

APOLLO INVESTMENT CORP
Form 8-K
December 30, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): December 30, 2005

APOLLO INVESTMENT CORPORATION

(Exact name of Registrant as specified in its charter)

Maryland
(State or other jurisdiction
of incorporation)

333-112591
Commission File Number

52-2439556
(IRS Employer Identification
Number)

9 West 57th Street, 41st Floor
New York, NY
(Address of principal executive offices)

10019
(Zip Code)

Registrant's telephone number, including area code: (212) 515-3200

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Section 1 Registrant's Business and Operations

Item 1.01 Entry into a Material Definitive Agreement.

Apollo Investment Corporation (Apollo) entered into a five year, Senior Secured Revolving Credit Agreement (the Agreement) on April 14, 2005 with a group of lenders and JPMorgan Chase Bank, N.A., as administrative agent. Under the Agreement, the lenders had agreed to extend credit to Apollo in an initial aggregate principal amount not exceeding \$800,000,000 at any one time outstanding. Pricing was set, and remains, at 100 basis points over LIBOR.

The Agreement also provided for the ability of Apollo to seek additional commitments from lenders in an aggregate amount of up to \$400,000,000 without the consent of any lender other than those providing the additional commitments. Effective December 29, 2005, lenders provided such additional commitments in the amount of \$100,000,000, increasing the total facility size to \$900 million, on the same terms and conditions as the existing commitments. Apollo maintains its ability to seek an additional \$300,000,000 of commitments from lenders in the future under the Agreement.

The Agreement is generally being used to supplement Apollo's equity capital to make additional portfolio investments.

About Apollo Investment Corporation

Apollo Investment Corporation is a closed-end investment company that has elected to be treated as a business development company under the Investment Company Act of 1940. The Company's investment portfolio is principally in middle-market private companies. From time to time, the Company may also invest in public companies. The Company primarily invests in senior secured loans and mezzanine loans and equity in furtherance of its business plan. Apollo Investment Corporation is managed by Apollo Investment Management, L.P., an affiliate of Apollo Management, L.P., a leading private equity investor.

Forward-Looking Statements

Statements included herein may constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements are not guarantees of future performance or results and involve a number of risks and uncertainties. Actual results may differ materially from those in the forward-looking statements as a result of a number of factors, including those described from time to time in our filings with the Securities and Exchange Commission. The Company undertakes no duty to update any forward-looking statements made herein.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Current Report on Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

APOLLO INVESTMENT CORPORATION

Date: December 30, 2005

By: /s/ Richard L. Peteka

Name: Richard L. Peteka

Title: Chief Financial Officer

3

ng, establishing, and maintaining a system of disclosure controls and procedures. Disclosure controls and procedures are designed to provide reasonable assurance that material items requiring disclosure by the Company are identifies and reported in a timely manner.

b) Management s annual report on internal control over financial reporting

The Chief Executive Officer and the Chief Financial Officer evaluated the effectiveness of the Company s disclosure controls and procedures and assessed the design and the operating effectiveness of the Company s internal control over financial reporting as of December 31, 2010.

Based on that assessment, management concluded that, as at December 31, 2010, the company s internal control over financial reporting was not effective due to the existence of a material weakness. A material weakness existed in the design of internal control over financial reporting caused by a lack of adequate segregation of duties in the financial close process. The Chief Financial Officer is responsible for preparing, authorizing and reviewing information that is key to the preparation of financial reports. He is also responsible for reviewing the resulting financial reports. This weakness has the potential to result in material misstatements in the Company s financial statements, and should also be considered a material weakness in its disclosure controls and procedures.

Management has concluded, and the audit committee has agreed, that taking into account the present state of the Company s development, the Company does not have sufficient size and scale to warrant hiring of additional staff to correct the weakness at this time.

This Annual Report does not include an attestation report of our registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by our independent registered public accounting firm pursuant to temporary rules of the Securities and Exchange Commission that permit us to provide only management's report in this Annual Report.

c) Changes in internal controls over financial reporting.

During the year ended December 31, 2010, a senior member of the Company's accounting team left the Company's employment. Management considers that this departure constituted a significant change in disclosure controls and internal controls over financial reporting during 2010 that materially affected the Company's disclosure controls and its internal controls over financial reporting during the year ended and as at December 31, 2010. The Company intends to remediate this weakness in conjunction with the appointment of a new Chief Financial Officer, who is expected to transition into the role in May 2011. Co-terminous with this appointment, the Company will seek to ensure that adequate segregation of duties is maintained and the additional control procedures surrounding complex accounting transactions are put in place.

