

29 April 2013



The Manager
Company Announcements
Australian Securities Exchange
Level 4
North Tower, Rialto
525 Collins Street
Melbourne Vic 3000

Norton Rose Australia
ABN 32 720 868 049
Level 15, RACV Tower
485 Bourke Street
MELBOURNE VIC 3000
AUSTRALIA

Tel +61 3 8686 6000
Fax +61 3 8686 6505
GPO Box 4592, Melbourne VIC 3001
DX 445 Melbourne
www.nortonrose.com

Direct line
+61 3 8686 6710

Email
james.stewart@nortonrose.com

Dear Sir/Madam

Notice of change of interests of substantial holder

We act for Junefield (Holdings) Limited and its related bodies corporate and controller (**Junefield Group**).

On behalf of Junefield Group, in accordance with section 671B of the *Corporations Act 2001* (Cth), we **enclose** a Notice of Change of Interest of Substantial Holder (Form 604), in respect of Latin Resources Limited (**LRS**).

A copy of the enclosed notice will be provided to LRS.

Yours faithfully

A handwritten signature in black ink, appearing to be "J Stewart", written over a horizontal line.

James Stewart
Partner
Norton Rose Australia

(enc)

APAC-#18446226-v1

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Latin Resources Limited

ACN/ARSN 131 405 144

1. Details of substantial holder (1)

Name Junefield (Holdings) Limited, its subsidiaries set out in Annexure A and Mr. Zhou Chu Jian He (**Junefield Group**)

ACN/ARSN (if applicable)

There was a change in the interests of the

substantial holder on 26/04/2013

The previous notice was given to the company 17/09/2012

The previous notice was dated 17/09/2012

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Fully paid ordinary shares	37,700,000	19.87% (based on 189,721,704 ordinary shares on issue on 14 September 2012)	46,745,060	22.20% (based on 210,577,433 ordinary shares on issue on 26 April 2013)

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
3 January 2013	Mr. Zhou Chu Jian He Junefield High Value Metals Investments Limited (JHVMIL) Talent Note Limited (Talent Note) Junefield (Holdings) Limited Prime Century Investments Limited Junefield Department Store Group Limited Huaxia Group Limited Diamond Desire Limited Take Rich Investment Limited	Subscription of shares by JHVMIL under the agreement attached as Annexure B	\$406,050.00	2,707,000 fully paid ordinary shares	2,707,000
11 January 2013	Mr. Zhou Chu Jian He JHVMIL Talent Note Junefield (Holdings) Limited Prime Century Investments Limited Junefield Department Store Group Limited Huaxia Group Limited Diamond Desire Limited Take Rich Investment Limited	Dilution due to share placement by the Company of 13,517,669 ordinary shares	N/A	N/A	N/A

26 April 2013	Mr. Zhou Chu Jian He JHVMIL Talent Note Junefield (Holdings) Limited Prime Century Investments Limited Junefield Department Store Group Limited Huaxia Group Limited Diamond Desire Limited Take Rich Investment Limited	Subscription of shares by JHVMIL under the agreement attached as Annexure C	\$950,709.00	6,338,060 fully paid ordinary shares	6,338,060
---------------	--	---	--------------	--------------------------------------	-----------

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
JHVMIL			Legal and beneficial owner of the securities		
Mr. Zhou Chu Jian He Talent Note Junefield (Holdings) Limited Prime Century Investments Limited Junefield Department Store Group Limited Huaxia Group Limited Diamond Desire Limited Take Rich Investment Limited	JHVMIL	JHVMIL	Taken to hold a relevant interest pursuant to section 608(3)(b) of the Corporations Act by virtue of their control of JHVMIL	46,745,060 fully paid ordinary shares	46,745,060

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Junefield Resources Ecuador S.A Junecua Junemineralecuador S.A. Junemineralasa Jumining Ecuador S.A (Juminingsa) Junefield Greenex Holdings Limited Genuine Crystal Limited Mighty Comforts Limited Profit Land International Limited Profit Land Property Development Prolandpro S.A. Golden Affair Limited Great Smooth Corporation Limited Lukewarm Gold Limited Like Top Corporation Limited Blondest Wealth Limited Junefield Energy Holdings Limited Junefield Energy Limited All Hearing Limited Alliance King Corporation Limited Luck Flying Limited Link Wide Corporation Limited Wealth Splendid Limited World Like Limited Caselogic S.A.	Related bodies corporate of Junefield (Holdings) Limited that are new subsidiaries of Junefield (Holdings) Limited, since the previous 'Notice of change of interests of substantial holder' was given to the Company.

