
ANDES GOLD CORPORATION.
(A Delaware Corporation)

**INITIAL COMPANY INFORMATION AND DISCLOSURE
STATEMENT**

Pursuant to Rule 15c2-11

As of August 6, 2010

*Amendment to the Initial Company Information and Disclosure Statement filed on
Pinksheets December 18, 2009 – Amended information is highlighted in the color
“RED”*

*All information in this information and disclosure Statement has been compiled to
fulfill the disclosure requirements of rule 15c2-11 (a) (5) promulgated under the
Securities and Exchange Act of 1934, as amended. The enumerated captions
contained herein correspond to the sequential format set forth in the rule.*

*No Dealer, salesmen or any other person has been authorized to give any
information, or to make any representations, not contained herein in connection
with the issuer. Such information or representations, if made, must not be relied
upon as having been authorized by the issuer, and:*

*Delivery of this information file does not at any time imply that the information
contained herein is correct as of any time subsequent to the date first written
above.*

ANDES GOLD CORPORATION.
DISCLOSURE STATEMENT, PURSUANT TO RULE 15C2-11

October 26, 2009

Part A **General Company Information**

Item (I) The exact name of the issuer and its predecessor (if any):

The exact name of the Issuer is: Andes Gold Corporation.

Name change history:

Until September 21, 2009: the company was called Princeton Consulting and Services Corporation when its name was changed to Andes Gold Corporation. This change was accepted by FINRA with a new trading symbol given AGCZ going effective at the opening of business on September 22, 2009.

Item (II) The address of its principal executive offices:

*Urb Vista Sol Km 7
Via Sanbordon
Guayaquil
Ecuador*

*Phone: (593)9125-60775
Fax : (917) 368-8005*

Web page: www.andesgold-ir.com

Item (III) The state and date of the issuer's incorporation or organization:

The issuer is a Delaware corporation incorporated on August 29, 2007 as Princeton Consulting and Services Corporation. The previously provided information that we were incorporated February 9, 1996 as Whitewing Labs, Inc. was incorrect. Princeton Consulting and Services Corp. was a participant in a three party merger under Delaware Business Corporation Act Section 251(g) whereunder Whitewing Environmental Corp. ("Whitewing") was merged with and into Princeton Consulting Acquisition Corp. ("Acquisition") which changed its name to Whitewing Environmental Corp. and assumed all of the obligations of Whitewing effective September 27, 2007. The merger provided that the shareholders of Whitewing would receive one share of our common stock in exchange for each share that they owned in Whitewing.

Part B **Share Structure**

Item (IV) The exact title and class of securities outstanding.

*Security Symbol: AGCZ
CUSIP Number: US0341971036
Common Stock: 500,500,000 authorized with
Preferred Stock: 500,000*

Item (V) Par or stated value and description of the security.

The authorized shares consists of 500,000,000 shares of Common stock at par value of 0.001 per share and 500,000 Preferred stock at a par value of 0.001 per share for a total of 500,500,000 shares authorized.

Item (VI) The number of shares or total amount of the securities outstanding for each class of securities authorized.

As at:	October 26, 2009
Total Authorized:	500,500,000
Total Outstanding:	260,997,984
Free Trading:	57,080,504
Restricted:	203,917,480
Total Preferred	500,000
Number of Shareholders:	175 – on Oct 26, 2009

Part C Business

Information

Item (VII) The name and address of the transfer agent:

Standard Registrar and Transfer Co., Inc. Phone: (801) 571-8844
 12528 South 1840 E
 Draper, UT 84020

**Standard Registrar and Transfer Co., Inc. is registered under the Exchange Act and is an SEC approved Transfer Agent. The regulatory authority of the Transfer Agent is the SEC.*

Item (VIII) The nature of the issuer’s business.

A. Business Development

The core business of Andes Gold Corporation is a United States of America registered public company currently operating a gold mining and exploration corporation, through its wholly owned subsidiary company Compañía Minera PL S.A. In Ecuador, (South America) which controls a Gold mining and exploration concession called the Miranda Alto.

The Company changed its name from Princeton Consulting Services Corp. to Andes Gold Corporation on September 21, 2009. A reverse stock split with shares decreasing by 1 for 20 reverse split was accepted by FINRA going active September 22, 2009.

On October 22nd, 2009 the company issued 260,000,000 common shares.

