANNUAL INFORMATION FORM
FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2005

December 23, 2005

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Unless otherwise noted herein, information in this Annual Information Form is presented as at September 30, 2005.

Unless otherwise noted herein, all dollar amounts in this Annual Information Form are in United States dollars and gold production, in fine troy ounces, is referred to as "ounces".

Certain statements in this Annual Information Form constitute forward-looking statements or forward-looking information within the meaning of applicable securities laws ("forward-looking statements"). Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions, potentials, future events or performance (often, but not always, using words or phrases such as "believes", "expects" or "does not expect", "is expected", "anticipates" or "does not anticipate", or "intends" or stating that certain actions, events or results "may", "could", "would", "might" or "will" be taken or achieved) are not statements of historical fact, but are "forward-looking statements". Such forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of Orvana, or developments in Orvana's business or in its industry, to differ materially from the anticipated results, performance, achievements or developments expressed or implied by such forward-looking statements. Forward-looking statements include all disclosure regarding possible events, conditions or results of operations that are based on assumptions about future conditions, courses of action and consequences. Forward-looking statements may also include, without limitation, any statement relating to future events, conditions or circumstances. Orvana cautions you not to place undue reliance upon any such forward-looking statements, which speak only as of the date they are made. Forward-looking statements relate to, among other things, mineral resource and mineable reserve estimates, production forecasts, future transactions, the successful completion of reclamation projects, future gold prices, the ability to achieve additional growth and geographic diversification, future production costs, accounting estimates and assumptions, future tax benefits, the renewal or renegotiation of agreements, future financial performance, including the ability to increase cash flow and profits, future financing requirements, mine development plans, and the future regulatory, political, social and economic environment. A variety of inherent risks, uncertainties and factors, many of which are beyond the Company's control, affect the operations, performance and results of the Company and its business, and could cause actual results to differ materially from current expectations of estimated or anticipated events or results. Some of these risks, uncertainties and factors include the impact or unanticipated impact of: the need to recalculate estimates of reserves and resources based on actual production experience; the failure to achieve production estimates; variations in the grade of ore mined; variations in the cost of operations; fluctuations in the price of gold; the availability of qualified personnel; risks generally associated with mineral exploration and development, including the Company's ability to acquire and develop mineral properties; the Company's ability to obtain additional financing when required on terms that are acceptable to the Company; challenges to the Company's interests in its property and mineral rights; current, pending and proposed legislative or regulatory developments in the jurisdictions where the Company operates; political conditions and developments in the jurisdictions where the Company operates; general economic conditions worldwide and the risks identified below under the heading "Description of the Business – Risk Factors". This list is not exhaustive of the factors that may affect any of the Company's forward-looking statements. Forward-looking statements are based on management's current plans, estimates, projections, beliefs and opinions, and the Company does not undertake any obligation to update forward-looking statements should assumptions related to these plans, estimates, projections, beliefs and opinions change. Readers are cautioned not to put undue reliance on forward-looking statements.

1. CORPORATE STRUCTURE

Name, Address and Incorporation

Orvana Minerals Corp. (the "Company" or "Orvana") was formed by the amalgamation of Pan Orvana Resources Inc. ("Pan Orvana") and New Kelore Mines Limited ("New Kelore") pursuant to articles of amalgamation dated February 24, 1992 under the *Business Corporations Act* (Ontario) and an amalgamation agreement between such parties dated December 30, 1991. Pan Orvana was incorporated under the laws of the Province of British Columbia on March 27, 1987 under the name Orvana Resources Inc. and changed its name to Pan Orvana Resources Inc. on September 4, 1987. New Kelore was incorporated by Letters Patent pursuant to the laws of the Province of Ontario on May 9, 1945 under the name Kelwren Gold Mines Limited. In 1948 it changed its name by Supplementary Letters Patent to Kelore Mines Limited and on March 27, 1953, it further changed its name to New Kelore Mines Limited. The registered office of the Company is c/o Blake, Cassels & Graydon LLP, 23rd Floor, Commerce Court West, 199 Bay Street, Toronto, Ontario, Canada M5L 1A9. Orvana's head office is located at Suite 810, 335 Bay Street, Toronto, Ontario, Canada M5H 2R3.

Intercorporate Relationships

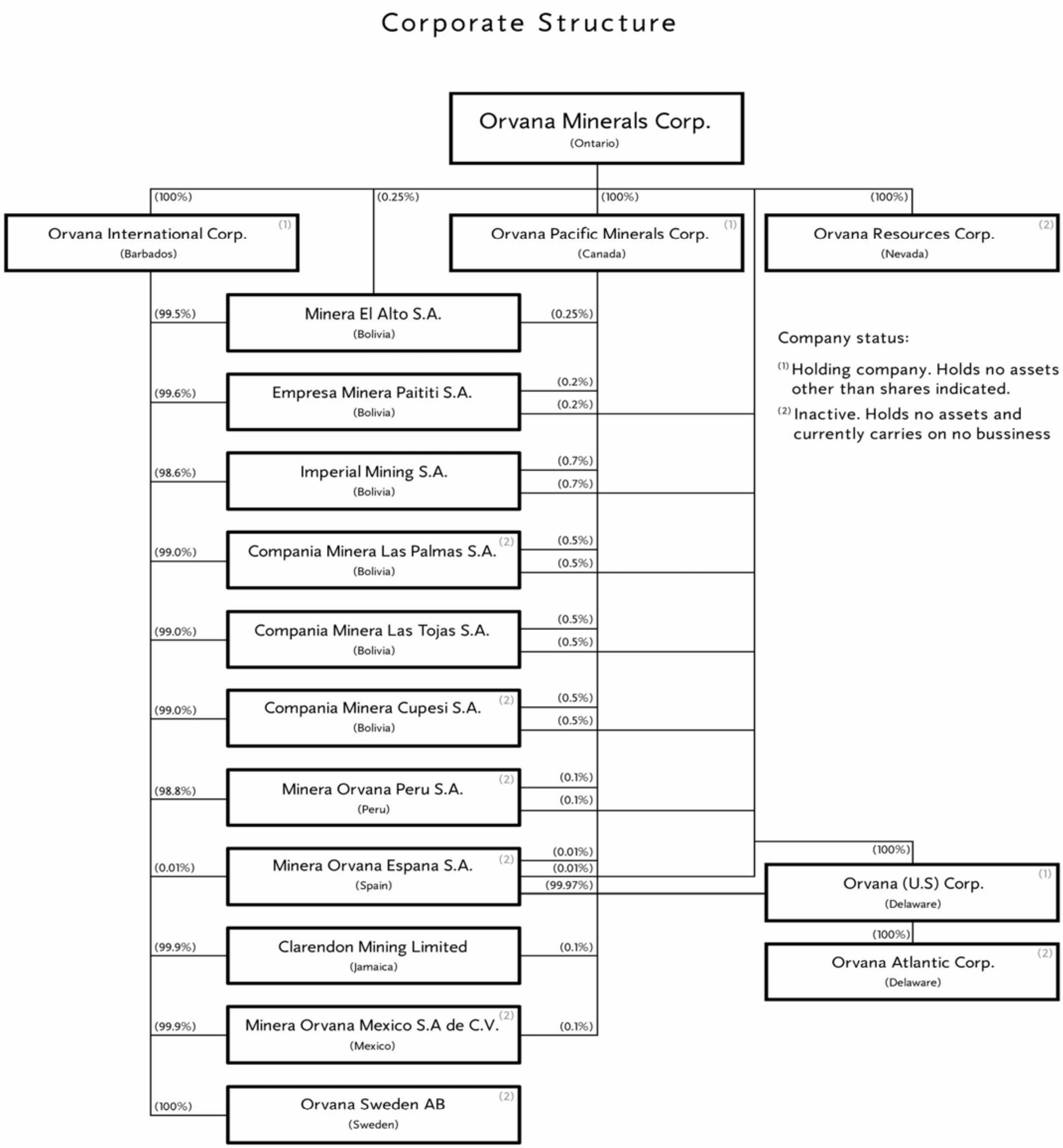
Historically, Orvana has conducted its exploration activities in foreign jurisdictions through subsidiary companies incorporated in those jurisdictions. The Company's active subsidiaries and holding companies, all of which are wholly-owned, are as follows:

- in Canada, Orvana Pacific Minerals Corp.;
- in Barbados, Orvana International Corp.;
- in Bolivia, Empresa Minera Paititi S.A., Compañia Minera Las Tojas S.A., Imperial Mining S.A. and Minera El Alto S.A.; and
- in Jamaica, Clarendon Mining Limited.

