

MALLESONS STEPHEN JAQUES

Company Announcements Office
ASX Limited
Level 8, Exchange Plaza, 2 The Esplanade
PERTH WA 6000
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30 December 2010

FOR IMMEDIATE RELEASE TO THE MARKET

Andean Resources Limited- acquisition by Goldcorp Inc.

Please see the attached on behalf of Andean Resources Limited:

- (a) an announcement;
- (b) five Appendix 3Zs for the outgoing directors; and
- (c) two Appendix 3Xs for the incoming directors.

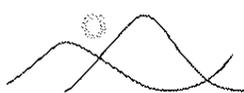
Yours faithfully



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Nigel Hunt
Partner

Encl



Andean
resources

TSX: AND ASX: AND
A.B.N. 66 064 494 319

Implementation of scheme of arrangement

30 December 2010

The Scheme of Arrangement for the acquisition of Andean Resources Limited (**Andean**) by Goldcorp Inc. (**Goldcorp**) was implemented today. Goldcorp has now acquired all of the shares in Andean.

An application to delist Andean from ASX will be made shortly.

As a result of the implementation of the scheme, Louis Gignac (Chairman), Barry Bolitho, Wayne Hubert, Richard Lorson and Chuck Winograd have resigned as directors and two Goldcorp nominees, Richard Nettleton and Clare Barrett-Lennard have been appointed as directors of Andean with effect from today.

John Thomas and John Williams resigned as company secretaries. Ms Barrett-Lennard has been appointed as company secretary.

The elections for cash consideration were under the C\$1 billion maximum cash consideration. Accordingly, no scale-back of elections for cash consideration was required.

Share certificates for Goldcorp shares issued as share consideration and cheques for cash consideration (for those shareholders who elected to receive cash) have been despatched to Andean shareholders. The new Goldcorp shares issued by Goldcorp as consideration will commence trading on the TSX and NYSE on 30 December 2010.

For further information contact:

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Appendix 3Z
Final Director's Interest Notice

Part 2 – Director's relevant interests in securities of which the director is not the registered holder

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Name of holder & nature of interest	Number & class of securities
Nil	

Part 3 – Director's interests in contracts

N/A	
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+ See chapter 19 for defined terms.

Appendix 3Z
Final Director's Interest Notice

Rule 3.19A.3

Appendix 3Z

Final Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/9/2001.

Name of entity ANDEAN RESOURCES LTD
ABN 66 064 494 319

We (the entity) give ASX the following information under listing rule 3.19A.3 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of director	Charles (Chuck) Winograd
Date of last notice	10 December 2010
Date that director ceased to be director	30 December 2010

Part 1 – Director's relevant interests in securities of which the director is the registered holder
In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<p>Number & class of securities</p> <p>N/A</p>

+ See chapter 19 for defined terms.

Appendix 3Z

Final Director's Interest Notice

Part 2 – Director's relevant interests in securities of which the director is not the registered holder

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Name of holder & nature of interest	Number & class of securities
N/A	N/A

Part 3 – Director's interests in contracts

N/A	
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+ See chapter 19 for defined terms.

Appendix 3Z
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Rule 3.19A.3

Appendix 3Z

Final Director's Interest Notice

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Introduced 30/9/2001.

Name of entity ANDEAN RESOURCES LTD
ABN 66 064 494 319

We (the entity) give ASX the following information under listing rule 3.19A.3 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of director	Louis Gignac
Date of last notice	10 December 2010
Date that director ceased to be director	30 December 2010

Part 1 – Director's relevant interests in securities of which the director is the registered holder

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Number & class of securities
Nil

+ See chapter 19 for defined terms.

Appendix 3Z Final Director's Interest Notice

Part 2 – Director's relevant interests in securities of which the director is not the registered holder

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Name of holder & nature of interest	Number & class of securities
N/A	N/A

Part 3 – Director's interests in contracts

N/A	
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+ See chapter 19 for defined terms.

Appendix 3Z
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Rule 3.19A.3

Appendix 3Z

Final Director's Interest Notice

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Introduced 30/9/2001.

Name of entity ANDEAN RESOURCES LTD
ABN 66 064 494 319

We (the entity) give ASX the following information under listing rule 3.19A.3 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of director	Richard Lorson
Date of last notice	10 December 2010
Date that director ceased to be director	30 December 2010

Part 1 – Director's relevant interests in securities of which the director is the registered holder

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<p>Number & class of securities</p> <p>Nil</p>

+ See chapter 19 for defined terms.

Appendix 3Z

Final Director's Interest Notice

Part 2 – Director's relevant interests in securities of which the director is not the registered holder

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Name of holder & nature of interest	Number & class of securities
Nil	

Part 3 – Director's interests in contracts

N/A	
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+ See chapter 19 for defined terms.

Appendix 3Z
Final Director's Interest Notice

Rule 3.19A.3

Appendix 3Z

Final Director's Interest Notice

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Introduced 30/9/2001.

Name of entity ANDEAN RESOURCES LTD
ABN 66 064 494 319

We (the entity) give ASX the following information under listing rule 3.19A.3 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of director	Wayne Hubert
Date of last notice	10 December 2010
Date that director ceased to be director	30 December 2010

Part 1 – Director's relevant interests in securities of which the director is the registered holder

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<p>Number & class of securities</p> <p>Nil</p>

+ See chapter 19 for defined terms.

Appendix 3Z
Final Director's Interest Notice

Part 2 – Director's relevant interests in securities of which the director is not the registered holder

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Name of holder & nature of interest	Number & class of securities
N/A	N/A

Part 3 – Director's interests in contracts

N/A	
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+ See chapter 19 for defined terms.

Appendix 3X
Initial Director's Interest Notice

Rule 3.19A.1

Appendix 3X

Initial Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/9/2001.

Name of entity Andean Resources Limited
ABN 66 064 494 319

We (the entity) give ASX the following information under listing rule 3.19A.1 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Richard James Nettleton
Date of appointment	30 December 2010

Part 1 - Director's relevant interests in securities of which the director is the registered holder

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Number & class of securities
Nil

Appendix 3X
Initial Director's Interest Notice

Part 2 – Director's relevant interests in securities of which the director is not the registered holder

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Name of holder & nature of interest	Number & class of Securities
<small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	
Nil	

Part 3 – Director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	Nil
Nature of interest	
Name of registered holder (if issued securities)	
No. and class of securities to which interest relates	

+ See chapter 19 for defined terms.

Appendix 3X
Initial Director's Interest Notice

Rule 3.19A.1

Appendix 3X

Initial Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/9/2001.

Name of entity Andean Resources Limited
ABN 66 064 494 319

We (the entity) give ASX the following information under listing rule 3.19A.1 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Clare Barrett-Lennard
Date of appointment	30 December 2010

Part 1 - Director's relevant interests in securities of which the director is the registered holder

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Number & class of securities
Nil

Appendix 3X Initial Director's Interest Notice

Part 2 – Director's relevant interests in securities of which the director is not the registered holder

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Name of holder & nature of interest	Number & class of Securities
<small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	
Nil	

Part 3 – Director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	Nil
Nature of interest	
Name of registered holder (if issued securities)	
No. and class of securities to which interest relates	

+ See chapter 19 for defined terms.