
LEGEND MINING LIMITED

ACN 060 966 145

NOTICE OF ANNUAL GENERAL MEETING

**The Annual General Meeting of the Company will be held
at the Celtic Club, 48 Ord Street, West Perth, Western Australia
on Thursday, 26 May 2011 at 11.00am (WST).**

LEGEND MINING LIMITED
ACN 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, Western Australia on Thursday, 26 May 2011 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 24 May 2011 at 5.00pm (WST). Terms and abbreviations used in this Notice and the Explanatory Memorandum are defined on page 6 of this Notice.

AGENDA

Financial Report

To receive the Financial Report of the Company for the year ended 31 December 2010 together with a Directors' Report in relation to that financial year and the Auditor's Report on the Financial Report.

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.

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

To consider, and if thought fit, pass as an ordinary resolution, 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."

3. Resolution 3 – Change of Audit Firm

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

"That for the purposes of section 327B of the Corporations Act, Stantons International Audit and Consulting Pty Ltd, trading as Stantons International, be appointed as auditors of the Company with effect from close of the Meeting, and the Directors be authorised to set their remuneration, subject to ASIC approval."

4. Resolution 4 – Ratification of previous issue of shares

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

"That the shareholders ratify and approve the issue of 2,000,000 Shares for the purposes as set out in the Explanatory Memorandum."

Short Explanation: Approval is sought under Listing Rule 7.4 to allow the Company to ratify the issue and allotment of these securities. Please refer to the Explanatory Memorandum for details.

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who participated in the issue and any associates of those persons.

The Company need not disregard a vote on Resolution 4 if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on a 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 a Proxy Form to vote as the proxy decides.
-

Dated 19 April 2011
By Order of the Board



Brett White
Joint Company Secretary

NOTES

These Notes form part of the Notice.

Right to vote

The Directors have determined that, for the purpose of voting at the Meeting, shareholders are those persons who are the registered holders of shares at 5.00pm (WST) on Tuesday, 24 May 2011.

Appointment of proxies

Each shareholder entitled to vote at the Meeting may appoint a proxy to attend and vote at the Meeting. A proxy need not be a shareholder of the Company and can be an individual or a body corporate.

A body corporate appointed as a shareholder's proxy may appoint a representative to exercise any of the powers the body may exercise as a proxy at the Meeting. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

A shareholder 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.

Lodgement of proxy documents

For an appointment of a proxy for the Meeting to be effective:

- the proxy's appointment; and
- if the appointment is signed by the appointor's attorney – the authority under which the appointment was signed (eg a power of attorney) or a certified copy of it,

must be received by the Company at least 48 hours before the Meeting.

The following addresses are specified for the purposes of receipt of proxies:

By delivery:
Second Floor
640 Murray Street
West Perth WA 6005

By post:
PO Box 626
West Perth WA 6872

By fax:
+ 61 8 9212 0611

Bodies corporate

A body corporate may appoint an individual as its representative to exercise any of the powers the body may exercise at meetings of a company's shareholders. The appointment may be a standing one.

Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a meeting or in voting on a resolution.

The representative should bring to the meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

LEGEND MINING LIMITED
ACN 060 966 145

EXPLANATORY MEMORANDUM

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, 26 May 2011 at 11.00am (WST) ("Meeting").

Financial Report

The Company has sent to shareholders the Annual Report. This includes the Financial Report for the year ended 31 December 2010, 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 five business days before the meeting date to the Company's auditor, John Van Dieren (refer to the Corporate Directory in the 2010 Annual Report).

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.

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.

3. Resolution 3 – Change of Auditors

Due to an internal restructure of Stantons International Pty Ltd (trading as Stantons International) a new authorised audit company, Stantons International Audit and Consulting Pty Ltd trading as Stantons International, has been incorporated. In accordance with the Corporations Act 2001 there is a requirement for shareholders to approve the appointment of Stantons International Audit and Consulting Pty Ltd trading as Stantons International as the Auditor of the Company because the existing auditors have resigned as part of this restructure. Accordingly the Directors seek to appoint Stantons International Audit and Consulting Pty Ltd trading as Stantons International as auditors of the Company.

