SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549
FORM 10-KSB/A
Amendment No. 1

Mark One:

☑ Annual Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.
For the fiscal year ended **December 31, 2006**; or

☐ Transition Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the transition period from __________ to __________.

Commission File No. 1-32158

GEOGLOBAL RESOURCES INC.
(Name of Small Business Issuer in its Charter)

Delaware	**33-0464753**
(State or Other Jurisdiction of Incorporation or Organization)	(IRS Employer Identification No.)

Suite 310, 605- 1 Street SW, Calgary, Alberta	**T2P 3S9**	**Canada**
(Address of Principal Executive Offices)	(Zip Code)	

(403) 777-9250
(Issuer's Telephone Number, Including Area Code)

Securities registered under Section 12(b) of the Exchange Act:

Title of Each Class	Name of Each Exchange on Which Registered
	None

Securities Registered Pursuant to Section 12(g) of the Exchange Act:
Common Stock, par value $.001 per share

(Title of Each Class)

Check whether the issuer is not required to file reports pursuant to Section 13 or 15(d) of the Exchange Act ☐

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. ☑ Yes ☐ No

Check if there is no disclosure of delinquent filers in response to Item 405 of Regulation S-B contained in this form, and no disclosure will be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-KSB or any amendment to this Form 10-KSB. ☐

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

Issuer's revenues for its most recent fiscal year: $-0-

The aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was sold, or the average bid and asked price of such common equity, as of April 13, 2007 was $202,227,474**.** (See definition of affiliate in Rule 12b-2 of the Exchange Act).

The number of shares outstanding of each of the issuer's classes of common equity, as of April 13, 2007, was 66,228,256.

DOCUMENTS INCORPORATED BY REFERENCE

None

This Form 10-KSB/A is being filed to amend the GeoGlobal Resources Inc. (the “Company”) Annual Report on Form 10-KSB for the year ended December 31, 2006. The amendment is filed in order to correct a typographical error to the header of the Notes to the Financial Statements. This amendment is filed to file as exhibits the Consents of Ernst & Young LLP to the incorporation by reference of their opinion dated March 23, 2007 in the Company’s registration statement s on Form S-8 (File Nos. 333-74245, 333-39450, 333-67720 and 333-129225) and its registration statement on Form S-3 (File No. 333-129225).

This Form 10-KSB/A does not reflect events occurring after the filing of the original Form 10-KSB or modify or update those disclosures. Information not affected by the amendment is unchanged and reflects the disclosure made at the time of the original filing of the Form 10-KSB with the Securities and Exchange Commission on April 17, 2007. The following items have been amended:

Annual Report on Form 10-KSB/A
December 31, 2006

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PART II

Item 7. Financial Statements

Our Financial Statements are included in a separate section of this report. See page F-1.

Item 13. Exhibits

Exhibit	Description
3.1	Certificate of Incorporation of the Registrant, as amended. (1)
3.2	Bylaws of the Registrant, as amended. (4)
3.3	Certificate of Amendment filed with the State of Delaware on November 25, 1998. (2)
3.4	Certificate of Amendment filed with the State of Delaware on December 4, 1998. (2)
3.5	Certificate of Amendment filed with the State of Delaware on March 18, 2003. (5)
3.6	Certificate of Amendment filed with the State of Delaware on January 8, 2004. (5)
4.1	Specimen stock certificate of the Registrant. (5)
10.1	Restated 1993 Stock Incentive Plan. (1)
10.2	1994 Directors Stock Option Plan. (1)
10.3	1994 Stock Option Plan. (1)
10.4	1993 Stock Incentive Plan. (1)
10.5	1998 Stock Incentive Plan. (2)
10.6	Stock Purchase Agreement dated April 4, 2003 by and among Suite101.com, Inc., Jean Paul Roy and GeoGlobal Resources (India) Inc. (3)
10.7	Amendment dated August 29, 2003 to Stock Purchase Agreement dated April 4, 2003. (4)
10.8	Technical Services Agreement dated August 29, 2003 between Suite101.com, Inc. and Roy Group (Barbados) Inc. (4)
10.8.1	Amendment to Technical Services Agreement dated January 31, 2006 between GeoGlobal Resources Inc. and Roy Group (Barbados) Inc. (8)
10.9	Participating Interest Agreement dated March 27, 2003 between GeoGlobal Resources (India) Inc. and Roy Group (Mauritius) Inc. (4)
10.10	Escrow Agreement dated August 29, 2003 among Registrant, Jean Paul Roy and Computershare Trust Company of Canada. (4)
10.11	Promissory Note dated August 29, 2003 payable to Jean Paul Roy. (4)
10.12	Production Sharing Contract dated February 4, 2003, among The Government of India, Gujarat State Petroleum Corporation Limited, Jubilant Enpro Limited and GeoGlobal Resources (India) Inc. (6)
10.13	Production Sharing Contract dated February 6, 2004 among The Government of India, Gujarat State Petroleum Corporation Limited, Jubilant Enpro Private Limited and GeoGlobal Resources (Barbados) Inc. (6)
10.14	Production Sharing Contract dated February 6, 2004 among The Government of India, Gujarat State Petroleum Corporation Limited, Jubilant Enpro Private Limited, Prize Petroleum Company Limited and GeoGlobal Resources (Barbados) Inc. (6)
10.15	Carried Interest Agreement dated August 27, 2002 between Gujarat State Petroleum Corporation Limited and GeoGlobal Resources (India) Inc. (5)
10.16	Agency Agreement dated September 9, 2005 between the Company and Jones, Gable & Company Limited. (7)
10.17	Form of Subscription Agreement entered into by subscribers relating to offers and sales of Units by Jones, Gable & Company Limited. (7)
	Form of Subscription Agreement with respect to sales of an aggregate of 1,000,000 of the Units. (7)
10.18	Registration Rights Agreement dated September 9, 2005 between the Company and Jones, Gable & Company Limited. (7)
10.19	Production Sharing Contract dated September 23, 2005, between the Government of India and GeoGlobal Resources (Barbados) Inc. (7)
10.20	Production Sharing Contract dated September 23, 2005, between the Government of India, Gujarat

Exhibit	Description
	State Petroleum Corporation Limited, GAIL (India) Ltd., Jubilant Capital Pvt. Ltd. and GeoGlobal Resources (Barbados) Inc. (7)
10.21	Production Sharing Contract dated March 2, 2007, between the Government of India, Oil India Limited and GeoGlobal Resources (Barbados) Inc. (9)
10.22	Production Sharing Contract dated March 2, 2007, between the Government of India, Oil India Limited and GeoGlobal Resources (Barbados) Inc. (9)
10.23	Production Sharing Contract dated March 2, 2007, between the Government of India, Oil India Limited, Hindustan Petroleum Corpn. Ltd. and GeoGlobal Resources (Barbados) Inc. (9)
10.24	Production Sharing Contract dated March 2, 2007, between the Government of India and GeoGlobal Resources (Barbados) Inc. (9)
14	Code of Ethics. (5)
21	Subsidiaries of the Registrant:

Name	State or Jurisdiction of Incorporation
GeoGlobal Resources (India) Inc.	Barbados
GeoGlobal Resources (Canada) Inc.	Alberta
GeoGlobal Resources (Barbados) Inc.	Barbados

23	Consent of experts and counsel:
23.1	Consent of Ernst & Young LLP. (10)
31.1	Certification of President and Chief Executive Officer Pursuant to Rule 13a-14(a). (10)
31.2	Certification of Chief Financial Officer Pursuant to Rule 13a-14(a). (10)
32.1	Certification of President and Chief Executive Officer Pursuant to Section 1350 (furnished, not filed). (10)
32.2	Certification of Chief Financial Officer Pursuant to Section 1350 (furnished, not filed). (10)

(1) Filed as an Exhibit to Neuro Navigational Corporation Form 10-KSB No. 0-25136 dated September 30, 1994.
(2) Filed as an Exhibit to our Current Report on Form 8-K dated December 10, 1998.
(3) Filed as exhibit 10.1 to our Quarterly Report on Form 10-QSB for the quarter ended March 31, 2003.
(4) Filed as an exhibit to our Current Report on Form 8-K for August 29, 2003.
(5) Filed as an Exhibit to our Form 10-KSB dated April 1, 2004.
(6) Filed as an Exhibit to our Form 10-KSB/A dated April 28, 2004.
(7) Filed as an Exhibit to our Quarterly Report on Form 10-QSB for the quarter ended September 30, 2005.
(8) Filed as an Exhibit to our Current Report on Form 8-K dated January 31, 2006.
(9) To be filed as an Exhibit to our Quarterly Report on Form 10Q for the quarter ending March 31, 2007.
(10) Filed herewith.

GEOGLOBAL RESOURCES INC.
(a development stage enterprise)

CONSOLIDATED FINANCIAL STATEMENTS

CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2006 AND DECEMBER 31, 2005

(in United States dollars)
GeoGlobal Resources Inc.
(a development stage enterprise)

Index to Consolidated Financial Statements

December 31, 2006 and December 31, 2005

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Stockholders Of
GeoGlobal Resources Inc.

We have audited the accompanying consolidated balance sheets of GeoGlobal Resources Inc., a development stage enterprise, as of December 31, 2006 and 2005 and the related consolidated statements of operations, stockholders' equity and cash flows for the years ended December 31, 2006, 2005 and 2004, and for the cumulative period from inception on August 21, 2002 to December 31, 2006. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Company's internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of GeoGlobal Resources Inc. as at December 31, 2006 and 2005 and the consolidated results of its operations and its cash flows for the years ended December 31, 2006, 2005, and 2004, and for the cumulative period from inception on August 21, 2002 to December 31, 2006 in conformity with United States generally accepted accounting principles.

As discussed in note 6b to the consolidated financial statements, the 2005 and 2004 stock-based compensation disclosures have been restated.