The Company's inactive subsidiaries, all of which are wholly-owned and have no assets or mineral property holdings, are as follows:

- in Bolivia, Compañia Minera Las Palmas S.A. and Minera Cupesi, S.A.;
- in Mexico, Minera Orvana Mexico S.A. de C.V.;
- in Peru, Minera Orvana Peru S.A.;
- in Spain, Minera Orvana Espana S.A.;
- in Sweden, Orvana Sweden AB; and
- in the United States, Orvana Resources Corp., Orvana U.S. Corp. and Orvana Atlantic Corp.

The intercorporate relationships among Orvana and each of its subsidiaries are outlined in the diagram below. The diagram below also provides specific information on (a) the percentage of votes attaching to all voting securities of each subsidiary beneficially owned, controlled or directed by Orvana and (b) the jurisdiction of incorporation of Orvana and each of its subsidiaries (which is set out in parentheses).


Corporate Structure
Orvana Minerals Corp.
(Ontario)
(100%)
(0.25%)
(100%)
(100%)
Orvana International Corp. (1)
(Barbados)
Orvana Pacific Minerals Corp. (1)
(Canada)
Orvana Resources Corp. (2)
(Nevada)
(99.5%)
Minera El Alto S.A.
(Bolivia)
(0.25%)
(99.6%)
Empresa Minera Paititi S.A.
(Bolivia)
(0.2%)
(0.2%)
(98.6%)
Imperial Mining S.A.
(Bolivia)
(0.7%)
(0.7%)
(99.0%)
Compania Minera Las Palmas S.A. (2)
(Bolivia)
(0.5%)
(0.5%)
(99.0%)
Compania Minera Las Tojas S.A.
(Bolivia)
(0.5%)
(0.5%)
(99.0%)
Compania Minera Cupesi S.A. (2)
(Bolivia)
(0.5%)
(0.5%)
(98.8%)
Minera Orvana Peru S.A. (2)
(Peru)
(0.1%)
(0.1%)
(0.01%)
Minera Orvana Espana S.A. (2)
(Spain)
(0.01%)
(0.01%)
(99.97%)
(100%)
Orvana (U.S) Corp. (1)
(Delaware)
(100%)
Orvana Atlantic Corp. (2)
(Delaware)
(99.9%)
Clarendon Mining Limited
(Jamaica)
(0.1%)
(99.9%)
Minera Orvana Mexico S.A de C.V. (2)
(Mexico)
(0.1%)
(100%)
Orvana Sweden AB (2)
(Sweden)
Company status:
(1) Holding company. Holds no assets other than shares indicated.
(2) Inactive. Holds no assets and currently carries on no bussiness

2. GENERAL DEVELOPMENT OF THE BUSINESS

Historical Background

For a number of years, the Company's business plan was to identify and acquire properties with exploration potential, and to use Orvana's technical and financial resources to advance such projects, with the expectation that such properties could be vended to third parties possessing the requisite resources to develop and operate such properties, with the Company retaining significant participating interests in those properties. The depressed state of the gold industry from 1999 through early 2002 created impediments to the continuation of Orvana's business plan, as it became difficult to raise the additional capital needed to advance the Company's properties. The number of its employees was reduced during this period and, from February 28, 2001 to January 11, 2002, Orvana had no paid employees and all management duties were handled by members of the Board of Directors and the Corporate Secretary.

Pursuant to the transaction with Compania Minera del Sur S.A. ("Comsur") that is described below, on January 11, 2002, Comsur acquired a controlling interest in the Company and began work to bring the lower mineralized zone of the Company's Don Mario ore deposit in Eastern Bolivia (the "Don Mario Property") into production. Commercial production at the Don Mario mine commenced on July 1, 2003.

Significant Transaction with Comsur

The Company and certain of its subsidiaries entered into an agreement with Comsur dated September 12, 2001, as amended (the "Definitive Agreement"). Under the Definitive Agreement, Comsur financed the purchase by the Company's subsidiary, Empresa Minera Paititi S.A. ("Paititi"), from Comsur of a mining concession, gold mill plant and equipment; arranged additional financing for Paititi's purchase of mining equipment and development of the Don Mario Property; and, subject to certain conditions, undertook to place the Lower Mineralized Zone ("LMZ") of the Don Mario Property into production within 18 months of January 11, 2002 (the "Share Purchase Closing Date").

Under the terms of the Definitive Agreement, on the Share Purchase Closing Date, Comsur invested $4 million in return for the issuance by the Company to Comsur of 52,995,143 common shares, together with the right to receive additional common shares, at no additional cost, on a one-for-one basis for each common share issued by the Company either (i) as a result of the exercise of warrants, options or other convertible securities of the Company outstanding on the Share Purchase Closing Date or (ii) in settlement of liabilities and obligations owed by the Company on the Share Purchase Closing Date, up to a maximum of 29,154,190 additional common shares. In addition, on January 11, 2002, 668,219 common shares of the Company were issued to Comsur in settlement of a loan advanced by Comsur to the Company under an interim financing arrangement.

Under the terms of the Definitive Agreement, in connection with its work to place the LMZ into production, Comsur provided management services to Paititi. From January 2002 to September 2003, such management services were provided by members of Comsur's management team, including Jaime Urjel, who also served as President and Chief Executive Officer of the Company from March 2002 to March 2005, Carlos Mirabal, who also served as the Company's Chief Operating Officer from March 2002 to September 2005 and Jorge Szasz, who was the Chief Financial Officer of the Company from March 2002 to September 2005. Under the Definitive Agreement, Comsur was reimbursed for its overhead costs arising from the operation of Paititi, but did not receive any other payment as compensation for its services. With the completion of construction and commencement of operations at the Don Mario mine, Comsur completed its obligation to provide management services to Paititi under the Definitive Agreement. Effective October 1, 2003, Comsur entered into the management services agreement described below under "Material Contracts".

Prior to March of 2005, Comsur was an indirect subsidiary of Minera S.A. As part of a corporate reorganization in connection with the sale by Minera S.A. of the parent company of Comsur, all of the common shares of the Company held by Comsur, together with a debenture of the Company in the amount of $92,488, were transferred to Fabulosa Mines Limited ("Fabulosa"), a wholly-owned subsidiary of Minera S.A. In addition, Comsur assigned to Fabulosa its rights and obligations under the Definitive Agreement, including in connection with an asset purchase loan made by Comsur to the Company. As a result of such transfer and of subsequent issuances of common shares to Fabulosa pursuant to the right described above, Fabulosa held 60,175,028 common shares as at December 12, 2005, representing 52.5% of the outstanding common shares.

Under the Definitive Agreement, Fabulosa has a pre-emptive right with respect to the issuance of additional common shares or securities convertible into common shares to other persons, entitling Fabulosa to acquire common shares or convertible securities on the same terms and conditions as those so issued by the Company, subject to applicable requirements of the Toronto Stock Exchange. Fabulosa is also entitled to receive common shares in certain circumstances in the event that it is entitled to indemnification for a breach of a representation or warranty in the Definitive Agreement.

The Definitive Agreement also provides that, until the fifth anniversary following the Share Purchase Closing Date, Fabulosa is entitled to select four nominees for election as directors and Fabulosa will vote its shares of the Company in favour of three nominees (at least two of whom shall be residents of Canada as defined in the *Business Corporations Act* (Ontario) unless otherwise agreed by Fabulosa) who are not selected by Fabulosa and its affiliates.

Don Mario Property

With the investment in the Company by Comsur and the implementation of the Definitive Agreement, the Company began development of its Don Mario Property. The Company completed construction of a mill and related facilities in April and May 2003. Mill start-up and commissioning work was carried out and commercial production commenced July 1, 2003. During the 27 months ended September 30, 2005, the mill treated 514,936 tonnes of ore and produced 125,395 ounces of gold. According to the *"Technical Report on the Mineral Resource and Reserve Estimation for the Don Mario Gold Mine, Lower Mineralized Zone"* dated December 23, 2005, described in detail below, the updated proven and probable reserves of the LMZ has been estimated at 1,017,500 tonnes, grading 11.3 g/t, containing 368,800 ounces of gold.

