GLAMIS GOLD LTD
Form 6-K
May 05, 2005

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

Form 6-K

Report of Foreign Private Issuer

Pursuant to Rule 13a-16 or 15d-16
of the Securities Exchange Act of 1934

Current Report for May 2005

Glamis Gold Ltd.

(Translation of registrant s name into English)

5190 Neil Rd., Suite 310, Reno, Nevada 89502

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F o Form 40-F þ

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes o No þ

If Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-________

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Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

GLAMIS GOLD LTD.
(Registrant)

Date: April 29, 2005

By: /s/ Cheryl S. Maher

Cheryl S. Maher
Chief Financial Officer

GLAMIS GOLD LTD.
FIRST QUARTER REPORT
Financial Highlights
(in millions of U.S. dollars, except per share and per ounce amounts)

		Three Months Ended March 31, 2005	2004
Gold ounces produced		**93,721**	50,919
Gold ounces sold		**98,117**	52,663
Average revenue realized per ounce		**$ 429**	$ 412
Average market price per ounce		**$ 427**	$ 408
Total cash cost per ounce		**$ 187**	$ 205
Total production cost per ounce		**$ 293**	$ 289
Production Data:			
El Sauzal Mine:	Ore tonnes milled	**302,977**	
	Waste tonnes	**582,478**	
	Grade (grams per tonne)	**3.94**	
	Gold ounces produced	**43,535**	
	Total cash cost per ounce	**$ 124**	
	Total production cost per ounce	**$ 236**	
San Martin Mine:	Ore tonnes processed	**1,459,076**	1,449,683
	Waste tonnes	**1,190,516**	862,927
	Grade (grams per tonne)	**0.633**	0.62
	Gold ounces produced	**21,967**	28,926
	Total cash cost per ounce	**$ 263**	$ 174
	Total production cost per ounce	**$ 366**	$ 270
Marigold Mine (66.7%):	Ore tonnes mined	**1,534,153**	1,164,584
	Waste tonnes	**5,322,470**	5,530,578
	Grade (grams per tonne)	**0.716**	0.60
	Gold ounces produced	**28,219**	17,206
	Total cash cost per ounce	**$ 227**	$ 248
	Total production cost per ounce	**$ 325**	$ 324
Rand Mine: (in reclamation):			
	Gold ounces produced		4,787
	Total cash cost per ounce		$ 234
	Total production cost per ounce		$ 277
Financial Data:			
Working capital		**$ 27.9**	$ 126.0
Cash provided from operations		**$ 16.5**	$ 7.6
Net earnings		**$ 2.2**	$ 9.1
Basic earnings per share		**$ 0.02**	$ 0.07
Average shares outstanding		**130,901,453**	130,240,903

Glamis Gold Ltd.
Consolidated Balance Sheets
(Expressed in millions of U.S. dollars, except per share amounts)

	March 31, 2005 (unaudited)	December 31, 2004
Assets		
Current assets:		
Cash and cash equivalents	**$ 24.3**	$ 27.0
Accounts and interest receivable	**4.3**	2.8
Inventories (note 2)	**26.8**	25.7
Prepaid expenses and other	**2.1**	1.3
	57.5	56.8
Mineral property, plant and equipment, net	**565.6**	542.3
Other assets	**11.9**	14.2
	$ 635.0	$ 613.3
Liabilities		
Current liabilities:		
Accounts payable and accrued liabilities	**$ 24.7**	$ 24.8
Site closure and reclamation costs, current	**0.5**	0.9
Taxes payable	**4.4**	3.7
	29.6	29.4
Site closure and reclamation costs	**8.2**	7.6
Long-term debt	**45.0**	30.0
Future income taxes	**88.4**	86.0
	171.2	153.0
Shareholders equity		
Share capital (note 3):		
Authorized:		
Unlimited common shares without par value 5,000,000 preferred shares, Cdn$10 per share par value, issuable in series		
Issued and fully paid:		
130,952,953 (2004 130,863,953) common shares	**473.7**	472.7
Contributed surplus	**16.8**	16.5
Deficit	**(26.7)**	(28.9)
	463.8	460.3

$	**635.0**	$	613.3

See accompanying notes to consolidated financial statements

Prepared by management without audit

Approved on behalf of the Board:

/s/ C. Kevin McArthur	/s/ A. Dan Rovig
C. Kevin McArthur	A. Dan Rovig

Director Director

Glamis Gold Ltd.
Consolidated Statements of Operations
(Expressed in millions of U.S. dollars, except per share amounts)

	Three months ended March 31,	
	2005	2004
	(unaudited)	
Revenue	**$ 42.1**	$ 21.7
Costs and expenses:		
Cost of sales	**17.8**	10.7
Depreciation and depletion	**10.7**	4.4
Exploration	**1.1**	1.1
General and administrative	**6.1**	2.5
Other operating expenses	**0.9**	0.2
	36.6	18.9
Earnings from operations	**5.5**	2.8
Interest and other income	**0.2**	8.3
Earnings before income taxes	**5.7**	11.1
Provision for income taxes:		
Current	**1.1**	1.1
Future	**2.4**	0.9
	3.5	2.0
Net earnings	**$ 2.2**	$ 9.1
Earnings per share		
Basic	**$ 0.02**	$ 0.07
Diluted	**$ 0.02**	$ 0.07
Weighted average common shares outstanding:		
Basic	**130,901,453**	130,240,903
Diluted	**132,250,214**	131,923,822

Consolidated Statements of Deficit

(Expressed in millions of U.S. dollars)

	Three months ended March 31,	
	2005	2004
	(unaudited)	

Deficit, beginning of period:	**$**	**(28.9)**	$	(36.7)
Adjustment for stock-based compensation (note 5)				(13.1)
Net earnings		**2.2**		9.1
Deficit, end of period	**$**	**(26.7)**	$	(40.7)

See accompanying notes to consolidated financial statements

Prepared by management without audit

Glamis Gold Ltd.
Consolidated Statements of Cash Flows
(Expressed in millions of U.S. dollars)

