

# 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.

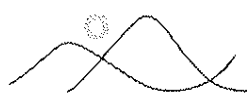
Yours faithfully



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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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Website: [www.goldcorp.com](http://www.goldcorp.com)

**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.

<b>Name of entity</b> ANDEAN RESOURCES LTD
<b>ABN</b> 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.

<b>Name of director</b>	Barry Bolitho
<b>Date of last notice</b>	10 December 2010
<b>Date that director ceased to be director</b>	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.

<b>Number &amp; class of securities</b>
Nil

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+ See chapter 19 for defined terms.

Appendix 3Z

Final Director's Interest Notice

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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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**Appendix 3Z**  
**Final Director's Interest Notice**

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*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.

<b>Name of entity</b> ANDEAN RESOURCES LTD
<b>ABN</b> 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.

<b>Name of director</b>	Charles (Chuck) Winograd
<b>Date of last notice</b>	10 December 2010
<b>Date that director ceased to be director</b>	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.

<b>Number &amp; class of securities</b>
N/A

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+ See chapter 19 for defined terms.

**Appendix 3Z**  
**Final Director's Interest Notice**

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**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**  
**Final Director's Interest Notice**

*Rule 3.19A.3*

# Appendix 3Z

## Final Director's Interest Notice

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Introduced 30/9/2001.

<b>Name of entity</b> ANDEAN RESOURCES LTD
<b>ABN</b> 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.

<b>Name of director</b>	Louis Gignac
<b>Date of last notice</b>	10 December 2010
<b>Date that director ceased to be director</b>	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.

<b>Number &amp; class of securities</b>
Nil

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+ See chapter 19 for defined terms.

Appendix 3Z

Final Director's Interest Notice

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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**  
**Final Director's Interest Notice**

*Rule 3.19A.3*

# Appendix 3Z

## Final Director's Interest Notice

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Introduced 30/9/2001.

<b>Name of entity</b> ANDEAN RESOURCES LTD
<b>ABN</b> 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.

<b>Name of director</b>	Richard Lorson
<b>Date of last notice</b>	10 December 2010
<b>Date that director ceased to be director</b>	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.

<b>Number &amp; class of securities</b>
Nil

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+ See chapter 19 for defined terms.

**Appendix 3Z**  
**Final Director's Interest Notice**

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**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.

<b>Name of entity</b> ANDEAN RESOURCES LTD
<b>ABN</b> 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.

<b>Name of director</b>	Wayne Hubert
<b>Date of last notice</b>	10 December 2010
<b>Date that director ceased to be director</b>	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.

<b>Number &amp; class of securities</b>
Nil

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+ See chapter 19 for defined terms.

Appendix 3Z  
Final Director’s Interest Notice

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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.

<b>Name of entity Andean Resources Limited</b>
<b>ABN 66 064 494 319</b>

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.

<b>Name of Director</b>	Richard James Nettleton
<b>Date of appointment</b>	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.

<b>Number &amp; class of securities</b>
Nil

## Appendix 3X

### Initial Director's Interest Notice

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#### 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	

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+ See chapter 19 for defined terms.

**Appendix 3X**  
**Initial Director's Interest Notice**

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*Rule 3.19A.1*

## Appendix 3X

### Initial Director's Interest Notice

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Introduced 30/9/2001.

<b>Name of entity Andean Resources Limited</b>
<b>ABN 66 064 494 319</b>

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.

<b>Name of Director</b>	Clare Barrett-Lennard
<b>Date of appointment</b>	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.

<b>Number &amp; class of securities</b> Nil
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## Appendix 3X

### Initial Director's Interest Notice

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#### 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	

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+ See chapter 19 for defined terms.