

Altius Minerals Corporation
Interim Consolidated Financial Statements
Unaudited
For the Three and Nine Months Ended
January 31, 2007 and 2006

(Restated)

The January 31, 2007 unaudited interim consolidated financial statements have been restated and replace those previously issued on March 19, 2007 to reflect the changes as described in note # 3 of the restated April 30, 2006 consolidated financial statements. The April 30, 2006 restatement adjusted the gain on disposal and the dilution gains related to the Corporation's investment in Aurora Energy Resources Inc. ("Aurora") to reflect an accounting treatment which better represents the transactions. In addition, the contributed surplus related to stock – based compensation of Aurora has been netted against the carrying value of the investment in Aurora on the Corporation's Consolidated Balance Sheets. The resulting changes affected the April 30, 2006 closing balances of retained earnings, contributed surplus, future income taxes and investments and affected those carrying values in subsequent periods. The current period and comparative balance sheets have been adjusted to record these adjustments and there is no impact on current year net earnings.

Altius Minerals Corporation

Consolidated Balance Sheets

As At

(Unaudited)

	<u>January 31, 2007</u>	<u>April 30, 2006</u>
Assets		
Current assets		
Cash and cash equivalents	\$ 82,681,293	\$ 35,331,949
Accounts receivable and prepaid expenses	1,745,442	807,641
Accounts receivable – related companies (note 6)	<u>19,958</u>	<u>619,757</u>
	84,446,693	36,759,347
Mineral properties and deferred exploration costs (note 5)	1,675,139	1,096,322
Royalty interest in mineral property	13,152,881	13,597,930
Property and equipment	162,849	94,846
Investments (note 2)	<u>32,597,620</u>	<u>16,152,694</u>
	<u>\$ 132,035,182</u>	<u>\$ 67,701,139</u>
Liabilities		
Current liabilities		
Accounts payable and accrued liabilities	\$ 292,410	\$ 901,862
Income taxes payable	<u>16,465,000</u>	<u>5,308,000</u>
	16,757,410	6,209,862
Deferred option payments (note 3)	452,500	-
Future income taxes	<u>1,970,371</u>	<u>1,314,182</u>
	<u>19,180,281</u>	<u>7,524,044</u>
Shareholders' Equity		
Share capital (note 4)	25,658,585	25,123,818
Contributed surplus (note 4 [d])	1,281,778	684,447
Foreign currency translation adjustment	373,466	-
Retained earnings	<u>85,541,072</u>	<u>34,368,830</u>
	<u>112,854,901</u>	<u>60,177,095</u>
	<u>\$ 132,035,182</u>	<u>\$ 67,701,139</u>

Subsequent events (note 8)

Approved by the Board:

_____, Director
"Brian F. Dalton"

_____, Director
"John A. Baker"

Altius Minerals Corporation

Consolidated Statements of Earnings and Retained Earnings

For the Periods Ended January 31

(Unaudited)

	Three Months Ended January 31		Nine Months Ended January 31	
	<u>2007</u>	<u>2006</u>	<u>2007</u>	<u>2006</u>
Revenue				
Royalty income	\$ 1,392,807	\$ 1,392,807	\$ 2,596,950	\$ 1,392,807
Option payments, management fees and equipment rental	40,303	58,412	278,474	143,759
Interest income	801,852	32,988	1,487,502	71,183
	<u>2,234,962</u>	<u>91,400</u>	<u>4,362,926</u>	<u>214,942</u>
Expenses				
General and administrative	570,298	238,915	1,202,541	668,516
Mineral properties abandoned or impaired	131,499	1,694	172,998	126,185
Royalty tax	268,853	-	439,598	-
Stock-based compensation	371,750	170,588	647,629	170,588
Amortization	69,594	14,692	516,552	36,182
	<u>1,411,994</u>	<u>425,889</u>	<u>2,979,318</u>	<u>1,001,471</u>
Earnings (loss) before the following	<u>822,968</u>	<u>(334,489)</u>	<u>1,383,608</u>	<u>(786,529)</u>
Gain on sale of investment	32,453,465	-	62,594,947	-
Dilution gain on issuance of shares by equity investee	-	-	-	1,339,352
Share of (loss) in equity investees	(215,344)	(494,495)	(1,298,821)	(800,151)
Investment income	308,000	-	1,008,000	-
	<u>32,546,121</u>	<u>(494,495)</u>	<u>62,304,126</u>	<u>539,201</u>
Earnings (loss) before income taxes	<u>33,369,089</u>	<u>(828,984)</u>	<u>63,687,734</u>	<u>(247,328)</u>
Income taxes expense (recovery)				
- current	5,580,750	-	11,165,750	-
- future	463,750	(434,000)	629,939	(244,000)
	<u>6,044,500</u>	<u>(434,000)</u>	<u>11,795,689</u>	<u>(244,000)</u>
Net earnings (loss)	<u>27,324,589</u>	<u>(394,984)</u>	<u>51,892,045</u>	<u>(3,328)</u>
Retained earnings, beginning of period	58,936,286	1,232,522	34,368,830	840,866
Repurchase of common shares (note 4)	(719,803)	-	(719,803)	-
Retained earnings, end of period	<u>\$ 85,541,072</u>	<u>\$ 837,538</u>	<u>\$ 85,541,072</u>	<u>\$ 837,538</u>
Net earnings per share				
- basic	<u>\$ 0.95</u>	<u>\$ (0.01)</u>	<u>\$ 1.80</u>	<u>\$ (0.00)</u>
- diluted	<u>\$ 0.93</u>	<u>\$ (0.01)</u>	<u>\$ 1.77</u>	<u>\$ (0.00)</u>

