

20 March 2012



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The Manager
Company Announcements
Australian Securities Exchange
Level 45
South Tower, Rialto
525 Collins Street
Melbourne Vic 3000

Dear Sir/Madam

Notice of initial substantial holder – restructure – Talent Note Limited

We act for Junefield (Holdings) Limited and its related bodies corporate (**Junefield Group**). The Junefield Group has undertaken a restructure which has resulted in a new Junefield Group company, Talent Note Limited, acquiring a relevant interest in Latin Resources Limited (**LRS**) held by the Junefield Group.

On behalf of Talent Note Limited, in accordance with section 671B of the *Corporations Act 2001* (Cth), we **enclose** a Notice of Initial Substantial Holder (Form 603), in respect of LRS which is required as a result of the restructure.

A copy of the enclosed notice has been provided to LRS.

Yours faithfully

A handwritten signature in blue ink, appearing to read "James Stewart", written over a faint circular stamp.

James Stewart
Partner
Norton Rose Australia

(enc)

APAC-#13681063-v1

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Form 603
Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme Latin Resources Limited

ACN/ARSN 131 405 144

1. Details of substantial holder (1)

Name Talent Note Limited
ACN/ARSN (if applicable) N/A

The holder became a substantial holder on 16/03/2012

2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary shares	10,000,000	10,000,000	6.26% (based on 159,821,141 ordinary shares on issue as at 2 December 2011)

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
June field High Value Metals Investments Limited (JHVMIL)	Legal and beneficial owner of the securities	10,000,000 ordinary shares
Talent Note Limited	Has the power to control the disposal of the shares and control the exercise of the right to vote attaching to the shares	
June field Mineral Resources Holdings Limited		
Marco Star Int'l Ltd		
June field (Holdings) Limited		
Mr. Zhou Chu Jian He		

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
JHVMIL	JHVMIL	JHVMIL	10,000,000 ordinary shares
Talent Note Limited			
June field Mineral Resources Holdings Limited			
Marco Star Int'l Ltd			
June field (Holdings) Limited			
Mr. Zhou Chu Jian He			

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
JHVMIL	2 December 2011	A\$2,800,000		10,000,000 ordinary shares
Talent Note Limited				
June field Mineral Resources Holdings Limited				
Marco Star Int'l Ltd				
June field (Holdings) Limited				
Mr. Zhou Chu Jian He				

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:


Name and ACN/ARSN (if applicable)	Nature of association
Talent Note Limited	Is a related body corporate of JHVMIL
JuneField Mineral Resources Holdings Limited	Is a related body corporate of JHVMIL
Marco Star Int'l Ltd	Is a related body corporate of JHVMIL
JuneField (Holdings) Limited	Is a related body corporate of JHVMIL
Mr. Zhou Chu Jian He	acts in concert with JHVMIL

7. Addresses

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

Name	Address
JHVMIL	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 Mineral Resources Holdings Limited	13/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wan Chai, Hong Kong
Marco Star Int'l Ltd	Mill Mall, Suite 6, Wickhams Cay 1, P.O. Box 3085, Road Town, Tortola, British Virgin Islands
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

Signature

print name	Mr. Zhou Jianren	capacity	Authorised representative of JuneField Group Companies
sign here		date	20/03/2012

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 7 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 total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. 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.
- (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) Details of the consideration must include any and all benefits, moneys 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 of 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.

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