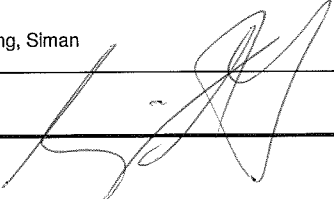
6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
------	---------

Junefield (Holdings) Limited	13/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wan Chai, Hong Kong
Mr. Zhou Chu Jian He	13/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wan Chai, Hong Kong
JHVMIL	13/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wan Chai, Hong Kong
Talent Note	13/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wan Chai, Hong Kong
Prime Century Investments Limited	P.O. Box 957, Offshore Incorporations Centre, Road Town, Tortola, British Virgin Islands
Junefield Department Store Group Limited	Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda
Huaxia Group Limited	263 Main Street, P.O. Box 2196, Road Town, Tortola, British Virgin Islands
Diamond Desire Limited	Sea Meadow House, Blackburne Highway, P.O. Box 116, Road Town, Tortola, British Virgin Islands
Take Rich Investment Limited	13/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wan Chai, Hong Kong
Companies listed in Annexure A	See Annexure A

Signature

print name	Mr. Ng Man Chung, Siman	capacity	Authorised representative of Junefield Group
sign here		date	29 /4 /2013

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included on any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

Annexure A Junefield Group

Entity	Address
Golden Cycle Investment Ltd	Mill Mall, Suite 6, Wickhams Cay 1, P.O.Box 3085, Road Town, Tortola, British Virgin Islands
Golden Model Ltd	Mill Mall, Suite 6, Wickhams Cay 1, P.O.Box 3085, Road Town, Tortola, British Virgin Islands
General Master International Ltd	Mill Mall, Suite 6, Wickhams Cay 1, P.O.Box 3085, Road Town, Tortola, British Virgin Islands
Tech Global Investment Ltd	Mill Mall, Suite 6, Wickhams Cay 1, P.O.Box 3085, Road Town, Tortola, British Virgin Islands
Tech Nice Ltd	Mill Mall, Suite 6, Wickhams Cay 1, P.O.Box 3085, Road Town, Tortola, British Virgin Islands
Tech Champion International Ltd	Mill Mall, Suite 6, Wickhams Cay 1, P.O.Box 3085, Road Town, Tortola, British Virgin Islands
Sinoford Investment Ltd	Mill Mall, Suite 6, Wickhams Cay 1, P.O.Box 3085, Road Town, Tortola, British Virgin Islands
Successful Rich Ltd	Mill Mall, Suite 6, Wickhams Cay 1, P.O.Box 3085, Road Town, Tortola, British Virgin Islands
Sino Creation International Ltd	Mill Mall, Suite 6, Wickhams Cay 1, P.O.Box 3085, Road Town, Tortola, British Virgin Islands
Profit Hunter Investment Ltd	Mill Mall, Suite 6, Wickhams Cay 1, P.O.Box 3085, Road Town, Tortola, British Virgin Islands
Profit Engine Ltd.	Mill Mall, Suite 6, Wickhams Cay 1, P.O.Box 3085, Road Town, Tortola, British Virgin Islands
Profit Mile International Ltd	Mill Mall, Suite 6, Wickhams Cay 1, P.O.Box 3085, Road Town, Tortola, British Virgin Islands
Add Fortune Investment Ltd	Mill Mall, Suite 6, Wickhams Cay 1, P.O.Box 3085, Road Town, Tortola, British Virgin Islands
Always Victory Ltd	Mill Mall, Suite 6, Wickhams Cay 1, P.O.Box 3085, Road Town, Tortola, British Virgin Islands
Always Victory International Ltd	Mill Mall, Suite 6, Wickhams Cay 1, P.O.Box 3085, Road Town, Tortola, British Virgin Islands
Logic Run Limited	Mill Mall, Suite 6, Wickhams Cay 1, P.O.Box 3085, Road Town, Tortola, British Virgin Islands
Golden Ideal Development Limited	13/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wan Chai, Hong Kong
Total Genius Development Limited	13/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wan Chai, Hong Kong
Super Strong Development Limited	13/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wan Chai, Hong Kong
Power Fortune Development Limited	13/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wan Chai, Hong Kong
Add Development Limited	13/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wan Chai, Hong Kong
Able Field Investment Limited	13/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wan Chai, Hong Kong
Junefield Textiles Company Limited	13/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wan Chai, Hong Kong
Golden Ideal Gold Mining S.A.C.	AV. Republica De Panama 3545 Oficina 1301-A, San Isidro, Lima, Peru
Total Genius Iron Mining S.A.C.	AV. Republica De Panama 3545 Oficina 1301-A, San Isidro, Lima, Peru
Shen Pe Resources Investment S.A.C.	AV. Republica De Panama 3545 Oficina 1301-A, San Isidro, Lima, Peru