	Three months ended March 31,	
	2005	2004
	(unaudited)	
Cash flows from operating activities		
Net earnings	**$ 2.2**	$ 9.1
Non-cash items:		
Depreciation and depletion	**10.7**	4.4
Future income taxes	**2.4**	0.9
Gain on sale of properties and investments	**(0.1)**	(7.0)
Other	**1.3**	0.2
	16.5	7.6
Changes in non-cash operating working capital:		
Accounts and interest receivable	**0.2**	5.2
Inventories	**(1.1)**	0.3
Prepaid expenses and other	**(0.8)**	(3.2)
Accounts payable and accrued liabilities	**0.7**	3.4
Site closure and reclamation expenditures	**(0.5)**	(0.5)
Net cash provided by operating activities	**15.0**	12.8
Cash flows from (used in) investing activities		
Purchase of mineral property, plant and equipment, net of disposals	**(33.4)**	(34.5)
Net proceeds from sale of investments and properties		7.3
Other assets	**0.5**	0.1
Net cash used in investing activities	**(32.9)**	(27.1)
Cash flows from financing activities		
Proceeds from issuance of common shares	**0.2**	1.9
Proceeds from long-term debt	**15.0**	
Net cash provided by financing activities	**15.2**	1.9
Decrease in cash and cash equivalents	**(2.7)**	(12.4)
Cash and cash equivalents, beginning of period	**27.0**	126.1
Cash and cash equivalents, end of period	**$ 24.3**	$ 113.7

Supplemental disclosure of cash flow information:				
Interest paid	**$**	**0.3**		
Taxes paid	**$**	**0.3**		
Non-cash financing activities:				
Shares received on sale of mineral property rights			$	0.7

See accompanying notes to consolidated financial statements

Prepared by management without audit

Glamis Gold Ltd.

Notes to Unaudited Interim Consolidated Financial Statements

(tables expressed in millions of U.S. dollars, except per share amounts)
Three months ended March 31, 2005

1. General

In the opinion of management, the accompanying unaudited interim consolidated balance sheet and consolidated statements of operations, deficit and cash flows contain all adjustments, consisting only of normal recurring accruals, necessary to present fairly, in all material respects, the financial position of Glamis Gold Ltd. (the Company) as of March 31, 2005 and the results of its operations and its cash flows for the three month periods ended March 31, 2005 and 2004.

These unaudited interim consolidated financial statements should be read in conjunction with the Company s audited consolidated financial statements and related footnotes included in the Company s annual report to shareholders for the year ended December 31, 2004. Certain of the comparative figures have been reclassified to conform to the current period s presentation.

The financial statements are prepared using the same accounting policies and methods of application as those disclosed in note 2 to the Company s consolidated financial statements for the year ended December 31, 2004, except as described in note 5 to these financial statements. These statements have been prepared in accordance with accounting principles generally accepted in Canada which conform, in all material respects, with accounting principles generally accepted in the United States, except as described in note 7 hereof. All amounts are stated in U.S. dollars unless otherwise specified.

2. Inventories

		March 31, 2005 (unaudited)		December 31, 2004
Finished goods	**$**	**2.3**	$	2.5
Work-in-progress		**16.7**		17.3
Supplies and spare parts		**7.8**		5.9
	$	**26.8**	$	25.7

3. Share Capital

	Three months ended March 31, 2005 (unaudited)		Three months ended March 31, 2004 (unaudited)	
	Number of Shares	**Amount**	Number of shares	Amount
Issued and fully paid:				

Balance at beginning of period	**130,863,953**	**$ 472.7**	130,133,678	$ 465.4
Cumulative adjustment for change in accounting for stock-based compensation (note 5)				1.4
Issued during the period:				
Pursuant to the terms of Directors and Employees stock option plan	**32,000**	**0.3**	300,000	2.4
Pursuant to the terms of Directors and Employees restricted stock plan	**57,000**	**0.7**		
Balance at end of period	**130,952,953**	**$ 473.7**	130,433,678	$ 469.2
Directors and employees stock options outstanding, end of period	**3,722,000**		3,815,700	
Directors and employees stock options exercisable, end of period	**3,456,000**		3,808,200	

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The Company had 200,000,000 shares of common stock without par value authorized as of December 31, 2004. At an extraordinary shareholders meeting on February 9, 2005, the restriction on the number of shares authorized was removed allowing the Company to issue an unlimited number of common shares without par value. Each common share is entitled to one vote.

The Company granted 378,000 options during the three months ended March 31, 2005 (2004 15,000 options). The Company used the Black-Scholes option pricing model to determine the fair value of options granted during the three months ended March 31, 2005 and 2004 with the following weighted average assumptions: risk-free interest rate 2.95% (2004 2.55%), expected volatility 35% (2004 55%), and expected life of the option 1.5 years (2004 2.5 years). The weighted average fair value of options granted in the three months ended March 31, 2005 was $1.2 million (2004 $0.1 million).

During the three months ended March 31, 2005, the Company also issued 57,000 common shares as restricted stock, one third of which vested and the balance of which will vest over the next two years. The fair value of the common shares issued as restricted stock was $0.7 million.

4. Segment Reporting

As at March 31, 2005 and 2004 and for the three months ended March 31, 2005 and 2004:

2005	El Sauzal	San Martin	Marigold	Rand	Marlin	Other	Total
Revenue	$ 19.8	$ 9.6	$ 12.1	$ 0.6	$	$	$ 42.1
Cost of sales	5.5	5.8	6.2	0.3			17.8
Depreciation and depletion	5.0	2.3	2.7	0.1		0.6	10.7
Other operating expenses	0.2		0.1	0.1		7.7	8.1
Earnings (loss) from operations	9.1	1.5	3.1	0.1		(8.3)	5.5
Other income (loss)		(0.1)		0.1		0.2	0.2
Earnings (loss) before taxes	$ 9.1	$ 1.4	$ 3.1	$ 0.2	$	$ (8.1)	$ 5.7
Cash from operating activities(1)	$ 14.1	$ 2.9	$ 5.8	$ 0.4	$	$ (6.7)	$ 16.5
Capital expenditures	$ 0.9	$ 0.7	$ 2.7	$	$ 29.2	$	$ 33.5
Total assets	$ 232.8	$ 49.4	$ 72.4	$ 2.0	$ 258.0	$ 20.4	$ 635.0

(1) Before changes in non-cash working capital and site closure and reclamation expenditures.

2004	El Sauzal	San Martin	Marigold	Rand	Marlin	Other	Total
Revenue	$	$ 12.6	$ 7.0	$ 2.1	$	$	$ 21.7
Cost of sales		5.3	4.2	1.2			10.7
Depreciation and depletion		2.9	1.3	0.2			4.4
Other operating expenses		0.2	0.4	0.1		3.1	3.8

Earnings (loss) from operations		4.2	1.1	0.6		(3.1)	2.8
Other income (loss)		(0.1)				8.4	8.3
Earnings (loss) before taxes	$	$ 4.1	$ 1.1	$ 0.6	$	$ 5.3	$ 11.1
Cash from operating activities[(1)]	$	$ 7.1	$ 2.5	$ 0.8	$	$ (2.8)	$ 7.6
Capital expenditures	$ 22.2	$ 1.8	$ 3.9	$	$ 6.6	$	$ 34.5
Total assets	$ 179.6	$ 54.3	$ 53.7	$ 4.4	$ 147.2	$ 110.9	$ 550.1

(1) Before changes in non-cash working capital and site closure and reclamation expenditures.