The acquisition of Andes Gold Corp. was undertaken as a means of augmenting the business plans of the Company. The Company’s mission is to be the most efficient gold producer in its region of Ecuador.

1. The form of organization of the issuer:

Andes Gold Corporation is a Delaware Corporation

2. The Year that the issuer (or any predecessor) was organized:

The issuer is a Delaware corporation incorporated on August 29, 2007 as Princeton Consulting and Services Corporation. The previously provided information that we were incorporated February 9, 1996 as Whitewing Labs, Inc. was incorrect. Princeton Consulting and Services Corp. was a participant in a three party merger under Delaware Business Corporation Act Section 251(g) whereunder Whitewing Environmental Corp. (“Whitewing”) was merged with and into Princeton Consulting Acquisition Corp. (“Acquisition”) which changed its name to Whitewing Environmental Corp. and assumed all of the obligations of Whitewing effective September 27, 2007. The merger provided that the shareholders of Whitewing would receive one share of our common stock in exchange for each share that they owned in Whitewing.

3. Issuer’s fiscal year end date:

Our fiscal year end is December 31.

4. Whether the issuer (and or any predecessor) has been in bankruptcy, receivership or any similar proceedings:

Andes Gold Corporation has never been in bankruptcy, receivership or any similar proceedings.

5. Any material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets not in the ordinary course of business:

*The Company through a certificate of amendment of certificate of incorporation of Princeton Consulting and services Corporation renamed Andes Gold Corporation on July 27, 2009 and FINRA received the necessary documentation for the Reverse Stock Split and Name Change going effective September 22, 2009 under the new symbol **AGCZ**.*

6. Any default of the terms of any note, loan lease, or other indebtedness or financing arrangement requiring the issuer to make payment;

Andes Gold Corporation, has never had any default of the terms of any note, loan, lease, or other indebtedness or financing arrangement requiring the issuer to make payments.

As explained above, no liability was carried over or assumed from Whitewing Environmental and/or Acquisition as a result of the 251(g) merger.

7. Any change of control:

On July 27, 2009 Mr. Alejandro Diaz was appointed the President and CEO of the Company.

8. Any increase in 10% or more of the same class of outstanding equity securities;

In accordance with the term of the Certificate of Amendment the authorized share float increased to 500,500,000 shares with 500,000,000 common shares and 500,000 preferred shares. Which shares were subject to Rule 144(b) opinion letters requesting lifting of the restrictive legend.

9. Describe any past, pending or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization;

Effective up the filing of the Certificate of Amendment, each of the Corporation's 19,959,049 issued and outstanding shares of Common Stock shall be reverse split on a one (1) for twenty (20) basis with fractional shares being rounded up to the next whole number with a post split total shares outstanding 997,984 as of July 29, 2009

On July 27th, 2009, through a Certificate of Amendment of Certificate of Incorporation of Princeton Consulting and Services Corporation effected a reverse split 1 for 20 common shares and name change to Andes Gold Corporation was adopted by the corporation and duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware. The Company was later granted a new symbol AGCZ on September 22, 2009 by FINRA.

10. Any delisting of the Issuer's securities by any securities exchange or NASDAQ or deletion from the OTC Bulletin Board;

N/A

11. Any current, past, pending or threatened legal proceedings or administrative actions either by or against the Issuer that could have material effect on the Issuer's business, financial condition, or operations. Any current, past or pending trading suspensions by a securities regulator;

Former officers and directors and other creditors of Whitewing have written various letters and sent e-mails to the Company and an attorney claiming approximately \$2,000,000 from Andes Gold, claiming that Andes Gold is Whitewing. These shareholders also claim that the merger was done without their knowledge and therefore the merger with Andes Gold was illegal. These shareholders have also stated that they would file for involuntary bankruptcy and or file complaints with the SEC and FINRA and request that the company be delisted immediately. Despite these threats, which have continued over approximately four months, no action has been taken by these claimants.

The Company has reviewed the various claims and legal theories presented by these claimants and concluded that none of the allegations and claims are valid. The Company realizes that an amendment was needed to clarify the merger situation and the claims may be a result of the inaccurate information provided in the 15c211 filed on December 18, 2009, and this amendment represents a clarification thereof.