Three Technical Reports have been filed on the Don Mario Property, namely:

1. "*Technical Report on the Don Mario Gold Property, Chiquitos Province, Bolivia*" dated July 25, 2003 (the "AMEC Technical Report") by AMEC (Peru) S.A., a division of AMEC E&C Services Limited ("AMEC"). The Company engaged AMEC to prepare an independent Technical Report on the LMZ in compliance with the requirements of National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* of the Canadian Securities Administrators ("National Instrument 43-101"). The AMEC Technical Report was prepared by AMEC personnel Miron Berezowsky, P. Eng., Ken Brisebois, P. Eng., and John Kiernan, P. Eng., each of whom is a "qualified person" independent of the Company within the meaning of National Instrument 43-101.

2. "*Technical Report on the Don Mario Upper Mineralized Zone ("UMZ") Gold Project, Chiquitos Province, Bolivia"* dated March 2005 (the "PAH Technical Report") prepared by Pincock, Allen & Holt ("PAH"). The Company engaged PAH to prepare an independent Technical Report on the UMZ in compliance with the requirements of National Instrument 43-101. The PAH Technical Report was prepared by PAH personnel Raul H. Borrastero C.P.G and Richard Addision, P. Eng., each of whom is a "qualified person" independent of the Company within the meaning of National Instrument 43-101.

3. *"Technical Report on the Mineral Resource and Reserve Estimation for the Don Mario Gold Mine, Lower Mineralized Zone"* dated December 23, 2005 (the "Orvana Technical Report") prepared by M.J. Hodgson, C. Eng., the Company's Vice President, Technical Services. The Orvana Technical Report has been prepared to accompany the earlier AMEC Technical report on the LMZ, which contains relevant data. Mr. Hodgson is a "qualified person" within the meaning of National Instrument 43-101.

All three Technical Reports are available along with the Company's other public disclosure documents at www.SEDAR.com, as well as at the Company's website at www.orvana.com.

3. DESCRIPTION OF THE BUSINESS

Introduction

The Company is engaged in the mining, exploration and development of gold and other precious metal resource properties. The Company owns and operates the Don Mario gold mine in Eastern Bolivia. According to the AMEC Technical Report, as at June 30, 2003, the LMZ of the Don Mario Mine had estimated proven and probable reserves of 1.5 million tonnes, grading 8.74 grams per treated tonne ("g/t"), and contained an estimated 414,000 ounces of gold. According to the Orvana Technical Report, as at November 1, 2005, the updated proven and probable reserve of the LMZ, was estimated at 1,017,500 tonnes, grading 11.3 g/t, containing 368,000 ounces of gold.

The Company holds an interest in the Las Palmeras concession in Bolivia. The concession, which covers approximately 7,100 hectares, is located in the Canton of San Ramon, Santa Rosa de la Mina and San Javier, in the Province of Ñuflo de Chavez. The Puquio Norte open pit gold mine owned by Comsur operated within this concession until late 2001, when the ore body was exhausted and the operation was closed. Very little exploration has been conducted on the Las Palmeras concession, except within the immediate vicinity of the Puquio Norte operation.

The Company also holds certain joint venture interests in a number of mineral concessions located in the Altiplano region of Bolivia, including a joint venture interest in the Pederson property. The Company has reached an agreement in principle to sell its interest in the Pederson property, which sale is subject to certain conditions, including execution of a definitive agreement by the relevant parties. The Pederson property and other exploration properties are carried at a nominal amount in the Company's consolidated financial statements and related liabilities and expenses are not material. In addition, the Company has a small net smelter return royalty interest in the Central Inlier property in Jamaica.

Selected Consolidated Financial Information

The table below sets forth selected consolidated financial information for the Company for the fiscal years ended September 30, 2005 and 2004. This financial information should be read in conjunction with the more detailed financial information appearing in the Company's corresponding audited consolidated financial statements and notes thereto.

	September 30 (Expressed in thousands of United States dollars)	
	2005	**2004**
Revenues	$29,350	$19,121
Net income	8,920	7,842
Assets	35,163	35,300
Long-term financial liabilities	-	13,159
Per share amounts:		
Net income – basic and diluted	$0.08	$0.07
Cash dividends	0.00	0.00

Principal Market and Distribution

The Company sells all of its gold production to one customer, a precious metals trader. Title to each shipment passes to that customer once the Company has been paid for the shipment.

Development of the Don Mario Project

The Don Mario mine and mill operated according to plan during the fiscal year ended September 30, 2005. Ore and waste were extracted from both the underground mine and the mini-pit. 163,685 tonnes of development, cut & fill and longhole-stoping ore at a grade of 11.43 g/t gold were extracted from the underground mine, and 54,992 tonnes of ore at a grade of 7.10 g/t gold were extracted from the mini-pit. The mill treated 233,837 tonnes of ore at a grade of 10.13 g/t gold and produced 68,759 ounces of gold during fiscal 2005, with a mean gold recovery of 90.2%. 68,273 ounces of gold were sold by the Company during the fiscal year ended September 30, 2005. As at September 30, 2005, the operation employed approximately 250 salaried staff and 120 contracted personnel providing mine, camp and support services.

Work on the development of the underground mine continued during fiscal 2005. The main vertical shaft was advanced 13.4 metres during the year. Work on the development of the main ramp continued throughout fiscal 2005, with a total of 797 metres developed during the year. The plan is to extend the ramp to the base of the LMZ by the end of fiscal 2006. Horizontal and vertical development continued during the past 12 months to prepare new adits, ore shoots and ventilation shafts. The purchase and introduction into the mine of a new single boom jumbo rock drill along with two scooptrams are expected to greatly assist production efficiencies and to help ensure that future production and development targets are met as the operation becomes predominantly an underground operation. The Company intends to acquire two additional scooptrams during fiscal 2006.

A copy of the mine plan for the underground mine is available at Orvana's website www.orvana.com.

Risk Factors

The following discussion summarizes the principal risk factors that apply to the Company's business and that may have a material adverse effect on the Company's business, financial condition and results of operations, or the trading price of the Company's common shares.

Mineral Reserves and Resources

Mineral reserve and resource figures provided by the Company are estimates and no assurances can be given that the indicated amount will be produced. Estimated reserves and resources may have to be recalculated based on actual production experience.

Development of Mineral Deposits, Production Costs and Metal Prices

The economics of developing mineral deposits are affected by many factors including variations in the grade of ore mined, the cost of operations and fluctuations in the sales price of products. The value of the Company's mineral properties is heavily influenced by metal prices, particularly the price of gold. Metal prices can and do change significantly over short periods of time, and are affected by numerous factors beyond the control of the Company, including changes in the level of supply and demand, international economic and political trends, expectations of inflation, currency exchange fluctuations, interest rates, global or regional consumption patterns, speculative activities and increased production arising from improved mining and production methods and new discoveries. There can be no assurance that the prices of mineral products will be sufficient to ensure that the Company's properties can be mined profitably. Depending on the price received for minerals produced, the Company may determine that it is impractical to commence or continue commercial production. The grade of any ore ultimately mined from a mineral deposit may differ from that predicted from drilling results or past production. Production volumes and costs can be affected by such factors as permitting regulations and requirements, weather, environmental factors, unforeseen technical difficulties, unusual or unexpected geological formations and work interruptions. Short-term factors relating to ore reserves, such as the need for orderly development of ore bodies or the processing of new or different grades, may also have an adverse effect on the results of operations. Moreover, there can be no assurance that because minerals are recovered in small scale laboratory tests recoveries will be achieved under production scale conditions. Although precautions to minimize risks will be taken, processing operations are subject to hazards such as equipment failure or failure of tailings impoundment facilities, which may result in environmental pollution and consequent liability.

Environmental and other Regulatory Requirements

The current or future operations of the Company, including exploration and development activities and commencement of production on its properties, require approvals, permits or licenses from various levels of government. Such approvals, licenses and permits are or may be, as a practical matter, subject to the discretion of the applicable governments or governmental officials. The Company's operations are and will be governed by laws and regulations concerning prospecting, development, mining, production, exports, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, mine safety and other matters. The Company believes it is in substantial compliance with all material laws and regulations that currently apply to its activities. There can be no assurance, however, that all approvals, licenses and permits which the Company may require for construction of mining facilities and conduct of mining operations, particularly environmental permits, will be obtained or maintained on reasonable terms or that compliance with such laws and regulations will not have an adverse effect on the profitability of any mining project that the Company might undertake.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations and, in particular, environmental laws.

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

Water Supply

The amount of ore processed at the Don Mario mine is dependent on the volume of water available in nearby reservoirs, which depends on the amount and timing of seasonal rainfall. If a sufficient amount of water is not accumulated and maintained, the Don Mario mine may not be able to operate at full capacity or may be able to do so only on an intermittent basis.

