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

FORM 10-KSB/A

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended January 31, 2008

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from [] to []

Commission file number 000-49995

000
Mail Processing
Section

ARGENTEX MINING CORPORATION

(Name of small business issuer in its charter)

JUL 3 02008

Delaware
(State or other jurisdiction of incorporation or organization)

71-0867623
(I.R.S. Employer Identification No.)

Washington, DC
101

602 - 1112 West Pender Street, Vancouver, BC
(Address of principal executive offices)

V6E 2S1
(Zip Code)

Issuer's telephone number (604) 568-2496

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Name of each exchange on which registered</u>
Nil	Nil

Securities registered pursuant to Section 12(g) of the Act:

Common Shares, par value \$0.001
(Title of class)

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 is not 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 mark whether the registrant is a shell company (as defined in Rule 12-b-2 of the Exchange Act). Yes No

State issuer's revenues for its most recent fiscal year \$Nil

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State 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 prices of such common equity, as of a specified date within 60 days. (See definition of affiliate in Rule 12b-2 of the Exchange Act.)

Note: If determining whether a person is an affiliate will involve an unreasonable effort and expense, the issuer may calculate the aggregate market value of the common equity held by non-affiliates on the basis of reasonable assumptions, if the assumptions are stated.

29,482,189 common shares @ \$1.57 ⁽¹⁾ = \$46,287,036

⁽¹⁾ Average of bid and ask closing prices on April 2, 2008.

(ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PRECEDING FIVE YEARS)

Check whether the issuer has filed all documents and reports required to be filed by Section 12, 13 or 15(d) of the Exchange Act after the distribution of securities under a plan confirmed by a court. Yes No

(APPLICABLE ONLY TO CORPORATE REGISTRANTS)

State the number of shares outstanding of each of the issuer's classes of equity stock, as of the latest practicable date.

31,465,522 common shares issued and outstanding as of April 2, 2008

DOCUMENTS INCORPORATED BY REFERENCE

If the following documents are incorporated by reference, briefly describe them and identify the part of the Form 10-KSB (e.g., Part I, Part II, etc.) into which the document is incorporated: (1) any annual report to security holders; (2) any proxy or information statement; and (3) any prospectus filed pursuant to Rule 424(b) or (c) of the Securities Act of 1933 ("Securities Act"). The listed documents should be clearly described for identification purposes (e.g., annual report to security holders for fiscal year ended December 24, 1990).

Transitional Small Business Disclosure Format (Check one): Yes No .

PART I

Item 1. Description of Business.

Our financial statements are stated in United States Dollars (US\$) and are prepared in accordance with United States Generally Accepted Accounting Principles.

In this annual report, unless otherwise specified, all dollar amounts are expressed in United States dollars and all references to "common shares" refer to shares of our common stock.

As used in this annual report, the terms "we", "us", "our", and "Argentex" mean Argentex Mining Corporation and our wholly owned subsidiary, SCRN Properties Ltd., a Delaware corporation, unless the context clearly requires otherwise.

We were incorporated in the State of Nevada on December 21, 2001 under the name "Delbrook Corporation" with authorized capital of 100,000,000 shares of common stock with a par value of \$0.001 and 100,000,000 shares of preferred stock with a par value of \$0.001. On March 15, 2004, we changed our name to "Argentex Mining Corporation". We effected this name change by merging with our wholly owned subsidiary, "Argentex Mining Corporation", a Nevada corporation that we formed specifically for this purpose. Our company was the surviving company in the merger. On November 5, 2007, we moved our state of domicile from Nevada to Delaware. This re-domicile was effected by merging with our wholly owned subsidiary "Argentex Mining Corporation", a Delaware corporation that we formed specifically for this purpose. Our subsidiary was the surviving entity upon completion of the merger. Since November 5, 2007, we have been a Delaware corporation.

We have one subsidiary, SCRN Properties Ltd., a Delaware corporation incorporated on February 13, 2004, which we formed for the purpose of acquiring and exploring natural resource properties in Argentina.

Our Offices

Our principal offices are located at Suite 602, 1112 West Pender Street, Vancouver, British Columbia, Canada V6E 2S1. Our telephone number at our principal office is (604) 568-2496. Our fax number is (604) 568-1540. We lease approximately 878 square feet of office space for a term expiring October 31, 2010. Until October 31, 2008, our rental rate is \$20 per square foot. From November 1, 2009 to October 31, 2010 our rental rate will increase to \$21 per square foot per month. We believe that our office space and facilities are sufficient to meet our present needs. If in the future we find that we need more or different office space, we do not anticipate that we would have any difficulty securing it on terms acceptable to us.

In addition to our principal offices in Vancouver, British Columbia, our wholly-owned subsidiary, SCRN Properties Ltd., maintains an office c/o Orlando Rionda, Radio Santiago del Estero 3051, Salta, Argentina, CP4400 Argentina. Our subsidiary's telephone number in Argentina is 0054-387-424-8651. Our subsidiary does not have a fax number in Argentina.

Our Business

We are in the mineral resource business. This business generally consists of three stages: exploration, development and production. Mineral resource companies that are in the exploration stage have not yet found mineral resources in commercially exploitable quantities and are engaged in exploring land in an effort to discover them. Mineral resource companies that have located a mineral resource in commercially exploitable quantities and are preparing to extract that resource are in the development stage, while those engaged in the extraction of a known mineral resource are in the production stage. Our company is in the exploration stage.

Mineral resource exploration can consist of several stages. The earliest stage usually consists of the identification of a potential prospect through either the discovery of a mineralized showing on that property or as the result of a property being in proximity to another property on which exploitable resources have been identified, whether or not they are or have in the past been extracted.

After the identification of a property as a potential prospect, the next stage would usually be the acquisition of a right to explore the area for mineral resources. This can consist of the outright acquisition of the land or the acquisition of specific, but limited, rights to the land (e.g., a license, lease or concession). After acquisition, exploration would probably begin with a surface examination by a prospector or professional geologist with the aim of identifying areas of potential mineralization, followed by detailed geological sampling and mapping of this showing with possible geophysical and geochemical grid surveys to establish whether a known trend of mineralization continues through unexposed portions of the property (i.e., underground), possibly trenching in these covered areas to allow sampling of the underlying rock. Exploration also commonly includes systematic regularly spaced drilling in order to determine the extent and grade of the mineralized system at depth and over a given area, as well as gaining underground access by ramping or shafting in order to obtain bulk samples that would allow one to determine the ability to recover various commodities from the rock. Exploration might culminate in a feasibility study to ascertain if the mining of the minerals would be economic. A feasibility study is a study that reaches a conclusion with respect to the economics of bringing a mineral resource to the production stage.

As discussed in more detail below and in the Description of Property section of this annual report beginning at page 10, below, our current mineral properties consist of five groups of mineral exploration claims. Four of these groups of claims are located in the Rio Negro and Santa Cruz provinces of Argentina. All of the mineral exploration licenses with respect to these Argentine claims are registered in the name of our Delaware subsidiary, SCRN Properties Ltd. Our fifth group of mineral exploration claims, known as the Argie claims, is located in the Pleasant Valley area of British Columbia, near the town of Merritt, British Columbia. Until recently, we owned a sixth group of mineral exploration claims known as the Ruddock Creek claims, which were located in the Revelstoke area of British Columbia, Canada. During the year ended January 31 2008, our management determined that it was not in our company's best interest to explore or maintain the Ruddock claims and they were allowed to expire in March, 2008.

There is no assurance that a commercially viable mineral deposit exists on any of our properties. Further exploration is required before we can evaluate whether any exist and, if so, whether it would be economically and legally feasible to develop or exploit those resources. Even if we are successful in identifying a mineral deposit, we would be required to spend substantial funds on further drilling and engineering studies before we could know whether that mineral deposit would constitute a reserve (a reserve is a commercially viable mineral deposit). Please refer to the section entitled 'Risk Factors', beginning at page 5 of this annual report, for additional information about the risks of mineral exploration.

Employees

As of April 2, 2008, our company did not have any employees, but our subsidiary, SCRN Properties Ltd., employs one person on a full-time basis as its legal representative in Argentina. Our President, our Chief Financial Officer and our part-time bookkeeper all provide services pursuant to consulting contracts. None of our consultants, including our Chief Financial Officer but excluding our President, are required by the terms of their consulting agreements to spend all of their time on our affairs. Our President is required to spend substantially all of his time working on our affairs.

We also engage contractors from time to time to consult with us on specific corporate affairs or to perform specific tasks in connection with our exploration programs.

We retain consultants on the basis of ability and experience. Except as set forth above, neither we nor any person acting on our behalf has any preliminary agreement or understanding, nor do we contemplate any such, concerning any aspect of our operations pursuant to which any person would be hired, compensated or paid a finder's fee.

Research and Development Expenditures

We have not incurred any research or development expenditures since our incorporation.

Subsidiaries

We have one subsidiary, SCRN Properties Ltd., a Delaware corporation incorporated on February 13, 2004, which we formed for the purpose of acquiring and exploring natural resource properties in Argentina.

Patents and Trademarks

We do not own any patents or trademarks.

RISK FACTORS

GENERAL STATEMENT ABOUT RISKS

An investment in our common stock involves a number of very significant risks. You should carefully consider the following risks and uncertainties in addition to other information in this prospectus in evaluating our company and our business before purchasing shares of our company's common stock. Our business, operating results and financial condition could be seriously harmed due to any of the following risks. You could lose all or part of your investment due to any of these risks.

This annual report on Form 10-KSB contains forward-looking statements. Forward-looking statements are projections of events, revenues, income, future economic performance or management's plans and objectives for future operations. In some cases, you can identify forward-looking statements by the use of terminology such as "may", "should", "expects", "plans", "anticipates", "believes", "estimates", "predicts", "potential" or "continue" or the negative of these terms or other comparable terminology. Examples of forward-looking statements made in this annual report include statements about:

- Our future exploration programs and results,
- Our future capital expenditures, and
- Our future investments in and acquisitions of mineral resource properties.

These statements are only predictions and involve known and unknown risks, uncertainties and other factors, including:

- General economic and business conditions,
- Exposure to market risks in our financial instruments,
- Fluctuations in worldwide prices and demand for minerals,
- Fluctuations in the levels of our exploration and development activities,
- Risks associated with mineral resource exploration and development activities,
- Competition for resource properties and infrastructure in the mineral exploration industry,
- Technological changes and developments in the mineral exploration and mining industry,
- Regulatory uncertainties and potential environmental liabilities, and
- the risks in the section of this annual report entitled "Risk Factors",

any of which may cause our or our industry's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements.

While these forward-looking statements and any assumptions upon which they are based are made in good faith and reflect our current judgment regarding the direction of our business, actual results will almost always vary, sometimes materially, from any estimates, predictions, projections, assumptions or other future performance suggested herein. Except as required by applicable law, including the securities laws of the United States, we do not intend to update any of the forward-looking statements to conform these statements to actual results.

Our common shares are considered speculative during the development of our new business operations. Prospective investors should consider carefully the risk factors set out below.

Risks Associated With Mining

All of our properties are in the exploration stage. There is no assurance that we can establish the existence of any mineral resource on any of our properties in commercially exploitable quantities. Until we can do so, we cannot earn any revenues from operations and if we do not do so we will lose all of the funds that we expend on exploration. If we do not discover any mineral resource in a commercially exploitable quantity, our business will fail.

Despite exploration work on our mineral properties, we have not established that any of them contain any mineral reserve, nor can there be any assurance that we will be able to do so. If we do not, our business will fail.

A mineral reserve is defined by the Securities and Exchange Commission in its Industry Guide 7 (which can be viewed over the Internet at <http://www.sec.gov/divisions/corpfin/forms/industry.htm#secguide7>) as that part of a mineral deposit which could be economically and legally extracted or produced at the time of the reserve determination. The probability of an individual prospect ever having a "reserve" that meets the requirements of the Securities and Exchange Commission's Industry Guide 7 is extremely remote; in all probability none of our mineral resource properties contains any 'reserve' and any funds that we spend on exploration will probably be lost.

The commercial viability of an established mineral deposit will depend on a number of factors including, by way of example, the size, grade and other attributes of the mineral deposit, the proximity of the resource to infrastructure such as a smelter, roads and a point for shipping, government regulation and market prices. Most of these factors will be beyond our control, and any of them could increase costs and make extraction of any identified mineral resource unprofitable.

Mineral operations are subject to applicable law and government regulation. Even if we discover a mineral resource in a commercially exploitable quantity, these laws and regulations could restrict or prohibit the exploitation of that mineral resource. If we cannot exploit any mineral resource that we might discover on our properties, our business may fail.

Both mineral exploration and extraction require permits from various foreign, federal, state, provincial and local governmental authorities and are governed by laws and regulations, including those with respect to prospecting, mine development, mineral production, transport, export, taxation, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, mine safety and other matters. There can be no assurance that we will be able to obtain or maintain any of the permits required for the continued exploration of our mineral properties or for the construction and operation of a mine on our properties at economically viable costs. If we cannot accomplish these objectives, our business could fail.

Although we believe that we are in compliance with all material laws and regulations that currently apply to our activities, we can give no assurance that we can continue to remain in compliance. Current laws and regulations could be amended and we might not be able to comply with them, as amended. Further, there can be no assurance that we will be able to obtain or maintain all permits necessary for our future operations, or that we will be able to obtain them on reasonable terms. To the extent such approvals are required and are not obtained, we may be delayed or prohibited from proceeding with planned exploration or development of our mineral properties.

If we establish the existence of a mineral resource on any of our properties in a commercially exploitable quantity, we will require additional capital in order to develop the property into a producing mine. If we cannot raise this additional capital, we will not be able to exploit the resource and our business could fail.

If we do discover mineral resources in commercially exploitable quantities on any of our properties, we will be required to expend substantial sums of money to establish the extent of the resource, develop processes to extract it and develop extraction and processing facilities and infrastructure. Although we may derive substantial benefits from the discovery of a major deposit, there can be no assurance that such a resource will be large enough to justify commercial operations, nor can there be any assurance that we will be able to raise the funds required for development on a timely basis. If we cannot raise the necessary capital or complete the necessary facilities and infrastructure, our business may fail.

Mineral exploration and development is subject to extraordinary operating risks. We do not currently insure against these risks. In the event of a cave-in or similar occurrence, our liability may exceed our resources, which would have an adverse impact on our company.

Mineral exploration, development and production involves many risks which even a combination of experience, knowledge and careful evaluation may not be able to overcome. Our operations will be subject to all of the hazards and risks inherent in exploration for mineral resources and, if we discover a mineral resource in commercially exploitable quantity, our operations could be subject to all of the hazards and risks inherent in the development and production of resources, including liability for pollution, cave-ins or similar hazards against which we cannot insure or against which we may elect not to insure. Any such event could result in work stoppages and damage to property, including damage to the environment. We do not currently maintain any insurance coverage against these operating hazards. The payment of any liabilities that arise from any such occurrence would have a material adverse impact on our company.

Mineral prices are subject to dramatic and unpredictable fluctuations and the economic viability of any of our exploration properties and projects cannot be accurately predicted.

We expect to derive revenues, if any, either from the sale of our mineral resource properties or from the extraction and sale of precious and base metals such as gold, silver, copper, zinc and indium. The price of those commodities has fluctuated widely in recent years and is affected by numerous factors beyond our control, including international, economic and political trends, expectations of inflation, currency exchange fluctuations, interest rates, global or regional consumptive patterns, speculative activities and increased production due to new extraction developments and improved extraction and production methods. The effect of these factors on the price of base and precious metals, and therefore the economic viability of any of our exploration properties and projects, cannot accurately be predicted.

The mining industry is highly competitive and there is no assurance that we will continue to be successful in acquiring mineral claims. If we cannot continue to acquire properties to explore for mineral resources, we may be required to reduce or cease operations.

The mineral exploration, development, and production industry is largely unintegrated. We compete with other exploration companies looking for mineral resource properties. While we may compete with other exploration companies in the effort to locate and acquire mineral resource properties, we do not believe that we will compete with them for the removal or sales of mineral products from our properties if we should eventually discover the presence of them in quantities sufficient to make production economically feasible. Readily available markets exist worldwide for the sale of mineral products. Therefore, we will likely be able to sell any mineral products that we identify and produce.

In identifying and acquiring mineral resource properties, we compete with many companies possessing greater financial resources and technical facilities. This competition could adversely affect our ability to acquire suitable prospects for exploration in the future. Accordingly, there can be no assurance that we will acquire any interest in additional mineral resource properties that might yield reserves or result in commercial mining operations.

Risks Related to Our Company

We have a limited operating history on which to base an evaluation of our business and prospects and we can provide investors with no assurance that we will generate any operating revenues or ever achieve profitable operations.

Although we have been in the business of exploring mineral resource properties since 2002, we have not yet located any mineral reserve. As a result, we have never had any revenues from our operations. In addition, our operating history has been restricted to the acquisition and exploration of our mineral properties and this does not provide a meaningful basis for an evaluation of our prospects if we ever determine that we have a mineral reserve and commence the construction and operation of a mine. We have no way to evaluate the likelihood of whether our mineral properties contain any mineral reserve or, if they do, that we will be able to build or operate a mine successfully. We anticipate that we will continue to incur operating costs without realizing any revenues during the period when we are exploring our properties. During the 12 month period ending April 30, 2009, we expect to spend approximately \$3,400,000 on the maintenance and exploration of our mineral properties. We therefore expect to continue to incur significant losses into the foreseeable future. We recognize that if we are unable to generate significant revenues from mining operations and any dispositions of our properties, we will not be able to earn profits or continue operations. At this early stage of our operation, we also expect to face the risks, uncertainties, expenses and difficulties frequently encountered by companies at the start up stage of their business development. We cannot be sure that we will be successful in addressing these risks and uncertainties and our failure to do so could have a materially adverse effect on our financial condition. There is no history upon which to base any assumption as to the likelihood that we will prove successful and we can provide investors with no assurance that we will generate any operating revenues or ever achieve profitable operations.

The fact that we have not earned any operating revenues since our incorporation raises substantial doubt about our ability to continue to explore our mineral properties as a going concern.

We have not generated any revenue from operations since our incorporation. During the year ended January 31, 2008, we incurred a net loss of \$3,688,314. From inception through January 31, 2008, we have incurred an aggregate loss of \$9,892,799. We anticipate that we will continue to incur operating expenses without revenues unless and until we are able to sell one or more of our resource properties or identify a mineral resource in a commercially exploitable quantity on one or more of our mineral properties and build and operate a mine. On January 31, 2008, we had cash in the amount of \$845,219 and working capital of \$379,308. In a series of private placements closed during the month of March, 2008, we raised additional gross proceeds of \$3,850,000 from the sale of equity securities. We estimate our average monthly operating expenses to be approximately \$39,000, excluding exploration but including general and administrative expenses and investor relations expenses. We believe that cash on hand as of the date of filing of this annual report on Form 10-KSB is sufficient to fund our currently budgeted operating requirements for the next 12 months. However, our budget could increase in response to field conditions, drill results and other matters that cannot be currently anticipated and we might find that we need to raise additional funds in order to properly address these items. As we cannot assure a lender that we will be able to successfully explore and develop our mineral properties, we will probably find it difficult to raise debt financing from traditional lending sources. We have traditionally raised our operating capital from sales of equity and debt securities, but there can be no assurance that we will continue to be able to do so. If we cannot raise the money that we need to continue exploration of our mineral properties, we may be forced to delay, scale back, or eliminate our exploration activities. If any of these were to occur, there is a substantial risk that our business would fail.

Although our primary exploration property is titled in our name, our rights to that property are subject to a written option agreement. If we materially breach the terms of that option agreement, our rights in the property could be forfeit.

We entered into a mineral property acquisition agreement dated February 24, 2004 with Christopher Dyakowski, an ex-director and officer of our company, whereby we agreed to make periodic option payments in cash in exchange for an option to purchase up to 100% of the mineral rights in the parcel of claims that we refer to as the Pinguino property, located in the Santa Cruz province of Argentina. We have one final payment to make on July 1, 2008. If we fail to make this payment timely, our option on the Pinguino property could lapse and our interest in the Pinguino property could be forfeit. If this were to happen, our business would be harmed.

Risks Associated with Our Common Stock

Trading on the OTC Bulletin Board may be volatile and sporadic, which could depress the market price of our common stock and make it difficult for our stockholders to resell their shares.

Our common stock is quoted on the Over-the-Counter Bulletin Board service. Trading in stock quoted on the OTC Bulletin Board is often thin and characterized by wide fluctuations in trading prices, due to many factors that may have little to do with our operations or business prospects. This volatility could depress the market price of our common stock for reasons unrelated to operating performance. Moreover, the OTC Bulletin Board is not a stock exchange, and trading of securities on the OTC Bulletin Board is often more sporadic than the trading of securities listed on a quotation system like Nasdaq or a stock exchange like Amex. Accordingly, shareholders may have difficulty reselling any of their shares.

Our stock is a penny stock. Trading of our stock may be restricted by the SEC's penny stock regulations and the FINRA's sales practice requirements, which may limit a stockholder's ability to buy and sell our stock.

Our stock is a penny stock. The Securities and Exchange Commission has adopted Rule 15c-9 which generally defines "penny stock" to be any equity security that has a market price (as defined) less than \$5.00 per share or an exercise price of less than \$5.00 per share, subject to certain exceptions. Our securities are covered by the penny stock rules, which impose additional sales practice requirements on broker-dealers who sell to persons other than established customers and "accredited investors". The term "accredited investor" refers generally to institutions with assets in excess of \$5,000,000 or individuals with a net worth in excess of \$1,000,000 or annual income exceeding \$200,000 or \$300,000 jointly with their spouse. The penny stock rules require a broker-dealer, prior to a transaction in a penny stock not otherwise exempt from the rules, to deliver a standardized risk disclosure document in a form prepared by the SEC which provides information about penny stocks and the nature and level of risks in the penny stock market. The broker-dealer also must provide the customer with current bid and offer quotations for the penny stock, the compensation of the broker-dealer and its salesperson in the transaction and monthly account statements showing the market value of each penny stock held in the customer's account. The bid and offer quotations, and the broker-dealer and salesperson compensation information, must be given to the customer orally or in writing prior to effecting the transaction and must be given to the customer in writing before or with the customer's confirmation. In addition, the penny stock rules require that prior to a transaction in a penny stock not otherwise exempt from these rules, the broker-dealer must make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser's written agreement to the transaction. These disclosure requirements may have the effect of reducing the level of trading activity in the secondary market for the stock that is subject to these penny stock rules. Consequently, these penny stock rules may affect the ability of broker-dealers to trade our securities. We believe that the penny stock rules discourage investor interest in, and limit the marketability of, our common stock.

In addition to the "penny stock" rules promulgated by the Securities and Exchange Commission, the Financial Industry Regulatory Authority has adopted rules that require that in recommending an investment to a customer, a broker-dealer must have reasonable grounds for believing that the investment is suitable for that customer. Prior to recommending speculative low priced securities to their non-institutional customers, broker-dealers must make reasonable efforts to obtain information about the customer's financial status, tax status, investment objectives and other information. Under interpretations of these rules, the Financial Industry Regulatory Authority believes that there is a high probability that speculative low-priced securities will not be suitable for at least some customers. The Financial Industry Regulatory Authority's requirements make it more difficult for broker-dealers to recommend that their customers buy our common stock, which may limit your ability to buy and sell our stock.

Other Risks

Because all of our officers and directors are located in non-U.S. jurisdictions, you may have no effective recourse against them for misconduct and you may not be able to enforce judgment and civil liabilities against our officers, directors, experts and agents.

All of our directors and officers are nationals and/or residents of countries other than the United States and all or a substantial portion of their assets are located outside the United States. As a result, it may be difficult for investors

to enforce within the United States any judgments obtained against our officers or directors, including judgments predicated upon the civil liability provisions of the securities laws of the United States or any state thereof.

Trends, Risks and Uncertainties

We have sought to identify what we believe to be the most significant risks to our business, but we cannot predict whether, or to what extent, any of such risks may be realized nor can we guarantee that we have identified all possible risks that might arise. Investors should carefully consider all of such risk factors before making an investment decision with respect to our common stock.

Item 2. Description of Property.

Principal Offices

Our principal offices are located at Suite 602, 1112 West Pender Street, Vancouver, British Columbia, Canada V6E 2S1. Our telephone number at our principal office is (604) 568-2496. Our fax number is (604) 568-1540. We lease approximately 878 square feet of office space for a term expiring October 31, 2010. Until October 31, 2008, our rental rate is \$20 per square foot. From November 1, 2009 to October 31, 2010 our rental rate will increase to \$21 per square foot per month. We believe that our office space and facilities are sufficient to meet our present needs and we do not anticipate any difficulty securing alternative or additional space, as needed, on terms acceptable to us.

In addition to our principal offices in Vancouver, British Columbia, our wholly-owned subsidiary, SCRN Properties Ltd. maintains an office c/o Orlando Rionda, Radio Santiago del Estero 3051, Salta, Argentina, CP4400 Argentina. Our subsidiary's telephone number in Argentina is 0054-387-424-8651. Our subsidiary does not have a fax number in Argentina.

Mineral Properties

Our wholly-owned subsidiary company, SCRN Properties Ltd., owns interests in three mineral properties located in the Rio Negro and Santa Cruz provinces of Argentina and has agreed to purchase an option to acquire a fourth mineral property in Santa Cruz province. In addition, our company owns interests in a fifth mineral property located in the Pleasant Valley area near the City of Merritt, in south-central British Columbia, Canada. To date, we have concentrated the bulk of our exploration efforts and expenditures on the Pinguino property, which is the property located in the Santa Cruz province of Argentina on which we have agreed to purchase an option. During the next 12 months, we intend to continue to focus our efforts primarily on this property.

There is no assurance that a commercially viable mineral deposit exists on any of our properties, including the Pinguino property, or that we will be able to identify any mineral resource on any of these properties that can be developed profitably. Even if we do discover commercially exploitable levels of mineral resources on any of our properties, which is unlikely, there can be no assurance that we would be able to enter into commercial production of these mineral resources.