Entity	Address
Super Strong Copper Mining S.A.C.	AV. Republica De Panama 3545 Oficina 1301-A, San Isidro, Lima, Peru
Power Fortune Antimony Mining S.A.C.	AV. Republica De Panama 3545 Oficina 1301-A, San Isidro, Lima, Peru
Add Development Mining S.A.C	AV. Republica De Panama 3545 Oficina 1301-A, San Isidro, Lima, Peru
Able Field Colombia SAS	CRA 15 #98-42 OF.504, Colombia
Junefield Group S.A.	AV. Republica De Panama 3545 Oficina 1301-A, San Isidro, Lima, Peru
Junefield Mining S.A.C.	AV. Republica De Panama 3545 Oficina 1301-A, San Isidro, Lima, Peru
Prime Century Investments Limited	P.O.Box 957, Offshore Incorporations Centre, Road Town, Tortola, British Virgin Islands
Junefield Department Store Group Limited	Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda
Lima Junefield Plaza Development Limited	13/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wan Chai, Hong Kong
Lima Junefield Plaza S.A.C.	AV. Republica De Panama 3545, Oficina 1301, San Isidro, Lima, Peru
Wuhan Plaza Management Co. Limited	688 Jiefang Avenue, Wuhan, China
Huaxia Group Limited	263 Main Street, P.O.Box 2196, Road Town, Tortola, British Virgin Islands
Huaxia Nominees Limited	13/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wan Chai, Hong Kong
Junefield Department Store (China) Limited	13/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wan Chai, Hong Kong
Huaxia Investment Worldwide Limited	13/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wan Chai, Hong Kong
International Management Company Limited	13/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wan Chai, Hong Kong
Huaxia Development Worldwide Limited	13/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wan Chai, Hong Kong
Hudson Development (H.K.) Limited	13/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wan Chai, Hong Kong
Huaxia Finance Company Limited	13/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wan Chai, Hong Kong
Hudson International Hong Kong Limited	13/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wan Chai, Hong Kong
Wuhan Huaxin Management Co., Ltd	Level 10, Office Building, 688 Jiefang Avenue, Wuhan, China
Ever Park Development Limited	13/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wan Chai, Hong Kong
Grade Honor Investments Limited	Premises of Commonwealth Trust Limited, Drake Chambers, Tortola, British Virgin Islands
Junefield (Building Material) Limited	13/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wan Chai, Hong Kong
Hunan Taiji Construction Material Company Ltd	2 Gong Yeyuan, Economic Technology Development Zone, Loudi City, Hunan Province, China
Golden Method Holdings Limited	Mill Mall, Suite 6, Wickhams Cay 1, P.O.Box 3085, Road Town, Tortola, British Virgin Islands

Entity	Address
Golden Talent Development Limited	13/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wan Chai, Hong Kong
Billion Honor Limited	Sea Meadow House, Blackburne Highway, P.O.Box 116, Road Town, Tortola, British Virgin Islands
Yield Power International Limited	13/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wan Chai, Hong Kong
Junefield (Beijing) Property Agency Co., Ltd	Room 1606, North Wing, Office Building 2, Junefield Plaza, No.10 Xuanwumenwai Avenue, Xuanwu District, Beijing, China
Leading Asia Technology Limited	OMC Chambers, Wickhams Cay 1, Road Town, Tortola, British Virgin Islands
Grand Joyful Limited	Sea Meadow House, Blackburne Highway, P.O.Box 116, Road Town, Tortola, British Virgin Islands
Best Yield Corporation Limited	13/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wan Chai, Hong Kong
Harvest Joyful International Limited	Sea Meadow House, Blackburne Highway, P.O.Box 116, Road Town, Tortola, British Virgin Islands
Top Honor Investment Development Limited	13/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wan Chai, Hong Kong
Junefield Industrial Limited	13/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wan Chai, Hong Kong
Junefield Limited	13/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wan Chai, Hong Kong
Junefield Investments Limited	13/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wan Chai, Hong Kong
Beijing Junefield Real Estate Development Co., Ltd	Level 16, Office Building 1, Junefield Plaza, No.6 Xuanwumenwai Avenue, Xuanwu District, Beijing, China
Beijing Junefield Property Management Co., Ltd	Room 738, Office Building 1, Junefield Plaza, No.6 Xuanwumenwai Avenue, Xuanwu District, Beijing, China
Junefield (L.A.) Ltd	8 Corporate Park, Suite 300, Irvine, CA 92714, USA
Beijing Zijingong Hotel Co., Ltd	No. 86 Nanheyuan Street, Eastern District, Beijing, China
Tanfair Investment Limited	13/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wan Chai, Hong Kong
Beijing International Financial Center Co., Ltd	Level 16, Office Building 1, Junefield Plaza, No.6 Xuanwumenwai Avenue, Xuanwu District, Beijing, China
Beijing Rainbow Plaza Co., Ltd	No. 16 East Third Ring North Road, Chaoyang District, Beijing, China
Beijing Grand Garden Hotel Co., Ltd	Level 16, Office Building 1, Junefield Plaza, No.6 Xuanwumenwai Avenue, Xuanwu District, Beijing, China
Mega Choice Investment Limited	Room 1502, 15/F, Double Building, 22 Stanley Street, Central, Hong Kong
Junefield Property Agency Limited	13/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wan Chai, Hong Kong
Loudi Engineering Construction Co., Limited	No.2 Shixing Road, Loudi City, Hunan Province, China
Junefield (Beijing Hong Kong) Development Co. Limited	13/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wan Chai, Hong Kong
Junefield Advertising Agency Limited	13/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wan Chai, Hong Kong
Shanghai Shen Guo Co., Ltd	No. 58 Gaoyou Road, Shanghai, China
Shanghai Zhuang Cheng Real Estate Development Co., Ltd	No. 111 Rongle East Road, Songjiang Industrial District, Shanghai, China
Bing & Associates Limited	13/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wan Chai, Hong Kong

