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Management's Discussion and Analysis Year Ended January 31, 2008

This report provides an analysis of the financial and operating results of Antares Minerals Inc. ("Antares" or the "Company") for the three and twelve month periods ended January 31, 2008 and should be read in conjunction with our audited financial statements for the years ended January 31, 2008 and January 31, 2007 and the notes thereto (the "Annual Statements").

This MD&A has been prepared in conformity with National Instrument 51-102 F1 and has been approved by the Board of Directors. The Annual Statements have been prepared in conformance with Canadian Generally Accepted Accounting Principles and the reporting currency is Canadian dollars.

Information herein is current as of May 22, 2008 unless otherwise noted.

Overview

Antares is a minerals exploration company focused on properties in Latin America that can be quickly and cost-effectively advanced to the drilling and discovery stage.

The Company's principal properties are the Haquira copper project in Peru that it has optioned from Minera Phelps Dodge del Peru S.A.C. and the Rio Grande copper-gold prospect in Argentina under option from Mansfield Minerals Inc. Results from our exploration programs carried out in the year ended January 31, 2008, updated to May 22, 2008, are summarized in this report.

The Common Shares of the Company are listed for trading on the TSX Venture Exchange under the symbol "ANM".

Principal Properties

Haquira

Description

The Haquira project is located contiguous to, and immediately south of, the Las Bambas Cu-Au district in southern Peru where Xstrata Copper has recently announced an updated interim Mineral Resource base of 860 million tonnes with 0.93% Cu and 0.02% Mo utilizing a 0.4% Cu cut-off. The Haquira project offers potential for a low-strip, low-cost SX-EW operation as well as an opportunity for an underlying higher grade primary

porphyry copper-molybdenum deposit. Antares has an option agreement with Minera Phelps Dodge del Peru S.A.C. ("Phelps Dodge") to acquire a 100% interest in the Haquira project by completing option payments totaling US\$15 million over a five-year period (see Antares press release issued March 17, 2005). A total of US\$6.5 million has been paid by the Company to date, including a payment of US\$2.5 million paid in March 2008. The next option payment is US\$3.5 million due on March 4, 2009.

Exploration Update for the Period February 1, 2007 to May 22, 2008

The Haquira project began as an SX-EW heap-leach secondary copper deposit comprised of two zones called Haquira East and Haquira West. Early in 2007 the Company discovered high-grade *primary* porphyry copper-molybdenum-gold mineralization beneath the Haquira East secondary copper zone and implemented a drill program to begin testing this new zone.

Secondary Copper Zone Highlights

In February 2007, the Company announced highly favourable metallurgical recovery and acid consumption results from a preliminary bottle-roll test program completed by METCON Research on mineralized material from the Haquira secondary copper project. The results confirm that secondary copper mineralization at Haquira is well-suited to an SX-EW heap leach operation, primarily due to the abundance of quartzite and other less reactive wall rocks which lead to a very low acid consumption rate. See press release issued on February 16, 2007.

In May 2007, the Company announced results from 56 additional drill holes (7,868 m) at Haquira. The drill holes reported were primarily infill holes from the leachable portions of the Haquira West Zone and represent the remainder of the holes to be reported from the scoping and initial infill drilling campaigns completed in late 2006. The results continue to demonstrate good continuity within the higher grade portions of the deposit. Positive outcomes from the complete 2006 drilling program (97 holes, 14,214 m) include:

1. Confirmation of near surface, high-grade zones along the northern portion of the Haquira West Zone with positive implications for a starter pit to enhance project financial returns;
2. Demonstrated continuity of grade and thickness between previous widely-spaced drill holes;
3. Identification of a probable underestimation of copper grades by early reverse-circulation drill holes in areas of high-grade secondary chalcocite mineralization, and
4. Discovery of high-grade primary Cu-Mo mineralization beneath the secondary copper blanket at the Haquira East Zone (see press release of February 26, 2007).

Highlights from drill results reported in May 2007 include the following significant intercepts:

- AHAD-042: 48.25 m with 0.57% Cu (93% soluble)
- AHAD-043: 37.55 m with 1.16% Cu (87% soluble)
- AHAD-056: 44.75 m with 0.48% Cu (89% soluble)

- AHAD-060: 19.00 m with 2.06% Cu (87% soluble)
and 25.50 m with 0.54% Cu (89% soluble)
- AHAD-061: 54.10 m with 0.51% Cu (68% soluble)
- AHAD-063: 57.75 m with 0.40% Cu (77% soluble)
- AHAD-064: 35.55 m with 0.67% Cu (69% soluble)
- AHAD-066: 70.40 m with 0.44% Cu (88% soluble)
- AHAD-073: 43.10 m with 0.54% Cu (92% soluble)
- AHAD-079: 31.35 m with 1.36% Cu (90% soluble)
- AHAD-083: 25.80 m with 1.02% Cu (84% soluble)
- AHAD-084: 26.15 m with 0.88% Cu (82% soluble)
- AHAD-090: 23.25 m with 1.90% Cu (93% soluble)
- AHAC-095: 76.00 m with 0.90% Cu (91% soluble)
- AHAC-099: 62.00 m with 0.42% Cu (83% soluble)
- AHAD-088: 37.55 m with 1.78% Cu (Primary – open to depth)

See press release issued on May 10, 2007

On October 9, 2007, the Company announced the results of an updated independent NI 43-101 compliant mineral resource estimate for the leachable portion of the Haqira copper project. The updated estimate was prepared by Chlumsky, Armbrust, and Meyer L.L.C., ("CAM") of Denver, Colorado, USA and includes all drill results (97 drill holes for 14,355.5 m) from the 2006 in-fill drilling campaign. This resource estimate supersedes the previous estimate, also prepared by CAM, based upon all drilling through the end of 2005 (see press release of Feb 14, 2006). The focus of this work was on the leachable copper mineralization at Haqira. Drill results from the newly discovered higher grade primary copper-molybdenum deposit at Haqira East are not included in the estimate.