The following is a brief description of each of our mineral properties:

Pinguino

Acquisition:

We agreed to purchase an option to purchase the Pinguino property in a mineral property option agreement dated February 24, 2004 between our company and Christopher Dyakowski, who was then our President, Secretary, Treasurer and a member of our board of directors. The purchase price for the option was approximately \$393,500 (\$450,000 CAD) payable in five instalments as follows:

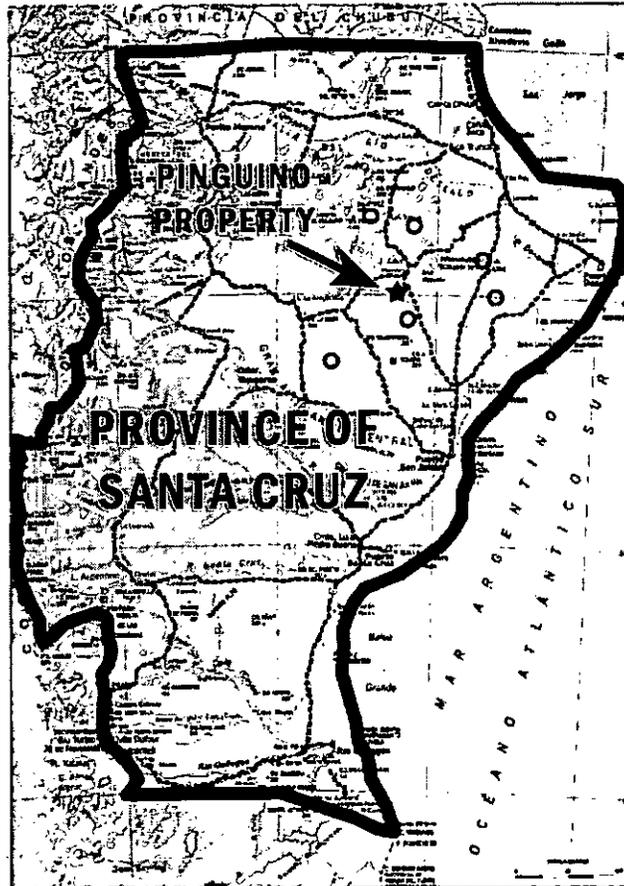
- approximately \$43,710 (CAD\$50,000), paid on July 1, 2004;
- approximately \$65,565 (CAD\$75,000), paid September 9, 2005;

- approximately \$87,420 (CAD\$100,000), paid on July 1, 2006;
- approximately \$87,420 (CAD\$100,000), paid on June 26, 2007; and
- approximately \$109,275 (CAD\$125,000) due on or before July 1, 2008.

When we have finished paying the last of these instalments, the option will be deemed to have been exercised and we will own the Pinguino property subject to a 2% net smelter returns royalty in favor of Mr. Dyakowski. We will have the right to purchase one half of Mr. Dyakowski's net smelter returns royalty from the Pinguino property for the sum of approximately \$874,200 (CAD\$1,000,000) and all of it for the sum of approximately \$1,748,400 (CAD\$2,000,000). For administrative convenience, title to all of the claims comprising the Pinguino property has already been transferred to our subsidiary, SCRN Properties Ltd. In addition, during the term of the option agreement, our company has the sole and exclusive right to possess, explore and exploit the Pinguino property. During this period, we also have the obligation to maintain the mineral claims comprising the Pinguino property in good standing.

Location:

The Pinguino property is located in southern Argentina in the north-central part of the Province of Santa Cruz, centered at longitude 68° 34' West and latitude 48° 00' South. The location is shown on the map below:



Description of Mineral Claims:

When title to the Pinguino property was originally transferred to our company's wholly-owned subsidiary SCRN Properties Ltd., the property consisted of one Cateo covering approximately 10,000 hectares. Included within this Cateo were one Manifestacion de Descubrimiento covering approximately 1,500 hectares and 30 Pertinencias covering an aggregate of approximately 180 hectares. Because a Cateo is subject to reduction in area (and expiration) after the passage of time, we have since applied for additional Manifestacions de Descubrimiento in order to preserve our interests at the Pinguino project. The Pinguino property now consists of four "Manifestacions de Descubrimiento" and 30 Pertinencias, extending 36 kilometers east-west and 19 kilometers north-south. These are described as follows:

Property Name	Expediente No. (File No.)	Registered Holder	Claim Type	Size (Hectares)
Tranquilo 1	405.334/SCRN/05	SCRN Properties Ltd.	Manifestacion de Descubrimiento	3,486
Tranquilo 2	405.335/SCRN/05	SCRN Properties Ltd.	Manifestacion de Descubrimiento	3,182
Tranquilo 3	405.336/SCRN/05	SCRN Properties Ltd.	Manifestacion de Descubrimiento	1,827
Cormoran	400.722/SCRN/07	SCRN Properties Ltd.	Manifestacion de Descubrimiento	1,500
Pertinencias 1 - 30 ⁽¹⁾	Described by Gauss Kruger Coordinates	SCRN Properties Ltd.	Pertinencia	180

⁽¹⁾ These Pertinencias are located entirely within the boundaries of, and are overlapped by, the Cormoran Manifestacion de Descubrimiento.

Maintenance fees to be paid on a Manifestacion de Descubrimiento and a Pertinencia are known as "canons" and are due by June 30 and December 31 of each year. We are current in payment of any maintenance fees on our Pinguino property.

Before we can commence any mining work on these Manifestacions de Descubrimiento (other than exploration work), we will be required to file with the Mining Authority an environmental impact report, a description of our proposed work program and a description of each claim by reference to latitude and longitude.

Prior Work:

The only historical exploration at the Pinguino property was done by Minera Mincorp between 1994 and 1996 in essentially the same area called the Cerro León Project. We are advised that their work included a reconnaissance geochemical lag samples, 196 kilometers² of geological mapping, excavation and sampling of 155 trenches totaling 1,543 meters along the silicified veins. In addition, 18 HQ diamond drill holes (1,032 m total) drilled along the principal vein on the property (known as the "Marta vein") and other veins returned values somewhat lower than the surface results and with higher silver values locally. Minera Mincorp ceased work on the project in 1996. The data and core are at the Cerro Vanguardia minesite, which we do not own or have any right to, and have not been made available to our company.

Christopher Dyakowski acquired the Pinguino property in 1998 and, in 2000, optioned it to High American Gold Inc., a junior exploration company operating in Argentina. High American Gold conducted a short property exam and approached Minera Mincorp to negotiate a joint venture and in return acquired copies of the work carried out on the Pinguino Property by Minera Mincorp. High American subsequently defaulted on its option payments to Mr. Dyakowski and returned the Pinguino property to him, together with copies of all their data.

Our Work on the Pinguino Property to Date:

During 2004 we engaged in preliminary exploration activities at our Pinguino property. These preliminary exploration activities consisted primarily of prospecting, soil sampling, trenching and trench sampling and IP geophysics. In early 2005, we initiated our first drill program on the best known vein system on the property, known as the Marta vein. This drill program consisted of 45 short drill holes for a total of 3,010 meters, testing the near-surface targets that were largely determined by previous trenching results.

We focused our drilling efforts on selected areas along the Marta vein based upon anomalous results from surface trenching. Analytical results returned a number of intervals of anomalous silver-gold mineralization contained in epithermal veins hosted by sedimentary rocks of the Roca Blanca formation. With an average length of approximately 75 meters, many of these holes tested the oxidized portion of the vein systems. The estimated depth of oxidation appears to be approximately 35-40 meters below surface.

In March 2006, we undertook a second drill program on the Pinguino property. We continued to focus on the Marta vein system, much of which remained untested from the previous drilling. The method of drill target definition in this drilling was different than previous drilling in that geophysical anomalies along the Marta trend were tested. Again, a number of mineralized silver-gold intervals were discovered in the northern part of the Marta vein but, in the southern portion, two drill holes intersected into a substructure of the main Marta vein that revealed high base metal, silver, gold and indium values. Other drill holes in the adjacent Yvonne vein also showed a high sulphide content and anomalous base, precious and indium values over significant widths.

A followup drill program consisting of 30 holes for a total of 3000 meters was completed in mid-January 2007. We focused on the central part of the Marta vein system, which included a number of new sulphide targets discovered by detailed mapping, prospecting and geophysics. The results of this program proved the existence of multiple sulphide veins in the central part of the Marta vein system. This sulphide vein system discovered to date occurred within an area of approximately 4 square kilometres (2.4 square miles). We announced the analytical results for this 30 hole drilling program on April 16 and April 23, 2007. In late 2007, we initiated the largest drill program ever staged on the Pinguino property, targeting existing mineralized zones along strike and to depth as well as new targets with little or no existing testing. The first zone tested was Marta Centro and results released in early April 2008 confirmed the continuation of known base metal mineralization to depths further than previously tested. Drill testing has been carried out on Marta Este, Marta Norte, Marta Noroeste and other zones as part of the overall drill program. Analytical results are pending.

Our use of IP geophysics and specific chargeability anomalies has proved to be a much better targeting method than we previously thought when the initial geological impression was of a low-sulphidation epithermal model. The high concentrations of sulphides in a central core zone surrounded by disseminated and veinlet mineralization provides an excellent target for this type of geophysical method.

Mapping has indicated approximately 60 kilometers of epithermal veins and vein-breccias on the property. Very few of these have been sufficiently tested and sampled with work completed to date. The geophysical coverage completed on the Marta vein in 2004 is currently being supplemented by additional grid coverage on new veins.

There can be no assurance that future exploration will reveal any significant amounts of gold or other minerals in quantities sufficient to justify development of a mine or the conduct of mining operations.

Geology

The Pinguino project is located in the Deseado Massif, Santa Cruz province, southern Argentinian Patagonia. The Deseado Massif is a geological and metallogenic region characterized by extended middle to late Jurassic bimodal volcanic rocks (Bahía Laura Group and Bajo Pobre Formation) with associated low sulphidation (LS) epithermal mineralization.

Mineralization in the Pinguino area was discovered by a prior owner in 1994. This prior owner made the decision to divest itself of the property in 1998. We acquired the property in early 2004, at which time we initiated a

comprehensive work program. Our initial exploration program was focused on an Ag epithermal deposit, but in 2005 we redefined our program in light of our discovery that this property is of the polymetallic epithermal deposit type.

The geological and structural settings at the Pinguino project are atypical for the Deseado Massif. It is a dome structure produced by a deep intrusion (>5Km) with shallower mafic apophysis. This magmatic activity (La Leona/ Cerro León Formations) is lower Jurassic and is intruding Triassic to lower Jurassic volcanogenic continental sediments of El Tranquilo Group and Roca Blanca Formation.

Pinguino veins are hosted in these older rocks and related to a strike-slip zone, which has a major northwest-trending fault (El Tranquilo), and several associated faults and lineaments. This regional fault zone can be seen to extend southeast to Cerro Vanguardia gold-silver quartz veins field.

To date, 58.7 Km of mineralized structures have been mapped at Pinguino. From the 31 outcropping veins, only 12 have been explored to date, from which two types of veins can be recognized.

The quartz-rich veins are represented by four NW-striking veins. They are silver-gold rich hydrothermal breccias, with several silver-rich ore shoots along the structure. The sulphide-rich veins are six northwest and two east-northeast strike veins. All of these veins are located in a 3.6 square kilometer area that is just above an east-northeast dioritic shallow intrusion. This type of vein has silver, zinc, gold, indium, copper, lead, with minor tin, tungsten and bismuth anomalous contents.

The two systems are interpreted to be different in time and genesis, being the sulphide-rich type older, higher temperature and related to the shallow intrusions. The quartz-rich system is lower temperature and related to the middle to late Jurassic major epithermal activity.

The Pinguino project appears to be the first polymetallic epithermal deposit found in the Deseado Massif.

The following table shows the results for all of the drill holes that we have published to date on the Pinguino property:

Name of Zone	Hole ID	From m	To m	*Length m	Gold g/t	Silver g/t	Zinc %	Lead %	Indium g/t
Yvonne	P102	52.56	85.72	33.16	0.39	11.0	0.8	0.1	13
	P102	52.56	57.40	4.84	1.98	61.0	2.2	0.2	71
Yvonne	P095	35.37	36.37	1.00	8.00	95.0	0.5	0.3	107
Yvonne	P108	44.98	84.17	39.19	0.53	9.0	0.6	0.1	11
Yvonne	P107	47.70	97.10	49.40	0.28	5.0	0.6	0.1	9
	P107	71.90	97.10	25.20	0.48	7.0	0.7	0.1	12
Yvonne	P096	19.50	53.76	34.26	0.51	14.0	0.2	0.1	5
	P096	28.50	35.15	6.65	2.38	54.0	0.0	0.1	15
	P096	35.15	52.76	17.56	0.05	4.0	0.4	0.1	2
Yvonne	P098	17.75	27.46	9.71	0.34	6.0	0.1	0.1	11
	P098	17.75	18.46	0.71	2.37	35.0	0.4	0.1	48
Yvonne	P097	27.25	47.30	20.05	0.36	10.0	0.4	0.2	11
	P097	27.25	30.37	3.12	1.44	31.0	0.0	0.4	17
	P097	39.33	39.83	0.50	2.30	96.0	2.9	0.3	81
Yvonne Sur	P094	20.60	33.70	13.10	0.32	78.6	0.1	1.0	19
	P094	25.60	29.10	3.50	0.71	268.6	0.0	2.2	56

Name of Zone	Hole ID	From m	To m	*Length m	Gold g/t	Silver g/t	Zinc %	Lead %	Indium g/t
Yvonne Sur	P094	54.00	78.90	24.90	0.03	6.0	0.9	0.4	1
	P094	54.00	67.96	13.96	0.04	7.8	1.3	0.5	1
Yvonne Sur	P099	41.40	56.45	15.05	0.23	6.7	0.7	0.1	20
	P099	43.40	45.40	2.00	0.16	11.0	1.4	0.2	37
Yvonne Sur	P100	33.50	36.00	2.50	1.13	13.0	0.1	0.0	11
	P100	42.00	46.00	4.00	0.89	48.2	0.3	0.1	34
Yvonne Sur	P100	69.20	82.30	13.10	0.37	10.9	2.0	0.3	39
	P100	71.30	79.30	8.00	0.51	13.5	2.5	0.4	51
Yvonne Norte	P103	36.10	38.15	2.05	0.10	12.8	1.4	0.1	14
Yvonne Norte	P103	49.00	63.45	14.45	0.13	5.8	1.1	0.1	13
	P103	51.48	52.60	1.12	0.39	29.8	4.8	0.3	118
Yvonne Norte	P104	20.70	31.60	10.90	0.14	11.8	0.0	0.1	15
Yvonne Norte	P105	50.35	61.30	10.95	1.06	16.9	0.2	0.1	10
	P105	50.35	51.85	1.50	4.48	72.6	0.4	0.4	33
	P105	55.90	56.46	0.56	5.49	68.4	0.1	0.1	34
Yvonne	P101	56.18	70.60	14.42	0.88	14.5	0.7	0.2	21
	P101	56.18	60.18	4.00	3.06	41.0	1.5	0.1	69
Yvonne	P106	66.00	77.43	11.43	0.57	12.6	0.5	0.1	14
	P106	76.07	77.43	1.36	3.64	75.9	1.0	0.1	82
Yvonne	P109	49.50	74.86	25.36	0.51	6.0	0.5	0.1	10
	P109	65.05	67.05	2.00	1.81	16.7	0.4	0.0	28
	P109	71.05	74.86	3.81	1.22	18.3	0.9	0.1	22
Savary	P115	28.30	28.80	0.50	1.08	45.0	0.5	1.6	1
Savary	P116	37.70	39.70	2.00	0.72	35.3	2.5	0.8	33
Kasia	P110	32.80	34.15	1.35	0.08	52.4	3.2	2.6	1
Kasia	P110	40.05	63.95	23.90	0.04	13.8	1.4	0.7	3
	P110	41.05	44.10	3.05	0.06	11.6	2.4	0.6	3
	P110	57.42	60.40	2.98	0.11	23.6	2.4	1.1	12
Kasia	P111	41.90	64.78	22.88	0.10	9.1	1.7	0.5	21
	P111	50.55	62.75	12.20	0.16	14.4	2.7	0.8	33
	P111	60.36	62.75	2.39	0.66	29.3	6.3	0.8	145
Kasia	P112	37.10	47.70	10.60	0.02	11.7	1.3	0.4	11
	P112	37.10	38.60	1.50	0.01	11.2	2.1	0.7	25
	P112	43.50	46.70	3.20	0.03	19.9	1.8	0.6	16
Ka	P117	25.00	43.00	18.00	0.02	8.0	1.0	0.3	3
	P117	33.00	43.00	10.00	0.02	10.8	1.5	0.4	6
	P117	36.00	42.00	6.00	0.02	12.7	1.8	0.4	6
Sonia	P113	31.45	56.00	24.55	0.17	30.2	1.6	0.6	21
	P113	31.45	33.30	1.85	0.73	273.6	12.4	5.3	121
Sonia	P118	18.47	19.03	0.56	0.03	14.6	0.1	1.0	13

Name of Zone	Hole ID	From m	To m	*Length m	Gold g/t	Silver g/t	Zinc %	Lead %	Indium g/t
	P118	31.10	34.40	3.30	0.87	45.3	0.1	0.5	1
Marta Centro	P071	21.70	43.70	22.00	0.29	43.0	0.1	0.2	3
	P071	21.70	25.50	3.80	0.88	157.0	0.0	0.7	7
Marta Centro	P072	13.20	37.03	23.83	0.42	19.0	0.0	0.5	1
	P072	13.20	25.90	12.70	0.60	18.0	0.0	0.5	2
	P072	17.20	21.20	4.00	1.25	10.0	0.0	0.0	<1
Marta Centro	P073	33.85	57.00	23.15	0.71	93.0	0.3	0.5	9
	P073	34.90	37.50	2.60	5.52	704.0	0.1	1.3	27
Marta Centro	P074	40.76	85.40	44.64	0.18	31.0	1.3	0.7	33
	P074	40.76	59.40	18.64	0.39	69.0	2.7	1.5	78
	P074	44.65	50.50	5.85	1.05	201.0	8.2	4.3	207
Marta Centro	P075	43.25	94.85	51.60	0.14	23.0	2.4	0.8	33
	P075	43.25	64.00	20.75	0.22	38.0	3.7	1.6	46
	P075	46.90	56.14	9.24	0.29	45.0	5.6	1.8	59
Marta Centro	P076	35.70	54.05	18.35	0.33	59.0	3.8	0.9	66
	P076	48.00	51.30	3.30	0.81	113.0	10.0	2.5	158
Marta Centro	P077	33.75	78.70	44.95	0.10	14.0	1.3	0.2	15
	P077	33.75	50.25	16.50	0.23	29.0	2.3	0.4	30
Marta Centro	P078	29.50	49.00	19.50	0.17	25.0	2.7	0.5	30
Marta Centro	P091	52.85	69.46	16.61	0.06	5.0	1.0	0.1	10
Marta Centro	P092	44.53	55.03	10.50	0.01	3.0	0.6	0.1	2
Marta Centro	P093	44.20	65.80	21.60	0.07	16.0	1.4	0.4	3
	P093	53.67	60.80	7.13	0.17	43.0	3.6	1.1	9
	P093	59.40	60.80	1.40	0.61	191.0	14.5	4.7	43
Marta Centro	P090	38.91	90.72	51.81	0.62	15.0	0.8	0.2	7
	P090	62.30	76.70	14.40	2.06	32.0	2.0	0.4	25
	P090	68.94	70.75	1.81	14.90	100.0	7.7	1.2	108
Marta Centro	P079	39.03	92.20	53.17	0.10	22.0	0.2	0.2	4
	P079	53.25	71.20	17.95	0.21	48.0	0.3	0.4	8
	P079	57.57	59.66	2.09	0.77	239.0	0.6	0.8	14
Marta Centro	P080	40.00	91.00	51.00	0.14	13.0	0.9	0.2	13
	P080	64.20	72.80	8.60	0.56	53.0	4.4	0.8	64
	P080	67.60	70.00	2.40	1.17	85.0	11.3	1.4	127
Marta Centro	P081	46.07	108.00	61.93	0.14	25.0	2.2	0.7	31
	P081	55.07	70.00	14.93	0.41	78.0	6.9	2.0	105
Marta Centro	P082	48.23	134.90	86.67	0.14	26.0	2.2	0.6	33
	P082	59.10	71.40	12.30	0.58	101.0	9.4	2.0	188
	P082	65.00	65.69	0.69	1.88	159.0	34.6	2.7	1081
	P082	99.20	117.92	18.72	0.12	29.0	1.3	1.0	15
Marta Centro	P083	50.00	88.80	38.80	0.13	28.0	2.4	0.6	27
	P083	50.00	72.80	22.80	0.20	44.0	3.7	1.0	45

Name of Zone	Hole ID	From m	To m	*Length m	Gold g/t	Silver g/t	Zinc %	Lead %	Indium g/t
	P083	60.60	70.80	10.20	0.33	78.0	6.9	1.7	91
Marta Centro	P088	47.37	93.17	45.80	0.09	13.0	1.1	0.2	9
	P088	53.37	67.15	13.78	0.24	36.0	2.9	0.5	26
Marta Centro	P084	78.00	108.00	30.00	0.20	18.0	1.6	0.3	14
	P084	84.70	108.00	23.00	0.23	21.0	1.9	0.3	17
	P084	84.70	96.00	11.30	0.45	38.0	3.5	0.5	33
Marta Centro	P085	63.76	145.10	81.34	0.09	14.0	1.1	0.4	9
	P085	76.87	91.10	14.23	0.29	52.0	4.1	1.4	45
	P085	86.60	88.98	2.38	0.70	201.0	16.1	6.8	185
Marta Centro	P086	60.10	167.00	106.90	0.11	15.0	1.5	0.4	20
	P086	70.75	141.00	70.25	0.16	21.0	2.2	0.5	30
	P086	82.40	97.10	14.70	0.42	73.0	7.2	1.7	117
Marta Centro	P087	68.00	182.80	114.80	0.08	18.0	1.3	0.5	9
	P087	74.00	100.00	26.00	0.20	61.0	3.2	1.5	25
	P087	86.50	98.00	11.50	0.38	130.0	6.2	3.1	54
Marta Centro	P089	61.75	106.29	44.54	0.08	12.0	1.2	0.3	8
	P089	74.75	87.67	12.92	0.17	24.0	2.5	0.5	17
Marta Centro	P122	63.00	66.20	3.20	0.70	91.0	5.0	1.9	15
Marta Centro	P123	60.00	68.50	8.50	0.30	61.0	0.9	0.7	12
Marta Centro	P126	61.60	67.90	6.30	1.70	38.0	2.6	1.0	3
	P126	65.90	67.90	2.00	5.10	66.0	1.4	0.5	1
Marta Centro	P130	103.00	108.80	5.80	0.40	45.0	3.4	1.0	69
Marta Centro	P131	94.50	114.80	20.30	0.20	31.0	3.1	0.7	23
	P131	113.20	114.70	1.50	0.50	108.0	11.3	1.9	148
Marta Centro	P132	95.90	108.90	13.00	0.30	33.0	4.6	0.8	52
	P132	108.20	108.90	0.70	0.50	124.0	22.7	3.8	434
Marta Centro	P133	100.30	169.70	69.40	0.20	22.0	2.4	0.5	30
	P133	108.10	109.10	1.00	0.90	122.0	25.9	3.6	602
Marta Centro	P134	96.20	114.00	17.80	0.20	58.0	3.2	1.6	36
	P134	109.40	111.80	2.40	0.70	262.0	12.1	7.9	188
Marta Centro	P135	97.50	109.40	11.90	0.10	18.0	1.5	0.4	4
Marta Centro	P138	106.20	127.10	20.90	0.20	34.0	3.1	0.9	32
	P138	123.30	127.10	3.80	0.40	119.0	9.9	3.3	135
Marta Centro	P054	56.00	77.90	21.90	0.35	21.7	1.9	0.5	25
	P054	56.00	64.00	8.00	0.90	50.8	5.0	1.1	70
	P054	59.70	61.40	1.70	1.48	72.8	6.1	2.2	45
Yvonne	P046	30.10	71.10	41.00	0.21	4.6	0.6	0.1	na*
	P046	54.50	56.07	1.57	2.29	50.9	1.8	0.1	37
	P046	66.44	67.60	1.16	0.89	15.0	1.5	0.1	31
Yvonne	P047	29.20	76.55	47.35	0.34	5.0	0.5	0.1	na*
	P047	40.20	41.70	1.50	2.55	22.3	5.7	0.5	152

Name of Zone	Hole ID	From m	To m	*Length m	Gold g/t	Silver g/t	Zinc %	Lead %	Indium g/t
	P047	65.40	66.95	1.55	2.06	8.3	0.5	0.0	14
	P047	69.00	71.50	2.50	1.40	47.1	1.2	0.1	31
Yvonne	P048	19.30	48.30	29.00	1.24	6.7	0.4	0.1	na*
	P048	19.30	24.24	4.94	6.68	49.9	0.1	0.2	20
	P048	22.30	23.30	1.00	30.64	100.0	0.3	0.6	73
Yvonne	P049	45.00	96.92	51.92	0.19	4.1	0.3	0.1	na*
	P049	82.25	84.50	2.25	3.54	40.6	0.6	0.1	48
Yvonne	P050	37.00	38.40	1.40	5.20	101.9	1.7	0.2	80
	P050	50.30	72.48	22.18	-	-	0.6	0.1	na*
Marta Sur	P051	42.00	43.20	1.20	1.68	16.0	0.0	0.0	na*
	P051	50.90	51.90	1.00	1.55	33.4	0.0	0.0	na*
Marta Sur	P052	66.80	82.40	15.60	0.23	21.0	0.1	0.0	na*
Marta Este	P05-1	33.80	37.65	3.85	3.92	91.6			
	P05-1	33.80	35.20	1.4	7.35	140.0			
Marta Este	P05-5	11.85	14.50	2.65	1.22	128.0			
Marta Este	P05-6	27.30	28.87	1.57	0.49	208.0			
Marta Este	P05-7	43.65	46.95	3.3	0.53	93.2			
Marta Este	P05-10	26.35	36.00	9.65	0.41	91.5			
	P05-10	31.15	34.20	3.05	0.50	149.8			
Marta Este	P05-11	43.90	52.04	8.14	2.44	158.7			
	P05-11	49.87	52.04	2.17	5.89	362.0			
Marta Este	P05-12	58.27	60.34	2.07	2.84	84.9			
Marta Este	P05-12	72.09	73.50	1.41	0.87	193.0			
Marta Este	P05-13	14.60	17.74	3.14	1.22	126.5			
Marta Este	P05-14	28.09	30.70	2.61	2.50	106.8			
Marta Este	P05-14	35.10	37.80	2.7	4.87	98.8			
Marta Este	P05-15	53.90	56.18	2.28	1.51	67.5			
Marta Este	P05-16	73.19	76.00	2.81	3.83	272.3			
Marta Este	P05-17	16.54	18.60	2.06	0.44	98.2			
Marta Este	P05-21	76.75	77.15	0.4	12.43	24.0			
Marta Este	P05-23	43.78	44.23	0.45	3.89	131.9			
Marta Este	P05-23	51.08	53.15	2.07	0.79	164.9			
Marta Este	P05-24	32.00	33.90	1.9	8.19	916.7			
Marta Este	P05-25	14.00	17.38	3.38	1.14	525.9			
Marta Este	P05-26	23.00	25.40	2.4	2.26	620.3			
Marta Este	P05-26	29.15	32.00	2.85	0.70	201.3			
Marta Este	P05-27	49.20	52.00	2.8	1.09	411.8			
Marta Este	P05-28	14.15	17.00	2.85	0.41	324.8			
Marta Este	P05-29	33.50	35.07	1.57	0.14	393.7			
Marta Este	P05-29	37.14	39.05	1.91	0.36	523.4			
Marta Este	P05-31	43.60	46.50	2.9	0.56	509.3			
Marta Este	P05-32	28.30	37.10	8.8	0.90	1094.9			

Name of Zone	Hole ID	From m	To m	*Length m	Gold g/t	Silver g/t	Zinc %	Lead %	Indium g/t
Marta Este	P05-40	37.20	41.71	4.51	0.50	168.2			
	P05-40	40.20	41.71	1.51	1.16	375.0			
Marta Este	P05-41	47.25	58.95	11.7	0.55	134.6			
	P05-41	57.50	58.95	1.45	1.15	175.0			
Marta Este	P05-44	47.00	51.65	4.65	2.62	37.6			
	P05-44	56.64	62.50	5.86	4.79	23.6			
	P05-44	57.25	59.90	2.65	8.69	37.2			

Physiography

The property is located in the Sub-Andean Patagonia geographical region, which lies south of Rio Colorado, east of the Andes Mountains to the Atlantic Ocean, and north of the Straits of Magellan in southern Argentina. Patagonia includes the provinces of Neuquén, Rio Negro, Chubut, and Santa Cruz.