Entity	Address
Mayfield Department Store Co., Ltd	13/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wan Chai, Hong Kong
Hunan Xiangzhong Mining (Group) Ltd	Level 15-17, China Construction Bank Building, No. 38 Changqing Middle Avenue, Loudi City, Hunan Province, China
Junefield Gold Investments Limited	13/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wan Chai, Hong Kong
Diamond Desire Limited	Sea Meadow House, Blackburne Highway, P.O.Box 116, Road Town, Tortola, British Virgin Islands
Take Rich Investment Limited	13/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wan Chai, Hong Kong
Yield Point Investments Limited	Premises of Commonwealth Trust Limited, Drake Chambers, Tortola, British Virgin Islands
Essence Win Limited	13/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wan Chai, Hong Kong
Junefield International Management Limited	13/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wan Chai, Hong Kong
Talent Note Limited	Sea Meadow House, Blackburne Highway, P.O Box 116, Road Town, Tortola, British Virgin Islands
Junefield Resources Ecuador S.A. Junecua	c/José Guerrero y Manta Conjunto "La Recoleta" Dept. 611 Sector Cotocollao Quito Ecuador
Junemineral Ecuador S.A. Junemineralsa	Olmedo y 23 de abril, esquina, Machala, Ecuador
Jumining Ecuador S.A. (Juminingsa)	Cludadela Kennedy Norte, manzana 704 villas 21-22 parroquia Tarqui Guayaquil Ecuador
Junefield Greenex Holdings Limited	13/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wan Chai, Hong Kong
Genuine Crystal Limited	Sea Meadow House, Blackburne Highway, P.O Box 116, Road Town, Tortola, British Virgin Islands
Mighty Comforts Limited	Sea Meadow House, Blackburne Highway, P.O Box 116, Road Town, Tortola, British Virgin Islands
Profit Land International Limited	13/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wan Chai, Hong Kong
Profit Land Property Development Prolandpro S.A.	Francisco de Nates LT 392 e Hidalgo de Pinto
Golden Affair Limited	Sea Meadow House, Blackburne Highway, P.O Box 116, Road Town, Tortola, British Virgin Islands
Great Smooth Corporation Limited	13/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wan Chai, Hong Kong
Lukewarm Gold Limited	Sea Meadow House, Blackburne Highway, P.O Box 116, Road Town, Tortola, British Virgin Islands
Like Top Corporation Limited	13/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wan Chai, Hong Kong
Blondest Wealth Limited	Sea Meadow House, Blackburne Highway, P.O Box 116, Road Town, Tortola, British Virgin Islands
Junefield Energy Holdings Limited	Sea Meadow House, Blackburne Highway, P.O Box 116, Road Town, Tortola, British Virgin Islands
Junefield Energy Limited	13/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wan Chai, Hong Kong
All Hearing Limited	Sea Meadow House, Blackburne Highway, P.O Box 116, Road Town, Tortola, British Virgin Islands
Alliance King Corporation Limited	13/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wan Chai, Hong Kong
Luck Flying Limited	Sea Meadow House, Blackburne Highway, P.O Box 116, Road Town, Tortola, British Virgin Islands
Link Wide Corporation Limited	13/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wan Chai, Hong Kong

Entity	Address
Wealth Splendid Limited	Sea Meadow House, Blackburne Highway, P.O Box 116, Road Town, Tortola, British Virgin Islands
World Like Limited	13/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wan Chai, Hong Kong
Caselogic S.A.	Cdla. Kennedy Norte, Mz. 704 21-22, Parroquia Tarqui, Guayaquil, Ecuador
Junefield Mineral Resources Holdings Limited	13/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wan Chai, Hong Kong
Marco Star Int'l Limited	Mill Mall, Suite 6, Wickhams Cay 1, P.O.Box 3085, Road Town, Tortola, British Virgin Islands

Annexure B



LATIN RESOURCES LIMITED
ACN: 131 405 144

Level 1, 173 Mounts Bay Road
Perth Western Australia 6000
P 08 9485 0601
F 08 9321 6666
E info@latinresources.com.au

Private and Confidential

14 December 2012

Mr Zhou Chu Jian He
Junefield High Value Metals Investments Limited
13/F, Bank of East Asia Harbour View Centre
56 Gloucester Road, Wan Chai
HONG KONG

Dear Mr Zhou,

PLACEMENT OFFER

Following our recent discussions regarding our proposed capital raising by way of a placement, this letter sets out the details of your subscription. Under the placement, the Company is seeking to raise up to \$2,000,000 through the issue of fully paid ordinary shares at an issue price of A\$0.15 (**Placement**).

The Placement will not be made pursuant to a prospectus. Shareholder approval for the Placement is not required as the Company intends to undertake the Placement within its 15% capacity.

The purpose of this letter is to confirm your firm commitment to subscribe for shares under the Placement and the terms on which the shares will be issued (**Firm Commitment**).

1. Firm Allocation of Shares

The Company is pleased to confirm that you (or your nominees) agree to irrevocably subscribe for the following number of shares by the close of business on or before 14th December 2012:

	<i>No. of Shares</i>	<i>Total Amount</i>
Shares at A\$0.15 per Share	2,707,000	\$406,050

2. Application Form

In order to satisfy your obligations in relation to the Firm Commitment, please complete the attached application form and remit the required subscription proceeds, using the details set out below or pay by cheque made out to Latin Resources Limited by 21st December 2012.

Bank: National Australia Bank
Swift code: NATAAU3302S
BSB: 086-061
Account number: 83-445-9600

Each Australian based investor will also need to provide confirmation that they are either a professional investor under section 708(11) of the Corporations Act, or a sophisticated investor under section 708(8) of the Corporations Act.

3. Issue of Cleansing Notice pursuant to Section 708A

The Company undertakes that it will issue a cleansing notice under Section 708A of the Corporations Act within five (5) business days of the issue of the shares under the Placement.