Reliance on Key Personnel

The Company's operations are dependent on the abilities, experience and efforts of key personnel. If any of these individuals were to be unable or unwilling to continue to provide their services to the Company, there may be a material adverse effect on the Company's operations. The Company's success is dependent upon its ability to attract and retain qualified employees and personnel to meet its needs from time to time.

Exploration and Development Risks

Mineral exploration and mining involve considerable financial, technical, legal and permitting risks. Substantial expenditures are usually required to establish ore reserves and resources, to evaluate metallurgical processes and to construct mining and processing facilities at a particular site. With the exception of the Don Mario Property, the Company's properties are without known bodies of commercial ore. It is impossible to ensure that the exploration programs conducted by the Company will result in profitable commercial mining operations, as few properties that are explored are ultimately developed into producing mines. Unusual or unexpected geological formations, unstable ground conditions that could result in cave-ins or land slides, floods, power outages, water or fuel shortages, labour disruptions, fires, explosions, and the inability to obtain suitable or adequate machinery, equipment or labour are risks associated with the conduct of exploration programs and the operation of mines. In addition, social unrest in areas adjacent to the Company's properties could have a material adverse effect on the Company's activities. The Company has been dependent upon and may continue to be dependent upon consultants and outside contractors for construction and operating expertise.

Production Estimates

No assurance can be given that production estimates will be achieved. The Company's actual production may vary from estimates for a variety of reasons including: actual ore mined varying from estimates of grade, tonnage, dilution and metallurgical and other characteristics, short-term operating factors relating to ore reserves, risks and hazards associated with mining, inclement weather conditions, floods, drought, earthquakes and other natural phenomena, and unexpected labour shortages or disruptions.

International Operations

The Company has substantially all of its assets and operations in Bolivia, and may in the future have significant assets and operations in other nations in and outside of Latin America. Such international assets and operations are, or may be, subject to various political, economic and other uncertainties, including, among other things, the risks of political instability and changing political conditions, conflict and civil unrest, acts of terrorism, expropriation, nationalization, renegotiation or nullification of existing concessions, licenses, permits, approvals and contracts, adverse changes in taxation policies, foreign exchange and repatriation restrictions, restrictions on foreign investment in or ownership of resources and trade barriers or restrictions. The Company also may be hindered or prevented from claiming against or enforcing its rights with respect to a governmental instrumentality because of the doctrine of sovereign immunity. It is not possible for the Company to accurately predict political or social conditions or developments or changes in laws or policy or to what extent, if any, such conditions, developments or changes may have a material adverse effect on the Company's operations. Moreover, it is possible that deterioration in economic conditions or other factors could result in a change in government policies respecting the presently unrestricted repatriation of capital investments and earnings.

Title Matters

The Company's interests in mineral tenures grant it exclusive rights to the minerals discovered in the course of exploration. Maintenance of the Company's property and mineral rights is subject to ongoing compliance with the laws and regulations promulgated with respect to such rights. While the Company believes that title to all of its properties and mineral claims and concessions is in good standing, the Company's title to such properties, claims and concessions is not guaranteed. Title to the Company's properties may be challenged or impugned, and properties may be subject to prior unregistered agreements or transfers, or local land claims, and title may be affected by undetected defects.

Gold Price Volatility

Gold prices are subject to volatile fluctuations and are affected by a number of factors, such as central bank lending, sales and purchases of gold, levels of gold production, industrial and jewellery demand and macroeconomic factors such as currency fluctuations, interest rates and political or economic events.

Competition

The Company faces considerable competition in acquiring promising mineral properties, engaging joint venture partners and obtaining funding support. As a result of this competition, some of which is against companies with substantial capabilities and greater financial and technical resources than the Company, the Company may be unable to acquire mineral properties, engage joint venture partners or obtain funding on terms it considers acceptable.

Additional Funding Requirements

The Company began commercial operation on July 1, 2003 and has generated net income and positive cash flow from operations (before changes in non-cash working capital items) during the past nine fiscal quarters ended September 30, 2005. However, there can be no assurance that the Company will generate net income or positive cash flow in the future. In the past, the Company has relied primarily on sales of equity securities, contributions by joint venture partners and borrowings from third parties to meet its cash requirements. There is no assurance that the Company will be successful in obtaining any additional financing that may be required in the future. Future development of the Company's properties will depend upon its ability to generate earnings and cash flow from its operations and to obtain financing through the joint venturing of projects, private placement financing, public financing, bank credit facilities or other means.

Bolivia's status as a developing country may make it more difficult or expensive for the Company to obtain any required financing for its properties due to actual or perceived increased investment risk.

Insurance

There is no assurance that in the event of a claim, the amount of the Company's insurance coverage, if any, will be adequate to cover the full amount of the claim.

Currency Fluctuations

The Company's functional currency was changed to United States dollars as of December 31, 2002 and its financial statements are presented in United States dollars. The Company may be exposed to foreign currency fluctuations to the extent it incurs expenses or earns revenues in other currencies. A large proportion of the Company's revenues, costs and assets are denominated in United States dollars, with the remainder primarily denominated in Bolivian or Canadian currencies. Therefore, at this time, the Company does not expect currency fluctuations to have a significant impact on its financial position or results. However, there can be no assurance that future fluctuations in currency values will not materially affect the Company's financial position and results. Given the global nature of capital markets and the minerals business, disruptions in the economies of other regions can adversely impact economic conditions in Latin America, as that region is particularly dependent on other countries for sources of investment and for markets for its products.

Conflicts of Interest

Directors of the Company are or may become directors or officers of other mineral resource companies or have significant shareholdings in such other companies and, to the extent that such other companies may participate in ventures in which the Company may participate, its directors may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation.

Share Trading Volatility

The securities of many mineral exploration and development companies, particularly those considered development stage companies, have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or the prospects of such companies. There can be no assurance that continued fluctuations in share price will not occur.

Mineral Properties

Don Mario Property, Bolivia

The Don Mario Property is the only property that is currently material to the Company. The AMEC Technical Report, the PAH Technical Report and the Orvana Technical Report (collectively, the "Technical Reports") are each incorporated by reference in this Annual Information Form in their entirety. Specific information about the Don Mario Property and references to relevant portions of the Technical Reports are set out below.

(i) Property Description and Location

(a) Area and Location of the Property

The Don Mario Property consists of 11 contiguous mineral concessions covering approximately 53,900 hectares and is located within the San Juan Canton of the Province of Chiquitos in Eastern Bolivia. The Don Mario Property is located at a geographical position of 59°47' W longitude and 17°15' S latitude, which is 380 kilometres east of the provincial capital of Santa Cruz de la Sierra.

(b) Nature and Extent of Orvana's Title to or Interest in the Property

Ownership of the Don Mario mineral concession is held by Paititi, a Bolivian subsidiary of the Company. The Superintendent of Mines for the Department of Santa Cruz has granted Paititi a 100% interest in the Don Mario mineral concession and, as a result, Paititi has all the required rights to develop, mine and market the minerals and metals within its boundaries. All mineral substances in Bolivia belong to the state. The mineral concession conveys to its owner the exclusive rights to carry out any or all of the following mining activities: prospecting and exploration, exploitation (mining), beneficiation of ores, smelting and refining, and marketing of minerals and metals.

(c) Royalties and Other Payment Obligations

The Don Mario mineral concession is subject to a 3% net smelter royalty interest granted by the Company in favour of IAMGold Corporation ("IAMGold") pursuant to a royalty agreement dated February 2, 1996, as amended. IAMGold also holds a right of first refusal on any additional royalties that might be granted on the Don Mario Property.

(d) Environmental Liabilities

Reference is made to the information under the subheading "4.1 – *Environmental Liabilities*" at pages 4-6 to 4-7 of the AMEC Technical Report.

(e) Location of Mineralized Zones, Mineral Resources, Mineral Reserves, etc.

Reference is made to the information set out below in this Annual Information Form under the headings "(iv) Geological Setting", "(vi) Mineralization", "(x) Mineral Resource and Mineral Reserve Estimates" and "(xi) Mining Operations, Exploration and Development".

(f) Permits

Reference is made to the information under the subheading "4.2 – *Other Permits*" at pages 4-7 to 4-8 of the AMEC Technical Report.

(g) Additional Information

Additional information may be found under the heading "4.0 – *Property Description and Location*" at pages 4-1 to 4-8 of the AMEC Technical Report.

(ii) Accessibility, Climate, Local Resources, Infrastructure and Physiography

The Don Mario Property is easily accessible from Santa Cruz de la Sierra either by air, a distance of 380 kilometres, or by road, or a combination of rail and road, a distance of 458 kilometres. Santa Cruz de la Sierra is the provincial capital with a population of approximately one million and is serviced by an international airport.

