



Kingsgate

Consolidated Limited

ABN 42 000 837 472

21 April 2006

**Via ASX Online
(4 pages including cover letter)**

21 April 2006

Manager, Company Announcements
Australian Stock Exchange Limited
Level 4, 20 Bridge Street
SYDNEY NSW 2000

Dear Sir or Madam:

Takeover Bid by Kingsgate South America Pty Ltd for Andean Resources Limited

We enclose a third supplementary bidder's statement pursuant to section 643 of the *Corporations Act 2001 (Cth)* (the **Act**), which includes a notice of variation in accordance with section 650D of the Act extending the offer period in relation to the takeover bid by Kingsgate for Andean Resources Limited contained in the replacement bidder's statement of Kingsgate dated 9 March 2006.

Yours sincerely

Kingsgate South America Pty Ltd

1. Introduction

This document is a supplementary bidder's statement dated 21 April 2006 under section 643 of the *Corporations Act 2001* (Cth) (the **Corporations Act**), and a notice under s650D and s630 of the *Corporations Act*. It is issued by Kingsgate South America Pty Ltd (**Kingsgate**) in relation to Kingsgate's takeover offer for Andean Resources Limited (ABN 66 064 494 319) (**Andean**) dated 14 March 2006.

This Third Supplementary Bidder's Statement (**Supplementary Statement**) supplements and is to be read together with the replacement Bidder's Statement dated 9 March 2006, a Supplementary Bidder's Statement dated 9 March 2006 and a Second Supplementary Bidder's Statement dated 4 April 2006 given by Kingsgate to Andean (**Bidder's Statement**).

2. Extension of Offer Period

Kingsgate gives notice that it varies each Offer for all of the ordinary shares in Andean contained in the Bidder's Statement by extending the Offer Period for a period of 14 days, extending the closing date for the Offer to **7.00pm Sydney Time on 5 May 2006**.

Andean shareholders who had accepted the Offer by 21 April 2006 are also entitled to receive the Kingsgate interim dividend of 5 cents per Kingsgate Share. Shareholders who accept after that date will not receive the dividend.

Accordingly, the Bidder's Statement is amended as follows:

- (i) Replacing of '21 April 2006' with '5 May 2006' at:
 - (A) page 3 under "Important Dates;"
 - (B) page 6, third last paragraph of the Chairman's letter;
 - (C) page 32, under "When does the offer close?"
 - (D) page 91, section 9.4 under "Offer Period."
- (ii) replacing '21 April 2006' with '5 May 2006' in the Acceptance Form.

3. Other

(a) Lodgment with ASIC

A copy of this Supplementary Statement was lodged with ASIC on 21 April 2006. This Supplementary Statement will prevail to the extent of any inconsistency with the Bidder's Statement. Neither ASIC nor any of its officers takes any responsibility for the contents of this Supplementary Statement.

(b) Defined Terms

Words defined in the Bidder's Statement have the same meaning in this Supplementary Statement, unless the contrary intention appears.

Kingsgate South America Pty Ltd
Supplementary Bidder's Statement

April 21, 2006

(c) Authorisation

This Supplementary Statement has been approved by a resolution passed by the directors of Kingsgate.

Dated: 21 April 2006

SIGNED for and on behalf of Kingsgate South America Pty Ltd
following a resolution of the directors of Kingsgate South America Pty Ltd.


Director



Kingsgate
Consolidated Limited

Kingsgate Consolidated Limited
ABN 42 000 837 472
Level 8, 14 Martin Place,
Sydney, NSW, 2000 Australia
Tel: +61 2 8256 4800
Fax: +61 2 8256 4810
Email: info@kingsgate.com.au
Website: www.kingsgate.com.au

21 April 2006

Dear Andean Shareholder,

Extension of Kingsgate's Offer for Andean Resources

In order to ensure you do not miss the opportunity to accept Kingsgate's Offer for your shares in Andean Resources, the Offer has been extended.

The Offer is now scheduled to close at 7pm, Sydney time, on 5 May 2006.

Attached to this letter you will find Kingsgate's 3rd Supplementary Bidder's Statement which is the formal documentation giving effect to the extension.

Kingsgate's unconditional Offer is for 1 Kingsgate share for every 15 Andean shares you hold. This currently values your Andean shares at 41.7 cents¹.

Kingsgate believes there are compelling financial reasons why it is in your interest to accept the Offer and become a Kingsgate shareholder including:

- Kingsgate's implied Offer price now represents a premium of 30% to the last trading price of Andean shares prior to the announcement of Kingsgate's Offer on 22 February 2006;
- A merged Andean and Kingsgate will provide you with an interest in a dividend paying gold company with both operating assets and a highly prospective development and exploration portfolio; and
- Kingsgate's technical expertise and financial capability means it is better placed to add value and accelerate the development of the Cerro Negro project for the benefit of all shareholders.

If you haven't yet accepted Kingsgate's Offer then please make sure that you consider the significant risk of the Andean share price falling once Kingsgate's Offer closes.

If you have any questions, please do not hesitate to call the Kingsgate Offer Information line on 1300 760 949 (toll-free for callers within Australia) or +613 9415 4247 for callers outside of Australia.

Yours sincerely

Ross Smyth-Kirk
Chairman

¹ Based on the closing price of Kingsgate shares on 20 April 2006 of \$6.26.