4. Issuer's Purpose for Placement

The Company intends to use the funds raised from the Placement for:

- (a) further exploration at the Guadalupito and Ilo Projects in Peru; and
- (b) working capital.

5. Trading in Placement Shares

The Company will apply to ASX Limited (ASX) for the Placement shares to be admitted to official quotation.

6. Representations, Warranties and Agreements

You represent, warrant and agree for the benefit of the Company and their respective affiliates that:

- (a) you have made and relied upon your own assessment of the Company and have conducted your own investigations with respect to the shares and the Company including, without limitation, the particular tax consequences of purchasing, owning or disposing of the shares in light of your particular situation as well as any consequences arising under the laws of any other taxing jurisdiction;
- (b) you acknowledge that no prospectus or disclosure document has been prepared in connection with the Placement as the Company is relying on the exemptions contained in section 708 of the Corporations Act;
- (c) you will ensure that all Australian based nominees introduced by you qualify as a professional investor under section 708(11) of the Corporations Act, or a sophisticated investor under section 708(8) of the Corporations Act;
- (d) you have read, understood and accepted the terms of this letter;
- (e) except for any liability which cannot by law be excluded, you acknowledge that none of the Company, or any of their respective related bodies corporate, or any directors, officers, employees or advisers of the Company, or any of their respective related bodies corporate, accept any responsibility in relation to the Placement or this letter;
- (f) an investment in the shares involves a degree of risk and that the shares are, therefore, a speculative investment; and
- (g) you are duly and lawfully empowered to enter into this letter agreement and perform each and every obligation on your part contained in this letter agreement in accordance with all applicable laws of Western Australia.

7. Miscellaneous

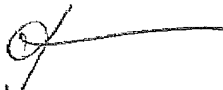
This agreement constitutes the entire agreement between the parties hereto and supersedes all prior and contemporaneous agreements and understandings, both oral and written, among the parties with respect to the subject matter hereof and thereof.

This agreement may be executed in any number of counterparts (including by way of facsimile) each of which shall be deemed for all purposes to be an original and all such counterparts taken together shall be deemed to constitute one and the same instrument.

This agreement shall be governed by and construed in accordance with the laws of Western Australia. The parties irrevocably and unconditionally submit to the non-exclusive jurisdiction of the courts of Western Australia and courts of appeal from them.

In order to confirm your irrevocable Firm Commitment to subscribe for shares as set out in section (section 1) of this letter, please sign the endorsement below and email to our Company Secretary, Anthony Begovich at abegovich@latinresources.com.au along with your subscriptions funds, in accordance with section 2 of this letter, on or before the close of business on **Friday, 14th December 2012**.

Yours faithfully


Chris Gale
Managing Director

Confirmation of Bid

I confirm my bid for the shares in point one above – Firm Allocation of Shares.

Applicants Name: Junefield High Value Metals Investments Limited

Office Held: Finance Manager

Signed;  Date: 19 December 2012

The signatory above warrants that s/he has the due power and authority to bind the Applicant.

**APPLICATION FORM
Excluded Offer**

For the offer of shares at an issue price of A\$0.15 per share subscribed for and issued in Latin Resources Limited.

Instructions are set out on the reverse side of this form. All Application Forms must be accompanied by payment of A\$0.15 per share.

Please use block letters – refer to the guide (reverse side) for correct forms of registrable title(s).
Brokers Stamp Only

A	Application for Shares I/We apply for 2,707,000 Shares at A\$0.15 per share I/We lodge full application monies of \$406,050	Broker Stamp Only
----------	--	-------------------

B	<table border="1"> <tr> <th style="width: 10%;">Title</th> <th style="width: 40%;">Given Names or Company Name</th> <th style="width: 15%;">Surname/A CN</th> </tr> <tr> <td></td> <td>Junefield High Value Metals Investments Limited</td> <td></td> </tr> </table>	Title	Given Names or Company Name	Surname/A CN		Junefield High Value Metals Investments Limited		Tax File Number(s) or exemption category/...../.....
Title	Given Names or Company Name	Surname/A CN						
	Junefield High Value Metals Investments Limited							

C	Title Joint Applicants or Designated Account e.g.<SUPER FUND A/C>	<table border="1"> <tr> <td style="text-align: center;">...../...../.....</td> </tr> <tr> <td style="text-align: center;">...../...../.....</td> </tr> </table>/...../...../...../.....
...../...../.....				
...../...../.....				

E	Address 13/F, Bank of East Asia Harbour View Centre,56 Gloucester Road, Wan Chai, HONG KONG
----------	---

F	Contact Details (e.g. Mobile number and or email address)
----------	--

G	CHESS Details <table border="1"> <tr> <td style="width: 15%;">PID</td> <td style="width: 35%;"></td> <td style="width: 15%;">HIN</td> <td style="width: 35%;">X0059378465</td> </tr> </table>	PID		HIN	X0059378465
PID		HIN	X0059378465		

H	Payment Details All cheques should be made payable to "Latin Resources Limited" and crossed "Not Negotiable".										
	<table border="1"> <tr> <th style="width: 25%;">Drawer</th> <th style="width: 15%;">Bank</th> <th style="width: 15%;">Branch</th> <th style="width: 15%;">Amount</th> <th style="width: 30%;">"Electronic Funds Transfer"</th> </tr> <tr> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> </table>	Drawer	Bank	Branch	Amount	"Electronic Funds Transfer"					
Drawer	Bank	Branch	Amount	"Electronic Funds Transfer"							