"Ernst & Young LLP" (signed)

CALGARY, ALBERTA
March 23, 2007

CHARTERED ACCOUNTANTS

GEOGLOBAL RESOURCES INC.
(a development stage enterprise)
CONSOLIDATED BALANCE SHEETS

	December 31, 2006 US $	December 31, 2005 US $
Assets		
Current		
Cash and cash equivalents (note 2i)	**32,362,978**	36,037,388
Accounts receivable	**202,821**	139,035
Prepaids and deposits	**31,232**	5,718
Cash call receivable	**--**	49,947
	32,597,031	36,232,088
Restricted cash (note11a)	**3,590,769**	392,485
Property and equipment (note 3)	**183,427**	89,826
Oil and gas interests, not subject to depletion (note 4)	**9,722,738**	2,216,663
	46,093,965	38,931,062
Liabilities		
Current		
Accounts payable	**1,888,103**	159,145
Accrued liabilities	**33,487**	43,500
Due to related companies (notes 8c, 8d and 8e)	**33,605**	244,452
	1,955,195	447,097
Stockholders' Equity (note 5)		
Capital stock		
Authorized		
100,000,000 common shares with a par value of US$0.001 each		
1,000,000 preferred shares with a par value of US$0.01 each		
Issued		
66,208,255 common shares (December 31, 2005 – 62,954,255)	**51,617**	48,361
Additional paid-in capital	**47,077,827**	40,275,588
Deficit accumulated during the development stage	**(2,990,674)**	(1,839,984)
	44,138,770	38,483,965
	46,093,965	38,931,062

See Commitments, Contingencies and Guarantees (note 11)
The accompanying notes are an integral part of these Consolidated Financial Statements

GEOGLOBAL RESOURCES INC.
(a development stage enterprise)
CONSOLIDATED STATEMENTS OF OPERATIONS

	Year ended Dec 31, 2006 US $	Year ended Dec 31, 2005 US $	Year ended Dec 31, 2004 US $	Period from Inception, Aug 21, 2002 to Dec 31, 2006 US $ (note 12a)
Expenses (notes 8c, 8d, 8e and 6b)				
General and administrative	**1,406,000**	495,326	451,788	2,510,716
Consulting fees	**1,190,919**	265,446	237,615	1,864,251
Professional fees	**251,261**	201,298	161,381	752,676
Depreciation	**49,323**	49,531	61,308	211,310
	2,897,503	1,011,601	912,092	5,338,953
Other expenses (income)				
Consulting fees recovered	**--**	(12,950)	(14,300)	(66,025)
Equipment costs recovered	**--**	(12,950)	(2,200)	(19,395)
Gain on sale of equipment	**--**	(42,228)	--	(42,228)
Foreign exchange (gain) loss	**4,737**	(319)	3,495	26,547
Interest income	**(1,751,550)**	(462,174)	(31,591)	(2,247,178)
	(1,746,813)	(530,621)	(44,596)	(2,348,279)
Net loss and comprehensive loss for the period (note 9)	**(1,150,690)**	(480,980)	(867,496)	(2,990,674)
Net loss per share – basic and diluted (note 5f)	**(0.02)**	(0.01)	(0.02)	

The accompanying notes are an integral part of these Consolidated Financial Statements

GEOGLOBAL RESOURCES INC.
(a development stage enterprise)
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

	Capital Stock US $	Additional paid-in capital US $	Accumulated Deficit US $	Stockholders' Equity US $
Common shares issued on incorporation on August 21, 2002	64	--	--	64
Net loss and comprehensive loss for the period	--	--	(13,813)	(13,813)
Balance at December 31, 2002	64	--	(13,813)	(13,749)
Common shares issued during the year				
On acquisition (note 7)	34,000	1,072,960	--	1,106,960
Options exercised for cash	397	101,253	--	101,650
December 2003 private placement financing (note 5c)	6,000	5,994,000	--	6,000,000
Share issuance costs on private placement	--	(550,175)	--	(550,175)
Net loss and comprehensive loss for the year	--	--	(477,695)	(477,695)
Balance at December 31, 2003	40,461	6,618,038	(491,508)	6,166,991
Common shares issued during the year				
Options exercised for cash	115	154,785	--	154,900
Broker Warrants exercised for cash (note 5c)	39	58,611	--	58,650
Net loss and comprehensive loss for the year	--	--	(867,496)	(867,496)
Balance at December 31, 2004	40,615	6,831,434	(1,359,004)	5,513,045
Common shares issued during the year				
Options exercised for cash (note 5e(i))	739	1,004,647	--	1,005,386
2003 Purchase Warrants exercised for cash (note 5d(i))	2,214	5,534,036	--	5,536,250
Broker Warrants exercised for cash (note 5c)	541	810,809	--	811,350
September 2005 private placement financing (note 5b)	4,252	27,636,348	--	27,640,600
Share issuance costs on private placement (note 5b)	--	(1,541,686)	--	(1,541,686)
Net loss and comprehensive loss for the year	--	--	(480,980)	(480,980)
Balance at December 31, 2005	48,361	40,275,588	(1,839,984)	38,483,965
Common shares issued during the year				
Options exercised for cash (note 5e(i))	**2,285**	**2,706,895**	**--**	**2,709,180**
Options exercised for notes receivable (note 6e)	**185**	**249,525**	**--**	**249,710**
2003 Purchase Warrants exercised for cash (note 5d(i))	**786**	**1,962,964**	**--**	**1,963,750**
Share issuance costs	**--**	**(74,010)**	**--**	**(74,010)**
Stock-based compensation (note 6b)	**--**	**1,956,865**	**--**	**1,956,865**
Net loss and comprehensive loss for the year	**--**	**--**	**(1,150,690)**	**(1,150,690)**
Balance at December 31, 2006	**51,617**	**47,077,827**	**(2,990,674)**	**44,138,770**

See note 5 for further information
The accompanying notes are an integral part of these Consolidated Financial Statements

GEOGLOBAL RESOURCES INC.
(a development stage enterprise)
CONSOLIDATED STATEMENTS OF CASH FLOWS

	Year ended Dec 31, 2006 US $	Year ended Dec 31, 2005 US $	Year ended Dec 31, 2004 US $	Period from Inception, Aug 21, 2002 to Dec 31, 2006 US $
				(note 12a)
Cash flows provided by (used in) operating activities:				
Net loss	**(1,150,690)**	(480,980)	(867,496)	(2,990,674)
Adjustments to reconcile net loss to net cash used in operating activities:				
Depreciation	**49,323**	49,531	61,308	211,310
Gain on sale of equipment	--	(42,228)	--	(42,228)
Stock-based compensation (note 6b)	**1,190,176**	--	--	1,190,176
Changes in operating assets and liabilities:				
Accounts receivable	**(63,786)**	42,202	(99,750)	(127,821)
Prepaids and deposits	**(25,514)**	(5,718)	--	(31,232)
Accounts payable	**(23,720)**	24,307	(147,060)	34,651
Accrued liabilities	**(10,013)**	22,500	4,600	33,487
Due to related companies	**(210,847)**	224,828	(27,239)	(8,151)
	(245,071)	(165,558)	(1,075,637)	(1,730,482)
Cash flows provided by (used in) investing activities:				
Oil and gas interests	**(6,739,386)**	(1,578,124)	(460,016)	(8,956,049)
Property and equipment	**(142,924)**	(36,876)	(87,341)	(435,309)
Proceeds on sale of equipment	**--**	82,800	--	82,800
Cash acquired on acquisition (note 7)	**--**	--	--	3,034,666
Restricted cash (note 11a)	**(3,198,284)**	(185,689)	(206,796)	(3,590,769)
Changes in investing assets and liabilities:				
Cash call receivable	**49,947**	(22,436)	(27,511)	--
Accounts payable	**1,763,478**	94,415	--	1,804,444
Accrued liabilities	**--**	(33,442)	33,442	--
	(8,267,169)	(1,679,352)	(748,222)	(8,060,217)
Cash flows provided by (used in) financing activities:				
Proceeds from issuance of common shares	**4,922,640**	34,993,586	213,550	46,231,490
Share issuance costs	**(74,010)**	(1,541,686)	--	(2,165,871)
Changes in financing liabilities:				
Note payable (note 8a)	**--**	--	(1,000,000)	(2,000,000)
Accounts payable	**(10,800)**	10,800	--	61,078
Due to shareholder	**--**	--	--	--
Due to related companies	**--**	--	--	26,980
	4,837,830	33,462,700	(786,450)	42,153,677
Net increase (decrease) in cash and cash equivalents	**(3,674,410)**	31,617,790	(2,610,309)	32,362,978
Cash and cash equivalents, beginning of period	**36,037,388**	4,419,598	7,029,907	--
Cash and cash equivalents, end of period	**32,362,978**	36,037,388	4,419,598	32,362,978
Cash and cash equivalents				
Current bank accounts	**316,329**	127,803	90,670	316,329
Term deposits	**32,046,649**	35,909,585	4,328,928	32,046,649
	32,362,978	36,037,388	4,419,598	32,362,978
Cash taxes paid during the period	**17,775**	15,500	2,750	39,463

The accompanying notes are an integral part of these Consolidated Financial Statements

1. Nature of Operations

The Company is engaged primarily in the pursuit of petroleum and natural gas through exploration and development in India. Since inception, the efforts of GeoGlobal have been devoted to the pursuit of Production Sharing Contracts (“PSC”) with the Gujarat State Petroleum Corporation ("GSPC"), Oil India Limited ("OIL") and the Government of India ("GOI") and the development thereof. To date, the Company has not earned revenue from these operations and is considered to be in the development stage. The recoverability of the costs incurred to date is uncertain and dependent upon achieving commercial production or sale, the ability of the Company to obtain sufficient financing to fulfill its obligations under the PSC’s in India and upon future profitable operations and upon finalizing agreements with GSPC and OIL.