The topography is flat to undulating plateaus cut by small, frequently dry streams and dotted with closed basins holding temporary lakes and springs. The average elevation of the property is approximately 400 meters above mean sea level.

Vegetation is typically stunted with hardy shrubs, low trees, and hardy grasses suited for the semi-desert climate. Animals include herds of guanaco (an American camel), flocks of ñandu (an American ostrich), mountain lion, rabbit or hare, red fox, several flightless birds, and a variety of migrant birds.

Accessibility

National Route 3 is the major paved provincial highway in southeastern Argentina. It parallels the Atlantic coast and connects the major regional centers Comodoro Rivadavia and Rio Gallegos. Both centers are served by daily flights from Buenos Aires. The nearest city to the property, Puerto San Julian is located on the Atlantic coast 160 kilometers southeast of the property. It is 250 kilometers south of Comodoro Rivadavia and 400 kilometers north of Rio Gallegos along National Route 3.

Vehicle access to the property is via National Route 3 to the village of Tres Cerros, which is about 140 kilometers north of Puerto San Julian. The graveled (ripio) Provincial Route 87 goes west from Tres Cerros for 40 kilometers where it meets Provincial Route 75 that heads northwest for 21 kilometers. The local road turns north for 16 kilometers to the estancia El Piche. A single lane gravel road continues another 12 kilometers west to give access to the project area. Within the property, gravel and dirt roads provide good access to most areas of the property. In winter or during infrequent rainstorms, four-wheel drive is necessary.

The property covers several estancias (sheep ranches), some abandoned, located in the central part of Santa Cruz Province, particularly El Piche.

Infrastructure

There are no nearby power lines or telecommunication lines. A natural gas transmission line is located within 65 kilometers east of the property, passing just west of Puerto San Julian. The main economic activity is sheep farming. The Cerro Vanguardia gold and silver mine and mill site, operated by a subsidiary of Anglo Gold, is located approximately 48 kilometers southeast from the center of the Pinguino property. The technical college at Puerto San Julian has introduced technical training for the mining industry to increase the capacity of the local workforce.

Budget

We estimate that our proposed exploration program on the Pinguino property will cost approximately \$2,803,000 over the 12 month period ending April 30, 2009. Our goal during this period will be the expansion of geophysical coverage on the property and continued drill testing of geophysical anomalies along the Marta vein and subsidiary veins. Our success to date in correlating geophysical anomalies with high sulphide base metal mineralization is encouraging as we plan future exploration work.

There are no known reserves on the Pinguino property and any proposed program by us is exploratory in nature. We have not conducted any significant exploration activities on the Pinguino property. We plan to review these mineral claims and, if warranted, undertake further exploration activities. We are presently in the exploration stage and there is no assurance that a commercially viable mineral deposit, a reserve, exists in the Pinguino property until further exploration is done and a comprehensive evaluation concludes economic and legal feasibility.

Santa Cruz Properties

Acquisition

We own interests in 15 additional mineral claims in the Santa Cruz Province of Argentina that form two groups, or properties. We refer to one of these groups of mineral claims, consisting of 10 claims, as the "Santa Cruz" properties. We refer to the remaining five mineral claims as the "El Condor" property. These claims collectively cover approximately 55,027 hectares.

The Santa Cruz Properties are described as follows:

Property Name	Expediente No. (File No.)	Registered Holder	Claim Type	Size (Hectares)
Diamante 1	407.929/03	SCRN Properties Ltd.	Manifestacion de Descubrimiento	2,900
Diamante 2	407.928/03	SCRN Properties Ltd.	Manifestacion de Descubrimiento	2,850
CV Norte	407.935/03	SCRN Properties Ltd.	Cateo	6,355
CV 1	407.931/03	SCRN Properties Ltd.	Manifestacion de Descubrimiento	3,000
CV2	407.930/03	SCRN Properties Ltd.	Manifestacion de Descubrimiento	3,000
CV 3	407.932/03	SCRN Properties Ltd.	Manifestacion de Descubrimiento	3,000
La Leona	407.220/03	SCRN Properties Ltd.	Cateo	6,800
Cerro Contreras	407.182/03	SCRN Properties Ltd.	Cateo	9,750
Nuevo Oro 1	407.933/03	SCRN Properties Ltd.	Manifestacion de Descubrimiento	2,903
Nuevo Oro 2	407.934/03	SCRN Properties Ltd.	Manifestacion de Descubrimiento	2,951

The Diamante 2, CV Norte, CV 1, CV 3, La Leona, Cerro Contreras, and Nuevo Oro 1 and Nuevo Oro 2 were acquired by us pursuant to the terms of a mineral property acquisition agreement dated February 24, 2004 between us and Christopher Dyakowski, our former President, Chief Executive Officer, Chief Financial Officer, Secretary and a former director. We refer to this group of claims as the "Dyakowski property".

As consideration for the Dyakowski property, we issued to Mr. Dyakowski, subject to escrow and return to treasury conditions, a total of 833,333 shares of our common stock. As the result of a March 15, 2004 share dividend, these 833,333 shares were increased to 2,499,999 shares. Under the agreement, these shares were to be returned to treasury if we did not commence work on the Dyakowski property, the Pinguino property and a third property (see

discussion of the SCRN property, below) on or before April 30, 2004. As we commenced our work program prior to April 30, 2004, these 2,499,999 shares were not returned to treasury at that time. Under the agreement, these shares were to continue to be held in escrow and released to Mr. Dyakowski, if at all, in installments over a period of time and upon the occurrence of certain events. These escrow provisions were subsequently deleted, and the number of shares to be released to Mr. Dyakowski was reduced, pursuant to the terms of a Restated Amendment to Mineral Property Acquisition Agreements dated as of August 8, 2005.

We acquired the Diamante 1 and CV2 Manifestacions de Descubrimiento pursuant to a mineral property acquisition agreement dated February 20, 2004 with Storm Cat Energy Corp., whereby we also acquired three additional manifestations of discovery located in the Rio Negro Province of Argentina and discussed at page 48, below, under the heading "*Rio Negro Properties*". We paid to Storm Cat Energy Corp. the sum of approximately \$7,528 for all of these manifestations of discovery. At the time of this acquisition in February, 2004, Storm Cat Energy Corp. was an affiliate of Christopher Dyakowski, our former President, Chief Executive Officer, Chief Financial Officer, Secretary and director.

Our El Condor property is described as follows:

Property Name	Expediente No. (File No.)	Registered Holder	Claim Type	Size (Hectares)
El Condor	406877/CID/03	SCRN Properties Ltd.	Cateo	10,000
Condor Manifestacion de Descubrimiento ⁽¹⁾	414.085/Palacios/00	SCRN Properties Ltd.	Manifestacion de Descubrimiento	1,500
Condor Pertinencia 1 ⁽²⁾	N/A	SCRN Properties Ltd.	Pertinencias	6
Condor Pertinencia 2 ⁽²⁾	N/A	SCRN Properties Ltd.	Pertinencias	6
Condor Pertinencia 3 ⁽²⁾	N/A	SCRN Properties Ltd.	Pertinencias	6

⁽¹⁾ Contained within the area of the Condor manifestacion de descubrimiento and the El Condor cateo.

⁽²⁾ Contained within the area of the El Condor cateo.

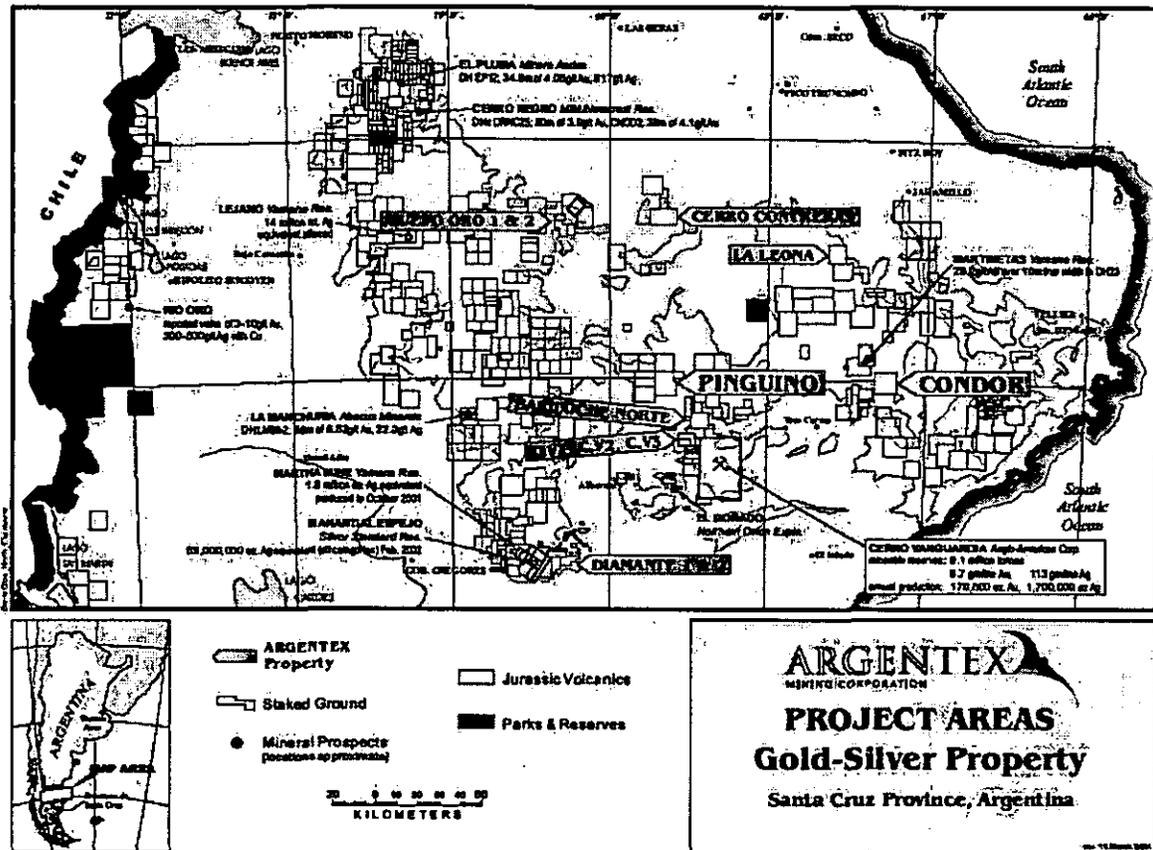
We acquired the El Condor property pursuant to a mineral property acquisition agreement dated February 20, 2004 between our company and San Telmo Energy Ltd. As consideration for the Condor property we paid to San Telmo Energy Ltd. the sum of approximately \$7,528. The Condor property is subject to a 2% net smelter returns royalty in favor of San Telmo Energy Ltd. We have the right to repurchase one half of this royalty for approximately \$874,200 (CAD\$1,000,000) and all of this royalty for approximately \$1,748,000 (CAD\$2,000,000). At the time of this acquisition in February, 2004, San Telmo Energy Ltd. was an affiliate of Christopher Dyakowski, our former President, Chief Executive Officer, Chief Financial Officer, Secretary and director.

There are no maintenance fees to be paid on a cateo or on a manifestation of discovery, but there are semi-annual fees charged to maintain a pertinencia. We are current in the payment of all maintenance fees on that portion of our El Condor property comprised of pertinencias.

There are no known commercially viable mineral resources (known as a 'reserve') on our Santa Cruz property or our El Condor property. Any proposed program by us is exploratory in nature and we have not conducted any significant exploration activities on these properties. We plan to review these mineral claims and, if warranted, undertake further exploration activities but we cannot give any assurance that either of these properties will warrant further exploration activities.

Access

Access to our Santa Cruz and El Condor properties can be initiated from Rio Gallegos, the capitol of Santa Cruz province, heading north by road for approximately six hours to the community of Tres Cerro. From there, a moderate amount of off-road travel is required to access the properties. Relatively gentle terrain allows easy off-road travel. The map reproduced below shows the location of our Santa Cruz and El Condor properties.



In May, 2004 we conducted reconnaissance prospecting and limited soil sampling and geophysics on the El Condor property. Historical results showed indications of visible gold within a small area and the exploration program was directed to expand the area of potential mineralization through geochemical and geophysical means. The anomalous geochemistry was spotty and did not show a coherent pattern. Geophysics showed an extension of the resistive material to depth. No further work has been carried out on El Condor.

On the Santa Cruz property, we have focused on reconnaissance prospecting, which we have conducted simultaneously with the drill program on our Pinguino property. Truck-based prospecting covered a number of properties and rock samples were collected in a number of prospective sites. A number of these samples have returned anomalous gold values but further work is warranted. No significant field work has been conducted on these Manifestaciones de Descubrimiento.

History

A cateo covering the Condor property was originally registered by Mr. Dyakowski as bare trustee for San Telmo Energy Ltd. in November 1998. In early 1999 San Telmo Energy Ltd. conducted a minor work program on the property consisting of general prospecting and grab sampling. In 2000 San Telmo Energy Ltd. filed the Condor manifestacion de descubrimiento and, in 2003, it surveyed and filed the Condor Pertinencias 1, 2 and 3 and re-filed the El Condor cateo.

Regional Geology

Our Santa Cruz properties are located in the Patagonia region of southern Argentina in a physiographic province referred to as the Deseado Massif. This area is in part underlain by continental Jurassic felsic ignimbrites, megabreccias, pyroclastic flows, tuffs and volcanic flows. Local stratigraphy is comprised of Roca Blanca (Lower Jurassic), Bajo Pobre (Mid-Jurassic) and Chon Aike (Mid-Upper Jurassic).

Budget

We estimate that preliminary exploration programs on our Santa Cruz properties will cost approximately \$22,000 with the goal of determining whether subsequent exploration is warranted. This proposed preliminary exploration program may include prospecting of northwest-trending lineaments together with geological mapping, soils and magnetometer surveys.

There are no known reserves on our Santa Cruz properties and any proposed program by us is exploratory in nature. We have not conducted any significant exploration activities on our Santa Cruz properties. We plan to review these mineral claims and, if warranted, undertake exploration activities. We are presently in the exploration stage and there is no assurance that a commercially viable mineral deposit, a reserve, exists in our Santa Cruz properties until further exploration is done and a comprehensive evaluation concludes economic and legal feasibility.

Rio Negro Properties

Acquisition and Location

We own interests in three cateos and 15 manifestaciones de descubrimiento located in the Los Menucos epithermal gold district of Rio Negro province. These Rio Negro properties cover 68,799 hectares and are described as follows:

Property Name	Expediente No. (File No.)	Registered Holder	Claim Type	Size (Hectares)
Catre 1	28.020-M-2.003	SCRN Properties Ltd.	Manifestacion de Descubrimiento	2,906
Catre 2	28.030-M-2.003	SCRN Properties Ltd.	Manifestacion de Descubrimiento	2,940
Mochas 1	28.044-03	SCRN Properties Ltd.	Cateo	9,450
Mochas 2	28.044-03	SCRN Properties Ltd.	Cateo	9,959
Mochas 3	28.046-03	SCRN Properties Ltd.	Cateo	9,877
Pilquin 1	28.031-M-2003	SCRN Properties Ltd.	Manifestacion de Descubrimiento	1,475
Pilquin 2	28.032-03	SCRN Properties Ltd.	Manifestacion de Descubrimiento	3,000
Pilquin 3	28.033-03	SCRN Properties Ltd.	Manifestacion de Descubrimiento	3,000
Pilquin 4	28.034-03	SCRN Properties Ltd.	Manifestacion de Descubrimiento	1,950
Pilquin 5	28.035-03	SCRN Properties Ltd.	Manifestacion de Descubrimiento	1,950
Pilquin 6	28.036-03	SCRN Properties Ltd.	Manifestacion de Descubrimiento	2,999
Pilquin 7	28.037-03	SCRN Properties Ltd.	Manifestacion de Descubrimiento	2,880
Pilquin 8	28.038-03	SCRN Properties Ltd.	Manifestacion de Descubrimiento	2,959
Pilquin 9	28.039-03	SCRN Properties Ltd.	Manifestacion de Descubrimiento	2,999
Pilquin 10	28.040-03	SCRN Properties Ltd.	Manifestacion de Descubrimiento	2,730

Property Name	Expediente No. (File No.)	Registered Holder	Claim Type	Size (Hectares)
Pilquin 11	28.041-03	SCRN Properties Ltd.	Descubrimiento Manifestacion de	1,840
Pilquin 12	28.042-M-2003	SCRN Properties Ltd.	Descubrimiento Manifestacion de	2,920
Pilquin 13	28.043-M-2003	SCRN Properties Ltd.	Descubrimiento	2,965

The Catre 1 and Catre 2, Pilquin 2 and 3, and Pilquin 4 through 11 Manifestacion de Descubrimiento and the Mochas Cateos, which we have sometimes referred to collectively as the "SCRN property", belong to SCR N Properties Ltd. We acquired all of the issued and outstanding shares of SCR N Properties Ltd., pursuant to the terms of a share purchase agreement dated February 24, 2004 with Christopher Dyakowski, our former President, Chief Executive Officer, Chief Financial Officer, Secretary and director. Under this share purchase agreement, Mr. Dyakowski sold to our company all of the issued and outstanding shares of SCR N Properties Ltd. in exchange for a total of 833,333 shares of our common stock, which we issued to Mr. Dyakowski subject to escrow and return-to-treasury conditions. As the result of a March 15, 2004 share dividend, these 833,333 shares were increased to 2,499,999 shares. Under the agreement, these shares were to be returned to treasury if we did not commence work on the Dyakowski property, the Pinguino property or the SCR N property on or before April 30, 2004. As we commenced our work program prior to April 30, 2004, these 2,499,999 shares were not returned to treasury at that time. Under the agreement, these shares were to continue to be held in escrow and released to Mr. Dyakowski, if at all, in installments over a period of time and upon the occurrence of certain events. These escrow provisions were subsequently deleted, and the number of shares to be released to Mr. Dyakowski was reduced, pursuant to the terms of a Restated Amendment to Mineral Property Acquisition Agreements dated as of August 8, 2005.

On June 30, 2005, we entered into an amending agreement with Christopher Dyakowski whereby we amended the mineral property acquisition agreement dated as of February 24, 2004 pertaining to the Dyakowski properties, the share purchase agreement dated as of February 24, 2004 pertaining to the acquisition of all of the issued and outstanding shares of SCR N Properties Ltd., and an Escrow Agreement dated as of March 4, 2004. This amending agreement was restated August 8, 2005. In the restated amending agreement we agreed to release the 4,999,998 common shares of our company that were being held in escrow pursuant to the SCR N share purchase agreement and the Dyakowski mineral property acquisition agreement (each as to 2,499,999 common shares). Under the terms of the release, 4,749,998 of these shares were released to our company for cancellation, and the balance of 250,000 shares were released to Mr. Dyakowski as payment in full for the transfer of the Dyakowski property mineral claims and the shares of SCR N Properties Ltd. Under the amending agreement, Mr. Dyakowski continued to be responsible to complete the registration of legal title to all of the mineral properties in the name of our wholly-owned subsidiary, SCR N Properties Ltd.

The Pilquin 1, 12 and 13 manifestations of discovery were acquired pursuant to our mineral property acquisition agreement dated February 20, 2004 with Storm Cat Energy Corp., discussed above, at page 46, in which we also acquired two additional manifestations of discovery located in Santa Cruz province.

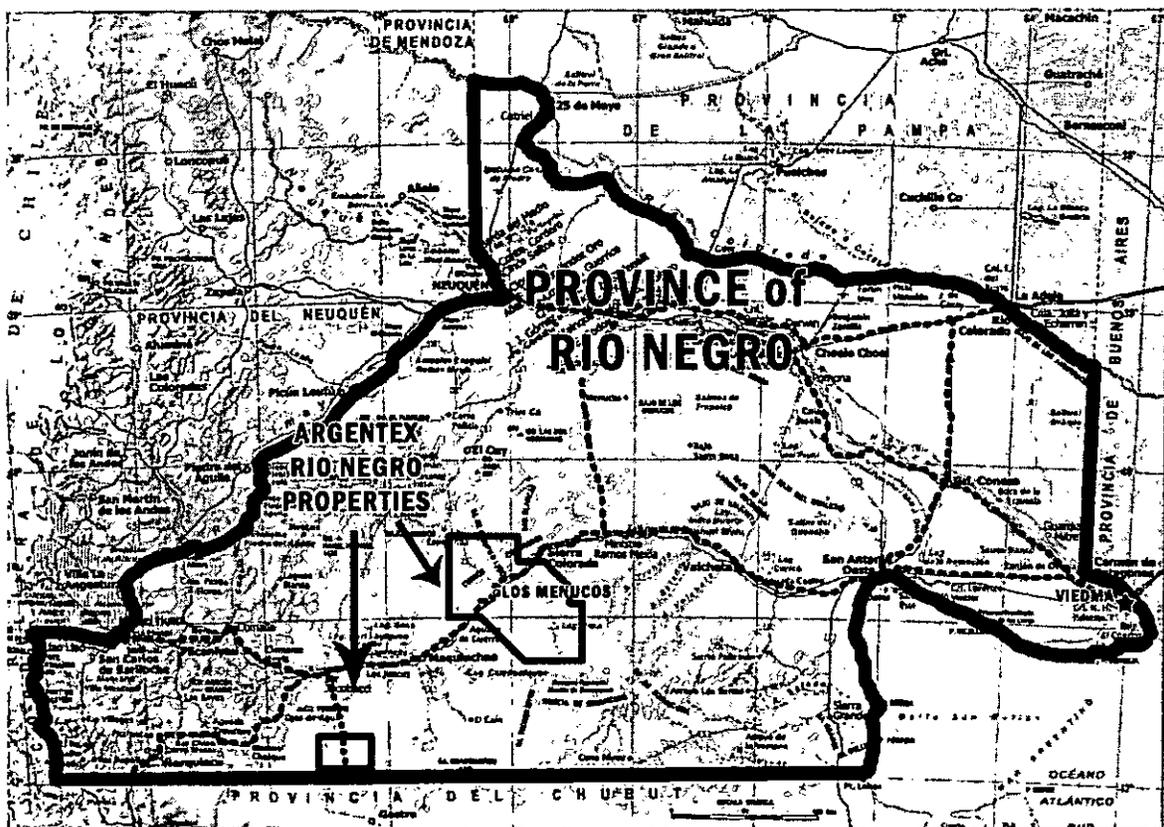
The cateos and manifestations of discovery comprising our Rio Negro properties are registered in the name of our wholly-owned subsidiary, SCR N Properties Ltd. There are no maintenance fees to be paid on a cateo or on a manifestation of discovery.

There are no known reserves on our Rio Negro properties and any proposed program by us is exploratory in nature.

Access

Our Rio Negro properties can be accessed from Viedma, the capitol of the Rio Negro province, which is approximately 450 kilometers to the east or from Neuquen, approximately 300 kilometers to the north. Well-

maintained provincial highways access the community of Los Menucos, which is located in the heart of our Rio Negro properties. The location of our Rio Negro properties is as shown on the map below:



Our Work on the Rio Negro Properties to Date

During regional prospecting of our SCRN property, we discovered two new epithermal-style veins located on the claim described as Pilquin 9, with each being 1,640 feet (500 meters) in length. Quartz vein breccia, crustiform quartz layers and chalcedonic quartz were evident. One vein had a strike length of approximately 1.5 kilometers and seven grab meters with samples were taken over that distance to test the vein. Gold values ranged from a low of 3.3 ppb to a high of 58.5 parts per billion (ppb) silver. Silver values ranged from a low of 259 ppb to a high of 1401 parts per billion. The second vein had a strike length of approximately 870 meters with six samples collected over that distance. Gold values within these samples ranged from a low of 8.7 parts per billion to a high of 71.2 parts per billion. Silver values ranged from 583 parts per billion to a high of 6656 parts per billion.