As previously stated, the issuer is a Delaware corporation incorporated on August 29, 2007 as Princeton Consulting and Services Corporation. The previously provided information that we were incorporated February 9, 1996 as Whitewing Labs, Inc. was incorrect. Princeton Consulting and Services Corp. was a participant in a three party merger under Delaware Business Corporation Act Section 251(g) whereunder Whitewing was merged with and into Acquisition which changed its name to Whitewing Environmental Corp. and assumed all of the obligations of Whitewing effective September 27, 2007. The merger provided that the shareholders of Whitewing would receive one share of our common stock in exchange for each share that they owned in Whitewing.

- (B) Business of Issuer. Describe the Issuer's business so a potential investor can clearly understand it. Please also include, to the extent material to an understanding of the Issuer, the following specific items

Andes Gold Corporation: Is a regional leader in the mining of gold and gold exploration in Ecuador (South America) (July 27th, 2009).

Mission Statement:

In the post-market meltdown of September 2008 the world took refuge in the security of gold pushing its value to \$1,000 USD per ounce by September 2009. Gold market experts are now advising that with the global sponsored spending spree by governments set to ignite the major world economies this build-up of spending over the past 12 months has huge inflationary risk. While not a certainty the risk of rising inflationary values has historically followed massive government spending be it due to funding a war effort or in this case funding the recovery from the financial market meltdown of the late 2008. Some experts are predicting a gold value of up to \$1,400 USD per ounce could be reached as a consequence of the global government(United States, China, Great Britain, EU to name a few) stimulus spending.

The nature of the gold mining industry has seen the emergence of low volume producers who would normally be ineffective at old world prices for gold. Andes Gold Corp however is producing 50 tons of ore daily and with new capital investment the company is aiming to bring this up to 100 tons of ore per day.

Andes has also continued to explore for new ore bodies in its territory and also bring to operation new mineral extraction technologies with new funding of the project. .

Further to this we believe that by locating our processing facility in close proximity to our mine we will enjoy improved economies of scale as the larger quantities of ore come-on-stream and are then subsequently processed.

Strategic Partnerships: *At the present time we do not anticipate a strategic partnership, however as the scale of our operations increase and exploration work expands this may change.*

1. The Issuer's primary SIC Code;

Primary: 1040 – Gold and Silver Ores

2. If the Issuer has never conducted operations, is it in the development stage or is currently conducting operations;

The Company's business, since inception, is in Gold mining and exploration in Ecuador (South America) with concessions called the Miranda Alto.

3. If the Issuer is considered a "shell company" pursuant to SEC Rule 405 of the Securities Act of 1933;

The Issuer is not a "shell company" pursuant to SEC Rule 405 of the Securities Act of 1933

4. State the names of any parent, subsidiary, or affiliate of the Issuer, and describe its business purpose, its method of operation, its ownership, and whether it is included in the financial statements attached to this disclosure;

Parent Company: Andes Gold Corporation with a wholly owned subsidiary company Compañía Minera P.L. S.A. located in Ecuador (South America).

Primary operating company as described above. Balance sheets will be presented as at December 31st, 2008.

5. The effect of existing or probable governmental regulations on the business;

The Company does not foresee any costs and/or effects of compliance with (federal, state and local) governments as a gold mining and exploration company other than industry norms.

6. **An estimate of the amount spent during each of the last two fiscal years on research and development activities, and, if applicable, the extent to which the cost of such activities are borne directly by customers;**

The Company has spent an estimated \$1,800,000 USD on start up and exploration work.

7. **Cost and effects of compliance with environmental laws (federal, state and local)**

The Company does produce a cyanide slurry as a by-product from its gold and silver extraction process. These hazardous products are handled following industry standards as guild lines.

8. **Number of total employees and the number of full time employees;**

The Company currently has 95 full-time employees

- (C) **Investment Policies. For any investments that the Issuer has, provide clear description of the investments, and restrictions or impairments the investment may have and the policies used to value and/or depreciate such assets from a financial and tax perspective. State whether there are any limitations of the percentage of assets which may be invested in change without a vote of securities holders. State whether the Issuer's policy is to acquire assets primarily for possible capital gain or primarily for income. If the Issuer owns any real estate, interests in real estate, mortgages or securities related to or backed by real estate, describe the Issuer's policies with respect to each of the following types of investments (the below items 1-3 do not need to be included if the issuer has disclosed it does not own real estate or real estate related investments)**

1. **Investments in real estate or interest in real estate. Indicate the types of real estate in which the Issuer may invest, and describe the method (or proposed method) of operating and financing these properties. Indicate any limitations on the number or amount of mortgages that may be place on any piece of property;**

The Company does not intend to invest in real estate and currently has no plans or interests in real estate.

