



Letter to Shareholders First Quarter 2007

May 15, 2007

To Our Shareholders:

It is with great satisfaction that I report silver/gold production is imminent at our San José silver/gold mine. Production and cash flow at this high-grade mine in southern Argentina is scheduled by our operating partner to begin in the second quarter of 2007.

In addition to beginning production, San José is yielding a bright future beyond the initial commissioning of the mine. In the first quarter of this year we announced that the results of a successful 2006 exploration program increased the ore reserves, thereby extending mine life and allowing the potential for increased production in the future. Also, a new exploration drilling program, about twice the size of the recently-concluded program, is now underway at San José.

San José: Production and Growth

San José will begin production at the expected annual rate of 3.1 million ounces of silver and 61,000 ounces of gold. Through its joint venture on the project, Minera Andes owns 49% of the forecast production. In addition, the plant and infrastructure at the mine has been constructed to be upgraded to double the current produce rate to 1500 t/day if sufficient new reserves are identified. We look forward to San José becoming a low-cost, silver gold producer.

These are important events -- and important goals -- because they reflect the successful creation of value for our shareholders.

The ore reserve base increased by 71 percent in the first quarter of this year. Proven and probable mineral reserves at December 31, 2006 are: 1,958,430 tonnes (t) with an average grade of 7.2 g/t gold and 450 g/t silver (using a cutoff off grade of \$75/t - using a price of \$500/oz for gold and \$8.50/oz for silver). Thus the initial San José mine that is being commissioned contains silver of 28.3 million ounces and 453,000 ounces of gold with Minera Andes owning 49% of these amounts through its subsidiary. Looked at another way, and based on a 50-to-one ratio for the value of silver to gold, San José, even at this early stage in its life, now exceeds one million gold equivalent ounces. This marks the achievement of another Minera Andes' goal -- bringing to production discoveries of one million ounces or more.

An important part of San José's future as an emerging mining district lies in a 38,000-meter exploration program now underway. About 90 percent of the program will be conducted in the highly prospective immediate mine area where five new discoveries were made in 2005-06. Only 15% of the identified 40 kilometers vein trends identified at San José have been drilled to date. We look forward to reporting the results of this program in 2007-08.

Los Azules: Growth through Exploration

Minera Andes is a successful exploration company, and we are planning to repeat our success at the Los Azules copper project in Argentina. Los Azules appears to be developing into a significant copper target. An evaluation we are undertaking on behalf of Minera Andes and Xstrata Copper Americas through a non-binding letter of intent is designed to more fully assess Los Azules geologically and economically. Assays for this season are pending.

Market Growth

Minera Andes' achievements have been noticed in the marketplace. During 2006 and the first quarter of 2007, our share price has increased over 500% with good daily trading volume in our two key markets: the U.S. and Canada. In addition, Minera Andes' common shares began trading on the Toronto Stock Exchange (TSX) in February 2007. We believe this will further benefit our shareholders as it will help broaden our markets, cause more interest in our company, and continue increasing our share liquidity.

Cordially,

MINERA ANDES INC.

Allen V. Ambrose
President

Securities and Exchange Commission
Washington, D.C. 20549

Form 6-K

Report of Foreign Private Issuer
Pursuant to Rule 13a-16 or 15d-16 of the
Securities Exchange Act of 1934

For the Month of May, 2007
Commission File Number 000-22731

Minera Andes Inc.

(Translation of registrant's name into English)

111 E. Magnesium Road, Suite A
Spokane, Washington 99208
(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F ☐ Form 40-F ☒

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): ☐

Note: Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): ☐

Note: Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's "home country"), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes ☐ No ☒

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-_____

FORWARD-LOOKING STATEMENTS

The information presented or incorporated by reference in this Current Report on Form 6-K contains both historical and prospective statements concerning Minera Andes Inc. and its operations. Historical statements are based on events that have already happened; examples include the reported financial and operating results, descriptions of pending and completed transactions, and management and compensation matters. Prospective statements, on the other hand, are based on events that are reasonably expected to happen in the future; examples include the timing of projected operations, the likely effect or resolution of known contingencies or other foreseeable events, and projected operating results. In this Annual Report, Minera Andes Inc. is referred to as “Minera Andes”, “we”, “our”, and the “Company”.

Prospective statements (which are known as “forward-looking statements” under the Private Securities Litigation Reform Act of 1995) may or may not prove true with the passage of time because of future risks and uncertainties. Significant financial, operational, governmental and regulation, and market risks are described in the Management’s Discussion and Analysis.

EXHIBIT INDEX

The following documents are incorporated by reference in this report on Form 6-K:

Exhibit	Description
99.1	Interim Consolidated Financial Statements
99.2	Management’s Discussion and Analysis
99.3	Chief Executive Officer's Certification of Interim Filings
99.4	Chief Financial Officer's Certification of Interim Filings
99.5	Letter to Shareholders

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

MINERA ANDES INC.

By: /s/ Allen V. Ambrose
Allen V. Ambrose, President and
Chief Executive Officer

Dated: May 15, 2007

Note: All of the Exhibits listed above were filed with the original Form 6-K and are available on the SEC’s EDGAR system at www.sec.gov.

MINERA ANDES INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND PLAN OF OPERATIONS

This discussion and analysis of financial condition and plan of operations is prepared as at May 4, 2007 and should be read in conjunction with our audited consolidated financial statements and notes thereto for the year ended December 31, 2006 and the unaudited consolidated interim financial statements and notes thereto for the period ended March 31, 2007, which have been prepared in accordance with generally accepted accounting principles ("GAAP") in Canada. Differences from U.S. GAAP are described in Note 12 to the audited consolidated financial statements for the year ended December 31, 2006. The interim unaudited consolidated financial statements for the three months ended March 31, 2007 have not been reviewed by the Company's auditors. These statements along with additional information relating to Minera Andes are available on SEDAR at www.sedar.com and included in the Company's Form 40-F for the year ended December 31, 2006 on the SEC's EDGAR system at www.sec.gov. Financial condition and results of operations are not necessarily indicative of what may be expected in future periods.

All amounts in this discussion are in U.S. dollars unless otherwise indicated.

Cautionary Note Regarding Forward-Looking Statements

The information in this report includes "forward-looking" statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934 ("1934 Act") and applicable Canadian Securities legislation, and is subject to the safe harbor created by those sections. Factors that could cause results to differ materially from those projected include, but are not limited to, results of current exploration activities, the market price of precious and base metals, the availability of joint venture partners or sources of financing, and other risk factors detailed in "Risk Factors Related to Our Business" in Management's Discussion and Analysis for the year ended December 31, 2006 prepared as at April 17, 2007 available on SEDAR at www.sedar.com and included in the Company's Form 40-F for the year ended December 31, 2006 on the SEC's EDGAR system at www.sec.gov.

Overview

Minera Andes was incorporated in Alberta in July 1994 and went public in November 1995 through an amalgamation with Scotia Prime Minerals, Incorporated, also an Alberta corporation. We are a reporting issuer in Alberta, British Columbia, Saskatchewan, Ontario and Nova Scotia and trade our common shares on the Toronto Stock Exchange ("TSX") under the symbol MAI (prior to February 7, 2007 we traded on the TSX Venture Exchange). We are also a Form 40-F filer in the U.S. and trade on the NASD OTC Bulletin Board under the symbol MNEAF.

