
LATIN GOLD LIMITED

ACN 059 457 279

NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY STATEMENT

PROXY FORM

TIME: 10:00 am (WST)

DATE: 11 November 2008

PLACE: 103 Abernethy Road
Belmont, WA, 6104

This Notice of Annual General Meeting is an important document and requires your immediate attention. Please read it carefully. If you are in doubt as to what you should do, please consult your professional adviser.

CONTENTS PAGE

Notice of Annual General Meeting (setting out the proposed resolutions)	3
Explanatory Statement (explaining the proposed resolutions)	5
Glossary	7
Proxy Form	8

TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The Annual General Meeting of the Shareholders of Latin Gold Limited which this Notice of Annual General Meeting relates to will be held at 10:00 am (WST) on 11 November 2008 at:

103 Abernethy Road

Belmont, WA, 6104

VOTING IN PERSON

To vote in person, attend the Annual General Meeting on the date and at the place set out above.

VOTING BY PROXY

To vote by proxy, please complete and sign the proxy form enclosed and either:

- (a) deliver the proxy form by hand to the Company's registered office at 103 Abernethy Road, Belmont, Western Australia;
- (b) mail the proxy form to the Company's registered office at PO Box 566, Belmont, Western Australia, 6984; or
- (c) send the proxy form by facsimile to the Company on facsimile number +61 8 9277 6818,

so that it is received not later than 10:00 am (WST) on 7 November 2008.

Proxy forms received later than this time will be invalid.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of Latin Gold Limited will be held at 103 Abernethy Road, Belmont, Western Australia at 10:00 am (WST) on 11 November 2008.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the proxy form are part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders of the Company at the close of business on 7 November 2008.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

AGENDA

BUSINESS

The Explanatory Statement which accompanies and forms part of this Notice describes the matters to be considered at the Meeting.

ORDINARY BUSINESS

Reports and Accounts

To receive and consider the financial statements of the Company for the year ended 30 June 2008 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

1. RESOLUTION 1 – REMUNERATION REPORT

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

“That for the purposes of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of remuneration report as contained in the Company's annual financial report for the financial period ended 30 June 2008.”

Short Explanation: The Corporations Act provides that a resolution that the remuneration report be adopted must be put to vote at a listed Company's Annual General Meeting. The vote on Resolution 1 is advisory only and does not bind the Directors or the Company.

2. RESOLUTION 2 – RE-ELECTION OF A DIRECTOR – MR PETER MCALEER

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

“That, Peter McAleer, being a Director of the Company who retires in accordance with clause 12.2 of the Constitution and, being eligible for re-election, is re-elected as a Director of the Company.”

Short Explanation: Clause 12.2 of the Constitution requires that at the Annual General Meeting one third of the Directors for the time being shall retire from office. A retiring Director is eligible for re-election.

3. RESOLUTION 3 – APPROVAL TO ISSUE UP TO 50,000,000 FULLY PAID ORDINARY SHARES

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

“That for the purposes of Listing Rule 7.1 of the ASX Listing Rules and for all other purposes, approval is given for the Directors to issue and allot up to 50,000,000 Shares on the terms and conditions described in the Explanatory Memorandum.”

Voting Exclusion Note:

The entity will disregard any votes cast on a resolution by person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed.

However, the entity need not disregard a vote if it is cast by a person as a 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.

DATED: 6 OCTOBER 2008

BY ORDER OF THE BOARD

**MR MARTIN STEIN
COMPANY SECRETARY
LATIN GOLD LIMITED**

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders of the Company in connection with the business to be conducted at the Annual General Meeting.

1. RESOLUTION 1 – REMUNERATION REPORT

The Remuneration Report is set out in the Director's Report in the Company's 2008 Annual Report. It is also available on the Company's website at www.latingold.com.au

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company.

Section 250R(2) of the Corporations Act requires that a resolution to adopt the Remuneration Report be put to the vote of the Company at the Annual General Meeting. However, Shareholders should note that the vote on Resolution 1 is advisory only and is not binding on the Company or its Directors.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR

Clause 12.2 of the Constitution of the Company provides that at each annual general meeting one third of the Directors, or if their number is not a multiple of three, then the number nearest to but not more than one third of the directors must retire.

Pursuant to Resolution 2, Mr Peter McAleer retires in accordance with the Constitution and being eligible for re-election, offers himself for re-election at the Meeting.

3. RESOLUTION 3 – APPROVAL TO ISSUE UP TO 50,000,000 FULLY PAID ORDINARY SHARES

3.1 Background

The Board of Directors may wish to issue up to 50,000,000 Shares in the Company within 3 months after the date of this General Meeting, and seeks Shareholder approval to do so. Resolution 3 will enable the Company to raise additional funds throughout the 3 month period after the General Meeting through the issue of 50,000,000 Shares without the need to seek Shareholder approval.

3.2 Regulatory Requirements

Listing Rule 7.1 provides that a listed company may not issue securities in any 12 month period which, when aggregated with the value of the other securities issued within that 12 month period, exceed 15% of the value of ordinary shares on issue at the beginning of the 12 month period, unless the issue falls within one of the nominated exceptions, or the prior approval of members of the company in general meeting is obtained.

In compliance with Listing Rule 7.3, Shareholders are advised as follows:

- (a) the maximum number of Shares to be issued and allotted is 50,000,000 Shares;
- (b) the Shares will be issued at a date no later than 3 months after the date of the General Meeting (or such later date as is approved by ASX) and it is intended that the Shares will be issued progressively during that period;

- (c) the issue price of the Shares will be a minimum of 80% of the average market price of the Shares traded on the ASX over the last 5 days before the date that the offer is made;
- (d) it is intended that the Shares will be issued to sophisticated investors or other parties that may be issued Shares without the need for a prospectus under Section 708 of the Corporations Act;
- (e) the Shares will rank pari passu in all respects with the Company's existing Shares;
- (f) none of the allottees will be related parties of the Company; and
- (g) the Shares will be issued to provide funds for the continued development of the Paron Gold Project and/or pursuing ongoing project opportunities and for working capital purposes.

4. ENQUIRIES

Shareholders should contact the Company Secretary on +61 8 9277 9489 if they have any queries in respect of the matters set out in these documents.

GLOSSARY

Board means the board of directors of the Company.

Company means Latin Gold Limited (ACN 059 457 279).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors mean the directors of the Company.

Explanatory Statement means the explanatory statement to the Notice.

Meeting means the meeting convened by the Notice.

Notice means the notice of annual general meeting accompanying this Explanatory Statement.

Share means a fully paid ordinary share in the Company.

Shareholder means a shareholder in the Company.

LATIN GOLD LIMITED

ACN 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:
 - (d) deliver the proxy form by hand to the Company's registered office at 103 Abernethy Road, Belmont, Western Australia;
 - (e) mail the proxy form to the Company's registered office at PO Box 566, Belmont, Western Australia, 6984; or
 - (f) send the proxy form by facsimile to the Company on facsimile number +61 8 9277 6818,

so that it is received not later than 10:00 am (WST) on 7 November 2008.

Proxy forms received later than this time will be invalid.