



20 September 2007

Dear Shareholder

Please find enclosed a Notice of General Meeting that seeks shareholder approval for a new up to date Constitution and for the distribution in specie of the 34 million Apex Minerals NL (Apex) shares received following the disposal of the Gidgee Gold Project. This meeting is to be held at 11am on Thursday, 25 October 2007 at the Celtic Club, 48 Ord Street, West Perth.

Tax File Number Request

This distribution in specie of the Apex shares has potential taxation issues for Legend shareholders as explained in the Explanatory Statement in Section 2.17. As a result, if you have not already done so, Legend requests that you complete the attached Tax File Number Request. By completing and signing the Tax File Number Request and returning it to us as soon as possible, Legend will be able to send you 100% of the distribution in specie regardless of whether the ATO considers some or all of the distribution in specie to be a dividend.

Annual Report Election Form

The Australian Government recently introduced legislation changing the default option for receiving annual reports. Companies are no longer required to mail out printed annual reports to shareholders. Instead, you can now make an election as follows:

- (a) make a written request for a hard copy annual report to be mailed to you; or
- (b) make a written request for an electronic copy of the annual report to be emailed to you.

If you make no election the Company will do nothing, however, the annual report will be available on the Company's website at <http://www.legendmining.com.au> for you to view or download at your convenience.

Yours faithfully

Michael Atkins
Chairman
Legend Mining Limited

For personal use only

Notice of General Meeting and Explanatory Statement

General Meeting to be held at
The Celtic Club, 48 Ord Street, West Perth
on 25 October 2007 commencing at 11.00am WST

LEGEND MINING LIMITED
ABN 22 060 966 145

This Notice of General Meeting and Explanatory Statement 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 without delay.

Notice of General Meeting

Notice is hereby given that a General Meeting of Shareholders of Legend Mining Limited will be held at The Celtic Club, 48 Ord Street, West Perth, Western Australia on Thursday, 25 October 2007 at 11.00am (WST). The Explanatory Statement which accompanies and forms part of this Notice of General Meeting describes the various matters to be considered.

Ordinary Business

1. Resolution 1 – Replacement of Constitution

To consider and, if thought fit, to pass, the following resolution as a **special resolution**:

“That, for the purposes of Section 136(2) of the Corporations Act and for all other purposes, the Constitution be replaced with immediate effect with the Constitution available for inspection at the general meeting.”

2. Resolution 2 – Reduction of capital and distribution in specie

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

“That, subject to the passing of Resolution 1, for the purposes of Section 256C(1) of the Corporations Act and for all other purposes, the issued share capital of the Company be reduced by the Company making a pro-rata distribution in specie of up to 34 million fully paid ordinary shares in Apex Minerals NL ABN 22 098 612 974 to all holders of ordinary shares in the Company at the Record Date and on the terms and conditions set out in the Explanatory Statement accompanying this Notice of General Meeting.”

Explanatory Statement

The Explanatory Statement accompanying this Notice of General Meeting is incorporated in and comprises part of this Notice of General Meeting.

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

Proxies

Please note that:

- (a) a member of the Company entitled to attend and vote at the General Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) 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.

The enclosed proxy form provides further details on appointing proxies and lodging proxy forms.

“Snap-shot” Time

The Company may specify a time, not more than 48 hours before the meeting, at which a “snap-shot” of Shareholders will be taken for the purposes of determining Shareholder entitlements to vote at the meeting.

The Directors have determined that all Shares that are quoted on ASX at 5.00pm WST on 23 October 2007 shall, for the purposes of determining voting entitlements at the General Meeting, be taken to be held by the persons registered as holding the Shares at that time.

Corporate Representative

Any corporate Shareholder who has appointed a person to act as its corporate representative at the meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that Company’s representative. The authority may be sent to the Company and/or registry in advance of the meeting or handed in at the meeting when registering as a corporate representative. An appointment of Corporate Representative form is enclosed if required.

By Order of the Board of Directors



Anthony Michael Walsh
Company Secretary
Legend Mining Limited

20 September 2007

Explanatory Statement

The purpose of this Explanatory Statement 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 General Meeting. This Explanatory Statement should be read in conjunction with the Notice of General Meeting. Capitalised terms in this Explanatory Statement are defined in the Glossary.

1. Resolution 1- Replacement of Constitution

Resolution 2 contemplates a reduction in the share capital account of the Company by an equal return of capital to Shareholders comprising the distribution in specie of up to 34 million fully paid ordinary shares in the capital of Apex.

For the purposes of certainty, the Directors consider it necessary to amend the Constitution to specifically provide for a reduction of capital including, but not limited to, a distribution of shares in another company to its Shareholders, in this case, Apex. Clause 11 of the replacement Constitution will provide:

"11 Reduction of Capital

The Company may by resolution of a type specified in Section 256C of the Corporations Act, reduce its share capital in any way not otherwise provided under the Corporations Act including, but not limited to, distributing securities of any other body corporate to Members and for the Members to be bound by the constitution of that body corporate, subject to the reduction being fair and reasonable to the Company's Members as a whole; and not materially prejudicing the Company's ability to pay its creditors."

The Directors have also formed the view that this is an appropriate time for the Company to adopt a new constitution which is up to date and fully compliant with all ASIC and ASX requirements for a public listed company, taking into account the numerous legislative changes which have occurred over the years since the Company's current constitution was originally adopted. Accordingly, in addition to the specific power referred to above for the distribution in specie of Shares in Apex, there will be available at the meeting, and upon request to the company secretary at any time prior to the meeting, a copy of the proposed new Constitution the subject of Resolution 1.

2. Resolution 2 - Distribution in Specie

2.1 The Resolution

The reduction of capital by way of a distribution in specie to Shareholders is an equal capital reduction under the Corporations Act. Pursuant to Section 256C of the Corporations Act, an equal reduction must be approved by an ordinary resolution passed at a general meeting of the Company.

As provided in Section 256B of the Corporations Act, the Company may only reduce its share capital if the reduction:

- (a) is fair and reasonable to the Shareholders as a whole; and
- (b) does not materially prejudice the Company's ability to pay its creditors; and
- (c) is approved by Shareholders under Section 256C of the Corporations Act.