The principal business of Minera Andes is the exploration and development of mineral properties, located primarily in the Republic of Argentina, consisting of mineral rights and applications for mineral rights, covering approximately 410,000 acres (166,130 hectares) in three provinces in Argentina. We carry out our business by acquiring, exploring and evaluating mineral properties through our ongoing exploration program. Following exploration, we either seek to enter joint ventures to further develop these properties or dispose of them if the properties do not meet our requirements. Our properties are all early stage exploration properties, except for the San José property, which is an advanced-stage exploration/development project.

Within our mineral exploration land in Argentina our focus is primarily on gold, silver and copper mineralized targets. In addition, several new exploration properties have been acquired through the filing of mineral applications. These properties reveal numerous similarities to Minera Andes' San José property in northern Santa Cruz province.

Through our subsidiaries and joint ventures we own a 49% equity interest in Minera Santa Cruz ("MSC"), which owns the San José gold/silver property in Southern Argentina, and a 100% interest in over 10 mineral properties in Argentina. MSC made a formal decision through its board of directors to place the San José project into production in March 2006 and plans to have the mine in production by the end of the second quarter of 2007.

Our management office is 111 E. Magnesium Road, Suite A, Spokane, Washington, 99208, and our principal business address is Coronel Moldes 837/820, (5500) Mendoza, Argentina. Our registered address is 7415B 35th Ave. N.W., Calgary, Alberta, T3B 1T4 Canada.

Update

During 2006 and the first quarter of 2007 the company has made significant discoveries in gold, silver, and copper and has made significant progress towards its goal of becoming a low-cost silver and gold producer in Argentina. Some of our significant achievements include:

- The San José mine entered into the final construction stages and is scheduled to start up production of gold and silver in the second quarter of 2007. During construction approximately 1100 people are working at the site and when construction is complete the mine will be staffed by approximately 450 personnel. At a start-up production rate of 750 tons per day, the mine is scheduled to produce approximately 60,633 of gold and 3.1 million ounces of silver on an annual basis. Minera Andes owns 49% of the mine through its joint venture with project operator Hochschild Mining PLC ("Hochschild").
- In 2006 a 21,241-meter drilling program was completed at the San José project which increased silver and gold reserves by approximately 71% from the reserves announced in October 2005. Proven and probable mineral reserves at December 31, 2006 are: 1,958,430 tonnes (t) with an average grade of 7.2 g/t gold and 450 g/t silver (using a cutoff off grade of \$75/t - using a price of \$500/oz for gold and \$8.50/oz for silver). The reserves are quoted from Hochschild's work recognized under NI43-101 and currently an independent technical report is being completed on their work.
- In March of 2007 an aggressive 38,228 meter drilling program was approved for the San José project by the joint venture partners. The goal of the drilling program is to add new reserves/resources by drilling along trend of existing reserves and resources, and to drill targets to identify new veins that will increase mine life and facilitate the expansion of production at the San José project. The program, managed by our operating partner Hochschild, will consist of exploration and the drilling of approximately 145 holes in 14 targets.
- In 2006 we reported the discovery of significant high-grade copper at the Los Azules property in Argentina. An eleven hole drill program returned intervals up to 1.62% copper over 221 meters and 1.00% copper over 173 meters in separate holes. We are continuing to operate under a non-binding letter of intent signed in November 2005 with Xstrata Copper ("Xstrata"), a commodity business unit within Xstrata plc., over the Los Azules porphyry copper project in the San Juan province in northern Argentina. Minera Andes has completed a drilling program at Los Azules through April 2007 on ground it holds directly with assay results pending. Minera Andes is currently in negotiations with Xstrata Copper to complete a definitive joint venture agreement for the project. There can be no assurance that the parties will reach agreement to form a joint venture over their respective holdings at Los Azules.
- MSC arranged an in-house financing facility for up to \$55 million from a Hochschild subsidiary to complete construction of the San José mine. The loan will be repaid only from MSC cash flow eliminating the need for typical bank-required hedging of the gold and silver production. Also the loan is unsecured except for a security interest over Minera Andes' right to payments from MSC and a charge over MSC's accounts and money deposited therein. The loan facility was expanded by \$6 million to \$61 million after the end of the first quarter to cover additional mine completion costs and we are currently finalizing the terms and conditions of the loan. As at March 31, 2007, \$54 million had been advanced to the project and the balance of the loan facility is expected to be advanced before the end of May 2007.
- Shareholders voted by a margin of 97% to approve a second private placement with Mr. Robert McEwen, founder and past Chairman of Goldcorp Inc. With the closing of the second private placement

and other purchases of stock during 2006 and 2007, Mr. McEwen acquired approximately 30% of the issued and outstanding common shares of Minera Andes and became the largest shareholder of the company.

- An early warrant exercise program received gross proceeds of Cdn\$3.9 million through the early exercise of 6,006,758 warrants on March 19, 2007. The incentive program was for the early exercise of three series of common share purchase warrants of the Company announced December 27, 2006. Under the incentive program, a total of 600,673 New Warrants were issued to those warrant holders taking part in the early exercise incentive. Each New Warrant entitles the holder to acquire a common share of the Company at the price of Cdn\$1.75 per share until September 19, 2008.
- In December 2006, we received conditional listing approval to list our common shares on the TSX and we began trading on the TSX in February 2007. Trading on a senior exchange allows more investors to participate in our shares and is expected to benefit all shareholders.
- We acquired several new exploration land packages in Argentina, and continued to pursue new growth opportunities.

Results of Operations

First quarter 2007 compared to first quarter 2006

For the first quarter of 2007, our net loss was \$1 million (1 cent per share) compared with a net loss of \$0.6 million (1 cent per share) for the first quarter of 2006. The difference of \$0.4 million was caused primarily by an increase in the loss on equity investment of approximately \$0.2 million and an increase of approximately \$0.2 million in accounting fees related to Sarbanes-Oxley compliance and legal fees related to graduating to the Toronto Stock Exchange. Our general and administrative costs were \$0.7 million for the three months ended March 31, 2007 compared to \$0.4 million for the three months ended March 31, 2006; the difference was caused primarily by an increase of \$0.2 million in accounting and legal fees noted above and the balance was caused by an overall increase in activity.

Mineral property and deferred exploration costs for the three months ended March 31, 2007 amounted to \$1.7 million compared to \$0.6 million for the same period in 2006. The difference of \$1.1 million was due to increased exploration and drilling activity primarily at the Los Azules property.

Summary of Quarterly Results

Quarter ended	3/31/07	12/31/06	9/30/06	6/30/06	3/31/06	12/31/05	9/30/05	6/30/05
Net loss - \$	1,009,654	8,149,816	777,110	1,277,664	567,849	2,045,649	452,240	681,976
Basic and diluted loss per common share - \$	0.01	0.05	0.02	0.01	0.01	0.02	0.00	0.01

Except for the quarters ended December 31, 2006 and December 31, 2005, the last eight quarters show a gradual rise in net loss from \$0.7 million for the quarter ended June 30, 2005 to a loss of \$1.0 million for the quarter ended March 31, 2007. This increase is primarily caused by a corresponding rise in audit fees, costs of Sarbanes-Oxley compliance, legal fees related to increased business activity, and increases in the loss on our equity investment in MSC related to MSC's increased activity. The quarters ended December 31, 2006 and December 31, 2005 show additional losses due primarily to stock option compensation of approximately \$5.1 million and \$0.8 million, respectively, plus a write-off of mineral properties and deferred exploration costs of \$1.7 million during the quarter ended December 31, 2006.

