

PROXY FORM

**APPOINTMENT OF PROXY
LATIN GOLD LIMITED
ACN 059 457 279**

GENERAL MEETING

I/We

of

being a member of Latin Gold Limited entitled to attend and vote at the General Meeting, hereby

appoint

Name of proxy

OR

the Chair of the General Meeting as my/our proxy

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the General Meeting to be held at 13/36 Johnson Street, Guildford, Western Australia on 19 June 2014 at 10:00 am WST, and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions.

Voting on Business of the General Meeting

Resolution 1 – Change to Nature and Scale of Activities
Resolution 2 – Issue of Shares to mig33 Vendors
Resolution 3 – Consolidation of Capital
Resolution 4 – Change of Name
Resolution 5 – Election of Director – Steven Goh
Resolution 6 – Election of Director – Andi Zain
Resolution 7 – Election of Director – Dmitry Levit
Resolution 8 – Election of Director – John Lee
Resolution 9 – Election of Director – Yen-Chang (Charles) Pan
Resolution 10 – Election of Director – Dr Yichin Lee
Resolution 11 – Share Placement
Resolution 12 – Grant of Options to Steven Goh
Resolution 13 – Grant of Options to employees and/or consultants

FOR	AGAINST	ABSTAIN
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is _____ %

Signature of Shareholder(s): _____ **Date:** _____

Individual or Shareholder 1

**Sole
Secretary**

Director/Company

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Contact Name: _____ **Contact Phone (daytime):** _____

LATIN GOLD LIMITED
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Instructions for Completing 'Appointment of Proxy' Form

1. **(Appointing a Proxy):** A member entitled to attend and vote at a General Meeting is entitled to appoint not more than two proxies to attend and vote on a poll on their behalf. The appointment of a second proxy must be done on a separate copy of the Proxy Form. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If a member appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes. A duly appointed proxy need not be a member of the Company.
2. **(Direction to Vote):** A member may direct a proxy how to vote by marking one of the boxes opposite each item of business. Where a box is not marked the proxy may vote as they choose. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing Instructions):**
 - **(Individual):** Where the holding is in one name, the member must sign.
 - **(Joint Holding):** Where the holding is in more than one name, all of the members should sign.
 - **(Power of Attorney):** If you have not already provided 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, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual members from attending the General Meeting in person if they wish. Where a member completes and lodges a valid Proxy Form and attends the General Meeting in person, then the proxy's authority to speak and vote for that member is suspended while the member is present at the General Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - (a) post to Latin Gold Limited, 13/36 Johnson Street, Guildford, Western Australia 6055 or PO Box 566, Belmont, Western Australia 6984; or
 - (b) facsimile to the Company on facsimile number (+61 7) 3901 0751,so that it is received not later than 10:00 am (WST) on 17 June 2014.

Proxy Forms received later than this time will be invalid.