

File Copy



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 7640684

The Registrar of Companies for England and Wales, hereby certifies that

ANDEAN MINING CORPORATION LIMITED

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by shares, and the situation of its registered office is in England and Wales

Given at Companies House, Cardiff, on 19th May 2011



N07640684M



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

The above information was communicated by electronic means and authenticated by the Registrar of Companies under Section 1115 of the Companies Act 2006



Companies House
— for the record —

IN01(ef)

Application to register a company

Received for filing in Electronic Format on the: 19/05/2011



XO0KBU9J

*Company Name
in full:*

ANDEAN MINING CORPORATION LIMITED

Company Type:

Private limited by shares

*Situation of Registered
Office:*

England and Wales

*Proposed Register
Office Address:*

**PRINCE CONSORT HOUSE 27-29 ALBERT EMBANKMENT
LONDON
ENGLAND
SE1 7TJ**

I wish to entirely adopt the following model articles: **Private (Ltd by Shares)**

Company Director **1**

Type: **Person**

Full forename(s): **MR PETER RICHARD STEPHE**

Surname: **EARL**

Former names:

Service Address: **IVY HOUSE 2 PRIORY STREET
CORSHAM
UNITED KINGDOM
SN13 0AR**

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: **20/01/1955**

Nationality: **BRITISH**

Occupation: **DIRECTOR**

Consented to Act: **Y**

Date authorised: **19/05/2011**

Authenticated: **YES**

Statement of Capital (Share Capital)

Class of shares	ORDINARY	<i>Number allotted</i>	1
		<i>Aggregate nominal value</i>	1
<i>Currency</i>	GBP	<i>Amount paid per share</i>	1
		<i>Amount unpaid per share</i>	0

Prescribed particulars

ALL SHARES RANK EQUALLY WITH REGARDS TO VOTING RIGHTS, RIGHTS IN RESPECT OF DIVIDENDS, CAPITAL AND DISTRIBUTION OF CAPITAL IN THE EVENT OF THE COMPANY BEING WOUND UP.THE COMPANY MAY ISSUE SHARES WHICH ARE TO BE REDEEMED, OR ARE LIABLE TO BE REDEEMED AT THE OPTION OF THE COMPANY OR THE HOLDER, AND THE DIRECTORS MAY DETERMINE THE TERMS, CONDITIONS AND MANNER OF REDEMPTION OF ANY SUCH SHARES.

Statement of Capital (Totals)

<i>Currency</i>	GBP	<i>Total number of shares</i>	1
		<i>Total aggregate nominal value</i>	1

Initial Shareholdings

<i>Name:</i>	PETER RICHARD STEPHE EARL	<i>Class of share:</i>	ORDINARY
		<i>Number of shares:</i>	1
		<i>Currency:</i>	GBP
<i>Address:</i>	IVY HOUSE 2 PRIORY STREET CORSHAM UNITED KINGDOM SN13 0AR	<i>Nominal value of each share:</i>	1
		<i>Amount unpaid:</i>	0
		<i>Amount paid:</i>	1

Statement of Compliance

I confirm the requirements of the Companies Act 2006 as to registration have been complied with.

Name: PETER RICHARD STEPHE
Authenticated: EARL
YES

Authorisation

Authoriser Designation: **subscriber**

Companies Act 2006
Private Company Limited by Shares
Memorandum of Association
Of Andean Mining Corporation Limited

Each Subscriber to this Memorandum of Association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company and to take at least one share each.

Details of each Subscriber

Name

Peter Richard Stephe Earl

Dated 19/05/2011