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**LATIN GOLD LIMITED**

**ACN 059 457 279**

**NOTICE OF ANNUAL GENERAL MEETING**

**EXPLANATORY STATEMENT**

**PROXY FORM**

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**TIME:** 11:30 am (WST)  
**DATE:** 22 November 2010  
**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.***

***An electronic version of the Company's 2010 Annual Report may accessed at  
[www.latingold.com.au](http://www.latingold.com.au)***

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**TIME AND PLACE OF MEETING AND HOW TO VOTE**

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**VENUE**

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The Annual General Meeting of the Shareholders of Latin Gold Limited which this Notice of Annual General Meeting relates to will be held at 11:30 am (WST) on 22 November 2010 at:

103 Abernethy Road  
Belmont, WA, 6104

**VOTING IN PERSON**

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

**VOTING BY PROXY**

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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 11:30 am (WST) on 20 November 2010.

**Proxy forms received later than this time will be invalid.**

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## NOTICE OF ANNUAL GENERAL MEETING

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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 11:30 am (WST) on 22 November 2010.

The Explanatory Statement to this Notice of Annual General 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 Annual General 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 20 November 2010.

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

### AGENDA

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#### BUSINESS

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

#### ORDINARY BUSINESS

##### Reports and Accounts

To receive and consider the financial statements of the Company for the year ended 30 June 2010 together with the declaration of the Directors, the Directors' report, the remuneration report and the auditor's report.

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#### 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 report for the financial period ended 30 June 2010."*

##### Short Explanation

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

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**RESOLUTION 2 – RE-ELECTION OF A DIRECTOR – MR JIM MALONE**

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

*"That, Jim Malone, 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.

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**RESOLUTION 3 – APPOINTMENT OF AUDITOR**

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

*"That, subject to the Australian Securities and Investments Commission granting its consent to the resignation of the Company's current auditor, Stantons International Pty Ltd, for the purposes of Sections 327B of the Corporations Act and for all other purposes, approval is given for the Directors to appoint Stantons International Audit and Consulting Pty Ltd as auditor of the Company, having been nominated by a shareholder and consented in writing to act in the capacity of auditor."*

**Short Explanation:** The Company is seeking Shareholder approval to appoint Stantons International Audit and Consulting Pty Ltd as auditor, to replace Stantons International Pty Ltd.

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**BY ORDER OF THE BOARD**

**MICHAEL HIGGINSON  
COMPANY SECRETARY  
LATIN GOLD LIMITED**

**Dated this 15<sup>th</sup> day of October 2010**

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## EXPLANATORY STATEMENT

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

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### 1. RESOLUTION 1 – REMUNERATION REPORT

The remuneration report is set out in the Director's report in the Company's 2010 Annual Report. It is also available on the Company's website at [www.latingold.com.au](http://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. 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.

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### 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 Jim Malone retires in accordance with the Constitution and being eligible for re-election, offers himself for re-election.

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### 3. RESOLUTION 3 - APPOINTMENT OF AUDITOR

The auditor, Stantons International Pty Ltd has acted as the Company's auditor since 2001.

To facilitate a new audit firm operating structure, an authorised audit company, Stantons International Audit and Consulting Pty Ltd, has been established to conduct audit engagements.

Subject to approval by shareholders, the appointment of Stantons International Audit and Consulting Pty Ltd will be effective for the 2011 financial year. Stantons International Pty Ltd remains responsible for the audit for the 2010 financial year.

In accordance with Section 328A(1) of the Corporations Act, Stantons International Audit and Consulting Pty Ltd has provided the Company with written notification of its consent to act as auditor of the Company. Such appointment is, however, subject to Shareholders approving Resolution 3.

The resolution is conditional upon ASIC's consent to the resignation of the Company's current auditor, Stantons International Pty Ltd, as this is a pre-condition to the auditor under the existing audit firm structure being able to resign. The Company anticipates that this consent will be forthcoming.

In accordance with section 328B of the Corporations Act, notice in writing nominating Stantons International Audit and Consulting Pty Ltd has been given to the Company by Tabland Pty Ltd, who is also shareholder. A copy of this nomination is attached as Annexure A.

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**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.

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## GLOSSARY

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**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 accompanying the Notice.

**Meeting** or **Annual General Meeting** means the annual general meeting convened by the Notice.

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

**Shareholder** means a shareholder in the Company.

**WST** means western standard time, Perth, Western Australia.

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ANNEXURE A

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**TABLAND PTY LTD**

*ACN 083 117 819*

*24 Padbury Avenue*

*Millendon WA 6056*

15 October 2010

The Board of Directors  
Latin Gold Limited  
103 Abernathy Road  
Belmont WA 6104

Dear Sirs

**Nomination of Stantons International Audit and Consulting Pty Ltd as auditor of Latin Gold Limited (LAT)**

Tabland Pty Ltd, being a shareholder of LAT nominates Stantons International Audit and Consulting Pty Ltd of Level 1, 1 Havelock Street, West Perth, Western Australia for appointment as auditor of LAT at its 2010 Annual General Meeting.

Tabland Pty Ltd consents to the distribution of a copy of this notice of nomination as an annexure to the Notice of LAT's 2010 Annual General Meeting as required by section 328B(3) of the Corporations Act 2001.

Yours faithfully



HG Dawson  
Company Secretary  
Tabland Pty Ltd

**PROXY FORM**

**LATIN GOLD LIMITED  
ACN 059 457 279**

I/We

being a Member of LATIN GOLD LIMITED entitled to attend and vote at the 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 11:30 am (WST) on 22 November 2010 at 103 Abernethy Road, Belmont, Western Australia and at any adjournment thereof. If no directions are given, the Chairman will vote in favour of all of the resolutions.

**Voting directions – Annual General Meeting**

		<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
Resolution 1	Remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-Election of a Director – Jim Malone	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2010

**By:**

**Individuals and joint holders**

Signature
Signature
Signature

**Companies (affix common seal if appropriate)**

Director
Director/Company Secretary
Sole Director and Sole Company Secretary

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**LATIN GOLD LIMITED**  
**ACN 059 457 279**

**Instructions for Completing 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:
  - deliver the proxy form by hand to the Company's registered office at 103 Abernethy Road, Belmont, Western Australia;
  - mail the proxy form to the Company's registered office at PO Box 566, Belmont, Western Australia, 6984; or
  - send the proxy form by facsimile to the Company on facsimile number +61 8 9277 6818,

so that it is received not later than 11:30 am (WST) on 20 November 2010.

**Proxy forms received later than this time will be invalid.**