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LATIN RESOURCES LIMITED

ACN 131 405 144

NOTICE OF ANNUAL GENERAL MEETING

TIME: 11:00 am (WST)
DATE: Friday, 31 May 2019
PLACE: 32 Harrogate Street
West Leederville
Perth WA 6007

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 on (+61 8) 6117 4798.

CONTENTS PAGE

Business of the Meeting (setting out the proposed Resolutions)	3
Explanatory Statement (explaining the proposed Resolutions)	7
Glossary	17
Schedule 1 – Issues of Equity Securities since 28 May 2018	19
Proxy Form	

IMPORTANT INFORMATION

TIME AND PLACE OF MEETING

Notice is given that the meeting of the Shareholders to which this Notice of Meeting relates will be held at 11:00am (WST) on 31 May 2019 at:

32 Harrogate Street, West Leederville WA 6007

YOUR VOTE IS IMPORTANT

The business of the Meeting affects your shareholding and your vote is important.

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 11:00am (WST) on 29 May 2019.

VOTING IN PERSON

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

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

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; and
- a member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 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 is 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.

BUSINESS OF THE MEETING

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Annual financial report of the Company for the year ended 31 December 2018 together with the Declaration of the directors, the Director's report, the Remuneration Report and the Auditor's report.

2. RESOLUTION 1 – ADOPTION OF 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 the Remuneration Report as contained in the Company's annual financial report for the year ended 31 December 2018."

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Prohibition Statement:

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 BRENT JONES AS DIRECTOR

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

"That, for the purpose of clause 13.2 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr Brent Jones, a Director, retires by rotation, and being eligible, is re-elected as a Director."

4. RESOLUTION 3 – APPROVAL OF 10% PLACEMENT CAPACITY

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

“That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities totalling 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 otherwise on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf a person who is expected to participate in, or who will, obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons). However, the Company will 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.

5. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF SHARES TO LIND

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 44,444,445 Shares to Lind on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour on this Resolution by or on behalf of Lind Asset Management XII. LLC (Lind) or any of their associates. However, the Company 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.

6. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF SHARES TO LIND

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 60,000,000 Shares to Lind on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour on this Resolution by or on behalf of Lind or any of their associates. However, the Company 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.

7. RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE OF SHARES TO LIND

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 70,588,236 Shares to Lind on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour on this Resolution by or on behalf of Lind or any of their associates. However, the Company 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.

8. RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE OF SHARES TO LIND

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 22,500,000 Shares to Lind on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour on this Resolution by or on behalf of Lind or any of their associates. However, the Company 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.

9. RESOLUTION 8 – RATIFICATION OF PRIOR ISSUE OF SHARES TO LIND

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 75,000,000 Shares to Lind on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour on this Resolution by or on behalf of Lind or any of their associates. However, the Company 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.

10. RESOLUTION 9 – ISSUE OF 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 ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 300,000,000 Future Issue Shares on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour on this Resolution by any 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 and any associates of those persons. However, the Company 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 to vote as the proxy decides.

DATED: 28 APRIL 2019

BY ORDER OF THE BOARD



SARAH SMITH
COMPANY SECRETARY

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EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions which are the subject of the business of the Meeting.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the Annual financial report of the Company for the year ended 31 December 2018 together with the Declaration of the directors, the Directors' report, the Remuneration Report and the Auditor's 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.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

2.2 Voting consequences

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 votes are 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.

2.3 Previous voting results

At the Company's previous 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.

3. RESOLUTION 2 – RE-ELECTION OF MR BRENT JONES AS DIRECTOR

ASX Listing Rule 14.4 provides that, other than a managing director, a director of an entity must not hold office (without re-election) past the third AGM following the director's appointment or 3 years, whichever is the longer.

The Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting.

The Company currently has 2 Directors that are subject to rotation (this excludes Managing Director, Mr Christopher Gale) and accordingly 1 must retire.

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

3.1 Qualifications and other material directorships

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

Mr Brent Jones was appointed as Non-Executive Director on 2 October 2008. Mr Jones is an experienced financial services professional who has held operating roles at Woolworths, AFL, Civil Engineers – Ostoijic Group and the National Tax and Accountants' Association prior to his current position with the Company.