2. **Investments in real estate mortgages. Indicate the types of mortgages and the types of properties subject to mortgages in which the Issuer plans to invest. Describe each type of mortgage activity in which the issuer intends to engage, such as originating, servicing and warehousing, and the portfolio turnover rate**

The Company does not intend at this time to invest in any real estate mortgages.

3. **Securities of or interests in persons primarily engaged in real estate activities. Indicate the types of securities in which the Issuer may invest, and indicate the primary activities of persons in which the Issuer may invest and the investment policies of such persons.**

The Issuer does not intend to invest in securities or interests in persons primarily engaged in real estate activities.

Item (IX) The nature of the products or services offered:

- A. **Principal products or services and their markets;**

Andes Gold Corporation, mission is to provide the world markets with high quality gold and silver from its mine in Ecuador (South America).

Primary focus will be placed on producing gold and silver, as well as to develop improved extraction techniques for the site characteristics that may be prevalent or encountered as the site is developed. The markets that the company will be supplying are the world bullion markets and the standards set by them.

B. Distribution methods of the products or services;

Andes Gold Corporation will continue to distribute its gold and silver through its established channels for the foreseeable future.

C. Status of any publicly announced new product or services;

Andes Gold Corporation products have followed existing mineral deposits of Gold and Silver at this present time there does not appear to be any additional minerals of marketable size or quality on its site.

D. Competitive business conditions, the Issuer's competitive position in the industry, and the methods of competition;

There are many companies in this business but the size of potential reserves and the global price of gold hitting \$1,000 USD per ounce the profitability of the mine is enhanced as the price of Gold increases.

E. Sources and availability of raw materials and the names of principal suppliers;

The majority of materials required by the company are readily available at competitive prices from a variety of suppliers.

F. Dependence on one or a few major customers;

The company does not currently have one dominate client and intends to actively market its products to several markets through Distributors..

G. Patents, trademarks, licenses, franchises, concessions, royalty agreements or labor contracts, including their duration;

The Company does not, at this time, have any patents, trademarks, licenses, franchises, royalty agreements or labor contracts. But rather is working under mineral concession agreements.

H. The need for any government approval of principal products of services;

The Issuer is not currently subject to any governmental approval for any of its products or services.

Item (X) The Nature and extent of the Issuer's facilities:

- 1. Describe the general character and locations of all materially important properties held or intended to be acquired by or leased to the Issuer and describe the present or proposed use of such properties and their suitability and adequacy for such use.**

The Company administrative and legal offices are located at:

*Urb Vista Sol Km 7
Via Sanbordon
Guayaquil
Ecuador*

2. **State the nature of the Issuer's title, or other interest in, such properties and the nature of the Issuer's title to, or other interest in, such properties and the nature and amount of all material mortgages, liens or encumbrances against such properties. Disclose the current principal of each material encumbrance, interest and amortization provisions, prepayment provisions, maturity date and the balance due at maturity assuming no payments;**

The Issuer does not hold title to any real estate properties. Subsequently, the Issuer does not have any mortgages, liens or encumbrances against such properties

3. **Outline briefly the terms or any lease or any of such properties or any option on contract to purchase or sell of any such properties;**

The company sub-leases office facility and has conference room, meeting rooms, and various services such as reception services included in the lease.

4. **Outline briefly any proposed program for renovation, improvement or development of such properties, including the estimated cost thereof and method of financing to be used. If there are no present plans for the improvement or development of any unimproved or undeveloped property, so state and indicate the purposes for which the property is to be held or acquired;**

The Issuer does not have any plans to renovate, improve or develop any properties. There is no property held or acquired by the issuer at this time.

5. **Describe the general competitive conditions to which the properties are or may be subject;**

There are no properties held by the Issuer, therefore there are no general competitive conditions to which the properties are or may be subject to.

6. **Include a statement as to whether, in the opinion of the management of the issuer, the properties are adequately covered by insurance;**

To the extent of the knowledge of the Issuer, management has no properties to insure at this time.

