

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

01/12/14

The previous notice was given to the company on

15/08/14

The previous notice was dated

15/08/14

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	47,139,797	15.81% (based on 298,174,784 ordinary shares on issue on 12 August 2014)	47,139,797	14.72% (based on 320,219,243 ordinary shares on issue on 1 December 2014)

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
13 August 2014 to 30 November 2014	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	Dilution due to share placements during 13 August 2014 to 30 November 2014			
1 December 2014	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	Further dilution due to the issue of 8,750,000 shares pursuant to the funding agreement announced on 13 November 2014			

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	JHVMIL	JHVMIL	Legal and beneficial owner of the securities	47,139,797 fully paid ordinary shares	47,139,797
Mr Zhou Chu Jian He Junefield (Holdings) Limited Prime Century Investments Limited Junefield Department Store Group Limited Huaxia Group Limited Diamond Desire Limited Take Rich Investment Limited Talent Note			Taken to hold a relevant interest pursuant to section 608(3)(b) of the Corporations Act by virtue of their control of JHVMIL		

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:

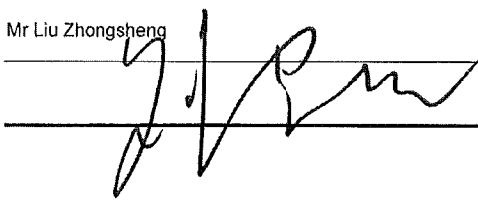
Name and ACN/ARSN (if applicable)	Nature of association

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	PO 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, PO Box 2196, Road Town, Tortola, British Virgin Islands
Diamond Desire Limited	Sea Meadow House, Blackburne Highway, PO 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 Liu Zhongsheng	capacity	Authorised representative of Junefield Group
sign here		date	- 3 DEC 2014

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 Investment Company 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
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 , Limited	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
Junefield Resources Ecuador S.A. Junecua	c/José Guerrero y Manta Conjunto "La Recoleta" Dept. 611 Sector Cotocollao Quito Ecuador
Junemineral Ecuador S.A. Junemineral	Olmedo y 23 de abril, esquina, Machala, Ecuador
Juminig 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
Mighty Comforts Limited	Sea Meadow House, Blackburne Highway, P.O Box 116, Road Town, Tortola, British Virgin
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
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
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
Junefield Energy Holdings Limited	Sea Meadow House, Blackburne Highway, P.O Box 116, Road Town, Tortola, British Virgin
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
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
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
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
Junefield Shipping Limited	13/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wan Chai, Hong Kong
Junefield Gold Development Limited	13/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wan Chai, Hong Kong
Worldwide Mining Development Limited	13/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wan Chai, Hong Kong
International Mining Investments Limited	13/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wan Chai, Hong Kong
Junefield Nonferrous Metals Limited	13/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wan Chai, Hong Kong
Junefield Mineral Development Limited	13/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wan Chai, Hong Kong
Ecuamining Mineral S.A.	Francisco De Nates N42286 E Hidalgo Pinto, Quito Tennis, Quito, Ecuador
Hunan Ding Kun Precious Metals Limited	413 Jiashan North Road, Yiyang City, Hunan Province, PRC
San Luis Minerales S.A.	Jimenex de la Espada No. 32-242 y Av. Gonzalex Suarez EC170107 Quito, Ecuador
Xin Zhong Resources Pte Ltd.	61 Club Street, Singapore 069436
Long Run Development Ltd.	Akara Bldg, 24 De Castro Street, Wickhams Cay 1, Road Town, Tortola, British Virgin Islands
Luminous Meteor Group Limited	Akara Bldg, 24 De Castro Street, Wickhams Cay 1, Road Town, Tortola, British Virgin Islands
Lucky Treat Limited	OMC Chambers, Wickhams Cay 1, Road Town Tortola, British Virgin Islands
Logic Smart Limited	OMC Chambers, Wickhams Cay 1, Road Town Tortola, British Virgin Islands
Billion Achieve Limited	13/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wan Chai, Hong Kong