Over the past 15 years, Mr Jones has been the joint Managing Director of InterPrac Limited, an unlisted public company, which specialises in providing financial services products and distribution capabilities to the accounting industry.

Mr Brent Jones has a degree in Information Technology, is a member of the National Tax and Accountants Association and is a Graduate of the Australian Institute of Company Directors (AICD).

3.2 Independence

The Board has considered Mr Jones's independence and considers that he is an independent Director.

3.3 Board Recommendation

The Board supports the re-election of Mr Brent Jones and recommends that Shareholders vote in favour of Resolution 2.

4. RESOLUTION 3 – APPROVAL OF 10% PLACEMENT CAPACITY

4.1 General

ASX Listing Rule 7.1A provides that an Eligible Entity (as defined below) may seek shareholder approval by special resolution passed at an annual general meeting to allow it to issue up to that number of Equity Securities (as define below) equal to 10% of its issued capital (**10% Placement Capacity**) without using that

company's existing 15% annual placement capacity granted under ASX Listing Rule 7.1.

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

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

As at the date of this Notice, 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 \$3,438,753 (based on the number of Shares on issue and the closing price of Shares on the ASX on 24 April 2019).

An Equity Security is a share, a unit in a trust, a right to a share or unit in a trust or option, an option over an issued or unissued security, a convertible security, or, any security that ASX decides to classify as an equity security.

Any Equity Securities issued under the 10% Placement Capacity must be in the same class as an existing class of quoted Equity Securities.

As at the date of this Notice, the Company currently has 2 classes of quoted Equity Securities on issue, being the Shares (ASX Code: LRS), and Listed Options (LRSOB).

If Shareholders approve this Resolution, 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.

Resolution 3 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 3 for it to be passed.

4.2 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 3:

(a) **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:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 ASX trading days of the date in section 4.2(a)(i), the date on which the Equity Securities are issued.

(b) **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:

- (i) 12 months after the date of this Meeting; and
- (ii) 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),

(10% Placement Capacity Period).

(c) 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 3 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 7.1A2)	Dilution			
	Issue Price (per Share)	\$0.0005 50% decrease in Issue Price	\$0.001 Issue Price	\$0.002 100% increase in Issue Price
3,477,425,628 (Current Variable A)	Shares issued - 10% voting dilution	347,742,563 Shares	347,742,563 Shares	347,742,563 Shares
	Funds raised	\$173,871	\$347,742	\$695,485
5,216,138,442 (50% increase in Variable A)	Shares issued - 10% voting dilution	521,613,844 Shares	521,613,844 Shares	521,613,844 Shares
	Funds raised	\$260,807	\$521,614	\$1,043,227
6,954,851,256 (100% increase in Variable A)	Shares issued - 10% voting dilution	695,485,126 Shares	695,485,126 Shares	695,485,126 Shares
	Funds raised	\$347,743	\$695,485	\$1,390,970

*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:

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1. This assumes there are 3,477,425,628 Shares on issue, being the number of Shares on issue as at the date of this Notice of Meeting.
2. The issue price set out above is the closing price of the Shares on the ASX on 24 April 2019.
3. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
4. 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.
5. The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. It is assumed that no Options are exercised into Shares are exercised into Shares before the date of issue of the Equity Securities.
6. 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.
7. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
8. 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%.
9. 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:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) 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.

(d) **Purpose of Issue under 10% Placement Capacity**

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

- (i) as cash consideration in which case the Company intends to use funds raised for the acquisition of new resources, assets and investments (including expenses associated with such an acquisition), continued exploration expenditure on the Company's projects in South America and Brazil, repayment of debt and for general working capital purposes; or
- (ii) as non-cash consideration for the acquisition of new resources, assets and investments (including expenses associated with such an acquisition), continued exploration expenditure on the Company's projects in South America, repayment of debt and for general working capital purposes 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.

(e) **Allocation policy under the 10% Placement Capacity**

The Company's allocation policy for the issue of Equity Securities under the 10% Placement Capacity will be dependent on the prevailing market conditions at the time of the proposed placement(s).

The recipients of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the recipients 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 recipients at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) 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;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) 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 recipients under the 10% Placement Capacity will be vendors of the new resources, assets or investments.