Contractual Obligations, Contingent Liabilities and Commitments

We enter into operating leases in the normal course of business. Substantially all lease agreements have fixed payment terms based on the passage of time. Some lease agreements provide us with the option to renew the lease. Our future operating lease obligations would change if we exercised these renewal options and if we entered into additional lease agreements. In addition we also enter into loan facilities as sources of financing for our advanced projects.

Our lease and loan obligations as at March 31, 2007 are as follows:

Contractual Obligations		Payments Due by Period			
	Total	Less than 1 year	1-3 years	3-5 years	More than 5 years
Long-Term Debt (1)	\$ 33,960,000	\$ --	\$ 33,960,000	\$ - -	\$ --
Operating Lease Obligations (2)	85,830	43,518	27,912	14,400	--
Purchase Obligations	--	--	--	--	--
Capital Lease Obligations	--	--	--	--	--
Other long-term liabilities	--	--	--	--	--
Total	\$ 34,045,830	\$ 43,518	\$ 33,987,912	\$ 14,400	\$ --

- (1) Long-term debt consists of a bank loan of \$7,500,000 and a project financing facility of \$26,460,000. The bank loan is due in March 2009. The project financing facility loan will be paid out of cash flow from the San José mine. Under terms of the project financing facility for the San José mine, a subsidiary of Hochschild lends 51% of a bridge loan and permanent financing directly to MSC and 49% of the loan is lent to Minera Andes which in turn lends the funds to MSC. The amount shown above is the loan that Minera Andes owes Hochschild and is mirrored by a loan in equal amount that MSC owes Minera Andes. See Note 4b in the December 31, 2006 audited consolidated financial statements for additional details.
- (2) Contingency consists of various lease agreements for office and storage space in Spokane, United States, Vancouver, Canada and Mendoza, Argentina.

The table of contingencies above does not include the following:

On December 2, 2003, we signed an agreement that obligated us to pay N.A. Degerstrom, Inc. a royalty of \$250,000 if any of the current properties, other than the properties comprising the San José project, meet certain conditions such as bankable feasibility or commercial production. Our obligation expires December 31, 2013. As of March 31, 2007 no payments are required under this agreement.

In addition, mineral rights in Argentina are owned by the federal government and administered by the provinces. The provinces can levy a maximum 3% "mouth of mine" (gross proceeds) royalty. The provinces of Mendoza and Neuquén have waived their right to a royalty. The provinces of Río Negro, San Juan, Santa Cruz and Chubut have not yet established a policy regarding the royalty.

As at March 31, 2007, MSC had signed agreements with third party providers relating to the development of the San José/Huevos Verdes project. Our 49% portion of these commitments is approximately \$5.7 million. Minera Andes has no contractual obligation to pay these commitments however we are obligated to fund our 49% of costs at San José that are not funded by project financing as well as 49% of capital contributions or our ownership in MSC will be diluted.

Outstanding Share Data (as at May 4, 2007):

Class and Series of Security	Number Outstanding	Expiry Date of Convertible Securities	Relevant Terms
Common shares	165,921,131		
Stock options	10,855,000 (vested)	Various (June 27, 2007 to March 21, 2013)	Exercisable for one common share each at Cdn\$0.31 to Cdn\$1.51
Purchase warrants	7,574,518	Various (September 19, 2008 to March 22, 2010)	Exercisable for one common share each at Cdn\$0.50 to Cdn\$2.06

Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors.

Liquidity and Capital Resources

Due to the nature of the mining business, the acquisition, exploration, and development of mineral properties requires significant expenditures prior to the commencement of production. To date, we have financed our activities through the sale of equity securities, debt, and joint venture arrangements. We expect to use similar financing techniques in the future, however we cannot assure you that we will be successful in our financing activities in the future. Our ability to continue in operation is dependent on our ability to secure additional financing, and while we have been successful in doing so in the past we cannot assure you that we will be able to do so in the future. Management is actively pursuing such additional sources of financing; however, in the event this does not occur, there is doubt about the ability to continue as a going concern. Our financial statements do not include the adjustments that would be necessary should we be unable to continue as a going concern.

In recognition of our liquidity and capital resources, our independent public accountants have included a comment in their report on our accompanying consolidated financial statements for the year ended December 2006, that would express substantial doubt as to our ability to continue as a going concern.

Our exploration and development activities and funding opportunities, as well as those of our joint venture partner, may be materially affected by precious and base metal price levels and changes in those levels. The market prices of precious and base metals are determined in world markets and are affected by numerous factors which are beyond our control.

At March 31, 2007, we had cash and cash equivalents of \$6.2 million, compared to cash and cash equivalents of \$2.2 million as of December 31, 2006. Working capital at March 31, 2007 was \$4.3 million compared with \$1.6 million at December 31, 2006. Net cash used in operating activities during the three months ended March 31, 2007 was \$41,862 compared with net cash used in operating activities of \$371,146 for the three months ended March 31, 2006. Investing activities used \$7.3 million in the period ended March 31, 2007 compared with \$5.2 million used in the same quarter of 2006. The increase in investing activity is due to the investment in the San José project and for the increased expenditures for the drilling program at the Los Azules property.

In the three months ended March 31, 2007, we issued 250,000 common shares for the exercise of stock options and 6,486,758 common shares for the exercise of purchase warrants for net proceeds of \$3.7 million.

In February 2007, the shareholders approved a warrant exercise incentive program. The Company received gross proceeds of Cdn\$3.9 million through the early exercise of 6,006,758 warrants, under the incentive program for the early exercise of three series of common share purchase warrants of the Company.

The early exercise incentive program pertains to three private placements listed in the table below. Notices regarding the early exercise incentive were delivered to holders of the affected private placements advising the holders of the exercise incentive program. Holders of these warrants had until March 19, 2007 to exercise their warrants to receive the incentive. The following table set forth the number of warrants exercised pursuant to the early exercise incentive program, the funds received and the number of warrants still outstanding:

Warrant price (Cdn\$)	Expiry date	Number of warrants exercised	Value of warrants exercised under incentive program (Cdn\$)	Number of warrants still outstanding after early exercise
0.50	11/13/2008	851,500	\$ 425,750	878,725
0.55	12/1/2007	935,714	514,643	--
0.70	3/22/2010	4,219,544	2,953,680	2,012,409
Total		6,006,758	\$ 3,894,073	2,891,134

Under the exercise incentive program, a total of 600,673 New Warrants were issued to those warrant holders taking part in the early exercise incentive. Each New Warrant entitles to holder to acquire a common share of the Company at the price of Cdn\$1.75 per share until September 19, 2008. The New Warrants and common shares issuable upon exercise of the New Warrants will be subject to a four-month and one-day hold period. The fair value of the New Warrants, as at March 19, 2007, was calculated to be \$293,379 using the Black-Scholes option pricing model with the following assumptions: dividend yield – Nil; risk free interest rate – 3.97%; expected volatility of 62.99% and an expected life of 18 months. The fair value of the warrants was recorded as an increase to accumulated deficit with a corresponding increase to contributed surplus.