We have conducted a preliminary property examination of the Rio Negro properties, carrying out reconnaissance prospecting and sampling on a large part of the claim group. This was likely the first concerted ground-based exploration program on the properties and was largely truck-based prospecting because of the large distances involved. Significantly, a large area of hydrothermal alteration was discovered using this method and anomalous gold values were found in rock grab samples of vein material in place.

Follow-up prospecting and mapping expanded the area of anomalous gold values to another distinct zone and an extensive system of epithermal quartz veins was mapped out. A program of detailed soil sampling was carried out

over an area covering the known mineralization and extending into other areas of overburden cover. A number of anomalous zones were discovered but have yet to be followed up.

Regional Geology

The Los Menucos district has significant concentrations of advanced argillic-altered Choiyoy-age ignimbrites and rhyolites. The most favourable rocks for mineralization in the Somuncura Massif region of Rio Negro appear to be the PermoTriassic Choiyoy Formation and equivalents, which are intruded by younger plutons that are Tertiary and likely Miocene in age. In addition to the epithermal targets, the Choiyoy volcanic rocks have the potential to host porphyry copper-gold mineralization.

Numerous kaolin deposits in the Los Menucos area which are being exploited for ceramic quality "china" clay, are believed to be related to a strong northeast trend seen on remote sensing images. Much of this alteration may be related to the intrusion of Permian rhyolite domes or other intrusive bodies below the altered areas.

Budget

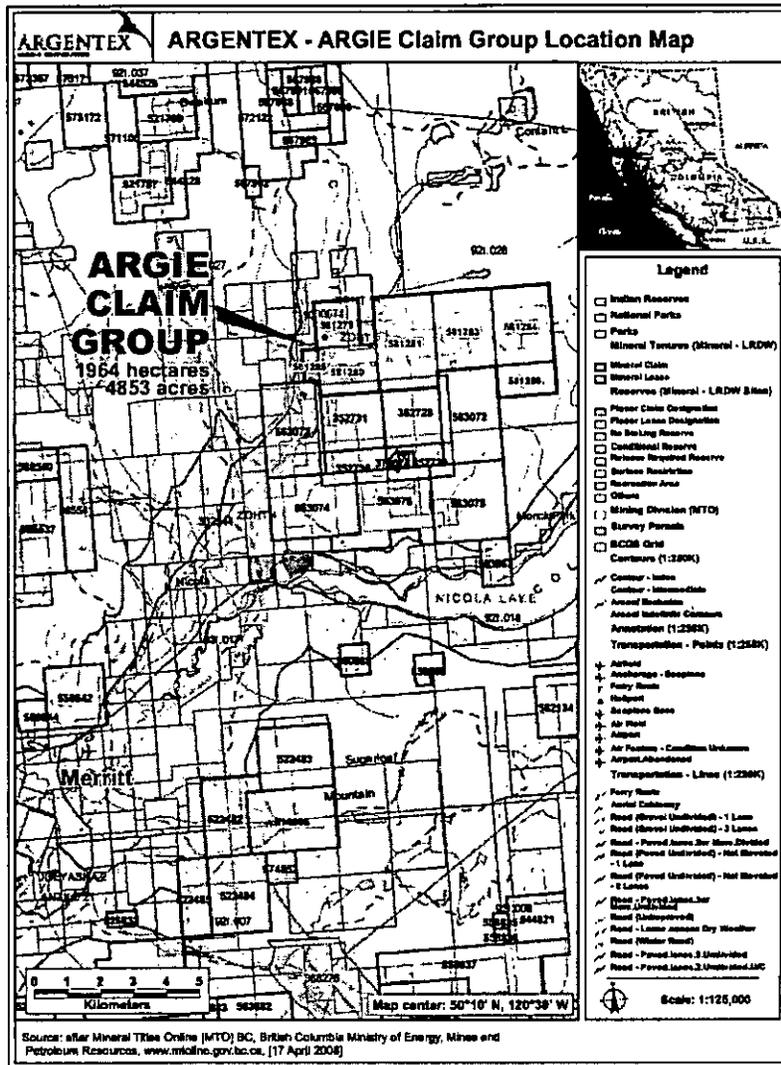
We estimate that preliminary exploration programs on our Rio Negro property will cost approximately \$87,000 with the goal of determining whether subsequent exploration is warranted. This proposed preliminary exploration program may include prospecting of northwest trending lineaments together with geological mapping, soils and magnetometer surveys and is currently being deferred pending results of our exploration work on the Pinguino property.

There are no known reserves on our Rio Negro property and any proposed program by us is exploratory in nature. We have not conducted any significant exploration activities on our Rio Negro property. We plan to review these mineral claims and, if warranted, undertake exploration activities. We are presently in the exploration stage and there is no assurance that a commercially viable mineral deposit, a reserve, exists in our Rio Negro property until further exploration is done and a comprehensive evaluation concludes economic and legal feasibility.

British Columbia Properties:

On March 31, 2006, we acquired five mineral tenures located near the headwaters of Ruddock Creek in the Revelstoke area of British Columbia for the sum of approximately \$920 (CAD\$1,053). The headwaters of Ruddock Creek are located in the Scrip Range of the Monashee Mountains in southeast British Columbia, approximately 100 kilometers north northwest of Revelstoke. Our five mineral tenures originally covered approximately 2,501 hectares, or 6,180 acres, of extremely mountainous terrain. During the year ended January 31, 2008, our management concluded that exploration and maintenance of these Ruddock Creek mineral properties was not warranted and made the decision to let these claims expire at the end of their one-year tenure. Accordingly, these claims were allowed to expire on March 25, 2007.

On April 14 and 15, 2008, we acquired 7 contiguous tenures in the Pleasant Valley area of south-central British Columbia, Canada known as the "Argie" claim group. The Argie claim group consists of 1,964 hectares (4,852 acres) located approximately 16 kilometers (10 miles) northeast of the town of Merritt, a driving distance of about 280kms [175mi] from Vancouver, BC. Underlying the claim group is a series of strongly deformed Mesozoic metavolcanics, metasediments and tonalites intruded by granitoid rocks of Early Jurassic to Paleocene age. The claims were staked to encompass a large copper soil anomaly in the western portion of the property, reported in 1972. The recorded location of the Peacock showing falls in the southwestern edge of the claim group, and consists of a series of quartz bodies with associated copper mineralization. An extension of the Argie group includes the entire and relatively unexplored Pleasant Valley area. We have not yet defined an exploration program for this property but the focus would be to follow up the copper anomalies, assesses the Peacock showing, and evaluate the mineral potential of Pleasant Valley. The map below shows the location of the Argie claim group:



During the 12 months ending April 30, 2009, we intend to focus our exploration activities almost entirely on our Pinguino property. We will require a minimum of approximately \$3,400,000 to proceed with our plan of operation over the next 12 months, exclusive of any acquisition or development costs but including administrative and exploration costs. We had cash in the amount of \$845,219 and working capital of \$379,308 as of January 31, 2008. In a series of private placements closed during the month of March, 2008, we raised additional gross proceeds of \$3,850,000 from the sale of equity securities. We believe that cash on hand as of the date of filing of this annual report on Form 10-KSB is sufficient to fund our currently budgeted operating requirements for the next 12 months. However, our budget could increase in response to field conditions, drill results and other matters that cannot be currently anticipated and we might find that we will need to raise additional funds in order to properly address these items. We plan to raise any required funds through private placement sales of our common stock but we do not currently have any arrangements in place for the completion of any private placement financings and there can be no assurance that we will be successful in completing any private placement financings.

Item 3. Legal Proceedings.

We know of no material, active or pending legal proceedings against our company, nor are we involved as a plaintiff in any material proceeding or pending litigation. There are no proceedings in which any of our directors, officers or

affiliates, or any registered or beneficial shareholder, is an adverse party or has a material interest adverse to our interest.

Item 4. Submissions of Matters to a Vote of Security Holders.

There were no matters submitted to a vote of our security holders either through solicitation of proxies or otherwise in the fourth quarter of the fiscal year ended January 31, 2008.

PART II

Item 5. Market for Common Equity and Related Stockholder Matters.

Our common stock is quoted on the Over-the-Counter Bulletin Board under the name "Argentex Mining Corporation" and the symbol "AGXM".

On March 17, 2004 our shares were listed for trading on the Frankfurt Stock Exchange under the Symbol "DEB".

On March 26, 2008 our shares were listed for trading on the TSX Venture Exchange under the Symbol "ATX". In order to comply with Canadian securities laws, we have voluntarily halted trading of our shares on the TSX Venture Exchange until July 28, 2008.

The following table reflects the high and low bid information for our common stock for each fiscal quarter during the fiscal year ended January 31, 2008 and 2007. The bid information was obtained from Stockwatch and reflects inter-dealer prices, without retail mark-up, markdown or commission, and may not necessarily represent actual transactions.

Quarter Ended ⁽¹⁾	High	Low
January 31, 2006	\$0.65	\$0.17
April 30, 2006	\$1.75	\$0.54
July 31, 2006	\$1.68	\$0.92
October 31, 2006	\$1.38	\$1.11
January 31, 2007	\$1.81	\$1.23
April 30, 2007	\$1.57	\$1.02
July 31, 2007	\$1.52	\$1.18
October 31, 2007	\$1.40	\$0.98
January 31, 2008	\$1.48	\$1.02

Our common shares are issued in registered form. Computershare Trust Company, N.A., 350 Indiana Street, Suite 800, Golden, CO 80401 (Telephone: 303.340.0757; Facsimile: 303.243.4008) is the registrar and transfer agent for our common shares. Our co-transfer agent, Computershare, Inc., is located on the 3rd Floor of 510 Burrard Street, Vancouver, British Columbia, Canada V6C 3B9 (Telephone: 604.661.9400, Fax: 604.661.9401). We have no other exchangeable securities.

As of April 2, 2008, there were 88 holders of record of our common stock. As of such date, 31,465,522 of our common shares were issued and outstanding.

Dividend Policy

We have not declared any dividends since incorporation and do not anticipate that we will do so in the foreseeable future. Although there are no restrictions that limit the ability to pay dividends on our common shares, our intention is to retain future earnings for use in our operations and the expansion of our business.

Recent Sales of Unregistered Securities

On February 27, 2007, we issued 126,000 Units at a purchase price of \$1.20 per Unit to 12 non U.S. persons (as that term is defined in Regulation S promulgated under the Securities Act) for gross proceeds of \$151,200. Each Unit consisted of one common share and one-half of one common share purchase warrant. Each common share purchase warrant is exercisable into one common share at a price of \$1.85 per warrant share for a period of 24 months from closing. Investors in this offering were introduced to our company by two finders to whom we paid a fee consisting of cash and agent's share purchase warrants. One of the finders converted the cash portion of its fee into a subscription for units, and we issued to this finder an additional 4,720 Units (consisting of 4,720 common shares and 2,360 common share purchase warrants). We issued an aggregate of 8,277 agent's share purchase warrants to both finders. Each of these finders is a non-U.S. person and all of the activities with respect to this offering took place outside of the United States. All of the Units and the agent's share purchase warrants issued in this offering were issued in an offshore transaction in which we relied on Regulation S and/or Section 4(2) of the Securities Act.

On March 12, 2007, our President exercised 418,395 options to purchase common shares and, accordingly, we issued 418,395 common shares to the President of our company, who is not a U.S. person (as that term is defined in Regulation S promulgated under the Securities Act). The stock options all had an exercise price of \$0.25 per share. Payment for the exercise of 376,739 of these options was made by applying the outstanding balance of a debt due from our company to our President evidenced by a promissory note made by our company on July 1, 2007. At the date of exercise, we owed our president principal and accrued interest of approximately \$94,184.93 (CDN\$104,175.34). This promissory note has now been canceled.

Payment for the balance of these options was made by applying \$10,414 due to our president for reimbursable expenses. In issuing the shares, we relied on Regulation S and/or Section 4(2) of the Securities Act.

On April 2, 2007, our President exercised 248,271 options to purchase common shares and, accordingly, we issued 248,271 common shares to the President of our company, who is not a U.S. person (as that term is defined in Regulation S promulgated under the Securities Act). Of the 248,271 stock options 48,271 had an exercise price of \$0.25 per share and 200,000 had an exercise price of \$0.49 per share. In issuing the shares, we relied on Regulation S and/or Section 4(2) of the Securities Act.

On April 13, 2007, we issued 900,000 share purchase warrants to our President, Ken Hicks in connection with a consulting agreement dated April 13, 2007. Each share purchase warrant is exercisable into one common share at an exercise price of \$1.25 until April 13, 2012.

On May 11, 2007, we issued 150,000 share purchase options to a consultant to our company at an exercise price of \$1.35. These options have a term of four years from the date of grant. These options are subject to vesting provisions contained in the stock option agreement between our company and the consultant which provide that, so long as consultant continues to provide consulting services to our company, 37,500 options vested on May 11, 2007, 37,500 options shall vest on August 11, 2007, 37,500 options shall vest on November 11, 2007; and the final instalment of 37,500 options shall vest on February 11, 2008.

On May 11, 2007, we issued an aggregate of 150,000 shares of our company's common stock to four consultants to our company located in Argentina as an incentive bonus at a deemed price of \$1.36. These consultants are non-U.S. persons that work for our company in Argentina and the shares were issued as an incentive bonus for services rendered at a deemed price of \$1.35 per share. The price per share was determined by reference to the closing price (last sale of the day) of our shares on the Over-The-Counter Bulletin Board on May 10, 2007. In issuing these shares, we relied on Regulation S and/or Section 4(2) of the Securities Act.

On May 31, 2007, we issued 666,667 common shares as the result of the exercise of 666,667 share purchase warrants at an exercise price of \$0.40 per share. These share purchase warrants were issued in a private placement that closed on July 25, 2005. The shares were issued to one non-U.S. Person (as that term is defined in Regulation S) in an offshore transaction. In issuing these shares, we relied on Regulation S and/or Section 4(2) of the Securities Act.

On June 7, 2007, we issued an aggregate of 2,738,356 shares of our common stock to two investors (1,369,178 shares of common stock to each) upon the conversion of two convertible debentures each of which was originally issued by our company on March 21, 2006 (each investor held one convertible debenture; each convertible debenture was in the principal amount of \$500,000; each debenture had accrued interest of \$47,671.23 and each debenture was convertible at a conversion price of \$0.40 per share). All principal and interest due under both of these convertible debentures was converted effective May 31, 2007. Neither of these investors is a U.S. Person (as defined in Regulation S) and the conversions occurred outside of the United States. In issuing these shares, we relied on the exemption from registration provided by Regulation S and/or Section 4(2) of the Securities Act.

On June 7, 2007, we issued 982,420 shares of our common stock to one investor upon the conversion of all sums remaining due under a convertible debenture that we originally issued December 22, 2004, as amended April 18, 2006. This convertible debenture was originally in the principal amount of \$500,000 but \$250,000 of the principal was previously converted on April 18, 2006. The balance, in the amount of \$250,000 in principal and accrued interest of \$44,726.03, was converted effective May 31, 2007 at a conversion price of \$0.30 per share. The investor converting this convertible debenture and to whom we issued these shares of our common stock is not a U.S. Person (as defined in Regulation S) and the conversion occurred outside of the United States. In issuing these shares, we relied on the exemption from registration provided by Regulation S and/or Section 4(2) of the Securities Act.

On July 4, 2007, we sold 1,800,000 Units at a purchase price of \$1.15 per Unit, for gross proceeds of \$2,070,000 to one qualified institutional buyer (as defined in Rule 144A(1)(a) promulgated under the Securities Act of 1933, as amended. Each Unit consisted of one common share and one-half of one common share purchase warrant. Each whole common share purchase warrant is exercisable into one common share at a price of \$1.50 per warrant share for a period of 24 months from closing. The securities were issued in a private placement to one (1) U.S. qualified institutional buyer and we relied on the exemption from registration provided by Section 4(2) of the Securities Act.

On August 7, 2007, we issued 180,000 units to a finder in payment of a finder's fee due pursuant to a finders' fee agreement dated July 27, 2007. Each Unit consisted of one common share and one-half of one common share purchase warrant. Each whole common share purchase warrant is exercisable into one common share at a price of \$1.50 per warrant share until July 4, 2009. This finder's fee was paid for services rendered by the finder, a registered broker-dealer, for services rendered in connection with a private placement with a qualified institutional buyer that we completed on July 4, 2007.

On November 13, 2007, we issued 100,000 stock options to a member of our advisory board. These options were issued pursuant to our 2007 Stock Option Plan with an exercise price of \$1.13 per share and a term of five (5) years. These stock options are not exercisable until the 2007 Stock Option Plan approved by our board of directors has been approved by the TSX Venture Exchange and by our shareholders and the grant of the stock options has been approved by the TSX Venture Exchange.

On March 20, 2008, we sold 2,116,000 units to 13 investors in the first tranche of an offshore brokered private placement at a purchase price of \$1.25 per unit, raising gross proceeds of \$2,645,000. Each unit consists of one common share and one-half of one non-transferable share purchase warrant exercisable at \$1.60 for a period of 18 months. The offer and sale of these units occurred outside of the United States. All 13 investors were accredited investors. Three of the thirteen investors were U.S. persons and in selling these units we relied on the exemption from the registration requirements of the Securities Act of 1933 provided by Rule 506 of Regulation D promulgated thereunder. The balance of these investors were not U.S. persons and in selling these units we relied on the exemption from the registration requirements of the Securities Act of 1933 provided by Rule 903 of Regulation S promulgated thereunder. We paid a cash commission of \$185,180 to an agent for services rendered in the transaction. The agent applied \$92,500 of this cash commission towards the purchase of an additional 74,000 units (issued for the same unit price and on the same terms as the units issued to the thirteen purchasers in the brokered private placement). The agent is a licensed broker dealer, an accredited investor and is not a U.S. person and, in issuing these units we relied on the exemption from the registration requirements of the Securities Act of 1933 provided by Rule 903 of Regulation S promulgated thereunder. Also on March 20, 2008, we issued an aggregate of 190,440 agent's warrants to the agent and a co-operating broker as a commission for the proceeds raised by the agent and the co-operating broker in the first tranche of the brokered private placement. Each agent's warrant entitles the holder to purchase one common share of our company at an exercise price of \$1.30 for a period of 18 months. Each of the agents is a licensed broker dealer and neither of them is a U.S. person and, in issuing these

agent's warrants we relied on the exemption from the registration requirements of the Securities Act of 1933 provided by Rule 903 of Regulation S promulgated thereunder.

On March 25, 2008, we sold an additional 884,000 units to three investors in the second tranche of the brokered private placement at a purchase price of \$1.25 per unit, raising gross proceeds of \$1,105,000. The terms and price of the transaction were identical to those in the first tranche - each unit consisted of one common share and one-half of one non-transferable share purchase warrant exercisable at \$1.60 for a period of 18 months. All three investors were accredited investors. One of the three investors was a U.S. person and in selling these units we relied on the exemption from the registration requirements of the Securities Act of 1933 provided by Rule 506 of Regulation D promulgated thereunder. The balance of these investors were not U.S. persons and in selling these units we relied on the exemption from the registration requirements of the Securities Act of 1933 provided by Rule 903 of Regulation S promulgated thereunder. We paid a cash commission of \$77,350 to an agent for services rendered in the closing the second tranche of this transaction. Also on March 25, 2008, we issued an aggregate of 79,560 agent's warrants to the agent and a co-operating broker as a commission for the proceeds raised by the agent and the co-operating broker in the second tranche of the brokered private placement. Each agent's warrant entitles the holder to purchase one common share of our company at an exercise price of \$1.30 for a period of 18 months. Each of the agents is a licensed broker dealer and neither of them is a U.S. person and, in issuing these agent's warrants we relied on the exemption from the registration requirements of the Securities Act of 1933 provided by Rule 903 of Regulation S promulgated thereunder.

On March 20, 2008, we sold 80,000 units to one investor at a purchase price of \$1.25 per unit, raising gross proceeds of \$100,000. The terms and price of this transaction were identical to the terms and pricing of the brokered private placement closed by our company on March 20 and 25, 2008, as described above, except that this sale of units was made in a non-brokered private placement. The investor is an accredited investor but is not a U.S. person (as defined in Regulation S), the offer and sale were made outside of the U.S. and in selling these units we relied on the exemption from the registration requirements of the Securities Act of 1933 provided by Rule 903 of Regulation S promulgated thereunder. We are obligated to pay a finder's fee of \$5,000 in cash to a finder who is also not a U.S. person.

On March 25, 2008, we issued 25,000 share purchase warrants to the firm that acted as a sponsor for our company in connection with obtaining a listing on the TSX Venture Stock Exchange. Each of these share purchase warrants entitles the holder to purchase one share of our company's common stock at a price of \$1.34 until March 25, 2009. The firm to which we issued these share purchase warrants is an accredited investor but is not a U.S. person (as defined in Regulation S), the offer and sale occurred outside of the U.S. and in issuing these share purchase warrants we relied on the exemption from the registration requirements of the Securities Act of 1933 provided by Rule 903 of Regulation S promulgated thereunder.

Equity Compensation Plan Information

We have no long-term incentive plans other than the stock option plans described below.

Stock Option Plans

On February 16, 2005 our board of directors approved our 2005 Incentive Stock Plan, or 2005 Incentive Plan. Under the 2005 Incentive Plan, options may be granted only to our directors, officers, employees and consultants as determined by our board of directors. Pursuant to the Plan, we reserved for issuance 2,500,000 shares of our common stock. As at January 31, 2008, there were 10,000 shares of our common stock still available for future grant under the plan.

On November 10, 2007, our directors adopted our 2007 Stock Option Plan. Our 2007 Stock Option Plan permits our company to issue up to 5,662,310 shares of our common stock to directors, officers, employees and consultants of our company. The form of the 2007 Stock Option Plan is subject to approval by the TSX Venture stock exchange, with which we have filed an application for a listing, and to the approval of our stockholders.

On November 13, 2007, we issued 100,000 stock options to a member of our advisory board. These options were issued pursuant to our 2007 Stock Option Plan with an exercise price of \$1.13 per share and a term of five (5) years. These stock options are not exercisable until the 2007 Stock Option Plan has been approved by the TSX Venture Exchange and by our shareholders and the grant of the stock options has been approved by the TSX Venture Exchange.

As of January 31, 2008, there were 5,562,310 shares of our common stock still available for future grant under the 2007 Stock Option Plan.

The following table summarizes certain information regarding our equity compensation plans as at January 31, 2008:

Equity Compensation Plan Information			
Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders	nil	nil	nil
2005 Stock Option Plan (an equity compensation plan not approved by security holders)	1,623,334	\$0.48	10,000
2007 Stock Option Plan (an equity compensation plan not approved by security holders)	100,000 ⁽¹⁾	\$1.13	5,562,310
Total	1,723,334	\$0.52	5,572,310

⁽¹⁾ These options may not be exercised until we have obtained the approval of the 2007 Stock Option Plan by our shareholders.

Item 6. Management's Discussion and Plan of Operation.

Overview

You should read the following discussion of our financial condition and results of operations together with the audited financial statements and the notes to audited financial statements included elsewhere in this filing prepared in accordance with accounting principles generally accepted in the United States. This discussion contains forward-looking statements that reflect our plans, estimates and beliefs. Our actual results could differ materially from those anticipated in these forward-looking statements.

Plan of Operations

We are a junior exploration stage company that has not yet generated or realized any revenues from our business operations. We currently hold interests in mineral properties located in the Rio Negro and Santa Cruz provinces of Argentina and in the province of British Columbia, Canada. One of the properties located in the Santa Cruz province of Argentina consists of a group of claims that we refer to as the Pinguino property. We have concentrated our recent exploration efforts on the Pinguino property and we intend to continue to focus primarily on this property over the 12 month period ending April 30, 2009, though we do plan to conduct some exploration on the balance of our properties in Argentina. Over the next 12 months we intend to continue our drill program to test known

mineralization along strike and further down at depth to investigate whether the mineralization that we have found to date extends in these directions. We have targeted the Marta Centro and Marta Este zones of our Pinguino property as our primary focus over this period.

There is no assurance that a commercially viable mineral deposit exists on any of our properties, including our flagship Pinguino property, or that we will be able to identify any mineral resource on any of these properties that can be developed profitably. Even if we do discover commercially exploitable levels of mineral resources on any of our properties, which is unlikely, there can be no assurance that we will be able to enter into commercial production of our mineral properties. Our recent activities have focused on our Pinguino property and it is our intent to continue to focus the bulk of our exploration efforts on that property over the next 12 months.

Purchase of Significant Equipment

We do not intend to purchase any significant equipment over the next twelve months.

Personnel Plan

We do not expect any material changes in the number of employees over the next 12 month period (although we may enter into employment or consulting agreements with our officers or directors). We do and will continue to outsource contract employment as needed.

General Administration

We anticipate spending approximately \$468,000 on general and administration costs over the next 12 months. These costs will consist primarily of rent and facility support expenses, finance and administrative support, compensation, legal fees, audit fees and investor relations.

Off-Balance Sheet Arrangements

There are no off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors.

Our principal capital resources have been through the subscription and issuance of common stock, although we have also used stockholder loans and advances from related parties.

Cash Requirements

We estimate that we will spend approximately \$468,000 on general and administrative expenses and \$2,932,000 on our exploration programs and the maintenance of our mineral properties over the next 12 months. Our working capital requirements may increase in response to our experience in the field during our current drilling program, or if we identify, assess and acquire one or more new exploration or development properties during the year. The amount of the increase will depend, to a large extent, on the nature of the reason for the increase, if any.

Based on our current plan of operations, we believe that we have sufficient working capital to fund our budgeted expenditures over the next 12 months.