On August 29, 2003, all of the issued and outstanding shares of GeoGlobal Resources (India) Inc. ("GeoGlobal India") were acquired by GeoGlobal Resources Inc., formerly Suite101.com, Inc. As a result of the transaction, the former shareholder of GeoGlobal India held approximately 69.3% of the issued and outstanding shares of GeoGlobal Resources Inc. This transaction is considered an acquisition of GeoGlobal Resources Inc. (the accounting subsidiary and legal parent) by GeoGlobal India (the accounting parent and legal subsidiary) and has been accounted for as a purchase of the net assets of GeoGlobal Resources Inc. by GeoGlobal India. Accordingly, this transaction represents a recapitalization of GeoGlobal India, the legal subsidiary, effective August 29, 2003. These consolidated financial statements are issued under the name of GeoGlobal Resources Inc. but are a continuation of the financial statements of the accounting acquirer, GeoGlobal India. The assets and liabilities of GeoGlobal India are included in the consolidated financial statements at their historical carrying amounts. As a result, the stockholders' equity of GeoGlobal Resources Inc. is eliminated and these consolidated financial statements reflect the results of operations of GeoGlobal Resources Inc. only from the date of the acquisition.

GeoGlobal Resources Inc. changed its name from Suite101.com, Inc. after receiving shareholder approval at the Annual Shareholders Meeting held on January 8, 2004. Collectively, GeoGlobal Resources Inc., GeoGlobal India and its other wholly-owned direct and indirect subsidiaries, are referred to as the "Company" or “GeoGlobal”.

2. Significant Accounting Policies

a) Basis of presentation

These consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States within the framework of the accounting policies summarized below.

These consolidated financial statements include the accounts of (i) GeoGlobal Resources Inc., from the date of acquisition, being August 29, 2003, (ii) GeoGlobal Resources (India) Inc., incorporated under the *Business Corporations Act* (Alberta), Canada on August 21, 2002 and continued under the *Companies Act of Barbados*, West Indies on June 27, 2003, which is a wholly-owned subsidiary of GeoGlobal Resources Inc., (iii) GeoGlobal Resources (Canada) Inc., incorporated under the *Business Corporations Act* (Alberta), Canada on September 4, 2003, which is a wholly-owned subsidiary of GeoGlobal Resources Inc., and (iv) GeoGlobal Resources (Barbados) Inc. incorporated under the *Companies Act of Barbados*, West Indies on September 24, 2003, which is the wholly-owned subsidiary of GeoGlobal Resources (Canada) Inc.

2. Significant Accounting Policies (continued)

b) Oil and gas interests

i) Capitalized costs

The Company follows the full cost method of accounting for its petroleum and natural gas operations. Under this method all costs related to the exploration for and development of petroleum and natural gas reserves are capitalized. Costs include land acquisition costs, geological and geophysical expenditures, costs of drilling both productive and non-productive wells and related overhead costs. Proceeds from the sale of properties will be applied against capitalized costs, without any gain or loss being realized, unless such sale would significantly alter the relationship between capital costs and proven reserves of petroleum and natural gas attributable to the cost center.

ii) Depletion

Upon the commencement of production of economic quantities of oil and gas, depletion of exploration and development costs and depreciation of production equipment will be provided on a country-by-country basis using the unit-of-production method based upon estimated proven petroleum and natural gas reserves. The costs of acquiring and evaluating unproven properties and major development projects will be excluded from costs subject to depletion until it is determined whether or not proven reserves are attributable to the properties, the major development projects are completed, or impairment occurs. For depletion and depreciation purposes, relative volumes of petroleum and natural gas production and reserves will be converted into equivalent units based upon estimated relative energy content.

iii) Ceiling test

In applying the full cost method, the Company will be calculating a ceiling test whereby the carrying value of petroleum and natural gas properties and production equipment, net of recorded deferred income taxes is limited to the present value of after-tax future net revenues from proven reserves, discounted at 10% (based on prices and costs at the balance sheet date calculated quarterly), plus the lower of cost and fair value of unproven properties. Should this comparison indicate an excess carrying value, the excess will be charged against earnings as additional depletion and depreciation. Unproven properties are assessed quarterly for possible impairments or reductions in value.

iv) Asset retirement obligations

The Company recognizes the fair value of a liability for an asset retirement obligation in the period in which it is incurred and a corresponding increase in the carrying value of the related long-lived asset. The fair value is determined through a review of engineering and environmental studies, industry guidelines, and management's estimate on a site by site basis. The liability is subsequently adjusted for the passage of time, and is recognized as accretion expense in the consolidated statement of operations. The liability is also adjusted due to revisions in either the timing or the amount of the original estimated cash flows associated with the liability. The increase in the carrying value of the asset is amortized over the useful life of the related productive assets.

v) Revenue recognition

Revenue associated with the production and sales of crude oil, natural gas and natural gas liquids owned by the Company will be recognized when production is sold to a purchaser at a fixed or determinable price, and when delivery has occurred and title passes from the Company to its customer, and if the collectibility of the revenue is probable.

c) Property and Equipment

Computer and office equipment are recorded at cost, with depreciation provided for on a declining-balance basis at 30% per annum.

2. Significant Accounting Policies (continued)

d) Joint operations

All of the Company's petroleum and natural gas activities are conducted jointly with others. The Company's undivided interests in joint ventures are consolidated on a proportionate basis.

e) Net loss per share

Net loss per share is calculated based upon the weighted-average number of shares outstanding during the period. The treasury stock method is used to determine the dilutive effect of the stock options. The treasury stock method assumes any proceeds obtained upon exercise of options would be used to purchase common shares at the average market price during the period. There are no differences between net loss and the weighted-average number of shares used in the calculation of the basic net loss per share and those used in the calculation of diluted net loss per share as the effect of the options and warrants on the diluted net loss per share calculations is anti-dilutive for all periods presented.

f) Comprehensive loss

Comprehensive loss includes all changes in equity except those resulting from investments made by owners and distributions to owners. Comprehensive loss consists only of net loss for all periods presented.

g) Use of estimates

The preparation of the consolidated financial statements in accordance with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from these estimated amounts.

h) Financial instruments

The Company has estimated the fair value of its financial instruments which include cash and cash equivalents, restricted cash, accounts receivable, accounts payable and due to related companies. The Company used valuation methodologies and market information available as at period end to determine that the carrying amounts of such financial instruments approximate fair value in all cases. It is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from its financial instruments.

i) Cash and cash equivalents

Cash and cash equivalents include cash on hand, balances with banks and short-term deposits with original maturities of three months or less, earning interest based upon the US prime rate. Interest earned during the year ended December 31, 2006 was US$1,751,550 (December 31, 2005 – US$462,174) which included US$1,744,697 (December 31, 2005 – US$454,887) of interest earned on our cash and cash equivalents held in term deposits representing an average rate of 4.81% (December 31, 2005 – 2.57%).

j) Foreign currency translation

The Company translates integrated foreign operations into the functional currency of the parent. Monetary assets and liabilities denominated in foreign currencies are translated into U.S. dollars at rates of exchange in effect at the date of the balance sheet. Non-monetary items are translated at the rate of exchange in effect when the assets are acquired or obligations incurred. Revenues and expenses are translated at average rates in effect during the period, with the exception of depreciation which is translated at historic rates. Exchange gains and losses are charged to operations.

2. Significant Accounting Policies (continued)

k) Income taxes

The Company follows the liability method of tax allocation. Under this method, assets and liabilities are determined based on differences between the tax basis of an asset or liability and its carrying value using enacted tax rates anticipated to apply in the periods when the temporary differences are expected to reverse.

The effect on deferred income tax assets and liabilities of changes in tax rates is recognized in income or loss in the period in which the change is enacted.

l) Stock-based compensation plan

In prior years, reporting of the impact of stock-based compensation, such as employee stock options, on the Company's net loss and net loss per share was required only on a pro-forma basis.

In December, 2004, the Financial Accounting Standards Board issued a revision to Standard 123, *Accounting for Stock-Based Compensation*. The Statement of Financial Accounting Standards 123(R), *Share-Based Payment* ("FAS 123(R)"), requires the recognition of compensation cost for stock-based compensation arrangements with employees, consultants and directors based on their grant date fair value using the Modified Black-Scholes option-pricing model. Compensation expense is recorded over the awards' respective requisite service, with corresponding entries to paid-in capital.

The Company adopted FAS 123(R) using the modified-prospective-transition method on January 1, 2006. The impact of this adoption required the Company to recognize a charge for past stock-based compensation options granted of US$367,596 over the subsequent 3 years in accordance with their respective vesting periods.

m) Warrants

In accordance with EITF 00-19, "Accounting for Derivative Financial Instruments Indexed to, and Potentially Settled in, a Company's Own Stock", the warrants were reported as equity instruments and recorded at fair market value on the date of issuance.

3. Property and Equipment

	December 31, 2006 US$	December 31, 2005 US$
Computer and office equipment	**324,419**	209,585
Accumulated depreciation	**(169,082)**	(119,759)
	155,337	89,826
Office condominium deposit (note 13b)	**28,090**	--
	183,427	89,826

4. Oil and Gas Interests

	December 31, 2006 US$	December 31, 2005 US$
Exploration – India		
Exploration costs incurred in:		
2002	**21,925**	21,925
2003	**156,598**	156,598
2004	**460,016**	460,016
2005	**1,578,124**	1,578,124
	2,216,663	2,216,663
2006	**7,506,075**	--
	9,722,738	2,216,663

a) Exploration costs – India

The exploration costs incurred to date are not subject to depletion and cover six exploration blocks, known as the KG Offshore Block, the Mehsana Block, the Sanand/Miroli Block, the Ankleshwar Block, the DS 03 Block and the Tarapur Block. It is anticipated that all or certain of these exploration costs may be subject to depletion commencing in the year 2007.

b) Capitalized overhead costs

Included in the US$7,506,075 of exploration cost additions during the year ended December 31, 2006 (year ended December 31, 2005 - US$1,578,124) are certain overhead costs capitalized by the Company in the amount of US$2,133,984 (year ended December 31, 2005 - US$469,268) directly related to the exploration activities in India. The capitalized overhead amount includes capitalized stock-based compensation of US$766,689 (year ended December 31, 2005 – US$nil) (see note 6b) of which US$323,283 (year ended December 31, 2005 – US$nil) was for the account of a related party (see note 8c). Further, the capitalized overhead amount includes US$1,000,705 (year ended December 31, 2005 - US$145,773) which was paid to third parties and US$nil (year ended December 31, 2005 - US$51,800) was recovered from third parties. The balance of US$366,590 was paid to and on behalf of a related party (year ended December 31, 2005 - US$375,295) (see note 8c). These costs are incurred solely by and on behalf of the Company in providing its services under the Carried Interest Agreement ("CIA") and are therefore not reimbursable under the CIA (see note 4c).

c) Carried Interest Agreement

On August 27, 2002, GeoGlobal entered into a CIA with GSPC, which grants the Company a 10% Carried Interest ("CI") (net 5% - see note 4d) in the KG Offshore Block. The CIA provides that GSPC is responsible for GeoGlobal's entire share of any and all costs incurred during the Exploration Phase prior to the date of initial commercial production.