7. **With respect to each improved property which is separately described, provide the following in addition to the above;**

Not applicable

Part D **Management Structure and Financial Information**

Item (XI) The Name of the Chief Executive Officer, members of the board of directors, as well as control persons

A. Officers and Directors

Business address for all executive officers and directors is:

**Urb Vista Sol Km 7
Via Sanbordon
Guayaquil
Ecuador**

**Phone: (593)9125-60775
Fax : (917) 368-8005**

Alejandro Diaz – President

Beneficial Ownership of -46,800,000- common shares,

Mr. Diaz serves as the President of the company appointed June, 2009 with over 20 years experience in the Mining Business. Prior to this he has experience in all fields of underground geology, photo geology, geochemistry and geophysics exploration programs, core drilling, equipment selection, processing, plant layout, start up operations, to chief geologist, mine manager, project director, exploration and general manager, consultant, university professor and chief executive for several mining companies in Colombia, Ecuador and Peru.

His education background includes B.S. in Geological Sciences from San Diego State University, California (December 1983).

Xavier Valverde- Director

Beneficial Ownership of -54,600,000- common shares,

Mr. Valverde is a business builder: Appointed Director of the board in June, 2009. A marketing and advertising executive with a solid 20 year track record in building and managing high growth advertising, marketing and real estate businesses called Biraesa Cia in Guayaquil, Ecuador a well know local institution. Particular strength in assessing and managing risk, as well as developing, communication and implementing business strategy.

His education background includes a degree in Marketing and Advertising Engineering from Catolica University at Guayaquil, Ecuador (October 1998).

Ian Morrice- Former Independent Director and Corporate Secretary

Beneficial Ownership of - 100,000 - common shares,

Mr. Morrice resigned on June 5, 2010 as filed on July 7, 2010 on the Pink Sheets

(B) Legal/Disciplinary History

Please also identify whether any of the foregoing persons have, in the last five years, been the subject of:

- 1. A conviction in a criminal proceeding or named as defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);**

None

- 2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined,**

barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

None

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the SEC, the CFTC, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

None

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred suspended or otherwise limited such person's involvement in any type of business or securities activities.

None

(C) **Disclosure of Family Relationships**

Describe any relationships existing among and between the issuer's officers, directors and shareholders.

*Andes Gold Corporation
Share ownership of Directors, Officers,
October 26, 2009*

	<i>Common Shares</i>	<i>Percentage (%)</i>
<i>Alejandro Diaz President/CEO Urb. Vista Sol Km 7 Via Samborondon Guayaquil, Ecuador</i>	<i>46,800,000</i>	<i>17.9%</i>
<i>Xavier Valverde Director of the Board 10 de Agosto y Ernesto Acastro, Edf. Aguirre Zaruma, Ecuador</i>	<i>54,600,000</i>	<i>20.9%</i>
<i>Pablo Lopez General Manager Barrio la Y y Via a Pacha # 301 Zaruma, Ecuador</i>	<i>54,600,000</i>	<i>20.9%</i>
<i>Ian Morrice Former Independent Director</i>	<i>100,000</i>	<i>0.03%</i>
<i>Total Affiliate Ownership</i>	<i>156,000,000</i>	<i>58.8%</i>
<i>Shares Outstanding</i>	<i>260,997,984</i>	<i>100%</i>

D. **Disclosure of Related Party Transactions.**

None

E. **Disclosure of conflicts of interest**

Describe any related party transactions of conflicts of interest

None

Item (XII) Financial information for the issuer's most recent fiscal period.

1. *Issuer's financial statements are reviewed by the signing Officer of the Company that they present fairly, in all material respects, the financial position, results of operations and cash flows for the periods presented, in conformity with accounting principles generally accepted in the United States, consistently applied*

The following financial statements dated December 31, 2008 are included and attached hereto and incorporated herein by reference:

- 1) *Unaudited Balance Sheet*
- 2) *Unaudited Statement of Income*
- 3) *Unaudited Statement of Cash Flow*
- 4) *Unaudited Statement of Continuity of Equity*

2. *The Company shall provide information to all shareholders of record and beneficial owners of such shares, if known to Company, as follows*

- 1) *Quarterly un-audited financial statements to be provided within forty five (45) days of each calendar quarter*
- 2) *Annual un-audited financial statements to be provided ninety (90) days of the Company's fiscal year end*
- 3) *Interim shareholders updates letter(s) describing material events at the Company, as warranted; such shareholder letter(s) shall be sent only after all material facts have been released to the public through appropriate press releases, filings on the Pink Sheets website, and/or SEC filings (if applicable)*

The financial statements requested pursuant to this item shall be prepared in accordance with generally accepted accounting principles (GAAP) by persons with sufficient skills.