Specifically, we estimate our operating expenses and working capital requirements for the next 12 months to be as follows:

Estimated Funding Required During the Next 12 Months	
Expense	Amount
Mineral exploration expenses and holding costs	\$2,932,000
Professional fees	\$131,000
Investor relations	\$53,000
Management fees	\$210,000

Other general administrative expenses	\$74,000
Total	\$3,400,000
Cash on hand, March 31, 2008, estimated	\$3,445,000
Estimated excess of cash over cash requirements	\$45,000

We recorded a net loss of \$3,688,314 for the year ended January 31, 2008 and have an accumulated deficit of \$9,892,799 since inception. As at January 31, 2008, we had cash in the amount of \$845,219. During the month of March, 2008, we raised gross proceeds of \$3,850,000 in a series of private placements. At March 31, 2008, we had approximately \$3,455,000 in cash. This is \$45,000 more than the \$3,400,000 that our management anticipates spending on our exploration and development programs and the anticipated costs associated with our continuing operations over the next 12 months.

Revenue

We have not earned any revenues since our inception and we do not anticipate earning revenues until such time as we have entered into commercial production of mineral projects. We are currently in the exploration stage of our business and we can provide no assurances that we will discover commercially exploitable resources on our properties, or if such resources are discovered, that we will be able to enter into commercial production.

Expenses

Our operating results for the years ended January 31, 2008, 2007 and 2006 and the changes between those periods for the respective items are summarized as follows:

	Year Ended January 31, 2008 (audited)	Year Ended January 31, 2007 (audited)	Change between period ended January 31, 2008 and January 31, 2007
Mineral exploration activities	\$1,518,813	\$1,056,045	\$462,766
Stock-based compensation	\$1,130,676	\$527,092	\$603,584
Other general & administrative	\$1,038,825	\$748,372	\$290,453

Liquidity and Financial Condition

Working Capital

	Year Ended January 31, 2008 (audited)	Year Ended January 31, 2007 (audited)	Change between period ended January 31, 2007 and January 31, 2006
Current Assets	\$875,795	\$901,835	\$(26,040)
Current Liabilities	\$496,487	\$2,027,327	\$1,530,840
Working Capital (deficit)	\$379,308	\$(1,125,492)	\$1,504,800

Cash Flows

	Year Ended January 31, 2008 (audited)	Year Ended January 31, 2007 (audited)	Change between period ended January 31, 2007 and January 31, 2006
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	Year Ended January 31, 2008 (audited)	Year Ended January 31, 2007 (audited)	Change between period ended January 31, 2007 and January 31, 2006
Cash Flows used in Operating Activities	\$(2,589,822)	\$(1,406,525)	\$(1,130,297)
Cash Flows used in Investing Activities	\$(24,948)	\$(733)	\$(24,215)
Cash Flows provided by Financing Activities	\$2,505,440	\$2,246,160	\$(259,280)
Net Increase (Decrease) in Cash During Period	\$(56,330)	\$838,902	\$(895,232)

At January 31, 2008, our total assets were \$901,858, which consisted primarily of cash of \$845,219, prepaid expenses of \$30,576 and equipment of \$26,063.

Current liabilities for the year ended January 31, 2008 decreased by 76% as compared to the balance as at January 31, 2007, primarily as a result of the conversion of convertible promissory notes to common stock and the repayment of non-convertible promissory notes.

The principal components of the loss for the year ended January 31, 2008 were mineral property interests, stock-based compensation, consulting fees, and office and sundry expenses.

Operating expenses for the year ended January 31, 2008 increased by 68% as compared to the comparative period in 2007 primarily as a result of increased expenditures on mineral property interests and stock-based compensation.

APPLICATION OF CRITICAL ACCOUNTING POLICIES

Our financial statements and accompanying notes are prepared in accordance with generally accepted accounting principles in the United States. Preparing financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, and expenses. These estimates and assumptions are affected by management's application of accounting policies. We believe that understanding the basis and nature of the estimates and assumptions involved with the following aspects of our financial statements is critical to an understanding of our financials.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Basic and Diluted Net Income (Loss) Per Share

We computed net income (loss) per share in accordance with Statement of Financial Accounting Standards ("SFAS") No. 128, "Earnings per Share". SFAS No. 128 requires presentation of both basic and diluted earnings per share (EPS) on the face of the income statement. Basic EPS is computed by dividing net income (loss) available to common shareholders (numerator) by the weighted average number of shares outstanding (denominator) during the period. Diluted EPS gives effect to all dilutive potential common shares outstanding during the period using the treasury stock method and convertible preferred stock using the if-converted method. In computing Diluted EPS, the average stock price for the period is used in determining the number of shares assumed to be purchased from the exercise of stock options or warrants. Diluted EPS excludes all dilutive potential shares if their effect is anti dilutive.

Cash and Cash Equivalents

We consider all highly liquid instruments with maturity of three months or less at the time of issuance to be cash equivalents.

Mineral Properties

Cost of license acquisition, exploration, carrying and retaining unproven mineral lease properties are expensed as incurred.

Financial Instruments

Our financial instruments consist of cash, accounts payable and accrued liabilities, notes payable and due to related parties. Unless otherwise noted, it is management's opinion that our company is not exposed to significant interest, currency or credit risks arising from these financial instruments. Because of the short maturity of such assets and liabilities the fair value of these financial instruments approximate their carrying values, unless otherwise noted.

RECENTLY ENACTED ACCOUNTING STANDARDS

In September 2006, FASB issued SFAS No. 157 ("SFAS 157"), "Fair Value Measurements." Among other requirements, SFAS 157 defines fair value and establishes a framework for measuring fair value and also expands disclosure about the use of fair value to measure assets and liabilities. SFAS 157 is effective for fiscal years beginning after November 15, 2007.

In February 2007, the FASB issued SFAS No. 159, "The Fair Value Option for Financial Assets and Financial Liabilities," including an amendment of FASB Statement No. 115. This pronouncement permits entities to choose to measure eligible financial instruments at fair value as of specified dates. Such election, which may be applied on an instrument by instrument basis, is typically irrevocable once elected. SFAS 159 is effective for fiscal years beginning November 15, 2007, and early application is allowed under certain circumstances.

The adoption of these new pronouncements is not expected to have a material effect on our company's consolidated financial position or results of operations.

In December 2007, the FASB issued SFAS No. 141R, "Business Combinations" which changes how business acquisitions are accounted. SFAS 141R requires the acquiring entity in a business combination to recognize all (and only) the assets acquired and liabilities assumed in the transaction and establishes the acquisition-date fair value as the measurement objective for all assets acquired and liabilities assumed in a business combination. Certain provisions of this standard will, among other things, impact the determination of acquisition-date fair value of consideration paid in a business combination (including contingent considerations); exclude transaction costs from acquisition accounting; and change accounting practices for acquired contingencies, acquisition-related restructuring costs, in-process research and development, indemnification assets and tax benefits. SFAS No. 141R is effective for business combinations and adjustments to an acquired entity's deferred tax asset and liability balances occurring after December 31, 2008. Our company is currently evaluating the future impacts and disclosure of this standard.

In December 2007, the FASB issued SFAS No. 160, "Non-controlling Interests in Consolidated Financial Statement, an amendment of ARB No. 51," which establishes new standards governing the accounting for and reporting of noncontrolling interests (NCI) in partially owned consolidated subsidiaries and the loss of control of subsidiaries. Certain provisions of this standard indicate, among other things, that NCIs (previously referred to as minority interests) be treated as a separate component of equity, not as a liability; that increases and decreases in the parent's ownership interest that leave control intact be treated as equity transactions, rather than as step acquisitions or dilution gains or losses; and that losses of a partially owned consolidated subsidiary be allocated to the NCI even when such allocation might result in a deficit balance. This standard also requires changes to certain presentation and disclosure requirements. SFAS No. 160 is effective beginning January 1, 2009. The provisions of the standard are to be applied to all NCIs prospectively, except for the presentation and disclosure requirements, which are to be

applied retrospectively to all periods presented. Our company is currently evaluating the future impacts and disclosure of this standard.

In June 2006, the FASB issued interpretation No. 48, "*Accounting for Uncertainty in Income Taxes-an interpretation of FASB Statement No. 109*" ("FIN 48"). This interpretation prescribes a recognition threshold and measurement attribute for tax positions taken or expected to be taken in a tax return. This interpretation also provides guidance on de-recognition, classification, interest and penalties, accounting in interim periods, disclosure and transition. The evaluation of a tax position in accordance with this interpretation is a two-step process. In the first step, recognition, our company determines whether it is more-likely-than-not that a tax position will be sustained upon examination, including resolution of any related appeals or litigation processes, based on the technical merits of the position.

The second step addresses measurement of a tax position that meets the more-likely-than-not criteria. The tax position is measured at the largest amount of benefit that is greater than 50 percent likely of being realized upon ultimate settlement. Differences between tax positions taken in a tax return and amounts recognized in the financial statements will generally result in a) an increase in a liability for income taxes payable or a reduction of an income tax refund receivable, b) a reduction in a deferred tax asset or an increase in a deferred tax liability or c) both a and b. Tax positions that previously failed to meet the more-likely-than-not recognition threshold should be recognized in the first subsequent financial reporting period in which that threshold is met. Previously recognized tax positions that no longer meet the more-likely-than-not recognition threshold should be de-recognized in the first subsequent financial reporting period in which that threshold is no longer met. Use of a valuation allowance as described in FAS 109 is not an appropriate substitute for the de-recognition of a tax position. The requirement to assess the need for a valuation allowance for deferred tax assets based on sufficiency of future taxable income is unchanged by this interpretation. This Interpretation is effective for fiscal years beginning after December 15, 2006.

Our company will adopt these policies when required. The implementation of these new standards is not expected to have a material effect on our company's financial statements.

Item 7. Financial Statements.

Our financial statements are stated in United States dollars (US\$) and are prepared in accordance with United States Generally Accepted Accounting Principles.

The following consolidated financial statements are filed as part of this annual report:

Report of Independent Registered Public Accounting Firm, dated April 24, 2008

Balance Sheet as at January 31, 2008

Statements of Operations for the years ended January 31, 2008 and 2007

Statements of Cash Flows for the years ended January 31, 2008 and 2007

Statement of Stockholders' Equity (Deficit) for the years ended January 31, 2008 and 2007

Notes to the Financial Statements

ARGENTEX MINING CORPORATION
(An Exploration Stage Company)

CONSOLIDATED FINANCIAL STATEMENTS
JANUARY 31, 2008 AND 2007

(Stated in U.S. Dollars)



REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of
Argentex Mining Corporation
(An exploration stage company)

We have audited the accompanying consolidated balance sheets of Argentex Mining Corporation (an exploration stage company) as at January 31, 2008 and 2007 and the related consolidated statements of operations, cash flows, and stockholders' equity for each of the two years in the period ended January 31, 2008 and the cumulative period from inception, December 21, 2001 to January 31, 2008. 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. The Company is not required to have, nor were we engaged to perform, an audit of its 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 includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as at January 31, 2008 and 2007 and the results of its operations and its cash flows for the years ended January 31, 2008 and 2007 and the cumulative period from inception, December 21, 2001 to January 31, 2008, in conformity with accounting principles generally accepted in the United States of America.

The accompanying consolidated financial statements have been prepared assuming the Company will continue as a going concern. As discussed in Note 1 to the financial statements, the Company has suffered recurring losses from operations, has negative cash flows, has a stockholders' deficiency and is dependent upon obtaining adequate financing to fulfill its exploration activities. These factors raise substantial doubt about its ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 1. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Vancouver, Canada
April 24, 2008

"Morgan & Company"
Chartered Accountants



ARGENTEX MINING CORPORATION
(An Exploration Stage Company)
CONSOLIDATED BALANCE SHEETS
(Stated in U.S. Dollars)

	January 31, 2008	January 31, 2007
ASSETS		
Current		
Cash and cash equivalents	\$ 845,219	\$ 901,549
Prepaid expenses	30,576	286
Total current assets	875,795	901,835
Property and Equipment (Note 3)	26,063	2,763
	\$ 901,858	\$ 904,598
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIENCY)		
Current liabilities		
Accounts payable and accrued liabilities	\$ 496,487	\$ 586,917
Convertible promissory notes (Note 5)	-	1,250,000
Promissory note - due to related party (Note 6)	-	90,410
Promissory notes - other (Note 6)	-	100,000
	496,487	2,027,327
Stockholders' equity (deficiency)		
Preferred stock, 100,000,000 share authorized with a par value of \$0.001 (issued: January 31, 2008 - Nil; January 31, 2007 - Nil)	-	-
Preferred stock, Series A convertible, 2,000 authorized with a par value of \$0.001 (issued: January 31, 2008 - Nil; January 31, 2007 - Nil)	-	-
Common stock, 100,000,000 shares authorized with a par value of \$0.001 (issued: January 31, 2008 - 28,311,553; January 31, 2007 - 20,996,723)	28,311	20,997
Additional paid-in capital	10,269,859	4,978,759
Warrants	-	82,000
Deficit accumulated during the exploration stage	(9,892,799)	(6,204,485)
Total stockholders' equity (deficiency)	405,371	(1,122,729)
Total liabilities and stockholders' equity (deficiency)	\$ 901,858	\$ 904,598

The accompanying notes are an integral part of these consolidated financial statements.

ARGENTEX MINING CORPORATION
(An Exploration Stage Company)
CONSOLIDATED STATEMENTS OF OPERATIONS
(Stated in U.S. Dollars)

	Year Ended January 31, 2008	Year Ended January 31, 2007	Cumulative period from Inception (December 21, 2001) to January 31, 2008
Expenses			
Consulting fees	\$ 241,655	\$ 268,143	\$ 806,326
Depreciation	1,648	893	3,057
Investor relations and communication	184,443	80,447	1,509,192
Mineral property interests (Note 4)	1,518,813	1,056,045	3,870,481
Office and sundry	222,276	32,178	343,654
Rent	22,346	14,186	57,347
Professional fees	188,282	195,624	653,944
Stock-based compensation	1,130,676	527,092	1,822,289
Transfer agent fees	21,626	10,418	83,525
Travel	159,375	15,171	217,095
	(3,691,140)	(2,200,197)	(9,366,910)
Interest income (expense)	2,826	(131,312)	(525,889)
Net Loss	\$ (3,688,314)	\$ (2,331,509)	\$ (9,892,799)
Basic and diluted loss per share	\$ (0.15)	\$ (0.12)	
Weighted average number of shares outstanding - basic and diluted	25,004,109	19,536,548	

The accompanying notes are an integral part of these consolidated financial statements.

ARGENTEX MINING CORPORATION
(An Exploration Stage Company)
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Stated in U.S. Dollars)

	Year Ended January 31, 2008	Year Ended January 31, 2007	Cumulative period from Inception (December 21, 2001) to January 31, 2008
CASH FLOWS FROM OPERATING ACTIVITIES			
Net loss	\$ (3,688,314)	\$ (2,331,509)	\$ (9,892,799)
Items not affecting cash:			
Depreciation	1,648	893	3,057
Stock-based compensation	1,130,676	477,592	1,772,789
Shares issued to acquire mineral properties	-	-	3,500
Shares issued in payment of bonus	-	49,500	52,160
Non-cash interest	-	-	333,333
Changes in assets and liabilities:			
Prepaid expenses	(30,290)	-	(30,576)
Accounts payable and accrued liabilities	49,458	396,999	636,375
Net cash used in operating activities	<u>(2,536,822)</u>	<u>(1,406,525)</u>	<u>(7,122,161)</u>
CASH FLOWS FROM FINANCING ACTIVITIES			
Issuance of convertible promissory notes	-	1,000,000	1,500,000
Issuance of promissory notes	-	190,410	640,410
Repayment of promissory notes	(190,410)	(450,000)	(640,410)
Proceeds from issuance of capital stock	2,695,850	1,505,750	6,496,500
Net cash provided by financing activities	<u>2,505,440</u>	<u>2,246,160</u>	<u>7,996,500</u>
CASH FLOWS FROM INVESTING ACTIVITIES			
Acquisition of equipment	(24,948)	(733)	(29,120)
Net cash used in investing activities	<u>(24,948)</u>	<u>(733)</u>	<u>(29,120)</u>
Change in cash and cash equivalents during the period	(56,330)	838,902	845,219
Cash and cash equivalents, beginning of period	901,549	62,647	-
Cash and cash equivalents, end of period	\$ 845,219	\$ 901,549	\$ 845,219
Cash paid for interest during the period	\$ 5,161	\$ 70,156	\$ 75,677
Cash paid for income taxes during the period	\$ -	\$ -	\$ -
Disclosure of non-cash financing activities			
Notes and related accrued interest converted to stock	<u>\$ 1,390,008</u>	<u>\$ -</u>	<u>\$ 1,390,008</u>

The accompanying notes are an integral part of these consolidated financial statements.

ARGENTEX MINING CORPORATION
(An Exploration Stage Company)

CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY (DEFICIENCY)

PERIOD FROM INCEPTION, DECEMBER 31, 2001, TO JANUARY 31, 2008
(Stated in U.S. Dollars)

	Number of Preferred Shares Series A Convertible	Par Value	Number of common shares	Par Value	Additional Paid-in Capital	Warrants	Deficit accumulated During the Exploration Stage	Total Stockholders' Equity (Deficiency)
Balance, January 31, 2005								
brought forward	2,000 \$	2	20,259,988 \$	20,260 \$	2,143,965 \$	-	\$ (2,394,688)	\$ (230,441)
Conversion of preferred shares	(2,000)	(2)	2,222,223	2,222	(2,220)	-	-	-
Shares returned to treasury	-	-	(4,749,998)	(4,750)	(58,417)	-	-	(63,167)
Shares issued for cash	-	-	666,667	667	117,333	82,000	-	200,000
Stock-based compensation	-	-	-	-	164,521	-	-	164,521
Non-cash interest	-	-	-	-	333,333	-	-	333,333
Net loss	-	-	-	-	-	-	(1,478,308)	(1,478,308)
Balance, January 31, 2006								
Conversion of promissory note	-	-	18,398,880	18,399	2,698,515	82,000	(3,872,976)	(1,074,062)
Shares issued for cash	-	-	833,333	833	249,167	-	-	250,000
Cost of issuing shares	-	-	1,534,500	1,535	1,532,965	-	-	1,534,500
Shares issued for services	-	-	-	-	(78,750)	-	-	(78,750)
Exercise of stock options	-	-	30,000	30	49,470	-	-	49,500
Stock-based compensation	-	-	200,000	200	49,800	-	-	50,000
Net loss	-	-	-	-	477,592	-	-	477,592
	-	-	-	-	-	-	(2,331,509)	(2,331,509)
Balance, January 31, 2007								
Conversion of promissory notes and accrued interest	-	-	20,996,723	20,997	4,978,759	82,000	(6,204,485)	(1,122,729)
Shares issued for cash	-	-	3,720,776	3,720	1,386,348	-	-	1,390,068
Shares issued for finders fee	-	-	1,930,720	1,931	2,224,933	-	-	2,226,864
Cost of issuing shares	-	-	180,000	180	-	-	-	180
Shares issued for services	-	-	150,000	150	(12,708)	-	-	(12,708)
Exercise of warrants	-	-	666,667	667	284,350	(82,000)	-	202,500
Exercise of stock options	-	-	666,667	667	266,000	-	-	266,667
Stock-based compensation	-	-	666,667	666	214,001	-	-	214,667
Net loss	-	-	-	-	928,176	-	-	928,176
	-	-	-	-	-	-	(3,688,314)	(3,688,314)
Balance, January 31, 2008								
	-	-	28,311,553 \$	28,311 \$	10,269,859 \$	-	\$ (9,892,799)	\$ 405,371

The accompanying notes are an integral part of these financial statements.

ARGENTEX MINING CORPORATION
(An Exploration Stage Company)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JANUARY 31, 2008 AND 2007
(Stated in U.S. Dollars)

1. NATURE OF OPERATIONS AND GOING CONCERN

Organization

The Company was incorporated in the State of Nevada, U.S.A., on December 21, 2001. The Company's name was changed to Argentex Mining Corporation on March 15, 2004. Effective September 6, 2007, holders representing approximately 51.82% of the Company's issued and outstanding common shares, adopted a resolution by way of written consent approving the re-domicile of the Company from the state of Nevada to the state of Delaware by way of merger of the Company into its wholly-owned Delaware subsidiary, Argentex Mining Corporation.

On November 5, 2007, the Nevada Secretary of State accepted for filing Articles of Merger providing for the merger of the Company with its wholly-owned subsidiary, Argentex Mining Corporation, a Delaware corporation, with the Delaware corporation being the surviving corporation in the merger. Also on November 5, 2007, a the Delaware Secretary of State accepted for filing a Certificate of Merger providing for the same merger. These filings complete the re-domicile of the Company from Nevada to Delaware, an effort previously approved by shareholders in connection with the Company's desire to obtain a listing for the Company's shares of common stock on the TSX Venture Exchange. On December 27, 2007, the Company received a letter from the TSX Venture Exchange, a Canadian stock exchange, conditionally approving the listing of the Company's common stock as a tier 2 mining issuer on the TSX Venture Exchange. Final accepting of the listing of the Company's common stock is subject to certain conditions set forth in the letter of conditional approval from the TSX Venture Exchange.

Exploration Stage Activities

The Company has been in the exploration stage since its formation and has not yet realized any revenues from its planned operations. It is primarily engaged in the acquisition and exploration of mining properties in Argentina.

Going Concern

The accompanying consolidated financial statements have been prepared assuming the Company will continue as a going concern. This contemplates that assets will be realized and liabilities and commitments satisfied in the normal course of business.

As shown in the accompanying consolidated financial statements, the Company has incurred a net loss of \$9,892,799 for the cumulative period from December 21, 2001 (inception) to December 31, 2008, and has no source of revenue. The future of the Company is dependent upon its ability to obtain financing and upon future profitable operations from the development of its mineral properties. Management has plans to seek additional capital through private placements and public offering of its capital stock. These conditions raise substantial doubt about the Company's ability to continue as a going concern. Although there are no assurances that management's plans will be realized, management believes that the Company will be able to continue operations in the future. The consolidated financial statements do not include any adjustments relating to the recoverability and classification of recorded assets, or the amounts of and classification of liabilities that might be necessary in the event the Company cannot continue in existence.

2. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements of the Company have been prepared in accordance with generally accepted accounting principles in the United States. Because a precise determination of many assets and liabilities is dependent upon future events, the preparation of consolidated financial statements for a period involves the use of estimates which have been made using careful judgement.

The consolidated financial statements have, in management's opinion, been properly prepared within reasonable limits of materiality and within the framework of the significant accounting policies summarized below:

ARGENTEX MINING CORPORATION
(An Exploration Stage Company)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
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(Stated in U.S. Dollars)

2. SIGNIFICANT ACCOUNTING POLICIES - Continued

Basis of Presentation

These consolidated financial statements include the accounts of the Company and its wholly owned United States subsidiary, SCRN Properties Ltd.. All inter-company transactions have been eliminated.

In prior years the consolidated financial statements included the accounts of the Company's wholly-owned Canadian subsidiary, Delbrook Mining Corp. ("Delbrook"). Since January 2004, the Company's activities have been focused on its exploration activities in Argentina, as a result during the year ended January 31, 2007, Delbrook was dissolved. Delbrook had no assets and its sole liability was to its Parent Company.

In accordance with generally accepted accounting principles in the United States financial statements for years prior to the dissolution of Delbrook are to be restated to eliminate the effect of Delbrook. Since Delbrook had no assets and its sole liability and its equity were eliminated on consolidation there is no effect on prior years' financial statements.

Cash and Cash Equivalents

Cash equivalents comprise certain highly liquid instruments with an original maturity of three months or less when purchased. As at January 31, 2008 and 2007, cash and cash equivalents consist of cash only.

Mineral Claim Payments and Exploration Expenditures

The Company expenses all costs related to the acquisition, maintenance and exploration of its unproven mineral properties to which it has secured exploration rights. If and when proven and probable reserves are determined for a property and a feasibility study prepared with respect to the property, then subsequent development costs of the property will be capitalized. To date the Company has not established the commercial feasibility of its exploration prospects, therefore all costs have been expensed.

Use of Estimates

The preparation of consolidated financial statements in conformity with United States generally accepted accounting principles requires management to make estimates and assumptions of future events that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the consolidated financial statements, and the reported amounts of revenues and expenses for the reporting period. Actual results could differ materially from those reported.

Foreign Currency Translation

The Company's functional currency is the U.S. dollar. Transactions in foreign currency are translated into U.S. dollars as follows:

- i) monetary items at the rate prevailing at the balance sheet date;
- ii) non-monetary items at the historical exchange rate;
- iii) revenue and expense at the average rate in effect during the applicable accounting period.

Exchange gains or losses arising on translation are included in income (loss) for the year.

Environmental Costs

Environmental expenditures that relate to current operations are charged to operations or capitalized as appropriate. Expenditures that relate to an existing condition caused by past operations, and which do not contribute to current or future revenue generation, are charged to operations. Liabilities are recorded when environmental assessments and/or remedial efforts are probable, and the cost can be reasonably estimated. Generally, the timing of these accruals coincides with the earlier of completion of a feasibility study or the Company's commitments to plan of action based on the then known facts.

ARGENTEX MINING CORPORATION
(An Exploration Stage Company)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JANUARY 31, 2008 AND 2007
(Stated in U.S. Dollars)

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Property and Equipment

Property and equipment, is recorded at cost and amortized on the declining balance basis at the following rates:

Office equipment and furniture and fixtures - 20%
Computer equipment - 30%

Income Taxes

The Company follows Statement of Financial Accounting Standards No. 109 – “Accounting for Income taxes” (SFAS 109). Pursuant to SFAS No. 109, deferred income tax assets and liabilities are computed for differences between the financial statement carrying amounts and the respective tax bases. Deferred tax assets and liabilities are measured using enacted or substantially enacted tax rates expected to apply to the taxable income in the periods in which those differences are expected to affect taxable income. Valuation allowances are established when necessary to reduce deferred income tax assets to the amount expected to be realized. Potential benefits of net operating losses have not been recognized in the financial statements because the Company cannot be assured it is more likely than not it will utilize the net operating losses carried forward in future years.

Stock-Based Compensation

Effective February 1, 2006, the Company adopted the provisions of SFAS No. 123(R) “*Share Based Payment*” (SFAS No. 123(R)). SFAS No. 123(R) requires employee equity awards to be accounted for under the fair value method. Accordingly, share-based compensation is measured at grant date based on the fair value of the award. No stock options were granted to employees during the year ended January 31, 2007, therefore no compensation expense is required to be recognized under provisions of SFAS No. 123(R).