(f) **Previous Approval under ASX Listing Rule 7.1A**

The Company previously obtained approval from its Shareholders pursuant to ASX Listing Rule 7.1A at its annual general meeting held on 28 May 2018 (**Previous Approval**).

The Company has issued 323,826,799 Shares pursuant to the Previous Approval.

During the 12 month period preceding the date of the Meeting, being on and from 28 May 2018, the Company otherwise issued a total of 855,059,458 Shares and 276,666,667 Options which represents approximately 32.72% of the diluted number of Equity Securities on issue in the Company on 28 May 2018, which was 3,459,196,562.

Further details of the issues of Equity Securities by the Company during the 12 month period preceding the date of the Meeting are set out in the Schedule 1.

(g) **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:

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

4.3 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 3.

5. RESOLUTIONS 4 – 8 (INCLUSIVE) RATIFICATION OF PRIOR ISSUES OF SHARES TO LIND

5.1 General

On 19 June 2018, the Company agreed terms for a \$6 million Convertible Security Funding Agreement (**CSFA**) with an optional equity earn-in to the Company's Argentinean lithium projects with Lind Asset Management XII, LLC, an entity managed by The Lind Partners New York (**Lind**). The CSFA provided a source of capital to enable the Company to pursue its program of project development and exploration across its portfolio of lithium and cobalt projects in Argentina. Please refer to the Company's announcements on 19 June 2018 for further details, including the material terms of the CSFA.

Resolutions 4 to 8 (inclusive) seek Shareholder ratification pursuant to ASX Listing Rule 7.4 for the following issues of securities to Lind, made in accordance with the terms of the CSFA:

- a) **Resolution 4** – on 7 January 2019, the Company issued 44,444,445 Shares in satisfaction of its monthly repayment obligations with respect to the First Convertible Security. These Shares were issued without shareholder approval under the Company's existing placement capacity pursuant to ASX Listing Rule 7.1A;
- b) **Resolution 5** – on 7 February 2019, the Company issued 60,000,000 Shares in satisfaction of its monthly repayment obligations with respect to the First Convertible Security. These Shares were issued without shareholder approval under the Company's existing placement capacity pursuant to ASX Listing Rule 7.1A;
- c) **Resolution 6** – on 7 March 2019, the Company issued 70,588,236 Shares in satisfaction of its monthly repayment obligations with respect to the First Convertible Security. These Shares were issued without shareholder approval under the Company's existing placement capacity pursuant to ASX Listing Rule 7.1A;
- d) **Resolution 7** – on 22 March 2019, the Company issued 22,500,000 Shares in satisfaction of its monthly repayment obligations with respect to the Second Convertible Security. These Shares were issued without shareholder approval under the Company's existing placement capacity pursuant to ASX Listing Rule 7.1A; and

- e) **Resolution 8** – on 9 April 2019, the Company issued 75,000,000 Shares in satisfaction of its monthly repayment obligations with respect to the First Convertible Security. These Shares were issued without shareholder approval under the Company's existing placement capacity pursuant to ASX Listing Rule 7.1A.

5.2 ASX Listing Rules 7.1 and 7.1 A

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.1A provides that, in addition to issues of securities permitted without prior shareholder approval under ASX Listing Rule 7.1, an entity that is eligible and which has obtained Shareholder approval under ASX Listing Rule 7.1A may issue or agree to issue, during the period in which approval is valid, a number of equity securities which represents 10% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period as adjusted in accordance with the formula in ASX Listing Rule 7.1A.2.

Where an eligible entity obtains shareholder approval to increase its placement capacity under ASX Listing Rule 7.1A then any ordinary securities issued under that additional placement capacity:

- (a) will not be counted in variable "A" in the formula in ASX Listing Rule 7.1A; and
- (b) are counted in variable "E",

until their issue has been ratified under ASX Listing Rule 7.4 (and provided that the previous issue did not breach ASX Listing Rule 7.1A) or 12 months has passed since their issue.

By ratifying the issues, the subject of Resolutions 4 - 8, the base figure (ie variable "A") in which the Company's 15% and 10% annual placement capacities are calculated will be a higher number which in turn will allow a proportionately higher number of securities to be issued without prior Shareholder approval.