The property is located near the central point of South America, and at the northern limit of the Paragua Platte River drainage basin near the watershed divide with the Amazon River system to the north. The region is characterized by gently undulating terrain at an elevation range of 300 metres to 450 metres above sea level with a few local peaks including Cerro Don Mario. With the exception of Cerro Don Mario, the area is thickly forested with deciduous trees. In contrast, Cerro Don Mario (whose official name is Cerro Pelado) is essentially bare of trees and vegetated with only scattered scrub and copper-tolerant grasses.

The climate is sub-humid tropical. Average monthly maximum temperatures range from 29°C in July to 34°C in October. Minimum average temperatures range from 16°C in June to 25°C in November. Annual rainfall is approximately 1,200 millimetres, mostly falling in sharp downpours during the wet season between November and March. Access roads may become impassable in the rainy season.

The nearest settlement is the village of San Juan (population 350), 76 kilometres away. The largest settlement in the region is the local administrative center of San Jose de Chiquitos (population 8,000 – 10,000). Local employees are hired from these and other nearby communities, and constitute half of the permanent work force of approximately 200.

In March 2003, the Don Mario Project was connected to the Cuiaba-Bolivia Natural Gas Pipeline. Natural gas has two main purposes for the project: electrical power generation and for use in the process plant for smelting dore. Power is generated by four 875 KVA, 3300 V, 50 Hz Waukesha generators, for a total rated capacity of 3500 KVA.

As there are no perennial streams, water is derived from two main sources: bore holes and surface water collected in dams. Water is recycled from the tailings impoundment. Fresh water is captured by a small dam in another catchment area to the southwest of the tailings pond and is pumped to the site. A supplemental source of fresh water is from two boreholes drilled for this purpose.

Additional information regarding the accessibility, climate, local resources, infrastructure and physiography of the Don Mario Property can be found under the heading "5.0 – *Accessibility, Climate, Local Resources, Infrastructure and Physiography*" at pages 5-1 to 5-5 of the AMEC Technical Report. Additional information regarding the availability and sources of water, power and mining personnel can be found under the headings "5.4.4 – *Surface Rights*" at page 5-4 and "*Property Description and Location*" at pages 4-1 to 4-8, "5.4.5 – *Surface Rights*" at page 5-4, "5.4.2 – *Power*" at page 5-3, "5.4.1 – *Mining Personnel, Labour Pool and Source*" at page 5-3, respectively, of the AMEC Technical Report. Additional Information may be found about processing, tailings and wastes sites under section 11 entitled "*Mineral Processing and Metallurgical Testing*" at pages 51-54, and section 16 – "*Requirements for Technical Reports on Production Properties*" at pages 93-107 of the Orvana Technical Report.

(iii) History

Following the discovery of gold at the site in 1991, the Don Mario Property was subsequently explored by four companies. Exploration work included a combined 33,000 metres of drilling, 148 metres of drifting and a small open pit. This work has resulted in the discovery and delineation of the LMZ and UMZ, the two principal zones of mineralization, and several prospects along strike and elsewhere on the Don Mario Property. The LMZ is the most economically significant, and, after evaluation through a series of feasibility studies, went into production mid 2003, producing 8,408 oz, 48,228 oz and 68,759 oz of gold during fiscal 2003, 2004 and 2005, respectively.

Additional information regarding the history of the Don Mario Property, including prior ownership and development of the property and ownership changes and the type, amount, quantity and results of the exploration work undertaken by previous owners, to the extent known, may be found under the headings "6.0 – *History*" and "10.0 – *Exploration*" at pages 6-1 to 6-15 and 10-1 to 10-17, respectively, of the AMEC Technical Report, as well as "6.0 – *History*" at pages 6.1 to 6.3 in the PAH Technical Report.

(iv) Geological Setting

The Don Mario Property is located within one of approximately 20 Lower to Middle Proterozoic schist belts in the Bolivian Shield. The Bolivian Shield forms the south-western edge of the Brazilian Precambrian Shield and has been subdivided into a Middle Proterozoic Paragua Craton, which is up to 270 kilometres wide and is bordered by two parallel orogenic belts of Middle to Upper Proterozoic age: the Sunsas Mobile Belt along its western edge and the Aguapei Mobile Belt along its eastern margin.

The Don Mario Property lies within the southeast margin of the Sunsas Mobile Belt of the Bolivian Shield, in a region characterized by highly deformed and metamorphosed Lower Proterozoic rocks of the Aventura Complex. The Property covers a series of northwest trending schist belts (Cristal Sequence), orthogneiss (Patuju Domain) and a granite intrusive body within an area of approximately 25 kilometres east-west by 25 kilometres north-south.

Additional information regarding the regional, local and property geology of the Don Mario Property may be found under the headings "7.0 – *Geological Setting*" and "8.0 – *Deposit Types*" at pages 7-1 to 7-7 and 8-1 to 8-2, respectively, of the AMEC Technical Report.

(v) Exploration

Reference is made to the information under the heading "10.0 – *Exploration*" at pages 10-1 to 10-17 of the AMEC Technical Report, and also under heading "10.0 – *Project Exploration*" at pages 10.1 and "11.0 – *Drilling*" at pages 11.1 to 11.4 of the PAH Technical Report and also under heading "5 – *Exploration*" at pages 16-23 and "6 – *Drilling*" at pages 24-29 of the Orvana Technical Report.

During 2004, Orvana completed an infill drilling program on the UMZ, a source of open pit ore, at the Don Mario Property. The purpose of the program was to move the ore resource from inferred to indicated status in order to expand resources and future production. The drilling and trenching work was completed. The drilling campaign included 43 diamond drill holes and 2,819 metres of drill cores providing 1,844 samples for analysis. In addition, 10 trenches were opened at surface. The drilling and trenching campaign with additional historical sample data enabled Orvana to generate an estimate on the UMZ containing an indicated resource of 5.6 million tonnes at a grade of 1.47g/t gold, 1.61% copper and 50 g/t silver. PAH reviewed the resource estimate during 2005 and found it to be acceptable. The PAH review was the focus of the PAH Technical Report. Detailed information regarding the resource estimation of the UMZ may be found under the headings "17.0 – *Mineral Resource Estimates"* at pages 17-1 to 17-4, of the PAH Technical Report.

In addition to exploration on the UMZ, Orvana commenced a surface HQ diamond drilling campaign to investigate the possible northern extension of the LMZ beyond current workings. By November 30, 2005, 1852 metres had been completed out of a programme of 5900 metres, with 5 holes completed. Assays are being performed under the supervision of ALS Chemex's laboratories in Bolivia.

(vi) Mineralization

Reference is made to the information under the heading "9.0 – *Mineralization*" at pages 9-1 to 9-12 of the AMEC Technical Report.

(vii) Drilling

Reference is made to the information under the heading "11.0 – *Drilling*" at pages 11-1 to 11-6 of the AMEC Technical Report and also under the heading "6 – *Drilling*" at pages 24-29 of the Orvana Technical Report.

(viii) Sampling and Analysis

Reference is made to the information under the headings "12.0 – *Sampling Method and Approach*", "13.0 – *Sample Preparation, Analyses and Security*" and "14.0 – *Data Verification*" at pages 12-1 to 12-9, 13-1 to 13-17 and 14-1 to 14-12, respectively, of the AMEC Technical Report. Further reference may be found under the headings "7 – *Sampling Method and Approach*", "8 – *Sample Preparation, Analyses and Security*" and "9 – *Data Verification*" at pages 30-34, 35-45 and 46-49 respectively, of the Orvana Technical Report.

(ix) Security of Samples

Reference is made to the information under the heading "13.0 – *Sample Preparation, Analyses and Security*" at pages 13-1 to 13-17 of the AMEC Technical Report and also under the heading "8 – *Sample Preparation, Analyses and Security"* at pages 35-45 of the Orvana Technical Report.

(x) Mineral Resource and Mineral Reserve Estimates

The Orvana Technical Report contains updated mineral resource and reserve estimates for the LMZ of the Don Mario Property. The following is a summary of the resource and reserve information set forth in the Orvana Technical Report. For a complete description of the mineral resource and mineral reserve estimates, reference is made to the information contained in the Orvana Technical Report, particularly the information under the heading "12.12 – *Mineral Resources"* and "12.13 – *Mineral Reserves"* at pages 78 to 80 and 80 to 86 respectively, of the Orvana Technical Report.

