

LATIN RESOURCES LIMITED
ACN 131 405 144

NOTICE OF ANNUAL GENERAL MEETING

TIME: 9:00am (WST)
DATE: 30 November 2012
PLACE: The Thomas Hardwick Room
The Old Swan Brewery
173 Mounts Bay Road
Perth WA 6000

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary, Mr Anthony Begovich, on (+61 8) 9485 0601.

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Notice is hereby given that the Annual General Meeting of Shareholders of Latin Resources Limited will be held at 9:00am (WST) on 30 November 2012 at The Thomas Hardwick Room at The Old Swan Brewery 173 Mounts Bay Road Perth WA 6000.

An Explanatory Memorandum containing information in relation to each of the following matters to be considered at the meeting forms part of this Notice.

AGENDA

Items of business

1. Financial Statements and Reports

To receive and consider the financial statements of the Company and its controlled entities for the year ended 30 June 2012, together with the declaration of the Directors, the Directors' report, the Remuneration Report and auditor's report, as set out in the annual financial report.

2. Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, to pass, the following resolution as a non-binding resolution:

"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2012."

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company. Shareholders are encouraged to read the Explanatory memorandum for further details on the consequences of voting on this Resolution.

A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or

- (b) the voter is the Chair and the appointment of the Chair as proxy:
- (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

3. Resolution 2 – Re-election of Mr Frankie Li as a Director

To consider and, if thought fit, to pass, the following resolution as an **ordinary resolution**:

“That, for the purposes of clause 13.4 of the Constitution and for all other purposes, Mr Frankie Li, who was appointed as a Director on 20 March 2012 to fill a casual vacancy, retires and, being eligible, is re-elected as a director of the Company.”

4. Resolution 3 – Re-election of Mr Mark Rowbottam as a Director

To consider and, if thought fit, to pass, the following resolution as an **ordinary resolution**:

“That, for the purposes of clause 13.2 of the Constitution and for all other purposes, Mr Mark Rowbottam, a Director, retires by rotation and, being eligible for re-election, be re-elected as a Director.”

5. Resolution 4 – Ratification of Prior Issue of Shares

To consider and, if thought fit, to pass, the following resolution as an **ordinary resolution**:

“That for the purpose of ASX Listing Rule 7.4, Shareholders ratify the allotment and issue of 8,796,563 Shares on the terms and conditions set out in the Explanatory Memorandum.”

The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any of their associates. However, the Company need not disregard a vote if:

- (a) 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
- (b) 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.

6. Resolution 5 – Approval of 10% Placement Capacity

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

“That, for the purpose of ASX Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities totaling up to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement.”

The Company will disregard any votes cast on this Resolution by any person who may participate in the issue of Equity Securities under this Resolution 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 and any associates of those persons. However, the Company will not disregard a vote if it is cast by:

- (a) a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) 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.

7. Resolution 6 – Approval of Incentive Plan

To consider and, if thought fit, to pass, the following resolution as an **ordinary resolution**:

“That, pursuant to and in accordance with ASX Listing Rule 7.2 (Exception 9) and for all other purposes, the Company approves the adoption of the Incentive Plan for employees and directors, on the terms and conditions set out in the Explanatory Memorandum.”

The Company will disregard any votes cast on this Resolution by a director of the Company, other than any Directors who are ineligible to participate in any employee incentive scheme in relation to the Company, and any of their associates. However, the Company need not disregard a vote if:

- (a) 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
- (b) 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.

8. Resolution 7 – Amendment to Constitution

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

“That, for the purpose of Section 136(2) of the Corporations Act and for all other purposes, approval is given for the Company to modify its existing Constitution by amending clause 15.11 as set out in the Explanatory Statement.”

By order of the Board

Anthony Begovich
Company Secretary

Dated: 30 October 2012

How to Vote

Shareholders can vote by either:

- attending the meeting and voting in person or by attorney or, in the case of corporate shareholders, by appointing a corporate representative to attend and vote; or
- appointing a proxy to attend and vote on their behalf using the proxy form accompanying this Notice of Annual General Meeting and by submitting their proxy appointment and voting instructions in person, by post, or by facsimile.

Voting Eligibility

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 4:00pm (WST) on 28 November 2012.

Voting in Person (or by attorney)

Shareholders, or their attorneys, who plan to attend the meeting are asked to arrive at the venue 15 minutes prior to the time designated for the meeting, if possible, so that their holding may be checked against the Company's share register and attendance recorded. Attorneys should bring with them an original or certified copy of the power of attorney under which they have been authorised to attend and vote at the meeting.