For those warrant holders who did not take part in the early exercise incentive program, the existing warrants held will continue to be exercisable for common shares under the original terms of the private placement. However, the holder is not entitled to receive any new incentive warrants.

In March 2007, we received a two-year loan from Macquarie Bank Limited for \$7,500,000 of which \$5,880,000 was for the development of the San José project and \$1,620,000 was for general purposes. See Note 6 in the December 31, 2006 audited consolidated financial statements for additional details.

Subsequent to March 31, 2007, we issued 510,000 shares for the exercise of stock options and 2,134,958 common shares for the exercise of purchase warrants for net proceeds of \$3.5 million.

Related Party Transactions

During the three-month period ended March 31, 2007 we incurred legal fees to a firm in which a director and officer was an associate totaling \$14,189 (three-month period ended March 31, 2006 – \$15,637). This transaction was in the normal course of operations and was measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

Critical Accounting Policies

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make a wide variety of estimates and assumptions that affect (i) the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the financial statements, and (ii) the reported amounts of revenues and expenses during the reporting periods covered by the financial statements. Our management routinely makes judgments and estimates about the effect of matters that are

inherently uncertain. As the number of variables and assumptions affecting the future resolution of the uncertainties increases, these judgments become even more subjective and complex. The most significant accounting policies that are most important to the portrayal of our current financial condition and results of operations relates to mineralization and deferred development costs. Other accounting policies are disclosed in Note 2 to the audited consolidated financial statements for the year ended December 31, 2006. These financial statements do not include any adjustments to the amount and classification of assets and liabilities that may be necessary should we be unable to continue as a going concern.

Mineral properties consist of exploration and mining concessions, options and contracts. Acquisition and leasehold costs and exploration costs are capitalized and deferred until such time as the property is put into production or the properties are disposed of either through sale or abandonment. If a mineral property is put into production, the costs of acquisition and exploration will be depreciated over the life of the property, based on estimated economic reserves. Proceeds received from the sale of any interest in a mineral property will first be credited against the carrying value of the property, with any excess included in operations for the period. If a property is abandoned, the property and deferred exploration costs will be written off to operations.

Change in Accounting Policies

Effective January 1, 2007, the Company prospectively adopted the Canadian Institute of Chartered Accountant's ("CICA") Handbook Section 3855, Financial Instruments- Recognition and Measurement; Section 1530, Comprehensive Income; Section 3865, Hedges and Section 3861, Financial Instruments- Disclosure and Presentation. While the new rules resulted in changes to how the Company accounts for its financial instruments, there were no impacts on the Company's current quarter financial results. For a description of the new accounting rules, see Note 1 to the unaudited Consolidated Financial Statements for the quarter ending March 31, 2007.

MINERA ANDES INC.
“An Exploration Stage Corporation”
CONSOLIDATED BALANCE SHEETS
(U.S. Dollars)

	March 31, 2007 (Unaudited)	December 31, 2006
ASSETS		
Current:		
Cash and cash equivalents	\$ 6,191,942	\$ 2,244,621
Receivables and prepaid expenses	226,465	268,550
Total current assets	6,418,407	2,513,171
Project loan receivable (Note 2 (d))	26,460,000	9,800,000
Project loan interest receivable	458,626	48,330
Mineral properties and deferred exploration costs (Note 2)	7,336,519	5,605,148
Investment in Minera Santa Cruz (Note 2 (d))	36,885,960	30,963,692
Equipment, net	47,453	56,212
Total assets	\$ 77,606,965	\$ 48,986,553
LIABILITIES		
Current:		
Accounts payable and accruals	\$ 2,129,062	\$ 893,880
Bank loan interest payable	36,650	--
Total current liabilities	2,165,712	893,880
Bank loan (Note 3)	5,819,640	--
Project loan payable (Note 2 (d))	26,460,000	9,800,000
Project loan interest payable	458,626	48,330
Asset retirement obligation	45,000	45,000
Total liabilities	34,948,978	10,787,210
Commitments and contingencies (Notes 1, 2 and 5)		
SHAREHOLDERS' EQUITY		
Share capital (Note 4):		
Preferred shares, no par value, unlimited number authorized, none issued		
Common shares, no par value, unlimited number authorized		
Issued March 31, 2007—163,276,173 shares	67,379,350	63,642,152
Issued December 31, 2006—156,539,415 shares		
Contributed surplus – (Notes 3 and 4 (b))	10,464,936	8,440,457
Deficit accumulated during exploration stage	(35,186,299)	(33,883,266)
Total shareholders' equity	42,657,987	38,199,343
Total liabilities and shareholders' equity	\$ 77,606,965	\$ 48,986,553

Approved by the Board of Directors:

/s/ Allen V. Ambrose
Allen V. Ambrose, Director

/s/ Allan J. Marter
Allan J. Marter, Director

The accompanying notes are an integral part of these consolidated financial statements.

MINERA ANDES INC.
“An Exploration Stage Corporation”
CONSOLIDATED STATEMENTS OF OPERATIONS AND ACCUMULATED DEFICIT
(U.S. Dollars - Unaudited)

	Three Months Ended		Period from July 1, 1994 (inception) through March 31, 2007
	March 31, 2007	March 31, 2006	
Consulting fees (Note 4 (c))	\$ 77,047	\$ 125,336	\$ 4,405,677
Depreciation	2,181	2,101	99,230
Equipment rental	--	--	21,522
Insurance	36,334	15,230	504,205
Legal, audit and accounting fees	272,160	87,283	2,670,318
Materials, supplies and maintenance	--	--	49,260
Office overhead and administration fees	124,769	70,662	3,204,145
Telephone	7,508	6,504	494,600
Transfer agent	11,749	5,308	170,411
Travel	57,967	14,071	683,952
Wages and benefits	108,487	80,741	7,089,431
Expenses before under-noted	698,202	407,236	19,392,751
Finance costs	--	--	688,712
Foreign exchange (gain) loss	(43,284)	27,392	212,247
Gain on sale of equipment	--	--	(112,971)
Gain on sale of mineral property	--	--	(898,241)
Interest income	(45,331)	(16,779)	(838,243)
Loss on equity investment (Note 2 (d))	393,259	150,000	3,604,473
Project loan interest expense	410,296	--	458,626
Project loan interest income	(410,296)	--	(458,626)
Write-off of mineral properties and deferred exploration costs	6,808	--	10,259,676
Net loss for the period	1,009,654	567,849	32,308,404
Deficit accumulated during exploration stage, beginning of the period, as previously reported	33,883,266	22,935,359	--
Adjustment for change in accounting for stock-based compensation	--	--	678,569
	34,892,920	23,503,208	32,986,973
Adjustment on acquisition of royalty interest	--	--	500,000
Share issue costs	--	175,467	1,388,732
Incentive warrant payment (Note 4 (b))	293,379	--	293,379
Deficiency on acquisition of subsidiary	--	--	17,215
Deficit accumulated during exploration stage, end of the period	\$ 35,186,299	\$ 23,678,676	\$ 35,186,299
Basic and diluted loss per common share	\$ 0.01	\$ 0.01	
Weighted average shares outstanding	158,250,367	114,833,841	

The accompanying notes are an integral part of these consolidated financial statements.

