



6 May 2011

Mr C Bill
Adviser, Issuers (Perth)
ASX Compliance Pty Ltd
Level 8
Exchange Plaza
2 The Esplanade
Perth WA 6000

Dear Cameron

I refer to your letter dated 4 May 2011 and, as requested, advise as follows:

1. The Appendix 3Y's were not lodged on time as the change did not arise as a result of any acquisition or disposal of securities by any of the three Directors. The change to their holdings arose simply as a result of the expiry, on 31 December 2010, of unlisted out of the money options. The Company was not aware that it was required to lodge an Appendix 3Y under these circumstances.

The Appendix 3Z relates to Mr S Titchener ceasing to be Director as a consequence of him passing away on 3 June 2010. At the time of Mr Titchener's passing, the Company overlooked the requirement to lodge an Appendix 3Z.

2. The Company has published a Securities Trading Policy that is to be strictly adhered to by all Company officers.

The late lodgement of the Forms did not occur as a consequence of a breach in the Company's Securities Trading Policy.

3. No additional steps are required to ensure compliance with listing rule 3.19B as the Company is now aware of the requirement to lodge the required appendices following the expiration of options and the passing of Directors. The requirement to lodge the appendices did not occur as a result of securities being traded by Directors.

Yours faithfully

Michael Higginson
Company Secretary

Australia
103 Abernethy Rd, Belmont, Western Australia 6104
Mailing Address PO Box 566, Belmont, Western Australia 6984
Telephone 61-8-9277 9789 Facsimile 61-8-9277 6818 Mobile 61-419 537 714 Email jim.malone@inet.net.au

Peru
Calle El Rosario 359B, Lima 18, Peru
Telephone 51-1-446 5522 Facsimile 51-1-447 1225 Mobile 51-1-978 89855 Email: simon.titchener@inet.net.au



ASX Compliance Pty Limited
ABN 26 087 780 489
Level 8 Exchange Plaza
2 The Esplanade
PERTH WA 6000

GPO Box D187
PERTH WA 6840

Telephone 61 8 9224 0000
Facsimile 61 8 9221 2020
www.asx.com.au

4 May 2011

Mr Michael Higginson
Latin Gold Limited
103 Abernethy Road
BELMONT WA 6104

By Email: mike.higginson@inet.net.au

Dear Mike,

Latin Gold Limited (the "Company")

We refer to the following;

1. The Appendices 3Y lodged by the Company with ASX on 2 May 2011 for Messrs Peter McAleer, Howard Dawson and Jim Malone;
2. The Appendix 3Z lodged by the Company with ASX on 3 May 2011 for Mr Simon Titchener;
3. 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.*

4. 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.

5. 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 Messrs McAleer's, Dawson's and Malone's notifiable interests occurred on 1 January 2011. It appears that the Appendices 3Y should have been lodged with ASX by 10 January 2011. As the Appendix 3Z indicated that Mr Titchener ceased to be a director on 3 June 2010 it appears the Appendix 3Z should have lodged with ASX by 10 June 2010. Consequently, the Company 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 companies for its reporting requirements.

ASX reminds the Company of its contract with ASX to comply with the listing rules. In the circumstances ASX considers that it is appropriate that the Company 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", we ask that you answer each of the following questions:

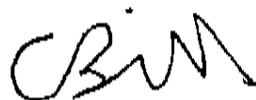
1. Please explain why the Appendices 3Y and 3Z were lodged late.
2. What arrangements does the Company have in place with its directors to ensure that it is able to meet its disclosure obligations under listing rule 3.19A?
3. If the current arrangements are inadequate or not being enforced, what additional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

Your response should be sent to me by facsimile on facsimile number (08) 9221 2020. It should not be sent to the Company Announcements Office.

A response is requested as soon as possible and, in any event, not later than half an hour before the start of trading (**ie before 9.30 a.m. A.E.S.T.) on Monday, 9 May 2011.**

Under listing rule 18.7A, a copy of this query and your response will be released to the market, so your response should be in a form suitable for release and should separately address each of the questions asked. If you have any queries or concerns, please contact me immediately.

Yours sincerely



Cameron Bill

Adviser, Listings (Perth)