The Board is of the view that the capital reduction proposed pursuant to the Resolution is fair and reasonable to Shareholders for the reasons set out in this Explanatory

Statement and that the reduction of capital will not prejudice the Company's ability to pay its creditors.

2.2 Overview

The Company has entered into the Sale Agreement in return for payment of \$11,000,000 at completion, and contingent consideration of \$5,000,000 if Apex produces and disposes of 250,000 troy ounces of gold from the Sale Agreement tenements.

On 13 August 2007 Legend advised the market that completion of the Sale Agreement had occurred, and that the consideration of \$11,000,000 payable had been satisfied by the issue of 34 million Apex Shares at a deemed issue price of \$0.323529 each.

The Company has invested in excess of \$30.3 million in the assets sold to Apex. The Company is proposing a return of capital and intends to effect this return of capital by way of a distribution in specie to its Shareholders of up to 34 million Apex Shares issued to the Company under the Sale Agreement, by way of an equal reduction of capital under section 256C of the Corporations Act. Based on the latest available closing price of Apex Shares on ASX prior to the date of this Notice, this will have the effect of reducing the capital of the Company by \$35,020,000 and at the same time, delivering value to the Legend Shareholders for nil consideration.

The number of Apex Shares which the Board intends to distribute to the Legend Shareholders is a maximum of 34 million Apex Shares or such lesser number of Apex Shares which the Board deems appropriate for the Company to retain in order to be able to meet the Company's capital gains tax (CGT) liability (if any) arising out of the proposed Distribution. Further comments are made below in paragraph 2.15 in relation to the Company's tax liability arising out of the proposed Distribution.

Shareholders should note that failure to notify the Company of their Tax File Number could mean that the Company may need to retain part of the Distribution for Australian taxation purposes.

The Corporations Act restricts Legend from disposing of the Distribution shares to Shareholders within 12 months of their issue, by way of the proposed in specie distribution, without Legend issuing a prospectus.

In addition, the Corporations Act restricts the Shareholders from on-selling their Distribution Shares acquired as a result of the distribution in specie, within the first 12 months after receiving them under the proposed in specie distribution.

In accordance with ASIC Regulatory Guide 188, ASIC has granted relief from these restrictions. The effect of the relief is that Legend is able to transfer the Distribution shares by way of the proposed in specie distribution without issuing a prospectus, and, Shareholders are free to sell their Distribution shares at any time should they wish to do so.

Legend confirms that this Notice of Meeting is substantially the same as that provided to ASIC pursuant to the application for relief under ASIC Regulatory Guide 188.

2.3 Proposed Timetable

The Distribution will occur as soon as possible after approval of resolutions 1 and 2..

Key dates for the proposed Distribution are set out below which may change within the Board's discretion:

Event	Business Day
Shareholder Meeting The Company advises ASX that Shareholder approval for the reduction of capital has been obtained.	25 October 2007
From the commencement of trading, Shares trade on an "ex entitlement" basis.	29 October 2007
Record Date to determine entitlement of Legend Shareholders to Apex Shares.	5pm WST on 2 November 2007
Distribution to Legend Shareholders	12 November 2007
Anticipated commencement of trading in Apex Shares distributed to Legend Shareholders	13 November 2007

2.4 Effect of Equal Reduction of Capital on the Company

The equal reduction of capital will have the effect of reducing the Company's total and net assets and reducing the Company's total equity.

By way of an example, the following scenarios give a range of possibilities based upon the lowest and highest market price of Apex Shares in the last 4 months and the market price of Apex Shares at the date of this Notice of Meeting:

Scenario One – Apex Share Price 55 cents at the Record Date

The Company's total net assets will be reduced by \$18,700,000 which equates to the market value of the Apex Shares in this scenario and equates to approximately 2 cents per Share (based on the number of Shares on issue as at the date of the Notice of Meeting and assuming that no other Shares will be issued before the Record Date). All 34 million Apex Shares will be distributed in specie to Shareholders.

Scenario Two – Apex Share Price \$1.22 at the Record Date

The Company's total net assets will be reduced by a maximum return of capital of \$41,480,000 which equates to the market value of the Apex Shares in this scenario and equates to approximately 4.44 cents per Share (based on the number of Shares on issue as at the date of the Notice of Meeting and assuming that no other Shares will be issued before the Record Date). Up to 34,000,000 Apex Shares will be distributed in specie to Shareholders. Subject to capital gains tax advice, the Company will retain sufficient Apex Shares to meet its CGT liabilities, if any.

Scenario Three – Apex Share Price \$1.03 at 19 September 2007 and at the Record Date

The Company's total net assets will be reduced by \$35,020,000 which equates to the market value of the Apex Shares in this scenario and equates to approximately 3.75 cents per Share (based on the number of Shares on issue as at the date of the Notice of Meeting and assuming that no other Shares will be issued before the Record Date). Up to 34,000,000 Apex Shares will be distributed in specie to Shareholders. Subject to capital gains tax advice, the Company may retain sufficient Apex Shares to meet its CGT liabilities, if any.

Note that until the variables of the market value of the Apex Shares and the number of Shares on issue are known, on the Record Date, the Company cannot provide more accurate information. Given the significant fluctuation that has occurred in the Apex Share price since the Sale Agreement was entered into on 1 May 2007, the Board considers that further information such as a pro forma balance sheet, using an assumed Apex Share price and an estimated capital reduction amount, to demonstrate the effect of the capital reduction on Legend, would be potentially misleading and therefore has not been included in this Notice of General Meeting.

2.5 Effect of the Proposed Equal Reduction of Capital on Shareholders

Under the proposed equal reduction of capital, assuming all 34 million Apex Shares are distributed in specie, Shareholders will receive a pro-rata distribution in specie of Apex Shares of approximately 1 Apex Share for every 27.5 Shares held on the Record Date (rounded down to the nearest whole number), based on the number of Shares on issue as at the date of this Notice of Meeting and assuming that no other Shares are issued before the Record Date. If the outstanding Options in the Company which are most likely to be exercised at exercise prices of 4 cents and 10 cents each, are exercised before the Record Date and assuming all 34 million Apex Shares are distributed in specie, the distribution ratio would be changed to 1 Apex Share for every 35.68 Shares held.