At a 0.3% total copper cut-off, the updated indicated resource amenable to SX-EW processing (leachable copper oxides and secondary sulphides) at Haqira is 133.7 million tonnes at a grade of 0.53% total copper with an additional inferred resource of 43.6 million tonnes at a grade of 0.44% total copper.

At a 0.2% total copper cut-off, the updated indicated resource amenable to SX-EW processing (leachable copper oxides and secondary sulphides) at Haqira is 212.2 million tonnes at a grade of 0.42% total copper with an additional inferred resource of 77.2 million tonnes at a grade of 0.36% total copper.

A copy of the updated NI 43-101 resource estimate for the near-surface leachable portion of the Haqira copper project, summarized above, was filed on SEDAR on December 28, 2007.

On May 13, 2008, the Company announced that it had received a positive scoping study and preliminary economic assessment ("PEA") from Chlumsky, Armbrust and Meyer LLC ("CAM") for the near-surface leachable portion of the Haqira copper deposit. Highlights from the PEA include (all figures in Q1 2008 US\$):

- **After-tax IRR of 25.9% for base case using \$2.00/lb Cu**
- **After-tax NPV of \$224.4 million for base case using \$2.00/lb Cu and 8% discount rate**

- **Initial capital expenditure of \$301 million (includes 25% contingency)**
- **11 year mine life with average annual production of 109 million lbs Cu cathode/yr**
- **Early higher grade starter pit facilitates project payback in 2.9 years**
- **Cash operating cost averages \$1.09/lb Cu over life of mine (including royalty)**
- **Average annual revenue of \$220 million and average annual after-tax profit of \$46 million**
- **Strongly leveraged to price of copper (based on \$1.75-3.00/lb)**
 - **IRR ranges from 17.9%-52.9%**
 - **NPV (8% discount rate) ranges from \$115.4 – \$660.3 million**
- **Open-pit, contract mining, SX-EW operation mining average of 50,000 tonnes ore/day**
- **Pre-feasibility study initiated with potential for significant project optimization**

This PEA only evaluates the leachable copper mineralization that is amenable to low-cost SX-EW processing and does not consider any of the recently discovered underlying copper-molybdenum-gold primary sulphide mineralization at Haquira East.

For more information, please see press release issued May 13, 2008.

Primary Copper Zone Highlights

The high-grade primary porphyry copper-molybdenum-gold zone was first discovered in two holes that were drilled in late 2006 as part of the infill drilling program on the secondary leachable deposit. The two holes were drilled slightly deeper than other infill holes and both encountered high-grade primary copper-molybdenum sulphide mineralization. Drill-hole AHAD-097 intersected 52.10 m of 1.10% Cu, 0.101% Mo and 0.12 g/t Au (1.78% Cu equivalent) and drill-hole AHAD-082 intersected 42.80 m of 0.97% Cu and 0.077% Mo (1.43% Cu equivalent) with the hole terminating at 249.8 m in 1.18% Cu and 0.22% Mo. See press release issued February 26, 2007. A diamond drill program to test the high-grade primary copper-molybdenum sulphide mineralization beneath the secondary copper blanket at Haquira East commenced in late May 2007.

On July 12, 2007 the Company announced the results of the first deep hole designed to test the high-grade primary copper-molybdenum sulphide mineralization. Drill-hole AHAD-098A was completed to a depth of 613.55 m. The hole intersected 380.65 m of 0.67% Cu (0.2% Cu cut-off grade) which contained a higher grade interval of 94.7 m of 0.89% Cu. The hole terminated in lower grade (0.25% Cu) mineralization where a major fault was intersected which could not be safely traversed.

On August 9, 2007, the Company announced the results from the second hole of the deeper drilling program at Haqira. AHAD-099 intersected a 384.80 m interval with 0.74% Cu and 0.043% Mo (1.03% Cu Equivalent) which includes a higher grade interval of 178.00 m of 1.05% Cu and 0.080% Mo (1.58% Cu equivalent).

On October 26, 2007, the Company announced the results from four additional diamond drill-holes designed to test the high-grade primary porphyry copper-molybdenum-gold mineralization beneath the secondary copper blanket at the Haqira East zone. Highlights from drill holes AHAD-100 through AHAD-103 (2,676.05 m total) include:

- AHAD-102 intersects 746.15 m with 0.86% Cu
 - hole remains open to depth with final 10 m grading 0.59% Cu
 - hole terminated at 800 m due to depth limitation of drill rig
 - includes 194.00 m with 1.14% Cu and 0.14 g/t Au
 - includes 45.55 m with 1.05% Cu amenable to leaching at top of intercept
- AHAD-103 intercepts 697.65 m with 0.51% Cu
 - Includes 452.40 m with 0.59% Cu
 - Includes 100.55 m with 0.70% Cu and 0.019% Mo

AHAD-100 AND AHAD-101 were drilled 100-200 m to the SE and SW of previous drilling. Both holes fall outside of the strongly mineralized porphyry stock and begin to delineate the southern margin of the Haqira East zone. Both holes host multiple lens of mineralized sedimentary wall rock cut by minor dikes. AHAD-101 hosts several zones of leachable secondary mineralization (24.55 m with 0.76% Cu, 10.75 m with 1.34% Cu, 12.95 m with 0.77% Cu, and 38.20 m with 0.49% Cu).