Voting by a Corporation

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the meeting. The appointment must comply with the requirements of Section 250D of the Corporations Act. The representative should bring to the meeting evidence of his or her appointment, including any authority under which it is signed.

Voting by Proxy

A Shareholder entitled to attend and vote is entitled to appoint not more than two proxies. Each proxy will have the right to vote on a poll and also to speak at the meeting.

In accordance with Section 249L of the Corporations Act, members are advised that:

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company, being either an individual or a body corporate; and
- a member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or the number of votes that the proxy may exercise. Where more than one proxy is appointed and the appointment does not specify the proportion or number of the shareholder's votes each proxy may exercise, the votes will be divided equally among the proxies (i.e. where there are two proxies, each proxy may exercise half of the votes).

Sections 250BB and 250BC of the Corporations Act came into effect on 1 August 2011 and apply to voting by proxy on or after that date. Shareholders and their proxies should be aware of these changes to the Corporations Act, as they will apply to this Meeting. Broadly, the changes mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes are set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting;
 - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting

Should any resolution, other than those specified in this Notice, be proposed at the meeting, a proxy may vote on that resolution as they think fit.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum is intended to provide shareholders with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of Annual General Meeting of Latin Resources Limited.

Certain abbreviations and other defined terms are used throughout this Explanatory Memorandum. Defined terms are generally identifiable by the use of an upper case first letter. Details of the definitions and abbreviations are set out in the Glossary to the Explanatory Memorandum.

Financial Statements and Reports

In accordance with the Corporations Act, the business of the Meeting will include receipt and consideration of the financial statements of the Company and its controlled entities for the year ended 30 June 2012, together with the declaration of the Directors, the Directors' report, the Remuneration Report and auditor's report as set out in the Company's annual financial report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.latinresources.com.au.

Shareholders should consider these documents and raise any matters of interest with the Directors when this item is being addressed.

No resolution is required to be moved in respect of this item.

Shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions and make comments on the accounts and on the business, operations and management of the Company.

The Chairman will also provide Shareholders with a reasonable opportunity to ask the auditor questions relevant to:

- the conduct of the audit;
- the preparation and content of the independent audit report;
- the accounting policies adopted by the Company in relation to the preparation of accounts; and
- the independence of the auditor in relation to the conduct of the audit.

Resolution 1 – Adoption of Remuneration Report

General

In accordance with Section 250R(2) of the Corporations Act the Company is required to present to its shareholders the Remuneration Report as disclosed in the Company's 2012 annual financial report. The Remuneration Report is set out in the Company's 2012 annual financial report and is also available on the Company's website www.latinresources.com.au.

The Remuneration Report explains the Board policies in relation to the nature and level of remuneration paid to Directors and other Key Management Personnel (**KMP**) and sets out remuneration details for each KMP, together with details of any service agreements and share based compensation.

The chair of the Meeting must allow a reasonable opportunity for Shareholders to ask questions about or make comments on the Remuneration Report at the Annual General Meeting.

The vote on the Resolution is advisory only and does not bind the Directors or the Company.

Voting Consequences

Under changes to the Corporations Act which came into effect on 1 July 2011, a company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

At the Company's 2011 annual general meeting, the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

Proxy restrictions

Shareholders appointing a proxy for this Resolution 1 should note the following:

If you appoint a member of the Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member as your proxy

You must direct your proxy how to vote on this Resolution. Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this Resolution.

If you appoint the Chair as your proxy (where he/she is also a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member).

You ***do not*** need to direct your proxy how to vote on this Resolution. However, if you do not direct the Chair how to vote, you ***must mark the acknowledgement on the Proxy Form to expressly authorise the Chair to exercise his/her discretion in exercising your proxy even though this Resolution is connected directly or indirectly with the remuneration of Key Management Personnel.***

If you appoint any other person as your proxy

You ***do not*** need to direct your proxy how to vote on this Resolution, and you ***do not*** need to mark any further acknowledgement on the Proxy Form.

Shareholders are urged to carefully read the proxy form and provide a direction to the proxy on how to vote

Resolution 2 – Re-election of Mr Frankie Li as a Director

Under clause 13.4 of the Constitution, any Director appointed to fill a casual vacancy (other than a Managing Director) holds office only until the conclusion of the next general meeting of Shareholders and is eligible for re-election at that meeting.

