



LATIN RESOURCES
LIMITED

LATIN RESOURCES LIMITED
ABN: 81 131 405 144

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10 August 2011

Share Purchase Plan closes under subscribed

Latin Resources Limited (LRS: ASX, Latin or the Company) advises that the Share Purchase Plan Offer (SPP), which was announced on 9 June 2011, closed on Friday, 29 July 2011.

Applications received from shareholders were for a total of 1,686,522 shares which raised \$438,496.

The issue price of the shares was 26 cents which did represent a 15% discount to the volume weighted average trading price of the Company's shares on the Australian Securities Exchange (ASX) during the 30 trading days immediately prior to the announcement of the Offer.

Latin Resources' Managing Director Chris Gale said, "Whilst the SPP has not achieved the desired outcome due to the current market influences the Board is extremely appreciative of those supportive shareholders who have taken up the offer. The Company is still positively focusing on the advancement of the Guadalupito project and progressing activity towards the JORC inferred estimate later this year".

The Appendix 3B is attached.

Ends

About Latin Resources Limited

Latin Resources Limited is a mineral exploration company focused on creating shareholder wealth through the identification and definition of mineral resources in Latin America, with a specific focus on Peru.

For further information:

Chris Gale
Managing Director
Latin Resources Limited
+61 8 9485 0601

Roderick Brown
Non Executive Chairman
Latin Resources Limited
+61 8 9485 0601

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Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003.

Name of entity

Latin Resources Limited

ABN

81 131 405 144

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|--|---|
| 1 | +Class of +securities issued or to be issued | Ordinary Fully Paid Shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 1,686,522 |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | The above Ordinary Fully Paid Shares will rank parri passu with the existing Ordinary Fully Paid Shares |
| 4 | Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?

If the additional securities do not rank equally, please state:
<ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment | Yes |
| 5 | Issue price or consideration | \$0.26 |

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Appendix 3B – New Issue Announcement – Latin Resources Limited

6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	The funds will be used for: <ul style="list-style-type: none"> • further exploration advancement of the Guadalupito and Ilo projects in Peru; and • working capital requirements 											
7 Dates of entering ⁺ securities into uncertificated holdings or despatch of certificates	10 August 2011											
8 Number and ⁺ class of all ⁺ securities quoted on ASX (including the securities in clause 2 if applicable)	<table border="1"> <thead> <tr> <th>Number</th> <th>⁺Class</th> </tr> </thead> <tbody> <tr> <td>86,571,141</td> <td>Ordinary Fully Paid Shares</td> </tr> <tr> <td>44,550,000</td> <td>Options (\$0.30 exercise price; 31 March 2013 expiry)</td> </tr> </tbody> </table>	Number	⁺ Class	86,571,141	Ordinary Fully Paid Shares	44,550,000	Options (\$0.30 exercise price; 31 March 2013 expiry)					
Number	⁺ Class											
86,571,141	Ordinary Fully Paid Shares											
44,550,000	Options (\$0.30 exercise price; 31 March 2013 expiry)											
9 Number and ⁺ class of all ⁺ securities not quoted on ASX (including the securities in clause 2 if applicable)	<table border="1"> <thead> <tr> <th>Number</th> <th>⁺Class</th> </tr> </thead> <tbody> <tr> <td>2,000,000</td> <td>Restricted Options (\$0.30 exercise price; 31 March 2013 expiry)</td> </tr> <tr> <td>3,000,000</td> <td>Restricted Options (\$0.30 exercise price; 31 March 2013 expiry)</td> </tr> <tr> <td>6,000,000</td> <td>Restricted Options (\$0.30 exercise price; 31 March 2013 expiry)</td> </tr> <tr> <td>63,250,000</td> <td>Restricted Shares</td> </tr> </tbody> </table>	Number	⁺ Class	2,000,000	Restricted Options (\$0.30 exercise price; 31 March 2013 expiry)	3,000,000	Restricted Options (\$0.30 exercise price; 31 March 2013 expiry)	6,000,000	Restricted Options (\$0.30 exercise price; 31 March 2013 expiry)	63,250,000	Restricted Shares	
Number	⁺ Class											
2,000,000	Restricted Options (\$0.30 exercise price; 31 March 2013 expiry)											
3,000,000	Restricted Options (\$0.30 exercise price; 31 March 2013 expiry)											
6,000,000	Restricted Options (\$0.30 exercise price; 31 March 2013 expiry)											
63,250,000	Restricted Shares											
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Not applicable											

Part 2 - Bonus issue or pro rata issue

Questions 11 to 33 inclusive are not applicable.

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of securities
(tick one)

(a) Securities described in Part 1

(b) All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)


Additional securities forming a new class of securities

Questions 35 to 42 inclusive are not applicable.

Quotation agreement

- 1 ⁺Quotation of our additional ⁺securities is in ASX's absolute discretion. ASX may quote the ⁺securities on any conditions it decides.
- 2 We warrant the following to ASX.
- The issue of the ⁺securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those ⁺securities should not be granted ⁺quotation.
 - An offer of the ⁺securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
 - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any ⁺securities to be quoted and that no-one has any right to return any ⁺securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the ⁺securities be quoted.
 - We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the ⁺securities to be quoted, it has been provided at the time that we request that the ⁺securities be quoted.
 - If we are a trust, we warrant that no person has the right to return the ⁺securities to be quoted under section 1019B of the Corporations Act at the time that we request that the ⁺securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before ⁺quotation of the ⁺securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:


(Company Secretary)

Date: 10 August 2011

Print name: J.R. Moran