



**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS
OF
ANDINA MINERALS INC.**

to be held on Thursday, June 18, 2009

TO THE SHAREHOLDERS:

NOTICE IS HEREBY GIVEN that an annual and special meeting (the "**Meeting**") of the holders of common shares ("**Common Shares**") of Andina Minerals Inc. (the "**Corporation**") will be held at 330 Bay Street, 3rd Floor, Toronto, Ontario, M5H 2S8 on Thursday, June 18, 2009 at 10:00 a.m. (Toronto time) for the following purposes:

- (i) to consider and, if thought appropriate, to pass an ordinary resolution electing six directors of the Corporation as set forth in the accompanying management information circular dated May 8, 2009;
- (ii) to consider and, if thought appropriate, to pass an ordinary resolution re-appointing PricewaterhouseCoopers LLP as the auditors of the Corporation until the next annual meeting of shareholders and authorizing the directors to fix their remuneration;
- (iii) to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution approving the Corporation's 2009 stock option plan;
- (iv) to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution re-approving the Corporation's 2003 stock option plan;
- (v) to consider and, if deemed advisable, to pass an ordinary resolution approving and confirming the second amended and restated shareholder rights plan agreement proposed to be entered into immediately following shareholder approval, between the Corporation and Equity Transfer & Trust Company, a summary of which is set forth in the accompanying management information circular dated May 8, 2009; and
- (vi) to transact such other business as may be properly brought before the Meeting or any adjournment or postponement thereof.

The nature of the business to be transacted at the Meeting is described in further detail in the accompanying management information circular. The record date for the determination of shareholders entitled to receive notice of and to vote at the Meeting is May 8, 2009 (the "**Record Date**"). Shareholders of the Corporation whose names have been entered in the register of shareholders at the close of business on that date will be entitled to receive notice of and to vote at the Meeting, provided that, to the extent a shareholder transfers the ownership of any of such shareholder's shares after such date and the transferee of those shares establishes that the transferee owns the shares and requests, not later than 10 days before the Meeting, to be included in the list of shareholders eligible to vote at the Meeting, such transferee will be entitled to vote those shares at the Meeting.

A shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournment or postponement thereof in person are requested to date, sign and return the accompanying form of proxy for use at the Meeting or any adjournment or postponement thereof. To be effective, the enclosed proxy must be mailed so as to reach or be deposited with the President of Andina Minerals Inc. c/o Equity Transfer & Trust Company, Attention: Corporate Trust Department, 200 University Avenue, Suite 400, Toronto, Ontario, M5H 4H1 not later than forty-eight hours (excluding Saturdays, Sundays and statutory holidays) prior to the time set for the Meeting or any adjournment or postponement thereof, or delivered to the chairman of the Meeting at the Meeting.

The instrument appointing a proxy shall be in writing and shall be executed by the shareholder or his attorney authorized in writing or, if the shareholder is a company, under its corporate seal by an officer or attorney thereof duly authorized.

The persons named in the enclosed form of proxy are directors and/or officers of the Corporation. Each shareholder has the right to appoint a proxyholder other than such persons, who need not be a shareholder, to attend and to act for such shareholder and on such shareholder's behalf at the Meeting. To exercise such right, the names of the nominees of management should be crossed out and the name of the shareholder's appointee should be legibly printed in the blank space provided.

In the event of a strike, lockout or other work stoppage involving postal employees, all documents required to be delivered by a shareholder should be delivered by facsimile to Equity Transfer & Trust Company at (416) 361-0470.

DATED at Toronto, Ontario this 8th day of May, 2009.

BY ORDER OF THE BOARD OF DIRECTORS

(Signed)

**George M. Bee
President, Chief Executive Officer and Director**