On January 2, 2008, the Company announced results of four more holes drilled as part of the deeper test program. Highlights of those holes are as follows:

- AHAD-107: 943.30 m with 0.65% Cu and 0.009% Mo (0.70% Cu equivalent) - includes 442.85 m with 0.74% Cu, 0.010% Mo (0.80% Cu equivalent)
 - Hole remains open to depth with final 51.45 m grading 0.41% Cu
 - Hole terminated at 1007.60 m due to lack of available drill rods
 - 200 m step out from nearest deep drill holes (AHAD-106 and AHAD-098A)
 - Intercept may represent second, vertically extensive, higher grade copper center
- AHAD-106: 496.35 m with 0.58% Cu and 0.024% Mo (0.72% Cu equivalent)
 - Includes 211.00 m with 0.67% Cu and 0.032% Mo (0.86% Cu equivalent)
- AHAD-104 AND AHAD-105 were drilled to delineate the northeastern margin of system
 - AHAD-105 intersected 351.40 m with 0.45% Cu and 0.018% Mo (0.56% Cu equiv)
 - AHAD-104 intersected 351.95 m with 0.48% Cu and 0.016% Mo (0.58% Cu equiv)

- Both holes terminated in less mineralized sedimentary wallrocks

All four holes entered directly into well mineralized porphyry beneath 49.00-89.20 m of barren colluvium (post-mineral cover). The upper 16.30 - 42.35 m of the mineralized intercepts consists of secondary copper mineralization, (principally in-situ copper oxides), with grades ranging from 0.46-0.84% Cu. The remainder of the mineralized intercepts consists of primary sulphide mineralization dominated by chalcopyrite with lesser molybdenite, bornite and pyrite.

On February 21, 2008 the company announced the results from the final three deeper diamond drill holes completed in late 2007 at the Haqira Project. AHAD-108 and AHAD-109 were drilled as successful 100 m stepout holes to further extend recently discovered high-grade primary porphyry copper-molybdenum-gold mineralization beneath the secondary copper blanket at the Haqira East zone. AHAD-110 is a diamond twin hole of a previous reverse-circulation hole in the northern portion of the Haqira West secondary copper zone. Highlights from drill holes AHAD-108 and AHAD-109 include:

- AHAD-108: 641.70 m with 0.66% Cu and 0.025% Mo (0.81% Cu equivalent)
 - includes 421.50 m with 0.77% Cu, 0.029% Mo (0.94% Cu equivalent)
 - 100 m step-out to the northwest of well-mineralized AHAD-107
- AHAD-109: 845.45 m with 0.64% Cu and 0.028% Mo (0.81% Cu equivalent)
 - Includes 548.90 m with 0.70% Cu and 0.029% Mo (0.87% Cu equivalent)
 - Includes 168.20 m with 0.92% Cu and 0.042% Mo (1.17% Cu equivalent)
 - Mineralization remains open to depth with final 41 m containing 0.47% Cu and .013% Mo (0.55% Cu equivalent)
 - 100 m step-out to northeast of AHAD-108

In summary, 10 of the 12 long holes completed and tested in the Haqira East primary Cu-Mo-Au deposit have encountered long intervals of well-mineralized rock. At a 0.2% Cu cut-off, the mineralized intervals encountered in these ten holes average 580 m in length with a weighted average content of 0.64% Cu and 0.018% Mo or 0.75% Cu equivalent. The vertical extent of copper mineralization exceeds 900 m and mineralization remains open to depth in several holes. We are also encouraged that long sub-intervals in several of the holes grade in excess of 1.0% Cu equivalent.

Acquisition of the Cristo de los Andes Property and Extension of Property Position

On April 28th, 2008 Antares announced that Minera Antares Peru S.A.C. (Antares Peru), a wholly-owned subsidiary of Antares, and Minera del Suroeste S.A.C. (MISOSA), a wholly-owned subsidiary of Southwestern Resources Corp. (Southwestern), have executed an option agreement whereby Antares Peru can acquire up to a 60% interest in MISOSA's Cristo de los Andes project located immediately to the south of the Haqira copper project.. Highlights of the Cristo de los Andes project and its synergies with the Haqira project include the following:

- **New project for Antares - located only 10 km from Antares' Haqira Copper Project**

- **Multiple targets identified for both secondary and primary copper mineralization**
- **Limited prior drilling focussed on only one target (8 widely-spaced holes - 1,808 m total)**
- **Three of the eight holes encountered ore grade intervals of near-surface secondary copper mineralization 1) 33 m @ 0.65% Cu, 2) 33 m @ 0.77% Cu and 3) 15.4 m @ 0.48% Cu plus an additional 17.5 m with 0.44% Cu**

A key aspect of the Cristo de los Andes project is its close proximity to Antares' Haquira Project - the central portion of the project occurs approximately 10 km to the south of the principal area of copper mineralization at Haquira West. Antares believes that mineralized rock from Cristo de los Andes could be processed at a common facility built to treat the mineralized rock from the Haquira copper project.

Antares has the option to acquire an initial 51% interest in the Cristo de los Andes project by 1) completing 12,000 m of drilling over a period of 3 years (3,000 m in the first year as a firm commitment), 2) paying US\$50,000 upon signature of the agreement and completing optional payments totaling an additional US\$1,000,000 within 3 years, and 3) granting MISOSA a production royalty of US\$0.005/lb of Antares' share of copper production exceeding 500,000,000 lbs from the Cristo de los Andes property. Antares has the option to acquire an additional 9% interest in the project, for a total of 60%, by electing to complete a bankable feasibility study within five years.

The Cristo de los Andes project falls within the area of interest of the option agreement between Antares and Minera Phelps Dodge del Peru S.A.C. (a subsidiary of Freeport-McMoRan Copper and Gold Inc.) that grants Antares the option to acquire a 100% interest in the Haquira project (see press release of March 17, 2005). Certain terms of the Haquira option agreement will also be applicable to any potential Antares interest in the Cristo de los Andes project.

Antares also announced that it has staked 9,100 ha of additional ground surrounding the original Haquira project and with the inclusion of the Cristo de los Andes project, the overall Haquira project has increased in size from the initial core position of 4,600 ha to more than 20,000 ha. Much of this land position has received only limited exploration to date and a district wide exploration program will be undertaken in 2008 to determine if additional targets are present.