Under the terms of the CIA, all of GeoGlobal's and Roy Group (Mauritius) Inc.'s ("RGM"), a related party (note 8b) proportionate share of capital costs for exploration and development activities will be recovered by GSPC without interest over the projected production life or ten years, whichever is less, from oil and natural gas produced on the Exploration Block. GeoGlobal is not entitled to any share of production until GSPC has recovered the Company's share of the costs and expenses that were paid by GSPC on behalf of the Company and RGM.

As at December 31, 2006, GSPC has incurred costs of Rs 114.96 crore (approximately US$26.1 million) (December 31, 2005 - Rs 63.31 crore (approximately US$14.1 million)) attributable to GeoGlobal under the CIA of which 50% is for the account of RGM.

4. Oil and Gas Interests (continued)

d) Participating Interest Agreement

On March 27, 2003, GeoGlobal entered into a Participating Interest Agreement ("PIA") with RGM, whereby GeoGlobal assigned and holds in trust for RGM subject to GOI consent, 50% of the benefits and obligations of the PSC covering the Exploration Block KG-OSN-2001/3 ("PSC-KG") and the CIA leaving GeoGlobal with a net 5% participating interest in the PSC-KG and a net 5% carried interest in the CIA. Under the terms of the PIA, until the GOI consent is obtained, GeoGlobal retains the exclusive right to deal with the other parties to the PSC-KG and the CIA and is entitled to make all decisions regarding the interest assigned to RGM, RGM has agreed to be bound by and be responsible for the actions taken by, obligations undertaken and costs incurred by GeoGlobal in regard to RGM's interest and to be liable to GeoGlobal for its share of all costs, interests, liabilities and obligations arising out of or relating to the RGM interest. RGM has agreed to indemnify GeoGlobal against any and all costs, expenses, losses, damages or liabilities incurred by reason of RGM's failure to pay the same. Subject to obtaining the government consent to the assignment, RGM is entitled to all income, receipts, credits, reimbursements, monies receivable, rebates and other benefits in respect of its 5% interest which relate to the PSC-KG. GeoGlobal has a right of set-off against sums owing to GeoGlobal by RGM. In the event that the Indian government consent is delayed or denied, resulting in either RGM or GeoGlobal being denied an economic benefit it would have realized under the PIA, the parties agreed to amend the PIA or take other reasonable steps to assure that an equitable result is achieved consistent with the parties' intentions contained in the PIA. As a consequence of this transaction the Company reports its holdings under the PSC-KG and CIA as a net 5% participating interest ("PI").

e) Deed of Assignment and Assumption

On April 7, 2005, the Company entered into a Deed of Assignment and Assumption with GSPC whereby, subject to the terms of the agreement, the Company agreed to acquire and assume and GSPC agreed to assign a 20% PI in the onshore Tarapur exploration block (CB-ON/2). The assignment of the 20% PI was subject to obtaining the consent of the GOI to the assignment, which consent was received effective August 24, 2006. As a condition to receiving the GOI consent, the Company provided to the GOI an irrevocable letter of credit in the amount of US$1,200,000 secured by a term deposit of the Company in the same amount (see note 11a). This amount represents the Company's performance guarantee for its 20% PI share (Rs. 5.3 crore) of the estimated exploration costs budgeted for the period April 1, 2006 through March 31, 2007.

Under the terms of the Company's agreement with GSPC, the Company is to fund its 20% PI share of all past exploration costs incurred on the Tarapur exploration block. As at December 31, 2006, the amount of US$3,972,765 has been included in oil and gas interests for our PI share of costs incurred in the previous drilling of eight exploration wells and a recently completed 500 sq. km. 3D seismic acquisition.

f) Production Sharing Contracts

i) Exploration Block KG-OSN-2001/3 (also referred to as "KG Offshore Block")

On February 4, 2003, GeoGlobal, as to a 10% PI (net 5% - see note 4d) together with its joint venture participants, Jubilant Enpro Limited ("Enpro") and GSPC, as to their 10% and 80% PI respectively, entered into a PSC with respect to the KG Offshore Block ("PSC-KG") with the GOI. The KG Offshore Block is located offshore on the east coast of India in the Krishna Godavari Basin. See also Carried Interest Agreement note 4c.

The PSC-KG allows the joint venture participants to explore for petroleum and natural gas over a 6.5 year period commencing March 12, 2003 on the KG Offshore Block subject to the work commitment as outlined in note 11c.

4. Oil and Gas Interests (continued)

ii) Exploration Block CB-ONN-2002/2 (also referred to as “Mehsana Block”)

On February 6, 2004, GeoGlobal as to its 10% PI, along with its joint venture participants, Enpro and GSPC as to their 30% and 60% PI respectively, entered into a PSC with respect to the Mehsana Block ("PSC-Mehsana") with the GOI. The Mehsana Block covers an area of approximately 125 square kilometers ("sq. kms.") in the Cambay Basin, located in the province of Gujarat in Northwest India.

The PSC-Mehsana allows the joint venture participants to explore for petroleum and natural gas over a 6 year period commencing May 31, 2004 on the Exploration Block subject to the work commitment as outlined in note 11b.

iii) Exploration Block CB-ONN-2002/3 (also referred to as “Sanand/Miroli Block”)

On February 6, 2004, GeoGlobal as to its 10% PI, along with its joint venture participants, Enpro, GSPC, and Prize Petroleum Company Limited as to their 20%, 55% and 15% PI respectively, entered into a PSC with respect to the Sanand/Miroli Block ("PSC-Sanand/Miroli") with the GOI. The Sanand/Miroli Block covers an area of approximately 285 sq. kms. in the Cambay Basin, located in the province of Gujarat in Northwest India.

The PSC-Sanand/Miroli allows the joint venture participants to explore for petroleum and natural gas over a 6 year period commencing July 29, 2004 on the Exploration Block subject to the work commitment as outlined in note 11b.

iv) Exploration Block CB-ONN-2003/2 (also referred to as “Ankleshwar Block”)

On September 28, 2005, GeoGlobal as to its 10% PI, along with its joint venture participants, Gail (India) Ltd., Jubilant Capital Pvt. Ltd. and GSPC as to their 20%, 20% and 50% PI respectively, entered into a PSC with respect to the Ankleshwar Block ("PSC-Ankleshwar") with the GOI. The Ankleshwar Block covers an area of approximately 448 sq. kms. in the Cambay Basin, located in the province of Gujarat in Northwest India.

The PSC-Ankleshwar allows the joint venture participants to explore for petroleum and natural gas over a 7 year period commencing April 1, 2006 on the Exploration Block subject to the work commitment as outlined in note 11b.

v) Exploration Block DS-ONN-2003/1 (also referred to as “DS 03 Block”)

On September 28, 2005, GeoGlobal as to its 100% PI entered into a PSC with respect to the DS 03 Block ("PSC-DS") with the GOI. The DS 03 Block covers an area of approximately 3,155 sq. kms. in the Deccan Syneclise Basin, located in the northern portion of the State of Maharashtra in West Central India.

The PSC-DS allows GeoGlobal to explore for petroleum and natural gas over a 7 year period commencing September 4, 2006 on the Exploration Block subject to the work commitment as outlined in note 11b.

5. Capital Stock

a) Common shares

	Number of shares	Capital stock US $	Additional paid-in capital US $
Balance at December 31, 2002	1,000	64	--
2003 Transactions			
Capital stock of GeoGlobal at August 29, 2003	14,656,687	14,657	10,914,545
Common shares issued by GeoGlobal to acquire GeoGlobal India	34,000,000	34,000	1,072,960
Share issuance costs on acquisition	--	--	(66,850)
Elimination of GeoGlobal capital stock in recognition of reverse takeover (note 7)	(1,000)	(14,657)	(10,914,545)
Options exercised for cash	396,668	397	101,253
December 2003 private placement financing (note 5c)	6,000,000	6,000	5,994,000
Share issuance costs on private placement	--	--	(483,325)
	55,052,355	40,397	6,618,038
Balance as at December 31, 2003	55,053,355	40,461	6,618,038
2004 Transactions			
Options exercised for cash	115,000	115	154,785
Broker Warrants exercised for cash (note 5c)	39,100	39	58,611
	154,100	154	213,396
Balance as at December 31, 2004	55,207,455	40,615	6,831,434
2005 Transactions			
Options exercised for cash (note 5e(i)	739,000	739	1,004,647
2003 Purchase Warrants exercised for cash (note 5d(i))	2,214,500	2,214	5,534,036
Broker Warrants exercised for cash (note 5c)	540,900	541	810,809
September 2005 private placement financing (note 5b)	4,252,400	4,252	27,636,348
Share issuance costs on private placement (note 5b)	--	--	(1,541,686)
	7,746,800	7,746	33,444,154
Balance as at December 31, 2005	62,954,255	48,361	40,275,588
2006 Transactions			
Options exercised for cash (note 5e(i))	**2,284,000**	**2,285**	**2,706,895**
Options exercised for notes receivable (note 6e)	**184,500**	**185**	**249,525**
2003 Purchase Warrants exercised for cash (note 5d(i))	**785,500**	**786**	**1,962,964**
Share issuance costs	**--**	**--**	**(74,010)**
Stock-based compensation (note 6b)	**--**	**--**	**1,956,865**
	3,254,000	**3,256**	**6,802,239**
Balance as at December 31, 2006	**66,208,255**	**51,617**	**47,077,827**

5. Capital Stock (continued)

b) September 2005 Financing

During September 2005, GeoGlobal completed the sale of 3,252,400 Units of its securities at US$6.50 per Unit, together with a concurrent sale of an additional 1,000,000 Units on the same terms, for aggregate gross cash total proceeds of US$27,640,600.