5. Change in Accounting Policies

Effective January 1, 2004, the Company retroactively adopted the amended Canadian Institute of Chartered Accountants Handbook Section 3870, Stock-Based Compensation and Other Stock-Based Payments (HB 3870). HB 3870 requires the use of the fair-value method to calculate all stock-based compensation associated with granting stock options to employees and directors, and the inclusion of that expense in the statement of operations. Prior to January 1, 2004, the Company disclosed the effects of the fair-value method in the notes to the financial statements and did not recognize stock-based compensation relating to stock options granted to employees and directors in the statement of operations. Under the revised accounting policy, the Company measures stock-based compensation on the date of the grant and recognizes this cost over the vesting period of the options in results from operations. The cumulative effect of this change in accounting for stock-based compensation of $13.1 million, determined as of January 1, 2004, for stock options granted on or after January 1, 2002, is reported separately in the consolidated statement of deficit and as an adjustment to contributed surplus. The fair value of options granted on or after January 1, 2002 and exercised prior to January 1, 2004 of $1.4 million has been recorded as an adjustment to share capital, with an offsetting reduction to contributed surplus as at January 1, 2004.

Effective January 1, 2005, the Company adopted the new CICA Accounting Guideline 15   Consolidation of Variable Interest Entities   (AcG-15). The new guidance establishes when a company should consolidate a variable interest entity and requires a variable interest entity to be consolidated if a company is at risk of absorbing the variable interest entity s expected losses, or is entitled to receive a majority of the variable interest entity s residual returns, or both. The adoption of AcG-15 did not result in any changes to the Company s financial statements.

6. Financing Arrangements

On March 4, 2005, the Company finalized a $50.0 million revolving credit facility with the Bank of Nova Scotia. The facility is available for borrowing and repayment at any time during the 3-year period ending March 4, 2008 at a LIBOR-based interest rate. The facility is secured by a pledge of the Company s shares in certain U.S. and Mexican mining subsidiaries. As of March 31, 2005, no amounts were outstanding under this facility.

7. Differences Between Canadian and United States Generally Accepted Accounting Principles

Accounting in these unaudited interim consolidated financial statements under Canadian and U.S. generally accepted accounting principles is substantially the same, except as noted below.

United States accounting principles require the use of the asset and liability method of accounting for income taxes, which is comparable to the Canadian standard adopted in 2000. As previously disclosed, the $4.5 million charge recorded to opening deficit on adoption of the Canadian standard would have been recorded as an increase to the San Martin property at the time of the business acquisition under U.S. accounting principles. As a result, under United States accounting principles, at March 31, 2005, mineral property, plant and equipment for the San Martin Mine would be increased by $1.9 million (December 31, 2004 $2.0 million) over the amount presented under Canadian accounting principles, with a corresponding reduction in deficit. The resulting increase in depreciation and depletion charges as these costs are amortized would have reduced reported earnings for the three months ended March 31, 2005 by $0.1 million (2004 $0.2 million).

The amended Canadian accounting standard for stock-based compensation (HB3870) is substantially the same as the United States accounting principles in its use of the fair-value method, however the transition provision under United States standards allow the effects of the fair-value method to be accounted for prospectively. As a result, the adjustments to deficit, share capital and contributed surplus as at January 1, 2004, disclosed in note 5, would not be made under United States accounting principles.

Statement of Financial Accounting Standards No. 115,   Accounting for Investments in Debt and Equity Securities , requires that portfolio investments that have readily determinable fair values and are held principally for sale in the near term be presented at fair value with their unrealized holding gains and losses included in earnings. Investments that have readily determinable fair values and, while not held principally for sale in the near term, are available-for-sale, must also be presented at fair value with their holding gains and losses reported in a separate component of shareholders   equity until realized. Both of these types of investments are presented on a cost basis under Canadian accounting principles. Under United States accounting principles, other assets and unrealized holding gains in shareholders   equity at March 31, 2005 would each be increased by $0.4 million (December 31, 2004   an increase of $0.2 million), based on the quoted market price of the Company s share investments, which would be included in other comprehensive income for the three months ended March 31, 2005. At March 31, 2005, the quoted market value of the shares of the investments not held in escrow was $0.7 million.

Generally accepted accounting principles in the United States require that the Company classify items of other comprehensive income by their nature in a financial statement and display the accumulated balance of other comprehensive income separately from retained earnings (deficit) and contributed surplus in the equity section of the balance sheet. Under United States accounting principles, other comprehensive income for the three months ended March 31, 2005, which consists of the changes in the unrealized holding gains on investments held, would be a gain of $0.2 million (2004 gain of $0.4 million).

A reconciliation of net earnings for the period as shown in these consolidated financial statements to net earnings for the period in accordance with United States accounting principles and to comprehensive income for the period using United States accounting principles, is as follows:

	Three months ended March 31,	
	2005	2004
	(unaudited)	
Net earnings in these consolidated financial statements	$ 2.2	$ 9.1
Adjustment for differences in accounting for income taxes	(0.1)	(0.2)
Net earnings using United States accounting principles	2.1	8.9
Other comprehensive income, net of tax:		
Change in unrealized holding gains on investments	0.2	0.4
Comprehensive earnings using United States accounting principles	$ 2.3	$ 9.3
Basic earnings per share	$ 0.02	$ 0.07
Diluted earnings per share	$ 0.02	$ 0.07

At its March 2005 meeting, the Emerging Issues Task Force (EITF) of the Financial Accounting Standards Board (FASB) issued a consensus opinion, subsequently ratified by FASB, dealing with the accounting for stripping costs (the removal of overburden) incurred during production. The consensus is effective for the first reporting period in fiscal years beginning after December 15, 2005, with early application permitted. The EITF addressed the issue of stripping costs incurred in pre-production (capitalize and amortize over the mine life) and stripping costs incurred during the production phase (to be considered a variable cost and included in the cost of inventory produced during the period).

The Marigold Mine would be affected by this change. At April 29, 2005, the Company has not yet determined the impact of this new statement.