Future Plans for Haquira

Drilling re-commenced at Haquira East in mid-January with two diamond drill rigs. Two additional rigs arrived in March and the Company is currently working with our drilling contractors to bring the total to six rigs as soon as possible. Drilling will focus on 1) defining an initial resource estimate for the Haquira East primary Cu-Mo-Au deposit within the next few months, 2) testing for additional primary Cu-Mo-Au mineralization beneath the larger zone of secondary copper at Haquira West, 3) testing for primary and secondary copper mineralization on the Cristo de los Andes property, 4) collection of large diameter core samples for metallurgical testing, and 5) completion of the conversion of secondary leachable copper resources from inferred to indicated resource

status. The Company also intends to complete an integrated scoping-stage evaluation for the Haquira project by the end of 2008 which will incorporate the extensive primary sulphide mineralization.

Rio Grande

Description

Rio Grande is a large porphyry copper-gold prospect with associated IOCG (Iron Oxide Copper Gold) style alteration located in Salta Province, northwestern Argentina. Copper-gold mineralization at Rio Grande occurs within the eroded central core of a mid-Miocene intrusive center and is best expressed by a large area (2 km by 2 km) of well-defined, coincident copper-in-soil, gold-in-soil, and induced polarization (IP) chargeability anomalies. Trenching and drilling programs by Teck Corporation (2000-2001) and Antares (2004-2007) have partially delineated the Discovery and Sofia copper-gold zones along the southeast margins of the system, extended the known mineralization to the northern and western margins of the system, and also encountered indications of deeper copper-gold mineralization beneath the central portion of the system.

The Rio Grande project is very favourably located along the prominent northwest-trending Archibarca Lineament which also controls the location of the world-class giant Escondida porphyry copper deposit 150 km to the northwest in Chile. The Rio Grande project shares many geologic similarities with the Bajo de Alumbrera porphyry copper-gold deposit which is located along a similar northwest-trending regional structural lineament approximately 300 km to the south.

The Rio Grande property is wholly owned by Mansfield Minerals Inc. ("Mansfield" - MDR.V). Under the terms of an option-joint venture agreement dated June 30, 2004, the Company was entitled to earn an initial 50% interest in the property by completing work expenditures totaling US\$3,000,000, making option payments totaling US\$600,000 and issuing 900,000 shares, all over a four-year period. Pursuant to a vesting agreement dated April 16, 2007 made between the Company and Mansfield, the Company undertook to vest its 50% interest in the Rio Grande property by completing US\$3,375,000 in exploration expenditures on or before September 30, 2007 with the remaining option payment of US\$375,000 being waived. The Company was also required to issue 300,000 shares of Antares to Mansfield on or before June 30, 2007 (for a total of 600,000 shares rather than the 900,000 as originally contemplated).

The Company has fulfilled all of its earning obligations for Rio Grande and is currently working with Mansfield to formalize the vesting of its 50% interest in the property and the formation of a joint venture to oversee future operations on the property. Antares will be appointed the operator under the joint venture.

Exploration Update for the Period February 1, 2007 to May 22, 2008

On June 4, 2007 the Company announced that the 2006-07 trenching program (25 trenches, 4646 m of bedrock) had been completed and all assay results had been received. A summary of significant results and a location diagram are contained on the Company's website, www.antareshminerals.com. At the same time, the Company also

announced that a 15,000 m drill program utilizing three drill rigs had started at Rio Grande. The objectives of the program were (1) to follow-up on encouraging results from previous drilling campaigns in the Sofia and Discovery Zones, (2) to drill test the remaining two-thirds of the system that has not been adequately explored to date, and (3) to provide an initial drill test of the satellite Northeast Target which bears geological and geochemical similarities to the nearby Lindero gold deposit owned 100% by Mansfield.

On September 24, 2007 the Company announced the results from the initial eight holes (3,574 m) of the 15,000 m drilling program at Rio Grande. The eight holes reported in this release were completed in the Sofia and Discovery zones and were primarily drilled to test for extensions of mineralization to depth and along strike. Seven of the eight holes intersected copper-gold mineralization but the highlight of the program was drill-hole RGA-07-34 at the northern end of the Sofia zone.

Drill-hole RGA-07-34 intersected a 189-m interval with 0.70% Cu and 0.67 g/t Au commencing at a depth of 140 m. The hole is located immediately to the northwest of the two previous best holes: RGA-06-26, 150 m to the south (158 m with 0.46% Cu and 0.51 g/t Au) and RGA-06-24, 180 m to the southeast (128 m with 0.47% Cu and 0.71 g/t Au). RGA-07-30 was drilled to the west of RGA-06-26 to test for down-dip extension of mineralization and encountered narrower zones of mineralization with higher grades (17 m with 0.69% Cu and 0.94 g/t Au). The mineralization in RGA-07-34 was encountered at a shallower depth than anticipated and remains open to the west and north.

The strong and relatively near-surface intercept in RGA-07-34 has extended the zone of higher grade copper-gold mineralization at the northern end of Sofia zone an additional 150 m to the north. This is the best drill intercept to date at Rio Grande and there is room to extend the mineralization to the west and north towards the North zone target area.

On October 25, 2007, the Company announced the results from an additional eight holes (4,094 m) of the ongoing 15,000 m drilling program at Rio Grande. Highlights of the holes include the discovery of significant copper-gold mineralization in the previously un-drilled North zone and the intersection of a higher grade zone in RGA-040 at the northern end of the Discovery zone. Some of the more significant intercepts are as follows:

- RGA-07-040 (Discovery Zone): 102.80 m with 0.58% Cu, 0.75 g/t Au, and 13.1 g/t Ag
 - Includes 25.20 m with 1.37% Cu, 1.89 g/t Au, and 18.0 g/t Ag
- RGA-07-043 (North Zone): 151.00 m with 0.40% Cu, 0.46 g/t Au, and 12.4 g/t Ag
- RGA-07-048 (North Zone): 152.00 m with 0.44% Cu and 0.41 g/t Au (Ag pending)
 - Includes 60.00 m with 0.54% Cu and 0.53 g/t Au (Ag pending)
 - Within long intercept of lower grade - 428 m with 0.30% Cu and 0.29 g/t Au