ITEM 16A.

AUDIT COMMITTEE FINANCIAL EXPERTS

The members of the audit committee are Messrs William J. Witte, Kenneth Yurichuk and Stephen J. Wilkinson. The Company's Board of Directors has determined that it has more than one audit committee financial expert serving on its Audit Committee. Mr. Stephen J. Wilkinson was a financial analyst and has a MBA, and Mr. Kenneth R. Yurichuk is a partner in a chartered public accounting firm in Canada. Mr. Yurichuk is not independent, based upon the tests for independence set forth in National Instrument 52-110 (NI 52-110), due to his position as the Company's Chief Financial Officer. Mr. Wilkinson is an independent, based upon the tests for independence set forth in NI 52-110, audit committee financial expert.

ITEM 16B.

CODE OF ETHICS

The Company has adopted a code of ethics that applies to the Company's chief executive officer, the chief financial officer and other members of senior management. The Company's Code of Ethics is attached as an exhibit to this Form 20-F. There have been no amendments to the code of ethics and no waivers during the year ended December 31, 2010, and to the date of this Form 20-F.

SIGNATURES

ITEM 16C.**PRINCIPAL ACCOUNTANT FEES AND SERVICES**

The following table discloses the aggregate fees billed for each of the last two fiscal years for professional services rendered by the Company's audit firm for various services

Services:	Years ended December 31,	
	2010 (Cdn\$)	2009 (Cdn\$)
Audit Fees	71,000	\$ 66,001
Audit-Related Fee ⁽¹⁾	--	7,198
Tax Fees	--	10,450
All Other Fees ⁽²⁾	--	943
Total Fees	\$ 71,000	\$ 84,592

(i)

Audit-Related Fee includes services that are traditionally performed by the auditor. These audit-related services include review of SEC documentation and audit or attest services not required by legislation or regulation.

(ii)

Canadian Public Accounting Board fees.

From time to time, management of the Company recommends to and requests approval from the audit committee for non-audit services to be provided by the Company's auditors. The audit committee routinely considers such requests at committee meetings, and if acceptable to a majority of the audit committee members, pre-approves such non-audit services by a resolution authorizing management to engage the Company's auditors for such non-audit services, with set maximum dollar amounts for each itemized service. During such deliberations, the audit committee assesses, among other factors, whether the services requested would be considered prohibited services as contemplated by the United States Securities and Exchange Commission and whether the services requested and the fees related to such services could impair the independence of the auditors. All of the non-audit related services provided by the Company's audit firm were pre-approved by the audit committee. During the year ended December 31, 2010, all of the services described above under Principal Accountant Fees and Services under the captions Audit-Related Fees, Tax Fees, and All Other Fees were approved by the Audit Committee pursuant to paragraph (c)(7)(i)(C) of Rule 2-01 of Regulation S-X.

ITEM 16D.

EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES

Not applicable.

ITEM 16E.

PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS

Not applicable.

ITEM 16F.

CHANGE IN CERTIFYING ACCOUNTANT

Not applicable.

ITEM 16G.

CORPORATE GOVERNANCE

Not applicable.

SIGNATURES

PART III

ITEM 17.

FINANCIAL STATEMENTS

The Company's consolidated financial statements are stated in United States dollars and are prepared in accordance with Cdn GAAP, the application of which, in the case of the Company, conforms in all material respects for the periods presented with U.S. GAAP, except as disclosed in Note 13 to the consolidated financial statements.

The following financial statements and notes thereto as required under Item 17 are attached to this Form 20-F Annual Report as Exhibits F-1 and F-2, and are incorporated herein by reference:

.
Consolidated Financial Statements for the Years Ended December 31, 2010, 2009 and 2008, including Management's Responsibility for Financial Reporting and Auditor's Report from PricewaterhouseCoopers LLP, Chartered Accountants; and

.
Quarterly and Annual Report for the Three Months and Year Ended December 31, 2010.

ITEM 18.

FINANCIAL STATEMENTS

Not Applicable. See Item 17.

ITEM 19.

SIGNATURES

EXHIBITS**Index to Exhibits**

The following exhibits are filed with this Annual Report on Form 20-F in respect of the current year and are incorporated by reference.