FIRST QUARTER 2005 INTERIM MANAGEMENT S DISCUSSION AND ANALYSIS (AS OF APRIL 29, 2005)

This management s discussion and analysis of the Company s operations for the three months ended March 31, 2005 and 2004 is dated April 29, 2005 and should be read in conjunction with, and is qualified by, the consolidated financial statements and notes thereto (the financial statements). The financial information, which is expressed in United States dollars unless otherwise stated, was prepared in accordance with accounting principles generally accepted in Canada. Reference should be made to Note 7 of the notes to the consolidated financial statements for a reconciliation of Canadian and U.S. generally accepted accounting principles. Additional information, including the Company s Annual Information Form (AIF) can be found on SEDAR at www.sedar.com and the Form 40-F filed in the United States on EDGAR at www.sec.gov.

SUMMARY

The Company reported earnings for the three months ended March 31, 2005 of $2.2 million, or $0.02 per share, after recording a charge of $4.0 million ($0.03 per share) related to its tender offer for Goldcorp Inc. In the three months ended March 31, 2004, the Company had earnings of $9.1 million, or $0.07 per share that included $7.0 million ($0.05 per share) net of tax, from the final settlement on the sale of the Cerro San Pedro property and royalty and the sale of the Company s 50% interest in the Metates (Mexico) property. The Company s pre-tax earnings from mining operations were a strong $13.7 million in the period, compared to $5.9 million during the same period in 2004. At the operating mines, production totaled 93,721 ounces of gold in the first quarter of 2005, compared to 50,919 during the first quarter of 2004. The average total cash cost per ounce of gold dropped to $187 per ounce in the first quarter of 2005 compared to $205 per ounce during the first quarter of 2004. The Company realized $429 per ounce of gold sold during the first quarter compared to $412 per ounce of gold sold in the first quarter of 2004. The Company expensed $1.1 million of exploration during the first quarter of 2005, the same as in the first quarter of 2004. General and administrative expense was $6.1 million in the three months ended March 31, 2005, which included a $4.0 million charge for expenses related to the Goldcorp Inc. tender offer. General and administrative expenses were $2.5 million in the same quarter of 2004. Capital expenditures totaled $33.5 million for the first quarter of 2005 compared to $34.5 million during the first quarter of 2004. The construction and development at the Marlin Project in Guatemala continued on time and on budget, with a fourth quarter 2005 start-up expected.

RESULTS OF OPERATIONS

Gold Production and Costs Per Ounce

The Company s new El Sauzal mine produced 43,535 ounces of gold at a total cash cost per ounce of $124 for the quarter. Production from the Marigold Mine (28,219 ounces of gold for the Company s account at a total cash cost of $227 per ounce) and the San Martin Mine (21,967 ounces of gold at a total cash cost of $263 per ounce) rounded out the total production of 93,721 ounces of gold at an average total cash cost of production of $187 per ounce.

	3 months ended March 31, 2005			3 months ended March 31, 2004		
Mine	Gold ounces	Cash cost per ounce	Total cost per ounce	Gold ounces	Cash cost per ounce	Total cost per ounce
El Sauzal	43,535	$ 124	$ 236			
Marigold[1]	28,219	227	325	17,206	$ 248	$ 324
San Martin	21,967	263	366	28,926	174	270
Rand[2]				4,787	234	277

Total ounces/ average cost	93,721	$	187	$	293	50,919	$	205	$	289

Note: Cash cost and total costs per ounce are non-GAAP financial measures and are discussed further under Costs of Production .

(1)This represents the Company s 66.67% share of Marigold.

(2)Rand is currently rinsing its leach pad and the small amount of gold recovered is no longer being reported as production.

OPERATIONS REVIEW

El Sauzal Project, Chihuahua, Mexico

The most significant event for the Company in 2004 was the completion of the El Sauzal Mine and its first gold production in the fourth quarter. Start-up bottlenecks in the filter plant have been resolved, and both the mine and mill have shown continual improvement. In its first full quarter of operation (the period ending March 31, 2005), El Sauzal produced 43,535 ounces of gold at a total cash cost per ounce of $124, and is expected to produce approximately 170,000 ounces of gold during 2005.

San Martin Mine, Honduras

The San Martin Mine produced 21,967 ounces of gold during the three months ended March 31, 2005 at a total cash cost of production of $263 per ounce of gold. Production during the first quarter of 2004 was 28,926 ounces of gold at total cash costs of production of $174 per ounce of gold. The effect of the lower-recovery Palo Alto ore being mined in 2005 accounted for much of the difference.

While San Martin achieved their budgeted production for the quarter, significantly higher fuel prices combined with the longer haul from the Palo Alto pit and higher-than-budgeted waste tonnes mined have had a negative impact on cash costs. In addition, mining has transitioned to lower grade ore in the Palo Alto pit. The Company expects San Martin to produce approximately 85,000 ounces of gold during 2005.

Marigold Mine, Nevada

The 66.7%-owned Marigold Mine had a solid production quarter during the three months ended March 31, 2005, producing 28,219 ounces of gold for the Company s account at a total cash cost of production per ounce of gold of $227. This compares to 17,206 ounces of gold during the same period in 2004 when the total cash cost of production was $248 per ounce. On a per-ounce basis, surging fuel prices were offset by savings based on the increased production. The Company expects the mine to produce approximately 135,000 ounces of gold for the Company s account during 2005.

Construction of the Cell 12 leach pad resumed in late February as a severe winter in northern Nevada hampered access to the pad. Construction of the expanded process facilities continued. The contractor for a major stripping campaign in the Millenium area began mobilizing in late March with an expected 18 million tonnes budgeted to be moved over the next eight months.

PROJECTS

Marlin Project, Western Guatemala

Progress at the Marlin mill was at the forefront of a busy construction quarter. The power line and sub-station are expected to be completed by the end of May. Substantial work was completed on the tailings facility, crusher area, and shop area. Underground development and mining continues. Evaluation of the remaining projected expenditures still indicates the project is on target for the total estimated construction budget of $140.0 million.

Imperial Project, California

During 2003, legislative and administrative actions were taken by the State of California to require that any new open pit metallic mines be completely back-filled at the completion of mining. The Company believes that these actions were taken directly to attempt to delay or stop the Company s Imperial Project, as a requirement to back-fill renders the project uneconomic. Consequently, the Company has filed a Notice of Arbitration against the United States pursuant to the North American Free Trade Agreement. The notice alleges that the Company s property rights in the Imperial Project in California have been unlawfully taken by various actions of the United States and the State of California, for which it is entitled to compensation. The Company is seeking recovery of the value of the Imperial Project, pre- and post-award interest and various costs incurred by the Company. A three-person arbitration panel has been selected, and the panel has recently issued a scheduling order which contemplates the claim being heard in

July 2006. The Company cannot predict how long it may take to complete this legal process or whether it will be successful in its action.