On January 18, 2008, the Company announced the results from an additional 12 holes (5,500 m) of the 35 hole (16,238 m) diamond drilling program completed in late 2007 at

the Rio Grande copper-gold project in northwestern Argentina. Highlights from these holes include the discovery of significant copper-gold mineralization in the previously untested #7 Zone along the western margin of the Rio Grande prospect as well as further encouraging results from the North and Sofia Zones. Some of the more significant intercepts are as follows:

- RGA-07-056 (#7 Zone): 134.50 m with 0.53% Cu, 0.65 g/t Au, and 8.9 g/t Ag
 - Includes 48.00 m with 0.82% Cu, 1.28 g/t Au, and 8.7 g/t Ag
 - Discovery of new Cu-Au zone along western margin of Rio Grande prospect
 - Mineralization commences from near surface
- RGA-07-045 (North Zone): 131.97 m with 0.38% Cu, 0.40 g/t Au, and 2.8 g/t Ag
 - Includes 50.23 m with 0.49% Cu, 0.46 g/t Au, and 2.7 g/t Ag
 - Collared 150 m east of similar mineralization in RGA-07-043
- RGA-07-050 (Sofia Zone): 111.15 m with 0.42% Cu, 0.41 g/t Au, and 8.5 g/t Ag
 - Includes 24.90 m with 0.64% Cu, 0.79 g/t Au, and 16.2 g/t Ag
 - Collared 150 m north of well mineralized RGA-07-034

On March 26, 2008, the Company presented the results from the final seven holes (3,075 m) of the 35 hole (16,238 m) diamond drilling program completed in late 2007 at the Rio Grande copper-gold project in north-western Argentina. Highlights from these holes include the extension of copper-gold mineralization to the north and south of the recently discovered #7 Zone as well as additional encouraging results from the northern Sofia Zone. Some of the more significant intercepts are as follows:

- RGA-07-058 (#7 Zone): 161.02 m with 0.34% Cu, 0.32 g/t Au, and 3.2 g/t Ag
 - Includes 15.50 m with 0.65% Cu, 0.72 g/t Au, and 5.2 g/t Ag
 - 250 m south of RGA-07-056 (134.5 m with 0.53% Cu, 0.65 g/t Au, 8.9 g/t Ag)
 - Mineralization commences from surface
- RGA-07-059 (#7 Zone): 36.80 m with 0.54% Cu, 0.54 g/t Au, and 7.7 g/t Ag
 - Includes 9.80 m with 1.07% Cu, 1.15 g/t Au, and 19.5 g/t Ag
 - 200 m north of RGA-07-056
 - Within broad zone of lower grade
- RGA-07-060 (Sofia Zone): 106.55 m with 0.42% Cu, 0.33 g/t Au, and 5.9 g/t Ag
 - Includes 36.60 m with 0.64% Cu, 0.48 g/t Au, and 6.3 g/t Ag
 - 150 m north of RGA-07-034 (189 m with 0.70% Cu and 0.67 g/t Au)

The Company also announced encouraging results of the first hole into the NE Target, an area located approximately 1.5 km to the northeast of the principal Rio Grande project that is characterized by a discrete gold-in-soil anomaly that is coincident with IP chargeability and resistivity anomalies. Although the hole did not intersect ore grades there are several lengthy zones of highly anomalous gold-copper-zinc mineralization that warrant additional investigation.

Future Plans

An exploration drilling program is currently underway at Rio Grande with two drill rigs operating on site and a third rig scheduled to arrive in the near future. The drilling program will initially consist of 12 infill holes in 4 of the areas with better grades and thicknesses of mineralization from previous drilling. If positive results are encountered in the initial 12 holes, the Company will consider expanding the infill drill program to a level that will allow for the completion of an initial resource estimate and metallurgical characterization for Rio Grande by the end of 2008.

Qualified Person

John Black, President and Chief Executive Officer is the qualified person under National Instrument 43-101 who supervises all work programs and reviews all public disclosure documents associated with the Company's exploration programs.

Selected Annual Information

	2008	2007	2006
Total Revenues	\$293,641	\$52,859	\$12,543
Net Loss	(\$3,932,041)	(\$2,485,888)	(\$1,337,392)
Loss per common share	(\$0.09)	(\$0.08)	(\$0.08)
Loss per common share – diluted	(\$0.09)	(\$0.08)	(\$0.08)
Total Assets	\$51,338,747	\$16,493,248	\$6,110,429
Long Term Liabilities	-	-	-
Dividends	-	-	-

Quarterly Disclosure – Eight Most Recently Completed Quarters

The following table sets forth certain unaudited financial information prepared by management of the Company.

	Three Months Ended			
	<u>Jan. 31/08</u>	<u>Oct. 31/07</u>	<u>July 31/07</u>	<u>Apr. 30/07</u>
Revenues	\$202,936	\$23,092	\$44,679	\$22,934
Net Income (loss)	(226,578)	(2,232,258)	(1,019,584)	(453,621)
Loss per share – basic	(0.00)	(0.05)	(0.03)	(0.01)
Loss per share – diluted	(0.00)	(0.05)	(0.03)	(0.01)
Total assets	51,338,747	21,974,590	23,358,765	16,135,040
	<u>Jan. 31/07</u>	<u>Oct. 31/06</u>	<u>July 31/06</u>	<u>Apr. 30/06</u>
Revenues	\$43,214	\$6,804	(1,269)	\$4,110
Net Income (loss)	(1,276,488)	(467,856)	(419,607)	(321,937)
Loss per share – basic	(0.03)	(0.02)	(0.02)	(0.01)
Loss per share - diluted	(0.03)	(0.02)	(0.02)	(0.01)
Total Assets	16,493,248	18,318,447	12,134,776	8,426,642

Results of Operations

Revenues and Expenses

The Company is still in the pre-mining stage without any producing properties. Revenues were derived solely from interest income earned on cash balances.

The Company held higher cash balances for the year ending January 31, 2008 than for the corresponding period of last year. As a result, interest for the year ending January 31, 2008 was \$293,641 versus \$52,859 in the corresponding prior year.