5.3 Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Resolutions 4 - 8:

- (a) a total of 272,532,681 Shares were issued comprising:
 - (i) 44,444,445 Shares, the subject of Resolution 4;
 - (ii) 60,000,000 Shares, the subject of Resolution 5;
 - (iii) 70,588,236 Shares, the subject of Resolution 6;
 - (iv) 22,500,000 Shares, the subject of Resolution 7; and
 - (v) 75,000,000 Shares, the subject of Resolution 8;
- (b) the Shares were issued for nil cash consideration as follows:

- (i) the Shares the subject of Resolutions 4 to 8 were issued in satisfaction of the Company's monthly repayment obligations under the CSFA. The deemed issue price for these issues were:
 - (A) Resolution 4 - \$0.0027;
 - (B) Resolution 5 - \$0.002;
 - (C) Resolution 6 - \$0.0017;
 - (D) Resolution 7 - \$.0016; and
 - (E) Resolution 8 - \$.0016
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were issued to Lind Asset Management XII, LLC who is not a related party of the Company; and
- (e) no funds were directly raised from the issues as the issues were made in satisfaction of the Company's monthly repayment obligations with respect to convertible securities issued under the CSFA with respect to Resolutions 4 to 8. The funds advanced from Lind pursuant to the CSFA were used to provide working capital to pursue exploration activities including the commencement of drilling at the Company's Catamarca lithium projects, and to commence to define drill targets at its La Rioja cobalt project.

6. RESOLUTION 9 ISSUE OF SHARES

6.1 General

Resolution 9 seeks Shareholder approval, under ASX Listing Rule 7.1, for the Company to issue up to 300,000,000 Shares (**Future Issue Shares**).

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period.

The effect of Resolution 9 will be to allow the Company to issue the Future Issue Shares pursuant to Resolution 9 during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

6.2 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 9:

- (a) the maximum number of Future Issue Shares to be issued is 300,000,000 Future Issue Shares;
- (b) the Future Issue Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX

waiver or modification of the ASX Listing Rules) and it is intended that issue of the Future Issue Shares will occur progressively;

- (c) the issue price will be not less than 80% of the volume weighted average market price for Shares calculated over the 5 days on which sales in the Shares are recorded before the day on which the issue is made or, if there is a disclosure document, over the last 5 days on which sales in the securities were recorded before the date the disclosure document is signed;
- (d) the Directors will determine to whom the Future Issue Shares will be issued but these persons will not be related parties of the Company;
- (e) the Future Issue Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
- (f) the Company intends to use the funds raised from the issue of the Future Issue Shares:
 - (i) for general working capital, including any development expenses associated with its exploration projects and repayment of debt;
 - (ii) as consideration for, or to develop, any acquisitions of new resources, assets and investments that the Company may undertake (although none are currently planned) including expenses associated with such an acquisition; and
 - (iii) to work on the lithium targets identified in South America and maintain the Company's mineral properties in good standing.

6.3 Dilution

Assuming no Options are exercised or other Shares issued and the maximum number of Future Issue Shares as set out above are issued, the number of Shares on issue would increase from 3,477,425,628 (being the number of Shares on issue as at the date of this Notice) to 3,777,425,628 and the shareholding of existing Shareholders would be diluted by 7.94%.

GLOSSARY

\$ means Australian dollars.

10% Placement Capacity has the meaning given in section 4.1 of the Explanatory Statement.

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

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

ASX Listing Rules or **Listing Rules** means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

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

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) 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;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth).

Company means Latin Resources Limited (ACN 131 405 144).

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

Grant Date means a date determined by the Board.

Group means the Company and its subsidiaries.

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.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

Option means an option to acquire a Share.

Optionholder means a holder of an Option.

Ordinary Securities has the meaning set out in the ASX Listing Rules.

Participants means key personnel and Directors.

Plan means the Loan Funded Share Plan proposed to be adopted by the Company, details of which are set out in the Notice and Explanatory Statement.

Plan Rules means the rules governing the Plan.

Proxy Form means the proxy form accompanying the Notice.

Quarter means a quarter of each calendar year, each quarter ending on 31 March, 30 June, 30 September and 31 December each year.

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 31 December 2018.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

Variable A means "A" as set out in the calculation in Section 4.2 of the Explanatory Statement.

Vesting Conditions means vesting conditions for Loan Fund Shares as determined by the Board.