MINERA ANDES INC.
“An Exploration Stage Corporation”
CONSOLIDATED STATEMENTS OF MINERAL PROPERTIES
AND DEFERRED EXPLORATION COSTS
(U.S. Dollars - Unaudited)

	Three Months Ended		Period from July 1, 1994 (inception) through March 31, 2007
	March 31, 2007	March 31, 2006	
Administration fees	\$ --	\$ --	\$ 392,837
Assays and analytical	14,884	14,040	1,251,549
Asset retirement obligation	--	--	45,000
Construction and trenching	70,723	36,265	641,271
Consulting fees	35,305	37,304	1,520,587
Depreciation	6,577	5,042	252,151
Drilling	838,614	144,929	3,278,810
Equipment rental	197,869	33,787	943,718
Geology	252,501	135,232	4,824,321
Geophysics	--	--	374,960
Insurance	--	1,177	260,363
Legal	42,868	25,069	998,352
Maintenance	4,020	2,555	197,219
Materials and supplies	89,015	26,168	688,527
Project overhead	44,406	28,921	583,887
Property and mineral rights	7,382	5,730	1,682,799
Telephone	8,584	7,767	174,950
Travel	107,364	55,023	1,643,595
Wages and benefits	18,067	33,785	1,565,041
Costs incurred during the period	1,738,179	592,163	21,319,937
Deferred costs, beginning of the period	5,605,148	4,470,174	--
Deferred costs, acquired	--	--	576,139
Deferred costs, contributed to MSC	--	--	(2,320,980)
Deferred costs written off	(6,808)	--	(10,259,676)
Mineral property option proceeds, net	--	--	(1,978,901)
Deferred costs, end of the period	\$ 7,336,519	\$ 5,062,337	\$ 7,336,519

The accompanying notes are an integral part of these consolidated financial statements.

MINERA ANDES INC.
“An Exploration Stage Corporation”
CONSOLIDATED STATEMENTS OF CASH FLOWS
(U.S. Dollars - Unaudited)

	Three Months Ended		Period from July 1, 1994 (inception) through March 31, 2007
	March 31, 2007	March 31, 2006	
Operating Activities:			
Net loss for the period	\$ (1,009,654)	\$ (567,849)	\$ (32,308,404)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:			
Write-off of incorporation costs	--	--	665
Write-off of deferred exploration costs	6,808	--	10,259,676
Finance costs	--	--	688,712
Loss on equity investment	393,259	150,000	3,604,473
Depreciation	2,181	2,101	99,228
Stock option compensation (Note 4)	--	41,764	6,517,888
Gain on sale of equipment	--	--	(112,971)
Gain on sale of mineral properties	--	--	(898,241)
Project loan interest expense	410,296	--	458,626
Project loan interest income	(410,296)	--	(458,626)
Change in:			
Receivables and prepaid expenses	42,085	(17,383)	(226,465)
Accounts payable and accruals	523,459	20,221	1,023,106
Cash used in operating activities	(41,862)	(371,146)	(11,352,333)
Investing Activities:			
Incorporation costs	--	--	(665)
Purchase of equipment	--	(13,498)	(329,683)
Proceeds from sale of equipment	--	--	15,040
Proceeds from sale of property	--	--	898,241
Mineral properties and deferred exploration	(1,019,878)	(587,121)	(20,309,496)
Investment in Minera Santa Cruz	(6,264,787)	(4,595,415)	(37,830,416)
Proceeds from sale of subsidiaries	--	--	9,398
Acquisition of royalty interest	--	--	(500,000)
Mineral property option proceeds	--	--	2,778,901
Cash used in investing activities	(7,284,665)	(5,196,034)	(54,268,680)

MINERA ANDES INC.
“An Exploration Stage Corporation”
CONSOLIDATED STATEMENTS OF CASH FLOWS - Continued
(U.S. Dollars - Unaudited)

	Three Months Ended		Period from July 1, 1994 (inception) through March 31, 2007
	March 31, 2007	March 31, 2006	
Financing Activities:			
Shares and subscriptions issued for cash, less issue costs	3,737,198	7,916,835	65,360,369
Bank loan proceeds received	7,500,000	--	11,500,000
Repayment of bank loan	--	(2,000,000)	(4,000,000)
Bank loan interest payable	36,650	(109,613)	(47,414)
Project loan receivable	(16,660,000)	--	(26,460,000)
Project loan payable	16,660,000	--	26,460,000
Cash provided by financing activities	11,273,848	5,807,222	72,812,955
Increase in cash and cash equivalents	3,947,321	240,042	6,191,942
Cash and cash equivalents, beginning of period	2,244,621	3,314,559	--
Cash and cash equivalents, end of period	\$ 6,191,942	\$ 3,554,601	\$ 6,191,942
Supplemental disclosure cash flow information:			
Capitalized interest paid	\$ -	\$ 90,687	\$ 357,635
Non-cash investing and financing activities and other information:			
Stock option compensation (Note 4)	\$ --	\$ 41,764	\$ 6,517,888
Capitalized accreted interest expense (Note 3)	\$ 50,740	\$ 233,773	\$ 660,740
Depreciation capitalized to mineral properties	\$ 6,577	\$ 5,042	\$ 252,151
Asset retirement obligation	\$ --	\$ --	\$ 45,000
Accrual for finance costs related to MSC	\$ --	\$ 371,918	\$ 394,233
Adjustment for change in accounting for stock-based compensation	\$ --	\$ --	\$ 678,569
Deferred costs, acquired	\$ --	\$ --	\$ 576,139
Deferred costs, contributed to MSC	\$ --	\$ --	\$ 2,320,980
Shares issued for acquisition	\$ --	\$ --	\$ 575,537

The accompanying notes are an integral part of these consolidated financial statements.

MINERA ANDES INC.
“An Exploration Stage Corporation”
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(U.S. Dollars - Unaudited)

1. ACCOUNTING POLICIES, FINANCIAL CONDITION AND LIQUIDITY

The accompanying consolidated financial statements of Minera Andes Inc. for the three-month period ended March 31, 2007 and 2006 and for the cumulative period from inception (July 1, 1994) through March 31, 2007 have been prepared in accordance with accounting principles generally accepted in Canada. Also, they are unaudited and have not been reviewed by the Company's auditors but, in the opinion of management, include all adjustments, consisting only of normal recurring items, necessary for a fair presentation. Interim results are not necessarily indicative of results which may be achieved in the future. The December 31, 2006 financial information has been derived from our audited consolidated financial statements.

These consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto for the year ended December 31, 2006 on file with SEDAR at www.sedar.com and included in our annual report on Form 40-F (“the 2006 40-F”) for the year ended December 31, 2006 on file with the Securities and Exchange Commission at www.sec.gov. The accounting policies set forth in the audited annual consolidated financial statements are the same as the accounting policies utilized in the preparation of these consolidated financial statements, except as modified for appropriate interim presentation.

