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**LEGEND MINING LIMITED**  
**ACN 060 966 145**

**NOTICE OF ANNUAL GENERAL MEETING**

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**The Annual General Meeting of the Company will be held at the Celtic Club, 48 Ord Street, West Perth, Western Australia on Thursday, 28 May 2009 at 11.00am (WST).**

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**LEGEND MINING LIMITED**  
**ACN 060 966 145**

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## **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 Western Australia on Thursday, 28 May 2009 at 11.00am (WST) ("Meeting"). The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of this Notice.

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on 26 May 2009 at 5.00pm (WST). Terms and abbreviations used in this Notice and the Explanatory Memorandum are defined on page 3 of this Notice.

## **AGENDA**

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### **Financial Report**

To receive the financial report of the Company for the year ended 31 December 2008 together with a Directors' report in relation to that financial year and the auditor's report on the financial report.

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### **1. Resolution 1 – Remuneration Report**

To consider, and if thought fit pass as an ordinary resolution, the following:

*"That the Remuneration Report be adopted by the Shareholders on the terms and conditions in the Explanatory Memorandum."*

The provisions of the Corporations Act provide that Resolution 1 need only be an advisory vote of Shareholders. Accordingly, Resolution 1 is advisory only and does not bind the Directors. Of itself, a failure of Shareholders to pass Resolution 1 will not require the Directors to alter any of the arrangements in the Remuneration Report.

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### **2. Resolution 2 – Re-election of Mr Michael Atkins as a Director**

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

*"That Mr Michael Atkins, who retires in accordance with the Constitution and, being eligible, offers himself for re-election, be re-elected as a Director."*

Dated 22 April 2009  
By Order of the Board



Brett White  
Joint Company Secretary

## **EXPLANATORY MEMORANDUM**

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### **Introduction**

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at the Celtic Club, 48 Ord Street, West Perth, Western Australia on Thursday, 28 May 2009 at 11.00am (WST) ("Meeting").

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### **Financial Report**

The Company has sent to shareholders the Annual Report. This includes the financial report for the year ended 31 December 2008, a Directors' report in relation to that financial year and the auditor's report on the financial report.

There is no requirement for Shareholders to approve these reports. However, the Chairman will allow a reasonable opportunity for Shareholders to ask questions or make comments about those reports and the management of the Company. Shareholders will also be given a reasonable opportunity to ask the auditor questions about the conduct of the audit and the preparation and content of the auditor's report.

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

- the preparation and content of the Auditor's Report;
- the conduct of the audit;
- 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.

may be submitted no later than 5 business days before the meeting date to the Company's auditor, John Van Dieren (refer to the Corporate Directory in the 2008 Annual Report).

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### **1. Resolution 1 – Remuneration Report**

Pursuant to section 250R(2) of the Corporations Act, the Company is required to put the Remuneration Report to the vote of Shareholders. The Annual Report contains a Remuneration Report which sets out the remuneration policy for the Company and reports the remuneration arrangements in place for the executive director, specified executives and non-executive directors of the Company.

The provisions of the Corporations Act provide that Resolution 1 need only be an advisory vote of Shareholders. Accordingly, Resolution 1 is advisory only and does not bind the Directors. Of itself, a failure of Shareholders to pass Resolution 1 will not require the Directors to alter any of the arrangements in the Remuneration Report; however, the Board will take the outcome of the vote into consideration when considering the remuneration policy.

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

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## 2. Resolution 2 – Re-election of Mr Michael Atkins

Article 15.4 of the Constitution requires that one third of the Directors must retire at each annual general meeting. Article 15.4 provides that a Director who retires under Article 15.4 is eligible for re-election. Pursuant to these Articles, Mr Michael Atkins will retire by rotation and seeks re-election accordingly.

A brief CV of Mr Atkins is included in the Annual Report.

The Board believes that Mr Atkins has performed the duties and responsibilities of a director diligently and professionally, in the best interests of all Shareholders. The Board unanimously supports the re-election of Mr Atkins.

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## 3. Action to be taken by Shareholders

Shareholders should read this Explanatory Memorandum carefully before deciding how to vote on the Resolutions. A Proxy Form is attached to the Notice. 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 attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions provided. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

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### Definitions

In this Explanatory Memorandum and Notice:

**"Annual Report"** means the Annual Report of the Company for the year ended 31 December 2008, a copy of which was lodged with the ASX on 21 April 2009.