Mr Frankie Li was appointed as a Director on 20 March 2012 to fill a casual vacancy. Mr Li is therefore offering himself for re-election at the AGM.

Mr Li has 25 years of experience in the accounting and finance profession and has extensive experience in compliance, profit planning and cash management for various Hong Kong listed companies and Chinese businesses. Mr Li is also the Chief Financial Officer of Junefield (Holding) Limited.

Resolution 3 – Re-election of Mr Mark Rowbottam as a Director

Clause 13.2 of the Constitution requires that at the Company's annual general meeting in every year, one-third of the Directors for the time being, or, if their number is not a multiple of 3, then the number nearest one-third (rounded upwards in case of doubt), shall retire from office, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election.

The Directors to retire at an annual general meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots.

A Director who retires by rotation under clause 13.2 of the Constitution is eligible for re-election.

The Company currently has four (4) Directors and accordingly one (1) must retire.

Mr Mark Rowbottam, the Director longest in office since his last election, retires by rotation and seeks re-election.

Mr Rowbottam is an experienced corporate executive, advisor and company director. Mr Rowbottam has undergraduate science qualifications and a Master of Business Administration, with specialities in corporate administration and marketing. He is a Fellow of the Securities Institute of Australia and an active member of Chartered Securities Australia and the Licensing Executive Society of Australia and New Zealand. Mr Rowbottam has more than 15 years' experience in the corporate financial arena and has been involved in a number of ASX capital raisings, mergers/acquisitions and corporate transactions.

Resolution 4 – Ratification of Prior Issue of Shares

As announced on 10 September 2012, the Company has raised \$2,463,038 from the issue of 8,796,563 Shares, at \$0.28 per Share, to sophisticated investors.

Under ASX Listing Rule 7.1 the Company is permitted to issue up to 15% of its equity securities within a 12 month period without the requirement to obtain Shareholder approval. Whilst Shareholder approval for the issue of the 8,796,563 Shares was not required at the time of the issue, the effect of the issue is to reduce the Company's capacity to issue additional equity securities in the future without Shareholder approval.

ASX Listing Rule 7.4 allows an issue made by the Company without Shareholder approval under ASX Listing Rule 7.1 to be treated as having been made with Shareholder approval for the purposes of ASX Listing Rule 7.1 if it is subsequently approved by Shareholders and did not breach ASX Listing Rule 7.1 at the time of issue.

Accordingly, under this Resolution 4, the Company is seeking Shareholder ratification for the purposes of ASX Listing Rule 7.4, for the Share issue in order to renew the Company's capacity to issue up to 15% of the equity securities of the Company on issue in a 12 month period without Shareholder approval.

For the purposes of ASX Listing Rule 7.5, the following information is provided:

- the number of Shares allotted was 8,796,563;
- the Shares were issued at a price of \$0.28 each;
- the issued Shares rank equally with the Company's existing Shares, being fully paid ordinary shares in the capital of the Company;
- the issue raised gross proceeds of \$2,463,038, which is being used as follows:
 - to progress the Company's projects in Peru; and
 - to fund the Company's general working capital requirements; and

- the allottees are set out below, none of whom were, at the time of allotment , or are now related parties of the Company:

Allottee	Shares
Sixth Erra Pty Ltd	767,857
Kabila Investments Pty Ltd	446,429
DMH Enterprises Pty Ltd	89,286
M & K Hayden	275,000
Kram Nominees Pty Ltd	160,715
M & L Hayden	100,000
T Don Nominees Pty Ltd	71,429
Babade Pty Ltd	100,000
Geelong Orthotics Pty Ltd	71,429
McMurtrie Super Pty Ltd	160,714
B McMurtrie	35,714
S McMutrie	35,714
J P Herrmann	42,857
Dempsey Resources Pty Ltd	1,071,429
L Beevers	650,000
L Marsh	53,704
Junefield High Value Metals Investments Limited	3,950,000
Butler & Co Architects Pty Ltd	40,000
C Manton	214,285
R Thompson & Associates Pty Limited	71,429
D Irvine	17,857
B Amanatidis	50,000
Scarfell Pty Ltd	89,286
D & L Wignall	17,857
R & C Clancy	25,000
Alcardo Investments Limited	152,857
M Bin Idris	35,715
Total	8,796,563

Resolution 5 – Approval of 10% Placement Capacity

General

ASX Listing Rule 7.1A is summarized in Resolution 4 above.