Exhibit Number	Description
F-1	<u>Consolidated Financial Statements for the Years Ended December 31, 2010, 2009 and 2008, including Management's Responsibility for Financial Reporting and Auditor's Report from PricewaterhouseCoopers LLP, Chartered Accountants.</u>
F-2	<u>Quarterly and Annual Report for the Three Months and Year Ended December 31, 2010.</u>
1.1*	Articles and Memorandum of Emgold Mining Corporation; originally incorporated as 361869 B.C. Ltd. on March 17, 1989 and, as refilled on Form 6-K 0001137171-10-000084 on February 8, 2010.
2.1*	2005 Stock Option Plan (10% Rolling) June 8, 2005.
4.1*	World Wide License Agreement with Ceramext, LLC dated September 17, 2003.
4.2*	Standard Industrial Lease - Gross and Lease Addendum and Option Agreement with Mediation/Arbitration of Disputes attachment - dated April 7, 2004, with H & D Shluker Family Trust.
4.3*	Standard Industrial/Commercial Single-Tenant Lease dated March 1, 2007, Lease Addendum dated April 1, 2007, and Option Agreement dated March 21, 2007, with H & D Shluker Family Trust.
4.4*	Option Agreement on the Jazz Property (formerly Dog Claim Group) dated March 15, 2004, with Mr. M.A. Kaufman.
4.5*	Amended lease agreement between Mary Bouma, Erica Erickson, and William Toms and the Idaho-Maryland Mining Corporation, dated January 26, 2007.
4.6*	Amended lease agreement between Mary Bouma, Erica Erickson, and the William Toms Estate and the Idaho-Maryland Mining Corporation, executed February 6, 2009.
4.7*	Mining Lease and Option to Purchase Agreement on the Rozan Property, between Emgold Mining Corporation and Valterra Resource Corporation, dated January 13, 2010.
4.8*	Mining Lease and Option to Purchase Agreement between Nevada Sunrise, LLC, and Emgold Mining Corporation, dated November 24, 2009.
5.1*	United States Patent No.: US 6,547,550 B1, dated April 15, 2003 (Guenther).
8.1*	List of subsidiaries.
11.1*	Code of Ethics.
12.1	<u>Certification pursuant to Rule 13a-14(A)/15d-14(a) of Chief Executive Officer.</u>
12.2	<u>Certification pursuant to Rule 13a-14(A)/15d-14(a) of Chief Financial Officer.</u>

- 13.1 Certification pursuant to 18 U.S.C. Section 1350 of Chief Executive Officer.
- 13.2 Certification pursuant to 18 U.S.C. Section 1350 of Chief Financial Officer.
- 15.1* Preliminary Assessment Technical Report dated November 22, 2004, prepared by AMEC Americas Limited.
- 15.2* Letter dated June 22, 2007, from the City of Grass Valley referencing the acceptance of the applications for the Idaho-Maryland Mine Annexation Application (05PLN-10), Prezone Application (05PLN-11, General Plan Amendment Application (05PLN-12), Use Permit Application (05PLN-13), Development Review Application (05DRC-05).
- 15.3** Interim Consolidated Financial Statements for Three Months Ended March 31, 2010 and 2009.
- 15.4** Quarterly Management Discussion and Analysis for Three Months Ended March 31, 2010.

Notes:

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These exhibits have been previously filed with the Company's registration statement on Form 20-F under Accession Number 0001137171-05-001000 on July 1, 2005 or in subsequent Form 20-F filings, as applicable.

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Previously filed via Form 60K on EDGAR under Accession Number 0001137171-10-000345 on June 7, 2010.

END OF EXHIBITS

Glossary of Geologic and Mining Terms

Anomaly

Any deviation from normal. Examples would include geologic features or concentrations of metal noticeably different than surrounding features or metals.

Arsenopyrite

A sulphide of arsenic and iron.

Assay

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

Axis

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

Batholith

An intrusion, usually granitic, which has a large exposed surface area and no observable bottom. Usually associated with orogenic belts. Of a large, deep-seated rock intrusion, usually granite, often forming the base of a mountain range, and uncovered only by uplifted erosion.

Bed

The smallest division of a stratified rock series, marked by a well-defined divisional plane from its neighbours above and below; an ore deposit, parallel to the stratification, constituting a regular member of the series of formations.