Declaration

This Application Form does not need to be signed. By lodging this Application Form and a cheque for the application monies this Applicant hereby:

- (1) applies for the number of Shares in the Application Form and confirms that it is not applying for the Shares for the purpose of selling or transferring the Shares, or granting, issuing or transferring interests in, or options over, them;
- (2) agrees to be bound by the Constitution of the Company; and
- (3) authorises the Directors to complete or amend this Application Form where necessary to correct any errors or omissions.
- (4) you represent, warrant and agree for the benefit of the Company and their respective affiliates that:
 - (a) you have made and relied upon your own assessment of the Company and have conducted your own investigations with respect to the Shares and the Company including, without limitation, the particular tax consequences of purchasing, owning or disposing of the Shares in light of your particular situation as well as any consequences arising under the laws of any other taxing jurisdiction;
 - (b) you acknowledge that no prospectus or disclosure document has been prepared in connection with the Placement as the Company is relying on the exemptions contained in section 708 of the Corporations Act;
 - (c) if the minimum amount payable by you for the Shares is not at least A\$500,000, you qualify as a professional investor under section 708(11) of the Corporations Act, or a sophisticated investor under section 708(8) of the Corporations Act;
 - (d) you apply for Shares as a professional or sophisticated investor, **you enclose a copy of a certificate from a qualified accountant certifying that you:**
 - (i) **have net assets of at least \$2.5 million; or**
 - (ii) **have a gross income for each of the last two financial years of at least \$250,000 per year;**
 - (e) except for any liability which cannot by law be excluded, you acknowledge that none of the Company, or any of their respective related bodies corporate, or any directors, officers, employees or advisers of the Company, or any of their respective related bodies corporate, accept any responsibility in relation to the Placement;
 - (f) you agree to be bound by the Constitution of the Company;
 - (g) an investment in the Placement Shares involves a degree of risk and that the Placement Shares are, therefore, a speculative investment; and
 - (h) you are duly and lawfully empowered to apply for the Shares and perform each and every obligation on your part contained in this letter agreement in accordance with all applicable laws of Australia.

CORRECT FORMS OF REGISTRABLE TITLE

Note that ONLY legal entities are allowed to hold securities. Application Forms must be in the name(s) of a natural person(s), companies or other legal entities acceptable to the Company. At least one full given name and the surname is required for each natural person. Application Forms cannot be completed by persons under 18 years of age. Examples of the correct form of registrable title are set out below.

Type of Investor	Correct Form of Registration	Incorrect Form of Registration
Individual Use given names in full, not initials	Mr John Alfred Smith	A Smith
Company Use the company's full title, not abbreviations	ABC Pty Ltd	ABC P/L or ABC Co
Joint Holdings Use full and complete names	Mr Peter Robert Williams & Ms Louise Susan Williams	Peter Robert & Louise S Williams
Trusts Use the trustee(s) personal name(s).	Mrs Susan Jane Smith <Sue Smith Family A/C>	Sue Smith Family Trust
Deceased Estates Use the executor(s) personal name(s).	Ms Jane Mary Smith & Mr Frank William Smith <Est. John Smith A/C>	Estate of late John Smith or John Smith Deceased
Minor (a person under the age of 18) Use the name of a responsible adult with an appropriate designation.	Mr John Alfred Smith <Peter Smith A/C>	Master Peter Smith
Partnerships Use the partner's personal names.	Mr John Robert Smith & Mr Michael John Smith <John Smith and Son A/C>	John Smith and Son
Long Names.	Mr John William Alexander Robertson-Smith	Mr John W A Robertson-Smith
Clubs/Unincorporated Bodies/Business Names Use office bearer(s) personal name(s).	Mr Michael Peter Smith <ABC Tennis Association A/C>	ABC Tennis Association
Superannuation Funds Use the name of the trustee of the fund.	Jane Smith Pty Ltd <Super Fund A/C>	Jane Smith Pty Ltd Superannuation Fund

Annexure C



LATIN RESOURCES LIMITED
ACN: 131 405 144

Level 1, 173 Mounts Bay Road
Perth Western Australia 6000
P 08 9485 0601
F 08 9321 6666
E info@latinresources.com.au

Private and Confidential

16 April 2013

Mr Zhou Chu Jian He
Junefield High Value Metals Investments Limited
13/F, Bank of East Asia Harbour View Centre
56 Gloucester Road, Wan Chai
HONG KONG

Dear Mr Zhou,

PLACEMENT OFFER

Following our recent discussions regarding our proposed capital raising by way of a placement, this letter sets out the details of your subscription. Under the placement, the Company is seeking to raise \$950,709.00 through the issue of 6,338,060 fully paid ordinary shares at an issue price of A\$0.15 (**Placement**).

The Placement will not be made pursuant to a prospectus. Shareholder approval for the Placement is not required as the Company intends to undertake the Placement within its 15% capacity.

The purpose of this letter is to confirm your firm commitment to subscribe for shares under the Placement and the terms on which the shares will be issued (**Firm Commitment**).