Information contained in annual financial statements will not be considered current more the ninety (90) days after the end of the Issuer's fiscal year immediately following the fiscal year for which such statement are provided, or with respect to quarterly financial statements, more than forty five (45) after the end of the quarter immediately following the quarter for which such statements are provided.

All such financial statements shall either be audited or contain a certification by the Chief Financial Officer of the issuer, or any person responsible for the preparation of such statements, that such statements, and the notes thereto, present fairly, in all material respects, the financial position of the Issuer and the results of its operations and cash flows for the period. Presented, in conformity with U.S GAAP consistently applied.

Please visit: <http://www.pinksheets.com/quote/finance.jsp?symbol=NMOC>

Item (XIII) Similar financial information for such part of the two preceding fiscal years as the issuer or its predecessor has been in existence.

N/A

Item (XIV) Beneficial Owners

The following tables set forth as of October 26, 2009 contains certain information with respect to the Company's equity securities owned on record or beneficially by (a) each Officer and Director of the Company (b) each person who owns beneficially more than ten percent (10% for non-reporting

issuers, 5% for reporting issuers) of each class of the Company's outstanding equity securities, and (c) and all Directors and Executive Officers as a group.

	Common Shares	Percentage (%)
<i>Officers and Directors:</i>		
<i>Alejandro Diaz President/CEO</i>	<i>46,800,000</i>	<i>17.9%</i>
<i>Xavier Valverde Director of the Board</i>	<i>54,600,000</i>	<i>20.9%</i>
<i>Pablo Lopez General Manager</i>	<i>54,600,000</i>	<i>20.9%</i>
<i>Ian Morrice Former Independent Director</i>	<i>100,000</i>	<i>0.03%</i>
<i>Total Affiliate Ownership</i>	<i>156,000,000</i>	<i>58.8%</i>
<i>Shares Outstanding</i>	<i>260,997,984</i>	<i>100%</i>

Item (XV) The name, address, telephone number and email address of each of the following outside providers that advise the issuer on matters relating to the operations, business development and disclosure

1. Investment Banker

This does not apply to the Company

2. Transfer Agent

*Standard Registrar and Transfer Co., Inc.
12528 South 1840 E.
Draper, UT 84020
United States of America
(801) 571-8844*

3. Counsel

There is no corporate counsel at this time. The company is in the process of selecting its legal counsels, which can address both the Securities Law and potential litigation. Frank Hariton, who was previously mentioned as Corporate Counsel provided the legal services in the transaction involving Princeton Consulting and Services and Minera Compania and its merger thereof.

4. Accountant

No Accounting Firm of Record, the company is in the process of selecting the accounting and auditing firm.

5. Public Relations Consultant(s)

NONE

6. Investor Relations

NONE

7. Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement

Legal counsel and in house management assisted the President/Chief Executive Officer in the preparation of this statement.

Item (XVI) Management's Discussion and Analysis or Plan of Operation.

A. Plan of Operation

The Company

Andes Gold Corporation mission is to provide the world's markets with high quality Gold and Silver. The Company has positioned itself to move aggressively forward within its sphere of influence as a Regional leader in the Mining of Gold and Silver from its Ecuador properties.

The companies primary focus will be placed on production of the highest quality Gold and Silver and to continually develop improvements to its processing to ensure the highest quality, highest level of investor returns, and the most efficient marketing techniques.

Products and Services

Andes Gold Corporation, offers two product lines these are Gold and Silver. These products are sold at world pricing set by the open market.

Market and Competitive Analysis

With each dollar an ounce Gold or Silver increase in price at world bullion prices Andes Gold Corporation production become more profitable. Management estimates the world wide market for Gold and Silver at over 2.3 tonnes annually and the world wide demand is rising at 2.4 tonnes annually. Much of the growth comes from the electronic industry with the sale of micro-processors world wide exceeding industry estimates quarter over quarter in 2009. The traditional use of Gold and Silver as a hedge against rising inflation is also pushing demand of these metals upwards in price. A third but not to be ignored market is the ever growing jewelry market in such countries as India which accounts for over 20% of global sales of gold and silver as a direct result in this countries growth in both economic prosperity and population growth at 1.2 Billion people.

