
LEGEND MINING LIMITED

ABN 22 060 966 145

NOTICE OF ANNUAL GENERAL MEETING

TIME: 10.00 AM (WST)

DATE: 30 MAY 2005

PLACE: LEVEL 5

50 COLIN STREET

WEST PERTH

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 professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (08) 9322-3700.

TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The General Meeting of the Shareholders of the Company which this Notice of Meeting relates to will be held at 10.00 am (WST) on 30 May 2005:

Level 5
50 Colin Street
West Perth

YOUR VOTE IS IMPORTANT

The business of the General Meeting affects your shareholding and your vote is important.

VOTING IN PERSON

To vote in person, attend the General Meeting on the date and at the place set out above.

VOTING BY PROXY

To vote by proxy, please complete and sign the proxy form enclosed:

- (a) send the proxy form by post to Legend Mining Limited, PO Box 626, WEST PERTH WA 6872; or
- (b) by facsimile to the Company on facsimile number (08) 9322 3800,

so that it is received not later than 10.00 am WST on 28 May 2005.

Proxy forms received later than this time will be invalid.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of Legend Mining Limited will be held at Level 5, 50 Colin Street, West Perth at 10.00 am (WST) on 30 May 2005. The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the proxy form are part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders of the Company on 28 May 2005 at 5.00 pm.

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

AGENDA

1 REPORTS AND ACCOUNTS

To receive and consider the Annual Report for the Company for the year ended 31 December 2004 comprising the Financial Report, Directors' Report, Review of Operations and Independent Audit Report.

2 RESOLUTION 1 – RE-ELECTION OF A DIRECTOR – MR IAN D COWDEN

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

"That, Mr Ian D Cowden being a director of the Company retires by rotation in accordance with article 12.2 of the Constitution and, being eligible, is hereby re-elected as a director of the Company."

3 RESOLUTION 2 – RATIFICATION OF ISSUE TO CAPTAIN STARLIGHT NOMINEES PTY LTD

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 4,290,000 Shares, 2,000,000 2008 Options and 1,000,000 2007 Options to Captain Starlight Nominees Pty Ltd on the terms and conditions in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this resolution by Captain Starlight Nominees Pty Ltd and any of its associates.

4 RESOLUTION 3 – RATIFICATION OF ISSUE TO MAPLE LEAF CAPITAL

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 20,000,000 Shares at an average issue price of 10.77 cents each together with 14,000,000 free 2007 Options to Maple Leaf Capital on the terms and conditions in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this resolution by Maple Leaf Capital and any of its associates.

DATED: 26 APRIL 2005

BY ORDER OF THE BOARD

**LEGEND MINING LIMITED
COMPANY SECRETARY**

Voting Exclusion Note:

Where a voting exclusion applies, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the proxy form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders of the Company in connection with the business to be conducted at the Annual General Meeting to be held at Level 5, 50 Colin Street, West Perth on 30 May 2005 at 10.00 am (WST).

This purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

1 RESOLUTION 1 – RE-ELECTION OF A DIRECTOR – MR IAN D COWDEN

Article 12.1 of the Constitution requires that if the Company has three or more Directors, one third of those Directors must retire at each annual general meeting. The Director who has been the longest in office is the Director who is required to retire at the General Meeting. Where 2 Directors were appointed on the same date, the Directors may agree who is to retire or in the event that no agreement can be reached the Director to retire is to be determined by drawing lots.

Mr Cowden and Mr Atkins are the last Directors to be re-appointed. Mr Cowden and Mr Atkins have decided that Mr Cowden shall retire by rotation at the AGM.

Article 12.2 of the Constitution provides that a Director who retires under Article 12.2 is eligible for re-election.

Pursuant to these Articles Mr Cowden will retire by rotation and seeks re-election as a director.

Mr Cowden (FAusIMM CPGeo MAIG) is a consulting geologist who has had over 30 years experience in the exploration and mining industry worldwide. He has held executive and senior positions in junior explorers and major international mining companies, with emphasis on feasibility studies and successful development and mining of a range of commodities including gold and silver. He is currently a director of Liberty Gold NL.