Altius Minerals Corporation

Consolidated Statements of Cash Flows

For the Periods Ended January 31

(Unaudited)

	Three Months Ended January 31		Nine Months Ended January 31	
	<u>2007</u>	<u>2006</u>	<u>2007</u>	<u>2006</u>
Operating activities				
Net earnings (loss)	\$ 27,324,589	\$ (394,984)	\$ 51,892,045	\$ (3,328)
Items not affecting cash:				
Mineral properties abandoned or impaired	131,499	1,694	172,998	126,185
Stock-based compensation	371,750	170,588	647,629	170,588
Amortization	69,594	14,692	516,552	36,182
Gain on sale of investment	(32,453,465)	-	(62,594,947)	-
by equity investee	-	-	-	(1,339,352)
Share of loss in equity investees	215,344	494,495	1,298,821	800,151
Future income tax expense (recovery)	463,750	(434,000)	629,939	(244,000)
	<u>4,397,817</u>	<u>(168,969)</u>	<u>9,609,747</u>	<u>196,367</u>
Change in non-cash working capital				
Financing activities				
Proceeds from issuance of shares, net of issuance cost	186,701	112,750	524,150	3,196,006
Repurchase of common shares	-	-	(832,936)	-
	<u>186,701</u>	<u>112,750</u>	<u>(308,786)</u>	<u>3,196,006</u>
Investing activities				
Proceeds from disposal of investment in equity investee	33,483,335	-	64,833,335	-
Deferred exploration costs, net of recoveries	(33,083)	(68,066)	(529,863)	(296,308)
Deferred option payments	20,000	-	20,000	-
Acquisition of royalty interest in mineral property	-	-	(24,098)	(5,060)
Acquisition of investments	(3,308,369)	(230,328)	(19,298,419)	(459,197)
Acquisition of property and equipment	(59,036)	(3,654)	(115,408)	(15,645)
Advances to related companies	1,070,771	-	599,799	-
	<u>31,173,618</u>	<u>(302,048)</u>	<u>45,485,346</u>	<u>(776,210)</u>
Net increase (decrease) in cash and cash equivalents	31,881,197	(505,782)	47,349,344	2,162,589
Cash and cash equivalents, beginning of period	50,800,096	4,621,044	35,331,949	1,952,673
Cash and cash equivalents, end of period	<u>\$ 82,681,293</u>	<u>\$ 4,115,262</u>	<u>\$ 82,681,293</u>	<u>\$ 4,115,262</u>
Cash and cash equivalents consist of:				
Deposits with banks	\$ 1,937,878	\$ 750,654	\$ 1,937,878	\$ 750,654
Short-term investments	80,743,415	3,364,608	80,743,415	3,364,608
	<u>\$ 82,681,293</u>	<u>\$ 4,115,262</u>	<u>\$ 82,681,293</u>	<u>\$ 4,115,262</u>

Altius Minerals Corporation

Notes to Consolidated Financial Statements

January 31, 2007 and 2006

(Unaudited)

1. Basis of presentation

The unaudited interim consolidated financial statements have been prepared following the accounting policies set out in the 2006 annual consolidated financial statements.

The disclosures in the unaudited consolidated financial statements do not conform in all material respects to the requirements of generally accepted accounting principles for annual financial statements. Accordingly, these unaudited interim consolidated financial statements should be read in conjunction with the April 30, 2006 annual consolidated financial statements.