The Company is an Eligible Entity.

If Shareholders approve Resolution 5, the number of Equity Securities the Eligible Entity may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (as set out in this Resolution 5 below).

The effect of Resolution 5 will be to allow the Company to issue Equity Securities up to 10% of the Company's fully paid ordinary securities on issue under the 10% Placement Capacity during the period up to 12 months after the Meeting, without subsequent Shareholder approval and without using the Company's 15% annual placement capacity granted under ASX Listing Rule 7.1.

Resolution 5 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 5 for it to be passed.

ASX Listing Rule 7.1A

ASX Listing Rule 7.1A came into effect on 1 August 2012 and enables an Eligible Entity to seek shareholder approval at its annual general meeting to issue Equity Securities in addition to those under the Eligible Entity's 15% annual placement capacity.

An Eligible Entity is one that, as at the date of the relevant annual general meeting:

- is not included in the S&P/ASX 300 Index; and
- has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

The Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of \$28,458,256.

Any Equity Securities issued must be in the same class as an existing class of quoted Equity Securities. The Company currently has 2 classes of quoted Equity Securities on issue, being the Shares (ASX Code: LRS) and Options (ASX Code: LRSO).

The exact number of Equity Securities that the Company may issue under an approval under ASX Listing Rule 7.1A will be calculated according to the following formula:

$$(A \times D) - E$$

Where:

- A** is the number of Shares on issue 12 months before the date of issue or agreement:
- plus the number of Shares issued in the previous 12 months under an exception in ASX Listing Rule 7.2;
 - plus the number of partly paid shares that became fully paid in the previous 12 months;

- plus the number of Shares issued in the previous 12 months with approval of holders of Shares under ASX Listing Rules 7.1 and 7.4. This does not include an issue of fully paid ordinary shares under the entity's 15% placement capacity without shareholder approval; and
- less the number of Shares cancelled in the previous 12 months.

D is 10%.

E is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of holders of Ordinary Securities under ASX Listing Rule 7.1 or 7.4.

Technical information required by ASX Listing Rule 7.1A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 5:

- **Minimum Price**

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- the date on which the price at which the Equity Securities are to be issued is agreed; or
- if the Equity Securities are not issued within 5 ASX trading days of the date in the paragraph immediately above, the date on which the Equity Securities are issued.

- **Date of Issue**

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of the following:

- 12 months after the date of this Meeting; and
- the date of approval by Shareholders of any transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking) (after which date, an approval under ASX Listing Rule 7.1A ceases to be valid).

- **Risk of voting dilution**

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 5 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A.2, on the basis of the current market price of Shares and the current number of Equity Securities on issue as at the date of this Notice.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

Number of Shares on Issue (Variable 'A' in ASX Listing Rule 7.1A.2)	Dilution			
	Issue Price (per Share)	\$0.0075 50% decrease in Issue Price	\$0.15 Issue Price	\$0.34 100% increase in Issue Price
189,721,704 (Current Variable A)	Shares issued - 10% voting dilution	18,972,170 Shares	18,972,170 Shares	18,972,170 Shares
	Funds raised	\$1,422,913	\$2,845,826	\$5,691,651
284,582,556 (50% increase in Variable A)	Shares issued - 10% voting dilution	28,458,255 Shares	28,458,255 Shares	28,458,255 Shares
	Funds raised	\$2,134,369	\$4,268,738	\$8,537,477
379,443,408 (100% increase in Variable A)	Shares issued - 10% voting dilution	37,944,340 Shares	37,944,340 Shares	37,944,340 Shares
	Funds raised	\$2,845,826	\$5,691,651	\$11,383,302

*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under ASX Listing Rule 7.1.

The table above uses the following assumptions:

- There are currently 189,721,704 Shares on issue including the Shares, the issue of which is being ratified pursuant to Resolution 4.
- The issue price set out above is the closing price of the Shares on the ASX on 25 October 2012.
- The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
- The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.
- The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities.
- The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
- This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

- **Purpose of Issue under 10% Placement Capacity**

The Company may issue Equity Securities under the 10% Placement Capacity for the following purposes:

- as cash consideration in which case the Company intends to use funds raised for the continued exploration expenditure on the Company's Guadalupe iron and minerals sands project in northern Peru, with a focus on bringing it into production, and the Ilo Norte iron oxide copper gold project in southern Peru, with a focus on exploration on that project (funds being used for feasibility studies, development and ongoing project administration, as relevant) and general working capital; or
- as non-cash consideration for the same purposes as above, but in which circumstances the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A.3.

