

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 Ltd

### 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	12,638
3	Principal terms of the securities	As per 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	Nil
6	Purpose of issue	Issue of shares to an eligible person pursuant to the Company's employee share ownership plan on successfully reaching performance hurdles
7	Date of entering securities into uncertificated holdings or despatch of certificates	20 January 2009

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		<b>Number</b>	<b>Class</b>
8	Number and class of all securities quoted on ASX	402,887,182	ordinary fully paid shares

		<b>Number</b>	<b>Class</b>
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
		980,000	Options exercisable at \$0.35 expiring 27/02/09
		1,600,000	Options exercisable at \$0.40 expiring 14/03/11
		1,600,000	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

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25	If the issue is contingent on security holders' approval, the date of the meeting	<input type="text"/>
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	<input type="text"/>
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	<input type="text"/>
28	Date rights trading will begin (if applicable)	<input type="text"/>
29	Date rights trading will end (if applicable)	<input type="text"/>
30	How do security holders sell their entitlements in full through a broker	<input type="text"/>
31	How do security holders sell part of their through a broker and accept for the balance	<input type="text"/>
32	How do security holders dispose of their entitlements (except by sale through a broker)	<input type="text"/>
33	Despatch date	<input type="text"/>

**Part 3 – Quotation of securities**

- 34 Type of securities  
(tick one)
- (a)  Securities 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)

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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 21/01/2009

Print name

**Ross James Arancini**