Prior to February 1, 2006, the company accounted for awards granted to employees under its equity incentive plans using the intrinsic value method prescribed by Accounting Principles Board (APB) Opinion No. 25, “Accounting for Stock Issued to Employees” (APB 25), and related interpretations, and provided the required pro forma disclosures prescribed by SFAS No. 123, “*Accounting for Stock-Based Compensation*” (SFAS No. 123), as amended. No stock options were granted to employees during the year ended January 31, 2006 and accordingly, no compensation expense was recognized under APB No. 25 and no compensation expense was required to be recognized under provisions of SFAS No. 123(R) with respect to employees.

Under the modified prospective method of adoption for SFAS No. 123(R), the compensation cost recognized by the company beginning on February 1, 2006 includes (a) compensation cost for all equity incentive awards granted prior to, but not yet vested as of February 1, 2006, based on the grant-date fair value estimated in accordance with the original provisions of SFAS No. 123, and (b) compensation cost for all equity incentive awards granted subsequent to February 1, 2006, based on the grant-date fair value estimated in accordance with the provisions of SFAS No. 123(R). The company uses the straight-line attribution method to recognize share-based compensation costs over the service period of the award. Upon exercise, cancellation, forfeiture, or expiration of stock options, or upon vesting or forfeiture of restricted stock units, deferred tax assets for options and restricted stock units with multiple vesting dates are eliminated for each vesting period on a first-in, first-out basis as if each vesting period was a separate award. To calculate the excess tax benefits available for use in offsetting future tax shortfalls as of the date of implementation, the company followed the alternative transition method discussed in FASB Staff Position No. 123(R)-3.

Impairment and Disposal of Long-Lived Assets

The carrying value of intangible assets and other long-lived assets are reviewed on a regular basis for the existence of facts or circumstances that may suggest impairment, in accordance with SFAS No. 144, “*Accounting for the Impairment or Disposal of Long-Lived Assets*”. For assets that are to be held and used, an impairment loss is recognized when the estimated undiscounted future cash flows associated with the asset or group of assets is less than their carrying value. If impairment exists, an adjustment is made to write the asset down to its fair value, and a loss is recorded as the difference between the carrying value and fair value.

ARGENTEX MINING CORPORATION
(An Exploration Stage Company)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JANUARY 31, 2008 AND 2007
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2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Comprehensive Income (Loss)

The Company follows SFAS No. 130, "*Reporting Comprehensive Income*", which establishes standards for the reporting and display of comprehensive income, its components and accumulated balances in financial statements. The Company has no items that represent comprehensive income (loss).

Financial Instruments

The Company's financial instruments consist of cash and cash equivalents and accounts payable and accrued liabilities. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest, or credit risks arising from these financial instruments. The fair values of these financial instruments approximate their carrying values.

The Company operates outside of the United States of America and is exposed to foreign currency risk due to the fluctuation between the currency in which the Company operates in and the United States Dollars.

Accounting for Derivative Instruments and Hedging Activities

The Company has adopted SFAS No. 133, "*Accounting for Derivative Instruments and Hedging Activities*", which requires companies to recognize all derivatives contracts as either assets or liabilities in the balance sheet and to measure them at fair value. If certain conditions are met, a derivative may be specifically designated as a hedge, the objective of which is to match the timing of gain or loss recognition on the hedging derivative with the recognition of (i) the changes in the fair value of the hedged asset or liability that are attributable to the hedged risk or (ii) the earnings effect of the hedged forecasted transaction. For a derivative not designated as a hedging instrument, the gain or loss is recognized in income in the period of change.

The Company has not entered into derivative contracts either to hedge existing risks or for speculative purposes. The adoption of this pronouncement does not have an impact on the Company's financial statements.

Earnings (Loss) Per Share

The Company computes net income (loss) per share in accordance with SFAS No. 128, "*Earnings per Share*" which requires presentation of both basic and diluted earnings per share ("EPS") on the face of the income statement. Basic EPS is computed by dividing net income (loss) available to common shareholders by the weighted average number of common shares outstanding during the year. Diluted EPS gives effect to all dilutive potential common shares outstanding during the period using the treasury stock method. In computing diluted EPS, the average stock price for the period is used in determining the number of shares assumed to be purchased from the exercise of stock options or warrants. Diluted EPS excludes all dilutive potential shares if their effect is anti-dilutive. Because the Company does not have any potentially dilutive securities only basic loss per share is presented in the accompanying financial statements.

Asset Retirement Obligations

The Company follows SFAS No. 143, "*Accounting for Asset Retirement Obligations*", which addresses financial accounting and reporting for obligations associated with the retirement of tangible long-lived assets and the associated retirement costs. The standard applies to legal obligations associated with the retirement of long-lived assets that result from the acquisition, construction, development and normal use of the asset.

SFAS No. 143 requires that the fair value of a liability for an asset retirement obligation be recognized in the period in which it is incurred if a reasonable estimate of fair value can be made. The fair value of the liability is added to the carrying amount of the associated asset and this additional carrying amount is depreciated over the life of the asset. The liability is accreted at the end of each period through charges to operating expense. If the obligation is settled for other than the carrying amount of the liability, the Company will recognize a gain or loss on settlement.

ARGENTEX MINING CORPORATION
(An Exploration Stage Company)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
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(Stated in U.S. Dollars)

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Recent Accounting Pronouncements

In September 2006, FASB issued SFAS No. 157 ("SFAS 157"), "Fair Value Measurements." Among other requirements, SFAS 157 defines fair value and establishes a framework for measuring fair value and also expands disclosure about the use of fair value to measure assets and liabilities. SFAS 157 is effective for fiscal years beginning after November 15, 2007.

In February 2007, the FASB issued SFAS No. 159, "The Fair Value Option for Financial Assets and Financial Liabilities," including an amendment of FASB Statement No. 115. This pronouncement permits entities to choose to measure eligible financial instruments at fair value as of specified dates. Such election, which may be applied on an instrument by instrument basis, is typically irrevocable once elected. SFAS 159 is effective for fiscal years beginning November 15, 2007, and early application is allowed under certain circumstances.

The adoption of these new pronouncements is not expected to have a material effect on the Company's consolidated financial position or results of operations.

In December 2007, the FASB issued SFAS No. 141R, "Business Combinations" which changes how business acquisitions are accounted. SFAS 141R requires the acquiring entity in a business combination to recognize all (and only) the assets acquired and liabilities assumed in the transaction and establishes the acquisition-date fair value as the measurement objective for all assets acquired and liabilities assumed in a business combination. Certain provisions of this standard will, among other things, impact the determination of acquisition-date fair value of consideration paid in a business combination (including contingent considerations); exclude transaction costs from acquisition accounting; and change accounting practices for acquired contingencies, acquisition-related restructuring costs, in-process research and development, indemnification assets and tax benefits. SFAS No. 141R is effective for business combinations and adjustments to an acquired entity's deferred tax asset and liability balances occurring after December 31, 2008. The Company is currently evaluating the future impacts and disclosure of this standard.

In December 2007, the FASB issued SFAS No. 160, "Non-controlling Interests in Consolidated Financial Statement, an amendment of ARB No. 51," which establishes new standards governing the accounting for and reporting of noncontrolling interests (NCI) in partially owned consolidated subsidiaries and the loss of control of subsidiaries. Certain provisions of this standard indicate, among other things, that NCIs (previously referred to as minority interests) be treated as a separate component of equity, not as a liability; that increases and decreases in the parent's ownership interest that leave control intact be treated as equity transactions, rather than as step acquisitions or dilution gains or losses; and that losses of a partially owned consolidated subsidiary be allocated to the NCI even when such allocation might result in a deficit balance. This standard also requires changes to certain presentation and disclosure requirements. SFAS No. 160 is effective beginning January 1, 2009. The provisions of the standard are to be applied to all NCIs prospectively, except for the presentation and disclosure requirements, which are to be applied retrospectively to all periods presented. The Company is currently evaluating the future impacts and disclosure of this standard.

In June 2006, the FASB issued interpretation No. 48, "Accounting for Uncertainty in Income Taxes-an interpretation of FASB Statement No. 109" ("FIN 48"). This interpretation prescribes a recognition threshold and measurement attribute for tax positions taken or expected to be taken in a tax return. This interpretation also provides guidance on de-recognition, classification, interest and penalties, accounting in interim periods, disclosure and transition. The evaluation of a tax position in accordance with this interpretation is a two-step process. In the first step, recognition, the Company determines whether it is more-likely-than-not that a tax position will be sustained upon examination, including resolution of any related appeals or litigation processes, based on the technical merits of the position.

ARGENTEX MINING CORPORATION
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2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Recent Accounting Pronouncements - continued

The second step addresses measurement of a tax position that meets the more-likely-than-not criteria. The tax position is measured at the largest amount of benefit that is greater than 50 percent likely of being realized upon ultimate settlement. Differences between tax positions taken in a tax return and amounts recognized in the financial statements will generally result in a) an increase in a liability for income taxes payable or a reduction of an income tax refund receivable, b) a reduction in a deferred tax asset or an increase in a deferred tax liability or c) both a and b. Tax positions that previously failed to meet the more-likely-than-not recognition threshold should be recognized in the first subsequent financial reporting period in which that threshold is met. Previously recognized tax positions that no longer meet the more-likely-than-not recognition threshold should be de-recognized in the first subsequent financial reporting period in which that threshold is no longer met. Use of a valuation allowance as described in FAS 109 is not an appropriate substitute for the de-recognition of a tax position. The requirement to assess the need for a valuation allowance for deferred tax assets based on sufficiency of future taxable income is unchanged by this interpretation. This Interpretation is effective for fiscal years beginning after December 15, 2006.

The Company will adopt these policies when required. The implementation of these new standards is not expected to have a material effect on the Company's financial statements.

3. PROPERTY AND EQUIPMENT

	January 31, 2008		
	Cost	Accumulated Depreciation	Net Book Value
Office equipment	\$ 12,863	\$ 322	\$ 12,541
Furniture and fixtures	5,741	144	5,597
Computer equipment	10,516	2,591	7,925
	<u>\$ 29,120</u>	<u>\$ 3,057</u>	<u>\$ 26,063</u>

	January 31, 2007		
	Cost	Accumulated Depreciation	Net Book Value
Office equipment	\$ 116	\$ 17	\$ 99
Computer equipment	4,056	1,392	2,664
	<u>\$ 4,172</u>	<u>\$ 1,409</u>	<u>\$ 2,763</u>

4. MINERAL PROPERTY INTERESTS

a) Pinguino Property

Pursuant to the terms of a mineral property option agreement, dated February 24, 2004, between the Company and An affiliate of an ex-director, the Company acquired an option to acquire a 100% interest in and to certain mineral claims located in the Santa Cruz Province of the Republic of Argentina, known as the "Pinguino Property" totaling 24,710 acres.

The agreement requires the following payments in order to acquire the property: CAD\$50,000 on or before July 1, 2004 (paid); CAD\$75,000 on or before July 1, 2005 (paid); CAD\$100,000 on or before July 1, 2006 (paid); CAD\$100,000 on or before July 1, 2007 (paid); and CAD\$125,000 on or before July 1, 2008. The agreement is subject to a 2% net smelter royalty. The Company has the right at any time up to 60 days after commencement of commercial production to repurchase either one-half of the royalty for \$1,000,000 or all of the royalty for \$2,000,000.

ARGENTEX MINING CORPORATION
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4. MINERAL PROPERTY INTERESTS (continued)

a) Pinguino Property - continued

The Agreement also provides for an "area of interest" such that, in the event that the optionor records any property claims within five (5) kilometers of the boundaries of the property, such claims will become subject to the mineral property option agreement.

b) Dyakowski Property

- i) Pursuant to the terms of a Mineral Property Acquisition Agreement, dated February 24, 2004, between the Company and an affiliate of an ex-director of the Company, the Company acquired certain mineral claims located in the Santa Cruz Province of the Republic of Argentina, known as the "Dyakowski Property" for total consideration of 833,333 common shares of the Company (subsequently increased, as a result of a stock dividend, to 2,499,999). The shares have been issued and are subject to an Escrow Agreement whereby the shares will be released to the Seller or returned to treasury as follows: the Company incurring exploration expenditures of at least \$100,000 – release of 166,666 common shares; additional expenditures of at least \$400,000 – release of an additional 166,667 common shares; additional expenditures of at least \$500,000 – release of an additional 166,667 common shares; Company's geologist recommends further exploration – release of the remaining 333,333 common shares.

At the time of each release to the Seller, if the Company's geologist determines the Property no longer has merit all common shares remaining in escrow shall be returned to the treasury of the Company and title to the Property shall be transferred to the Company.

- ii) In addition, pursuant to the terms of a Share Purchase Agreement, dated February 24, 2004, between the Company and an affiliate of an ex-director of the Company, the Company acquired a 100% interest in SCR N Properties Ltd. ("SCR N"), a Delaware corporation, the sole asset of which consisted of certain mineral claims located in the Rio Negro Province of the Republic of Argentina, known as the "SCR N Property", for total consideration of 833,333 common shares of the Company (subsequently increased, as a result of a stock dividend, to 2,499,999). The shares have been issued and are subject to an Escrow Agreement identical to the terms of the escrow agreement related to the Mineral Property Acquisition Agreement for the "Dyakowski Property", disclosed immediately above. The Dyakowski Property and the SCR N Property total 128,964 acres. The Mineral Property Acquisition Agreement and the Share Purchase agreement also provide for an "area of interest" such that, in the event that the Vendor records any property claims within five (5) kilometres of the boundaries of either the Dyakowski Property or the SCR N Property, such claims will become subject to the respective Agreements.

During the year ended January 31, 2006, the Seller and the Company agreed to the return and cancellation of 4,749,998 of the escrow shares and the immediate release from escrow of the remaining 250,000 shares. The Company accounted for the return and cancellation as a reduction of the acquisition of the related mineral properties in the current year.

c) Condor Property

Pursuant to the terms of a mineral property acquisition agreement, dated February 20, 2004, between the Company and an affiliate of an ex-director, the Company acquired 100% interest in and to certain mineral claims located in the Santa Cruz Province of the Republic of Argentina, known as the "Condor Property" totalling 24,710 acres, subject to a 2% net smelter returns royalty in favour of a director. As consideration for the Condor Property, the Company paid to the vendor CAD\$10,000. The Company has the right to repurchase either one-half of the royalty for CAD\$1,000,000 or all of the royalty for CAD\$2,000,000.

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4. MINERAL PROPERTY INTERESTS (continued)

a. Storm Cat Property

Pursuant to the terms of a mineral property acquisition agreement, dated February 20, 2004, between the Company and an affiliate of an ex-director, the Company acquired 100% interest in and to certain mineral claims located in the Santa Cruz and Rio Negro Provinces of the Republic of Argentina, known as the "Storm Cat Property" totalling 32,766 acres. As consideration for the Storm Cat Property the Company paid to the vendor the CAD\$10,000.

e) British Columbia Claims

In February, 2006, the Company acquired a group of mineral exploration claims located in the Revelstoke area of British Columbia, Canada. The group of claims consists of 5 tenures and the process of transferring title was initiated March 31, 2006. The total purchase amount was \$903.

Mineral property interest expense reflected in the accompanying consolidated statement of operations relate to the following projects:

	Year Ended January 31, 2008	Year Ended January 31, 2007	Cumulative period from Inception (December 21, 2001) to January 31, 2008
Pinguino Project:			
Acquisition	\$ 93,700	\$ 91,463	\$ 289,715
Assaying, testing and analysis	44,187	58,339	212,250
Camp and field supplies	371,620	139,802	846,299
Drilling	866,921	610,932	1,803,803
Geological and geophysical	106,596	117,392	489,094
Travel and accommodation	25,757	18,327	70,764
	<u>1,508,781</u>	<u>1,036,255</u>	<u>3,711,925</u>
Condor Project:			
Acquisition	-	-	7,528
Camp and field supplies	-	-	198
Geological and geophysical	-	-	4,185
	<u>-</u>	<u>-</u>	<u>11,911</u>
Santa Cruz Properties:			
Acquisition	6,294	3,842	17,131
	<u>6,294</u>	<u>3,842</u>	<u>17,131</u>
Rio Negro Properties:			
Camp and field supplies	-	-	51,836
Geological and geophysical	3,738	-	36,659
Travel and accommodation	-	-	9,614
	<u>3,738</u>	<u>-</u>	<u>98,109</u>
Other:	-	15,948	31,405
	<u>\$ 1,518,813</u>	<u>\$ 1,056,045</u>	<u>\$ 3,870,481</u>

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5. CONVERTIBLE PROMISSORY NOTES

Convertible promissory notes payable were unsecured and consisted of the following amounts:

Date Issued	Maturity	Interest Rate	January 31, 2008	January 31, 2007
Convertible Notes Payable				
December 2004	On demand, converted to stock in 2008	10%	\$ -	\$ 250,000
March 2006	On demand, converted to stock in 2008	8%	-	500,000
March 2006	On demand, converted to stock in 2008	8%	-	500,000
			<u>\$ -</u>	<u>\$ 1,250,000</u>

6. PROMISSORY NOTES PAYABLE

Convertible promissory notes were unsecured and consisted of the following amounts:

Maturity	Interest Rate	January 31, 2008	January 31, 2007
Notes payable			
To a related party:			
On demand, repaid in 2008	6%	\$ -	\$ 90,410
Other:			
August 28, 2006, repaid in 2008	\$5,000 flat rate	\$ -	\$ 100,000

The 10% convertible promissory note was payable on demand and convertible into common shares, at the note holder's option, at a conversion price of \$0.90 per share ("Conversion Price") or lesser adjusted amount determined as follows:

- a) If the Company issues securities for a per share or conversion or exercise price which is less than the Conversion Price, then the Conversion Price shall be reduced to that lower price, or
- b) If the Company ceases to devote the majority of its resources to the exploration and development of its Argentinean mineral properties or fails to make the required payments with respect to its Pinguino property, then the conversion price shall become the lower of the Conversion Price or 75% of the average trailing five day bid price of the Company's common stock on the Over-The-Counter Bulletin Board.

The full principal amount of the note was due upon default under the terms of the note. Following a private placement in June 2005, the conversion price was reduced to \$0.30. At the time of the reduction of the conversion price, the Company's shares were trading at approximately \$0.50 per share resulting in a benefit to the note holder. In accordance with Financial Accounting Standards Board's Emerging Issues Task Force Issue Number 00-27 - *Application of Issue No. 98-5 to Certain Convertible Instruments*, a calculated benefit in the amount of \$333,333 was included in interest expense for the year ended January 31, 2006.

In March 2006, \$250,000 of the principal amount was converted to 833,333 common shares and the terms of repayment for the balance of the note were amended to be payable on demand but not before October 18, 2007. In June 2007, the balance of the note and accrued interest was converted to 982,420 common shares.

The 8% convertible promissory notes issued March 21, 2006 could be prepaid at any time without penalty. Upon 90 days notice by the holder, the notes were convertible into common shares of the Company at a conversion price of \$0.40 per share. The promissory notes were due on demand, but the holder agreed that it could not make demand until August 27, 2007. In May 2007, the balance of the notes and accrued interest was converted to 2,738,356 common shares.

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7. SHARE CAPITAL

Stock Transactions

- a. In June 2005, 675 non-voting Series A convertible preferred shares were converted into 750,000 common shares.
- b. During June 2005, the Company issued 666,667 Units at a price of \$0.30 per unit for total proceeds of \$200,000. Each Unit was comprised of one common share and the right to purchase one additional common share at \$0.40 per share until June 30, 2007.
- c. In August 2005, 4,749,998 escrowed shares were returned to the treasury (Note 8(a)).
- d. In March 2006, the Company issued 833,333 common shares on the conversion \$250,000 of a promissory note. (Note 5)
- e. In July 2006, the Company issued 200,000 common shares for proceeds of \$50,000 on the exercise of stock options.
- f. On October 2 2006, the Company completed a private placement and issued 105,000 units for gross proceeds of \$105,000. Each unit consisted of one common share and one half of one share purchase warrant. Each whole warrant entitles the holder to acquire one additional common share at \$1.75 per share on or before October 2, 2008.
- g. On October 6, 2006, the Company completed a private placement and issued 145,000 units for gross proceeds of \$145,000. Each unit consisted of one common share and one half of one share purchase warrant. Each whole warrant entitles the holder to acquire one additional common share at \$1.75 per share on or before October 6, 2008. In the case of each private placement, each whole warrant will entitle the holder to purchase one additional common at a purchase price of \$1.75 for a period of 24 months from the closing date; provided, however, that if at any time the average closing price for shares of the Company's common stock on either the TSX Venture Exchange in Canada or the OTC-Bulletin Board in the United States exceeds \$2.25 for a period of 20 trading days or more, the Company shall have the right, upon written notice to the subscriber, to reduce the exercise period of the warrants to a period of 30 days beginning on the date of the written notice. The Company incurred expenses of \$17,432 in the form of finder's fees for net proceeds of \$282,547 for both private placements.
- h. On November 20, 2006, the Company completed a private placement and issued 348,400 units for gross proceeds of \$348,400. Each unit consisted of one common share and one half of one share purchase warrant. Each whole warrant entitles the holder to acquire one additional common share at \$1.75 per share on or before November 20, 2008. In the case of each private placement, each whole warrant will entitle the holder to purchase one additional common at a purchase price of \$1.75 for a period of 24 months from the closing date; provided, however, that if at any time the average closing price for shares of the Company's common stock on either the TSX Venture Exchange in Canada or the OTC-Bulletin Board in the United States exceeds \$2.25 for a period of 20 trading days or more, the Company shall have the right, upon written notice to the subscriber, to reduce the exercise period of the warrants to a period of 30 days beginning on the date of the written notice.
- i. On November 28, 2006, the Company completed a private placement and issued 500,000 units for gross proceeds of \$500,000. Each unit consisted of one common share and one half of one share purchase warrant. Each whole warrant entitles the holder to acquire one additional common share at \$1.75 per share on or before November 28, 2008. In the case of each private placement, each whole warrant will entitle the holder to purchase one additional common at a purchase price of \$1.75 for a period of 24 months from the closing date; provided, however, that if at any time the average closing price for shares of the Company's common stock on either the TSX Venture Exchange in Canada or the OTC-Bulletin Board in the United States exceeds \$2.25 for a period of 20 trading days or more, the Company shall have the right, upon written notice to the subscriber, to reduce the exercise period of the warrants to a period of 30 days beginning on the date of the written notice. The Company incurred expenses of \$42,750 in the form of finder's fees for net proceeds of \$427,250 for both private placements.

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7. SHARE CAPITAL - Continued

- j. On December 13, 2006, the Company issued 30,000 common shares to two employees as a bonus. The fair value of the shares at the date of issue was \$49,500.
- k. On December 13, 2006, the Company completed a private placement and issued 28,000 units for gross proceeds of \$28,000. Each unit consisted of one common share and one half of one share purchase warrant. Each whole warrant entitles the holder to acquire one additional common share at \$1.75 per share on or before December 13, 2008. In the case of each private placement, each whole warrant will entitle the holder to purchase one additional common at a purchase price of \$1.75 for a period of 24 months from the closing date; provided, however, that if at any time the average closing price for shares of the Company's common stock on either the TSX Venture Exchange in Canada or the OTC-Bulletin Board in the United States exceeds \$2.25 for a period of 20 trading days or more, the Company shall have the right, upon written notice to the subscriber, to reduce the exercise period of the warrants to a period of 30 days beginning on the date of the written notice.
- l. On January 18, 2007, the Company completed a private placement and issued 408,100 units for gross proceeds of \$408,100. Each unit consisted of one common share and one half of one share purchase warrant. Each whole warrant entitles the holder to acquire one additional common share at \$1.75 per share on or before January 18, 2009. In the case of each private placement, each whole warrant will entitle the holder to purchase one additional common at a purchase price of \$1.75 for a period of 24 months from the closing date; provided, however, that if at any time the average closing price for shares of the Company's common stock on either the TSX Venture Exchange in Canada or the OTC-Bulletin Board in the United States exceeds \$2.25 for a period of 20 trading days or more, the Company shall have the right, upon written notice to the subscriber, to reduce the exercise period of the warrants to a period of 30 days beginning on the date of the written notice.
- m. On February 27, 2007, the Company completed a private placement and issued 130,720 units for gross proceeds of \$156,864. Each unit consisted of one common share and one half of one share purchase warrant. Each whole warrant entitles the holder to acquire one additional common share at \$1.85 per share on or before February 27, 2009. The Company incurred share issue costs of \$12,708, including finder's fees in the amount of \$11,340, in relation to the private placement.
- n. During the quarter ended April 30, 2007, the Company issued 666,666 common shares for proceeds of \$214,667 on the exercise of stock options.
- o. On May 31, 2007, the Company issued 982,420 common shares on the conversion \$250,000 of a promissory note and accrued interest of \$44,726 (Note 5).
- p. On May 31, 2007, the Company issued 1,369,178 common shares on the conversion \$500,000 of a promissory note and accrued interest of \$47,671 (Note 5).
- q. On May 31, 2007, the Company issued 1,369,178 common shares on the conversion \$500,000 of a promissory note and accrued interest of \$47,671 (Note 5).
- r. On May 11, 2007, the Company issued 150,000 common shares to four employees as a bonus. The fair value of the shares at the date of issue was \$202,500.
- s. On July 4, 2007, the Company completed a private placement and issued 1,800,000 units for gross proceeds of \$2,070,000. Each unit consisted of one common share and one half of one share purchase warrant. Each whole warrant entitles the holder to acquire one additional common share at \$1.50 per share on or before July 4, 2009.
- t. During the quarter ended July 31, 2007, the Company issued 666,667 common shares for proceeds of \$266,667 on the exercise of warrants.

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7. SHARE CAPITAL - Continued

- u. On August 7, 2007, the Company issued 180,000 Units to a finder in payment of a finder's fee due pursuant to a finders' fee agreement dated July 27, 2007. Each Unit consisted of one common share and one-half of one common share purchase warrant. Each whole common share purchase warrant is exercisable into one common share at a price of \$1.50 per warrant share until July 4, 2009. This finder's fee was paid for services rendered by the finder, a registered broker-dealer, for services rendered in connection with a private placement with a qualified institutional buyer that the Company completed on July 4, 2007.