The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

- **Allocation under the 10% Placement Capacity**

The allottees of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the allottees of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the allottees at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- the purpose of the issue;
- alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- the effect of the issue of the Equity Securities on the control of the Company;
- the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- prevailing market conditions; and
- advice from corporate, financial and broking advisers (if applicable).

Further, if the Company is successful in acquiring new resources, assets or investments, it is likely that the allottees under the 10% Placement Capacity will be vendors of the new resources, assets or investments.

- **Previous Approval under ASX Listing Rule 7.1A**

The Company has not previously obtained approval under ASX Listing Rule 7.1A.

- **Compliance with ASX Listing Rules 7.1A.4 and 3.10.5A**

When the Company issues Equity Securities pursuant to the 10% Placement Capacity, it will give to ASX:

- a list of the allottees of the Equity Securities and the number of Equity Securities allotted to each (not for release to the market), in accordance with ASX Listing Rule 7.1A.4; and
- the information required by ASX Listing Rule 3.10.5A for release to the market.

Voting Exclusion

A voting exclusion statement is included in this Notice. As at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 5.

Resolution 6 – Approval of Incentive Plan

Resolution 6 seeks Shareholders approval for the adoption of the employee incentive scheme titled Incentive Rights Plan (**Plan**) in accordance with ASX Listing Rule 7.2 (Exception 9(b)).

ASX Listing Rule 7.1 is summarised in Resolution 4 above. ASX Listing Rule 7.2 (Exception 9(b)) sets out an exception to ASX Listing Rule 7.1 which provides that issues under an employee incentive scheme are exempt for a period of 3 years from the date on which shareholders approve the issue of securities under the scheme as an exception to ASX Listing Rule 7.1.

If Resolution 6 is passed, the Company will be able to grant either:

- retention rights, being rights that vest and may be exercised into Restricted Shares, based on completion of a period of service; or
- performance rights, being rights that vest and may be exercised into Restricted Shares, based on achievement of specified performance objectives,

(together **Incentive Rights**) under the Plan to eligible participants over a period of 3 years without impacting on the Company's ability to issue up to 15% of its total ordinary securities without Shareholder approval in any 12 month period.

Shareholders should note that no Incentive Rights have previously been issued under the Plan as this is the first time the Plan is being approved.

The objective of the Plan is to attract, motivate and retain key employees and it is considered by the Company that the adoption of the Plan and the future grant of Incentive Rights under the Plan will provide selected employees with the opportunity to participate in the future growth of the Company.

The Company has established "The Latin Resources Limited Employee Share Trust" (**Trust**) obtain Shares as a result of the vesting and exercise of Performance Rights under the Plan. The Trust provides a range of commercial benefits for the Company.

A material feature of the Plan is that following the end of the Measurement Period, the Board will determine for each tranche of Incentive Rights, the extent to which they vest, which may vary depending on the specific vesting conditions set (**Vesting Percentage**). Where a tranche of Incentive Rights vest, the total value of those Incentive Rights, being that number of Incentive Rights multiplied by the Vesting Percentage, multiplied by the VWAP of the Shares over the 10 trading days immediately prior to and including the final day of the Measurement Period (**Vesting Share Price**) (**Vested Rights Value**) will be paid in cash and Shares as follows:

- \$1,000 per tranche that vests; and
- provided that the Vested Rights Value is over \$1,000, the remainder in Restricted Shares (being the Vested Rights Value, less \$1,000, divided by the Vesting Share Price). The Company will issue Restricted Shares to Participants or arrange for them to be acquired for the Participant's benefit by the trustee of the Plan.

This process is illustrated in the following table.

Rights	Number That Vested	Value at Vesting if Share Price \$0.60 (A)	Cash Payment (B)	Restricted Shares Earned $A - B \div \\$0.60$
Tranche 1 - Performance Rights	100,000	\$60,000	\$1,000	98,333
Tranche 2 – Performance Right	200,000	\$120,000	\$1,000	198,333
Tranche 3 – Retention Rights	100,000	\$60,000	\$1,000	98,333
TOTAL	400,000	\$240,000	\$3,000	394,999

Any future grant of Incentive Rights under the Plan to a related party or a person whose relation with the Company or the related party is, in ASX's opinion, such that approval should be obtained will require additional Shareholder approval under ASX Listing Rule 10.14 at the relevant time.