The Reduction Amount depends on the market value of the 34 million Apex Shares and the number of Shares on issue as at the Record Date.

Accordingly, until the dollar amount of the market value of the Apex Shares on the Record Date is known, and until the number of Shares on issue on the Record Date is known, the Reduction Amount cannot be determined. The Board intends to make this known by ASX announcement as soon after the Record Date as is practically possible.

2.6 Effect of the Proposed Equal Reduction of Capital on Optionholders

The equal reduction of capital will have the effect of reducing the exercise price of Options issued by the Company which remain unexercised after the Record Date.

By way of an example, the following scenarios give a range of possibilities based upon the lowest and highest market price of Apex Shares in the last 4 months and the market price of Apex Shares at the date of this Notice of Meeting.

Scenario One – Apex Share Price 55 cents at the Record Date

The exercise price of any outstanding Options on the Record Date will be reduced by 2 cents per Option based on the number of Shares on issue as at the date of the Notice of Meeting and assuming that no other Shares will be issued before the Record Date.

Scenario Two – Apex Share Price \$1.22 at the Record Date

The exercise price of any outstanding 4 cent Options on the Record Date will be reduced by a maximum of 4 cents per 4 cent Option based on the number of Shares on issue as at the date of the Notice of Meeting and assuming that no other Shares will be issued before the Record Date. The exercise price of any outstanding Options with an exercise price of 8 cents or higher on the Record Date will be reduced by a maximum of 4.44 cents per Option based on the number of Shares on issue as at the date of the Notice of Meeting and assuming that no other Shares will be issued before the Record Date.

Scenario Three – Apex Share Price \$1.03 at 19 September 2007 and at the Record Date

The exercise price of any outstanding Options on the Record Date will be reduced by 3.75 cents per Option based on the number of Shares on issue as at the date of the Notice of Meeting and assuming that no other Shares will be issued before the Record Date.

Note that until the variables of the market value of the Apex Shares and the number of Shares on issue on the Record Date are known, the Company cannot provide more accurate information.

2.7 Advantages and Disadvantages of the Capital Reduction

The principal advantage of the equal reduction of capital to Shareholders is that Shareholders will retain an interest in the development of the assets being disposed of under the Sale Agreement through their individual pro-rata shareholding in Apex Shares.

Shareholders will retain their shareholding in the Company at the Record Date.

None of the Apex Shares distributed to Shareholders will be restricted from being traded on ASX. They will all be freely tradeable by all Shareholders.

The principle behind the Distribution is that by having the opportunity to receive and retain Apex Shares, Shareholders may choose to retain an indirect interest in the assets by virtue of a shareholding in Apex instead of the shareholding in Legend. Alternatively, Shareholders may elect to sell their Apex Shares on or off market following the Distribution, to realise the value of the Apex Shares. This is a personal decision for all Shareholders.

A disadvantage of the reduction of capital to Shareholders is that the Apex Shares may not hold their value determined at the Record Date, and, Shareholders are being asked to approve the Distribution now without knowing with certainty what the number of Apex Shares each Shareholder will be entitled to receive under the Distribution, or what the value of the Apex Shares will be on the Record Date. It is possible that the Shareholders may approve the Distribution now and the Apex Shares could fall in value, with the result that Shareholders will receive less in value when the Distribution is made than might be assumed to be the case at the time the resolution is being considered by Shareholders.

A further disadvantage of the reduction of capital is that Option holders are being asked to consider the exercise of their Options before they will know what the reduced exercise price of the Options will be following the Distribution, in relation to any Options which are not exercised by the Record Date. In the same way that the Reduction Amount for the Shares cannot be determined now, until the dollar amount of the market value of the Apex Shares on the Record Date is known, and until the number of Shares on issue on the Record Date is known, the reduced exercise price per Option cannot be determined and therefore the adjusted exercise price of the remaining Options cannot be determined yet in accordance with Listing Rule 7.22.3.

This is a disadvantage for Option holders, because the decision to exercise any Options needs to be made, and exercise completed, before the Record Date, and therefore before the adjusted Option exercise price can be determined for any outstanding Options after the Distribution date.

2.8 Capital Structure of the Company

The capital structure of the Company as at the date of the Notice of General Meeting was:

No. of fully paid ordinary shares	No. of listed Options to acquire Shares	No. of unlisted Options to acquire Shares
934,845,103	147,205,493 expiring 31 July 2008 exercisable at \$0.04 each	129,000,000 expiring 31 July 2008 exercisable at \$0.04 each
		2,000,000 expiring 7 February 2008 exercisable at \$0.10 each
		1,500,000 expiring 30 July 2009 exercisable at \$0.30 each
		3,450,000 expiring 20 May 2012 exercisable at \$0.08 each

At the Record Date the capital structure of the Company will be the same presuming no further Shares are issued, except that some of the Options may have been exercised and a corresponding number of fully paid ordinary shares will be issued.

Following the Distribution, the capital structure of the Company will be the same presuming no further Shares are issued, except that some more of the Options may have been exercised by the Record Date, and the exercise price of any Options remaining after the Record Date will be reduced by the Reduction Amount.

2.9 Directors' Interests

The following table sets out the Directors' interests in Shares as at the date of the Notice of Meeting and the number of Apex Shares which they will receive pursuant to the capital reduction, in their capacity as Shareholders, assuming for this purpose that a distribution ratio of 1 Apex Share for every 27.5 Shares held is applied.

Director	Shares	Maximum Number of Apex Shares to be received
Michael Atkins	1,506,667	55,395
Mark Wilson	21,100,000	775,785
Dermot Ryan	1,020,000	37,502

Messrs Atkins, Wilson and Ryan have advised the Company that it is their current intention to exercise the total 20,051,667 Options they collectively hold at the date of this Notice. This will further entitle Messrs Atkins, Wilson and Ryan to a maximum of 729,153 Apex Shares pursuant to the capital reduction.

2.10 Directors' Recommendations

After a comprehensive assessment of all available material information, the Directors believe that Resolution 2 and the proposed Distribution is in the best interests of Shareholders.