The recoverability of amounts shown as mineral properties and deferred exploration costs is dependent upon the existence of economically recoverable reserves, the ability to obtain necessary financing to complete their development, and future profitable production or disposition thereof. The accompanying consolidated financial statements have been prepared using accounting principles generally accepted in Canada applicable to a going concern. The use of such principles may not be appropriate because, as of March 31, 2007, there was substantial doubt that we would be able to continue as a going concern.

For the three months ended March 31, 2007, we had a deficit accumulated during exploration stage of approximately \$35.2 million. In addition, due to the nature of the mining business, the acquisition, exploration and development of mineral properties requires significant expenditures prior to the commencement of production. To date, we have financed our activities through the issuance of equity securities, debt financing, and joint venture arrangements. We expect to use similar financing techniques in the future and are actively pursuing such additional sources of financing.

Although there is no assurance that we will be successful in these actions, management believes that it will be able to secure the necessary financing to enable the Company to continue as a going concern. Accordingly, these financial statements do not reflect adjustments to the carrying value of assets and liabilities, the reported revenues and expenses and balance sheet classifications used that would be necessary if the going concern assumption were not appropriate. Such adjustments could be material.

Although we have taken steps to verify title to mineral properties in which we have an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee title. Property title may be subject to unregistered prior agreements and noncompliance with regulatory requirements.

Effective January 1, 2007, the Company prospectively adopted the Canadian Institute of Chartered Accountant's (“CICA”) Handbook Section 3855, Financial Instruments- Recognition and Measurement; Section 1530, Comprehensive Income; Section 3865, Hedges and Section 3861, Financial Instruments- Disclosure and Presentation. The CICA Handbook section 3865 Hedges is effective January 1, 2007, however, the Company has no hedges in place at this time. These new Handbook sections provide comprehensive requirements for the recognition and measurement of financial instruments, and introduce a new component of equity referred to as accumulated other comprehensive income (“AOCI”). Under these new standards, all financial instruments, including derivatives, are recognized on the Company's Consolidated Balance Sheet. Derivatives are measured at fair value with unrealized gains and losses reported in net income. Short-term investments are measured at fair value with unrealized gains and losses reported in AOCI. The Company's other financial instruments (accounts receivable, deposits and prepaid expenses, accounts payable and accrued liabilities, and bank debt) are measured

MINERA ANDES INC.
“An Exploration Stage Corporation”
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(U.S. Dollars - Unaudited)

at fair value. No adjustments to the Company’s consolidated financial statements were required upon transition to the new financial instruments framework.

2. MINERAL PROPERTIES, DEFERRED EXPLORATION COSTS AND INVESTMENT IN MINERA SANTA CRUZ

At March 31, 2007, we, through our subsidiaries and investment, hold interests in a total of approximately 410,000 acres (166,130 hectares (“ha”)) of mineral rights and mining lands in three Argentine provinces. Under our present acquisition and exploration programs, we are continually acquiring additional mineral property interests and exploring and evaluating our properties. If, after evaluation, a property does not meet our requirements, then the property and deferred exploration costs are written off to operations. All properties in Argentina are subject to royalty agreements as disclosed in Note 5. Mineral property costs and deferred exploration costs, net of mineral property option proceeds, are as follows:

2007 COSTS BY PROPERTY

Description	San Juan Cateos	Santa Cruz Cateos	Chubut Cateos	General Exploration	Total
Balance, beginning of period	\$ 3,118,093	\$ 2,234,259	\$ 252,796	\$ --	\$ 5,605,148
Assays and analytical	12,870	2,014	--	--	14,884
Construction and trenching	70,723	--	--	--	70,723
Consulting fees	--	1,968	703	32,634	35,305
Depreciation	--	--	--	6,577	6,577
Drilling	838,614	--	--	--	838,614
Equipment Rental	197,869	--	--	--	197,869
Geology	229,522	12,717	474	9,788	252,501
Legal	1,120	--	--	41,748	42,868
Maintenance	2,288	139	--	1,593	4,020
Materials and supplies	73,417	699	--	14,899	89,015
Project overhead	17,210	880	39	26,277	44,406
Property and mineral rights	--	7,232	150	--	7,382
Telephone	2	1	--	8,581	8,584
Travel	91,818	946	--	14,600	107,364
Wages and benefits	3,022	1,510	--	13,535	18,067
Overhead allocation	157,677	12,318	237	(170,232)	--
Write-off of deferred costs	--	(6,808)	--	--	(6,808)
Balance, end of period	\$ 4,814,245	\$ 2,267,875	\$ 254,399	\$ --	\$ 7,336,519

MINERA ANDES INC.
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a. San Juan Project

The San Juan Province project comprises seven properties (2006 – five properties) totaling 35,856 ha (2006 – 24,318 ha) in southwestern San Juan province. At present, these lands are not subject to a royalty; however, the government of San Juan has not waived its rights to retain up to a 3% "mouth of mine" royalty from production. Expenditures in 2007 and 2006 were primarily for an on-going exploration program at the Los Azules project. Land holding costs for 2007 are estimated at \$2,400.

We currently have a non-binding letter of intent over the Los Azules porphyry copper project with Xstrata Copper (“Xstrata”). Xstrata and Minera Andes own separate, adjoining properties that straddle a large copper porphyry system. The letter of intent consolidates these properties and gives us a right to earn a 100% interest in Xstrata’s property by spending at least \$1.0 million on the property over the next four years, making payments to keep the property in good standing and producing a preliminary economic assessment (to National Instrument (“NI”) 43-101 standards). If the preliminary assessment shows the project to be potentially economically viable and can be expected to produce 100,000 tonnes of copper per year for 10 years then Xstrata Copper will have a one time back-in right to earn a 51% interest in the combined properties by making a cash payment to Minera Andes of three times its expenditures on the property, completing a bankable feasibility study within five years and assuming underlying property commitments. In the event that the preliminary assessment does not meet the size criterion contemplated above, Xstrata Copper would retain a first right of refusal on any subsequent sale of the property.

b. Chubut Projects

We hold 1 (2006 – 13) manifestation of discovery in the Precordilleran region of Chubut, totaling 1,480 ha (2006 – 10,380 ha). Expenditures in 2007 and 2006 relate primarily to land maintenance costs. Land holding costs for 2007 are estimated to be less than \$1,000.

c. Santa Cruz Projects

We currently control 15 (2006 – 15) cateos and 23 (2006 – 40) manifestations of discovery totaling 88,295 ha (2006 – 102,789 ha) in the Santa Cruz province. Land holding costs for 2007 are estimated at \$1,876. We have been actively exploring in the region since 1997. The properties have been acquired on the basis of geologic and geochemical reconnaissance. Geologic evaluation of these targets is ongoing.

d. Investment in Minera Santa Cruz – the San José Project

The investment in Minera Santa Cruz S.A. (“MSC”) is comprised of the following:

	March 31, 2007
Investment in MSC, beginning of period	\$ 30,963,692
Plus:	
Deferred costs incurred	435,527
Advances during the period	5,880,000
Loss from equity investment	(393,259)
Investment in MSC, end of period	\$ 36,885,960

The San José project area is made up of one cateo and 46 manifestations of discovery totaling 40,499 hectares located in the western half of the province of Santa Cruz. The project is held by Minera Santa Cruz S.A. (“MSC”), an Argentine corporation co-owned by Minera Andes (49%) and project operator Hochschild Mining plc (“Hochschild”) (51%). Our obligation will be 49% of the exploration costs related

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to the San José project to maintain our interest in MSC. Any production from these lands may be subject to a provincial royalty. Holding costs for 2007 are estimated to be \$3,100.

