

**LEGEND MINING LIMITED**  
**ABN 22 060 966 145**

**NOTICE OF ANNUAL GENERAL MEETING**

**EXPLANATORY MEMORANDUM**

**AND**

**PROXY FORM**

**Date of Meeting**

3 May 2024

**Time of Meeting**

3.00 pm (WST)

**Place of Meeting**

The Celtic Club 48 Ord Street, West Perth WA 6005

The Directors strongly encourage all Shareholders to lodge Proxy Forms prior to the Meeting, by no later than 3.00pm (WST) on Wednesday, 1 May 2024.

If the above arrangements with respect to the Meeting change, Shareholders will be updated via the ASX Market Announcements Platform and on the Company's website at [www.legendmining.com.au](http://www.legendmining.com.au).

The Company has determined that all resolutions will be decided on a poll.

*This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.*

*The 2023 Annual Report may be viewed on ASX and on the Company's website at [www.legendmining.com.au](http://www.legendmining.com.au)*

**LEGEND MINING LIMITED**  
**ABN 22 060 966 145**

**NOTICE OF ANNUAL GENERAL MEETING**

Notice is given that the Annual General Meeting of Shareholders of Legend Mining Limited (**Company**) will be held at The Celtic Club 48 Ord Street, West Perth WA 6005 on 3 May 2024 at 3.00pm (WST) for the purpose of transacting the following business. The Explanatory Memorandum provides additional information on matters to be considered at the Annual General Meeting. The attached proxy form and Explanatory Memorandum form part of this Notice of Meeting.

Terms and abbreviations used in this Notice of Meeting and Explanatory Memorandum are defined in the Glossary.

**ORDINARY BUSINESS**

**Financial Statements and Reports**

To receive and consider the annual financial report of the Company, containing the Directors' report, the remuneration report and auditor's reports for the financial year ended 31 December 2023.

**RESOLUTION 1 – RE-ELECTION OF MR MARK WILSON AS A DIRECTOR**

To consider and, if thought fit, to pass, with or without amendment, the following as an **ordinary resolution**:

*“That, for the purpose of Listing Rule 14.5 and article 7.3(c) of the Constitution and for all other purposes, Mr. Mark Wilson, who retires by rotation as a Director, and being eligible, having offered himself for election, is re-elected as a Director.”*

**RESOLUTION 2 – ADOPTION OF REMUNERATION REPORT**

To consider and, if thought fit, to pass, with or without amendment, the following **advisory only resolution**:

*“That, for the purpose of section 250R(2) of the Corporations Act, and for all other purposes, approval is given by the Shareholders for the adoption of the Remuneration Report on the terms and conditions in the Explanatory Memorandum.”*

**Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company.**

**Voting Prohibition:** In accordance with section 250BD of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report or a Closely Related Party of such a member; or
- (b) a person appointed as a proxy, where that person is either a member of Key Management Personnel or a Closely Related Party of such member.

However, a person (**the voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
  - (i) does not specify the way the proxy is to vote on this Resolution; and
  - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

**OTHER BUSINESS**

To deal with any other business that may be brought forward in accordance with the Constitution and the Corporations Act.

**EXPLANATORY MEMORANDUM**

The accompanying Explanatory Memorandum forms part of this Notice of Meeting and should be read in conjunction with it.

Shareholders are specifically referred to the Glossary in the Explanatory Memorandum which contains definitions of capitalised terms used in this Notice of Meeting and the Explanatory Memorandum.

Capitalised terms used in this Notice of Meeting and the Explanatory Memorandum are defined in the Glossary.

## PROXIES

A Proxy Form is attached to the Notice of Meeting. This is to be used by Shareholders if they wish to appoint a representative (a “proxy”) to vote in their place. All Shareholders are invited and encouraged to participate in the Meeting (see details below) or, if they are unable to attend, sign and return the Proxy Form to the Company in accordance with the instructions on the form. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person (subject to the voting exclusions detailed in the Notice of Meeting).

Please note that:

- a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- a proxy need not be a member of the Company;
- a member may appoint a body corporate or an individual as its proxy; and
- a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

Proxy forms for the meeting should be lodged before 3.00 pm (WST) on 1 May 2024:

- by email to [meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)
- in person at Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
- by post to Automic, GPO Box 5193, Sydney NSW 2001
- by facsimile +61 2 8583 3040
- by online lodgement <https://investor.automic.com.au/#/loginsah>

If you are a beneficial Shareholder and receive these materials through your broker or through another intermediary, please complete and return the form of proxy or voting instruction form in accordance with the instructions provided to you by your broker or by the other intermediary.

## ENTITLEMENT TO VOTE

For the purposes of regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Company determines that members holding Shares at 5.00 pm (WST) on 1 May 2024 will be entitled to participate and vote at the Meeting.

## CORPORATIONS

A corporation may elect to appoint a representative in accordance with the Corporations Act, in which case the Company will require written proof of the representative's appointment, which must be lodged with, or presented to the Company, before the Meeting.