2.11 Background Information on Apex

Following the Distribution, Shareholders will become shareholders in Apex, an ASX listed company with continuously quoted securities. Apex is a disclosing entity and is subject to regular reporting and continuous disclosure requirements under the ASX Listing Rules and the Corporations Act. Copies of documents lodged in relation to Apex with ASIC may be obtained for a fee from, or inspected at, an office of ASIC. Copies of Apex's announcements to ASX may be obtained from ASX's website at www.asx.com.au. A list is set out in Appendix C to this Notice of Meeting. If you would like a copy of the documents lodged with ASIC in relation to Apex, please contact Legend on (08) 9212 0600. In addition, ASX maintains files containing publicly available information for all listed companies and as such, Apex's file is available for inspection at ASX during normal office hours.

The principal activities of Apex are exploration and evaluation with a particular emphasis on gold. The Board of Apex currently comprises non-executive Chairman Kim Robinson, Managing Director and Chief Executive Officer Mark Ashley, executive directors Mark Bennett and Glenn Jardine, and non executive director Stephen Lowe. The company secretary is Graham Anderson.

The current capital structure of Apex at the date of this Notice of Meeting is as follows:

No. of fully paid ordinary shares	No. of unlisted Options to acquire Shares
302,075,491	19,730,000

The highest and lowest recorded sale prices of Apex Shares as traded on ASX during the 4 months prior to the date of the Notice of General Meeting, and the respective dates of those sales were:

Date	Highest Price	Date	Lowest Price
27 June 2007	\$1.22	21 May 2007	\$0.55

The latest available closing price of Apex Shares on ASX prior to the date of the Notice of General Meeting was \$1.03.

2.12 Further information including the rights attaching to Apex Shares, and the general and specific risk factors which may affect Apex and the value of its securities are set out in Appendices A and B to this Notice of Meeting. Shareholders should become aware of the general and specific risks which the Directors consider are applicable to Apex and may affect Apex and the value of its' securities.

2.13 The Effect of the Distribution on Apex

The proposed reduction of capital and Distribution to be undertaken by the Company will not have an impact on Apex other than increasing the number of Apex shareholders. The Distribution will not change the capital structure of Apex, and it will not have an impact on the financial position of Apex.

2.14 Intentions of the Company following the Distribution

The Company will continue to seek to extract maximum Shareholder value from further mineral exploration and development opportunities as disclosed to ASX and

Shareholders from time to time. The Company's Shares are quoted on ASX and, as such, is subject to regular reporting and disclosure obligations. Copies of documents lodged in relation to the Company with ASIC may be obtained for a fee from, or inspected at, an office of ASIC. Copies of the Company's announcements to ASX may be obtained from ASX's website at www.asx.com.au or from the Company's website at www.legendmining.com.au. In addition, ASX maintains files containing publicly available information for all listed companies and as such, the Company's file is available for inspection at ASX during normal office hours. Following completion of the Distribution, the Company intends to focus its exploration efforts on its Gum Creek, Pilbara and Mt Gibson projects, and any appropriate new projects which may be identified.

2.15 Information concerning the Company's Shares and the Distribution

The rights attaching to the Shares in the Company will not be altered by the proposed capital reduction and Distribution. The exercise price of Options not exercised on the Record Date will be adjusted, to be reduced by the Reduction Amount, in accordance with the requirements of Listing Rule 7.22.3.

The Board intends to disclose this information as soon as practically possible after the Record Date, along with other key information such as the number of Apex Shares to be distributed, the Reduction Amount, and the information on which that is based, namely the number of Shares on issue on the Record Date and the market value of the Apex Shares on the Record Date.

2.16 Taxation – Company

The Distribution will result in a disposal for CGT purposes of Apex Shares by the Company at the time of the Distribution. The Apex Shares will be deemed to have been disposed of by the Company for capital proceeds equal to their market value on the Distribution date. The cost base of the Apex Shares will be \$11 million, being the market value of the assets at the Sale Agreement date given in exchange for the Apex Shares acquired. The Company will derive a capital gain where the market value of the Apex Shares on the Distribution date exceeds this cost base. Conversely it will incur a capital loss if their market value is less than the cost base of (approximately) \$11 million. It follows that the Company will not be able to calculate whether a capital gain or loss arises until such time as the Distribution occurs.

The Company has estimated that losses which will be available to offset any capital gain in the 2008 tax year are in the order of \$33.2 million. As it is possible for the Company to make a distribution in specie of more than the cost base and the losses available (being \$44.2 million) in value of Apex Shares, it is possible for the capital gain to exceed the cost base and the losses available to the Company in the 2008 year. Accordingly, the Company may have a CGT liability in relation to the Distribution of Apex Shares to its Shareholders.

The Board has resolved to retain and at the appropriate time, sell sufficient Apex Shares to ensure that the Company has adequate funds to meet this tax liability (if any at all) arising from the capital gain it may make.

2.17 Taxation – Shareholders

The information in this section should not be viewed as specific tax advice and is intended as a general guide only. Each Shareholder should obtain specific taxation

advice on the treatment of the Distribution, taking into account their particular circumstances.

The summary in this section contains a general description of the tax consequences that could arise for Shareholders as a consequence of the Distribution. Shareholders who are not residents of Australia for tax purposes should also seek their own guidance in relation to the likely taxation consequences arising from the Distribution under the laws of the country of their residence and in Australia.

The general description in this section is only relevant to the Australian taxation position of Shareholders who hold Shares on capital account and does not apply to Shareholders who hold Shares on revenue account or as trading stock.

Distribution not a dividend

The distribution in specie of Apex Shares which is treated as a Return of Capital will not be considered a dividend for income tax purposes in the hands of Shareholders unless the Commissioner of Taxation determines that the integrity provision contained in section 45B of the Income Tax Assessment Act 1936 has application.

The Commissioner of Taxation has the power under section 45B to determine that, after considering relevant circumstances, the Return of Capital is in essence a dividend substitution scheme, and conclude that the Distribution (in part or in whole) is an unfranked dividend.

Whilst ultimately this is a matter for the Commissioner of Taxation to determine, based on the latest available closing price of Apex Shares at the date of this Notice, the Company has obtained taxation advice that concludes it is unlikely a determination will be made by the Commissioner that section 45B applies to any part of the Distribution. The Company has sought a Class Ruling from the Australian Taxation Office ('ATO') that seeks agreement from the ATO that section 45B will not have application. The Company will make a market announcement once the Class Ruling is published.

