



Notice given under Section 708A(5)(e) of the Corporations Act

This notice is given by the Company under section 708A(5)(e) of the Corporations Act in relation to the issue of 56,250,000 fully paid ordinary shares as detailed in the attached Appendix 3B by the Company without disclosure to investors under Part 6D.2 of the Corporations Act.

The Company relies on case 1 in section 708A(5) of the Corporations Act in respect of the issue of the shares.

As at the date of this notice, the Company has complied with:

- (a) the provisions of Chapter 2M of the Corporations Act as they apply to the Company; and
- (b) section 674 of the Corporations Act.

The Company confirms that, as at the date of this notice, there is no information that:

- (a) has been excluded from a continuous disclosure notice given to ASX in accordance with the ASX Listing Rules; and
- (b) investors and their professional advisers would reasonably require for the purpose of making an informed assessment of:
 - (i) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; and
 - (ii) the rights and liabilities attaching to fully paid ordinary shares,

to the extent to which it would be reasonable for investors and their professional advisers to expect to find such information in a disclosure document.

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

Appendix 3B

New Issue Announcement,

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000,30/9/2001,11/3/2002,1/1/2003.

Name of Entity

Andean Resources Limited

ACN

064 494 319

We (the entity) give the ASX the following information.

Part 1 - All Issues

1	Class of securities issued or to be issued	Ordinary shares
2	Number of securities to be issued or to be issued (if known) or maximum number which may be issued	56,250,000 ordinary shares
3	Principal terms of the securities	Ordinary shares – as per existing fully paid ordinary shares on issue
4	Do the securities rank equally in all respects from the date of allotment with an existing class of securities	Yes
5	Issue price or consideration	CAD\$1.60 (approx AUD \$1.73) per ordinary share
6	Purpose of issue	To fund the exploration and development of the Company's Cerro Negro gold project in Argentina over the next two years as the Company moves towards production.
7	Date of entering securities into uncertificated holdings or despatch of certificates	16 July 2009

Appendix 3B
New Issue Announcement

		Number	Class
8	Number and class of all securities quoted on ASX	461,771,183	ordinary fully paid shares

		Number	Class
9	Number and class of all securities not quoted on ASX	4,000,000	Options exercisable at \$0.25 expiring 31/10/09
		1,000,000	Options exercisable at \$0.30 expiring 30/04/10
		1,000,000	Options exercisable at \$0.35 expiring 31/10/10
		6,000,000	Options exercisable at \$0.30 expiring 30/09/10
		400,000	Options exercisable at \$0.40 expiring 14/03/11
		1,412,500	Options exercisable at \$0.40 expiring 30/06/11
		3,000,000	Options exercisable at \$0.70 expiring 14/07/11
		1,000,000	Options exercisable at \$1.70 expiring 14/04/12
		250,000	Options exercisable at \$1.60 expiring 2/06/12
		1,000,000	Options exercisable at \$0.75 expiring 31/07/12

10 Dividend policy on the increased capital

Part 2 – Bonus issue or pro rata issue

11 Is security holder approval required?

12 Is the issue renounceable or non-renounceable

13 Ratio in which the securities will be offered

14 Class of securities to which the offer relates

15 Record date to determine entitlements

16 Will holdings on different registers (or sub-registers) be aggregated for calculating entitlements

17 Policy for deciding entitlements in relation to fractions

18 Names of countries in which the entity has security holders who will not be sent new issue documents

19 Closing date for receipt of acceptances or renunciations

20 Names of any underwriters

21 Amount of any underwriting fee or commission

22 Names of any brokers to the issue

23 Fee or commission payable to the broker to the issue

24 Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders

Appendix 3B
New Issue Announcement

25	If the issue is contingent on security holders' approval, the date of the meeting	
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	
28	Date rights trading will begin (if applicable)	
29	Date rights trading will end (if applicable)	
30	How do security holders sell their entitlements in full through a broker	
31	How do security holders sell part of their through a broker and accept for the balance	
32	How do security holders dispose of their entitlements (except by sale through a broker)	
33	Despatch date	

Part 3 – Quotation of securities

- 34 Type of securities (tick one)
- (a) Securities described in Part 1 Quotation is only sought for the ordinary shares described in Part 1
- (b) All other securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 If the securities are equity securities the names of the 20 largest holders of the additional securities, and the number and percentage of additional securities held by those holders
- 36 If the securities are equity securities a distribution schedule of the additional securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over
- 37 A copy of any trust deed for the additional securities

Entities that have ticked box 34(b)

- 38 Number of securities for which quotation is sought
- 39 Class of securities for which quotation is sought
- 40 Do the securities rank equally in all respects from the date of allotment with an existing class of quoted securities?

If the securities do not rank equally please state:
 - the date from which they do
 - the extent to which they participate for the next dividend or interest payment
 - the extent to which they do not rank equally, other than in relation to the next dividend, distribution or dividend payment
- 41 Reason for request for quotation now (if issued upon conversion of another security, clearly identify that other security)

Appendix 3B
New Issue Announcement

42	Number and class of all securities quoted on ASX (including the securities in clause 38)	Number	Class

Quotation agreement

- 1 Quotation of our additional securities is in ASX’s absolute discretion. ASX may quote the securities on any conditions it decides.

2. We warrant the following to ASX:
 - The issue of the securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why the securities should not be granted quotation.
 - An offer of the securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.
 - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any securities to be quoted and the no-one has any right to return any securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the securities be quoted.
 - We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the securities to be quoted, it has been provided at the time that we request that the securities be quoted.
 - If we are a trust, we warrant that no person has the right to return the securities to be quoted under section 1019B of the Corporations Act at the time that we request that the securities be quoted.

Sign here:

Company Secretary

Date 16/07/2009

Print name

Ross James Arancini