Share purchase warrants

Share purchase warrant transactions are summarized as follows:

	Number of Shares	Weighted Average Exercise Price
Balance at January 31, 2006	666,667	\$ 0.40
Issued	<u>767,250</u>	<u>1.75</u>
Balance at January 31, 2007	1,433,917	1.12
Issued	1,963,637	1.40
Exercised	<u>(666,667)</u>	<u>0.40</u>
Balance at January 31, 2008	<u>2,730,887</u>	<u>\$ 1.50</u>

At January 31, 2008, the following share purchase warrants were outstanding and exercisable:

Number of shares	Exercise Price	Expiry Date
52,500	\$ 1.75	October 2, 2008
72,500	\$ 1.75	October 10, 2008
174,200	\$ 1.75	November 20, 2008
250,000	\$ 1.75	November 28, 2008
14,000	\$ 1.75	December 13, 2008
204,050	\$ 1.75	January 18, 2009
73,637	\$ 1.85	February 28, 2009
900,000	\$ 1.25	April 13, 2009
900,000	\$ 1.50	July 4, 2009
90,000	\$ 1.50	July 4, 2009
<u>2,730,887</u>		

On April 13, 2007 the Company entered into a consulting agreement with a company controlled by the President of the Company to provide the services of the President to the Company. Consideration under the Agreement included the issuance of 900,000 warrants exercisable at \$1.25 for a two year period. The warrants were valued, using the Black Scholes valuation model, at \$712,000 and recorded as stock based compensation in the financial statements. The assumptions used in the Black Scholes model were: risk free interest rate - 4.7%; expected life of the warrants - 2 years; annualized volatility - 4.7%; and dividend rate - 0%.

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7. SHARE CAPITAL – Continued

Stock Options

On February 16, 2005 our board of directors approved our 2005 Incentive Stock Plan, or 2005 Incentive Plan. Under the 2005 Incentive Plan, options may be granted only to our directors, officers, employees and consultants as determined by our board of directors. Pursuant to the Plan, we reserved for issuance 2,500,000 shares of our common stock. As at January 31, 2008, there were 10,000 shares of our common stock still available for future grant under the plan.

On November 10, 2007, the board of directors approved the adoption of the 2007 Stock Option Plan which permits the Company to issue up to 5,662,310 shares of common stock to Company directors, officers, employees and consultants. Adoption of the 2007 Stock Option Plan is subject to approval by the TSX Venture stock exchange, with which the Company has filed an application for a listing, and to approval of stockholders. As of January 31, 2008, there were 5,562,310 shares of our common stock still available for future grant under the 2007 Stock Option Plan.

Stock option transactions are summarized as follows:

	Number of Shares	Weighted Average Exercise Price
Balance at January 31, 2006	1,420,000	\$ 0.25
Granted	920,000	0.53
Exercised	<u>(200,000)</u>	<u>0.25</u>
Balance at January 31, 2007	2,140,000	0.37
Granted	250,000	1.26
Expired	0	-
Exercised	<u>(666,666)</u>	<u>0.32</u>
Balance at January 31, 2008	<u>1,723,334</u>	<u>\$ 0.52</u>

The weighted average fair value per stock option granted during the year ended January 31, 2008 was \$0.86 (2007 - \$0.92).

At January 31, 2007, the following stock options were outstanding and exercisable:

Number of shares	Exercise Price	Expiry Date
270,000	\$ 0.25	December 13, 2009
50,000	\$ 0.25	June 29, 2010
400,000	\$ 0.49	February 7, 2011
200,000	\$ 0.58	February 9, 2011
120,000	\$ 0.62	March 10, 2010
433,334	\$ 0.25	June 26, 2015
150,000	\$ 1.35	May 11, 2011
100,000	\$ 1.13	November 13, 2012
<u>1,723,334</u>		

The fair value of stock options granted during the year ended January 31, 2008 was \$216,165 (2007 - \$137,472) which is being recognized over the options vesting periods. Total stock-based compensation recognized during the year ended January 31, 2008 was \$1,114,676 (2007 - \$1,022,479). Stock-based compensation has been recorded in the consolidated statements of operations as stock-based compensation expenses with corresponding additional paid-in capital recorded in stockholders' equity.

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7. SHARE CAPITAL – Continued

Stock-based compensation

The following weighted average assumptions were used for the Black-Scholes valuations of stock options granted during the period:

	Year Ended January 31, 2008	Year Ended January 31, 2007
Risk-free interest rate	4.17%	3.98%
Expected life of options	4.4 years	4.9 years
Annualized volatility	90%	119%
Dividend rate	0%	0%

8. RELATED PARTY TRANSACTIONS

- a) Effective November 1, 2005, the Company entered into a management agreement with an officer for a period of 14 months at CAD\$2,500 per month. During the year ended January 31, 2008, the Company paid consulting fees of \$31,645 (2007 - \$26,413) relating to this management agreement.
- b) On July 1, 2006, a director and officer of the Company advanced \$90,410 to the Company. The advance was due on demand, bore interest at 6% and was secured by a promissory note. The note was repaid on March 12, 2007.
- c) In April, 2007, the Company entered into a Consulting Agreement with Frontera Geological Services Ltd., a company wholly-owned by the Company's President. Under the agreement, Frontera Geological Services Ltd. agreed to make the President available to the Company on a substantially full-time basis (approximately 80% of his working hours) to serve as President for a term of two years from the date of the agreement. In exchange, the Company agreed to pay a fee to Frontera Geological Services Ltd. consisting of cash in the amount of CAD\$9,000 per month and agreed to issue to the Company's president 900,000 share purchase warrants. Each share purchase warrant may be exercised into one common share of the Company at an exercise price of \$1.25 until they expire on April 13, 2012. If (a) during the period beginning on April 13, 2007 and expiring on April 13, 2008, the Company has income equal to or greater than \$5,000,000 from all sources (including revenue from operations, sale of properties or any interest therein, sale of equity and similar income but excluding income from the sale of debt securities), or (b) during the period beginning on April 13, 2007 and expiring on April 13, 2009, the average price for the Company's common shares on any single market for 20 consecutive trading-days equals or exceeds \$3.00 then, in either of such events, the Company has agreed to issue 250,000 common shares as an incentive bonus.

During the year ended January 31, 2008 the Company paid consulting fees of \$113,921 (2007 - \$95,086) and recorded stock based compensation of \$712,000 (2006 - \$NIL) relating to this consulting agreement and a predecessor agreement.

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9. SEGMENTED INFORMATION

At January 31, 2008, the Company and its subsidiary operate in one reportable segment, being the exploration for and the development of mining properties in Argentina. Identifiable assets, revenues and net loss in each geographic area are as follows:

	January 31, 2008	January 31, 2007
<hr/>		
Identifiable assets		
Canada	\$ 839,400	\$ 892,560
Argentina	62,458	12,038
	<u>\$ 901,858</u>	<u>\$ 904,598</u>
<hr/>		
	Year Ended January 31, 2008	Year Ended January 31, 2007
<hr/>		
Loss for the year		
Canada	\$ 1,977,911	\$ 1,223,677
Argentina	1,710,403	1,107,832
	<u>\$ 3,688,314</u>	<u>\$ 2,331,509</u>

10. INCOME TAX

Tax effects of temporary differences that give rise to deferred tax assets at January 31, 2008 and 2007 are as follows:

	January 31, 2008	January 31, 2007
<hr/>		
Net operating loss carry forwards	\$ 2,647,000	\$ 1,778,000
Valuation allowance	(2,647,000)	(1,778,000)
	<u>\$ -</u>	<u>\$ -</u>

At January 31, 2008, the Company had losses carried forward totaling \$8,065,642 available to reduce future years' income tax for income tax purposes which expire in various years to 2027. The provision for income taxes differs from the amount computed by applying the statutory federal income tax rate of 34% (2007 - 34%) to net loss for the year. The sources and tax effect of the differences are as follows:

	Year Ended January 31, 2008	Year Ended January 31, 2007
<hr/>		
Computed "expected" tax benefit	\$ 1,254,000	\$ 793,000
Items not deductible for tax purposes	(384,000)	(162,000)
Change in valuation allowance	(870,000)	(631,000)
	<u>\$ -</u>	<u>\$ -</u>

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11. SUBSEQUENT EVENTS

On March 20, 2008, the Company sold 2,116,000 units to 13 investors in the first tranche of a brokered private placement at a purchase price of \$1.25 per unit, raising gross proceeds of \$2,645,000. Each unit consists of one common share and one-half of one non-transferable share purchase warrant exercisable at \$1.60 for a period of 18 months. The Company paid a cash commission of \$185,180 to an agent for services rendered in the transaction. The agent applied \$92,500 of this cash commission towards the purchase of an additional 74,000 units (issued for the same unit price and on the same terms as the units issued to the thirteen purchasers in the brokered private placement).

On March 20, 2008, the Company issued an aggregate of 190,440 agent's warrants to the agent and a co-operating broker as a commission for the proceeds raised by the agent and the co-operating broker in the first tranche of the brokered private placement. Each agent's warrant entitles the holder to purchase one common share of the company at an exercise price of \$1.30 for a period of 18 months.

On March 20, 2008, the Company sold 80,000 units to one investor at a purchase price of \$1.25 per unit, raising gross proceeds of \$100,000. The terms and price of this transaction were identical to the terms and pricing of the brokered private placement closed by the company on March 20 and 25, 2008, as described above, except that this sale of units was made in a non-brokered private placement.

On March 25, 2008, the Company sold an additional 884,000 units to three investors in the second tranche of the brokered private placement at a purchase price of \$1.25 per unit, raising gross proceeds of \$1,105,000. The terms and price of the transaction were identical to those in the first tranche (see above). The Company paid a cash commission of \$77,350 to an agent for services rendered in the closing the second tranche of this transaction.

On March 25, 2008, the Company issued an aggregate of 79,560 agent's warrants to the agent and a co-operating broker as a commission for the proceeds raised by the agent and the co-operating broker in the second tranche of the brokered private placement. Each agent's warrant entitles the holder to purchase one common share of the company at an exercise price of \$1.30 for a period of 18 months.

On March 25, 2008, the Company issued 25,000 share purchase warrants to a Canadian agent as part of the consideration for the Canadian agent's services in acting as the Company sponsor regarding the Company's listing application to the Canadian TSX Venture Stock Exchange. These share purchase warrants entitle the holder to purchase one share of the Company's common stock at a price of \$1.34 until March 25, 2009.

Item 8. Changes In and Disagreements With Accountants on Accounting and Financial Disclosure.

None.

Item 8A. Disclosure Controls and Procedures

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our reports filed under the *Securities Exchange Act of 1934*, as amended, is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, and that such information is accumulated and communicated to our management, including our principal executive officer (our president) and our principal accounting and financial officer (our chief financial officer) to allow for timely decisions regarding required disclosure. In designing and evaluating our disclosure controls and procedures, our management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and our management is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

As of January 31, 2008, the year end period covered by this report, we carried out an evaluation, under the supervision and with the participation of our management, including our principal executive officer and our principal accounting officer, of the effectiveness of the design and operation of our disclosure controls and procedures. Based on the foregoing, our president and chief executive officer and our chief financial officer concluded that our disclosure controls and procedures were effective as of the end of the period covered by this quarterly report.

There have been no significant changes in our internal controls over financial reporting that occurred during the fiscal year ended January 31, 2008 that have materially or are reasonably likely to materially affect, our internal controls over financial reporting.

Management's Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. Our management has employed a framework consistent with Exchange Act Rule 13a-15(c), to evaluate our internal control over financial reporting described below. Our internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation and fair presentation of financial statements for external purposes in accordance with generally accepted accounting principals.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management conducted an evaluation of the design and operation of our internal control over financial reporting as of January 31, 2008 based on the criteria set forth in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. This evaluation included review of the documentation of controls, evaluation of the design effectiveness of controls, testing of the operating effectiveness of controls and a conclusion on this evaluation.

In performing the assessment, management identified material weaknesses in our internal control processes regarding information technology systems. These weaknesses included inadequate security, inadequate restricted access to systems and insufficient disaster recovery plans. Management has also identified material weaknesses in our internal control processes over the accounting for income taxes, including deferred tax assets and the availability of resource expenditures in foreign jurisdictions. Management has also identified material weaknesses in our internal control processes over procurement and disbursements, primarily related to lack of segregations of duties. Because of these material weaknesses, our management believes that as of January 31, 2008, our company's internal controls over financial reporting were not effective. We are addressing these weaknesses as described below under the section heading "Changes in Internal Control Over Financial Reporting". Because of the material weaknesses

described above, our management believes that as of January 31, 2008, our internal controls over financial reporting was not effective.

This report does not include an attestation report of our registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by our company's registered public accounting firm pursuant to temporary rules of the SEC that permit our company to provide only management's report in this Annual Report on Form 10-KSB.

Changes In Internal Controls Over Financial Reporting

During the period covered by this Annual Report on Form 10-KSB, we have not been able to remediate the material weaknesses identified above. We plan to implement changes in internal control over financial reporting during our fiscal year ending January 31, 2009 in order to mitigate existing weaknesses.

Our management, including our Chief Executive Officer (who is also our principal executive officer) and our Chief Financial Officer (who is also our principal financial officer and our principal accounting officer), does not expect that our disclosure controls and procedures or internal controls and procedures will prevent all error and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurances that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints and that the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within our company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the control. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurances that any design will succeed in achieving its stated goals under all potential future conditions; over time, control may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

Item 8B. Other Information

Effective March 26, 2008, our common shares were listed for trading on the TSX Venture Exchange in Canada under the symbol "ATX". Upon listing, we automatically became a reporting company in the Canadian provinces of British Columbia and Alberta. In order to ensure compliance by our shareholders with the Canadian securities laws pertaining to resales of shares of our common stock in Canada, we have asked the TSX Venture Exchange to voluntarily halt trading of our common shares on the TSX Venture Exchange until July 27, 2008. This trading halt does not affect trading of our securities on our other trading markets, which will continue unaffected by this additional listing. Trading of our common shares on the TSX Venture Exchange will begin on July 28, 2008. Until then, our shares will continue trading on our U.S. and European markets. After July 28, 2008, our shares will be traded on all three of the OTC-BB, the TSX Venture Exchange and the Frankfurt Bourse.

PART III

Item 9. Directors, Executive Officers, Promoters and Control Persons; Compliance with Section 16(a) of the Exchange Act.

Directors and Executive Officers, Promoters and Control Persons

All directors of our company hold office until the next annual meeting of the security holders or until their successors have been elected and qualified. The officers of our company are appointed by our board of directors and hold office until their death, resignation or removal from office. None of our officers are involved in our company full-time, with the exception of Kenneth Hicks, our president, who is required to spend a substantially all of his time focused on our company. Our directors and executive officers, their ages, positions held, and duration as such, are as follows:

Name	Position Held with our Company	Age	Date First Elected or Appointed
Kenneth Hicks	Director and President	48	February 11, 2004
Dr. Colin Godwin	Director	69	June 1, 2005
Jenna Hardy	Director	55	February 7, 2006
Richard Thibault	Director	52	February 9, 2006
Hamish Malkin	Chief Financial Officer	61	December 13, 2005
Orlando Rionda ⁽¹⁾	Legal Representative	43	June 1 2005

⁽¹⁾ Mr. Rionda is not technically a director or executive officer of our company but the nature of his position as our legal representative in Argentina charges him with responsibility for interaction with government officials, drilling companies, our local lawyers and others, which frequently requires that he exercise judgment and make decisions that might usually be considered and decided by executive level officers. For this reason, we believe that he is deemed to be an executive officer of our company and we have included disclosure about him in this discussion rather than in the discussion of 'key employees', below.

Family relationships

There are no family relationships with any of our other directors and officers.

Business Experience

The following is a brief account of the education and business experience during at least the past five years of each director and executive officer, indicating the principal occupation during that period, and the name and principal business of the organization in which such occupation and employment were carried out.

Kenneth E. Hicks, President and Director

Mr. Hicks was our Vice President (Exploration) from February 11, 2004 until May 26, 2005, at which date he was appointed President of our company. He is a graduate of the University of British Columbia, holding a B.Sc. (Honours) Geology Degree. Since graduating in 1982, Mr. Hicks has practiced his profession as a geologist throughout North and South America for major mining companies such as Falconbridge Limited, mid-tier copper-gold producers such as Imperial Metals Corporation, as well as junior exploration companies. Since 1996 Mr. Hicks has worked extensively in South America, focusing primarily on Argentina, where he has consulted for a number of junior companies.

Mr. Hicks is a registered member of the Association of Professional Engineers and Geoscientists of British Columbia, as well as the Society of Economic Geologists and the Association for Mineral Exploration BC. Mr. Hicks recently resigned from the board of directors of Prominex Resource Corp., a TSX Venture Exchange listed junior resource company with properties in Newfoundland, Canada.

Mr. Hicks does not have family relationships with any director, executive officer, or other person nominated to become a director or officer of our company. In addition, Mr. Hicks does not have, and has not had, a direct or indirect material interest in any transaction or proposed transaction in the past two (2) years to which we were or are to be a party, with the exception of (i) a written consulting agreement dated April 13, 2007, pursuant to which we pay to a company controlled by Mr. Hicks a monthly consulting fee of approximately \$7,684 (CAD\$9,000); and (ii) Mr. Hicks made a loan to our company on July 1, 2006, which was evidenced by a demand promissory note bearing simple interest at six percent (6%) (this loan was repaid on March 12, 2007, when Mr. Hicks applied the balance owed as against the exercise price of options to purchase shares of common stock of our company). These

transactions are discussed in more detail in the section of this prospectus entitled "Certain Relationships and Related Transactions" beginning at page 51.

Dr. Colin Godwin, Director

Dr. Godwin is Professor Emeritus at The University of British Columbia, where he taught the exploration and geology of mineral deposits from 1975 until he retired in 1999. Since June 1, 2000, Dr. Godwin has been a director of Rome Resources Ltd. (TSX-V: RMR), and he has been its President since May 2002. He has published more than one hundred papers, approximately thirty-five of which were professionally adjudicated. Dr. Godwin was a founding director of International Geosystems Ltd. and became involved in the development of the GEOLOG System, one of the first computer based schemes for capturing and using data from exploration-development work, especially drill holes.

Recently, Dr. Godwin has conducted: (i) exploration programs in Mexico, Argentina, Yukon, Nevada, Nicaragua, Honduras and Costa Rica, (ii) drilling projects in Nevada and Mexico, and (iii) property examinations in Argentina, Mexico, Northwest Territories, Nevada, Costa Rica, Ecuador and India.

Dr. Godwin is a registered P. Eng and P. Geo with the Association of Professional Engineers and Geoscientists of British Columbia.

Dr. Godwin does not have family relationships with any director, executive officer, or other person nominated to become a director or officer of our company. In addition, Dr. Godwin does not have, and has not had, a direct or indirect material interest in any transaction or proposed transaction in the past two (2) years to which we were or are to be a party.

Jenna Hardy, Director

Ms. Hardy is an accomplished mining professional with extensive experience in project management, corporate due diligence and governance, property exploration and evaluation as well as environmental compliance.

From 1996 through 2004, Ms. Hardy served as the Manager of Health Safety Environment with Pan American Silver Corp. where she was responsible for corporate oversight of health, safety and environmental issues at operating subsidiaries in Peru, Mexico and Bolivia, as well as development projects in Argentina, Canada and the USA. In 2004, Ms. Hardy reactivated a consulting company that she founded in 1986 and currently provides environmental, corporate development and corporate governance services to clients consisting primarily of junior natural resource companies working in Mexico and Canada. Since late 2004, she has been a member of Capstone Mining Corp.'s technical advisory board, providing guidance with respect to regulatory and environmental compliance in connection with the expansion of the San Roberto mine in Zacatecas, Mexico. Since 2005, she has been consulting with Belcourt Saxon Coal limited partnership as Director Environment Regulatory. Belcourt Saxon Coal is developing coal projects in British Columbia, Canada.

Ms. Hardy holds an Executive MBA from Simon Fraser University, and an M.Sc. (Economic Geology) and a B.Sc. (Geology) both from the University of Toronto. Ms. Hardy is a member of the Association of Professional Engineers and Geoscientists of British Columbia.

Ms. Hardy does not have a family relationship with any director, executive officer, or other person nominated to become a director or officer of our company. In addition, Ms. Hardy does not have, and has not had, a direct or indirect material interest in any transaction or proposed transaction in the past two (2) years to which we were or are to be a party. Ms. Hardy is not a member of the board of directors of any other publicly traded company.

Rick Thibault, Director

Mr. Thibault is a registered P. Eng. with the Association of Professional Engineers, Geologists and Geophysicists of Alberta. Mr. Thibault has 28 years of operations, management and consulting experience in North and South America, including nine years in Argentina.

Over the past six years, Mr. Thibault has been providing mining engineering services to international clients active in Argentina, Chile and throughout Latin America. Before becoming a consultant, Mr. Thibault was the Managing Director of an operating industrial minerals mine in northwestern Argentina.

Mr. Thibault holds a B.A.Sc. (Honors) in Mining Engineering from Queen's University (Kingston, Ontario, Canada) and is fluent in English, Spanish and French. Mr. Thibault is the Chairman of the Industrial Minerals Society of the Canadian Institute of Mining, Metallurgy and Petroleum.

Mr. Thibault is a member of the Association of Professional Engineers and Geoscientists of Alberta and Chairman of the Industrial Minerals Society of the Canadian Institute of Mining, Metallurgy and Petroleum.

Mr. Thibault does not have family relationships with any director, executive officer, or other person nominated to become a director or officer of our company. In addition, Mr. Thibault does not have, and has not had, a direct or indirect material interest in any transaction or proposed transaction in the past two (2) years to which we were or are to be a party.

Hamish Malkin, Chief Financial Officer

Mr. Malkin is a Chartered Accountant and a member of the Canadian Institute of Chartered Accountants and the Institute for Chartered Accountants of British Columbia. Mr. Malkin has been a consultant since April, 2003, providing chief financial officer services. Prior to 2003, Mr. Malkin held senior financial positions in the resource, entertainment and commercial real estate industries. Mr. Malkin is also currently the chief financial officer of Entrée Gold Inc. (TSX: ETG; AMEX: EGI; Frankfurt: EKR), a Canadian company reporting in both the United States and Canada, a director and the chief financial officer of American Uranium Corporation (OTCBB:AUUM) a United States reporting company, and a director and the chief financial officer of Dagilev Capital Corp. (TSXV: DCC) a Canadian reporting company. Mr. Malkin does not have, and has not had, a direct or indirect material interest in any transaction or proposed transaction in the past two (2) years to which we were or are to be a party, with the exception of a oral consulting agreement pursuant to which we pay to Mr. Malkin a monthly consulting fee of approximately \$2,500 (CAD\$2,500).

Orlando Rionda, Legal Representative

Mr. Rionda began working with our company as our project coordinator and field manager in Argentina in March of 2004. He is currently our 'legal representative' in Argentina, and is responsible for many of the day-to-day decisions that our company must make at a local level about our presence in Argentina. From 2002 until March of 2004, he worked as an independent contractor on various hydrological projects in Argentina and Chile. From January 1999 through December, 2001, he served as a logistical supervisor for Falcon Drilling Ltd. in Argentina for various diamond drilling projects, including Gualcamayo, Diabillios, San Simon and Mina La Mejicana. Mr. Rionda has completed various post-secondary courses in hydrochemistry.

Significant Employees

Our significant employees, their ages and positions held are as follows:

Name	Position Held with the Company	Age
Diego Guido	Senior Technical Advisor	34

Diego Guido, Senior Technical Advisor

Dr. Guido serves as our Senior Technical Advisor in Argentina. Dr. Guido supervises the geological aspects of data compilation, interpretation and design of exploration programs for detail mapping, reconnaissance exploration and drill targeting on an 'as-required' basis.

In 2002, Dr. Guido received his PhD. in Natural Science (Geology) from the Natural Science and Museum Faculty of the La Plata National University in La Plata, Argentina. His dissertation was on the *Geology and metallogeny of eastern Deseado Massif region, Santa Cruz province*. Dr. Guido also received his P.Geo from the La Plata National University (1996). Dr. Guido holds a B.A. in Economic Orientation from the Antonio Mentruyt Institute in Argentina (1990). Dr. Guido is a researcher at the Argentinean National Commission of Scientific and Technical Research (CONICET) in Argentina and is a lecturer in Ore Deposits Geology at the Natural Science and Museum Faculty of La Plata National University.

Committees of the Board

Compensation Committee

Effective March 31, 2006, our board of directors created a Compensation Committee. Our board of directors adopted a Compensation Committee charter and appointed Rick Thibault and Jenna Hardy as members of our Compensation Committee.

Nominating Committee

Effective March 31, 2006, our board of directors created a Nominating Committee. Our board of directors adopted a Nominating Committee charter and appointed Jenna Hardy and Rick Thibault as members of our Nominating Committee.

Audit Committee and Audit Committee Financial Expert

Effective March 31, 2006, our board of directors created an Audit Committee and adopted an Audit Committee charter. On that same date we appointed Jenna Hardy, Rick Thibault and Colin Godwin as members of our Audit Committee. Our Audit Committee did not meet during the year ended January 31, 2006. Our Audit committee convened its first meeting on April 26, 2007. Our Audit Committee conducted one meeting during 2007.

Our Board of Directors has determined that it does not have a member of its audit committee that qualifies as an "audit committee financial expert" as defined in Item 401(e) of Regulation S-B, and is "independent" as the term is used in Item 7(d)(3)(iv) of Schedule 14A under the Securities Exchange Act of 1934, as amended.

We believe that the members of our Audit Committee are collectively capable of analyzing and evaluating our financial statements and understanding internal controls and procedures for financial reporting. In addition, we believe that retaining an independent director who would qualify as an "audit committee financial expert" would be overly costly and burdensome and is not warranted in our circumstances given the early stages of our development and the fact the we have not generated any revenues to date.

