



LATIN RESOURCES LIMITED
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5 May 2017

Sandra Wutete
Senior Listings Advisor (Perth)
Australian Stock Exchange

RE: Appendix 3Y – Change in Director’s Interest Notices

We refer to your letter to Latin Resources Limited (ASX:LRS) regarding the Company’s Change of Director Interest Notices (“Appendices”) lodged on 23 March 2017 for Chris Gale and David Vilensky (“the Directors”).

We answer each of your queries as follows:

1. The Company notes that the ASX query is in relation to the Directors holdings of Listed Options that expired on 9 March 2017. The Appendices were lodged on 23 March 2017, being outside the required timeframe (5 business days) due to an administrative oversight.
2. LRS’s Continuous Disclosure Policy, available on the Company’s website, requires any personnel who become aware of information at any time that should be considered for release to the market, to report it to the Managing Director or the CFO & Company Secretary.
3. The current arrangements are considered adequate to ensure compliance with listing rule 3.19B.

Yours Sincerely,

Sarah Smith
Company Secretary



2 May 2017

Ms Sarah Smith
Company Secretary
Latin Resources Limited

By email

Dear Ms Smith

Latin Resources Limited (the “Entity”): Appendix 3Y – Change of Director’s Interest Notice

We refer to the following;

1. The Appendix 3Y lodged by the Entity with ASX on Thursday, 23 March 2017 for Mr Christopher Gale and Mr David Vilensky (the “Directors’ Notices”);
2. Listing rule 3.19A which requires an entity to tell ASX the following:

- 3.19A.1 The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the following times.
- On the date that the entity is admitted to the official list.
 - On the date that a director is appointed.

The entity must complete Appendix 3X and give it to ASX no more than 5 business days after the entity’s admission or a director’s appointment.

- 3.19A.2 A change to a notifiable interest of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) including whether the change occurred during a closed period where prior written clearance was required and, if so, whether prior written clearance was provided. The entity must complete Appendix 3Y and give it to ASX no more than 5 business days after the change occurs

- 3.19A.3 The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the date that the director ceases to be a director. The entity must complete Appendix 3Z and give it to ASX no more than 5 business days after the director ceases to be a director.

3. Listing rule 3.19B which states as follows.



An entity must make such arrangements as are necessary with a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) to ensure that the director discloses to the entity all the information required by the entity to give ASX completed Appendices 3X, 3Y and 3Z within the time period allowed by listing rule 3.19.A. The entity must enforce the arrangements with the director.

4. The Companies Update dated 27 June 2008, reminding listed entities of their obligation to notify ASX within 5 business days of the notifiable interests in securities held by each director and outlining the action that ASX would take in relation to breaches of listings rules 3.19A and 3.19B.

The Appendices 3Y indicate that changes in the Directors' notifiable interests occurred on 9 March 2017. It appears that the Directors' Notices should have been lodged with ASX by 16 March 2017. Consequently, the Entity may be in breach of listing rules 3.19A and/or 3.19B. It also appears the directors concerned may have breached section 205G of the Corporations Act.

Please note that ASX is required to record details of breaches of the listing rules by listed entities for its reporting requirements.

ASX reminds the Entity of its contract with ASX to comply with the listing rules. In the circumstances ASX considers that it is appropriate that the Entity make necessary arrangements to ensure there is not a reoccurrence of a breach of the listing rules.

Having regard to listing rules 3.19A and 3.19B and Guidance Note 22: *Director Disclosure of Interests and Transactions in Securities - Obligations of Listed Entities*, under listing rule 18.7 we ask that you answer each of the following questions.

1. Please explain why the Appendices were lodged late.
2. What arrangements does the Entity have in place under listing rule 3.19B with its directors to ensure that it is able to meet its disclosure obligations under listing rule 3.19A?
3. If the current arrangements are inadequate or not being enforced, what additional steps does the Entity intend to take to ensure compliance with listing rule 3.19B?

Your response should be sent to me by e-mail at Sandra.Wutete@asx.com.au. It should not be sent to the ASX Market Announcements Office.

A response is requested as soon as possible and, in any event, not later than **3:00 pm on Friday, 5 May 2017 (WST)**.

Under listing rule 18.7A, a copy of this letter and your response will be released to the market, so your response should be in a form suitable for release and must separately address each of the questions asked.



If you have any queries or concerns about any of the above, please contact me immediately.

Yours sincerely

[Sent electronically without signature]

Sandra Wutete

Senior Adviser, Listings Compliance (Perth)