A summary of the key terms and conditions of the Plan is set out in Schedule 1. In addition, a copy of the Plan is available for review by Shareholders at the registered office of the Company until the date of the Meeting. A copy of the Plan can also be sent to Shareholders upon request to the Company Secretary. Shareholders are invited to contact the Company if they have any queries or concerns.

Resolution 7 – Amendment to Constitution

General

A company may modify or repeal its constitution or a provision of its constitution by special resolution of Shareholders.

Resolution 7 is a special resolution which will enable the Company to modify clause 15.11 of the Constitution such that a Directors' written resolution need only be signed by the majority of Directors entitled to vote and who do not expressly abstain from voting on the resolution. Currently all Directors, other than those who expressly abstain or are not eligible to vote, must sign a written resolution, for that resolution to be passed.

Specifically, the amendment will be as follows:

Clause 15.11: Written Resolutions

*A resolution in writing signed by **a majority of** the Directors for the time being (or their respective alternate Directors) (**the Directors for the time being, being a minimum of two Directors**), except those Directors (or their alternates) who expressly indicate their abstention in writing to the Company and those who would not be permitted, by virtue of Section 195 of the Corporations Act to vote, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held. This resolution may consist of several documents in like form, each signed by one or more Directors. Copies of the documents to be signed under this clause must be sent to every Director who is entitled to vote on the resolution. The resolution is taken to have been passed when the last Director signs the relevant documents. A telex, telegram, facsimile transmission or other document produced by mechanical means and bearing the signature of the Director, printed mechanically and with his authority, shall be deemed to be a document in writing signed by the Directors.*

The effect of this amendment will be to allow a written resolution to operate in a similar fashion to a meeting of Directors, in which a quorum of at least 2 Directors must be present but a decision may be made by majority agreement.

The Directors believe this amendment is not material and nor will it have any significant impact on Shareholders.

GLOSSARY

In this Explanatory Memorandum and Notice of Meeting:

“10% Placement Capacity” has the meaning given in Resolution 5 of this Notice;

“\$” means Australian dollars;

“Annual General Meeting” or **“Meeting”** means the meeting the subject of the Notice;

“ASX” means ASX Limited ABN 98 008 6 24 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited;

“Board” means the board of Directors;

“Closely Related Party” of a member of the Key Management Personnel means:

- a spouse or child of the member;
- a child of the member’s spouse;
- a dependent of the member or the member’s spouse;
- anyone else who is one of the member’s family and may be expected to influence the member, or be influenced by the member, in the member’s dealing with the entity;
- a company the member controls; or
- a person prescribed by the *Corporations Regulations 2001* (Cth);

“Constitution” means the Company’s constitution;

“Corporations Act” means the *Corporations Act 2001* (Cth);

“Directors” means Directors of the Company;

“Eligible Entity” means an entity that, at the date of the relevant general meeting:

- is not included in the S&P/ASX 300 Index; and
- has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000;

“Equity Securities” includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security;

“Explanatory Memorandum” means this information attached to the Notice, which provides information to Shareholders about the resolutions contained in the Notice;

“Incentive Plan” means the plan for the provision of long term incentives to executives and employees of the Company at all levels;

“Key Management Personnel” has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group;

“Latin” or **“Company”** means Latin Resources Limited (ACN 131 405 144);

“Measurement Period” means the period of time for determining whether service or performance vesting conditions of the Incentive Rights granted under the Plan are satisfied, which, unless determined otherwise by the Board, will be three financial years, commencing on 1 July of the year of grant and finishing on 30 June three years later.

“Notice” or **“Notice of Meeting”** means the notice of general meeting which accompanies this Explanatory Memorandum;

“Option” means an option which enables the holder to subscribe for one Share;

“Participants” means full-time and permanent part-time employees of the Company or any of its subsidiaries that may participate in the Plan.

“Plan” means the employee share plan the subject of Resolution 6 of this Notice and as summarised in Schedule 1;

“Remuneration Report” means the remuneration report set out in the Director’s report section of the Company’s annual financial report for the year ended 30 June 2012;

“Restricted Share” means Shares that may not be sold or otherwise disposed of by Participants until first advised by the Company, which the Company will do immediately upon Shares being capable of being sold without breaching the insider trading provisions of the Corporations Act or the Company’s share trading policy.

