

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 | 11,000,000 |
| 3 | Principal terms of the securities | As per existing ordinary fully paid 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 | \$0.08 |
| 6 | Purpose of issue | Exercise of 9,000,000 options expiring on 30 April 2006 at \$0.08 each & exercise of 2,000,000 options expiring on 30 June 2008 at \$0.08 each |
| 7 | Date of entering securities into uncertificated holdings or despatch of certificates | 8 May 2006 |

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| | | Number | Class |
|---|--|---------------|----------------------------|
| 8 | Number and class of all securities quoted on ASX | 281,289,686 | ordinary fully paid shares |

| | | Number | Class |
|---|--|---------------|---|
| 9 | Number and class of all securities not quoted on ASX | 5,000,000 | Options exercisable at \$0.08 expiring 30/06/08 |
| | | 5,000,000 | Options exercisable at \$0.15 expiring 31/10/06 |
| | | 6,000,000 | Options exercisable at \$0.20 expiring 31/10/07 |
| | | 6,000,000 | Options exercisable at \$0.25 expiring 31/10/09 |
| | | 1,000,000 | Options exercisable at \$0.20 expiring 31/12/08 |
| | | 1,000,000 | Options exercisable at \$0.30 expiring 30/04/10 |
| | | 1,000,000 | Options exercisable at \$0.35 expiring 31/10/10 |

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

08/05/2006

Date

Print name

Ross James Arancini