EXPLORATION
The Company expended $1.7 million on exploration during the first quarter of 2005 of which $1.1 million was expensed and $0.6 million capitalized. The Company expects to spend a total of $15.0 million on exploration during the year. Exploration in the first quarter was primarily at two Guatemala projects (Marlin and Cerro Blanco $0.7 million) and will increase throughout the year. Additional work was performed at the El Sauzal Mine ($0.4 million), the Marigold Mine ($0.3 million) and $0.3 million was spent in the United States. The capitalized work was in-fill and development drilling at the Marigold Mine ($0.3 million) and the Marlin Project ($0.3 million). Additional work is planned on all these projects through the balance of the year.

RECLAMATION ACTIVITIES
Rand Mine, California
The Rand Mine continues to recover a slight amount of gold from the leach pad as site closure and reclamation proceeds according to plan. The Company expects Rand to substantially complete the site closure and reclamation over the next year.

Dee Mine, Nevada
As usual during the first quarter of the year, limited work was performed at Dee due to weather and ground conditions. Final dismantling of buildings and reclamation activities continued.

FINANCIAL REVIEW
Revenues
Ounces of gold sold increased to 98,117 in the first quarter of 2005 from 52,663 ounces of gold sold during the first quarter of 2004. Revenues increased accordingly to $42.1 million from $21.7 million on the increased production as well as an increase in the realized gold price. Realized revenue was $429 per ounce of gold during the three months ended March 31, 2005 compared to $412 during the same period of 2004. The London p.m. gold price averaged $427 per ounce of gold during the three months ended March 31, 2005 compared to $408 during the same period in 2004.

Cost of Production
The Company s total cash cost of production includes mining, processing, direct mine overhead costs and royalties, but excludes selling, general and administrative costs at the corporate level. Total production costs include depreciation and depletion and amortization of site closure and reclamation accruals but exclude future income tax effects. There is a difference between cost of sales and cost of production relating to the difference in the cost of the ounces sold out of inventory during the year.

Cash costs of production should not be considered as an alternative to operating profit or net profit attributable to shareholders, or as an alternative to other Canadian or U.S. generally accepted accounting principle measures and may not be comparable to other similarly titled measures of other companies. However, the Company believes that cash costs of production per ounce of gold, by mine, is a useful indicator to investors and management of a mine s performance as it provides: (i) a measure of the mine s cash margin per ounce, by comparison of the cash operating costs per ounce by mine to the price of gold; (ii) the trend in costs as the mine matures; and (iii) an internal benchmark of performance to allow for comparison against other mines.

The difference between cost of sales as presented in the consolidated statements of operations and cash costs of production for the Company is due to the cost of any incremental ounces put into or sold out of finished goods inventory compared to those ounces actually produced during the year. During the first quarter of 2005, approximately 2,500 ounces of gold produced by El Sauzal in the fourth quarter of 2004 were sold, decreasing the average cost per ounce of gold sold during the quarter compared to the average cost per ounce of gold produced. The table below reconciles total cash costs per ounce of production and total costs per ounce of production based on the Gold Institute Production Cost Standard to cost per ounce sold per the financial statements:

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Reconciliation of Production Costs (non-GAAP) to Cost of Sales

(dollar amounts in millions of U.S. dollars, unless indicated)	Quarter ended March 31, 2005	2004
Total ounces sold	98,117	52,663
Total ounces produced	93,721	50,919
Total cost of sales per the financial statements	$ 17.8	$ 10.7
Adjustments for revenue recognition (difference in cost of ounces sold out of inventory)	(0.3)	(0.1)
Total cash cost of production per Gold Institute Production Cost Standard	$ 17.5	$ 10.6
Total cash cost per ounce of gold sold	$ 181	$ 202
Total cash cost per ounce of gold produced per Gold Institute Production Cost Standard	$ 187	$ 205
Depreciation, depletion and amortization per the financial statements	$ 10.7	$ 4.4
Net adjustments for cost of ounces produced but not sold, non-production-related depreciation and future income tax effects	(0.7)	(0.3)
Total cost of production per Gold Institute Production Cost Standard	$ 27.5	$ 14.7
Total cost of production per ounce of gold produced per Gold Institute Production Cost Standard	$ 293	$ 289

Depreciation and depletion charges were $10.7 million for the three months ending March 31, 2005 compared to $4.4 million for the comparable period in 2004. Over 60% of the depreciation and depletion charges were calculated on a unit-of-production basis and thus, as production and sales increased, these charges increased proportionally. The other significant difference is the inclusion of the first full quarter of El Sauzal charges. These charges include the amortization of the costs allocated to El Sauzal at the time of the Company s acquisition of Francisco Gold Corp. With the inclusion of El Sauzal production, depreciation and depletion charges were approximately $106 per ounce of gold compared to 2004 s average of $84 per ounce of gold.

Other Income and Expenses

The Company expensed exploration expenditures of $1.1 million during the three months ended March 31, 2005, of which $0.4 million was expensed in Guatemala, $0.2 million in the United States and $0.5 million in Mexico. Exploration expense in the first quarter of 2004 also totaled $1.1 million.

General and administrative expense was $6.1 million for the three months ended March 31, 2005, as compared to the $2.5 million expended in the same period in 2004. The most significant difference was the $4.0 million charge for expenses incurred during the tender offer for Goldcorp Inc. Other operating expenses in the first quarter of 2005 included non-cash charges of $0.6 million related to stock-based compensation and $0.3 million in accretion expense and other site closure accruals. Other operating expenses in the first quarter of 2004 totaled $0.2 million for accretion expense, site closure accruals and stock-based compensation expense.

Interest and other income decreased to $0.2 million during the three months ended March 31, 2005. This was made up of interest income of $0.1 million, other income of $0.2 million, and a foreign exchange loss of $0.1 million. Interest and other income was $8.3 million in the three months ended March 31, 2004. During 2004, the Company recorded income of $7.3 million relating to the final payments due on the sale of the Cerro San Pedro Project to Metallica Resources Inc. The Company also sold its 50% interest in the Metates Project in Mexico to American Gold Capital Corporation (American Gold) and received common shares of American Gold. The Company valued these shares at $0.7 million, all of which was recorded as income. Gain on sales of equipment was $0.1 million, interest income was $0.3 million and foreign exchange losses were $0.1 million for the first quarter of 2004.

In the first quarter of 2005, current tax expense was $1.1 million relating to cash taxes payable related primarily to the San Martin operation (2004 $1.1 million related primarily to Glamis de Mexico). Future income tax expense of $2.4 million during the first quarter of 2005 related primarily to tax-effecting the earnings at the El Sauzal Mine. For the quarter ended March 31, 2004, the future income tax expense of $0.9 million was due primarily to tax-effecting the earnings from the San Martin Mine.