## REVOCAION OF PROXIES

A Shareholder executing and delivering a proxy has the power to revoke it in accordance with the provisions of the Corporations Act, which provides that every proxy may be revoked by an instrument in writing executed by the Shareholder or by his or her attorney authorised in writing and delivered either to the registered office of the Company at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof at which the proxy is to be used, or to the Chair of the Meeting on the day of the Meeting or any adjournment thereof, or in any other manner permitted by law.

## ATTENDANCE AT MEETING

The Company has determined that Shareholders may participate in the Meeting by attending in person.

If the above arrangements with respect to the Meeting change, Shareholders will be updated via the ASX Market Announcements Platform and on the Company's website at [www.legendmining.com.au](http://www.legendmining.com.au).

Shareholders can also submit any questions in advance of the Meeting by emailing the questions to [info@legendmining.com.au](mailto:info@legendmining.com.au) by no later than 5.00 PM (WST) 1 May 2024.

In addition to taking questions at the Meeting, written questions to the Company's auditor about the content of the auditor's report; and the conduct of the audit, may be submitted no later than 5 business days before the Meeting to the Company Secretary at the Company's registered office.

## VOTING OF PROXIES

The Proxy Form accompanying this Explanatory Memorandum confers discretionary authority upon the proxy with respect to any amendments or variations to the matters identified in the Notice of Meeting and any other matters that may properly come before the Meeting.

Shareholders must mark the boxes directing its proxy how to vote. If no voting instructions are indicated on the appointment of proxy form, the proxy will be voted as recommended by management or as the proxyholder sees fit (in the latter case, if management is not appointed as proxy).

### By order of the Board



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Tony Walsh, Company Secretary

Dated: 15 March 2024

## EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for Shareholders in connection with the business to be conducted at the Annual General Meeting of the Company to be held at The Celtic Club 48 Ord Street, West Perth WA 6005 on 3 May 2024 commencing at 3.00pm (WST).

The purpose of this Explanatory Memorandum is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the resolutions in the accompanying Notice of Meeting.

This Explanatory Memorandum should be read in conjunction with the Notice Meeting. Capitalised terms in this Explanatory Memorandum are defined in the Glossary.

### FINANCIAL STATEMENTS AND REPORTS

In accordance with section 317 of the Corporations Act, Shareholders will be offered the opportunity to discuss the Annual Report, including the financial report, the Directors' report and the auditor's report for the financial year ended 31 December 2023.

There is no requirement for Shareholders to approve the Annual Report.

At the Meeting, Shareholders will be offered a reasonable opportunity to:

- discuss the Annual Report which is available online from the Company's website [www.legendmining.com.au](http://www.legendmining.com.au);
- ask questions about, or comment on, the management of the Company; and
- ask the auditor questions about the conduct of the audit, the preparation and content of the auditor's report, accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about:

- the content of the auditor's report; and
- the conduct of the audit,

may be submitted no later than 5 business days before the Meeting to the Company Secretary at the Company's registered office.

### RESOLUTION 1 – RE-ELECTION OF MARK WILSON AS A DIRECTOR

#### 1.1 General

Mr. Mark Wilson was first appointed as a Director, on 13 May 2005 and served as the Company's Managing Director until 5 May 2023 when he was elected as Executive Chair of the Board and when Mr. Oliver Kiddie was appointed as Managing Director of the Company (see ASX Announcement dated 16 March 2023 for further details). As a result, pursuant to article 7.3(c) of the Constitution, Mr. Mark Wilson must stand for re-election.

In accordance with Listing Rule 14.5, an entity which has directors must hold an election of directors at each annual general meeting (at least one director must stand for election or re-election). Pursuant to article 7.3(c) of the Constitution, one third of the Company's directors (excluding Directors required to retire under article 7.3(j)) must retire at each annual general meeting.

These requirements for a Director to retire do not apply to a Managing Director.

Article 7.3(f) of the Constitution states that a retiring Director shall be eligible for re-election.

Accordingly, Resolution 1 provides that Mr. Wilson will retire by rotation at this Meeting and, being eligible, offers himself for re-election.

Resolution 1 is an ordinary resolution, requiring it to be passed by a simple majority of votes cast by the Shareholders entitled to vote.

The Chair intends to exercise all available proxies in favour of Resolution 1.

#### 1.2 Director's Biography

Mr. Mark Wilson, MIEAust CPEng, is a Member of the Institution of Engineers, Australia and a Chartered Professional Engineer with an Associateship in Civil Engineering from Curtin University in Western Australia. He has an extensive business background, mainly in corporate management and project engineering. This has included site management of remote construction projects and ten years of

commercial construction as a founding proprietor of a Perth based company. Since 1995 he has held executive, non-executive, consulting and owner roles in resource focused companies.

Mr. Mark Wilson served as the Company's Managing Director from 13 May 2005 until 5 May 2023 when he was elected as Executive Chair of the Board and when Mr. Oliver Kiddie was appointed as Managing Director of the Company.

Mr. Wilson has not held any former public company directorships in the last three years.

