

LEGEND MINING LIMITED  
ABN 22 060 966 145

NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY MEMORANDUM

AND

PROXY FORM

**Date of Meeting**  
Monday, 20 May 2013

**Time of Meeting**  
11.00am (WST)

**Place of Meeting**  
The Celtic Club  
48 Ord Street  
West Perth WA 6005

*This Notice of Annual General 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 2012 Annual Report may be viewed 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 hereby 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 Monday, 20 May 2013 at 11.00am (WST) for the purpose of transacting the following business.

**ORDINARY BUSINESS**

**2012 Financial Statements**

To receive and consider the financial statements of the Company for the financial year ended 31 December 2012, consisting of the financial report, the Directors' Report and the Auditor's Report.

**Resolution 1 – Re-election of Mr Michael Atkins as a Non-Executive Director**

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

*"That for purpose of clause 15.4 of the Company's Constitution and for all other purposes, Mr Michael Atkins, having retired by rotation as a Non-Executive Director of the Company and being eligible, having offered himself for re-election, be re-elected as a Director of the Company."*

**Short Explanation:** pursuant to the Company's Constitution, one-third of the Directors of the Company (other than the Managing Director) must retire at each AGM and, being eligible, may offer themselves for re-election.

**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 for the adoption of the Remuneration Report as contained in the Company's 2012 Annual Report."*

**Short Explanation:** section 250R of the Corporations Act requires a listed company to put to Shareholders at each AGM a resolution adopting the report on the remuneration of the Company's Directors and senior managers included in the Company's Annual Report. The above resolution is being proposed to comply with this requirement. The vote on this resolution is advisory and does not bind the Company's Directors.

**Voting Prohibition:** A vote on Resolution 2 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; and
- (b) a Closely Related Party of such a member (including spouses, dependents and controlled companies).

However, a person described above may cast a vote on Resolution 2 if:

- (a) the person does so as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution; and
- (b) the vote is not cast on behalf of a person described above.

The Chairperson, acting as proxy (by appointment or by default), is authorised to vote all undirected proxies in favour of Resolution 2.

**Resolution 3 – Re-election of Derek Waterfield as a Director**

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

*"That Mr Derek Waterfield, having been appointed since the previous AGM, retires as a Director of the Company in accordance with the Company's Constitution and, being eligible, having offered himself for re-election in accordance with clause 15.3 of the Company's Constitution, be elected a Director of the Company."*

**Short Explanation:** Pursuant to the Company's Constitution, a director appointed to fill a casual vacancy must retire at the next AGM of the entity and, if eligible, may offer himself for election.

A proxy form is attached.

To be valid, properly completed proxy forms must be received by the Company no later than 4.30pm (WST) on Friday, 17 May 2013:

- by post at Advanced Share Registry, PO Box 1156, Nedlands WA 6906; or
- by facsimile within Australia: +61 8 9389 7871.

By order of the Board



Dennis Wilkins  
Company Secretary  
Date: 15 April 2013

## PROXIES

A Shareholder entitled to attend and vote at the above meeting may appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the Shareholder's voting rights.

A proxy may, but need not be, a Shareholder of the Company.

The instrument appointing the proxy must be in writing, executed by the appointor or his attorney duly authorised in writing or, if such appointor is a corporation, either under seal or under hand of an officer duly authorised.

The instrument of proxy (and the power of attorney or other authority, if any, under which it is signed) must be lodged by person, post, courier or facsimile and reach the registered office of the Company at least 48 hours prior to the meeting. For the convenience of Shareholders a Proxy Form is enclosed.

## ENTITLEMENT TO VOTE

For the purposes of regulation 7.11.37 of the Corporations Regulations 2001, the Company determines that members holding ordinary Shares at 5.00pm (WST) on 18 May 2013 will be entitled to attend and vote at the AGM.

## 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.

## EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the Shareholders of Legend Mining Limited ABN 22 060 966 145 (Company) 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 Monday, 20 May 2013 commencing at 11.00am (WST).

The Directors recommend that Shareholders read this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

Terms used in this Explanatory Memorandum will, unless the context otherwise requires, have the same meaning given to them in the glossary as contained in this Explanatory Memorandum.

At the AGM, Shareholders will be asked to consider the following Resolutions:

- re-electing Mr Michael Atkins as a Non-Executive Director, who retires by rotation in accordance with the Company's Constitution;
- adopting the Remuneration Report; and
- re-electing Mr Derek Waterfield as a Director.

### Financial and Other Reports

As required by section 317 of the Corporations Act, the financial statements for the financial year ended 31 December 2012 and the accompanying Directors Report, Directors' Declaration and Auditor's Report will be laid before the meeting.

Neither the Corporations Act, nor the Company's Constitution requires a vote on the reports. However, the Shareholders will have an opportunity to ask questions about the report at the AGM.

### Resolution 1 – Re-election of Mr Michael Atkins as a Non - Executive Director

#### 1.1 Introduction

Mr Michael Atkins was appointed as a Director of the Company on 27 February 2003.