CGT consequences of the Distribution

The Return of Capital will trigger CGT event G1 as there is a payment (which includes a distribution in specie of the Company's property) made by the Company to its Shareholders which is not considered to be a dividend. CGT event G1 generally results in a reduction in the Shareholders' cost base of their shareholding in the Company. The reduction for each Shareholder will be equal to the market value of the Apex Shares distributed to that Shareholder, market value being determined on the day the Distribution occurs.

A capital gain will arise for those Shareholders who have a cost base on their shareholding in the Company which is less than the market value of the Apex shares distributed to them. The cost base of the Apex Shares to the Shareholders will be their market value on the Distribution date.

For the purposes of working out at the time of a subsequent sale of Apex Shares whether the Apex Shareholder derives a discount capital gain, the Apex Shares are deemed to have been acquired by the Apex Shareholder on the Distribution date. If any part of the Distribution is treated as a dividend in the hands of Shareholders (see previous comment on section 45B), then in calculating the reduction in cost base or capital gain on their shareholding in the Company under CGT event G1, the dividend component will be excluded.

CGT consequences of sale of Shares after Record Date

A person who is a registered ordinary Shareholder in the Company on the Record Date acquires a right to receive the Return of Capital. This right is a separate asset for CGT purposes from the shareholding in the Company. The right continues in existence even where Shares in the Company are sold before the Distribution date. Where the Shares in the Company are sold by the Shareholder before the Distribution occurs, CGT event C2 then applies at the time of the Distribution.

The Shareholder will derive a capital gain if the market value of the Apex Shares received under the Distribution is greater than the cost base of the right. The cost base of the right will generally be nil, as the full cost base (or reduced cost base in the event of a capital loss) would have been applied in working out a capital gain or capital loss on the earlier sale of Shares in the Company.

It follows that for Shareholders in this position, CGT event C2 will result in a capital gain equal to the market value of the Apex Shares at the time of the Distribution. In calculating whether this gain is a discount capital gain, the rights are considered to have been acquired at the time Shares in the Company were acquired.

Whilst Shareholders who are not resident of Australia will generally not be subject to Australian CGT under CGT event G1 or CGT event C2, they are advised to seek taxation advice specific to their own circumstances.

Where part of Distribution is a dividend

If the ATO determines that some part of the Distribution should be treated as a dividend for income tax purposes, then the following issues will arise.

- The dividend component will be assessable income to Australian-resident Shareholders as an unfranked dividend.
- For Australian-resident Shareholders who have not advised the Company of their Tax File Number (TFN) prior to the Distribution, the Company will have an obligation to remit 46.5% withholding tax to the ATO based on the value of the dividend. All Australian-resident Shareholders have been asked to advise the Company of their TFN. Shareholders are referred to the section entitled "Tax File Number" in this Notice.
- For non-resident Shareholders, non-resident dividend withholding tax will apply to the value of the dividend. The rate of non-resident dividend withholding tax will depend on the non-resident Shareholder's country of residence and is generally a final liability tax. The Company will have an obligation to remit this non-resident dividend withholding tax to the ATO.

The Company reserves the right to retain from each Shareholder such number of Apex Shares as equates to the amount of withholding tax that has to be withheld and paid to the ATO on behalf of that Shareholder, which will be done as soon as practicable after the Record Date as follows:

- (i) The Company will calculate the amount of withholding tax that has to be withheld and paid to the ATO on behalf of that Shareholder at the Record Date by reference to the value of that Shareholder's Apex Shares as at the Distribution Date;
- (ii) The Company will calculate, retain and sell on behalf of that Shareholder such number of Apex Shares as required for the Company

to pay withholding tax to the ATO on behalf of that Shareholder. The price of the Apex Shares may vary from time to time and accordingly the Company will retain for sale such number of Apex Shares as it shall in its absolute discretion determine necessary to sell to pay all of the withholding tax to the ATO.

- If the Company retains and sells Apex Shares on behalf of a Shareholder then such sale may give rise to a tax liability to Shareholders depending on their specific circumstances.

Tax File Number

It is imperative that Shareholders complete sign and return the Tax File Number Request Form sent with this Notice of Meeting, if they have not already done so.

Shareholders should note that failure to notify the Company of their Tax File Number could mean that the Company may need to retain part of the Distribution for Australian taxation purposes.

2.18 Stamp Duty

There will be no stamp duty payable by Shareholders as a result of the Distribution.

2.19 Lodgement with the ASIC

In accordance with Section 256C(5) of the Corporations Act, the Company has lodged a copy of the Notice of General Meeting and Explanatory Statement with the ASIC.

Glossary

In this Explanatory Statement, the following terms have the following meaning unless the context otherwise requires:

4 cent Option	an option that entitles the holder to subscribe for a Share in the Company at an exercise price of 4 cents as per the option's terms & conditions.
Annexure	the annexure to this Explanatory Statement.
Apex	Apex Minerals NL (ABN 22 098 612 974).
Apex Share	a fully paid ordinary share in Apex.
ASIC	the Australian Securities and Investments Commission.
ASX	ASX Limited (ACN 008 624 691).
Board	the board of Directors.
Company or "Legend"	Legend Mining Limited (ABN 22 060 966 145).
Constitution	the constitution of the Company.
Corporate Representative	a person appointed by a corporate Shareholder to act as its corporate representative at the General Meeting.
Corporations Act	the Corporations Act 2001 (Cth).
Director	a director of the Company.
Distribution	The Company's proposed distribution in specie of Apex Shares issued to the Company as consideration for the sale of mining tenements and plant assets comprising of the Gidgee Gold Project to Apex under the Sale Agreement.
General Meeting	the Company's General Meeting to be held on 25 October 2007.
Listing Rules	the Listing Rules of ASX.
Option	an option that entitles the holder to subscribe for a Share in the Company at the exercise price in the options terms & conditions
Record Date	As defined in Chapter 19 of the Listing Rules
Reduction Amount	The exact amount of the return of capital per Share
Sale Agreement	an agreement dated 1 May 2007 between the Company, Gidgee Resources Ltd, Apex Gold Pty Ltd and Apex for the disposal of mining tenements and plant assets comprising the Gidgee Gold Project.
Share	a fully paid ordinary share in the capital of the Company.
Shareholder	a shareholder of the Company.