Following enquiry, the Board have determined that Mr. Wilson is not independent as he is an Executive Director of the Company.

### 1.3 Directors' Recommendation

The Directors, except Mr. Wilson, recommend that Shareholders vote in favour of Resolution 1.

## RESOLUTION 2 – ADOPTION OF REMUNERATION REPORT

### 2.1 General

In accordance with subsection 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders. The Annual Report contains the Remuneration Report, which sets out the remuneration policy for the Company and the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

The Remuneration Report has been sent to Shareholders who have made an election to receive the Annual Report. Copies of the Annual Report are available by contacting the Company's share registry or visiting the Company's web site [www.legendmining.com.au](http://www.legendmining.com.au).

In accordance with subsection 250R(3) of the Corporations Act, Resolution 2 is advisory only and does not bind the Directors. If Resolution 2 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

If the Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive annual general meetings, Shareholders will have the opportunity to remove the whole Board except the Managing Director.

Where a resolution on the Remuneration Report receives a Strike at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution (**Spill Resolution**) on whether another meeting should be held (within 90 days) at which all Directors (other than the Managing Director) who were in office at the date of approval of the applicable Directors' report must stand for re-election.

The Company's Remuneration Report did not receive a Strike at the 2023 annual general meeting (in respect of the financial year ending 31 December 2022). Accordingly, a Spill Resolution is not relevant for this Annual General Meeting. If the Remuneration Report receives a Strike at this Meeting, Shareholders should be aware that if a second Strike is received at the 2025 annual general meeting (in respect of the financial year ending 31 December 2024), this will result in another meeting being held within 90 days at which resolutions will be put to Shareholders for the re-election of the Directors other than the Managing Director and any director appointed since the Remuneration Report was approved by the Board.

The Chair will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on, the Remuneration Report.

Resolution 2 is an ordinary resolution.

## GLOSSARY

In this Explanatory Memorandum and the Notice of Meeting, the following terms have the following meanings unless the context otherwise requires:

<b>Annual Report</b>	means the Directors' report, the annual financial report and auditor's report in respect of the financial year ended 31 December 2023.
<b>ASX</b>	means ASX Ltd ABN 98 008 624 691 and, where the context requires, the Australian Securities Exchange operated by ASX Ltd.
<b>Board</b>	means the board of Directors of the Company.
<b>Chair</b>	means the person appointed to chair the Meeting, or any part of the Meeting, convened by this Notice of Meeting.
<b>Closely Related Party</b>	of a member of the Key Management Personnel means: <ul style="list-style-type: none"><li>• a spouse or child of the member;</li><li>• a child of the member's spouse;</li><li>• a dependent of the member or the member's spouse;</li><li>• anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;</li><li>• a company the member Controls; or</li><li>• a person prescribed by the Corporations Regulations 2001 (Cth).</li></ul>
<b>Company</b>	means Legend Mining Limited ABN 22 060 966 145.
<b>Constitution</b>	means the Company's constitution, as amended from time to time.
<b>Control</b>	has the meaning given to that term in the Corporations Act.
<b>Corporations Act</b>	means <i>Corporations Act 2001</i> (Cth).
<b>Director</b>	means a director of the Company.
<b>Explanatory Memorandum</b>	means this explanatory memorandum, which accompanies and forms part of this Notice of Meeting.
<b>Key Management Personnel</b>	has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.
<b>Listing Rules</b>	means the listing rules of ASX.
<b>Meeting</b>	means the annual general meeting of the Company convened by the Notice of Meeting.
<b>Notice or Notice of Meeting</b>	means the notice of annual general meeting accompanying this Explanatory Memorandum.
<b>Proxy Form</b>	means the proxy form enclosed with this Notice of Meeting.
<b>Remuneration Report</b>	means the remuneration report of the Company outlined in the Annual Report.
<b>Resolution</b>	means a resolution contained in this Notice of Meeting.
<b>Share</b>	means a fully paid ordinary share in the capital of the Company.
<b>Shareholder</b>	means the holder of a Share.
<b>Spill Resolution</b>	has the meaning given in Section 2.1 of this Notice of Meeting.
<b>Strike</b>	has the meaning given in Section 2.1 of this Notice of Meeting.
<b>WST</b>	means Australian Western Standard Time.

Your proxy voting instruction must be received by **3.00pm (WST) on Wednesday, 01 May 2024**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

### YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

### STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

### DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

### STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

### SIGNING INSTRUCTIONS

**Individual:** Where the holding is in one name, the Shareholder must sign.

**Joint holding:** Where the holding is in more than one name, all Shareholders should sign.

**Power of attorney:** If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

**Email Address:** Please provide your email address in the space provided.

**By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.**

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

### Lodging your Proxy Voting Form:

#### Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

**Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.**



#### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

[meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

#### BY FACSIMILE:

+61 2 8583 3040

#### All enquiries to Automic:

##### WEBSITE:

<https://automicgroup.com.au/>

##### PHONE:

1300 288 664 (Within Australia)  
+61 2 9698 5414 (Overseas)