Bedding

Condition where planes divide sedimentary rocks of the same or different lithology.

Bedrock

Solid rock exposed at the surface of the earth, or overlain by surficial deposits.

Breccia

Rock made up of angular fragments in a matrix of finer-grained material or cementing material.

Brecciated

Rock broken up by geological forces.

Bulk sample

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

Calcite

Calcium carbonate, a mineral found in limestone, chalk and marble and metamorphic rocks.

Chalcopyrite

Copper iron sulphide mineral and an important ore of copper.

Chip sample

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

Claim

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

Contact

The place or surface where two different kinds of rocks come together.

Crystalline

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

Cut-off grade

The minimum grade of mineralization used to establish quantitative and qualitative estimates of total mineralization.

Deposit

A natural occurrence of a useful mineral or ore in sufficient extent and degree of concentration to invite exploitation.

Diabase

Igneous hypabyssal rocks that are transitional from volcanic to plutonic. The name is applied differently in different parts of the world leading to considerable confusion.

Diamond drill

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

Diamond drill hole

A method of obtaining a cylindrical core of rock by drilling with a diamond impregnated bit.

Dilution

SIGNATURES

Results from the mixing in of unwanted waste rock with the ore during mining.

Dip

The angle at which a stratum or drill hole is inclined from the horizontal. Alternatively, a geological measurement of the angle of maximum slope of planar elements in rocks.

Displacement

Relative movement of rock on opposite side of a fault; also known as dislocation.

Fault

A fracture or fracture zone along which there has been displacement of the sides relative to one another parallel to the fracture. Alternatively, a break in the continuity of a body of rock.

Feasibility study

Engineering study to determine if a mineral property can be developed at a profit, and which methods should be used to develop it.

Feldspar

A group of aluminum silicate minerals closely related in chemical composition and physical properties. There are two major chemical varieties of feldspar: the potassium aluminum, or potash feldspars and the sodium-calcium-aluminum, or plagioclase feldspars.

Felsic

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

Folds

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

Footwall

The mass of rock that lies beneath a fault, an ore body, or a mine working; the top of the rock stratum underlying a vein or bed of ore.

Fracture

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

Gangue

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

Geochemical anomaly

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

Geochemical survey

A systematic measure of the abundance of different elements in rock, soil, water, etc.

Geochemistry

Study of chemical elements in rocks or soil.

Geological mapping

Surveys defining the surface distribution of rock varieties, age relationships and structural features.

Geophysics

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

Gouge

Soft, pulverized mixture of rock and mineral material found along shear (fault) zones and produced by the differential movement across the plane of slippage.

Grab sampling

A random sample of mineralized rock with no statistical validity, taken simply to check the type of mineralization.

Grade

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

Granite

An intrusive igneous rock consisting essentially of alkali feldspar and quartz, plus micas and accessory minerals.

Graphite

A soft black form of native carbon.

Grid

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

Hanging wall

and footwall

Terms used in reference to faults when mining along a fault, your feet would be in the footwall side of the fault and the other side would be hanging over your head. The rock mass above a fault plane, vein, lode, ore body, or other structure, the underside of the country rock overlying a vein or bed of ore.

Heavy mineral

concentrate sample

A sample of heavy minerals collected from stream gravels and concentrated by panning.

Hectare

A square of 100 metres on each side; 10,000 square metres or 2.471 acres.

Host rock

SIGNATURES

The rock within which the ore deposit occurs.

Igneous

Rock formed by the cooling of molten silicate mineral.

Induced polarization

(I.P.) method

A geophysical method used to measure various electrical responses to the passage of alternating currents of different frequencies through near-surface rocks or to the passage of pulses of electricity.

Intermediate

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

Intrusion

General term for a body of igneous rock formed below the earth's surface.

Intrusive rock

Any igneous rock solidified from magma beneath the earth's surface.

Joint venture

agreement

An agreement where the parties agree to the terms on which a property will be explored, developed, and mined.

Lode

See vein.

Mafic

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

Magma

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

Massive

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

Melange

A body of rock characterized by a lack of internal continuity of contacts or strata and by the inclusion of fragments and blocks of all sized and sometimes various types, embedded in a fine-grained matrix.

Metamorphosed or

metamorphic

A rock that has been altered within the earth's crust by physical and chemical processes including heat, pressure and fluids.