APPENDIX A

Rights and Liabilities Attaching to Apex Shares

The following is a summary of the more significant rights and liabilities attaching to Apex Shares. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Apex Shareholders. To obtain such a statement, persons should seek independent legal advice.

Full details of the rights and liabilities attaching to Apex Shares are set out in Apex's Constitution, a copy of which is available for inspection at Apex's or Legend's registered office during normal business hours.

Voting Rights

Subject to any rights or restrictions for the time being attached to any class or classes of shares, at a general meeting of members every member present in person or by proxy or attorney has one vote on a show of hands and one vote per Apex Share on a poll. The person who holds a share which is not fully paid shall be entitled to a fraction of a vote equal to that proportion of a vote that the amount paid on the relevant share bears to the total issue price of the share.

Dividends

Subject to the rights of holders of Apex Shares issued with any special rights (at present there are none), the profits of Apex which the Apex Directors may from time to time determine to distribute by way of dividend are divisible among the holders of Apex Shares equally, and among the holders of partly paid shares in the proportion which the amounts paid up bears to the total issue price of the shares.

Future Issues

Subject to the Constitution of Apex, the Corporations Law and ASX Listing Rules, the Apex Directors may allot, issue, grant options over, or otherwise deal with the unissued shares in Apex at the times and on the terms and conditions that the Apex Directors think proper and a share may be issued with preferential, deferred or special rights, privileges or conditions or restrictions including, but not limited to, restrictions in regard to dividends, voting or return of capital as the Apex Directors from time to time determine.

Transfer of Shares

An Apex Shareholder may transfer Apex Shares by a market transfer in accordance with any computerised or electronic system established or recognised by ASX or the Corporations Law for the purpose of facilitating transfers in shares or by an instrument in writing in a form approved by ASX or in any other usual form or in any form approved by the Apex Directors.

The Apex Directors may refuse to register any transfer of Apex Shares, other than a proper SCH transfer (as defined in the Corporations Law), where permitted by ASX Listing Rules. Apex must not refuse to register or give effect to or delay or in any way interfere with a proper SCH transfer of Apex Shares or other securities.

Meetings and Notices

Each shareholder is entitled to receive notice of, and to attend, general meetings of Apex and to receive all notices, accounts and other documents required to be sent to Apex Shareholders under the Apex Constitution, the Corporations Law or ASX Listing Rules.

Apex Shareholders may requisition meetings in accordance with the Corporations Law and the Apex Constitution.

Winding Up

Subject to the Apex Constitution and rights and restrictions attached to any shares (at present there are none), Apex Shareholders will be entitled, in a winding up, to any surplus assets of Apex in proportion to the number of Apex Shares held by them.

If Apex is wound up, the liquidator may divide among the Apex Shareholders in specie or in kind the whole or any part of the property of Apex.

Shareholder Liability

As the Distribution shares issued are fully paid shares, they are not subject to any calls for money by the Apex Directors and will therefore not become liable for forfeiture.

Alteration to the Apex Constitution

The Apex Constitution can only be amended by a special resolution passed by at least three quarters of Apex Shareholders present and voting at the general meeting. At least 28 days written notice specifying the intention to propose the resolution as a special resolution must be given.

ASX Listing Rules

As Apex is admitted to the official list of ASX, then despite anything in the Apex Constitution, if ASX Listing Rules prohibit an act being done, the act must not be done. Nothing in the Apex Constitution prevents an act being done that ASX Listing Rules require to be done. If ASX Listing Rules require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be). If ASX Listing Rules require the Apex Constitution to contain a provision or not to contain a provision the Apex Constitution is deemed to contain that provision or not to contain that provision (as the case may be).

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APPENDIX B

Risk Factors Associated with Apex Shares

General

An investment in Apex is not risk free and investors should be aware of the risk factors described below, together with information contained elsewhere in this Notice of Meeting. Potential investors should consider an investment in Apex as speculative.

The Directors believe that the following are some of the risks that holders of Apex Shares might be exposed to. This view is based on Legend being an Apex Shareholder and the following is not intended to be an exhaustive list of the risk factors to which Apex is exposed.

Economic Risks

General economic conditions, movements in interest and inflation rates and currency exchange rates may have an adverse effect on Apex's exploration, development and future production activities, as well as on its ability to fund those activities.

Market conditions

The market price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities and in particular, resources stocks.

Security Investments

Holders of Apex Shares should be aware that there are risks associated with any securities investment. Securities listed on the stock market, and in particular securities of mining and exploration companies have experienced extreme price and volume fluctuations that have often been unrelated to the operating performances of such companies. These factors may materially affect the market price of the Apex Shares regardless of Apex's performance.

Mineral exploration and mining are speculative operations that may be hampered by circumstances beyond the control of Apex. Profitability depends on successful exploration and/or acquisition of reserves, design and construction of efficient processing facilities, competent operation and management and proficient financial management.

Exploration in itself is a speculative endeavour, while mining operations can be hampered by force majeure circumstances and cost overruns for unforeseen events.

Exploration, Development, Mining and Processing Risks

The business of mineral exploration, project development and mining by its nature contains elements of significant risk. Ultimate and continuous success of these activities is dependent on many factors such as the discovery and/or acquisition of economically recoverable ore reserves, successful conclusions to bankable feasibility studies, access to adequate capital for project development, design and construction of efficient mining and processing facilities within capital expenditure budgets, securing and maintaining title to tenements, obtaining consents and approvals necessary for the conduct of exploration and mining, and access to competent operational management and prudent financial administration, including the availability and reliability of appropriately skilled and experienced employees, contractors and consultants.

Commodity Price and Exchange Rate Risks

To the extent Apex is involved in mineral production the revenue derived through the sale of commodities may expose the potential income of Apex to commodity price and exchange rate risks. Commodity prices fluctuate and are affected by many factors beyond the control of Apex. Such factors include supply and demand fluctuations for precious and base metals, technological advancements, forward selling activities and other macro-economic factors.