Each Unit is comprised of one common share and one half of one warrant. One full warrant ("2005 Purchase Warrant") entitles the holder to purchase one additional common share for US$9.00, for a term of two years expiring September 2007. The 2005 Purchase Warrants are subject to accelerated expiration in the event that the price of the Company's common shares on the American Stock Exchange is US$12.00 or more for 20 consecutive trading days, the resale of the shares included in the Units and issuable on exercise of the 2005 Purchase Warrants has been registered under the US Securities Act of 1933, as amended (the “Act”), and the hold period for Canadian subscribers has expired. In such events, the warrant term will be reduced to 30 days from the date of issuance of a news release announcing such accelerated expiration of the warrant term. At March 23, 2007 since not all such events have occurred, the accelerated expiration of the warrant term was not triggered.

Costs of US$1,541,686 were incurred in issuing shares in these transactions which included a fee of US$1,268,436 paid to Jones Gable & Company Limited with respect to the sale of the 3,252,400 Units, and, in addition, Compensation Options were issued to Jones Gable & Company Limited entitling it to purchase an additional 195,144 Units at an exercise price of US$6.50 per Unit through their expiration in September 2007. Compensation Options are also subject to accelerated expiration on the same terms and conditions as the warrants issued in the transaction.

c) December 2003 Financing

On December 23, 2003, GeoGlobal completed a brokered private placement of 5,800,000 units at US$1.00 each, together with a concurrent private placement of an additional 200,000 units on the same terms, for aggregate gross cash total proceeds of US$6,000,000.

Each unit is comprised of one common share and one half of one warrant. One full warrant ("2003 Purchase Warrant"), entitles the holder to purchase one additional common share for US$2.50, for a term of two years from date of closing. The 2003 Purchase Warrants are subject to accelerated expiration 30 days after issuance of a news release to that effect in the event that the common shares trade at US$4.00 or more for 20 consecutive trading days and if the resale of the shares has been registered under the 1933 Act and the hold period for Canadian subscribers has expired. Also issued as additional consideration for this transaction were 580,000 Broker Warrants.

The 580,000 Broker Warrants described above entitled the holder to purchase 580,000 common shares at an exercise price of US$1.50 per share which were fully exercised before they expired on December 23, 2005 for gross proceeds of US$870,000.

5. Capital Stock (continued)

d) Warrants

i) 2003 Purchase Warrants

During the year ended December 31, 2006, 785,500 (December 31, 2005 - 2,214,500) 2003 Purchase Warrants were exercised for gross proceeds of US$1,963,750 (December 31, 2005 - US$5,536,250). As at December 31, 2006, there were no 2003 Purchase Warrants remaining to be exercised.

ii) 2005 Purchase Warrants

As at December 31, 2006, all of the 2005 Purchase Warrants remained outstanding, which if exercised, would result in the issuance of 2,126,200 common shares for gross proceeds of US$19,135,800.

iii) Compensation Option Warrants

As at December 31, 2006, none of the 97,572 Compensation Option Warrants have been issued as a result of the Compensation Options not being exercised. If the Compensation Options are exercised and the Compensation Option Warrants issued, if exercised, would result in gross proceeds of US$878,148.

e) Options

i) Stock Options

During the year ended December 31, 2006, 2,468,500 (December 31, 2005 - 739,000) options were exercised at various prices between US$1.01 and US$1.50 for gross proceeds of US$2,709,180 (December 31, 2005 - US$1,005,386) and notes receivable for US$249,710 (see note 6e).

ii) Compensation Options

As at December 31, 2006, none of the 195,144 Compensation Options were exercised. If fully exercised, the Compensation Options would result in gross proceeds of US$1,268,436.

f) Weighted-average number of shares

For purposes of the determination of net loss per share, the basic and diluted weighted-average number of shares outstanding for the year ended December 31, 2006 was 59,763,629 (December 31, 2005 - 53,058,660 and December 31, 2004 - 41,671,136). The numbers exclude the 5,000,000 shares currently held in escrow (see note 7).

6. Stock Options

a) The Company's 1998 Stock Incentive Plan

Under the terms of the 1998 Stock Incentive Plan (the "Plan"), as amended, 12,000,000 common shares have been reserved for issuance on exercise of options granted under the Plan. As at December 31, 2006, the Company had 3,650,697 (December 31, 2005 - 1,875,697) common shares remaining for issuance under the Plan. The Board of Directors of the Company may amend or modify the Plan at any time, subject to any required stockholder approval. The Plan will terminate on the earliest of: (i) 10 years after the Plan Effective Date, being December 2008; (ii) the date on which all shares available for issuance under the Plan have been issued as fully-vested shares; or, (iii) the termination of all outstanding options in connection with certain changes in control or ownership of the Company.

At the annual stockholder meeting held on June 14, 2006, shareholder approval was obtained to amend the Plan to increase the shares reserved for grant of options from 8,000,000 to 12,000,000.

6. Stock Options (continued)

b) Stock-based compensation

The Company adopted FAS 123(R), *Accounting for Stock-Based Compensation,* using the modified-prospective-transition method on January 1, 2006. Under this method, the Company is required to recognize compensation cost for stock-based compensation arrangements with employees, consultants and directors based on their grant date fair value using the Black-Scholes option-pricing model, such cost to be expensed over the compensations' respective vesting periods.

	Year ended Dec 31, 2006 US $	Year ended Dec 31, 2005 US $	Year ended Dec 31, 2004 US $	Period from Inception Aug 21, 2002 to Dec 31, 2005 US $
		Restated note 6b(iii)	Restated note 6b(iii)	Restated note 6b(iii)
Stock based compensation				
Consolidated Statements of Operations				
General and administrative	**563,551**	--	--	--
Consulting fees	**626,625**	--	--	--
	1,190,176	--	--	--
Consolidated Balance Sheets				
Oil and gas interests				
Exploration costs - India	**766,689**	--	--	--
	1,956,865	--	--	--
Pro-forma basis				
Net loss				
As reported	**--**	(480,980)	(867,496)	(1,839,984)
Pro-forma	**--**	(1,080,303)	(1,094,259)	(2,787,949)
Net loss per share - basic and diluted				
As reported		(0.01)	(0.02)	
Pro-forma		(0.02)	(0.03)	

i) At January 1, 2006, the impact of the adoption of FAS123(R) required the Company to recognize a charge for past stock-based compensation options granted of US$367,596 over the next 3 years in accordance with their respective vesting periods. In the year ended December 31, 2006, US$301,028 of this charge was recognized in the Consolidated Statements of Operations as general and administrative expense resulting in an increase in the net loss and comprehensive loss for the period in the same amount and no impact on the net loss per share – basic and diluted for the period.

ii) At December 31, 2006, the total compensation cost related to non-vested awards not yet recognized was US$1,577,286 (December 31, 2005 – US$367,596) which will be recognized over the remaining vesting period of the options. The total fair value of all options vested during the year December 31, 2006 was $1,046,490.

iii) In prior years, the Company was required only to disclose the impact on net loss and net loss per share on a pro-forma basis. The prior periods have been restated due to an error in the classification and calculation for modification of stock-based compensation. The impact of this restatement in the year ended December 31, 2005 was a reduction of the net loss pro-forma from US$2,452,180 to US$1,080,303 (year ended December 31, 2004 – US$1,182,030 to US$1,094,259) and a reduction of the net loss per share – basic and diluted pro-forma from US$0.05 to US$0.02 (year ended December 31, 2004 – no impact and remained at US$0.02). In addition, in December 31, 2005, $183,581 of stock based compensation was reclassified from operating expenses to capital expenditures (December 31, 2004 - $87,771 - From inception of August 21, 2002 to December 31, 2003 - $53,354).

6. Stock Options (continued)

c) Black-Scholes Assumptions

During the years ended December 31, 2006, 2005 and 2004, options of 2,255,000, 1,760,000 and nil respectively were granted to the Company's directors, employees and consultants under the terms of the 1998 Stock Incentive Plan. The fair value of each option granted was estimated on the date of grant using the Black-Scholes option-pricing model. Weighted average assumptions used in the valuation are disclosed in the following table:

	Year ended Dec 31, 2006 US $	Year ended Dec 31, 2005 US $	Year ended Dec 31, 2004 US $
Fair value of stock options granted (per option)	**$1.21**	$0.33	$0.00
Risk-free interest rate	**4.15%**	2.75%	0.00%
Volatility	**70%**	95%	0%
Expected life	**1.3 years**	1.1 years	0.0 years
Dividend yield	**0%**	0%	0%

i) The risk-free rate is based on the U.S. Treasury yield curve in effect at the time of grant.

ii) Expected volatilities are based on, historical volatility of the Company's stock, and other factors.

iii) The expected life of options granted represents the period of time that the options are expected to be outstanding and is derived from historical exercise behavior and current trends.

d) Stock option table

These options were granted for services provided to the Company:

Grant date (mm/dd/yy)	Option exercise price US $	Fair Value at Original Grant Date US$	Expiry date (mm/dd/yy)	Vesting date (mm/dd/yy)	Balance Dec 31/05 #	Granted during the year #	Cancelled (c) Expired (x) Exercised (e) during the year #	Balance Dec 31/06 #	Balance exercisable Dec 31/06 #
12/09/03	1.18	.241	08/31/06	Vested	1,751,500	--	1,721,500 (e)	--	--
							30,000 (x)	--	--
12/30/03	1.50	.317	08/31/06	Vested	345,000	--	345,000 (e)	--	--
01/17/05	1.01	.380	(i) 06/30/07	Vested	579,500	--	377,000 (e)	202,500	202,500
01/17/05	1.01	.380	(i) 06/30/07	05/31/07	150,000	--	--	150,000	--
01/18/05	1.10	.622	08/31/08	Vested	600,000	--	--	600,000	600,000
01/25/05	1.17	.434	08/31/06	Vested	25,000	--	25,000 (e)	--	--
06/14/05	3.49	1.553	06/14/15	Vested	150,000	--	--	150,000	150,000
08/24/05	6.50	2.380	08/24/08	Vested	110,000	--	--	110,000	110,000
10/03/05	6.81	3.070	10/03/15	Vested	16,666	--	-	16,666	16,666
10/03/05	6.81	3.833	10/03/15	10/03/07	16,667	--	--	16,667	--
10/03/05	6.81	4.383	10/03/15	10/03/08	16,667	--	--	16,667	--
06/14/06	5.09	2.057	06/14/16	06/14/07	--	200,000	--	200,000	--
07/25/06	3.95	1.141	12/31/09	Vested	--	100,000	--	100,000	100,000
07/25/06	3.95	1.393	12/31/09	07/25/07	--	660,000	--	660,000	--
07/25/06	3.95	1.601	12/31/09	12/31/07	--	50,000	--	50,000	--
07/25/06	3.95	1.779	12/31/09	07/25/08	--	145,000	--	145,000	--
07/25/06	3.95	2.006	12/31/09	07/25/09	--	70,000	--	70,000	--
07/25/06	3.95	1.141	07/25/16	Vested	--	500,000	--	500,000	500,000
07/25/06	3.95	1.141	07/25/16	07/25/07	--	500,000	--	500,000	--
11/24/06	7.52	2.467	11/24/09	06/30/07	--	10,000	--	10,000	--
11/24/06	7.52	2.919	11/24/09	12/31/07	--	10,000	--	10,000	--
11/24/06	7.52	3.695	11/24/09	12/31/08	--	10,000	--	10,000	--
					3,761,000	2,255,000	2,498,500	3,517,500	1,679,166

6. Stock Options (continued)

i) On August 30, 2006, the Board of Directors of the Company passed a resolution with respect to the remaining stock options issued on January 17, 2005 to (a) extend the expiry date of all then outstanding options from August 31, 2006 to the earlier of June 30, 2007 or 60 days following the date of a "Commercial Discovery" as defined under the terms of the PSC on Block KG-OSN-2001/3 and (b) to extend the vesting date of certain of these options to the earlier of the date of a "Commercial Discovery" as defined under the terms of the PSC on Block KG-OSN-2001/3 or May 31, 2007, as long as drilling operations are continuing on the KG Offshore Block. This resolution resulted in an added incremental stock-based compensation cost of $11,440 with respect to the seven employees.

ii) During the year ended December 31, 2006, the Company granted options to purchase 2,255,000 shares exercisable at various prices and expiry dates, which vest in their entirety on the vesting date.

iii) As at December 31, 2006, there were 3,517,500 options outstanding at various prices which, if exercised, would result in total proceeds of US$11,837,375.

iv) Of the 2,498,500 options exercised or expired during the year, 195,000, 415,000, 1,853,000 and 5,000 were exercised during the three months ending March 31, June 30, September 30 and December 31, respectively for gross cash proceeds of US$206,050, US$548,100, US$1,949,980 and US$5,050 respectively, and the remaining 30,000 expired during the three months ended September 30, 2006.

v) At the annual stockholder meeting held on June 14, 2006, the stockholders of the Company approved amendments to the Plan to increase the shares of Common Stock reserved for issuance under the Plan from 8,000,000 shares to 12,000,000.

e) Notes receivable

Pursuant to the terms of the Company's 1998 Stock Incentive Plan, during the third quarter of 2006, certain employees and consultants to the Company exercised 184,500 options to purchase shares of common stock of the Company and delivered to the Company their promissory notes in the aggregate principal amount of US$249,710 in payment of the exercise price. The promissory notes were due December 31, 2006 and bore interest at 8.25% per annum. All promissory notes were repaid on or before December 31, 2006.

7. Acquisition

On August 29, 2003, pursuant to an agreement dated April 4, 2003 and amended August 29, 2003, the Company completed a transaction with Mr. Roy and GeoGlobal Resources (India) Inc. ("GeoGlobal India"), a corporation then wholly-owned by Mr. Roy, whereby the Company acquired from Mr. Roy all of the outstanding capital stock of GeoGlobal India. In exchange for the outstanding capital stock of GeoGlobal India, the Company issued 34.0 million shares of its Common Stock. Of the 34.0 million shares, 14.5 million shares were delivered to Mr. Roy at the closing of the transaction on August 29, 2003 and an aggregate of 19.5 million shares were held in escrow by an escrow agent. The terms of the escrow provide for the release of the shares upon the occurrence of certain developments relating to the outcome of oil and natural gas exploration and development activities conducted on the KG Offshore Block. On August 27, 2004, 14.5 million shares were released to Mr. Roy from escrow upon the commencement of a drilling program on the KG Offshore Block. The final 5.0 million shares remaining in escrow will be released only if a commercial discovery as defined under the PSC is declared on the KG Offshore Block. In addition to the shares of Common Stock, the Company delivered to Mr. Roy a US$2.0 million promissory note, of which US$500,000 was paid on the closing of the transaction on August 29, 2003, US$500,000 was paid on October 15, 2003, US$500,000 was paid on January 15, 2004 and US$500,000 was paid on June 30, 2004. The note did not accrue interest. The note was secured by the outstanding stock of GeoGlobal India which has subsequently been released. As a consequence of the transaction, Mr. Roy held as of the closing of the transaction an aggregate of 34.0 million shares of our outstanding Common Stock, or approximately 69.3% of the shares outstanding, assuming all shares held in escrow are released to him. The terms of the transaction provide that Mr. Roy has the right to vote all 34.0 million shares following the closing, including the shares during the period they are held in escrow. Shares not released from the escrow will be surrendered back to GeoGlobal.

As discussed in note 1, the acquisition of GeoGlobal India by GeoGlobal was accounted for as a reverse takeover transaction. As a result, the cost of the transaction was determined based upon the net assets of GeoGlobal deemed to have been acquired. These consolidated financial statements include the results of operations of GeoGlobal from the date of acquisition. The net identifiable assets acquired of GeoGlobal were as follows:

	US $
Net assets acquired	
Cash	3,034,666
Other current assets	75,000
Current liabilities	(2,706)
Net book value of identifiable assets acquired	3,106,960
Consideration paid	
Promissory note issued	2,000,000
34,000,000 common shares issued par value $0.001	34,000
Additional paid-in capital	1,072,960
	3,106,960

8. Related Party Transactions

Related party transactions are measured at the exchange amount which is the amount of consideration established and agreed by the related parties.

a) Note payable

On August 29, 2003, as part of the Acquisition (note 7), a US$2,000,000 promissory note was issued to the sole shareholder of GeoGlobal India. On each of August 29, 2003, October 15, 2003, January 15, 2004 and June 30, 2004, US$500,000 of the note was repaid. The promissory note was non-interest bearing and the capital stock of GeoGlobal India collateralized the repayment of the note. The collateral has been released.

b) Roy Group (Mauritius) Inc.

Roy Group (Mauritius) Inc. is related to the Company by common management and is controlled by a director of the Company who is also a principal shareholder of the Company. On March 27, 2003, the Company entered into a Participating Interest Agreement (note 4d) with the related party.

c) Roy Group (Barbados) Inc. ("Roy Group")

Roy Group is related to the Company by common management and is controlled by a director of the Company who is also a principal shareholder of the Company. On August 29, 2003, the Company entered into a Technical Services Agreement ("TSA") with Roy Group to provide services to the Company as assigned by the Company and to bring new oil and gas opportunities to the Company. On January 31, 2006, the terms of the agreement were amended to extend the term of the agreement from August 31, 2006 to December 31, 2007. Roy Group receives consideration of US$350,000 per year, as outlined and recorded below:

	Year ended Dec 31, 2006 US $	Year ended Dec 31, 2005 US $	Year ended Dec 31, 2004 US $	Period from Inception, Aug 21, 2002 to Dec 31, 2006 US$
Consolidated Statement of Operations				
Consulting fees	**70,000**	62,000	50,000	198,667
Consolidated Balance Sheets				
Oil & gas interests				
Exploration costs - India (note 4b)	**280,000**	248,000	200,000	794,666
	350,000	310,000	250,000	993,333

During the year, the Company recognized compensation cost for stock-based compensation arrangements with the principal of Roy Group as outlined and recorded below:

Consolidated Statement of Operations				
Consulting fees	**80,821**	--	--	80,821
Consolidated Balance Sheets				
Oil & gas interests				
Exploration costs - India (note 4b)	**323,283**	--	--	323,283
	404,104	--	--	404,104

8. Related Party Transactions (continued)

Roy Group was also reimbursed on a cost recovery basis, for medical insurance and expenses; travel, hotel, meals and entertainment expenses; computer costs; and amounts billed by third parties incurred during the periods as outlined and recorded below:

	Year ended Dec 31, 2006	Year ended Dec 31, 2005	Year ended Dec 31, 2004	Period from Inception, Aug 21, 2002 to Dec 31, 2006
Consolidated Statement of Operations				
General and administrative	**47,820**	45,430	19,640	153,539
Consolidated Balance Sheets				
Accounts receivable	**227**	1,020	20,350	21,597
Oil & gas interests				
Exploration costs - India (note 4b)	**86,590**	127,295	87,165	384,387
Property and equipment	**--**	1,610	8,064	37,595
	134,637	175,355	135,219	597,118

At December 31, 2006, the Company owed Roy Group (Barbados) Inc. US$29,976 (December 31, 2005 - US$169,181) for services provided and expenses incurred on behalf of the Company and pursuant to the TSA. These amounts bear no interest and have no set terms of repayment.

d) D.I. Investments Ltd. ("D.I.")

