

Lupaka Gold Corp. and Andean American Gold Corp. Shareholders Approve Plan of Arrangement

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VANCOUVER, 09/21/12 - [Lupaka Gold Corp.](#) ("Lupaka Gold") (TSX: LPK) and [Andean American Gold Corp.](#) ("Andean American") (TSX VENTURE: AAG) are pleased to announce that their respective shareholders voted for the previously announced plan of arrangement (the "Arrangement") whereby Lupaka Gold will acquire all of the issued and outstanding common shares of Andean American.

98.27% of the Lupaka Gold shares voted at Lupaka Gold's special shareholders' meeting held earlier today were voted in favour of the ordinary resolution authorizing the issuance of Lupaka Gold common shares in connection with the Arrangement.

99.47% of the Andean American shares voted at Andean American's annual and special shareholders' meeting held earlier today were voted in favour of the special resolution approving the Arrangement.

Eric Edwards, Lupaka Gold's President and CEO, commented, "We are pleased that our shareholders support this strategic transaction. We look forward to progressing to completion of this merger and meeting our objective of creating a well-financed Peru-focused gold explorer."

David Rae, Andean American's President and CEO, said, "The overwhelmingly positive response to the Arrangement by our shareholders reinforces our view that the proposed combination of the two companies is in the best interests of Andean American shareholders."

If the required court and stock exchange approvals are obtained, the Arrangement is anticipated to complete on or about October 1, 2012.

Trading of Andean American shares is expected to be halted, in advance of closing, after market close on September 25, 2012. Therefore, the last day to trade Andean American shares is expected to be Tuesday, September 25, 2012.

Following completion of the Arrangement, Computershare Investor Services Inc., the exchange agent for the transaction, will mail a Letter of Transmittal to each registered shareholder who held Andean American shares immediately prior to completion of the Arrangement. The Letter of Transmittal will set out the details of the procedures to be followed by such registered Andean American shareholders to obtain direct registration statements representing the Lupaka Gold shares to which they are entitled pursuant to the Arrangement.

About Lupaka Gold

Lupaka Gold is aggressively exploring and developing the Crucero Gold Project, its 5,500 hectare gold property located in southern Peru. The Company, based in Vancouver, Canada, is project operator and holds a 100% indirect interest in the property. Since commencing active exploration in April 2010, the Company has reported NI 43-101 compliant gold resource estimate updates in the first quarter of 2011 and 2012 (see the Company's most recent technical report on [sedar.com](#)). In addition to the existing resource estimate, Lupaka Gold has identified a number of exploration targets within the Crucero Project that display similar anomalous characteristics.

Additional information on Lupaka and its Crucero project is available on Lupaka's website at www.lupakagold.com.

About Andean American

Andean American is an international mining and exploration company focused on value growth through the development of gold and copper projects in Peru. Key assets include the 31,600 hectare Invicta gold-silver-copper development project and a 17% strategic stake in Southern Legacy Minerals, owner of the

AntaKori gold-silver-copper exploration project.

Additional information on Andean American and its Invicta project is available on Andean American's website at www.aaggold.com.

Forward Looking Information

This news release contains "forward-looking statements" and "forward-looking information" within the meaning of applicable securities regulations in Canada and the United States (collectively, "forward-looking information"). The forward-looking information contained in this news release is made as of the date of this news release. Except as required under applicable securities legislation, the Company does not intend, and does not assume any obligation, to update this forward-looking information. Forward-looking information includes, but is not limited to, statements with respect to a business combination with [Andean American Gold Corp.](#) (the "Business Combination") Often, but not always, forward-looking information can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes", or the negatives thereof or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might", or "will" be taken, occur or be achieved.

The forward-looking information contained in this news release is based on certain assumptions that the Company believes are reasonable, including that Lupaka Gold and Andean American will receive all necessary court and regulatory approvals to complete the Business Combination.

However, forward-looking information involves known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information. Such factors include, among others, unanticipated delays in obtaining or failure to obtain required court or regulatory approvals. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking information, there may be other factors that cause actions, events or results to not be as anticipated, estimated or intended. There can be no assurance that forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Readers are cautioned not to place undue reliance on forward-looking information due to the inherent uncertainty thereof.

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