



ABN 43 059 457 279

**NOTICE OF
ANNUAL GENERAL MEETING
&
EXPLANATORY MEMORANDUM TO
SHAREHOLDERS**

**For the Annual General Meeting to be held on
24 November 2006 at 10am (WST) at
Level 1, 89 St. George's Terrace,
Perth, Western Australia**

NOTICE OF ANNUAL GENERAL MEETING

LATIN GOLD LIMITED ABN 43 059 457 279

Notice is hereby given that the Annual General Meeting of Latin Gold Limited will be at Level 1, 89 St. George's Terrace, Perth, Western Australia on Friday, 24 November 2006 at 10am (WST time).

AGENDA

ORDINARY BUSINESS

Financial Statements

To receive and consider Financial Statements and the Reports of the Directors and the Auditor for the year ended 30 June 2006.

Resolution 1 - Approval of the Remuneration Report

To consider and, if thought fit, to pass without amendment, the following as a non-binding ordinary resolution:

"That, for the purpose of Section 250R(2) of the Corporations Act 2001 and for all other purposes, the Company accept the Remuneration Report as tabled."

Short Explanation: Section 250R(2) of the Corporations Act 2001 requires the Remuneration Report be tabled and that Shareholders be given the opportunity to cast a non-binding vote on the Remuneration Report. Please refer to the Explanatory Statement for further details.

Resolution 2 - Re-Appointment of Mr Howard Dawson.

To consider and, if thought fit, to pass with or without amendment, the following ordinary resolution:

"That, Mr Howard Dawson, being a Director who retires by rotation, in accordance with Clause 12.2 of the Company's Constitution, and being eligible for re-election, be re-appointed as a Director of the Company".

OTHER BUSINESS

To transact any other business that may be legally brought forward.

EXPLANATORY MEMORANDUM

Shareholders are referred to the Explanatory Memorandum accompanying and forming part of this Notice of Meeting.

SNAPSHOT DATE

For the purposes of Regulation 7.11.37 of the Corporations Regulations, the Directors have set a snapshot date to determine the identity of those persons eligible to vote at the Annual General Meeting. The snapshot date is 5pm (WST) on 22 November 2006.

VOTING EXCLUSION NOTE

Where a voting exclusion applies, the Company will not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or it is

cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

PROXIES

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- (a) each Shareholder has a right to appoint one proxy, and if the Shareholder may cast two or more votes, the Shareholder may appoint two proxies;
- (b) a proxy need not be a Shareholder of the Company; and
- (c) if a Shareholder appoints two proxies, the Shareholder may specify the proportion or number of votes each proxy is appointed to exercise.

In accordance with the Company's Constitution, Shareholders are further advised that:

- (a) if the appointment does not specify the proportion or number of the Shareholder's votes, each proxy may exercise half of the Shareholder's votes; and
- (b) if a Shareholder appoints two proxies, only one may vote on a show of hands.

In accordance with section 250BA of the Corporations Act, the Company specifies the following information for the purposes of receipt of proxy appointments:

Principal Office: Level 1, 89 St George's Terrace
PERTH WA 6000

Facsimile Number: (08) 9481 2200

Postal Address: GPO Box 2508
PERTH, WA 6001

The instrument appointing the proxy must be signed by the Shareholder, or by the Shareholder's attorney who is authorised to sign the instrument under a power of attorney.

If a Shareholder is a company it must sign the instrument in accordance with section 127 of the Corporations Act.

A proxy is not entitled to vote unless the instrument appointing the proxy, and the authority under which the instrument is signed or a certified copy of the authority, is either deposited at the registered office of the Company or sent by facsimile to that office, and in each case to be received not less than 48 hours prior to the time of the meeting (being not later than 10am Perth time on 22 November 2006).

By Order of the Board

Bryan Dixon
Company Secretary
Perth, Western Australia
Date: 19 October 2006

LATIN GOLD LIMITED
ACN 059 457 279

EXPLANATORY MEMORANDUM TO SHAREHOLDERS

<p>This Explanatory Memorandum has been prepared to assist Shareholders of the Company in understanding the business to be put to Shareholders for their consideration at the forthcoming Annual General Meeting of the Company.</p>

The Directors recommend that you read this Explanatory Memorandum and attend the forthcoming Annual General Meeting.

1. RESOLUTION - REMUNERATION REPORT

The Corporations Act requires that a resolution to adopt the Remuneration Report be put to the vote of the Company. However, Shareholders should note that the vote on Resolution 1 is not binding on the Company or its Directors. This report is incorporated in the Directors' Report in the Company's 2006 Annual Report and sets out the Company's remuneration arrangements for the Directors and senior management of the Company.

Shareholders will be given an opportunity to ask questions of the Directors in relation to the Remuneration Report of the Company.