2 RESOLUTION 2 – RATIFICATION OF ISSUE TO CAPTAIN STARLIGHT NOMINEES PTY LTD

2.1 General

On 15 February 2005, 4,290,000 Shares and 2,000,000 2008 Options were issued to Captain Starlight Nominees Pty Ltd as nominee for Findlay and Co Stockbrokers (Underwriters) Pty Limited (**Findlay and Co**) as consideration for services provided to the Company by Findlay and Co. On 20 April 2005, a further 1,000,000 2007 Options were issued to Captain Starlight Nominees Pty Ltd as nominee for Findlay and Co as consideration for services provided to the Company by Findlay and Co. Resolution 2 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of 4,290,000 Shares, 2,000,000 2008 Options and 1,000,000 2007 Options.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% threshold set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

2.2 Technical information required by ASX Listing Rule 7.5

The following information is provided in relation to the Shares, 2007 Options and 2008 Options issued pursuant to Resolution 2 in accordance with ASX Listing Rule 7.5:

- (a) the 4,290,000 Shares, 2,000,000 2008 Options and 1,000,000 2007 Option were issued to Captain Starlight Nominees Pty Ltd as nominee for Findlay and Co. Neither Captain Starlight Nominees Pty Ltd or Findlay and Co are related parties or associates of the Company;
- (b) the Shares and 2008 Options were allotted and issued on 15 February 2005;
- (c) the 2007 Options were allotted and issued on 20 April 2005;
- (d) the deemed issue price of each of the Shares was 6 cents. The 2007 Options and the 2008 Options were issued for no cash consideration and did not have a deemed issue price;
- (e) the Shares issued were all fully paid ordinary shares in the capital of the Company;
- (f) the 2008 Options were issued on the terms and conditions set out in section 2.3 below;
- (g) the 2007 Options were issued on the terms and conditions set out in section 2.4 below; and
- (h) no funds were raised by the issue of the Shares, the 2008 Options or the 2007 Options the subject of Resolution 2 as these securities were provided as consideration for services provided to the Company by Findlay and Co Stockbrokers (Underwriters) Pty Limited.

2.3 Terms of 2008 Options

The material terms and conditions of the 2008 Options are as follows:

- (a) each 2008 Option entitles the holder to one (1) fully paid ordinary share in the capital of the Company;
- (b) the 2008 Options are exercisable at any time on or before 5.00pm (WST) on 7 February 2008 (**Expiry Date**);
- (c) the 2008 Option exercise price is 10 cents each;
- (d) the 2008 Options are freely transferable;
- (e) the 2008 Options will not be listed for quotation on ASX;
- (f) all the Shares issued upon exercise of the 2008 Options will rank pari passu in all respects with the Company's then issued Shares. The Company will apply for official quotation by ASX of all Shares issued upon exercise of the 2008 Options;
- (g) there are no participating rights or entitlements inherent in the 2008 Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the 2008 Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 7 business

days after the issue is announced. This will give optionholders the opportunity to exercise their 2008 Options prior to the date for determining entitlements to participate in any such issue.

- (h) in the event the Company proceeds with a pro rata issue (except a bonus issue) of securities to the holders of Shares after the date of issue of the 2008 Options, the exercise price of the 2008 Options will be adjusted in accordance with the formula set out in ASX Listing Rule 6.22.2;
- (i) in the event of a bonus issue to the holders of the Shares the number of securities over which a 2008 Option is exercisable may be increased by the number of securities which the holder of the 2008 Option would have received if the 2008 Option had been exercised before the record date for the bonus issue; and
- (j) if at any time the issued capital of the Company is reconstructed, all rights of an optionholder are to be changed in a manner consistent with the ASX Listing Rules.

2.4 Terms of the 2007 Options

The material terms and conditions of the 2007 Options are as follows:

- (a) each 2007 Option entitles the holder to one (1) fully paid ordinary share in the capital of the Company;
- (b) the 2007 Options are exercisable at any time on or before 5.00pm (WST) on 20 April 2007 (**Expiry Date**);
- (c) the 2007 Option exercise price is 20 cents each;
- (d) the 2007 Options are freely transferable;
- (e) the 2007 Options will not be listed for quotation on ASX;
- (f) all the Shares issued upon exercise of the 2007 Options will rank pari passu in all respects with the Company's then issued Shares. The Company will apply for official quotation by ASX of all Shares issued upon exercise of the 2007 Options;
- (g) there are no participating rights or entitlements inherent in the 2007 Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the 2007 Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 7 business days after the issue is announced. This will give optionholders the opportunity to exercise their 2007 Options prior to the date for determining entitlements to participate in any such issue.
- (h) in the event the Company proceeds with a pro rata issue (except a bonus issue) of securities to the holders of Shares after the date of issue of the 2007 Options, the exercise price of the 2007 Options will be adjusted in accordance with the formula set out in ASX Listing Rule 6.22.2;
- (i) in the event of a bonus issue to the holders of the Shares the number of securities over which a 2007 Option is exercisable may be increased by the number of securities which the holder of the 2007 Option would