During 2006, the project loan previously announced on July 25, 2005 with Standard Bank Plc. and Bayerische Hypo-und Vereinsbank AG to fund the San José project was terminated and a new facility was structured with Macquarie Bank Limited (“Macquarie”) in February 2006. Minera Andes agreed to pay break fees of \$572,000 of which \$200,000 had been paid and the balance accrued as at March 31, 2007.

In October 2006, Minera Andes signed a letter of intent to provide project financing with an affiliate of Hochschild and to terminate the Macquarie project financing offered in February 2006 and the \$20 million Macquarie bridge loan offered in August 2006. This letter of intent was subject to a successful public offering by Hochschild. Hochschild agreed to pay the break fees and other costs related to the Macquarie financing. In November 2006, Hochschild successfully completed a public offering on the London Stock Exchange.

The Hochschild financing includes a binding \$20 million bridge loan with MSC, which will be replaced as soon as reasonably practical, with a permanent financing of \$61 million or such higher amount as agreed to by Minera Andes and Hochschild. The original amount of the financing was \$55 million and, subsequent to March 31, 2007, was increased to \$61 million. The project financing will be made substantially on the same terms as the Macquarie financing except that:

- (a) MSC will not be required to hedge any of its production.
- (b) The project financing will be unsecured, except for a security interest in certain collection and escrow accounts and the funds deposited and the rights to the funds deposited. The shareholders of MSC will not be required to pledge their shares in MSC as security for the loans to MSC.
- (c) Events of default will basically be limited to events outside the control of Hochschild and MSC.
- (d) Future project expansions will be financed from cash flow from the project.

Under terms of the financing, a subsidiary of Hochschild lends 51% of the bridge loan and permanent financing directly to MSC and 49% of the loan is lent to Minera Andes which in turn lends the funds to MSC. The interest rate of the bridge loan is LIBOR plus 2.5%. Although agreed in principle by both parties, the final documentation for the permanent financing has not been completed, but the terms include, amongst other items, an interest rate of LIBOR plus 2.85% and a minimum term of three years. Repayment of the loan payable is contingent on the operating cash flows of MSC.

As at December 31, 2006, the \$20 million bridge loan had been lent to MSC. The Company’s 49% share of the \$20 million bridge loan was \$9.8 million.

As at March 31, 2007, the \$20 million bridge loan plus \$34 million in advances on the permanent financing, a total of \$54 million, had been lent to the project. The Company’s 49% share of the project loan was \$26.5 million.

3. BANK LOAN

In December 2004, we secured a two-year loan facility of up to \$4 million from Macquarie. All amounts advanced were due in December 2006. This facility was provided in two tranches to fund our 49% portion of the costs of completing a bankable feasibility study and related development work for the San José project.

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“An Exploration Stage Corporation”
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The commercial terms of the first two tranches of the loan include a facility fee of 1.5% of the principal amount of each tranche at the time of the advance and interest of LIBOR plus 2% per year, or totaling approximately 7.4% per year. In addition, as further explained below, we issued share purchase warrants for each tranche. The warrants exercise price was calculated at a 20% premium to the volume weighted average of our common stock determined from the ten business days prior to acceptance of the loan facility. Each warrant was exercisable for two years. The loan is collateralized by our interest in MASA, our 49% interest in MSC, and personal property.

We received \$1,000,000 of the first tranche in December 2004 and the remaining \$1,000,000 of the first tranche in February 2005. In connection with the first tranche, we issued share purchase warrants to acquire 2,738,700 of our common stock at an exercise price of Cdn \$0.91 per share. The fair value of the warrants was calculated using the Black-Scholes option pricing model with the following assumptions: dividend yield – Nil; risk free interest rate – 3.53%; expected volatility of 62% and an expected life of 24 months. The difference between the allocated fair value and the face value of the debt of \$346,200 was initially recorded as a debt discount with a corresponding entry to contributed surplus. The debt discount is being accreted to interest expense over the term of the debt using the effective interest rate method. No amount of the discount was accreted in 2004 since the debt agreement only became effective in December 2004. The accretion of the debt discount began in January 2005.

In July 2005, we received the second tranche of \$2,000,000. For the second tranche, we issued share purchase warrants to acquire 3,987,742 of our Common Shares at an exercise price of Cdn\$0.62 per share. The fair value of the warrants was calculated using the Black-Scholes option pricing model with the following assumptions: dividend yield – Nil; risk free interest rate – 3.99%; expected volatility of 55.8% and an expected life of 24 months. The difference between the allocated fair value and the face value of the debt of \$263,800 was initially recorded as a debt discount with a corresponding entry to contributed surplus. Total debt discount for both tranches was \$610,000.

In March 2006, Macquarie exercised its warrants from the second tranche to acquire 3,987,742 of our Common Shares at an exercise price of Cdn \$0.62 per share for proceeds of Cdn\$2,472,400 (\$ 2,060,333). We used part of the proceeds to repay principal and interest outstanding in the amount of \$2,000,000 and \$18,926, respectively, related to the second tranche.

In December 2006, Macquarie exercised its warrants from the first tranche to acquire 2,738,700 of our Common Shares at an exercise price of Cdn \$0.91 per share for proceeds of Cdn\$2,492,217 (\$ 2,171,299). We used part of the proceeds to repay the principal balance of the loan and interest outstanding in the amounts of \$2,000,000 and \$9,021, respectively, related to the first tranche.

In March 2007, we received a third tranche of \$7,500,000 from Macquarie of which \$5,880,000 was for the development of the San José project and \$1,620,000 was for general purposes. The commercial terms of this debt include a facility fee of 1.5% of the principal amount, interest of LIBOR plus 2% p.a., currently totaling approximately 7.36% p.a., and a two-year loan term. In addition, Minera Andes provided share purchase warrants to acquire 4,227,669 Common Shares of Minera Andes at an exercise price of Cdn\$2.06 per share. The warrant exercise price was calculated at a 25% premium to the volume weighted average of Minera Andes' common stock determined from the twenty business days prior to February 21, 2007. Each warrant is to be exercisable for two years. The warrants and the underlying common shares will have a four month hold period. The fair value of the warrants was calculated using the Black-Scholes option pricing model with the following assumptions: dividend yield – Nil; risk free interest rate – 3.87%; expected volatility of 59.18% and an expected life of 24 months. The difference between the allocated fair value and the face value of the debt of \$1,731,100 was initially recorded as a debt discount with a corresponding entry to contributed surplus. A success fee of \$75,000, being 1% of the principal amount of the facility, was paid to Xystus Limited for assisting with the structuring and negotiation of the loan facility.