1. Firm Allocation of Shares

The Company is pleased to confirm that you (or your nominees) agree to irrevocably subscribe for the following number of shares by the close of business on or before 17th April 2013:

	<i>No. of Shares</i>	<i>Total Amount</i>
Shares at A\$0.15 per Share	6,338,060	\$950,709.00

2. Application Form

In order to satisfy your obligations in relation to the Firm Commitment, please complete the attached application form and remit the required subscription proceeds, using the details set out below by 18 April 2013.

Bank: National Australia Bank
Swift code: NATAAU3302S
BSB: 086-061
Account number: 83-445-9600

Each Australian based investor will also need to provide confirmation that they are either a professional investor under section 708(11) of the Corporations Act, or a sophisticated investor under section 708(8) of the Corporations Act.

3. Issue of Cleansing Notice pursuant to Section 708A

The Company undertakes that it will issue a cleansing notice under Section 708A of the Corporations Act within five (5) business days of the issue of the shares under the Placement.

4. Issuer's Purpose for Placement

The Company intends to use the funds raised from the Placement for:

- (a) further exploration at the Guadalupito and Ilo Projects in Peru; and
- (b) working capital.

5. Trading in Placement Shares

The Company will apply to ASX Limited (**ASX**) for the Placement shares to be admitted to official quotation.

6. Representations, Warranties and Agreements

You represent, warrant and agree for the benefit of the Company and their respective affiliates that:

- (a) you have made and relied upon your own assessment of the Company and have conducted your own investigations with respect to the shares and the Company including, without limitation, the particular tax consequences of purchasing, owning or disposing of the shares in light of your particular situation as well as any consequences arising under the laws of any other taxing jurisdiction;
- (b) you acknowledge that no prospectus or disclosure document has been prepared in connection with the Placement as the Company is relying on the exemptions contained in section 708 of the Corporations Act;
- (c) you will ensure that all Australian based nominees introduced by you qualify as a professional investor under section 708(11) of the Corporations Act, or a sophisticated investor under section 708(8) of the Corporations Act;
- (d) you have read, understood and accepted the terms of this letter;
- (e) except for any liability which cannot by law be excluded, you acknowledge that none of the Company, or any of their respective related bodies corporate, or any directors, officers, employees or advisers of the Company, or any of their respective related bodies corporate, accept any responsibility in relation to the Placement or this letter;
- (f) an investment in the shares involves a degree of risk and that the shares are, therefore, a speculative investment; and
- (g) you are duly and lawfully empowered to enter into this letter agreement and perform each and every obligation on your part contained in this letter agreement in accordance with all applicable laws of Western Australia.

7. Miscellaneous

This agreement constitutes the entire agreement between the parties hereto and supersedes all prior and contemporaneous agreements and understandings, both oral and written, among the parties with respect to the subject matter hereof and thereof.

This agreement may be executed in any number of counterparts (including by way of facsimile) each of which shall be deemed for all purposes to be an original and all such counterparts taken together shall be deemed to constitute one and the same instrument.

This agreement shall be governed by and construed in accordance with the laws of Western Australia. The parties irrevocably and unconditionally submit to the non-exclusive jurisdiction of the courts of Western Australia and courts of appeal from them.

In order to confirm your irrevocable Firm Commitment to subscribe for shares as set out in section (section 1) of this letter, please sign the endorsement below and email to our Company Secretary, Anthony Begovich at abegovich@latinresources.com.au along with your subscriptions funds, in accordance with section 2 of this letter, on or before the close of business on **Thursday, 18th April 2013.**

Yours faithfully


Chris Gale
Managing Director

Confirmation of Bid

I confirm my bid for the shares in point one above – Firm Allocation of Shares.

Applicants Name: Junefield High Value Metals Investments Limited

Office Held: Finance Manager

Signed; *For and on behalf of*
JUNEFIELD HIGH VALUE METALS INVESTMENTS LIMITED
莊勝貴金屬投資有限公司 Date: 19 APR 2013

The signatory above warrants that he has the due power and authority to bind the Applicant.
.....
Authorized Signature(s)

APPLICATION FORM

Excluded Offer

For the offer of shares at an issue price of A\$0.15 per share subscribed for and issued in Latin Resources Limited.

Instructions are set out on the reverse side of this form. All Application Forms must be accompanied by payment of A\$0.15 per share.

Please use block letters – refer to the guide (reverse side) for correct forms of registrable title(s).

Brokers Stamp Only

A	<p>Application for Shares</p> <p>I/We apply for 6,338,060 Shares at A\$0.15 per share</p> <p>I/We lodge full application monies of \$950,709.00</p>	<p>Broker Stamp Only</p>
---	--	--------------------------

B	<table border="1"> <tr> <th style="width: 10%;">Title</th> <th style="width: 50%;">Given Names or Company Name</th> <th style="width: 15%;">Surname/A CN</th> </tr> <tr> <td></td> <td>Junefield High Value Metals Investments Limited</td> <td></td> </tr> </table>	Title	Given Names or Company Name	Surname/A CN		Junefield High Value Metals Investments Limited		<table border="1"> <tr> <td style="width: 100%;"> Tax File Number(s) or exemption category/...../..... </td> </tr> </table>	Tax File Number(s) or exemption category/...../.....
Title	Given Names or Company Name	Surname/A CN							
	Junefield High Value Metals Investments Limited								
Tax File Number(s) or exemption category/...../.....									