Expenses (cash and non-cash) for the year ended January 31, 2008 totaled \$4,225,682; versus \$2,538,747 for the prior year (\$1,687,035 higher). Principal reasons for the increase were as follows:

- Stock-based compensation expense increased by \$1,718,013 reflecting the granting of significantly more options in the current period over the prior period. This is a non-cash cost;
- The increased activities in both Peru and Argentina necessitated the hiring of new staff at a year over year cost increase of \$358,928. This also includes the cost of bonuses and pay increases awarded to staff in the year;
- Increased office and administration costs of \$117,914 due to increased office staff, higher utility costs, higher courier and investor relations costs;
- Transfer agent and filing fees were higher by \$40,155 reflecting the issuance of additional shares and an increased shareholder base;
- Foreign-exchange gain decreased by \$29,459 due to the strengthening Canadian dollar over the US dollar, Peruvian nuevo sole and the Argentine peso;
- Rent increased by \$25,683 reflecting general increases in rental fees plus the rental of additional warehouse space in Argentina;
- Amortization of property plant and equipment of \$20,345 reflects the full year allowance of fixed assets depreciation versus the 50% allowance of assets in the first year of acquisition; and
- Banking fees increased by \$14,319 as more volumes of cash were moved between Canada and both Argentina and Peru.
- Travel costs were higher by \$19,563 due to more trips being made to projects by senior staff, and attendance at conventions and trade shows.

These increases in costs were offset by the following reductions:

- Write-downs of exploration properties decreased by \$615,377 reflecting the fact that only one minor project was written-off in the current year while the prior year recorded the write-off of the Catua project on which greater funds had been expended;
- A recovery of administration costs is allowed per the joint venture agreement entered into with Mansfield Minerals. Accordingly a recovery of \$129,181 is recognized in the current year. No such recovery was available in the prior year;
- Professional fees decreased by \$30,234 from the prior period. In the prior year consultants were hired to assist in the one-time documentation of internal controls as required by new regulations; and

Fourth-quarter revenues increased by \$159,722 reflecting the higher cash balances held in the current year's fourth quarter as a result of the financing closed in November 2007.

Fourth quarter expenses were \$890,088 lower than in the comparable fourth quarter of a year ago. Principal reasons for the changes in expenses in the current quarter are as follows:

- Foreign-exchange loss decreased by \$957,675 due to an error recorded in third quarter reporting for the current year. Had this not occurred the total expenses for the two quarters would have been similar;
- Stock-based compensation was \$646,650 higher due to the expensing of 2,487,500 new options granted in the year versus 600,000 in the prior year;
- Salaries and benefits were \$101,960 higher due to new staff being hired to meet the demands of the exploration activities in both Peru and Argentina;
- Travel costs were \$75,135 higher reflecting increased travel from North America to South America and also between Argentina and Peru;
- Write-downs decreased by \$664,619 reflecting the Catua property write-off taken in the last quarter of the prior year;
- Recognition in the quarter of administrative costs recoverable of \$129,181 from Mansfield Minerals pursuant to the joint venture agreement entered into in May 2007. No such provision was applicable in the comparative quarter;
- Transfer agent and filing fees costs increased by \$16,770 reflecting costs associated with share issues and a larger share base; and
- Office and admin cost increased by \$33,801 reflecting increased activity in our exploration programs.

Resources Expenditures

The Company is engaged in the acquisition, exploration, and development of resource properties. Resource properties are recorded at cost. All acquisition, exploration and related overhead expenditures are recorded as an asset on the balance sheet under the heading "Resource properties". These expenditures will be depleted over the estimated life of the properties if and when they reach production or will be written down by management when it is determined that the net carrying amount will not be recovered.

All of the Company's properties are in the exploration stage and there can be no assurance that any of them will reach the stage of production.

The company's net additions to resource properties in the year ending January 31, 2008 were \$8,614,362 (\$5,864,117 in the corresponding period of the prior year). \$4,868,135 was incurred on the Haquira property, which includes the US\$2,000,000 option payment made to Phelps Dodge in March 2007. \$3,774,905 was expended on the Rio Grande property in the current period which includes the issuance of 300,000 common shares valued at \$510,000 as part of the agreement with Mansfield Minerals Inc. See "Principal Properties" for a summary of the exploration program results in the current period for Haquira and Rio Grande. A minor exploration property was abandoned in the year and all associated costs (\$54,360) were written off.

Liquidity and Capitalization

Working Capital

The Company had working capital of \$28,468,782 at January 31, 2008 (\$4,243,446 at January 31, 2007) consisting primarily of cash and cash equivalents. The working capital position increased significantly after October 31, 2007 as a result of the financing completed in November, as described below. Management believes the Company has sufficient working capital to cover planned expenditures and fixed expenses for a period exceeding the next 12 months.

Long-Term Liability

The Company had no long-term liabilities at January 31, 2008.

Environmental obligations for reclamation of disturbed areas are addressed on a continuous basis, as leases are explored and decisions made to abandon or plan further work. Local environmental regulations in Peru and Argentina require surface disturbances from mineral exploration to be addressed on an annual basis. The Company has no production facilities, leaching facilities, or permanent maintenance facilities. The Company's estimate of outstanding environmental obligations on disturbed property is approximately \$365,983 at January 31 2008. Exploration camp facilities are almost always temporary in nature, mobile, and are moved from site to site. Asset retirement obligations (ARO's) on permanent long-lived structures at the Company's' two primary camp sites do not represent material exposures. The Company does include preliminary estimates of costs to conduct final environmental and ARO reclamation in its 43-101 standard preliminary economic assessments and pre-feasibility studies regarding project economic returns.