“Share” means a fully paid ordinary share in the capital of the Company;

“Shareholder” means a holder of Shares;

“Subsidiary” means a body corporate which is a subsidiary of the Company within the meaning of Section 9 of the Corporations Act;

“Variable A” means “A” as set out in the calculation in Resolution 5 of this Notice; and

“VWAP” means the volume weighted average price.

“WST” means Australian Western Standard Time.

SCHEDULE 1 – SUMMARY OF INCENTIVE RIGHTS PLAN

The key terms of the Incentive Rights Plan are as follows:

- **Eligibility:** Participants in the Plan may be full-time and permanent part-time employees of the Company or any of its subsidiaries (**Participants**).
- **Administration of Plan:** The Board is responsible for the operation of the Plan and has a broad discretion to determine which Participants will be offered Incentive Rights under the Plan.
- **Offer:** The Board may issue an offer to a Participant to participate in the Plan. The offer will specify (unless otherwise determined by the Board):
 - the name and address of the Participant to whom the offer is made;
 - the number and types of tranches of Incentive Rights being offered;
 - in respect of each tranche:
 - the number of Incentive Rights being offered;
 - the vesting conditions, if any, of each tranche of Incentive Rights; and
 - the Measurement Period; and
 - any other matters required by either the Corporations Act or the ASX Listing Rules.
- **Incentive Rights:** Incentive Rights may be offered to Participant, being:
 - retention rights, being rights that vest and may be exercised into Restricted Shares, based on completion of a period of service; or
 - performance rights, being rights that vest and may be exercised into Restricted Shares, based on achievement of specified performance objectives.
- **Restriction on Transfer:** An Incentive Right may not be transferred or otherwise dealt with (including being disposed of, encumbered, made subject to any interest in favour of any other person) and lapses immediately on purported transfer or dealing unless the Board, in its absolute discretion, approves the transfer or the dealing or transfer is effected by operation of law on death or legal incapacity to the Participant's legal personal representative.
- **Vesting:** Following the end of the Measurement Period, the Board will determine for each tranche of Incentive Rights, the extent to which they vest, which may vary depending on the specific vesting conditions set (**Vesting Percentage**). Where a tranche of Incentive Rights vest, the total value of those Incentive Rights, being that number of Incentive Rights multiplied by the Vesting Percentage, multiplied by the VWAP of the Shares over the 10 trading days immediately prior to and including the final day of the Measurement Period (**Vesting Share Price**) (**Vested Rights Value**) will be paid in cash and Shares as follows:
 - \$1,000 per tranche that vests; and
 - provided that the Vested Rights Value is over \$1,000, the remainder in Restricted Shares (being the Vested Rights Value, less \$1,000, divided by the Vesting Share Price).
- **Vesting and Exercise – Issue of Restricted Shares:** Upon vesting and exercise of the Incentive Rights, the Company will issue Restricted Shares. The Company will issue Restricted Shares to Participants or arrange for them to be acquired for the Participant's benefit by the trustee of the Plan.
- **Rights attaching to Shares:** Each Restricted Share shall be issued on the same terms and conditions as the Company's issued Shares (other than in respect of transfer restrictions imposed by the Plan) and it will rank equally with all other issued Shares from the issue date except for entitlements which have a record date before the issue date.