SUMMARY OF QUARTERLY RESULTS

The Company s quarterly information for the last eight quarters is shown below:

millions of US$ except per ounce and per share amounts)	2nd Q 2003	3rd Q 2003	4th Q 2003	1st Q 2004	2nd Q 2004	3rd Q 2004	4th Q 2004
lized price/oz. of gold	$ 353	$ 371	$ 402	$ 412	$ 394	$ 406	$ 438
old sold	61,575	51,110	56,064	52,663	47,036	51,631	76,369
)	$ 21.7	$ 19.0	$ 22.5	$ 21.7	$ 18.6	$ 21.0	$ 33.4
s(2)	$ 3.8	$ 3.4	$ 8.6(3)	$ 9.1(3)	$ 2.9	$ 2.8	$ 6.1
gs per share	$ 0.03	$ 0.02	$ 0.07	$ 0.07	$ 0.02	$ 0.02	$ 0.05
ings per share	$ 0.03	$ 0.02	$ 0.07	$ 0.07	$ 0.02	$ 0.02	$ 0.05

(1) Net sales and total revenues are the same.

(2) Income from continuing operations and net earnings are the same.

(3) Includes income from the sale of the Cerro San Pedro and Metates properties of $1.5 million in the 4th quarter of 2003 and $6.9 million in the 1st quarter of 2004.

(4) Includes $4.0 million of expenses incurred during the tender offer for Goldcorp Inc.

LIQUIDITY AND CAPITAL RESOURCES

Working Capital and Cash Flow

The Company had working capital of $27.9 million at March 31, 2005, virtually unchanged compared to $27.4 million at December 31, 2004. The Company had cash flow from operations before working capital adjustments and reclamation expenditures of $16.5 million during the first quarter of 2005, compared to $7.6 million generated in the first quarter of 2004. The Company s mines provided $23.8 million in cash during the first quarter of 2005 compared to $10.5 million during the first quarter of 2004 (revenues, less cost of sales, less cash reclamation expenditures). An 86% increase in ounces of gold sold accounted for $9.5 million of the difference; $2.1 million was attributable to the increased profit margin (cash cost per ounce of gold sold was $181 in the first quarter of 2005 versus $202 during the first quarter of 2004) and a 5% increase in the realized price of gold accounted for a $1.7 million increase.

During the first quarter of 2004, the Company received $13.25 million in cash from the sale of the royalty on the Cerro San Pedro project and shares valued by the Company at $0.7 million in exchange for its Metates property interest. There were no significant sales of mineral property, plant and equipment during the first quarter of 2005.

Capital expenditures totaled $33.5 million for the first quarter of 2005. This compares to $34.5 million in the first quarter of 2004. Marlin Project construction expenditures this quarter were $29.2 million and included $14.7 million in expenditures on the process facilities, $1.6 million on the tailings facility, $0.9 million on mining equipment, $12.0 million on mine development. Marigold Mine expenditures were $1.1 million on deferred stripping, $0.8 million on leach pad construction, $0.4 million for equipment and $0.4 million for mine development.

Expenditures at the San Martin Mine were $0.7 million, primarily for leach pad construction ($0.6 million) and mobile equipment ($0.1 million). At El Sauzal, $0.9 million was capitalized: $0.6 million at the process plant and $0.3 million on equipment. Capital expenditures to date in 2005 were financed from the Company s operating cash flow and working capital and an additional $15.0 million drawn on the International Finance Corporation debt facility for the Marlin Project. The Company expects that all remaining capital expenditures in 2005 will be financed from the Company s cash flow and working capital and available credit facility (see below).

The Company received $0.2 million from the exercise of stock options in the three months ended March 31, 2005 compared to $1.9 million in the three months ended March 31, 2004.

Long-term liabilities were $141.6 million at March 31, 2005, compared to $123.6 million at December 31, 2004. The long-term liabilities amount consists of reserves for future reclamation costs, long-term debt and future income taxes. At March 31, 2005, the non-current site closure and reclamation liability was $8.2 million ($7.6 million at December 31, 2004). Long-term debt incurred for construction at the Marlin Project increased to $45.0 million at March 31, 2005 ($30.0 million at December 31, 2004), as the project enters the final months of construction. Future income taxes increased slightly to $88.4 million from $86.0 million at December 31, 2004. Future income tax increases are due primarily to income generated from the El Sauzal Mine.

Capital Resources

On June 30, 2004, the Company signed a loan agreement with International Finance Corporation, a division of the World Bank providing for up to $45.0 million in funding, at a six-month LIBOR plus 2.625%-based interest rate, for development of the Company s Marlin Project in Guatemala. The facility is secured by a pledge of the Company s shares in the related Guatemalan subsidiaries. As at March 31, 2005, there was $45.0 million outstanding under the facility. The blended interest rate was 5.55% as of March 31, 2005; interest is payable semiannually. Principal repayments are scheduled to begin in January 2007 and will be made semi-annually through July 2009. For the three months ended March 31, 2005, $0.5 million of interest and financing costs were capitalized to the Marlin Project (2004 nil).

On March 4, 2005, the Company finalized a $50.0 million revolving credit facility with the Bank of Nova Scotia. The facility is available for borrowing and repayment at any time during the 3-year period ending March 4, 2008 at a LIBOR-based interest rate. The facility is secured by a pledge of the Company s shares in certain U.S. and Mexican mining subsidiaries. As of March 31, 2005 and April 29, 2005, no amounts were outstanding under this facility.

In the course of its business, the Company may issue debt or equity securities to meet the growth plans of the Company if it determines that additional funding could be obtained under favorable financial terms. No assurance can be given that additional funding will be available or, if available, will be on terms acceptable to the Company.

COMMITMENTS AND CONTINGENCIES

In the course of its normal business, the Company incurs various contractual obligations and contingent liabilities. These contractual obligations and contingencies as at March 31, 2005 are shown in the table below:
(amounts in millions of U.S. dollars)

Contractual Obligations	Less than one year	1 3 years	4 5 years	More than 5 years	Total
Operating leases	$ 0.5	$ 1.1	$ 0.1		$ 1.7
Minimum royalty payments	$ 0.3	$ 0.9	$ 0.6	$ 1.7	$ 3.5
Construction and equipment purchase contracts	$ 23.1				$ 23.1
Long-term debt(1)	$	$ 15.0	$ 30.0		$ 45.0

Contingencies	Less than one year	1 3 years	4 5 years	More than 5 years	Total
Future site closure and reclamation costs(2)	$ 0.5	$ 0.9	$ 1.8	$ 19.7	$ 22.9

(1) Reflects the $45.0 million principal outstanding as of March 31, 2005. Does not include future interest payments on the long-term debt.