Market Segmentation

N/A

Target Market Segment Strategy

N/A

Competition

Competitive threats come from companies that offer and perform similar types of products and services, as well as old established technology generated from fossil fuels.

We believe that our customers will choose our products based on the following criteria:

- *Performance and design*
- *Customer service and support*
- *Price*

Strategy

The market strategy is to capitalize on our expertise by designing and developing high quality, durable energy systems with a significant number of product features and options which are customized to the markets requirements yet remaining affordable and are extremely important to the end consumer's needs. The Company's goal in the next year is to secure more orders and complete more deliveries by securing more joint venture alliances and partnerships worldwide. The Company's goal in the next five years is to continue with our "value added" motto that will help the Company achieve and maintain a dominate presence in the energy system and storage industry.

Value Propositions

1. Delivery

We provide on-time delivery.

2. Quality

The energy systems and storage products and service that we deliver are of high quality and have attributes that enable customers to carry out their specific business and personal functions.

3. Price

Our products are competitively priced, thus helping customers control their own bottom line as well as potentially reducing their carbon footprint.

Competitive Advantage

Andes Gold Corporation has several highly significant competitive advantages:

- *The location of its mine is in the heart of Ecuador's world famous Andes Alto district which has produced top quality gold and silver mines for over 450 years.*
- *Advanced recovery methods are improving the recovery levels within the mine and improved exploratory methods are opening up new and improved sites in the territory.*

Sales Strategy

Andes Gold Corporation, sales plan is to seek Gold and Silver mining opportunities that are cost effective so that profits are optimized. The Company will continue to strive towards improving productivity.

By aggressively seeking new mineral deposits and taking full advantage of the existing deposits the Company, as well as broadening its base, will expand and be able to compete with the leading companies in the gold and silver mining industry.

A discussion of how long the issuer can satisfy its cash requirements and whether it will have to raise additional funds in the next twelve months.

Over the subsequent twelve months (2009) Andes Gold Corporation, has identified several areas requiring capital. (1) Fund our continuing development and working capital needs (2) Additional efforts associated with investing in the Company's core activities of exploration and production improvements as well as increasing the tonnage produced on a daily basis.

Since its establishment, the Company had previously adopted a strategy of growing the Company in a controlled manner, using only our own capital sources (i.e.: sales, officers' investment and private money). Commencing immediately, we plan to pursue a more aggressive growth strategy to capitalize on considerable market opportunities that currently exist.

We may also use a portion of the net proceeds for the possible acquisition of additional businesses and technologies or the establishment of joint ventures that are complementary to our current or future business. We cannot be certain that we will complete any acquisition or joint venture or, that if completed, any acquisition or joint venture will be successful.

Finance

Additional financing is expected to be raised through either shareholder rights offerings, secondary offerings that consist of private individuals and institutions (otherwise known as PIPE's; Private Equity into Public Entity), conversion of debt to equity and or issuing warrants. That is scheduled to occur in the next year. This will provide the bulk of the financing required to grow operations at the planned rate.

There is no assurance the Company will be able to raise any of the funds required to finance the expansion of its business either in this or any other period.

B. Management's Discussion and Analysis of Financial Condition and Results of Operations.

Risk Factors

*Shares of Andes Gold Corporation is subject to a number of risk factors. The following are representative of those risks. Such summary is **not** intended to be exhaustive of risks that are or may become relevant:*

The common stock is currently illiquid and highly speculative. Investment therein involves a high risk of loss of an investor's entire investment in the Company. Each prospective investor is urged to carefully review the risk factors discussed below and to discuss with management the nature and extent of risks inherent in the Company's proposed business in determining whether to invest in the Company.

Risks Related to Our Business

Our operating results are difficult to predict and fluctuations in them may cause volatility in the price of our shares.

Given the nature of the markets in which we compete, our revenues and profitability are difficult to predict for many reasons, including the following:

- Our operating results are highly dependent on the price of Gold and Silver as posted internationally during each quarter. As a result, our revenues in any quarter depend primarily on the world spot price of bullion in that quarter. Hedging forward production is one way of balancing highs and lows in this market.*

- We do not maintain an inventory of products. We must incur a large portion of our costs in advance of sales, because we must plan production processing, order chemicals, parts, labor,*

and enter into development, sales and marketing, and other operating commitments prior to obtaining commitments from our customers. This makes it difficult for us to adjust our costs in response to a revenue shortfall, which could adversely affect our operating results.