- **Quotation on ASX:** The Company will apply for each Restricted Share to be admitted to trading on ASX. Quotation will be subject to the restrictions on trading placed on them by the Company, the ASX Listing Rules and any holding lock applying to the Restricted Shares.
- **Bonus Issues:** Subject to any requirements of the Corporations Act and the ASX Listing Rules, in cases of bonus issues, the number of Restricted Shares held by a Participant shall be varied as set out in the ASX Listing Rules.
- **Pro-rata Issues:** Subject to any requirements of the Corporations Act and the ASX Listing Rules, in the case of general pro-rata issues to the Company's shareholders, there will be no adjustment to the Incentive Rights. However, the Board may consider issuing options:
 - of a number up to the number of Shares to which the Participant would have been entitled under the pro-rata issue, had the Incentive Rights been fully paid ordinary shares in the Company, and
 - the exercise price of such options will be equal to the amount payable by the Company's shareholders to acquire a Share pursuant to that pro-rata issue.
- **Capital Reconstructions:** Subject to any requirements of the Corporations Act and the ASX Listing Rules, in the case of other capital reconstructions the Board may make such adjustments to the Incentive Rights as it considers appropriate with a view to ensuring that holders of Incentive Rights are neither advantaged nor disadvantaged.
- **Forfeiture:** The Incentive Rights will be forfeited in the event that the Participant is dismissed for cause, resigns (unless otherwise determined by the Board) or where the Board forms the opinion that a Participant has committed an act of fraud, defalcation or gross misconduct in relation to the Company.
- **Lapse:** if Incentive Rights have not vested and are not capable of being vested at a later date, they will lapse.
- **Other Termination:** In the event that the Participant's employment is terminated due to death, total permanent disablement, retirement with the approval of the Board or Company initiated termination without cause, Incentive Rights granted in the financial year of termination of employment are forfeited in the same proportion as the remainder of the financial year bears to the full financial year. Incentive Rights that do not lapse at the termination of employment will continue to be held by Participants with a view to testing for vesting at the end of the Measurement Period. If the Share price at the date of testing is:
 - less than the Share price at the date of termination of employment, then all unvested Incentive Rights lapse, in which case the Board may, in its absolute discretion, determine to pay a cash bonus through payroll with PAYG tax deducted; or
 - not less than the Share price at the date of termination of employment, then retention rights that have not been forfeited will vest and performance rights will be tested once for vesting at the end of the Measurement Period. If they do not vest at that time then they will be forfeited.
- **Change in Control Including Takeover:** In the event of a change in control including a takeover, the vesting conditions attached to the Incentive Rights will cease to apply and unvested Incentive Rights will vest in the proportion that the Share price has grown since the date of grant of the Incentive Rights or as determined by the Board, up to 100%. The Board will have discretion to vest some or all of the remaining unvested Incentive Rights with any Incentive Rights that do not vest lapsing.

- **Distribution of Capital to Shareholders:** In the event that the board decides to declare a special dividend or undertake a return of capital to shareholders, the Board may in its discretion determine that some or all of the unvested Incentive Rights held by Participants shall vest and may also determine that any remaining unvested Incentive Rights shall lapse.
- **Plan limit:** The Company must take reasonable steps to ensure that the number of Shares issued pursuant to the vesting and exercise of any Incentive Rights offered by the Company under the Plan, when aggregated with:
 - the number of Shares, which would be issued were each outstanding offer with respect to Incentive Rights, or other Shares or options under an employee incentive scheme accepted and all convertible securities under such a plan converted; and
 - the number of Shares that would be issued if each outstanding offer for Shares (including options or rights to acquire unissued Shares) under any employee incentive scheme of the Company were to be exercised or accepted,

does not exceed 5% of the total number of Shares on issue at the time of an offer (but disregarding any offer of Shares or option or right to acquire Shares that can be disregarded in accordance with relevant ASIC Class Orders).



LATIN RESOURCES

LIMITED

ABN 81 131 405 144

Lodge your vote:



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

┌ 000001 000 LRS
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Proxy Form

For your vote to be effective it must be received by 9.00 am (WST) Wednesday 28 November 2012

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the information tab, "Downloadable forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form →



View the annual report 24 hours a day, 7 days a week:

<http://www.latinresources.com.au>

To review or update your securityholding

www.investorcentre.com

Your secure access information is:

SRN/HIN: I999999999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf XX

I/We being a member/s of Latin Resources Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Latin Resources Limited to be held at The Thomas Hardwick Room, The Old Swan Brewery, 173 Mounts Bay Road, Perth WA on Friday, 30 November 2012 at 9.00 am (WST) and at any adjournment or postponement of that Meeting.

Important for Resolutions 1 and 6 - If the Chairman of the Meeting is your proxy or is appointed as your proxy by default.

By marking this box, you are expressly authorising the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Resolutions 1 and 6 as set out in the Notice of Meeting. If you do not mark this box, and you have not otherwise directed your proxy how to vote on Resolutions 1 and 6 the Chairman of the Meeting will not cast your votes on Resolutions 1 and 6 and your votes will not be counted in computing the required majority if a poll is called on these items.

If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1 and 6 by marking the appropriate box in step 2 below.

The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.

I/We expressly authorise the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Resolutions 1 and 6 (except where I/we have indicated a different voting intention below) and acknowledge that the Chairman of the Meeting may exercise my/our proxy even though Resolutions 1 and 6 are connected directly or indirectly with the remuneration of a member of key management personnel (which includes the Chairman)

STEP 2 Items of Business **PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
Resolution 1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-election of Mr Frankie Li as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Re-election of Mr Mark Rowbottom as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Ratification of Prior Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Approval of 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Approval of Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 Amendment to Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date / / _____