(2) In the Company s financial statements, $0.5 million of these obligations are included in current liabilities and $8.2 million in long-term liabilities. The Company has $9.9 million in cash and certificates of deposit as collateral backing these obligations.

OUTSTANDING SHARE INFORMATION

The Company had 130,952,953 common shares outstanding as of March 31, 2005. As of April 29, 2005 there were 131,018,753 common shares outstanding. The Company also had outstanding 3,722,000 stock options outstanding as of March 31, 2005 and 3,656,200 stock options outstanding as of April 29, 2005. All outstanding options are each exercisable into one common share.

The Company had 200,000,000 shares of common stock authorized as of December 31, 2004. At an extraordinary shareholders meeting on February 9, 2005, the restriction on the number of shares authorized was removed allowing the Company to issue an unlimited number of common shares. Each common share is entitled to one vote.

LEGAL PROCEEDINGS

In a civil action in Honduras, both the Country of Honduras and the Company, as intervenor, have appealed a recent lower court decision in favor of a private party against the Country of Honduras where the plaintiff is suing for recognition of their right of a mineral discovery in the area of the San Martin Mine. A judgment was handed down ruling that a net profits royalty was due to the plaintiff, however the Company believes the alleged site is located outside the present and anticipated mining areas of the mine. The mines ministry in Honduras will need to review and document the original claim boundary before any further action can be taken. The Company continues to believe this action will not have a material adverse effect on the financial position or results of operations of the Company.

CRITICAL ACCOUNTING POLICIES

The preparation of its consolidated financial statements requires the Company to use estimates and assumptions that affect the reported amounts of assets and liabilities as well as revenues and expenses. The Company s accounting policies are described in note 2 of the notes to its consolidated financial statements included in the Company s 2004 Annual Report to Shareholders, and a discussion of some of the more significant policies is also included in the section entitled Risk Factors in the Company s Annual Information Form. The Company s accounting policies relating to work-in-progress inventory valuation, depreciation and depletion of mineral property, plant and equipment and site reclamation and closure accruals are critical accounting policies that are subject to estimates and assumptions regarding reserves, recoveries, future gold prices and future mining activities. All estimates used are subject to periodic review and are adjusted as appropriate. Life-of-mine plans are prepared each year, so all estimates relating to mining activities, reserves, recoveries and gold prices are re-assessed annually, or more frequently as determined by management. Because of the ongoing review process, the Company has been able to update its estimates on a timely basis as developments affecting the underlying assumptions have necessitated such modifications.

The Company records the cost of mining ore stacked on its leach pads and at the El Sauzal mill as work-in-progress inventory, and values work-in-progress inventory at the lower of cost or estimated net realizable value. These costs are charged to earnings and included in cost of sales on the basis of ounces of gold recovered. The assumptions used in the valuation of work-in-progress inventories include estimates of gold contained in the ore stacked on leach pads, assumptions of the amount of gold stacked that is expected to be recovered from the leach pads, the amount of gold in the El Sauzal mill circuit and an assumption of the gold price expected to be realized when the gold is recovered. If these estimates or assumptions prove to be inaccurate, the Company could be required to write-down the recorded value of its work-in-progress inventories, which would reduce the Company s earnings and working capital.

The Company records mineral property acquisition costs and mine development costs at cost. In accordance with Canadian generally accepted accounting principles, the Company capitalizes pre-production expenditures net of revenues received, until the commencement of commercial production. A significant portion of the Company s mineral property, plant and equipment is depreciated and amortized on a unit-of-production basis. Under the unit-of-production method, the calculation of depreciation, depletion and amortization of mineral property, plant and equipment is based on the amount of reserves expected to be recovered from each location. If these estimates of reserves prove to be inaccurate, or if the Company revises its mining plan for a location, due to reductions in the price of gold or otherwise, to reduce the amount of reserves expected to be recovered, the Company could be required to write-down the recorded value of its mineral property, plant and equipment, or to increase the amount of future depreciation, depletion and amortization expense, both of which would reduce the Company s earnings and net assets.

In addition, generally accepted accounting principles require the Company to consider at the end of each accounting period whether or not there has been an impairment of the capitalized mineral property, plant and equipment. For producing properties, this assessment is based on expected future cash flows to be generated from the location. For non-producing properties, this assessment is based on whether factors that may indicate the need for a write-down are present. If the Company determines there has been an impairment because its prior estimates of future cash flows have proven to be inaccurate, due to reductions in the price of gold, increases in the costs of production, reductions in the amount of reserves expected to be recovered or otherwise, or because the Company has determined that the deferred costs of non-producing properties may not be recovered based on current economics or permitting considerations, the Company would be required to write-down the recorded value of its mineral property, plant and equipment, which would reduce the Company s earnings and net assets.

The Company has an obligation to reclaim its properties after the minerals have been mined from the site, and has estimated the costs necessary to comply with existing reclamation standards. Generally accepted accounting principles require the Company to recognize the fair value of a liability for an asset retirement obligation, such as site closure and reclamation costs, in the period in which it is incurred if a reasonable estimate of fair value can be made. The Company records the estimated present value of future cash flows associated with site closure and reclamation as a liability when the liability is incurred and increases the carrying value of the related assets for that amount. Subsequently, these asset retirement costs are amortized to expense over the life of the related assets using the unit-of-production method. At the end of each period, the liability is increased to reflect the passage of time (accretion expense) and changes in the estimated future cash flows underlying any initial fair value measurements (additional asset retirement costs). If these estimates of costs or of recoverable mineral resources prove to be inaccurate, the Company could be required to write down the recorded value of its mineral property or increase the amount of future depreciation and accretion expense, or both, all which would reduce the Company s earnings and net assets.

CHANGES IN ACCOUNTING POLICIES

Effective January 1, 2005, the Company adopted the new CICA Accounting Guideline 15 Consolidation of Variable Interest Entities (AcG-15). The new guidance establishes when a company should consolidate a variable interest entity and requires a variable interest entity to be consolidated if a company is at risk of absorbing the variable interest entity s expected losses, or is entitled to receive a majority of the variable interest entity s residual returns, or both. The adoption of AcG-15 did not result in any changes to the Company s financial statements.

As referred to in note 7 of the consolidated financial statements, there is a change in United States generally accepted accounting principles that will affect the Company. The Emerging Issues Task Force (EITF) of the Financial Accounting Standards Board (FASB), at its March 2005 meeting, issued a consensus opinion, subsequently ratified by FASB, dealing with the accounting for stripping costs (the removal of overburden) incurred during production. The consensus is effective for the first reporting period in fiscal years beginning after December 15, 2005, with early application permitted. The EITF addressed the issue of stripping costs incurred in pre-production (capitalize and amortize over the mine life) and stripping costs incurred during the production phase (to be considered a variable cost and included in the cost of inventory produced during the period).