D.I. is related to the Company by common management and is controlled by a director of the Company. DI charged consulting fees for management, financial and accounting services rendered, as outlined and recorded below:

	Year ended Dec 31, 2006 US $	Year ended Dec 31, 2005 US $	Year ended Dec 31, 2004 US $	Period from Inception, Aug 21, 2002 to Dec 31, 2006 US$
Consolidated Statement of Operations				
Consulting fees	**185,000**	150,000	120,000	516,715

During the year, the Company recognized compensation cost for stock-based compensation arrangements with the principal of the related party as outlined and recorded below:

Consolidated Statement of Operations				
Consulting fees	**404,104**	--	--	404,104

8. Related Party Transactions (continued)

DI was also reimbursed on a cost recovery basis, for office costs, including rent, parking, office supplies and telephone as well as travel, hotel, meals and entertainment expenses incurred during the periods as outlined and recorded below:

	Year ended Dec 31, 2006	Year ended Dec 31, 2005	Year ended Dec 31, 2004	Period from Inception, Aug 21, 2002 to Dec 31, 2006
Consolidated Statement of Operations				
General and administrative				
Office costs	**19,935**	54,062	65,073	179,070
Travel, hotel, meals and entertainment	**1,176**	5,121	3,344	48,686
Consolidated Balance Sheets				
Accounts receivable	**13,224**	14,165	--	27,389
Property and equipment	**4,107**	--	--	4,107
	38,442	73,348	68,417	259,252

At December 31, 2006, the Company owed D.I. US$nil (December 31, 2005 - US$70,309) as a result of services provided and expenses incurred on behalf of the Company. These amounts bear no interest and have no set terms of repayment.

e) Amicus Services Inc. ("Amicus")

Amicus is related to the Company by virtue of being controlled by the brother of a director of the Company. Amicus charged consulting fees for IT and computer related services rendered, as outlined below:

	Year ended Dec 31, 2006	Year ended Dec 31, 2005	Year ended Dec 31, 2004	Period from Inception, Aug 21, 2002 to Dec 31, 2006
Consolidated Statement of Operations				
Consulting fees	**56,257**	35,713	33,921	140,360

Amicus was also reimbursed on a cost recovery basis, for office costs, including parking, office supplies and telephone as well as travel and hotel expenses incurred during the periods as outlined and recorded below:

Consolidated Statement of Operations				
General and administrative	**1,654**	685	1,961	4,468
Consolidated Balance Sheets				
Accounts receivable	**3,725**	2,530	967	10,274
Property and equipment	**--**	--	1,599	1,599
	5,379	3,215	4,527	16,341

At December 31, 2006, the Company owed Amicus Services Inc. US$3,629 (December 31, 2005 - US$4,962) as a result of services provided and expenses incurred on behalf of the Company. These amounts bear no interest and have no set terms of repayment.

9. Income Taxes

a) Income tax expense

The provision for income taxes in the consolidated financial statements differs from the result which would have been obtained by applying the combined Federal, State and Provincial tax rates to the loss before income taxes. This difference results from the following items:

	Year ended Dec 31, 2006 US $	Year ended Dec 31, 2005 US $	Year ended Dec 31, 2004 US $	Period from Inception, Aug 21, 2002 to Dec 31, 2006 US$
Net loss before income taxes	**(1,150,690)**	(480,980)	(867,496)	(2,990,674)
Expected US tax rate	**35.00%**	35.00%	35.00%	
Expected income tax recovery	**(402,742)**	(168,343)	(303,624)	(1,047,720)
Excess of expected tax rate over tax rate of foreign affiliates	**380,444**	55,062	43,281	527,401
	(22,298)	(113,281)	(260,343)	(520,319)
Valuation allowance	**20,856**	110,566	255,794	510,629
Other	**1,442**	2,715	4,549	9,690
Income tax recovery	**--**	--	--	--

b) Deferred income taxes

The Company has not recognized the deferred income tax asset because the benefit is not more likely than not to be realized. The components of the net deferred income tax asset consist of the following temporary differences:

	Dec 31, 2006 US $	Dec 31, 2005 US $
Difference between tax base and reported amounts of depreciable assets	**25,873**	25,871
Non-capital loss carry forwards	**2,525,363**	2,645,060
	2,551,236	2,670,931
Valuation allowance	**(2,551,236)**	(2,670,931)
Deferred income tax asset	**--**	--

c) Loss carry forwards

At December 31, 2006, the Company has US$7,820,966 of available loss carry forwards to reduce taxable income for income tax purposes in the various jurisdictions as outlined below which have not been reflected in these consolidated financial statements.

Tax Jurisdiction	**Amount US $**	**Expiry Dates Commence**
United States	7,168,590	2023
Canada	152	2010
Barbados	652,224	2012
	7,820,966	

10. Segmented Information

The Company's petroleum and natural gas exploration activities are conducted in India. Management of the Company considers the operations of the Company as one operating segment. The following information relates to the Company's geographic areas of operation.

	Dec 31, 2006 US $	Dec 31, 2005 US $
Oil & gas interests		
India	**9,722,738**	2,216,663

11. Commitments, Contingencies and Guarantees

a) Restricted cash

i) The PSC's contain provisions whereby the joint venture participants must provide the GOI a bank guarantee in the amount of 35% of the participant's share of the minimum work program for a particular phase, to be undertaken annually during the budget period April 1 to March 31. These bank guarantees have been provided to the GOI and serve as guarantees for the performance of such minimum work program and are in the form of irrevocable letters of credit which are secured by restricted cash term deposits of the Company in the same amount.

The restricted cash term deposits securing these bank guarantees are as follows:

	December 31, 2006 US $	December 31, 2005 US $
Exploration Block		
Mehsana	**711,445**	195,055
Sanand/Miroli	**905,000**	197,430
Ankleshwar	**600,000**	--
Tarapur	**1,200,000**	--
DS	**110,000**	--
	3,526,445	392,485

ii) The Company has provided to its bankers as security for credit cards issued to employees for business purposes two restricted cash term deposits, one in the amount of US$30,000 and the other in the amount of US$34,324 (Cdn$40,000).

b) Production Sharing Contracts

The Company is required to expend funds on the exploration activities to fulfill the terms of the minimum work commitment based on our participating interest for Phase I pursuant to the PSC's in respect of each of our exploration blocks as follows:

i) Mehsana Block - Acquire, process and interpret 75 sq kms of 3D seismic and drill 7 exploratory wells between 1,000 and 2,200 meters.

ii) Sanand/Miroli Block - Acquire, process and interpret 200 sq kms of 3D seismic and drill 12 exploratory wells between 1,500 and 3,000 meters.

iii) Ankleshwar Block - Acquire, process and interpret 448 sq kms of 3D seismic and drill 14 exploratory wells between 1,500 and 2,500 meters.

iv) DS 03 Block - Gravity and geochemical surveys and a 12,000 LKM aero magnetic survey.

Under the terms of all the PSC's, the Company is required to keep in force a financial and performance guarantee.

11. Commitments, Contingencies and Guarantees (continued)

c) KG Offshore Block

The first phase of the exploration period relating to the PSC for the KG Offshore Block has expired, as extended on August 29, 2005 through March 11, 2006, without the required minimum of at least fourteen wells being drilled during the first phase. On February 24, 2006, the management committee for the KG Offshore Block recommended a further extension of the first phase of twelve months to March 11, 2007. On February 9 2007 the parties to the PSC, through GSPC as operator, gave notice under Article 3 of the PSC to the Directorate General of Hydrocarbons, a body under the Ministry of Petroleum & Natural Gas ("DGH") and to the GOI to proceed to the next exploration phase (Phase II) upon completion of Phase I which was expiring on March 11, 2007. It was also requested to not relinquish any of the contract area at the end of Phase I. On March 12, 2007 DGH issued its approval to enter into Phase II of the exploration program with an effective date of March 12, 2007 subject to the following conditions: (1) Any decision by the GOI on the substitution of the Work Program of Phase I will be binding on the contractor; and (2) Any decision by the GOI on relinquishment of the 25% of Original Contract Area (ie. 462 sq. kms.) as per Article 4.1 of the PSC would be binding on the contractor. The extension of the first phase for the 18 months to March 11, 2007 would be deducted from the next succeeding exploration phase. As such the second phase would have a term of one year and expire March 11, 2008. As at March 23, 2007, five exploratory wells have been drilled and one exploratory well, the KG#16 well, is currently being drilled on the exploration block leaving eight exploration wells to be drilled. A seventh well, the KG#28 is also being drilled on the exploration block, but currently as an appraisal well and not as an exploration well. Approval of entering into the second phase of exploration under the PSC from the GOI is currently outstanding. Unless this approval is granted, the Company may be liable for consequences of non-fulfillment of the minimum work commitment in a given time frame under the PSC. The PSC has provisions for termination of the PSC on account of various reasons specified therein including material breach of the contract. Termination rights can be exercised after giving ninety days written notice. This failure to timely complete the minimum work commitment, though there is no precedence, may be deemed by the GOI to be a failure to comply with the provisions of the contract in a material particular. The Company has been advised by GSPC, the operator, that it is unaware of any precedent for such an occurrence.

The termination of the PSC by the GOI would result in the loss of the Company's interest in the KG Offshore Block other than areas determined to encompass "commercial discoveries". The PSC sets forth procedures whereby the operator can obtain the review of the management committee under the PSC as to whether a discovery on the exploration block should be declared a commercial discovery under the PSC. Those procedures have not been completed at present with respect to the discovery on the KG Offshore Block and, accordingly, as of March 23, 2007, no areas on the KG Offshore Block have been determined formally to encompass "commercial discoveries" as that term is defined under the PSC.