Pursuant to section 328 of the Corporations Act, Stantons International Audit and Consulting Pty Ltd trading as Stantons International, having been nominated by a Shareholder (please refer to Schedule 2 of this Explanatory Memorandum for a copy of the nomination letter), has given its consent to act as auditor of the Company and has not withdrawn its consent. Under the Corporations Act, the resignation of an auditor is subject to approval by ASIC and appointment of a new auditor (albeit under a restructure of an existing auditor firm) is subject to approval of the Shareholders in general meeting. The existing auditors have sought ASIC approval to resign and the Company seeks approval at the Meeting for Stantons International Audit and Consulting Pty Ltd trading as Stantons International to be appointed auditor of the Company, subject to receiving this ASIC approval. The Directors have confidence in the independence, professionalism and competence of Stantons International Audit and Consulting Pty Ltd trading as Stantons International, and therefore the Directors support this nomination.

4. Resolution 4 – Ratification of previous issue of Shares

On 8 March 2011 the Company issued 2,000,000 Shares at a deemed issue price of 5.1 cents to Kouankap Nono Gus Djibril pursuant to an agreement for services.

Resolution 4 therefore seeks approval under Listing Rule 7.4 to ratify the issue of 2,000,000 Shares for the purposes of Listing Rule 7.1, which provides generally that a company may not issue shares equal to more than 15% of the Company's issued share capital in any 12 months without obtaining shareholder approval. Although the issue of 2,000,000 shares did not exceed this amount, seeking approval under the Listing Rules allows for the Company in future to issue a further 15% of its issued capital without further reference to the Shares issued under this resolution.

Listing Rule 7.5 requires the Company to provide the following information to shareholders in order to obtain shareholder approval pursuant to Listing Rule 7.4:

- the number of Shares issued was 2,000,000;
- the Shares were issued to Kouankap Nono Gus Djibril pursuant to an agreement for services and therefore no funds were raised by the issue of the Shares.
- None of the allottees of the Shares were related parties;
- the Shares were issued at a deemed issue price of 5.1 cents, the Shares rank equally in all respects with all of the existing ordinary shares on issue;
- a voting exclusion statement is included in the Notice.

5. 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.

Schedule 1

DEFINITIONS

In this Explanatory Memorandum and Notice:

"**Annual Report**" means the Annual Report of the Company for the year ended 31 December 2010, a copy of which was lodged with the ASX on 21 April 2011.

"**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.

Words defined in this Schedule which are also used in the Explanatory Memorandum have the corresponding meaning as set out in this Schedule.

Schedule 2

Chester Nominees Pty Ltd
10 Chester Road
CLAREMONT WA 6010

5 April 2011

The Directors
Legend Mining Limited
Level 2, 640 Murray Street
West Perth WA 6005

Dear Sirs

Auditor Nomination

For the purposes of section 328B(3) of the Corporations Act, in my capacity as a shareholder of Legend Mining Limited, I nominate Stantons International Audit and Consulting Pty Ltd trading as Stantons International as the Company's proposed new auditors, assuming that ASIC gives its consent to the resignation by the Company's current auditors.

Yours faithfully

A handwritten signature in black ink, appearing to read 'M. W. v' followed by a long horizontal line that curves upwards at the end.

Mark Wilson
Director

LEGEND MINING LIMITED
ACN 060 966 145

PROXY FORM

The Company Secretary
Legend Mining Limited

By delivery: Second Floor, 640 Murray Street, West Perth WA 6005
By post: PO Box 626, West Perth WA 6872
By fax: (08) 9212 0611

I/We ¹ _____

of _____

being a shareholder/shareholders of the Company and entitled to _____

votes in the Company, hereby appoint ² _____

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, 26 May 2011 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 two 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:

		For	Against	Abstain*
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"/>
Resolution 3	Change of Audit Firm	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Ratification of previous issue of shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

* If you mark the Abstain box for a particular item of business, you are directing your proxy not to vote on that item on a show of hands or on a poll and your shares will not be counted in computing the required majority on a poll.

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

¹Insert name and address of shareholder

²Insert 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 two or more votes at the annual general meeting the shareholder may appoint not more than two 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 the Company, not less than 48 hours prior to the time of commencement of the annual general meeting (WST) at the following addresses as specified:

By delivery:
Second Floor
640 Murray Street
West Perth WA 6005

By post:
PO Box 626
West Perth WA 6872

By fax:
+ 61 8 9212 0611