Financings

On May 22, 2007 the Company announced that it had completed the financing and related transactions with Mansfield Minerals Inc. ("Mansfield") that were announced on April 16, 2007. Pursuant to the terms of the vesting agreement dated April 16, 2007, Mansfield subscribed for three million treasury units of Antares at \$1.75 per unit (\$5,250,000), each unit consisting of one common share and one-half of a common share purchase warrant, with each full warrant exercisable at \$2.25 for one year. Mansfield also issued to Antares three million warrants exercisable at \$4.00 for one year (the "Initial Mansfield Warrants") and a further 1.5 million warrants exercisable at \$4.75 per share for a period of two years, subject to the Initial Mansfield Warrants being exercised.

On October 30, 2007 the Company announced that it had entered into an agreement with a syndicate of agents led by Blackmont Capital, Inc. and including GMP Securities L.P. (the "Agents") pursuant to which the Agents agreed to purchase \$15 million in Units on an underwritten private placement basis and to sell \$15 million in Units on a best efforts private placement basis at a price of \$4.60 per Unit for aggregate gross proceeds of approximately \$30,000,000 (the "Financing"). Each Unit consisted of one common share and one-half of one common share purchase warrant of Antares, each whole

common share purchase warrant entitling the holder to acquire one common share at a price of \$6.00 per share for a period of 18 months from the closing date of the Offering.

The Financing was completed on November 26, 2007. A total of 6,521,800 Units were issued for gross proceeds of \$30,000,280. Net proceeds of the Financing will be used to fund further development of the Haqira and Rio Grande properties and for general working capital purposes.

Capitalization

The Company had 48,800,284 common shares outstanding at January 31, 2008, an increase of 11,645,933 from January 31, 2007, which represents the exercise of 1,670,383 warrants and 153,750 stock options, and the issuance of (i) 300,000 shares pursuant to the agreement with Mansfield for the Rio Grande property; (ii) 3,000,000 shares to Mansfield pursuant to a private placement completed in May, 2007 as described under "Financings" and 6,521,800 shares issued pursuant to a private placement completed in November 2007, also as described under "Financings".

As at January 31, 2008 the Company's fully diluted share capital was 64,527,774 shares. Included in this amount are 12,066,336 warrants outstanding at January 31, 2008, as follows:

Number	Exercise Price	Expiry Date	Date of Grant
1,750,000 (1)	\$.90	March 22, 2008	March 22, 2006
2,500,000 (2)	\$.90	June 30,2008	June 30,2006
2,925,000 (3)	\$1.14	October 31, 2008	October 31, 2006
1,500,000 (4)	\$2.25	May 22, 2008	May 22, 2007
3,260,900 (5)	\$6.00	May 23, 2009	November 23, 2007
130,436 (5)	\$4.60	May 23, 2009	November 23, 2007

- (1) Unexercised warrants issued as part of the March 2006 private placement.
- (2) Unexercised warrants issued as part of the June 2006 private placement.
- (3) Unexercised warrants issued as part of the October 2006 private placement.
- (4) Unexercised warrants issued as part of the May 2007 private placement.
- (5) Unexercised warrants and broker warrants issued as part of the November 2007 private placement

The remaining potential dilution comes from 3,661,154 options held by directors, officers and consultants at January 31, 2008, each of which entitles the holder to purchase one common share at prices ranging from \$0.50 to \$2.62 per share for a period of five years from the date of grant, subject to specified vesting periods.

Management Changes

On July 19, 2007, the Company announced the appointment of Mr. Robert D. Wunder as chief operating officer (COO), effective August 1, 2007, subject to regulatory approval. Mr. Wunder has more than 30 years of operating, engineering, and project development experience in large-scale gold and copper projects and mines. Most recently he was vice-president operations for a world-class gold and copper development project based in South America. In the past, Mr. Wunder served as the vice president of operations for Minera Escondida Ltda., Chile, the world's largest copper operation, where he directed

all company activities in Northern Chile including operations, finance, human resources, environment, safety, and external affairs.

Effective August 1, 2007, Mr. Wunder assumed responsibility for coordinating exploration, feasibility, and development programs for Antares Minerals as well as assisting Mr. John Black, President/CEO, in communicating with Antares shareholders, investors, and clients. He holds a B.Sc. in geological engineering from the Colorado School of Mines and a M.B.A. from the University of Utah. He has lived for extended periods of time in several South American countries and is comfortable working in Spanish-speaking environments.

Change in Accounting Policies

On February 1, 2008 the Company adopted four new handbook sections issued by the Canadian Institute of Chartered Accountants ("CICA"), which apply to fiscal years beginning on or after October 2007.

- Section 3862 describes the required disclosures related to the significance of financial instruments on the Company's financial position, risk associated with those financial instruments, and how the entity manages those risks.
- Section 3863 establishes standards for presentation of financial instruments and non-financial derivatives.
- Section 1535 establishes standards disclosing information about a Company's capital and how it is managed to enable users of financial statements to evaluate the Company's objectives, policies and procedures for managing capital.
- Section 1400, *General Standards on Financial Statement Presentation*. This standard requires management to assess at each balance sheet date and, if necessary, disclose any uncertainty surrounding the ability of the Company to continue as a going concern.

The above changes in accounting policy did not have a material impact on the financial statements of the Company.

Future Accounting Standards

Effective January 1, 2009, the CICA has issued a new standard which may affect the financial disclosures and results of operations of the Company for interim and annual periods beginning January 1, 2009. The Company is considering the impact this will have on its financial statements.

- Section 3064, Goodwill and intangible assets, establishes revised standards for recognition, measurement, presentation and disclosure of goodwill and intangible assets. Concurrent with the introduction of this standard, the CICA withdrew EIC27, which addressed recognition of revenues and expenses during the pre-operating period (defined as the period between initial production and achievement of commercial production). At such time as the Company was to advance a project to this stage of development, the Company would no longer be able to defer project costs or revenues on that project.

Critical Accounting Estimates

Critical accounting estimates used in the preparation of the Financial Statements include the Company's estimate of the recoverable value of its resource properties as well as the value of stock-based compensation. Both of these estimates could be significantly affected by factors that are out of the Company's control.