Resource Summaries

Table 1 summarizes the Measured and Indicated Resources at various gold cutoffs. Table 2 summarizes all the resources within the 3-g/t LMZ zones by resource classification.

Table 1: Don Mario LMZ - Measured and Indicated Resources

Cut off (g/t)	Ktonnes	Au (g/t)
0	1,024	12.62
0.001	1,024	12.62
0.5	1,024	12.63
1	1,022	12.64
2	1,008	12.79
3	956	13.35
4	905	13.91
5	856	14.46
6	809	14.97

Table 2: Don Mario LMZ - All Resources

Au Cut off (g/t)	Measured		Indicated		Inferred	
	Ktonnes	Au (g/t)	Ktonnes	Au (g/t)	Ktonnes	Au (g/t)
0	769	13.47	255	10.06	137	11.67
0.001	769	13.47	255	10.06	137	11.67
0.5	769	13.47	255	10.07	137	11.67
1	768	13.49	254	10.08	137	11.67
2	756	13.68	252	10.14	136	11.72
3	727	14.12	229	10.91	131	12.11
4	703	14.46	201	11.98	124	12.54
5	676	14.88	179	12.87	118	12.98
6	649	15.27	160	13.75	112	13.38

Mineral Reserve Estimate for the LMZ

On completion of the mineral resource estimation update, measured and indicated resources were "blocked out" into mining sized blocks, recovery and dilution factors applied, and resource blocks exceeding the prevailing economic criteria converted to mineral reserve. Any resource blocks not recoverable for other reasons, such as technical or environmental reasons, were not converted. The Company's mineral reserve and remaining resource as set forth in the Orvana Technical Report are shown below:

Table 3 - Proven and Probable Reserves for the LMZ (3g/t gold cut off grade, $400 per ounce)

	Tonnes	Au (g/t)	Au (Oz)
PROVEN	718,948	12.50	288,839
PROBABLE	298,556	8.33	79,995
TOTAL	1,017,503	11.27	368,834

Table 4 - LMZ Mineral Resources, additional to mineral reserves in table 3.

	Tonnes	Au (g/t)	Au (Oz)
MEASURED	58,996	4.77	9,046
INDICATED	11,790	3.23	1,223
TOTAL	70,786	4.51	10,269
INFERRED	136,777	11.67	51,336

For the purposes of estimating the mineral reserve tablulated above, the Company has considered variable recovery and dilution parameters, dependent on mining method and ore geometry. Three mining methods are employed at the Don Mario mine, longhole open stoping, cut & fill and open-pit mining. The variable recovery and dilution has therefore been based upon a combination of factors including orebody geometry, sidewall rock conditions, orebody thickness and the mining method employed. Empirical findings have shown an average recovery and dilution close to 95% and 20%, respectively. The grade of the dilutive material has been estimated at 1.50 g/t gold. For a complete description of the recovery and dilution factors applied for the mineral reserve estimates, reference is made to the Orvana Technical Report, under the heading "12.13.3 – *Recovery and Dilution"* at pages 82 to 85.

Minimum mining widths of 3 metres have been used. These figures have been generated historically. Resources have been "blocked out" into stoping blocks, based upon existing or planned mining levels (15 metres vertical height) and each with 25 metres strike. The 3 g/t ore shell was originally used to define mineral resource ore envelopes. Each mining block was then diluted, and only blocks with mineable grades in excess of the cut off grade required to meet total production costs were converted to reserves; any blocks that failed to meet these criteria remained mineral resource. This analysis was undertaken on the basis of a $400/oz gold price and total unit production costs of $32.65 per treated tonne based upon operations for the first nine months of fiscal 2005. For a complete description of the total unit production costs and cut off grade analysis used to define mineral reserves, reference is made to the Orvana Technical Report, under the heading "12.13.2 – *Mining Factors"* at pages 81 to 82.

(xi) Mining Operations, Exploration and Development

Reference is made to the information under the headings "11 – *Mineral Processing and Metallurgical Testing*" and "16 – *Requirements for Technical Reports on Production Properties*" at pages 51-54 and 93 to 107, respectively, of the Orvana Technical Report.

Other Properties

In February 2002, Paititi completed the purchase from Comsur of the Las Palmeras concession in Bolivia, with its installations of gold mill plant and equipment, having an estimated value of $8 million. This purchase was provided for in the Definitive Agreement and the transaction was financed by Comsur. The concession, which covers approximately 7,100 hectares, is located in the Canton of San Ramon, Santa Rosa de la Mina and San Javier, in the Province of Ñuflo de Chavez. The Puquio Norte open pit gold mine owned by Comsur operated within this concession until late 2001, when the ore body was exhausted and the operation was closed. Very little exploration has been conducted on the Las Palmeras concession, except within the immediate vicinity of the Puquio Norte operation.

The Company also holds certain joint venture interests in a number of mineral concessions located in the Altiplano region of Bolivia, including a joint venture interest in the Pederson property. The Pederson and other exploration properties are carried at a nominal amount in the Company's consolidated financial statements and related liabilities and expenses are not material. The Company has reached an agreement in principle to sell its interest in the Pederson property to Castillian Resources Corp. Completion of the sale remains subject to certain conditions, including execution of a definitive agreement by the relevant parties. Management expects that a definitive agreement will be signed in the second quarter of fiscal 2006. Following completion of this sale, the Company intends to enter into negotiations with respect to a possible sale to Castillian of the Company's interests in its remaining exploration properties located in the Altiplano region.

The Company has a small net smelter return ("NSR") royalty interest in the Central Inlier property in Jamaica. The Company held an interest in this gold property until June 2000, when it sold its interest in the property to Ausjam Pty Ltd. and Ausjam Mining Pty Ltd. (respectively, a private Australian junior mining company and its Jamaican subsidiary) for the sum of $23,000 plus a 2% NSR royalty, payable to a maximum of $60,000 plus accrued interest. The accrued interest is to be calculated at the rate of 6% per annum compounded annually on said $60,000 beginning October 1, 1996 through to and including the day that is one day prior to the date the first royalty payment is made. Once the sum of $60,000 plus accrued interest is paid, the NSR royalty will be extinguished.

4. DIVIDENDS

The Company has not declared nor paid any dividends to date. The payment of any future dividends by the Company will be considered by the board of directors having regard to the Company's earnings, financial requirements and other conditions at a future time.

5. DESCRIPTION OF CAPITAL STRUCTURE

The authorized capital of the Company consists of an unlimited number of common shares. As at September 30, 2005, there were 114,533,173 common shares issued and outstanding. Under the terms of the Definitive Agreement, Fabulosa has certain rights to receive additional common shares at no additional cost, as described above under "General Development of the Business – Significant Transaction with Comsur".

6. MARKET FOR SECURITIES

The Company's common shares are listed and traded on the Toronto Stock Exchange under the symbol "ORV". The following table indicates trading activity during the fiscal year ended September 30, 2005.

Month	Volume (1000)	High	Low
October 2004	2,352	$1.38	$1.15
November 2004	2,218	$1.24	$0.93
December 2004	989	$1.20	$0.99
January 2005	1,253	$1.07	$0.97
February 2005	1,188	$1.20	$0.80
March 2005	971	$1.20	$0.87
April 2005	1,022	$1.10	$0.89
May 2005	1,056	$1.15	$0.92
June 2005	758	$1.13	$0.97
July 2005	751	$1.02	$0.88
August 2005	1,743	$1.19	$0.89
September 2005	2,365	$1.32	$1.03

7. DIRECTORS AND OFFICERS

The names and provinces/states of residence of the directors and officers of the Company as at December 12, 2005, the positions and offices held by them with the Company and their principal occupations for the past five years are set forth below.

Name / Province or State and Country of Residence	Position with the Company(1)	Principal Occupation For Past Five Years
Foncillas García de la Mata, Ignacio New York, U.S.A.	Director since November 2005	President and Chief Executive Officer of Minera S.A. (a mining and petrochemicals company) since October 2005; prior to that was a Partner, Gibson, Dunn & Crutcher LLP since September 1992.
French, Donald R.(2) (3) Texas, U.S.A.	Director since June 2002	Private Investor since January 2002; prior to that was President and Chief Executive Officer of the Company from September 2000 to January 2002.
Garrett, Gerardo La Paz, Bolivia	Director since November 2005	Chief Financial Officer of Business Trade and Services Ltda. (a consumer products distributor) since April 2005 and Chief Executive Officer of Best Practices International S.A. (a business services provider) since June 2004; prior to that was Vice President International and Finance of Banco BISA S.A. from February to September 2004; Chief Executive Officer of Next Consulting S.A. from May 2001 to March 2003; and Vice President and General Manager of Andean Silver Corporation from July 1998 to January 2001.