VWAP means the volume weighted average price.

WST means Western Standard Time as observed in Perth, Western Australia.

SCHEDULE 1- ISSUES OF EQUITY SECURITIES SINCE 28 MAY 2018

Issue Date	Quantity	Class	Recipients	Issue price and discount to Market Price (if applicable) ¹	Form of consideration
Issue – 20/06/2018 Appendix 3B – 20/06/2018	9,186,014	Shares ²	Shares issued on vesting of deferred rights to Non-Executive Directors, Mr David Vilensky and Mr Brent Jones in accordance with the Deferred Rights Plan. The Deferred Rights Plan was most recently approved by Shareholders on 31 May 2017.	No issue price (non-cash consideration)	Non-cash consideration - shares issued on vesting of deferred rights Current value ⁵ : \$9,186
Issue – 20/06/2018 Appendix 3B – 20/06/2018	7,324,336	Shares ²	Shares issued on vesting of incentive rights to Managing Director Mr Chris Gale in accordance with the Incentive Rights Plan. The Incentive Rights Plan was most recently approved by Shareholders on 27 November 2015.	No issue price (non-cash consideration)	Non-cash consideration - shares issued on vesting of incentive rights Current value ⁵ : \$7,324
Issue – 20/06/2018 Appendix 3B – 20/06/2018	8,000,000	Shares ²	Shares issued under the Company's LR 7.1 placement capacity to a long-standing employees to reward them for services provided to the Company.	No issue price (non-cash consideration)	Issued to a long-standing employees to reward them for services provided to the Company. Current value ⁵ : \$8,000
Issue – 22/06/2019 Appendix 3B – 22/06/2019	100,000,000	Shares ²	Issue of loan funded shares to directors under the Company's Loan Funded Share Scheme. Approved by shareholders at General Meeting held 28 May 2018.	Deemed issue price of \$0.011 Share Price on Issue Date: \$0.007 Premium to market value: 36.4%	Non-cash consideration as shares issued are loan funded shares (NB: No value has been released yet). Current value ⁵ : \$100,000
Issue – 12/07/2018 Appendix 3B – 12/07/2018	37,000,000	Shares ²	Collateral shares issued under the Company's LR 7.1 placement capacity to Lind Partners New York pursuant to Convertible Security Funding Agreement (as announced to ASX on 19 June 2018)	No issue price (non-cash consideration)	Non-cash consideration as shares issued pursuant to Convertible Security Funding Agreement Current value ⁵ : \$37,000
Issue – 12/07/2018 Appendix 3B – 12/07/2018	110,000,000	Quoted Options ³	Listed Options issued under the Company's LR 7.1 placement capacity to Lind Partners New York pursuant to Convertible Security Funding Agreement (as announced to ASX on 19 June 2018)	No issue price as the options were issued pursuant to Convertible Security Funding Agreement.	Consideration: Nil The options were issued pursuant to Convertible Security Funding Agreement Current value ⁵ : \$110,000