In accordance with Listing Rule 14.4, no director of the Company (except a Managing Director) may hold office (without re-election) past the third AGM following the director's appointment or 3 years, whichever period is longer, without submitting himself or herself for re-election. Clause 15.4 of the Company's Constitution also requires that one third of the Company's directors must retire at each AGM. Accordingly, Mr Atkins retires by rotation 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 on it.

#### 1.2 Director's Biography

Michael Atkins is a Fellow of the Australian Institute of Company Directors and was a founding partner of a national Chartered Accounting practice from 1979 to 1987 and was a Fellow of the Institute of Chartered Accountants in Australia until resigning in June 2011.

Since 1987 Mr Atkins has been involved in the executive management of several publicly listed resource companies with operations in Australia, USA, South East Asia and Africa. Mr Atkins was Managing Director and later a Non-Executive Director of Claremont Petroleum NL and Beach Petroleum NL during 1990 and 1991 during their reconstruction, and then remained as a Non-Executive Director until 1995. He was also founding Executive Chairman of Gallery Gold Limited until 1998, and remained a Non-Executive Director until 2000.

Since February 2009 Mr Atkins has been a Director - Corporate Finance at Patersons Securities Limited where he advises on the formation of, and capital raising for, emerging companies in the Australian resources sector.

He is currently Non-Executive Chairman of Azumah Resources Ltd and a Non-Executive Director of Enterprise Uranium Ltd. Previously he has been a Director of Matsa Resources Limited and Westgold Resources Limited.

#### 1.3 Directors' Recommendation

All the Directors except Mr Atkins who has an interest in this Resolution recommend that Shareholders vote in favour of Resolution 1.

### Resolution 2 – Adoption of Remuneration Report

#### Introduction

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the Remuneration Report be adopted must be put to the Shareholders for consideration. However, such a resolution is advisory only and does not bind the Directors or the Company.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Meeting.

The Remuneration Report contains:

- information about the Board's policy for determining the nature and amount of remuneration of the Directors and senior executives of the Company;
- a description of the relationship between the Company's remuneration policy and the Company's performance;
- a summary of performance conditions for each of the Directors and senior executives, including a summary of why they were chosen and how performance is measured against them; and
- remuneration details for each Director and for each of the Company's specified executives.

The Remuneration Report, which is part of the 2012 Annual Report, has been sent to Shareholders who have made an election to receive the Annual Report. Copies of the 2012 Annual Report are available by contacting the Company's share register or visiting the Company's web site [www.legendmining.com.au](http://www.legendmining.com.au).

### 2.1 Voting on the Remuneration Report

In accordance with section 250R(4) of the Corporations Act, a vote on the Remuneration Report Resolution must not be cast (in any capacity) by or on behalf of either the following persons:

- a member of the Key Management Personnel, whose remuneration details are included in the Remuneration Report; and
- a Closely Related Party of such a member (including spouses, dependents and controlled companies).

However, a person described above may cast a vote on the Resolution 2 if:

- the person does so as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 2; and
- the vote is not cast on behalf of a person described above.

The Chairperson, acting as proxy (by appointment or by default), is authorised to vote all undirected proxies in favour of Resolution 2. Shareholders may choose to direct the Chairman to vote for or against Resolution 2 or to abstain from voting.

### 2.2 Directors' Recommendation

All the Directors recommend that Shareholders vote in favour of Resolution 2.

## Resolution 3 – Re-election of Derek Waterfield as a Director

### 3.1 General

Mr Derek Waterfield was appointed an Executive Director on 1 November 2012.

Clause 15.3 of the Company's Constitution and Listing Rule 14.14 requires that any director appointed by the Board during the year to either fill a casual vacancy or as an addition to the Board, must retire at the next annual general meeting following his or her appointment, but is eligible for re-election at that meeting. Mr Waterfield therefore retires at the forthcoming annual general meeting, and being eligible, offers himself for re-election at that meeting.

Resolution 3 is an ordinary resolution, requiring it to be passed by a simple majority of votes cast by the Shareholders entitled to vote on it.

### 3.2 Director's Biography

Mr Waterfield is a Member of the Australian Institute of Geoscientists and a graduate of the University of Queensland (B.Sc. Hons). Mr Waterfield is a geologist with 24 years' experience in gold, base metals, iron ore, nickel and uranium exploration throughout Australia and Cameroon.

Derek started his career with CRA Exploration Pty Limited and has held senior exploration leadership positions with Normandy Mining and Newmont Australia, and led the team that discovered the Moolart Well gold deposit in the Duketon Belt 350km north of Kalgoorlie. He was Exploration Manager at Legend Mining for five years managing Legend's WA and Cameroon projects. More recently he has been Exploration Manager for Enterprise Metals Ltd responsible for gold, iron ore, uranium and base metal exploration in WA.

### 3.3 Directors' Recommendation

All the Directors except Mr Waterfield who has an interest in this Resolution recommend that Shareholders vote in favour of Resolution 3.