2. Investments

	January 31 <u>2007</u>	April 30 <u>2006</u>
Investment in companies subject to significant influence:		
Rambler Metals and Mining plc, (30%; market value - \$12.8 million) (note 2 [a])	\$ 4,745,965	\$ 4,715,798
Newfoundland and Labrador Refining Corporation, (January 2007 – 36.9%; April 2006 – 37.5%) (note 2 [b])	2,147,909	212,769
Investments, at cost		
Aurora Energy Resources Inc. (6,539,911 shares) (market value - \$98 million) (January 2007 – 9.9%; April 2006 - 19.9%) (note 2 [c])	2,634,533	5,497,464
Other mining related portfolio investments (market value - \$25.4 million)	<u>23,069,213</u>	<u>5,726,663</u>
	<u>\$ 32,597,620</u>	<u>\$ 16,152,694</u>

- (a) The Corporation began accounting for Rambler Metals and Mining plc as a self-sustaining operation during the quarter. The net investment is now adjusted for any changes in value caused by currency fluctuation, with the adjustment going to a separate component of shareholders' equity.
- (b) The Corporation subscribed for an additional 345,019 shares in Newfoundland and Labrador Refining Corporation during the quarter, in exchange for cash consideration of \$713,940.
- (c) The Corporation began accounting for its investment in Aurora Energy Resources Inc. on a cost basis in August 2006. This change from the equity method was made on the basis of the Corporation's reduced ownership interest in Aurora and removal of representation on the Aurora Board of Directors.

Altius Minerals Corporation

Notes to Consolidated Financial Statements

January 31, 2007 and 2006

(Unaudited)

3. Deferred option payments

South Tally Pond	\$ 275,200
Rocky Brook	177,500
Moosehead	-
	<u>\$ 452,500</u>

(a) South Tally Pond

As part of an equity financing agreement with Paragon Minerals Corporation (Paragon), Paragon has the right to acquire a 100% undivided ownership interest in the South Tally Pond property by issuing 250,000 common shares to the Corporation upon the effective date of Paragon becoming a publicly listed Company on the TSX Venture Exchange, 250,000 common shares on or before the first anniversary date thereafter, and 500,000 common shares on or before the eighth anniversary date or upon completion of a feasibility study. The first 250,000 shares under this agreement were received from Paragon in January 2007.

(b) Rocky Brook

The Rocky Brook project became subject to an earn-in/joint venture agreement with JNR Resources Inc. (JNR) in December 2004 that allows JNR to earn up to a 70% interest in the property by spending \$ 2,525,000 on exploration expenditures over a four year period, and making a payment of 125,000 shares and periodic cash/share payments over the four year period totaling \$172,000. JNR has met all expenditure commitments to date and further exploration work is planned for the upcoming season.

(c) Moosehead

Agnico Eagle Mines Inc. (Agnico) has earned an ownership interest in the Moosehead property as part of its agreement dated September 2001. The Corporation's current ownership on the property is 46% and the Corporation can either maintain this ownership by cost-sharing in future exploration and development expenditures or accept a dilution in ownership to a minimum of 10%, at which point the ownership would convert to a 1% net smelter return royalty on the property.

Altius Minerals Corporation

Notes to Consolidated Financial Statements

January 31, 2007 and 2006

(Unaudited)

4. Share capital

- (a) Authorized
- Unlimited number of common voting shares
 - Unlimited number of First Preferred shares
 - Unlimited number of Second Preferred shares

The First and Second Preferred shares may be issued in one or more series and the directors are authorized to fix the number of shares in each series and to determine the designation, rights, privileges, restrictions, and conditions attached to the shares of each series.

- (b) Issued and outstanding – common shares

	<u>Number</u>	<u>Stated Value</u>
Balance, April 30, 2006	28,722,725	\$ 25,123,818
Exercise of stock options	210,000	647,900
Repurchase and cancellation of shares under normal course issuer bid	<u>(127,900)</u>	<u>(113,133)</u>
	<u>28,804,825</u>	<u>\$ 25,658,585</u>

During the quarter the Corporation cancelled 127,900 previously purchased shares under its share buy-back program at a total cost of \$832,936 or \$6.51 per share. The cancellation of the shares resulted in a reduction in share capital of \$113,133 and the excess of the cost of the shares repurchased over the carrying value of the Corporation's share capital of \$719,803 has been recorded as a reduction of retained earnings.