C	<p>Title Joint Applicants or Designated Account e.g.<SUPER FUND A/C></p> <p>.....</p> <p>.....</p>	<table border="1"> <tr> <td style="width: 100%;">...../...../.....</td> </tr> <tr> <td style="width: 100%;">...../...../.....</td> </tr> </table>/...../...../...../.....
...../...../.....				
...../...../.....				

E	<p>Address</p> <p>13/F, Bank of East Asia Harbour View Centre,56 Gloucester Road, Wan Chai, HONG KONG</p>
---	--

F	<p>Contact Details (e.g. Mobile number and or email address)</p>
---	---

G	<p>CHESS Details</p> <table border="1"> <tr> <td style="width: 10%;">PID</td> <td style="width: 40%;"></td> <td style="width: 10%;">HIN</td> <td style="width: 40%;">X0059378465</td> </tr> </table>	PID		HIN	X0059378465
PID		HIN	X0059378465		

H	<p>Payment Details</p> <p>All cheques should be made payable to "Latin Resources Limited " and crossed "Not Negotiable".</p> <table border="1"> <tr> <th style="width: 20%;">Drawer</th> <th style="width: 15%;">Bank</th> <th style="width: 15%;">Branch</th> <th style="width: 15%;">Amount</th> <th style="width: 35%;">"Electronic Funds Transfer"</th> </tr> <tr> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> </table>	Drawer	Bank	Branch	Amount	"Electronic Funds Transfer"					
Drawer	Bank	Branch	Amount	"Electronic Funds Transfer"							

Declaration

This Application Form does not need to be signed. By lodging this Application Form and a cheque for the application monies this Applicant hereby:

- (1) applies for the number of Shares in the Application Form and confirms that it is not applying for the Shares for the purpose of selling or transferring the Shares, or granting, issuing or transferring interests in, or options over, them;
- (2) agrees to be bound by the Constitution of the Company; and
- (3) authorises the Directors to complete or amend this Application Form where necessary to correct any errors or omissions.
- (4) you represent, warrant and agree for the benefit of the Company and their respective affiliates that:
 - (a) you have made and relied upon your own assessment of the Company and have conducted your own investigations with respect to the Shares and the Company including, without limitation, the particular tax consequences of purchasing, owning or disposing of the Shares in light of your particular situation as well as any consequences arising under the laws of any other taxing jurisdiction;
 - (b) you acknowledge that no prospectus or disclosure document has been prepared in connection with the Placement as the Company is relying on the exemptions contained in section 708 of the Corporations Act;
 - (c) if the minimum amount payable by you for the Shares is not at least A\$500,000, you qualify as a professional investor under section 708(11) of the Corporations Act, or a sophisticated investor under section 708(8) of the Corporations Act;
 - (d) you apply for Shares as a professional or sophisticated investor, **you enclose a copy of a certificate from a qualified accountant certifying that you:**
 - (i) **have net assets of at least \$2.5 million; or**
 - (ii) **have a gross income for each of the last two financial years of at least \$250,000 per year;**
 - (e) except for any liability which cannot by law be excluded, you acknowledge that none of the Company, or any of their respective related bodies corporate, or any directors, officers, employees or advisers of the Company, or any of their respective related bodies corporate, accept any responsibility in relation to the Placement;
 - (f) you agree to be bound by the Constitution of the Company;
 - (g) an investment in the Placement Shares involves a degree of risk and that the Placement Shares are, therefore, a speculative investment; and
 - (h) you are duly and lawfully empowered to apply for the Shares and perform each and every obligation on your part contained in this letter agreement in accordance with all applicable laws of Australia.

CORRECT FORMS OF REGISTRABLE TITLE

Note that ONLY legal entities are allowed to hold securities. Application Forms must be in the name(s) of a natural person(s), companies or other legal entities acceptable to the Company. At least one full given name and the surname is required for each natural person. Application Forms cannot be completed by persons under 18 years of age. Examples of the correct form of registrable title are set out below.

Type of Investor	Correct Form of Registration	Incorrect Form of Registration
Individual Use given names in full, not initials	Mr John Alfred Smith	J A Smith
Company Use the company's full title, not abbreviations	ABC Pty Ltd	ABC P/L or ABC Co
Joint Holdings Use full and complete names	Mr Peter Robert Williams & Ms Louise Susan Williams	Peter Robert & Louise S Williams
Trusts Use the trustee(s) personal name(s).	Mrs Susan Jane Smith <Sue Smith Family A/C>	Sue Smith Family Trust
Deceased Estates Use the executor(s) personal name(s).	Ms Jane Mary Smith & Mr Frank William Smith <Est. John Smith A/C>	Estate of late John Smith or John Smith Deceased
Minor (a person under the age of 18) Use the name of a responsible adult with an appropriate designation.	Mr John Alfred Smith <Peter Smith A/C>	Master Peter Smith
Partnerships Use the partner's personal names.	Mr John Robert Smith & Mr Michael John Smith <John Smith and Son A/C>	John Smith and Son
Long Names.	Mr John William Alexander Robertson-Smith	Mr John W A Robertson-Smith
Clubs/Unincorporated Bodies/Business Names Use office bearer(s) personal name(s).	Mr Michael Peter Smith <ABC Tennis Association A/C>	ABC Tennis Association
Superannuation Funds Use the name of the trustee of the fund.	Jane Smith Pty Ltd <Super Fund A/C>	Jane Smith Pty Ltd Superannuation Fund