The remaining bank loan and debt discount related to the third tranche are summarized as follows:

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	Face Amount	Discount	Carrying Value
Bank loan, third tranche, beginning balance at March 7, 2007	\$ 7,500,000	\$ 1,731,100	\$ 5,768,900
Accretion of debt discount	--	(50,740)	50,740
Repayment of bank loan	--	--	--
Bank loan, third tranche at March 31, 2007	\$ 7,500,000	\$ 1,680,360	\$ 5,819,640

As at March 31, 2007, interest expense incurred during the first quarter of \$36,650 (March 31, 2006 - \$54,660 relating to the first and second tranche), and accreted interest expense related to the debt discount of \$50,740 (March 31, 2006 – \$233,773 relating to the first and second tranche) were capitalized to the Investment in MSC (Note 2 (b)) using the effective interest rate method.

4. SHARE CAPITAL

a. Authorized

We have authorized capital of an unlimited number of Common Shares, with no par value, and an unlimited number of preferred shares, with no par value.

b. Changes to Share Capital

	Number of Shares	Amount
Balance, January 1, 2007	156,539,415	\$ 63,642,152
Issued for cash on exercise of stock options	250,000	126,435
Issued for cash on exercise of warrants	6,486,758	3,610,763
Balance, March 31, 2007	163,276,173	\$ 67,379,350

In February 2007, the shareholders approved a warrant exercise incentive program. The Company received gross proceeds of Cdn\$3.9 million through the early exercise of 6,006,758 warrants, under the incentive program for the early exercise of three series of common share purchase warrants of the Company.

The early exercise incentive program pertains to three private placements listed in the table below. Notices regarding the early exercise incentive were delivered to holders of the affected private placements advising the holders of the incentive exercise program. Holders of these warrants had until March 19, 2007 to exercise their warrants to receive the incentive. The following table sets forth the number of warrants exercised pursuant to the early incentive program, the funds received and the number of warrants still outstanding:

Warrant price (Cdn\$)	Expiry date	Number of warrants exercised	Value of warrants exercised under incentive program (Cdn\$)	Number of warrants still outstanding after early exercise
0.50	11/13/2008	851,500	\$ 425,750	878,725
0.55	12/1/2007	935,714	514,643	--
0.70	3/22/2010	4,219,544	2,953,680	2,012,409
Total		6,006,758	\$ 3,894,073	2,891,134

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Under the incentive program, a total of 600,673 New Warrants were issued to those warrant holders taking part in the early exercise incentive. Each New Warrant entitles the holder to acquire a common share of the Company at the price of Cdn\$1.75 per share until September 19, 2008. The New Warrants and common shares issuable upon exercise of the New Warrants will be subject to a four-month and one-day hold period. The fair value of the New Warrants, as at March 19, 2007, was calculated to be \$293,379 using the Black-Scholes option pricing model with the following assumptions: dividend yield – Nil; risk free interest rate – 3.97%; expected volatility of 62.99% and an expected life of 18 months. The fair value of the warrants was recorded as an increase to accumulated deficit with a corresponding increase to contributed surplus.

For those warrant holders who did not take part in the early exercise incentive program, the existing warrants held will continue to be exercisable for common shares under the original terms of the private placement. However, the holder is not entitled to receive any new incentive warrants.

c. Stock Options

At March 31, 2007, 1,448,643 options were available for grant under the Company’s stock option plan.

A summary of the status of the Company’s stock option plan as of March 31, 2007 is:

	Options	Weighted Average Exercise Price (Cdn)
Outstanding at January 1, 2007	11,615,000	\$1.03
Exercised	(250,000)	\$0.59
Outstanding and Exercisable at March 31, 2007	11,365,000	\$1.04

At March 31, 2007 there were options held by directors, officers, employees and non-employees for the purchase of our Common Shares as follows:

Number of Shares	Exercise Price	Expiry Date
485,000	Cdn\$0.40	June 27, 2007
1,200,000	Cdn\$0.59	December 5, 2008
100,000	Cdn\$0.50	March 29, 2009
1,175,000	Cdn\$0.55	September 10, 2009
50,000	Cdn\$0.61	December 14, 2009
2,035,000	Cdn\$0.60	December 28, 2010
5,825,000	Cdn\$1.51	December 27, 2011
495,000	Cdn\$0.31	March 21, 2013
11,365,000		

No stock options were granted during the three-month period ended March 31, 2007. In connection with the vesting of certain non-employees, employees and directors stock options, we have recorded stock option compensation of \$Nil and \$41,764 to consulting fees during the three months ended March 31, 2007 and 2006, respectively.

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d. Warrants

	Warrants	Weighted Average Exercise Price (Cdn)
Outstanding and exercisable, January 1, 2007	11,367,892	\$0.85
Issued	4,828,342	\$2.02
Exercised	(6,486,758)	\$0.65
Outstanding and exercisable, March 31, 2007	9,709,476	\$1.57

The range of exercise prices on outstanding warrants is Cdn\$0.50 to Cdn\$2.06 with a weighted average contractual life of 1.72 years at March 31, 2007.

5. AGREEMENTS, COMMITMENTS AND CONTINGENCIES

- a. Mineral rights in Argentina are owned by the federal government and administered by the provinces. The provinces can levy a maximum 3% "mouth of mine" (gross proceeds) royalty. The provinces of Mendoza and Neuquén have waived their right to a royalty. The provinces of Río Negro, San Juan, Santa Clara and Chubut have not yet established a policy regarding the royalty.
- b. We rent office space in Spokane, Washington for \$2,150 per month with a commitment through December 2007.
- c. We rent office space in Vancouver, British Columbia, Canada for Cdn\$900 per month, without a commitment.
- d. We rent office space in Argentina for \$1,089 per month with a commitment through August 2008.
- e. We rent storage space in Argentina for \$2,000 per month consisting of one \$800 per month commitment through June 2007 and another \$1,200 per month commitment through December 2009.
- f. On December 2, 2003, we signed an agreement that obligated us to pay N.A. Degerstrom a royalty of \$250,000 if any of the current properties, other than the properties comprising the San José project, meet certain conditions such as bankable feasibility or commercial production prior to December 2, 2013.
- g. During 2006, MSC signed agreements with third party providers relating to the development of the San José/Huevos Verdes project. Our 49% portion of these commitments is approximately \$5.7 million. These commitments are expected to be completed by June 30, 2007. Minera Andes has no contractual obligation to pay these commitments however we are obligated to fund our 49% of costs at San José that are not funded by project financing as well as 49% of capital contributions or our ownership in MSC will be diluted.

MINERA ANDES INC.
“An Exploration Stage Corporation”
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(U.S. Dollars - Unaudited)

6. RELATED PARTY TRANSACTIONS

During the three-month period ended March 31, 2007 we incurred legal fees to a firm in which a director and officer was an associate totaling \$14,189 (three-month period ended March 31, 2006 – \$15,637). This transaction was in the normal course of operations and was measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

7. COMPARATIVE FIGURES

Certain financial statement line items from prior periods have been reclassified to conform with the current period's presentation. These reclassifications had no effect on the net loss and accumulated deficit as previously reported.

8. SUBSEQUENT EVENTS

A subsequent event not disclosed elsewhere in the consolidated financial statements is as follows:

- a. Subsequent to March 31, 2007, we issued 510,000 shares for the exercise of stock options and 2,134,958 common shares for the exercise of purchase warrants for net proceeds of \$3,554,892.