**"Article"** means an article of the Constitution.

**"Board"** means the board of Directors.

**"Company"** means Legend Mining Limited ACN 060 966 145.

**"Constitution"** means the Constitution of the Company.

**"Corporations Act"** means the *Corporations Act 2001* (Cth).

**"Director"** means a director of the Company.

**"Explanatory Memorandum"** means the explanatory memorandum to the Notice.

**"Meeting"** has the meaning given in the introductory paragraph of the Notice.

**"Notice"** means this notice of meeting.

**"Proxy Form"** means the proxy form attached to the Notice.

**"Remuneration Report"** means the remuneration report of the Company contained in the Annual Report.

**"Resolution"** means a resolution contained in this Notice.

**"Schedule"** means a schedule to this Notice.

**"Share"** means a fully paid ordinary share in the capital of the Company.

**"Shareholder"** means a shareholder of the Company.

**"WST"** means Western Standard Time, being the time in Perth, Western Australia.

**LEGEND MINING LIMITED**  
ACN 060 966 145

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**PROXY FORM**

The Company Secretary  
Legend Mining Limited

**By delivery:** Second Floor,  
640 Murray St  
West Perth WA 6005

**By post:** PO Box 626  
West Perth WA 6872

**By facsimile:** (08) 9212 0611

I/We <sup>1</sup> \_\_\_\_\_

of \_\_\_\_\_

being a Shareholder/Shareholders of the Company and entitled to \_\_\_\_\_

votes in the Company, hereby appoint <sup>2</sup> \_\_\_\_\_

or failing such appointment the Chairman of the annual general meeting as my/our proxy to vote for me/us on my/our behalf at the annual general meeting of the Company to be held at the Celtic Club, 48 Ord Street, West Perth Western Australia on Thursday, 28 May 2009 at 11.00am (WST) and at any adjournment thereof in the manner indicated below or, in the absence of indication, as he thinks fit. If 2 proxies are appointed, the proportion or number of votes of this proxy is authorised to exercise is \* [ ]% of the Shareholder's votes\*/ [ ] of the Shareholder's votes. (An additional Proxy Form will be supplied by the Company, on request).

**INSTRUCTIONS AS TO VOTING ON RESOLUTIONS**

**IMPORTANT:**

The Chairman of the annual general meeting intends to vote undirected proxies in favour of the Resolution.

The proxy is to vote for or against the Resolution referred to in the Notice as follows:

		<b>For</b>	<b>Against</b>	<b>Abstain</b>
Resolution 1	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr Michael Atkins as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Authorised signature/s** This section **must** be signed in accordance with the instructions overleaf to enable your voting instructions to be implemented.

Individual or Shareholder 1

\_\_\_\_\_

Sole Director and Sole Company Secretary

Shareholder 2

\_\_\_\_\_

Director

Shareholder 3

\_\_\_\_\_

Director/Company Secretary

\_\_\_\_\_

Contact Name

\_\_\_\_\_

Contact Daytime Telephone

\_\_\_\_\_

Date

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<sup>1</sup>Insert name and address of Shareholder

<sup>2</sup>Insert name and address of proxy

\*Omit if not applicable

**Proxy Notes:**

A Shareholder entitled to attend and vote at the annual general meeting may appoint a natural person as the Shareholder's proxy to attend and vote for the Shareholder at that annual general meeting. If the Shareholder is entitled to cast 2 or more votes at the annual general meeting the Shareholder may appoint not more than 2 proxies. Where the Shareholder appoints more than one proxy the Shareholder may specify the proportion or number of votes each proxy is appointed to exercise. If such proportion or number of votes is not specified each proxy may exercise half of the Shareholder's votes. A proxy may, but need not be, a Shareholder of the Company.

If a Shareholder appoints a body corporate as the Shareholder's proxy to attend and vote for the Shareholder at that annual general meeting, the representative of the body corporate to attend the annual general meeting must produce the Certificate of Appointment of Representative prior to admission. A form of the certificate may be obtained from the Company's share registry.

You must sign this form as follows in the spaces provided:

Joint Holding:                    where the holding is in more than one name all of the holders must sign.

Power of Attorney:            if signed under a Power of Attorney, you must have already lodged it with the registry, or alternatively, attach a certified photocopy of the Power of Attorney to this Proxy Form when you return it.

Companies:                      a Director can sign jointly with another Director or a Company Secretary. A sole Director who is also a sole Company Secretary can also sign. Please indicate the office held by signing in the appropriate space.

If a representative of the corporation is to attend the annual general meeting the appropriate "Certificate of Appointment of Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's Share Registry.

Proxy Forms (and the power of attorney or other authority, if any, under which the Proxy Form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be deposited at or received by facsimile transmission at the Perth office of the Company or by post to Second Floor, 640 Murray Street, West Perth, WA 6005, or Facsimile (08) 9212 0611 if faxed from within Australia or +61 8 9212 0611 if faxed from outside Australia not less than 48 hours prior to the time of commencement of the annual general meeting (WST).