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Issue Date	Quantity	Class	Recipients	Issue price and discount to Market Price (if applicable) ¹	Form of consideration
Issue – 05/10/2018 Appendix 3B – 05/10/2018	26,666,667	Shares ²	Shares issued under the Company's LR 7.1 placement capacity to Lind Partners New York for the repayment of the first convertible security pursuant to Convertible Security Funding Agreement (as announced to ASX on 19 June 2018)	\$0.0045 per share Share Price on Issue Date: \$0.006 Discount to market value: 25%	Shares issued as a repayment of funds advanced by Lind pursuant to Convertible Security Funding Agreement. Current value ⁵ : \$26,667
Issue – 05/11/2018 Appendix 3B – 05/11/2018	33,333,334	Shares ²	Shares issued under the Company's LR 7.1 placement capacity to Lind Partners New York for the repayment of the first convertible security pursuant to Convertible Security Funding Agreement (as announced to ASX on 19 June 2018)	\$0.0036 per share Share Price on Issue Date: \$0.004 Discount to market value: 10%	Shares issued as a repayment of funds advanced by Lind pursuant to Convertible Security Funding Agreement. Current value ⁵ : \$33,334
Issue – 06/12/2018 Appendix 3B – 06/12/2018	35,294,118	Shares ²	Shares issued under the Company's LR 7.1A placement capacity to Lind Partners New York for the repayment of the first convertible security pursuant to Convertible Security Funding Agreement (as announced to ASX on 19 June 2018)	\$0.0034 per share Share Price on Issue Date: \$0.003 Discount to market value: 11.76%	Shares issued as a repayment of funds advanced by Lind pursuant to Convertible Security Funding Agreement. Current value ⁵ : \$35,294
Issue – 18/12/2018 Appendix 3B – 18/12/2018	7,500,000	Shares ²	Collateral shares issued under the Company's LR 7.1 placement capacity to Lind Partners New York pursuant to Convertible Security Funding Agreement (as announced to ASX on 19 June 2018)	No issue price (non-cash consideration)	Non-cash consideration as shares issued pursuant to Convertible Security Funding Agreement Current value ⁵ : \$7,500
Issue – 18/12/2018 Appendix 3B – 18/12/2018	166,666,667	Unlisted Options ⁴	Unlisted Options issued under the Company's LR 7.1 placement capacity to Lind Partners New York pursuant to Convertible Security Funding Agreement (as announced to ASX on 19 June 2018)	No issue price as the options were issued pursuant to Convertible Security Funding Agreement.	Consideration: Nil The options were issued pursuant to Convertible Security Funding Agreement Current value ⁵ : \$513,633
Issue – 18/12/2018 Appendix 3B – 18/12/2018	2,000,000	Shares ²	Shares issued under the Company's LR 7.1 placement capacity to the Exploration Manager of the Company in accordance with Employment Contract.	No issue price (non-cash consideration)	Equity based remuneration for services provided to the Company. Current value ⁵ : \$2,000
Issue – 07/01/2019	44,444,445	Shares ²	Shares issued under the Company's LR	\$0.0027 per share	Shares issued as a repayment of funds

Issue Date	Quantity	Class	Recipients	Issue price and discount to Market Price (if applicable) ¹	Form of consideration
Appendix 3B – 07/01/2019			7.1A placement capacity to Lind Partners New York for the repayment of the first convertible security pursuant to Convertible Security Funding Agreement (as announced to ASX on 19 June 2018)	Share Price on Issue Date: \$0.003 Discount to market value: 10%	advanced by Lind pursuant to Convertible Security Funding Agreement. Current value ⁵ : \$44,444
Issue – 07/02/2019 Appendix 3B – 07/02/2019	16,000,000	Shares ²	Shares issued under the Company's LR 7.1A to Contractor of the Company in lieu of cash fees for investor services provided	\$0.002 per share Share Price on Issue Date: \$0.002 Discount to market value: Nil	Shares issued in lieu of cash fees for services provided to the Company. Current value ⁵ : \$16,000
Issue – 07/02/2019 Appendix 3B – 07/02/2019	60,000,000	Shares ²	Shares issued under the Company's LR 7.1A placement capacity to Lind Partners New York for the repayment of the first convertible security pursuant to Convertible Security Funding Agreement (as announced to ASX on 19 June 2018)	\$0.002 per share Share Price on Issue Date: \$0.002 Discount to market value: Nil	Shares issued as a repayment of funds advanced by Lind pursuant to Convertible Security Funding Agreement. Current value ⁵ : \$60,000
Issue – 07/03/2019 Appendix 3B – 07/03/2019	70,588,236	Shares ²	Shares issued under the Company's LR 7.1A placement capacity to Lind Partners New York for the repayment of the first convertible security pursuant to Convertible Security Funding Agreement (as announced to ASX on 19 June 2018)	\$0.0017 per share Share Price on Issue Date: \$0.002 Discount to market value: 15%	Shares issued as a repayment of funds advanced by Lind pursuant to Convertible Security Funding Agreement. Current value ⁵ : \$70,588
Issue – 07/03/2019 Appendix 3B – 07/03/2019	261,550,000	Shares ²	Shares issued Listing Rule 7.2 (Exception 15) pursuant to the Company's Share Purchase Plan as per the Offer Letter lodged with ASX on 31 January 2019	\$0.002 per share Share Price on Issue Date: \$0.002 Discount to market value: Nil	Consideration: \$523,1400 The Company has used these fund the Company's exploration activities and for working capital
Issue – 07/03/2019 Appendix 3B – 07/03/2019	22,500,000	Shares ²	Shares issued under the Company's LR 7.1A placement capacity to Lind Partners New York for the repayment of the second convertible security pursuant to Convertible Security Funding Agreement (as announced to ASX on 19 June 2018)	\$0.0016 per share Share Price on Issue Date: \$0.002 Discount to market value: 20%	Shares issued as a repayment of funds advanced by Lind pursuant to Convertible Security Funding Agreement. Current value ⁵ : \$22,500