All property-related acquisition costs, exploration costs, and associated overhead expenditures are recorded as an asset on the balance sheet under the heading "Resource Properties". Resource properties, provided they are deductible for tax purposes at some future date, are recorded at cost.

All resource property assets, once capitalized are held on the balance sheet until one of two events occurs;

- If lease acreage is dropped from the exploration portfolio, or if management otherwise determines that the net carrying amount on a specific lease will not be recovered, the associated asset values and tax liability (if relevant) are immediately written off to income.
- If a property is put into production at some future date, both the capitalized asset value and the deferred tax liability will be amortized against earnings over the estimated life of the property.

The amount expensed for stock-based compensation was based on the application of a recognized option valuation formula, the Black-Scholes model, which is highly dependent on the expected volatility of the Company's shares. The Company used an expected volatility rate for its shares of 86%-87% in the year ending January 31, 2008 (84% - 86% in the year ending January 31, 2007). This is an estimate based on past stock trading data and actual volatility may be significantly different in the future. While the estimate of stock-based compensation can have a material impact on the operating results reported by the Company, it is a non-cash charge and as such has no impact on the Company's financial condition.

Financial Instruments

The Company has not entered into any specialized financial agreements to minimize its investment, currency or commodity risks. There are no off-balance sheet arrangements. The principal financial instruments used by the Company are short-term deposits or debt obligations which are acquired to enhance the returns on the Company's cash position. The Company considers these instruments to be very low risk in nature. The fair value of these instruments approximates their carrying costs, unless otherwise noted on the financial statements.

Risks and Uncertainties

All of the Company's operations involve mineral exploration and development and there is no guarantee that any such activity will result in commercial production of deposits. Mineral exploration and development involves substantial expenses and a high degree of risk, which even a combination of experience, knowledge and careful evaluation may

not be able to adequately mitigate. Examples of these risks include, but are not limited to:

- **No Proven Commercial Resources.** There is no assurance that commercial quantities of ore will be discovered on any of Company's exploration properties, or even if commercial quantities of ore are discovered, that a mineral property will be brought into commercial production. The Company has not completed a final feasibility study on its two advanced stage projects (Haquira and Rio Grande), so cannot say that the possible project economics discussed in this MD&A have any commercial certainty.
- **Legal/Political Risk.** Antares' businesses in Argentina and Peru may be harmed if the countries adopt laws that are not favourable to the mining community. Laws may be applied in an inconsistent, arbitrary and unfair manner. Legal remedies may be uncertain, delayed or unavailable. Future amendments to Argentine and Peruvian laws could weaken, shorten or curtail the Company's mineral exploration rights or adversely impact development economics.
- **Changing Government Regulations.** The Company's operations may be affected by government regulations, including those with respect to restrictions on production, price controls, export controls, income taxes, and expropriation of property, employment, land use, water use, environmental legislation and mine safety.
- **Lack of Qualified Staff.** Although the Company believes that it will be successful in attracting and retaining qualified personnel as its business activity grows, there can be no assurance of such success.
- **Availability of Financing.** There can be no assurance that the Company will be capable of raising the additional financing that it needs to carry out its exploration and development objectives.
- **No Operating Mine History.** Antares has no history of developing or operating a mining project and there can be no assurance of its ability to operate such mining projects profitably.
- **Environmental Risks.** While the Company reclaims areas disturbed by exploration on a continuous basis, exploration activities could potentially create environmental exposures that would represent unforeseen expenses for the Company.

Disclosure Controls and Procedures

Management is responsible for the information disclosed in this MD&A and has in place the appropriate information systems, procedures and controls to ensure that information used internally by management and disclosed externally is, in all material respects, complete and reliable.

As of the financial year ended January 31, 2007, an evaluation was carried out under the supervision of, and with the participation of, the Company's management, including the Chief Executive Officer and Chief Financial Officer, on both the design and effectiveness of the Company's disclosure controls and procedures. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that current disclosure controls and procedures were effective as of January 31, 2007 to provide accurate and complete disclosure in public filings.

No changes were made during the year ended January 31, 2008 that have materially effected, or are reasonably likely to materially affect, the Company's design or effectiveness of disclosure controls or procedures, as accepted and certified at financial year end January 31 2007. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that current disclosure controls and procedures were effective as of January 31, 2008 to provide accurate and complete disclosure in public filings.

The Board of Directors assesses the integrity of the public financial disclosures through the oversight of the Audit Committee.

Internal Controls Over Financial Reporting Review – (ICFR)

During the year ended January 31, 2007, the Company completed a detailed evaluation of the design effectiveness regarding controls over financial reporting, based on the framework established by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The evaluation was conducted under the supervision of the Chief Executive Officer and the Chief Financial Officer, and identified a lack of segregation of duties and in-house expertise to deal with complex taxation, accounting and reporting duties, due to a limited number of employees dealing with financial matters. However, management has concluded that, considering the relatively small size of the company, employees involved, and the control procedures in place, including management and audit committee oversight:

- the risks associated with such lack of segregation are not significant enough to justify further measures, and
- internal control over financial reporting has been designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with issuer's GAAP.

A change was made during the quarter ended July 31, 2007 to the accounting systems utilized in both Argentina and Peru. The Company replaced the general ledger system with another of very similar design, but which offered better access and performance in local currency. None of the consolidation systems, internal controls, or other processes were affected by the change. Management believes there have been no changes that have materially affected, or are reasonably likely to materially affect, the Company's design of internal controls over financial reporting, as accepted and certified at year end January 31, 2007. Based on that evaluation, the chief executive officer and chief financial officer conclude that ICFR design was effective as of January 31, 2008.

Forward Looking Statements

The above contains forward looking statements that are subject to a number of known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in our forward looking statements. Shareholders and prospective investors should not place undue reliance on forward-looking information and should bear in mind the risks and uncertainties outlined above under "Risks and Uncertainties".

Additional Information

Additional information relating to Antares can be found in the Financial Statements, filed on SEDAR at www.sedar.com.