

MINERA ANDES INC /WA  
Form 10KSB/A  
December 04, 2003

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# U.S. SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## Amendment No. 1

### Form 10-KSB/A

(Mark One)

Annual report under section 13 or 15(d) of the Securities Exchange Act of 1934

for the fiscal year ended December 31, 2002

Transition report under section 13 or 15(d) of the Securities Exchange Act of 1934

for the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 000-22731

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## MINERA ANDES INC.

(Name of small business issuer in its charter)

Alberta, Canada

(State or other jurisdiction of incorporation or organization)

None

(I.R.S. Employer Identification No.)

3303 N. Sullivan Road, Spokane, Washington 99216

(Address of principal executive offices)

(509) 921-7322

(Issuer's telephone number)

Securities registered under Section 12(b) of the Act:

<u>Title of each class</u>	<u>Name of each exchange on which registered:</u>
Common shares without par value	The TSX Venture Exchange

Securities registered under Section 12(g) of the Act:

None

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. **Yes**  **No**

Check if there is no disclosure of delinquent filers in response to Item 405 of Regulation S-B is not contained in this form, and no disclosure will be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-KSB or any amendment to this Form 10-KSB. **x**

State issuer's revenues for its most recent fiscal year: **Nil**

The aggregate market value of the voting stock held by non-affiliates as of March 14, 2003 was \$5,636,246.

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State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date: **As of March 14, 2003, the Registrant had 37,009,197 common shares outstanding.**

Transitional Small Business Disclosure Format (Check one): **Yes**  **No**

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**ITEM 13. EXHIBITS AND REPORTS ON FORM 8-K**

a. Exhibits

The Exhibits as listed in the Index to Exhibits of this report are included as part of this Form 10-KSB.

b. Reports on Form 8-K

A report dated November 5, 2002 was filed with the Securities and Exchange Commission regarding N.A. Degerstrom, Inc.'s sale of 1,175,000 of our Common Shares with intention to use proceeds to exercise purchase warrants for 1,175,000 of our Common Shares.

**INDEX TO EXHIBITS**

<b>Exhibit</b>	
<b>Number</b>	<b>Description</b>
2.1	Asset and Share Acquisition Agreement between MASA, NADSA, Minera Andes Degerstrom, Brian Gavin, Jorge Vargas, and Enrique Rufino Marzari Elizalde, dated March 8, 1995, as amended on April 19, 1996 (incorporated by reference to Exhibit 2.1 to Minera Andes Registration Statement on Form 10-SB, Commission File No. 000-22731 (the Form 10-SB)).
2.2	Arrangement between Minera Andes and Scotia Prime Minerals, Inc. (incorporated by reference to Exhibit 2.2 to the Form 10-SB).
3.1	Articles of Incorporation (incorporated by reference to Exhibit 3.1 to the Form 10-SB).
3.2	Bylaws (incorporated by reference to Exhibit 3.2 to the Form 10-SB).
10.1	Conveyance Agreement between NADSA and N.A. Degerstrom, Inc., dated July 1, 1994 (incorporated by reference to Exhibit 10.1 to the Form 10-SB).
10.2	Conveyance Agreement between NADSA and N.A. Degerstrom, Inc., dated July 1, 1994 (incorporated by reference to Exhibit 10.2 to the Form 10-SB).
10.3	Operating Agreement between Minera Andes and N.A. Degerstrom, Inc. dated March 15, 1995 (incorporated by reference to Exhibit 10.3 to the Form 10-SB).
10.4	Share Option Agreement between Minera Andes and Jorge Vargas, dated March 15, 1995 (incorporated by the reference to Exhibit 10.4 to the Form 10-SB).
10.5	Share Option Agreement between Minera Andes and Enrique Rufino Marzari Elizalde, dated March 15, 1995 (incorporated by reference to Exhibit 10.5 to the Form 10-SB).
10.6	Special Warrant Indenture between Minera Andes and Montreal Trust Company of Canada, dated December 13, 1996 (incorporated by reference to Exhibit 10.18 to the Form 10-SB).
10.7	Purchase Warrant Indenture between Minera Andes and Montreal Trust Company of Canada, dated December 13, 1996 (incorporated by reference to Exhibit 10.19 to the Form 10-SB).
10.8	Agreement dated April 30, 1996 between Minera Andes and Waiata Resources for the provision of financial advisory services (incorporated by reference to Exhibit 10.20 to the Form 10-SB).
10.9	Amended Stock Option Plan, dated June 26, 1996, as amended June 26, 1998, as amended June 23, 2000 (incorporated by reference to Exhibit 10.15 to the Form 10-KSB for the fiscal year ended December 31, 2000).
10.10	Purchase and Sales Agreement (Chubut cateos, Mina León I, Mina León II and Leleque) dated August 28, 2000 between Minera Andes S.A. and Cordon Leleque S.A.(incorporated by reference to Exhibit 10.17 to the Form 10-KSB for the fiscal year ended December 31, 2000).
10.11	Purchase and Sales Agreement (Chubut cateos, Willimanco) dated August 28, 2000 between Minera Andes S.A. and Minera El Desquite S.A.(incorporated by reference to Exhibit 10.18 to the Form 10-KSB for the fiscal year ended December 31, 2000).

- 10.12 Option and Joint Venture Agreement (El Pluma/Cerro Saavedra properties, now referred to as San José) between Minera Andes and Mauricio Hochschild & Cia. Ltda. dated March 15, 2001 (incorporated by reference to Exhibit 10.19 to the Form 10-KSB for the fiscal year ended December 31, 2000).
- 10.13 Amendment to the Option and Joint Venture Agreement (El Pluma/Cerro Saavedra properties, now referred to as San José) between Minera Andes and Mauricio Hochschild & Cia. Ltda. of March 15, 2001 dated May 14, 2002 (incorporated by reference to Exhibit 10.20 to the third quarter 2002 10-QSB).
- 10.14 Second Amendment to the Option and Joint Venture Agreement (El Pluma/Cerro Saavedra properties, now referred to as San José) between Minera Andes and Mauricio Hochschild & Cia. Ltda. of March 15, 2001 dated August 27, 2002 (incorporated by reference to Exhibit 10.21 to the third quarter 2002 10-QSB).
- 10.15 Key Executive Employment Contract between Allen Ambrose and Minera Andes, effective January 1, 2003 (previously filed).
- 10.16 Key Executive Employment Contract between Brian Gavin and Minera Andes, effective January 1, 2003 (previously filed).
- 21.1 List of subsidiaries (previously filed).
- 23.1 Consent of BDO Dunwoody LLP.\*
- 31.1 Certification of President pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.\*
- 31.2 Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.\*
- 32.1 Certification of President and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.\*
- 99.1 Officer s Certificate for Allen V. Ambrose (previously filed).
- 99.2 Officer s Certificate for Bonnie L. Kuhn (previously filed).

\* Exhibits filed herewith

**SIGNATURES**

In accordance with Section 13 or 15(d) of the Exchange Act, the registrant caused this amendment to be signed on its behalf by the undersigned, thereunto duly authorized, effective December 2, 2003.

**MINERA ANDES INC.**

Registrant

By: /s/ Allen V. Ambrose

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Allen V. Ambrose, President