Fluctuations in our operating results may cause volatility in the price of our registered shares.

If we do not timely introduce successful gold and silver deposits our business and operating results could suffer.

The success of our products depends on several factors, including our ability to:

- Anticipate technology and market trends;*
- Mine and deliver high-quality products; and if we do not execute these successfully, our business, financial condition and operating results could suffer.*

If we do not compete effectively, our production costs could rise and our business and operating results could be adversely affected.

Our industry is intensely competitive. It is characterized by a trend of open market world pricing for Gold and Silver, and continual performance enhancements and new features, as well as rapid adoption of technological and product advancements by competitors in our market.

If we do not continue to establish new mineral deposits through new exploration and or new and improved mineral recovery technology our business can and will fall behind our competitors in the industry. If we do not otherwise compete effectively, demand for our products will decline, our gross margins could decrease, we could lose market share, and our revenues could decline.

We purchase equipment and chemicals from limited sources, and our business and operating results could be harmed if supply were delayed or constrained or if there were shortages.

Lead times for materials and components ordered by us can vary significantly and depend on factors such as the specific supplier, contract terms and demand for a component at a given time. We may from time to time experience supply shortages and fluctuations in component prices. We don't believe that any such shortages will significantly impact our product cost. In addition, we may be at risk for these components if our customers reject or cancel orders unexpectedly or with inadequate notice.

Shortages or interruptions in the supply of components or subcontracted products, or our inability to procure these components or products from alternate sources at acceptable prices in a timely manner, could delay shipment of our products or increase our production costs, which could harm our business, financial condition and operating results.

We purchase some key components used in our products from single or limited sources. If the supply of these products or key components were to be delayed or constrained, we may be unable to find a new supplier on acceptable terms, or at all, or our new and existing product shipments could be delayed, any of which could harm our business, financial condition and operating results.

C. Off-Balance Sheet Arrangements.

As of the date of this document, Andes Gold Corporation does not have any off balance sheet arrangements.

Part E **Issuance History**

Item (XVII) List of securities offerings and shares issued for services in the past two years.

Common Shares

Issuances:

In June, 2009, the Company Princeton Consulting and Services Corporation acquired Andes Gold Corporation, renamed Andes Gold Corporation a Delaware company, which was approved by FINRA and went active on September 22nd, 2009 under the new trading symbol AGCZ. the Company issued, on October 22nd, 2009 an aggregate of 260,000,000,000 shares of common stock as part of the transaction.

Part F **Exhibits**

Item (xviii) Material Contracts

- A. Every material contract, not made in the ordinary course of business that will be performed after the disclosure document is posted on the Pink Sheets News Service or was entered into not more than two years before such posting.
- 1) Any contract to which directors, officers, promoters, voting trustees, security holders named in the disclosure document, or the Designated Advisor for Disclosure are parties other than contracts involving only the purchase or sale of current assets having a determinable market price, at such market price

Not applicable

- 2) Any contract upon which the Company's business is substantially dependent, including but not limited to contracts with principal customers, principal suppliers, and franchise agreements

Not applicable.

- 3) Any contract for the purchase or sale of any property, plant or equipment for consideration exceeding 15 percent of such assets of the Company.

There are no existing or pending contracts for the purchase or sale of any property, plant or equipment exceeding 15 % of the Companies Assets.

- 4) Any material lease under which a part of the property described in the disclosure document is held by the Company.

Not applicable.

Item (XIX) Purchases of Equity Securities by the Issuer and Affiliated Purchasers

Not applicable

Item (XX) Issuers Certification

I, Alejandro Diaz, certify that:

1. *I have reviewed this Initial Company and Disclosure Statement of Andes Gold Corporation.*
2. *Based on my knowledge, this disclosure statement does not contain any untrue statements made, in light of the circumstances under which such statements were made not misleading with respect to the period(s) covered by this disclosure statement; and*
3. *Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for the periods presented in this disclosure statement*

The undersigned hereby certifies that the information herein is true and correct to the best of their knowledge and belief.

Dated this 26th day of October, 2009

Andes Gold Corporation.

Signature: /s/ Alejandro Diaz

Name: Alejandro Diaz

Position: President/Chief Executive Officer

E-mail: orosur@hotmail.com

Web-Page: www.andesgold-ir.com