Furthermore, international prices of various commodities are denominated in United States dollars, whereas the income and expenditure of Apex are and will be taken into account in Australian currency, exposing Apex to the fluctuations and volatility of the rate of exchange between the United States dollar and the Australian dollar as determined in international markets.

Environmental Risks

The operations and proposed activities of Apex are subject to State and Federal laws and regulation concerning the environment. As with most exploration projects and mining operations, Apex's activities are expected to have an impact on the environment, particularly if advanced exploration or mine development proceeds. Apex's attempts to conduct its activities to the highest standard of environmental obligation, including compliance with all environmental laws.

Native Title and Title Risks

Interests in tenements in Australia are governed by the respective State legislation and are evidenced by the granting of licences or leases. Each licence or lease is for a specific term and carries with it annual expenditure and reporting commitments, as well as other conditions requiring compliance. Consequently, Apex could lose title to or its interest in tenements if licence conditions are not met or if insufficient funds are available to meet expenditure commitments.

It is also possible that, in relation to tenements which Apex has an interest in or will in the future acquire such an interest, there may be areas over which legitimate common law native title rights of Aboriginal Australians exist. If native title rights do exist, the ability of Apex to gain access to tenements (through obtaining consent of any relevant landowner), or to progress from the exploration phase to the development and mining phases of operations may be affected.

The Directors of Apex closely monitor the potential effect of native title claims involving tenements in which Apex has or may have an interest.

Joint Venture Parties, Agents and Contractors

The Directors of Apex are unable to predict the risk of financial failure or default by a participant in any joint venture to which Apex is or may become a party or the insolvency or managerial failure by any of the contractors used by Apex in any of its activities or the insolvency or other managerial failure by any of the other service providers used by Apex for any activity.

Future Capital Requirements

Apex's activities will require substantial expenditures. There can be no guarantees that the funds raised through the Offer will be sufficient to successfully achieve all the objectives of Apex's overall business strategy. If Apex is unable to use debt or equity to fund expansion after the substantial exhaustion of the net proceeds of the Offer there can be no assurances that Apex will have sufficient capital resources for that purpose, or other purposes, or that it will be able to obtain additional resources on terms acceptable to Apex or at all. Any additional equity financing may be dilutive to shareholders and any debt financing if available may involve restrictive covenants, which limit Apex's operations and business strategy.

Apex's failure to raise capital if and when needed could delay or suspend Apex's business strategy and could have a material adverse effect on Apex's activities.

Potential Acquisitions

As part of its business strategy, Apex may make acquisitions of or significant investments in companies, products, technologies or resource projects. Any such future transactions would be accompanied by the risks commonly encountered in making acquisitions of companies, products, technologies or resource projects.

Resource Estimations

Resource estimates are expressions of judgment based on knowledge, experience and resource modelling. As such, resource estimates are inherently imprecise and rely to some extent on interpretations made. Despite employing qualified professionals to prepare resource estimates, such estimates may nevertheless prove to be inaccurate. Furthermore, resource estimates may change over time as new information becomes available. Should Apex encounter mineralisation or geological formations different from those predicted by past drilling, sampling and interpretations, resource estimates may need to be altered in a way that could adversely affect Apex's operations.

Reliance on Key Personnel

Apex's success depends largely on the core competencies of its directors and management, and their familiarisation with, and ability to operate, in the metals and mining industry and Apex's ability to retain its key executives.

Operating Risks

The current and future operations of Apex, including exploration, appraisal and possible production activities may be affected by a range of factors, including adverse geological conditions, limitations on activities due to seasonal weather patterns and cyclone activity, unanticipated operational and technical difficulties encountered in seismic survey, drilling and production activities, mechanical failure of operating plant and equipment, industrial and environmental accidents, industrial disputes and other force majeure events, unavailability of aircraft or drilling equipment to undertake airborne electromagnetic and other geological and geophysical investigations, unexpected shortages or increases in the costs of labour, consumables, spare parts, plant and equipment, and inability to obtain consents or approvals.

APPENDIX C

Apex has lodged the following announcements with ASX since the lodgement of its 2006 audited financial statements:

Date	Description of Announcement
27/10/2006	First Quarter Activities & Cashflow Report
02/11/2006	Presentation at the Mining 2006 Resources Convention
21/11/2006	Becoming a substantial holder for NAV
30/11/2006	AGM Presentation
30/11/2006	AGM Results
11/12/2006	Apex expand interests in Australia's Northeastern Goldfields
16/01/2007	HHM ann: Preliminary results 2nd phase of Apex drilling
16/01/2007	Preliminary drilling results at Apollo Hill
16/01/2007	Ceasing to be a substantial holder for NAV
29/01/2007	Apex Lawlers exploration commences
31/01/2007	Second Quarter Activities & Cashflow Report
20/02/2007	RIU Explorers Conference Presentation
28/02/2007	Half Year Accounts
27/03/2007	All ann: Copper Chert Drilling Results
30/04/2007	Third Quarter Activities & Cashflow Results
03/05/2007	LEG: Legend to sell Gidgee Gold Project to Apex
03/05/2007	Reinstatement to Official Quotation
03/05/2007	Apex unveils gold strategy with three WA acquisitions
14/05/2007	Refractory Gold Strategy Presentation – May 2007
23/05/2007	MXR: Three new agreements over Windamurra-Narndee complex
23/05/2007	Narndee JV Restructure
23/05/2007	MXR: News Release: Acq to control key WA Mineral Expl Assets
01/06/2007	Placement oversubscribed
01/06/2007	Appointment of Executive Role – Director Operations
01/06/2007	Initial Director's Interest Notice
20/06/2007	Response to ASX Query re Share Price
20/06/2007	OXR: To sell Wiluna Gold Operation to Apex Minerals
20/06/2007	Apex expands WA gold consolidation with Wiluna acquisition
22/06/2007	Response to ASX Query re Acq of Wiluna
26/06/2007	Notice of Meeting
27/06/2007	Wiluna Gold Exploration Update
02/07/2007	Gold Growth Strategy July 2007
06/07/2007	Change in substantial holding
09/07/2007	Wiluna Gold Exploration Update
11/07/2007	Apex Shareholder Meeting
17/07/2007	Regional Gold Consolidation Strategy Update
18/07/2007	EGM Presentation
18/07/2007	Results of General Meeting
30/07/2007	A\$35M Placement receives strong Support
31/07/2007	June 207 Quarterly Report
31/07/2007	Apex completes acquisition of Youanmi Gold Project
03/08/2007	5 x Change of Directors Interest Notices
03/08/2007	Change in substantial holding
03/08/2007	Change in substantial holding