In the event the PSC is terminated by the GOI, or in the event the work program is not fulfilled by the end of the relevant exploration phase, each party to the PSC is to pay to the GOI its participating interest share of an amount which is equal to the amount that would be required to complete the minimum work program for that phase.

Certain exploration costs related to the KG Offshore Block are incurred solely by and on behalf of the Company in providing its services under the CIA and are therefore not reimbursable under the CIA. As such, these costs have been capitalized in the Company's accounts under Oil and gas interests and at December 31, 2006 amount to US$3,111,676.

11. Commitments, Contingencies and Guarantees (continued)

d) Tarapur Block

As the holder of a participating interest in the Tarapur Block, the Company is required to fund its 20% share of all exploration and development costs incurred on the exploration block. To December 31, 2006, US$3,972,765 has been incurred under the terms of the Company's agreement with GSPC. Of this amount, US$3,017,646 has been paid to GSPC and US$955,119 is in accounts payable at December 31, 2006. The Company has budgeted to expend approximately US$2.7 million for exploration activities under the terms of the agreement over the period April 1, 2007 to November 22, 2007. These activities include the drilling of 3 exploration wells and the acquisition of 90 sq kms of 3-D seismic. Under the terms of the agreement, the Company is required to keep in force a financial and performance guarantee securing its performance under the Tarapur PSC.

e) Corporate Head Office

Our corporate head office is located at Suite #310, 605 – 1 Street SW, Calgary, Alberta, T2P 3S9 Canada. These premises are leased for a term of one year ending April 30, 2007 at an annual rental of $56,261 for base rent and operating costs. These premises include approximately 2,927 square feet which we consider adequate for our present activities. We are currently in negotiations to renew this lease at market prices for a further two year term to April 30, 2009.

12. Comparative Figures

a) As the Company is in its development stage, these figures represent the accumulated amounts of the continuing entity for the period from inception, being August 21, 2002 to December 31, 2006.

b) Certain comparative figures have been reclassified to conform with the presentation adopted in the current year.

13. Subsequent Event

a) NELP-VI Blocks

On March 2, 2007, the Company along with its joint venture partners executed PSC's with the GOI covering four new exploration blocks awarded under the sixth round of the New Exploration Licensing Policy (NELP-VI).

The Company is required to fund its participating interest for Phase I exploration and development costs incurred in fulfilling the minimum work commitments under these PSC's as outlined below. The Company's share of these costs is estimated to total approximately US$28.0 million for all four blocks over the four years of Phase I.

i) Exploration Block KG-ONN-2004/1 (KG Onshore Block) - Reprocess 564 LKM of 2-D seismic; conduct a gravity and magnetic and geochemical survey; acquire, process and interpret 548 sq kms of 3-D seismic; and drill 12 exploratory wells between 2,000 and 5,000 meters.

ii) Exploration Block RJ-ONN-2004/2 (RJ Block 20) - Reprocess 463 LKM of 2-D seismic; conduct a gravity and magnetic and geochemical survey; acquire, process and interpret 250 LKM of 2-D seismic and 700 sq kms of 3-D seismic; and drill a total of 12 exploratory wells between 2,000 and 2,500 meters.

iii) Exploration Block RJ-ONN-2004/3 (RJ Block 21) - Reprocess 463 LKM of 2-D seismic; conduct a gravity and magnetic and geochemical survey; acquire, process and interpret 310 LKM of 2-D seismic and 611 sq kms of 3-D seismic; and drill a total of 8 exploratory wells between 2,000 and 2,500 meters.

13. Subsequent Event (continued)

iv) Exploration Block DS-ONN-2004/1 (DS 04 Block) - Gravity and magnetic and geochemical surveys; acquire, process and interpret 325 LKM of 2-D seismic; and drill 10 core holes to a depth of approximately 500 meters.

Under the terms of all the PSC's, the Company will be required to keep in force a financial and performance guarantee.

b) India office condominium

On November 21, 2006 the Company entered into a Memorandum of Understanding with Creative InfoCity Ltd of Gandhinagar, India to acquire an office condominium of approximately 11,203 sq. ft. A deposit of US$28,090 was paid which is reflected in the financial statements in Property and Equipment (note 3). As a formal agreement has not yet been executed, the preliminary costs and resulting liability in the amount of $365,880 is not yet reflected in these financial statements.

14. Recent Accounting Standards

a) Accounting for Uncertainty in Income Taxes

In June 2006, the FASB issued FASB Interpretation No. 48, "Accounting for Uncertainty in Income Taxes" ("FIN 48"), an interpretation of FASB Statement No. 109, "Accounting for Income Taxes". FIN 48 prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. The Interpretation requires that the Corporation recognize in the financial statements, the impact of a tax position, if that position is more likely than not of being sustained on audit, based on the technical merits of the position. FIN 48 also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods and disclosure. The provisions of FIN 48 are effective beginning January 1, 2007 with the cumulative effect of the change in accounting principle recorded as an adjustment to the opening balance of deficit. The Corporation is currently evaluating the impact FIN 48 will have on its consolidated financial statements.

b) Fair Value Measurements

In September 2006, the FASB issued FAS No. 157, "Fair Value Measurements" ("FAS 157"), which defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements. FAS 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years, and is applicable beginning in the first quarter of 2008. The Company is currently evaluating the impact that FAS 157 will have on its consolidated financial statements.

c) The Fair Value Option for Financial Assets and Financial Liabilities

In February 2007, the FASB issued FAS No. 159, "The Fair Value Option for Financial Assets and Financial Liabilities – Including an amendment of FASB Statement No. 115", ("FAS 159") which permits entities to choose to measure many financial instruments and certain other items at fair value at specified election dates. A business entity is required to report unrealized gains and losses on items for which the fair value option has been elected in earnings at each subsequent reporting date. This statement is expected to expand the use of fair value measurement. FAS 159 is effective for financial statements issued for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years, and is applicable beginning in the first quarter of 2008. The Company is currently evaluating the impact that FAS 159 will have on its consolidated financial statements.

SIGNATURES

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

GeoGlobal Resources Inc.

By: /s/ Allan J. Kent
Allan J. Kent
Executive Vice President and CFO

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Company and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Jean Paul Roy Jean Paul Roy	President, Chief Executive Officer and Director	May 11, 2007
/s/ Allan J. Kent Allan J. Kent	Executive Vice President, Chief Financial Officer and Director	May 11, 2007
/s/ Brent J. Peters Brent J. Peters	Director	May 11, 2007
/s/ Peter R. Smith Peter R. Smith	Chairman of the Board and Director	May 11, 2007
/s/ Michael J. Hudson Michael J. Hudson	Director	May 11, 2007
/s/ Dr. Avinash Chandra Dr. Avinash Chandra	Director	May 11, 2007

Exhibit 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statements (Forms S-8 Nos. 333-74245, 333-39450, 333-67720 and 333-129225) pertaining to the 1998 Stock Incentive Plan of GeoGlobal Resources Inc. and in the Registration Statement (Form S-3, No. 333-129225) and the related prospectus pertaining to the registration of 6,671,316 shares of common stock of GeoGlobal Resources Inc., of our report dated March 23, 2007 with respect to the consolidated financial statements of GeoGlobal Resources Inc. included in Amendment No. 1 to the Annual Report (Form 10-KSB/A) for the year ended December 31, 2006.

Calgary, Canada
May 11, 2007

/s/ Ernst & Young LLP (signed)

Exhibit 31.1

Certification of President and Chief Executive Officer

I, Jean Paul Roy, certify that:

1. I have reviewed this annual report on Form 10-KSB/A of GeoGlobal Resources Inc.;

2. Based on my knowledge, this 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 report;

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

4. The small business issuer'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 small business issuer 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 small business issuer, 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 small business issuer'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; and
(c) Disclosed in this report any change in the small business issuer's internal control over financial reporting that occurred during the small business issuer's most recent fiscal quarter (the small business issuer's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting; and

5. The small business issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the small business issuer's auditors and the audit committee of the small business issuer'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 small business issuer'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 small business issuer's internal control over financial reporting

Date: May 11, 2007

/s/ Jean Paul Roy
Jean Paul Roy
President and Chief Executive Officer

Exhibit 31.2

Certification of Chief Financial Officer

I, Allan J. Kent, certify that:

1. I have reviewed this annual report on Form 10-KSB/A of GeoGlobal Resources Inc.;

2. Based on my knowledge, this 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 report;

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

4. The small business issuer’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 small business issuer 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 small business issuer, 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 small business issuer’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; and

(c) Disclosed in this report any change in the small business issuer’s internal control over financial reporting that occurred during the small business issuer’s most recent fiscal quarter (the small business issuer’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the small business issuer’s internal control over financial reporting; and

5. The small business issuer’s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the small business issuer’s auditors and the audit committee of the small business issuer’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 small business issuer'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 small business issuer's internal control over financial reporting

Date: May 11, 2007

/s/ Allan J. Kent
Allan J. Kent
Chief Financial Officer

Exhibit 32.1

Principal Executive Officer's Certification Pursuant To Section 1350 (furnished, not filed)

In connection with the Annual Report of GeoGlobal Resources Inc. (the Company) on Form 10-KSB for the year ending December 31, 2006 as filed with the Securities and Exchange Commission on April 17, 2007 and this Form 10KSB/A (the Report), I, Jean Paul Roy, President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §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.

/s/ Jean Paul Roy

Jean Paul Roy
President and Chief Executive Officer
May 11, 2007

Exhibit 32.2

Principal Financial Officer's Certification Pursuant To Section 1350 (furnished, not filed)

In connection with the Annual Report of GeoGlobal Resources Inc. (the Company) on Form 10-KSB for the year ending December 31, 2006 as filed with the Securities and Exchange Commission on April 17, 2007 and this Form 10KSB/A (the Report), I, Allan J. Kent, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §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.

/s/ Allan J. Kent

Allan J. Kent
Chief Financial Officer
May 11, 2007