The Marigold Mine would be affected by this change. At April 29, 2005, the Company has not yet determined the impact of this new statement.

HEDGING AND OTHER FINANCIAL INSTRUMENTS

As at March 31, 2005, the Company had no gold or silver ounces hedged, and currently has no plans to engage in any hedging activities.

The Company s current hedging policy, approved by the Board of Directors, gives management the discretion to commit up to 60% of planned gold production and up to 90% of planned silver production for up to five years. Management is authorized to use any combination of spot, forward, spot deferred forwards and put or call options. Although this is the approved policy, management s current intention and practice is to not hedge any part of the Company s gold production and the Company currently has no hedging contracts in place. In the future, the Company will consider hedging a portion of the by-product silver production at Marlin. Since the Company does not currently engage in gold hedging activities, the Company s exposure to the impact of gold price volatility is higher and thus can have a direct impact on its profitability.

The Company is exposed to fluctuations in foreign currencies through its foreign operations primarily in Honduras, Mexico, Guatemala and Canada. The Company monitors this exposure, but had no hedge positions at March 31, 2005.

The Company s financial instruments consist of cash and cash equivalents, accounts and interest receivable, investments, accounts payable and accrued liabilities, taxes payable and long-term debt. Other than investments and long-term debt, the carrying amounts of the Company s financial instruments approximate their fair values due to the short term to maturity of such instruments. Management believes that the carrying value of long-term debt approximates fair value at March 31,2005, due to its market-based interest rate.

CONTROLS AND PROCEDURES

The Company s management, with the participation of its Chief Executive Officer and Chief Financial Officer, have evaluated the effectiveness of the Company s disclosure controls and procedures, as required by Rule 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 (the Exchange Act). Based upon the results of that evaluation, the Company s Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of the period covered by this report, the Company s disclosure controls and procedures were effective to provide reasonable assurance that the information required to be disclosed by the Company in reports it files or submits under the Exchange Act is accumulated and communicated to the Company s management, including its Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding disclosure and is recorded, processed, summarized and reported, within the time periods specified in the SEC s rules and forms.

The Company s disclosure controls and procedures are designed to reasonably assure that information required to be disclosed by the Company in reports it files or submits under the Exchange Act is accumulated and communicated to the Company s management, including its Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding disclosure and is recorded, processed, summarized and reported within the time periods specified in the SEC s rules and forms. The Company s management, with the participation of its Chief Executive Officer and Chief Financial Officer, believes that its disclosure controls and procedures are effective to provide such reasonable assurance.

The Company s management, including the Chief Executive Officer and Chief Financial Officer, believe that any disclosure controls and procedures or internal controls and procedures, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, they cannot provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been prevented or detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by unauthorized override of the control. The design of any systems of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Accordingly, because of the inherent limitations in a cost effective control system, misstatements due to error or fraud may occur and not be detected.

There has been no change in the Company s internal control over financial reporting during the Company s quarter ended March 31, 2005 that has materially affected, or is reasonably likely to materially affect, the Company s internal control over financial reporting.

Forward-Looking Statements

Safe Harbor Statement under the United States Private Securities Litigation Reform Act of 1995: Except for the statements of historical fact contained herein, the information presented constitutes forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Often, but not always, forward-looking statements can be identified by the use of words such as plans , expects , budget , scheduled , estimates , forecasts intends , anticipates , believes , or variation of such words and phrases that refer to certain actions, events or results to be taken, occur or achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors include, among others, the actual results of exploration activities, actual results of reclamation activities, the estimation or realization of mineral reserves and resources, the timing and amount of estimated future production, costs of production, capital expenditures, costs and timing of the development of new deposits, requirements for additional capital, future prices of gold, possible variations in ore grade or recovery rates, failure of plant, equipment or processes to operate as anticipated, accidents, labor disputes and other risks of the mining industry, delays in obtaining governmental approvals, permits or financing or in the completion of development or construction activities, the Company s hedging practices, currency fluctuations, title disputes or claims limitations on insurance coverage and the timing and possible outcome of pending litigation, as well as those factors discussed under Item 5 in the section entitled Risk Factors in the Company s Annual Information Form. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

CERTIFICATIONS PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, C. Kevin McArthur, certify that:

1. I have reviewed this quarterly report on Form 6-K of Glamis Gold Ltd.;

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

4. The registrant s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Evaluated the effectiveness of the registrant s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation;

c) Disclosed in this report any change in the registrant s internal control over financial reporting that occurred during the registrant s most recent fiscal quarter that has materially affected, or is reasonably likely

to materially affect, the
registrant s internal control over
financial reporting; and

5. The registrant s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant s auditors and the audit committee of the registrant s board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant s ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant s internal control over financial reporting.

Date: April 29, 2005

/s/ C. Kevin McArthur
C. Kevin McArthur
Chief Executive Officer

CERTIFICATIONS PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Cheryl S. Maher, certify that:

1. I have reviewed this quarterly report on Form 6-K of Glamis Gold Ltd.;

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

4. The registrant s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Evaluated the effectiveness of the registrant s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation;

c) Disclosed in this report any change in the registrant s internal control over financial reporting that occurred during the registrant s most recent fiscal quarter that has materially

affected, or is reasonably likely
to materially affect, the
registrant s internal control over
financial reporting; and

5. The registrant s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant s auditors and the audit committee of the registrant s board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant s ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant s internal control over financial reporting.

Date: April 29, 2005

/s/ Cheryl S. Maher
Cheryl S. Maher
Chief Financial Officer

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CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the quarterly report of Glamis Gold Ltd. (the Company) on Form 6-K for the period ended March 31, 2005 as filed with the U.S. Securities and Exchange Commission on the date hereof (the Report) I, C. Kevin McArthur, in my capacity as Chief Executive Officer of the Company, do hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: April 29, 2005

/s/ C. Kevin McArthur
C. Kevin McArthur
Chief Executive Officer

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CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the quarterly report of Glamis Gold Ltd. (the Company) on Form 6-K for the period ended March 31, 2005 as filed with the U.S. Securities and Exchange Commission on the date hereof (the Report) I, Cheryl S. Maher, in my capacity as Chief Financial Officer of the Company, do hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: April 29, 2005

/s/ Cheryl S. Maher
Cheryl S. Maher
Chief Financial Officer