2. RESOLUTION - RE-APPOINTMENT OF MR HOWARD DAWSON

Clause 12.2 of the Constitution of the Company requires that one third of the Directors retire by rotation at each annual general meeting. Mr Howard Dawson retires in accordance with that clause and being eligible for re-election, offers himself for re-election at the Meeting.

3. ENQUIRIES

Shareholders can contact the Company Secretary on (61 8) 9481 3000 if they have any queries in respect of the matters set out in these documents.

DEFINITIONS

Throughout the Notice of Meeting and Explanatory Memorandum, the following definitions are used:

ASX means Australian Stock Exchange Limited ACN 008 624 691;

Board means the board of directors of the Company;

Company or **Latin Gold** means Latin Gold Limited ABN 43 059 457 279;

Corporations Act means the Corporations Act 2001 (Cth);

Director means each of the current directors of the Company;

Listing Rules means the official listing rules of ASX;

Meeting or **Annual General Meeting** means the meeting of Shareholders convened by this Notice of Meeting;

Remuneration Report means the section of the Directors' Report within the Annual Report that bears the same title;

Shareholder means a holder of Shares; and

Shares means fully paid ordinary shares in the capital of the Company.

The Company Secretary
Latin Gold Limited
GPO Box 2508
Perth WA, 6001
Facsimile: 61 8 9481 2200

PROXY FORM
LATIN GOLD LIMITED
ABN 43 059 457 279
ANNUAL GENERAL MEETING

Appointment of Proxy

I/We

Of

being a member of Latin Gold Limited entitled to attend and vote at the Annual General Meeting, hereby

Appoint

Name of proxy

or failing the person so named or, if no person is named, the Chairman of the Meeting or the Chairman's nominee, to vote in accordance with the following directions or, if no directions have been given, as the proxy sees fit at the Annual General Meeting to be held at Level 1, 89 St. George's Terrace, Perth, Western Australia on Thursday, 24 November 2006 at 10am (WST) and at any adjournment thereof. If no directions are given, the Chairman will vote in favour of each resolution.

Voting on Business of the Annual General Meeting

	FOR	AGAINST	ABSTAIN
Resolution 1 - Approval of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 - Re-Appointment of Mr Howard Dawson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

OR

If you do **not** wish to direct your proxy how to vote, please place a mark in this box

By marking this box, you acknowledge that the Chairman may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him other than as proxy holder will be disregarded because of the interest. The Chairman will vote in favour of all of the resolutions if no directions are given.

YOU MUST EITHER MARK THE BOXES DIRECTING YOUR PROXY HOW TO VOTE OR MARK THE BOX INDICATING THAT YOU DO NOT WISH TO DIRECT YOUR PROXY HOW TO VOTE, OTHERWISE THIS APPOINTMENT OF PROXY FORM WILL BE DISREGARDED.

If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your shares are not to be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is _____%

Signed this **day of** **2006**

By:

Individuals and joint holders

Companies (affix common seal if appropriate)

Signature

Director

Signature

Director/Company Secretary

Signature

Sole Director and Sole Company Secretary

LATIN GOLD LIMITED
ABN 43 059 457 279

Instructions for Completing 'Appointment of Proxy' Form

1. A member entitled to attend and vote at a Meeting is entitled to appoint not more than two proxies to attend and vote on their behalf. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes.
2. A duly appointed proxy need not be a member of the Company. In the case of joint holders, all must sign.
3. Corporate shareholders should comply with the execution requirements set out on the proxy form or otherwise with the provisions of Section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:
 - directors of the company;
 - a director and a company secretary of the company; or
 - for a proprietary company that has a sole director who is also the sole company secretary - that director.

For the Company to rely on the assumptions set out in Section 129(5) and (6) of the Corporations Act, a document must appear to have been executed in accordance with Section 127(1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of Section 127(1) or (2) as applicable. In particular, a person who witnesses the affixing of a common seal and who is the sole director and sole company secretary of the company must state that next to his or her signature.

4. Completion of a proxy form will not prevent individual shareholders from attending the meeting in person if they wish. Where a shareholder completes and lodges a valid proxy form and attends the meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the meeting
5. Where a proxy form or form of appointment of corporate representative is lodged and is executed under power of attorney, the power of attorney must be lodged in like manner as this proxy.
6. To vote by proxy, please complete and sign the proxy form enclosed:
 - (a) send the proxy form by post to Company Secretary, Latin Gold Limited, GPO Box 2508, Perth, Western Australia, 6001; or
 - (b) by facsimile to the Company on facsimile number (61 8) 9481 2200,

so that it is received not later than 10am (WST) on 22 November 2006.

Proxy forms received later than this time will be invalid.