Issue Date	Quantity	Class	Recipients	Issue price and discount to Market Price (if applicable) ¹	Form of consideration
Issue – 09/04/2019 Appendix 3B – 09/04/2019	75,000,000	Shares ²	Shares issued under the Company's LR 7.1A placement capacity to Lind Partners New York for the repayment of the first convertible security pursuant to Convertible Security Funding Agreement (as announced to ASX on 19 June 2018)	\$0.0016 per share Share Price on Issue Date: \$0.002 Discount to market value: 20%	Shares issued as a repayment of funds advanced by Lind pursuant to Convertible Security Funding Agreement. Current value ⁵ : \$75,000
Issue – 23/04/2019 Appendix 3B – 23/04/2019	27,692,308	Shares ²	Shares issued under the Company's LR 7.1 placement capacity to Lind Partners New York for the repayment of the second convertible security pursuant to Convertible Security Funding Agreement (as announced to ASX on 19 June 2018)	\$0.0013 per share Share Price on Issue Date: \$0.001 Premium to market value: 30%	Shares issued as a repayment of funds advanced by Lind pursuant to Convertible Security Funding Agreement. Current value ⁵ : \$27,692
Issue – 26/04/2019 Appendix 3B – 26/04/2019	10,980,000	Shares ²	Shares issued under the Company's LR 7.1 placement capacity to contractors in lieu of cash fees for investor relation, administration and legal support services provided to the Company.	No issue price (non-cash consideration)	Non-cash consideration as shares issued in lieu of cash fees for services provided to the Company. Current value ⁵ : \$10,980

Notes:

- Market Price means the closing price on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of issue of the relevant Equity Securities.
- Fully paid ordinary shares in the capital of the Company, ASX Code: LRS (terms are set out in the Constitution).
- Listed Options exercisable at \$0.01 on or before expiry 12 October 2019 (LRSOB).
- Unlisted Options exercisable at \$0.0043 on or before 18 December 2022.
- In respect of quoted Equity Securities the value is based on the closing price of the Shares (\$0.001 or Options (\$0.001) as the context requires on the ASX on 24 April 2019. In respect of unquoted Equity Securities the value of Options is measured using the Black & Scholes option pricing model. Measurement inputs include the Share price on the measurement date, the exercise price, the term of the Option, the impact of dilution, the expected volatility of the underlying Share (based on weighted average historic volatility adjusted for changes expected due to publicly available information), the expected dividend yield and the risk free interest rate for the term of the Option. No account is taken of any performance conditions included in the terms of the Option other than market based performance conditions (i.e. conditions linked to the price of Shares).
- This is a statement of current intentions as at the date of this Notice. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis.



LATIN RESOURCES

LIMITED

ABN 81 131 405 144

LRS

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

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Proxy Form

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Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.



Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

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

For your vote to be effective it must be received by 11:00am (WST) Wednesday, 29 May 2019

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 or abstain as they choose (to the extent permitted by law). 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 for Postal Forms

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 help tab, "Printable 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.

**GO ONLINE TO VOTE,
or turn over to complete the form** →

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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

IND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

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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).

or 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 32 Harrogate Street, West Leederville, Western Australia on Friday, 31 May 2019 at 11:00am (WST) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: 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 Resolution 1 by marking the appropriate box in step 2 below.

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 Brent Jones as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Ratification of Prior Issue of 44,444,445 Shares to Lind	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Ratification of Prior Issue of 60,000,000 Shares to Lind	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Ratification of Prior Issue of 70,588,236 Shares to Lind	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Ratification of Prior Issue of 22,500,000 Shares to Lind	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Ratification of Prior Issue of 75,000,000 Shares to Lind	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9	Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

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 / /