- (c) The Corporation has a stock option plan under which directors, officers, employees and consultants of the Corporation and of its subsidiaries are eligible to receive stock options. The aggregate number of shares to be issued upon the exercise of all options granted under the plan shall not exceed 10% of the issued shares of the Corporation at the time of granting the options. The maximum number of common shares optioned to any one optionee shall not exceed 5% of outstanding common shares of the Corporation. Options granted under the plan generally have a term of five years but may not exceed five years and vest at terms to be determined by the directors at the time of grant. The exercise price of each option shall be determined by the directors at the time of grant but shall not be less than the price permitted by the policy or policies of the stock exchange(s) on which the Corporation's common shares are then listed.

Altius Minerals Corporation

Notes to Consolidated Financial Statements

January 31, 2007 and 2006

(Unaudited)

4. Share capital (continued)

A summary of the status of the Corporation's stock option plan as of January 31, 2007 and changes during the period then ended is as follows:

	<u>Number of Options</u>	<u>Weighted Average Exercise Price</u>
Outstanding, April 30, 2006	1,138,000	\$ 2.93
Granted	425,000	8.55
Exercised	(210,000)	2.50
Expired/Forfeited	<u>(42,000)</u>	3.98
Outstanding, January 31, 2007	<u>1,311,000</u>	\$ 4.79
Exercisable, January 31, 2007	<u>633,000</u>	<u>\$ 3.28</u>

The following table summarizes information about stock options outstanding and exercisable at January 31, 2007:

<u>Exercise Prices</u>	<u>Number of Outstanding Options</u>	<u>Weighted Average Remaining Contractual Life of Outstanding Options</u>	<u>Number of Exercisable Options</u>	<u>Weighted Average Remaining Contractual Life of Exercisable Options</u>
\$1.35	285,000	.63	285,000	.63
\$3.00	154,000	2.04	86,000	2.04
\$3.50	10,000	2.17	6,000	2.17
\$3.75	84,000	3.22	24,000	3.22
\$4.00	125,000	2.87	75,000	2.87
\$4.15	228,000	3.88	72,000	3.88
\$6.75	30,000	4.68	6,000	4.68
\$7.60	30,000	4.53	6,000	4.53
\$8.30	290,000	4.83	58,000	4.83
\$10.60	<u>75,000</u>	4.92	<u>15,000</u>	4.92
	<u>1,311,000</u>	3.11	<u>633,000</u>	2.13

Altius Minerals Corporation

Notes to Consolidated Financial Statements

January 31, 2007 and 2006

(Unaudited)

4. Share capital (continued)

(d) Contributed surplus

A summary of contributed surplus as at January 31, 2007 and changes during the period then ended is as follows:

Balance, April 30, 2006	\$ 684,447
Stock-based compensation	712,081
Transferred to share capital upon the exercise of stock options	<u>(114,750)</u>
Balance, January 31, 2007	<u>\$ 1,281,778</u>

(e) Net earnings per share

Basic net earnings per share has been calculated using the weighted average number of common shares outstanding. Diluted net earnings per share has been calculated using the weighted average number of common shares after giving effect to dilutive stock options and warrants.

	Three Months Ended January 31		Nine Months Ended January 31	
	<u>2007</u>	<u>2006</u>	<u>2007</u>	<u>2006</u>
Basic-weighted average number of shares	28,785,195	28,461,345	28,789,146	28,076,960
Diluted-weighted average number of shares	29,428,912	28,461,345	29,335,908	28,076,960

Altius Minerals Corporation

Notes to Consolidated Financial Statements

January 31, 2007 and 2006

(Unaudited)

5. Mineral properties and deferred exploration costs

	Balance, April 30 <u>2006</u>	Net Additions	Abandoned or Impaired	Balance January 31 <u>2007</u>
South Tally Pond (note 3 [a])	\$ 383,024	40,517	-	423,541
White Bay	-	91,651	-	91,651
Taylor Brook	76,566	3,654	-	80,220
Notakwanon River (note 8[b])	22,866	55,177	-	78,043
New Brunswick Oil Shale	3,998	70,387	-	74,385
Lockport	70,384	-	-	70,384
Kamistaitussett	26,092	28,284	-	54,376
Viking	10,262	39,622	-	49,884
Labrador Trough	46,076	(284)	-	45,792
Shamrock	42,771	400	-	43,171
Point Leamington	29,487	-	-	29,487
Howell's River	3,420	22,257	-	25,677
Baie d'Espoir	24,031	-	(210)	23,821
Nuiklavik	-	23,738	-	23,738
Voisey's Bay	-	17,341	-	17,341
Merasheen	1,708	14,632	-	16,340
Alexis River	12,885	667	-	13,552
Meshikamau	2,637	8,911	-	11,548
Lac Joseph	1,087	8,423	(711)	8,799
Robert's Arm	1	5,490	-	5,491
Moosehead (note 3 [c])	1,693	3,782	-	5,475
Mustang Trend	64,919	6,277	(66,934)	4,262
Victoria River	2,950	-	-	2,950
Miguel's Trend	2,575	-	-	2,575
Rocky Brook (note 3[b])	92,563	85,237	-	177,800
Duley Lake	380	(380)	-	-
General exploration	-	101,593	(101,593)	-
Security deposits	<u>173,947</u>	<u>124,439</u>	<u>(3,550)</u>	<u>294,836</u>
	<u>\$ 1,096,322</u>	<u>751,815</u>	<u>(172,998)</u>	<u>1,675,139</u>