Meta-sediment

A sediment or sedimentary rock that shows evidence of metamorphosis.

Metavolcanic

An informal term for volcanic rock that shows evidence of metamorphosis.

Mesozoic

SIGNATURES

An era of geologic time, from the end of the Paleozoic era to the start of the Cenozoic, or from about 225 to about 50 million years ago.

Mineral

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

Mineral claim

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

Mineral deposit or
mineralized material

A mineralized underground body which has been intersected by sufficient closely spaced drill holes and / or underground sampling to support sufficient tonnage and average grade of metal(s) to warrant further exploration-development work. This deposit does not qualify as a commercially mineable ore body (reserves), as prescribed under Commission standards, until a final and comprehensive economic, technical, and legal feasibility study based upon the test results is concluded.

Mineralization

The concentration of metals and their chemical compounds within a body of rock.

Mining lease

A claim or number of claims to which the right to mine is assigned.

Net smelter returns
royalty

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

Option agreement

An agreement where the optionee can exercise certain options to increase contracted interest in a property by making periodic payments to the optionor or by exploring, developing or producing from the optionor's property.

Ore

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

Ore body

A solid and fairly continuous mass of ore.

Ore reserve

The measured quantity and grade of all or part of a mineralized body in a mine or undeveloped mineral deposit for which the mineralization is sufficiently defined and measured on three sides to form the basis of at least a preliminary mine production plan for economically viable mining.

Outcrop

An in-situ exposure of bedrock.

Paleozoic

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

Pluton

Term for an igneous intrusion, usually formed from magma.

Pyrite

Iron sulphide (FeS₂)

Qualified person

In accordance with NI 43-101, a qualified person means an individual with at least five years of experience in mineral exploration, mine development or operation or mineral project assessment, or any combination of these. This person must also have experience relevant to the subject matter of the mineral project, and must be member in good standing of a professional association.

Quartz

A mineral composed of silicon dioxide.

Reclamation bond

Usually required when mechanized work is contemplated. Used to reclaim any workings or put right any damage, if your reclamation does not satisfy the requirements of the regulations.

Reconnaissance

A general examination or survey of a region with reference to its main features, usually as a preliminary step to a more detailed survey.

Replacement

mineralization

Mineral deposit formed by replacement of previous rock.

Reverse circulation

drill

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

Rock chip sample

A rock sample consisting of chips collected continuously over a specified width.

Rotary drilling

A drilling method where a hard-toothed bit rotates at the bottom of a drill pipe, grinding a hole into the rock. Lubrication is provided by continuously circulating drilling fluid, which brings the rock cuttings to the surface.

Royalty interest

A royalty interest is tied to a unit of production, such as tonne of concentrate or ounce of gold or silver produced. A common form of royalty interest is the net smelter return.

Sample

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

Schist

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

Sedimentary

A rock formed from cemented or compacted sediments.

Sediments

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

Sericite

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

Shaft

Vertical opening downwards.

Showing

A rock outcrop revealing the presence of a certain mineral.

Silicate

Most rocks are made up of a small number of silicate minerals ranging from quartz (SiO_2) to more complex minerals such as orthoclase feldspar (KAlSi_3O_8) or hornblende ($\text{Ca}_2\text{Na}(\text{Mg,Fe})_4(\text{Al,Fe,Ti})\text{Si}_8\text{O}_{22}(\text{OH})_2$).

Soil sampling

Systematic collection of soil samples at a series of different locations in order to study the distribution of soil geochemical values.

Sphalerite

A zinc sulphide, ZnS , which may contain some iron and cadmium; the principal ore of zinc and cadmium.

Stock

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

Stock work

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

Stope

An excavation in a mine from which ore is, or has been, extracted.

Strike

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

Tailings

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

Tailings pond

A pond where tailings are disposed.

Trenching

The act of blasting or digging through overburden or outcrop to attend fresh bedrock for mapping and sampling.

Veins

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

Waste

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

Workings

A part of a mine, quarry, etc., where work is or has been done.

SIGNATURES

Emgold Mining Corporation certifies hereby that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this Annual Report on its behalf.

EMGOLD MINING CORPORATION

Per:

/s/ David G. Watkinson

David G. Watkinson, Chief Executive Officer.

/s/ Kenneth Yurichuk

Kenneth Yurichuk, Chief Financial Officer

DATED:

July 6, 2011