Name / Province or State and Country of Residence	Position with the Company[1]	Principal Occupation For Past Five Years
Hamilton, George S. [3] Ontario, Canada	Chairman since November 2003; Corporate Secretary and Director since January 2002	Chairman of the Company since November 2003 and Corporate Secretary of the Company since February 2002; prior to that was a consultant with Cap Gemini from January 1999 to April 2003.
Harvey, T. Sean Ontario, Canada	Director, President and Chief Executive Officer since April 2005	President and Chief Executive Officer of the Company since April 2005; prior to that was President and Chief Executive Officer of Atlantico Gold Inc. from May 2003 to January 2004; President and Chief Executive Officer of TVX Gold Inc. from April 2001 to January 2003; and an independent consultant from April 2000 to March 2001.
Hodgson, Michael Ontario, Canada	Vice President, Technical Services since June 2005	Vice President, Technical Services of the Company since June 2005; prior to that was an independent consultant from December 2003 to May 2005; a Mine Consultant for Kinross Gold Corporation from August to December 2003; and Technical Services and Operations Manager for TVX Gold Inc. from January 2000 to August 2003.
King, D. Malcolm Ontario, Canada	Vice President and Controller since June 2005	Vice President and Controller of the Company since June 2005; prior to that was an independent consultant from July 2003 to June 2005; Chief Financial Officer of IQ-Ludorum plc from February 2001 to June 2003; and Vice President, Finance and Vice President and Corporate Comptroller of Telemedia Inc. from September 1986 to December 2000.
Mitchell, J. Christopher [2][3] British Columbia, Canada	Director since January 2004	Chief Financial Officer of Diamondex Resources Ltd. (a diamond exploration and development company) since July 2005; prior to that was President of First Point Minerals Corp. from June 2004 to June 2005; Chief Financial Officer of First Point Minerals Corp. from July 2003 to May 2004; and Executive Vice President of Constellation Copper Corp. from October 2000 to June 2003.
Mitchell, Robert A., C.A.[2] Ontario, Canada	Director since December 2003	Corporate director since October 2001; prior to that was a Partner, Ernst & Young LLP.
Rosselot, J. Eduardo Santiago, Chile	Vice President, Business Development and Special Projects since May 2005	Vice President, Business Development and Special Projects of the Company since May 2005; prior to that was an independent mining consultant from September 2004 to May 2005; Corporate Senior Mining Engineer of European Goldfields Ltd. from January to September 2004; and Technical Services Superintendent of TVX Gold Inc. from September 1999 to October 2003.

Notes:
(1) The term of office of each director expires at the close of the next annual meeting of shareholders of the Company. Officers of the Company serve at the pleasure of the Company's Board of Directors.
(2) Member of the Audit Committee.
(3) Member of the Compensation, Nominating and Corporate Governance Committee.

As at December 12, 2005, to the knowledge of the Company, the directors and officers of the Company beneficially owned, directly or indirectly, or exercised control over or direction over, an aggregate of 1,453,319 common shares, representing approximately 1.27% of the issued and outstanding common shares of the Company. Fabulosa held 60,175,028 common shares as at that date. As President and Chief Executive Officer of Minera, S.A., the parent company of Fabulosa, Mr. Foncillas Garcia de la Mata may exercise control or direction over the common shares of the Company held by Fabulosa.

8. INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Effective October 1, 2003, a subsidiary of the Company entered into the management services agreement with Comsur described below under “Material Contracts”. In September 2005, in addition to regularly scheduled payments, the remaining principal amount of $5,959,155 outstanding under a loan and a debenture payable by the Company to Fabulosa following assignment of such indebtedness to Fabulosa by Comsur was prepaid by the Company.

9. TRANSFER AGENT AND REGISTRAR

The Company’s transfer agent and registrar is Equity Transfer Services, 120 Adelaide St. West, Suite 420, Toronto, ON, M5H 4C3.

10. MATERIAL CONTRACTS

The only material contract that the Company or a subsidiary thereof has entered into since January 1, 2002 that was not in the ordinary course of business is the management services agreement between Comsur and Paititi dated October 1, 2003 pursuant to which Comsur provided managerial, technical and commercial support to Paititi. That agreement terminated on September 30, 2005. Prior to that, under the agreement, Comsur received annual fees of $420,000 plus reimbursement of certain out-of-pocket expenses.

11. AUDIT COMMITTEE DISCLOSURE

The Audit Committee’s Charter

The charter of the Audit Committee of the Company is included in this AIF as Appendix A.

Composition of the Audit Committee

The Audit Committee members are Robert A. Mitchell, C.A., Donald R. French and J. Christopher Mitchell, each of whom is “independent” and “financially literate”, as such terms are defined in Multilateral Instrument 52-110 – *Audit Committees* of the Canadian Securities Administrators.

Mr. Robert Mitchell is a Chartered Accountant and holds a Bachelor of Commerce degree. In addition to his role as Chair of the Company’s Audit Committee, he is a director of other companies, and is the Chairman of the audit committee of one and a member of the audit committee of another. He was a partner with Ernst & Young LLP for 27 years and has extensive experience in the investment and securities industries.

Mr. French holds a Bachelor of Finance degree and has over 10 years of experience in the banking industry. He also served as President of a public company in the United States.

Mr. Christopher Mitchell holds a Bachelor of Science, a Master of Science and a Master of Business Administration (Finance). He has over 35 years of experience in corporate administrative and financial management roles with companies in the mineral exploration and mining sectors, including serving as Chief Financial Officer of five such companies. He is also a director of two other public companies.

Pre-approval Policies and Procedures

The charter of the Audit Committee requires prior approval by the Audit Committee of non-audit services to be provided by the Company's auditors or, if the Audit Committee determines it to be appropriate, prior approval by the Chair of the Audit Committee. In the latter case, any pre-approval must be presented to the full Audit Committee at its next scheduled meeting.

External Auditor Service Fees (By Category)

The following table sets forth the fees billed for fiscal 2004 and fiscal 2005 by PricewaterhouseCoopers LLP ("PWC"), the Company's external auditors, for the services described below provided to Orvana and its subsidiaries:

Year ended September 30 (US$'000)	**2005**	**2004**
Audit fees(1)	$101	$92
Audit-related fees(2)	-	-
Tax fees(3)	27	13
All other fees(4)	-	-
Total fees	$128	$105

Notes:
(1) "Audit fees" include the aggregate professional fees billed by PWC for the audit of the annual consolidated financial statements of the Company.
(2) "Audit-related fees" include the fees billed by PWC for assurance and related services by PWC that are reasonably related to the performance of the audit and are not included in "Audit fees".
(3) "Tax fees" include the aggregate fees billed by PWC for tax compliance, tax advice, tax planning and advisory services relating to the preparation of corporate income tax and capital tax returns.
(4) "All other fees" include the aggregate fees billed by PWC for all other products and services other than those presented in the categories of audit fees, audit-related fees and tax fees.

12. EXPERTS

PricewaterhouseCoopers LLP is the Company's external auditor and prepared the "*Auditors' Report to the Shareholders of Orvana Minerals Corp.*", dated November 24, 2005 in respect of the Company's financial statements for the fiscal year ended September 30, 2005. AMEC (Peru) S.A., a division of AMEC E&C Services Limited, prepared the "*Technical Report on the Don Mario Gold Property, Chiquitos Province, Bolivia*" dated July 25, 2003. Pincock, Allen & Holt prepared the "*Technical Report on the Don Mario Upper Mineralized Zone ("UMZ") Gold Project, Chiquitos Province, Bolivia"* dated March 2005. M.J. Hodgson, C. Eng., the Company's Vice President, Technical Services, prepared the *"Technical Report on the Mineral Resource and Reserve Estimation for the Don Mario Gold Mine, Lower Mineralized Zone"* dated December 23, 2005 for and on behalf of the Company. Mr. Hodgson is an employee of the Company and has been granted options to acquire 450,000 common shares.

13. ADDITIONAL INFORMATION

Additional information with respect to Orvana, including directors' and officers' remuneration and indebtedness, principal holders of Orvana's securities and securities authorized for issuance under equity compensation plans, where applicable, is contained in Orvana's management information circular for its most recent annual meeting of shareholders that involved the election of directors. Additional financial information is provided in Orvana's comparative audited financial statements and management's discussion and analysis for its most recently completed financial year. This information and additional information relating to Orvana are available on SEDAR at www.sedar.com and on Orvana's website at www.orvana.com.