Net additions include capitalized stock based compensation of \$64,452.

Net additions are net of recovered property costs.

Altius Minerals Corporation

Notes to Consolidated Financial Statements

January 31, 2007 and 2006

(Unaudited)

6. Related party transactions

The Corporation's related party transactions are as follows:

	Three Months Ended January 31		Nine Months Ended January 31	
	<u>2007</u>	<u>2006</u>	<u>2007</u>	<u>2006</u>
Revenue from companies subject to significant Influence:				
Management fees	<u>\$ 26,092</u>	<u>\$ 48,407</u>	<u>\$ 224,424</u>	<u>\$ 113,441</u>
Reduction in mineral properties and deferred exploration costs	<u>-</u>	<u>51,323</u>	<u>-</u>	<u>51,323</u>
Consulting fees and related services and costs paid to a company controlled by a director, and reflected as:				
Mineral properties and deferred exploration costs	<u>\$ 2,138</u>	<u>\$ 35,325</u>	<u>\$ 76,508</u>	<u>\$ 58,125</u>
Legal services received from a partnership, one of the partners of which is a director of the Corporation and reflected as:				
Mineral properties and deferred exploration costs	<u>9,446</u>	<u>-</u>	<u>28,282</u>	<u>-</u>
Investments	<u>-</u>	<u>12,115</u>	<u>-</u>	<u>26,984</u>
General and administrative expenses	<u>7,918</u>	<u>2,053</u>	<u>24,542</u>	<u>5,413</u>
	<u>\$ 17,364</u>	<u>\$ 14,168</u>	<u>\$ 52,824</u>	<u>\$ 32,397</u>

These transactions are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

Accounts receivable – related companies are due from significantly influenced investees and a wholly-owned subsidiary of a significantly influenced investee. The balances are payable upon receipt of invoice; the amounts represent recoverable mineral and other expenditures incurred on behalf of the related companies.

Altius Minerals Corporation

Notes to Consolidated Financial Statements

January 31, 2007 and 2006

(Unaudited)

7. Financial Instruments

During the quarter, the Corporation entered into an equity forward agreement to sell 2.5 million shares in Aurora for gross proceeds of \$17.72 per share on December 14, 2011. The arrangement effectively locks in the economic value of the 2.5 million shares at the contractual price. The Corporation will maintain all rights of ownership of the shares, including voting rights, throughout the contractual period. The equity forward has been designated as an effective hedge against the 2.5 million Aurora shares and will not be recorded on the balance sheet.

8. Subsequent events

- (a) From February 1, 2007 to March 7, 2007, the Corporation acquired 72,000 Altius common shares from the public market at a total cost of \$697,388 under its normal course issuer bid.
- (b) In March 2007 the Corporation reached an agreement with Northern Abitibi Mining Corporation on its Taylor Brook Property. Northern Abitibi Mining Corporation may earn an initial 51% interest in the Taylor Brook property by issuing 500,000 shares and paying \$200,000 to the Corporation and by spending \$1,200,000 on exploration over a four year period. Thereafter, the Corporation may elect to form a joint venture with a 49% interest or a sliding scale Net Smelter Return nickel royalty of 1.5% to 3.5% in lieu of a property interest or a 30% property interest with Northern Abitibi spending an additional \$4,000,000.
- (c) In March 2007 the Corporation received proceeds of \$33.6 million under a zero-coupon loan agreement at an interest rate of 4.25% per annum maturing in December 14, 2011. As security the Corporation has pledged the proceeds from the equity forward agreement as described in note 7 to the financial statements. The maturity value of the zero coupon loan equals the expected proceeds receivable from the equity forward agreement. The proceeds of the loan are expected to be used for general investment purposes.