## GLOSSARY

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

<b>AGM</b>	means an Annual General Meeting
<b>Annual Report</b>	means the Directors' Report, the Financial Report and Auditor's Report in respect of the financial year ended 31 December 2012.
<b>Associate</b>	has the same meaning as defined in Section 11 and Sections 13 to 17 of the Corporations Act.
<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>Closely Related Party</b>	has the same meaning as defined in Section 9 of the Corporations Act.
<b>Company</b>	means Legend Mining Limited ABN 22 060 966 145
<b>Corporations Act</b>	means Corporations Act 2001 (Cth).
<b>Director</b>	means a director of the Company.
<b>Explanatory Memorandum</b>	means this information attached to the Notice, which provides information to Shareholders about the Resolutions contained in the Notice.
<b>Key Management Personnel</b>	has the same meaning as defined in Section 9 of the Corporations Act.
<b>Listing Rules</b>	means the listing rules of ASX.
<b>Meeting</b>	has the meaning in the introductory paragraph of the Notice.
<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 Annual General 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 the Notice.
<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>WST</b>	means Australian Western Standard Time.

Legend Mining Limited  
 C/- Advanced Share Registry  
 PO Box 1156  
 NEDLANDS WA 6906  
 Facsimile: +61 8 9389 7871

Name of Shareholder (s) \_\_\_\_\_

Address of Shareholder (s) \_\_\_\_\_

**STEP 1** Appoint Proxy to Vote on Your Behalf

I / We being a member / s of Legend Mining Limited hereby appoint

the Chairman of the meeting **OR**

PLEASE NOTE: leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own names (s)

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Legend Mining Limited to be held at The Celtic Club, 48 Ord Street, West Perth Western Australia on Monday, 20 May 2013 at 11.00 am (WST) and at any adjournment or postponement of that meeting.

The Chairman intends to vote all available proxies in favour of the resolutions.

**Important – if the Chairman of the meeting is your proxy or is appointed as your proxy by default**

The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 2. If the Chairman of the meeting is your proxy or is appointed your proxy by default, unless you indicate otherwise by ticking either the 'for', or 'against' or 'abstain' box in relation to Resolution 2, you will be authorising the Chairman to vote in accordance with the Chairman's voting intentions on Resolution 2 even if Resolution 2 is connected directly or indirectly with the remuneration of a member of key management personnel.

If you wish to appoint the Chairman as your proxy and you do not wish to direct the Chairman how to vote, please mark X in the box. By marking this box, you acknowledge that the Chairman may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him/her other than as a proxy holder will be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman will not cast your votes on the resolution and your votes will not be counted in calculating the required majority if a poll is called on the resolution.

**STEP 2** Resolutions of Business PLEASE NOTE: if you mark the Abstain box for an Resolution, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority

		For	Against	Abstain
Resolution 1	Re-election of Michael Atkins as a Non-Executive Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Derek Waterfield as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

This Proxy is appointed to represent \_\_\_\_\_% of my voting right, or if 2 proxies are appointed Proxy 1 represents \_\_\_\_\_% and Proxy 2 represents \_\_\_\_\_% of my total votes. My total voting right is \_\_\_\_\_ shares.

**SIGN** Signature of Security holder – Please sign here

Individual or Shareholder 1	Joint Shareholder 2	Joint Shareholder 3

Sole Director & Sole Company Secretary

Director / Company Secretary

Director

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2013

## INSTRUCTIONS FOR APPOINTMENT OF PROXY

1. A Shareholder entitled to attend and vote is entitled to appoint no more than two proxies to attend and vote at this Annual General Meeting as the Shareholder's proxy. A proxy need not be a Shareholder of the Company.
2. Where more than one proxy is appointed, each proxy must be appointed to represent a specific proportion of the Shareholder's voting rights. If such appointment is not made then each proxy may exercise half of the Shareholder's voting rights. Fractions shall be disregarded.
3. The proxy form must be signed personally by the Shareholder or his attorney, duly authorised in writing. If a proxy is given by a corporation, the proxy must be executed in accordance with its constitution or its duly authorised attorney. In the case of joint Shareholders, this proxy must be signed by each of the joint Shareholders, personally or by a duly authorised attorney.
4. If a proxy is executed by an attorney of a Shareholder, then the original of the relevant power of attorney or a certified copy of the relevant power of attorney, if it has not already been noted by the Company, must accompany the proxy form.
5. To be effective, forms to appoint proxies must be received by the Company by 4.30pm (WST) on Friday, 17 May 2013 by post or facsimile to the respective addresses stipulated in this proxy form.
6. The Chairman will cast all available proxies in favour of the Resolutions.
7. If the proxy form specifies a way in which the proxy is to vote on any of the resolutions stated above, then the following applies:
  - (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way; and
  - (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
  - (c) if the proxy is the Chairperson, the proxy must vote on a poll and must vote that way, and
  - (d) if the proxy is not the Chairperson, the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way.
8. If a proxy is also a Shareholder, the proxy can cast any votes the proxy holds as a Shareholder in any way that the proxy sees fit.