Involvement in Certain Legal Proceedings

Our directors, executive officers and control persons have not been involved in any of the following events during the past five years:

1. any bankruptcy petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time;
2. any conviction in a criminal proceeding or being subject to a pending criminal proceeding (excluding traffic violations and other minor offenses);
3. being subject to any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities or banking activities;

4. being the subject of any order, judgment or decree, not subsequently reversed, suspended or vacated, of any Federal or State authority barring, suspending or otherwise limiting for more than 60 days the right of such person to engage in any activity described in paragraph (f)(3)(i) of this section, or to be associated with persons engaged in any such activity;
5. being found by a court of competent jurisdiction in a civil action or by the Commission to have violated any Federal or State securities law, and the judgment in such civil action or finding by the Commission has not been subsequently reversed, suspended, or vacated; or
6. being found by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission or the Commodity Futures Trading Commission to have violated a federal or state securities or commodities law, and the judgment has not been reversed, suspended, or vacated.

Code of Ethics

Our board of directors has established a Code of Ethics and Business Conduct of Officers, Directors and Employees which applies to all of our officers, directors and employees. The Code of Ethics is intended to meet the requirements for a code of ethics under the Sarbanes-Oxley Act of 2002, or "SOX", and the TSX Venture Exchange requirements, and is specifically applicable to our principal executive officer, principal financial and accounting officer and controller or persons performing similar functions. Among other matters, the Code of Ethics is designed to deter wrongdoing and to promote:

- honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- ethical and fair dealing with our financial institutions, suppliers, vendors, competitors, agents and employees;
- full, fair, accurate, timely and understandable disclosure in our SEC reports and other public communications;
- compliance with applicable governmental laws, rules and regulations;
- lawful and ethical conduct when dealing with public officials and government entities;
- prompt internal reporting of violations of the Corporate Code of Conduct to appropriate persons identified in the code; and
- accountability for adherence to the Code of Ethics.

Waivers to the Code of Ethics may be granted only by our full board of directors. In the event that our board of directors grants any waiver of the elements listed above to any of our directors or officers, we expect to announce the waiver within four business days on the corporate governance section of our website at www.argentexmining.com.

Disclosure Policy and Disclosure Committee. Our board of directors has also established our Disclosure Policy and Disclosure Committee in connection with the officer certifications required under Section 302 of SOX. The Disclosure Policy facilitates our compliance with SEC disclosure requirements regarding disclosure made by us to our stockholders and the investment community. The disclosure committee assists us in ensuring that all of the disclosures made by us to our stockholders, the investment community and the SEC are made in compliance with all relevant laws, rules and regulations and consistent with the Disclosure Policy. The members of the disclosure committee are Mr. Hicks and Ms. Hardy.

Public Availability of Corporate Governance Documents. Our key corporate governance documents, including our Code of Ethics and the charters of our audit committee, compensation committee and nominating committee are:

- available on our corporate website;
- available in print to any stockholder who requests them from our corporate secretary; and
- certain of them are or will be filed as exhibits to our securities filings with the SEC.

Section 16(a) Beneficial Ownership Compliance

Section 16(a) of the Securities Exchange Act requires our executive officers and directors, and persons who own more than 10% of our common stock, to file reports regarding ownership of, and transactions in, our securities with the Securities and Exchange Commission and to provide us with copies of those filings. Based solely on our review of the copies of such forms received by us, or written representations from certain reporting persons, we believe that during the fiscal year ended January 31, 2008, all filing requirements applicable to our officers, directors and greater than ten percent beneficial owners were complied with.

Item 10. Executive Compensation.

The particulars of compensation paid to the following persons:

- our principal executive officers;
- each of our two most highly compensated executive officers who were serving as executive officers at the end of the year ended January 31, 2008; and
- up to two additional individuals for whom disclosure would have been provided under (b) but for the fact that the individual was not serving as our executive officer at the end of the most recently completed financial year,

who we will collectively refer to as the named executive officers, of our years ended January 31, 2008 and 2007, are set out in the following summary compensation table:

Summary Compensation Table

Name and principal position (a)	Year (b)	SUMMARY COMPENSATION TABLE							
		Salary (\$) (c)	Bonus (\$) (d)	Stock Awards (\$) (e)	Option Awards (\$) (f)	Non-Equity Incentive Plan Compensation (\$) (g)	Nonqualified Deferred Compensation Earnings (\$) (h)	All Other Compensation (\$) (i)	Total (\$) (j)
Kenneth Hicks <i>Chairman of the Board, President, Secretary and Treasurer</i>	2008	Nil	Nil	Nil	712,000	Nil	Nil	113,921	825,921
	2007	Nil	Nil	Nil	120,797	Nil	Nil	95,086	215,883

Employment/Consulting Agreements

On February 12, 2005, we entered into a management agreement with Christopher Dyakowski, wherein Mr. Dyakowski was appointed our President, Chief Executive Officer, Chief Financial Officer and Secretary and as a director for a term of six months. We agreed to pay to Mr. Dyakowski approximately \$4,269 (CAD\$5,000) per month. Effective June 1, 2005, Mr. Dyakowski resigned as President, Chief Executive Officer, Chief Financial Officer, Secretary and director and the management agreement was terminated.

On April 13, 2007, we entered into a Consulting Agreement with Frontera Geological Services Ltd., a company that is wholly-owned by our president, Ken Hicks. Under the agreement, Frontera Geological Services Ltd. has agreed to make Mr. Hicks available to our company on a substantially full-time basis (approximately 80% of his working hours) to serve as our company's president for a term of two years from the date of the agreement. In exchange, we agreed to pay a fee to Frontera Geological Services Ltd. consisting of cash in the amount of CDN\$9,000 per month and we agreed to issue to Mr. Hicks 900,000 share purchase warrants. Each share purchase warrant may be exercised into one common share of our company at an exercise price of \$1.25 until they expire on April 13, 2012. If (a) during the period beginning on April 13, 2007 and expiring on April 13, 2008, our company has income equal to or greater than \$5,000,000 (U.S.) from all sources (including revenue from operations, sale of properties or any interest therein, sale of equity and similar income but excluding income from the sale of debt securities), or (b) during the period beginning on April 13, 2007 and expiring on April 13, 2009, the average price for one of our common shares on any single market for 20 consecutive trading-days equals or exceeds \$3.00 (U.S.) then, in either of such events, we have agreed to issue to Mr. Hicks, as an incentive bonus, 250,000 of our common shares. The term of this agreement commenced on April 13, 2007 and expires April 13, 2009. On April 13, 2007, we issued 900,000 share purchase warrants to Mr. Hicks as required by this consulting agreement.

In March of 2006, we entered into a written consulting agreement with Hamish Malkin dated as of November 1, 2005. This written agreement confirmed the terms of our oral agreement with Mr. Malkin dated on or about November 1, 2005, whereby he agreed to act as our Chief Financial Officer and we agreed to pay him a consulting fee of approximately \$1,039 (CAD \$1,200) per month during the months of November and December of 2005 and a consulting fee of approximately \$2,500 (CAD \$2,500) per month for each month during calendar year 2006. In this agreement, we also agreed to grant to Mr. Malkin option to purchase an aggregate of 200,000 shares of our common stock at an exercise price of \$0.25 per share. Although this written agreement has expired, Mr. Malkin continues to act as our Chief Financial Officer (and our principal accounting and financial officer) and we continue to pay Mr. Malkin a cash consulting fee for those services.

We have an oral agreement with our bookkeeper, Jie Fang, pursuant to which Ms. Fang keeps our accounting records on an as-needed basis at an hourly rate of approximately \$30 (CAD \$30) per hour

We also have an oral consulting agreement with Diego Guido, a geologist who serves as our Senior Technical Advisor in Argentina. He supervises the geological aspects of data compilation, interpretation and design of exploration programs for detail mapping, reconnaissance exploration and drill targeting on an 'as-required' basis. We pay our Senior Technical Advisor at a daily rate for time spent. In addition to this compensation, on December 7, 2006 we awarded to Mr. Guido an incentive bonus in the form of 15,000 shares of our common stock and, on May 11, 2007, we awarded to Mr. Guido an additional incentive bonus in the form of 35,000 shares of our common stock.

Our subsidiary, SCRN Properties Ltd., employs Orlando Rionda as its full-time legal representative in Argentina. Mr. Rionda performs administrative tasks on a full-time basis and looks after our local claims management, accounting, field logistical support, legal administration, field staffing and other matters in Argentina. Our subsidiary pays Mr. Rionda at a rate of \$75 per day for each day worked in the office and \$150 per day for each work day spent in the field. In addition to this compensation, on December 7, 2006 we awarded to Mr. Rionda an incentive bonus in the form of 15,000 shares of our common stock and, on May 11, 2007, we awarded to Mr. Rionda an additional incentive bonus in the form of 35,000 shares of our common stock.

We have an oral consulting agreement with The Primoris Group Inc., a Toronto, Ontario, Canada based investor relations firm pursuant to which The Primoris Group provides our company with services and advice relating to our website, press releases and investor communications. In exchange for these services, we pay to The Primoris Group a monthly consulting fee of \$3,500. In addition, on May 11, 2007, we granted to The Primoris Group 150,000 options to purchase common shares of our company at an exercise price of \$1.35. These options have a term of four years from the date of grant. These options are subject to vesting provisions contained in the stock option agreement between our company and The Primoris Group, which provides that 37,500 of these options vested on May 11, 2007 and, assuming that The Primoris Group continues to provide consulting services to our company on the vesting date, an additional 37,500 options shall vest on August 11, 2007, 37,500 options shall vest on November 11, 2007; and the final instalment of 37,500 options shall vest on February 11, 2008.

Outstanding Equity Awards at Fiscal Year-End

Name (a)	OPTION AWARDS					STOCK AWARDS			
	Number of Securities Underlying Unexercised Options (#) Exercisable (b)	Number of Securities Underlying Unexercised Options (#) Unexercisable (c)	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options (#) (d)	Option Exercise Price (\$) (e)	Option Expiration Date (f)	Number of Shares or Units of Stock That Have Not Vested (#) (g)	Market Value of Shares or Units of Stock That Have Not Vested (\$) (h)	Equity Incentive Plan Awards: Number of Shares, Units or Other Rights That Have Not Vested (#) (i)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (#) (j)
Kenneth Hicks	333,334	N/A	333,334	\$0.25	Mar 16/13	Nil	Nil	Nil	Nil
Colin Godwin	200,000	N/A	200,000	\$0.25	Dec 13/09	Nil	Nil	Nil	Nil
Jenna Hardy									
Richard Thibault									
Hamish Malkin									

Compensation of Directors

We reimburse our directors for expenses incurred in connection with attending board meetings. We have not paid any director's fees or other cash compensation for services rendered as a director since our inception to January 31, 2008.

Other than as previously mentioned, we have no formal plan for compensating our directors for their service in their capacity as directors, although such directors are expected in the future to receive stock options to purchase common shares as awarded by our board of directors or (as to future stock options) a compensation committee which may be established. Directors are entitled to reimbursement for reasonable travel and other out-of-pocket expenses incurred in connection with attendance at meetings of our board of directors. Our board of directors may award special remuneration to any director undertaking any special services on our behalf other than services ordinarily required of a director. No director received and/or accrued any compensation for their services as a director, including committee participation and/or special assignments.

Long-Term Incentive Plans

There are no arrangements or plans in which we provide pension, retirement or similar benefits for directors or executive officers, except that our directors and executive officers may receive stock options at the discretion of our board of directors. We do not have any material bonus or profit sharing plans pursuant to which cash or non-cash compensation is or may be paid to our directors or executive officers, except that stock options may be granted at the discretion of our board of directors.

We have no plans or arrangements in respect of remuneration received or that may be received by our executive officers to compensate such officers in the event of termination of employment (as a result of resignation, retirement, change of control) or a change of responsibilities following a change of control, where the value of such compensation exceeds \$60,000 per executive officer.

Item 11. Security Ownership of Certain Beneficial Owners and Management.

The following table sets forth, as of April 2, 2008, certain information with respect to the beneficial ownership of our common stock by each stockholder known by us to be the beneficial owner of more than 5% of our common stock and by each of our current directors and executive officers. Each person has sole voting and investment power

with respect to the shares of common stock, except as otherwise indicated. Beneficial ownership consists of a direct interest in the shares of common stock, except as otherwise indicated.

Name and Address of Beneficial Owner	Title of Class ⁽¹⁾	Amount and Nature of Beneficial Ownership	Percentage of Class ⁽²⁾
Kenneth Hicks Suite 602, 1112 West Pender Street Vancouver, BC V6E 2S1	common stock	1,083,333 ⁽³⁾ Direct	3.44%
Hamish Malkin Suite 602, 1112 West Pender Street Vancouver, BC V6E 2S1	common stock	200,000 ⁽⁴⁾ Direct	0.63%
Jenna Hardy Suite 602, 1112 West Pender Street Vancouver, BC V6E 2S1	common stock	200,000 ⁽⁵⁾ Direct	0.63%
Colin Godwin Suite 602, 1112 West Pender Street Vancouver, BC V6E 2S1	common stock	300,000 ⁽⁶⁾ Direct	0.95%
Richard Thibault Suite 602, 1112 West Pender Street Vancouver, BC V6E 2S1	common stock	200,000 ⁽⁷⁾ Direct	0.63%
Passport Materials Master Fund, LP 30 Hotaling Place, Suite 300 San Francisco, CA 94111	common stock	2,700,000 Indirect	8.58%
<i>Total Directors and officers as a group</i>		<i>1,983,333</i>	<i>6.30%</i>

- (1) Beneficial ownership is determined in accordance with SEC rules and generally includes voting or investment power with respect to securities. Shares of common stock subject to options, warrants and convertible preferred stock currently exercisable or convertible, or exercisable or convertible within 60 days, would be counted as outstanding for computing the percentage of the person holding such options or warrants but not counted as outstanding for computing the percentage of any other person.
- (2) Based on 31,465,522 shares of common stock issued and outstanding as of April 2, 2008. Beneficial ownership is determined in accordance with the rules of the SEC and generally includes voting or investment power with respect to securities. Except as otherwise indicated, we believe that the beneficial owners of the common stock listed above, based on information furnished by such owners, have sole investment and voting power with respect to such shares, subject to community property laws where applicable.
- (3) Includes 166,667 stock options which may be exercised into common shares
- (4) Includes 200,000 share purchase warrants which may be exercised into common shares
- (5) Includes 200,000 share purchase warrants which may be exercised into common shares
- (6) Includes 300,000 share purchase warrants which may be exercised into common shares
- (7) Includes 200,000 share purchase warrants which may be exercised into common shares

Changes in Control

We are unaware of any contract or other arrangement the operation of which may at a subsequent date result in a change of control of our company.

Item 12. Certain Relationships and Related Transactions, and Director Independence.

Except as disclosed below, there have been no transactions or proposed transactions in which the amount involved exceeds the lesser of \$120,000 or one percent of the average of our total assets at year-end for the last three completed fiscal years in which any of our directors, executive officers or beneficial holders of more than 5% of the outstanding shares of our common stock, or any of their respective relatives, spouses, associates or affiliates, has had or will have any direct or material indirect interest.

On April 13, 2007, we entered into a Consulting Agreement with Frontera Geological Services Ltd., a company that is wholly-owned by our president, Ken Hicks. Under the agreement, Frontera Geological Services Ltd. has agreed

to make Mr. Hicks available to our company on a substantially full-time basis (approximately 80% of his working hours) to serve as our company's president for a term of two years from the date of the agreement. In exchange, we agreed to pay a fee to Frontera Geological Services Ltd. consisting of cash in the amount of CDN\$9,000 per month and we agreed to issue to Mr. Hicks 900,000 share purchase warrants. Each share purchase warrant may be exercised into one common share of our company at an exercise price of \$1.25 until they expire on April 13, 2012. If (a) during the period beginning on April 13, 2007 and expiring on April 13, 2008, our company has income equal to or greater than \$5,000,000 (U.S.) from all sources (including revenue from operations, sale of properties or any interest therein, sale of equity and similar income but excluding income from the sale of debt securities), or (b) during the period beginning on April 13, 2007 and expiring on April 13, 2009, the average price for one of our common shares on any single market for 20 consecutive trading-days equals or exceeds \$3.00 (U.S.) then, in either of such events, we have agreed to issue to Mr. Hicks, as an incentive bonus, 250,000 of our common shares. The term of this agreement commenced on April 13, 2007 and expires April 13, 2009. On April 13, 2007, we issued 900,000 share purchase warrants to Mr. Hicks as required by this consulting agreement.

In March of 2006, we entered into a written consulting agreement with Hamish Malkin dated as of November 1, 2005. This written agreement confirmed the terms of our oral agreement with Mr. Malkin dated on or about November 1, 2005, whereby he agreed to act as our Chief Financial Officer and we agreed to pay him a consulting fee of approximately \$1,039 (CAD \$1,200) per month during the months of November and December of 2005 and a consulting fee of approximately \$2,500 (CAD \$2,500) per month for each month during calendar year 2006. In this agreement, we also agreed to grant to Mr. Malkin option to purchase an aggregate of 200,000 shares of our common stock at an exercise price of \$0.25 per share. Although this written agreement has expired, Mr. Malkin continues to act as our Chief Financial Officer (and our principal accounting and financial officer) and we continue to pay Mr. Malkin a cash consulting fee for those services.

We have an oral agreement with our bookkeeper, Jie Fang, pursuant to which Ms. Fang keeps our accounting records on an as-needed basis at an hourly rate of approximately \$30 (CAD \$30) per hour

We also have an oral consulting agreement with Diego Guido, a geologist who serves as our Senior Technical Advisor in Argentina. He supervises the geological aspects of data compilation, interpretation and design of exploration programs for detail mapping, reconnaissance exploration and drill targeting on an 'as-required' basis. We pay our Senior Technical Advisor at a daily rate for time spent. In addition to this compensation, on December 7, 2006 we awarded to Mr. Guido an incentive bonus in the form of 15,000 shares of our common stock and, on May 11, 2007, we awarded to Mr. Guido an additional incentive bonus in the form of 35,000 shares of our common stock.

Our subsidiary, SCRN Properties Ltd., employs Orlando Rionda as its full-time legal representative in Argentina. Mr. Rionda performs administrative tasks on a full-time basis and looks after our local claims management, accounting, field logistical support, legal administration, field staffing and other matters in Argentina. Our subsidiary pays Mr. Rionda at a rate of \$75 per day for each day worked in the office and \$150 per day for each work day spent in the field. In addition to this compensation, on December 7, 2006 we awarded to Mr. Rionda an incentive bonus in the form of 15,000 shares of our common stock and, on May 11, 2007, we awarded to Mr. Rionda an additional incentive bonus in the form of 35,000 shares of our common stock.

Item 13. Exhibits

Exhibits required by Item 601 of Regulation S-B

Exhibit No.	Description
(3)	Articles of Incorporation and Bylaws
3.1	Articles of Incorporation of the Registrant, filed as an exhibit to the registration statement on Form SB-2 filed with the Commission on March 12, 2002 and incorporated herein by reference.
3.2	By-laws of the Registrant, filed as an exhibit to the registration statement on Form SB-2 filed with the Commission on March 12, 2002 and incorporated herein by reference.
3.3	Certificate of Designation of Series A Convertible Preferred Stock, filed as an exhibit to the annual report on Form 10-KSB filed with the Commission on April 30, 2004 and incorporated herein by reference.

Exhibit No.	Description
3.4	Articles of Merger filed with the Secretary of State of Nevada on November 5, 2007, filed as an exhibit to the current report on Form 8-K filed with the Commission on November 15, 2007 and incorporated herein by reference.
3.5	Certificate of Merger of Argentex Mining Corporation into Argentex Mining Corporation filed with the Secretary of State of Delaware on November 5, 2007, filed as an exhibit to the current report on Form 8-K filed with the Commission on November 15, 2007 and incorporated herein by reference.
(4)	Instruments Defining the Rights of Security Holders, Including Indentures
4.1	2007 Stock Option Plan, filed as an exhibit to the current report on Form 8-K filed with the Commission on November 15, 2007 and incorporated herein by reference.
(10)	Material Contracts
10.1	Mineral Property Option Agreement dated February 24, 2004 between the Registrant and Chris Dyakowski, filed as an exhibit to the current report on Form 8-K filed with the Commission on March 4, 2004 and incorporated herein by reference.
10.2	Mineral Property Acquisition Agreement dated February 24, 2004 between the Registrant and Chris Dyakowski, filed as an exhibit to the current report on Form 8-K filed with the Commission on March 4, 2004 and incorporated herein by reference.
10.3	Share Purchase Agreement dated February 24, 2004 between the Registrant and Chris Dyakowski, filed as an exhibit to the current report on Form 8-K filed with the Commission on March 4, 2004 and incorporated herein by reference.
10.4	Mineral Property Acquisition Agreement dated February 24, 2004 between the Registrant and San Telmo Energy Ltd., filed as an exhibit to the current report on Form 8-K filed with the Commission on March 4, 2004 and incorporated herein by reference.
10.5	Mineral Property Acquisition Agreement dated February 24, 2004 between the Registrant and Storm Cat Energy Corp., filed as an exhibit to the current report on Form 8-K filed with the Commission on March 4, 2004 and incorporated herein by reference.
10.6	Consulting Agreement dated February 12, 2005 between the Registrant and Kenneth Hicks, filed as an exhibit to the annual report on Form 10-KSB, filed with the Commission on May 13, 2005 and incorporated herein by reference.
10.7	Consulting Agreement dated February 25, 2005 between the Registrant and Chris Dyakowski, and Consulting Agreement dated February 12, 2005 between the Registrant and Kenneth Hicks, filed as an exhibit to the annual report on Form 10-KSB, filed with the Commission on May 13, 2005 and incorporated herein by reference.
10.8	Diamond Core Drilling (Surface) Agreement, dated as of January 18, 2005, between the Registrant and Connors Argentina S.A., filed as an exhibit to the current report on Form 8-K filed with the Commission on January 24, 2005 and incorporated herein by reference.
10.9	Amendment to Mineral Property Acquisition Agreement dated June 30, 2005, filed as an exhibit to the current report on Form 8-K filed with the Commission on July 5, 2005 and incorporated herein by reference.
10.10	Restated Amendment to Mineral Property Acquisition Agreement dated August 8, 2005, filed as an exhibit to the current report on Form 8-K, filed with the Commission on August 9, 2005 and incorporated herein by reference.
10.11	Consulting Agreement dated April 12, 2007 with Frontera Geological Services Ltd. filed as an exhibit to our current report on Form 8-K, filed with the Commission on April 18, 2007 and incorporated herein by reference.
(14)	Code of Ethics
14.1	Code of Ethics and Business Conduct of Officers, Directors and Employees, filed as an exhibit to the annual report on Form 10-KSB filed with the Commission on April 30, 2004 and incorporated herein by reference.
(21)	Subsidiaries
21.1	Subsidiaries of Argentex Mining Corporation
	SCRN Properties Ltd.

Exhibit No.	Description
31.1	Certification of Chief Executive Officer pursuant to Rule 13a-14 and Rule 15d-14(a), promulgated under the Securities and Exchange Act of 1934, as amended (Chief Executive Officer).
31.2	Certification pursuant to Rule 13a-14 and Rule 15d-14(a), promulgated under the Securities and Exchange Act of 1934, as amended (Chief Financial Officer).
32.1	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Chief Executive Officer).
32.2	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Chief Financial Officer).

Item 14. Principal Accountant Fees and Services

Item 14. Principal Accountant Fees and Services

Audit Fees

The aggregate fees billed by Morgan & Company for professional services rendered for the audit of our annual financial statements for review of our quarterly interim financial statements and in connection with statutory and regulatory filings were \$43,295 for the fiscal year ended January 31, 2008 and \$36,300 for the fiscal year ended January 31, 2007. This category also includes the review of interim financial statements and services in connection with registration statements and other filings with the Securities and Exchange Commission.

Audit Related Fees

For the fiscal years ended January 31, 2008 and 2007, Morgan & Company billed \$Nil and \$Nil, respectively, for fees relating to the performance of the audit of our financial statements which are not reported under the caption "Audit Fees" above.

Tax Fees

For the fiscal years ended January 31, 2008 and 2007, Morgan & Company billed \$Nil and \$Nil, respectively, for fees for tax compliance, tax advice and tax planning services.

We do not use Morgan & Company for financial information system design and implementation. These services, which include designing or implementing a system that aggregates source data underlying the financial statements or generates information that is significant to our financial statements, are provided internally or by other service providers. We do not engage Morgan & Company to provide compliance outsourcing services.

Effective May 6, 2003, the Securities and Exchange Commission adopted rules that require that before Morgan & Company is engaged by us to render any auditing or permitted non-audit related service, the engagement be:

- approved by our audit committee (which consists of our entire board of directors); or
- entered into pursuant to pre-approval policies and procedures established by the board of directors, provided the policies and procedures are detailed as to the particular service, the board of directors is informed of each service, and such policies and procedures do not include delegation of the board of directors' responsibilities to management.

The board of directors pre-approves all services provided by our independent auditors. All of the above services and fees were reviewed and approved by the board of directors either before or after the respective services were rendered.

The board of directors has considered the nature and amount of fees billed by Morgan & Company and believes that the provision of services for activities unrelated to the audit is compatible with maintaining Morgan & Company's independence.

SIGNATURES

In accordance with Section 13 or 15(d) of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

ARGENTEX MINING CORPORATION

By: /s/ Kenneth Hicks
Kenneth Hicks, President and Director
(Principal Executive Officer)
May 8, 2008

By: /s/ Hamish Malkin
Hamish Malkin, Chief Financial Officer
(Principal Financial Officer and Principal Accounting Officer)
May 8, 2008

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 registrant and in the capacities and on the dates indicated.

By: /s/ Kenneth Hicks
Kenneth Hicks, President and Director
(Principal Executive Officer)
May 8, 2008

By: /s/ Hamish Malkin
Hamish Malkin, Chief Financial Officer
(Principal Financial Officer and Principal Accounting Officer)
May 8, 2008

By: /s/ Jenna Hardy
Jenna Hardy, Director
May 8, 2008

By: Colin Godwin
Colin Godwin, Director
May 8, 2008

By: /s/ Richard Thibault
Richard Thibault, Director
May 8, 2008

END