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Date	Description of Announcement
07/08/2007	Diggers and Dealers 2007 Presentation
09/08/2007	Notice of Meeting and Explanatory Memorandum
13/08/2007	Leg ann: Legend settles Gidgee Gold Project sale with Apex
15/08/2007	Form 603 Initial Substantial Shareholding from LEG
16/08/2006	Change in substantial holding
16/08/2007	Change in substantial holding
20/08/2007	Change of Director's Interest Notice
07/09/2007	Apex Shareholder Meeting Webcast Invite
10/09/2007	Exploration Update September 2007
10/09/2007	EGM Presentation September 2007
10/09/2007	Results of EGM
14/09/2007	Change of Director's Interest Notice
17/09/2007	Change of Director's Interest Notice

ASX maintains announcements containing publicly available information for all listed companies on its website: www.asx.com.au. Apex's announcements are available for inspection on ASX 's website.

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Shareholder Details

Name:

Address:

Contact Telephone No.:

Contact Name (if different from above):

Appointment of Proxy

I/We being a shareholder/s of Legend Mining Limited and entitled to attend and vote hereby appoint

The Chairman of the meeting
 (mark with an 'X')

OR

Write here the name of the person you are appointing if this person is someone other than the Chairman of the Meeting.

or failing the person named, or if no person is named, the Chairman of the Meeting, as my/our proxy to attend and 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, as the proxy sees fit) at the General Meeting of Legend Mining Limited to be held at the Celtic Club, 48 Ord Street, West Perth on 25 October 2007 at 11.00am WST and at any adjournment of that meeting.

IMPORTANT

If the Chairman of the Meeting is your nominated proxy, or may be appointed by default, and you have not directed your proxy how to vote, please place a mark in this box with an 'X'. By marking this box you acknowledge that the Chairman of the Meeting may exercise your proxy even if he has an interest in the outcome of the resolutions and that votes cast by him, other than as a proxy holder, would 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 of the Meeting will not cast your votes on the resolutions and your votes will not be counted in computing the required majority if a poll is called. The Chairman of the Meeting intends to vote undirected proxies in favour of each resolution.



Voting directions to your proxy – please mark to indicate your directions

		For	Against	Abstain
Resolution 1	Replacement of Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Reduction of Capital and Distribution in Specie	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

Appointment of a second proxy (see instructions overleaf)

If you wish to appoint a second proxy, state the % of your voting rights applicable to the proxy appointed by this form

 %

PLEASE SIGN HERE This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented. The Chairman's intention to vote for or against the resolutions must be stated.

Individual or Shareholder 1

Sole Director and
 Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

How to complete the Proxy Form

Your Name and Address

Your name and address is as it appears on your holding statement and the Company's share register. Shareholders should advise the Company of any changes. Shareholders sponsored by a broker should advise their broker of any changes. Please note, you cannot change ownership of your securities using this form.

Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a Shareholder of the Company.

Votes on Resolutions

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each Resolution. All your Shareholding will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any Resolution 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 a given Resolution, your proxy may vote as he or she chooses. If you mark more than one box on a Resolution your vote on that Resolution will be invalid.

Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company Secretary Tony Walsh on (08) 9212 0600 or you may photocopy this form.

To appoint a second proxy you must on each Proxy Form state (in the appropriate box) the percentage of your voting rights which are the subject of the relevant proxy. If both Proxy Forms do not specify that percentage, each proxy may exercise half your votes. Fractions of votes will be disregarded.

Signing Instructions

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

- | | |
|--------------------|--|
| Individual: | where the holding is in one name, the holder must sign. |
| Joint Holding: | where the holding is in more than one name, all of the shareholders should sign. |
| Power of Attorney: | to sign under Power of Attorney, you must have already lodged this document with the company's share registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it. |
| Companies: | where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place. |

If a representative of the corporation is to attend the meeting a "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate is included in the Notice of Annual General Meeting and may also be obtained from the Company's share registry.

Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address given below not later than 48 hours before the commencement of the meeting. ie. no later than 11.00am WST on 23 October 2007. Any Proxy Form received after that time will not be valid for the scheduled meeting.

This Proxy Form (and any Power of Attorney and/or second Proxy Form) may be sent or delivered to the Company's registered office at Level 2, 640 Murray Street, West Perth, WA 6005 or sent by facsimile to the registered office on (08) 9212 0611.

Appointment of Corporate Representative

Section 250D of the Corporations Act 2001

Shareholder Details

This is to certify that by a resolution of the Directors of:

..... (Company),
Insert name of shareholder company

the Company has appointed:

.....,
Insert name of corporate representative

in accordance with the provisions of section 250D of the Corporations Act 2001, to act as the body corporate representative of that company at the meeting of the members of Legend Mining Limited to be held on 25 October 2007 and at any adjournments of that meeting.

DATED 2007

Please sign here

Executed by the Company)
in accordance with its constituent documents)

.....
Signed by authorised representative

.....
Signed by authorised representative

.....
Name of authorised representative (print)

.....
Name of authorised representative (print)

.....
Position of authorised representative (print)

.....
Position of authorised representative (print)

Instructions for Completion

1. Insert name of appointor Company and the name or position of the appointee (eg "John Smith" or "each director of the Company").
2. Execute the Certificate following the procedure required by your Constitution or other constituent documents.
3. Print the name and position (eg director) of each company officer who signs this Certificate on behalf of the company.
4. Insert the date of execution where indicated.
5. Send or deliver the Certificate to Legend Mining Limited's registered office at Level 2, 640 Murray Street, West Perth WA 6005 or fax the Certificate to the registered office at (08) 9212 0611 or bring it to the General Meeting.

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