have received if the 2007 Option had been exercised before the record date for the bonus issue; and

- (j) if at any time the issued capital of the Company is reconstructed, all rights of an optionholder are to be changed in a manner consistent with the ASX Listing Rules.

3 RESOLUTION 3 – RATIFICATION OF ISSUE TO MAPLE LEAF CAPITAL

3.1 General

On 20 April 2005, the Company agreed to issue 20,000,000 Shares at an average issue price of 10.77 cent each together with 14,000,000 free 2007 Options to Maple Leaf Capital. Resolution 3 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of these Shares and the 2007 Options.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% threshold set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

3.2 Technical information required by ASX Listing Rule 7.5

The following information is provided in relation to the Shares and 2007 Options issued pursuant to Resolution 3 in accordance with ASX Listing Rule 7.5:

- (a) 20,000,000 Shares and 14,000,000 2007 Option were allotted and issued to Maple Leaf Capital (a London based institution). Maple Leaf Capital is not a related party or associate of the Company;
- (b) the Shares and 2007 Option were allotted and issued on 20 April 2005;
- (c) the average issue price of each of the Shares was 10.77 cents and the 2007 Options were issued no consideration;
- (d) the Shares issued were all fully paid ordinary shares in the capital of the Company;
- (e) the 2007 Options were issued on the terms set out in section 2.4 above; and
- (f) \$2,154,000 was raised from the issue and these funds will be used to support the current 3 rig drilling programmes at Gidgee and for working capital.

GLOSSARY

ASX means the Australian Stock Exchange Limited.

ASX Listing Rule means a Listing Rule of the ASX.

Company or Legend means Legend Mining Limited (ABN 22 060 966 145).

Constitution means the constitution of the Company.

Explanatory Statement means this Explanatory Statement.

General Meeting means the general meeting convened by this Notice.

Notice means this Notice of Meeting.

2007 Option means an option to acquire a Share on the terms set out in section 2.4 of the Explanatory Memorandum.

2008 Option means an option to acquire a Share on the terms set out in section 2.3 of the Explanatory Memorandum.

Share means a fully paid ordinary Share of the Company.

LEGEND MINING LIMITED
ABN 22 060 966 145

Instructions for Completing 'Appointment of Proxy' Form

1. A member entitled to attend and vote at a Meeting is entitled to appoint not more than two proxies to attend and vote on their behalf. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes.
2. A duly appointed proxy need not be a member of the Company. In the case of joint holders, all must sign.
3. Corporate shareholders should comply with the execution requirements set out on the proxy form or otherwise with the provisions of Section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:
 - directors of the company;
 - a director and a company secretary of the company; or
 - for a proprietary company that has a sole director who is also the sole company secretary – that director.

For the Company to rely on the assumptions set out in Section 129(5) and (6) of the Corporations Act, a document must appear to have been executed in accordance with Section 127(1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of Section 127(1) or (2) as applicable. In particular, a person who witnesses the affixing of a common seal and who is the sole director and sole company secretary of the company must state that next to his or her signature.

4. Completion of a proxy form will not prevent individual shareholders from attending the meeting in person if they wish. Where a shareholder completes and lodges a valid proxy form and attends the meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the meeting.
5. Where a proxy form or form of appointment of corporate representative is lodged and is executed under power of attorney, the power of attorney must be lodged in like manner as this proxy.
6. To vote by proxy, please complete and sign the proxy form enclosed:
 - (a) send the proxy form by post to Legend Mining Limited PO Box 626, WEST PERTH WA 6872; or
 - (b) by facsimile to the Company on facsimile number (08) 9322 3800,

so that it is received not later than 10.00 am WST on 28 May 2005.

Proxy forms received later than this time will be invalid.