APPENDIX A

ORVANA MINERALS CORP.

AUDIT COMMITTEE CHARTER

Membership

The Audit Committee of the Board of Directors (the "Board") of Orvana Minerals Corp. (the "Corporation") shall consist of such number of members (at least three) as are appointed from time to time by the Board. Unless otherwise determined by the Board and permitted by Multilateral Instrument 52-110 – *Audit Committees* ("MI 52-110"), the Audit Committee shall be composed solely of directors who have no direct or indirect material relationship with the Corporation which could, in the view of the Board, reasonably interfere with the exercise of such director's independent judgement, and are otherwise independent as determined in accordance with MI 52-110. In addition, a majority of the members shall be resident Canadians.

Unless otherwise determined by the Board and permitted by MI 52-110, all members of the Committee shall be financially literate, meaning they shall have the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues generally comparable to the issues that can reasonably be expected to be raised by the Corporation's financial statements.

The Board shall appoint the Chair of the Committee.

The Board may, by resolution, at any time remove any member of the Committee, with or without cause, or add to or otherwise change the membership of the Committee. Committee membership shall not, however, be reduced to less than three or vary from the qualification requirements specified above. A member of the Committee shall cease to be a member upon ceasing to be a director.

Duties and Responsibilities

The Committee shall have all the powers and duties conferred on it by the laws governing the Corporation and such other powers and duties as may be conferred on it from time to time by resolution of the Board. In addition to the foregoing powers and duties, the Committee shall have the following duties and responsibilities:

1) To review, prior to approval thereof by the Board and public disclosure thereof, all financial statements of the Corporation, whether annual or periodic, and the external auditor's report, if any, thereon and any annual or interim MD&A (a) prepared for submission to a meeting of the directors of the Corporation, (b) which may be required by applicable law to be reviewed by the Committee or (c) which the Board may by resolution determine shall be so reviewed, and to report to the Board:

    (i) if the same have been prepared in accordance with the laws to which the Corporation is subject and the policies from time to time adopted by the Board;

    (ii) any significant changes in the form or content of such statements from the corresponding statements most recently approved by the Board and the reason(s) therefor, together with any intervening developments in relevant accounting principles, policies and practices which have been taken into account in preparing such financial statements or which, in the opinion of the Committee or the external auditor of the Corporation, might have been taken into account for that purpose; and

    (iii) where deemed to be appropriate, the report of the external auditor as to form and content of such statements and as to the level of co-operation of management received by the external auditor in the conduct of the audit.

2) To review all annual or periodic earnings press releases of the Corporation prior to public disclosure by the Corporation.

3) To satisfy itself that adequate procedures are in place for the review of public disclosure of any financial information of the Corporation other than information listed in (1) and (2) above and to periodically assess such procedures.

4) To review all financial statements of the Corporation, whether annual or periodic, appearing in a prospectus.

5) To review such returns of the Corporation as may be required by any regulatory authority and the compliance of any subsidiary of the Corporation with all applicable laws, regulations and standards.

6) To review estimates and judgments that are material to reported financial information, and consider the quality and acceptability of the Corporation's accounting policies and procedures and the clarity of disclosure in financial statements.

7) To review such investments and transactions that could adversely affect the well-being of the Corporation as the external auditor or any officers of the Corporation may bring to the attention of the Committee.

8) To receive reports on the periodic findings of any regulatory authority and management's response and observations thereon.

9) To meet with the external auditor to discuss the quarterly and annual statements and the transactions referred to in this Charter.

10) To review the audit plan, including such factors as the integration of the external auditor's plan for procedures performed in Canada and elsewhere and whether the nature and scope of the planned audit procedures can be expected to detect material weaknesses in internal controls and determine if financial statements present fairly and accurately the Corporation's financial position in accordance with generally accepted accounting principles.

11) To identify the risks inherent in the business of the Corporation and to review and approve management's risk philosophy and risk management policies necessary to address as much as reasonably possible those identified risks.

12) To review periodically, but at least annually, management reports demonstrating compliance with risk management policies and confirm annually that management has taken reasonable steps to ensure compliance with standards.

13) To review and recommend to the Board the appointment of an external auditor and the compensation of such external auditor.

14) To review and evaluate the performance of the external auditor, including how and under what circumstances external auditors are to be rotated or removed, such review to include, but not be limited to:

    (i) a review of estimated and actual fees;

    (ii) a review of the engagement letter of the external auditor and the scope and timing of the audit work; and

    (iii) pre-approval of all non-audit work to be performed by the external auditor and the fees to be paid therefor.

15) To review and approve the Corporation's hiring policies regarding current and former partners and employees of the external auditor.

16) To be directly responsible for overseeing the work of the external auditor including the resolution of disagreements between management and the external auditor regarding financial reporting.

17) To review with the external auditor the performance of management involved in the preparation of financial statements, any problems encountered by the external auditor, any restrictions on the external auditor's work, the co-operation received in performance of the audit and the audit findings, any significant recommendations made to management on internal controls and other financial and business matters and management's response to the recommendations.

18) To provide the external auditor with the opportunity to meet with the Committee without management present at least once per year for the purpose of discussing any issues.

19) If determined appropriate by the Committee, to delegate authority to pre-approve non-audit services of the external auditor to the chair of the Committee, which pre-approval must be presented to the full Committee at its next scheduled meeting.

20) To confirm the accountability of the external auditor to the Committee and the Board and to satisfy itself that the external auditor's independence in carrying out the audit function is not impaired by either management or the external auditor's own action or activities.

21) To require the management of the Corporation to implement and maintain appropriate internal control and data security procedures and oversee their implementation and operation.

22) To review the competence and adequacy of the Corporation's staffing for the accounting, financial and internal audit functions.

23) To establish a satisfactory procedure for the receipt, retention and handling of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters, which will include procedures for the confidential, anonymous submission of concerns by employees with regard to these matters.

24) To report and make recommendations to the Board arising from its responsibilities as the Committee considers appropriate.

To ensure that the Committee is able to discharge the foregoing duties and responsibilities, the Corporation shall require the external auditor to report directly to the Committee.

Minutes

Minutes shall be kept of all meetings of the Committee.

Meetings

Except as otherwise provided in this mandate, the rules and regulations relating to the calling and holding of and proceedings at meetings of the Committee shall be those, making allowance for the fact that it is a committee, that apply to meetings of the Board, subject to such modifications as may, from time to time, be determined by resolution of the Committee. Until otherwise determined by resolution of the Board:

1) The quorum for meetings of the Committee shall be two of its members.

2) Meetings of the Committee may be called by its Chair or Vice Chair, if any, or by any member of the Committee, or by the external auditor of the Corporation. The Committee may at any time request the attendance of any officer of the Corporation or any person at any meeting of the Committee. Any

member of the Committee may request the external auditor of the Corporation to attend every meeting of the Committee held during the member's term of office.

3) The external auditor of the Corporation shall receive notice of every meeting of the Committee and may attend and be heard at any meeting.

4) Meetings of the Committee shall be held at such time and place as may be determined from time to time by the Committee or by the Chair or Vice Chair, if any, of the Committee, and notice thereof shall be given in the manner and with the length of notice provided in the resolution(s) of the Board relating to notices of meetings of directors.

Reports to the Board

The Committee shall report to the Board as follows:

1) In the case of annual statements and any returns that under applicable legislation must be approved by the Board, the Committee shall report thereon to the Board before approval is given.

2) All significant actions of the Committee shall be reported to the Board whenever possible at its next succeeding regular Board meeting and shall be subject to revision or alteration by the Board.

The Committee may call a meeting of the Board to consider any matter of concern to the Committee.

Access to Information

In its discharge of the foregoing duties and responsibilities, the Committee shall have the authority to communicate directly with the external auditor and shall have free and unrestricted access at all times, either directly or through its duly appointed representatives, to the relevant accounting books, records and systems of the Corporation and shall discuss with the officers and auditors of the Corporation such books, records, systems and other matters considered appropriate.

Independent Advisors

The Committee shall have the authority to engage such independent counsel and other advisors as it may from time to time deem necessary or advisable for its purposes and to set and cause to be paid by the Corporation the compensation of any such counsel or advisors.

Board Review of Charter

The Board shall review the adequacy of the Committee's charter on at least an annual basis. In accordance with MI 52-110, the text of this charter shall be included in the Corporation's Annual Information Form.