

ASX:LEG

17 June 2014

ASX Announcement

ALL CONDITIONS PRECEDENT SATISFIED IN JINDAL SALE AGREEMENT

- **Sale of Cameroon Project to proceed to completion following satisfaction of all Conditions Precedent**
- **Legend to receive A\$17.5M in three tranches**
 - Tranche 1 - A\$6M at completion (July 2014)**
 - Tranche 2 - A\$6M in July 2015**
 - Tranche 3 - A\$5.5M payment following execution of a Mining Convention between Jindal and the Cameroon Government**

Legend Mining Limited (“**Legend**”) is pleased to announce the satisfaction of all Conditions Precedent (“**CP**”) regarding the sale of its Ngovayang Iron Project in Cameroon, West Africa. Completion of the contract is scheduled to take place on 15 July 2014.

Legend Managing Director Mark Wilson said, “The satisfaction of the CP in the Jindal sale agreement is the result of an extensive period of working with Cameroon authorities and local shareholders. I wish to thank all concerned for their efforts, especially Jindal, for achieving this outcome. The completion of the transaction will leave Legend in a wonderfully cashed up position to search for new project opportunities and to explore its Western Australian tenement holding located in the Fraser Range”.

Legend previously announced to the ASX on 20 November 2013 that it had entered into a Share Sale and Debt Assignment Agreement (“**SSDAA**”) with a wholly-owned subsidiary of Jindal Steel and Power Limited (“**Jindal**”) for the sale of Legend’s 90% interest in Camina SA (“**Camina**”), the holding company of the Ngovayang Project in the Republic of Cameroon.

Under the SSDAA, Jindal will acquire 100% of the shares of Legend Iron Limited (“**Legend Iron BVI**”) and the intercompany loans provided by Legend to Camina, for a total cash consideration of \$17.5M with A\$6 million payable upon completion (subject to working capital adjustments), A\$6 million 12 calendar months later, and a further A\$5.5 million payable within 10 business days of the execution of a Mining Convention between Jindal and the Government of Cameroon.

The two outstanding CP recently satisfied are detailed below.

- Written consent of Camina, the minority shareholders of Camina (who collectively hold 10% of Camina) and certain other parties (collectively the “**Camina Minority Shareholders**”) to the novation to Jindal of Legend’s rights and obligations under the Share Sale Agreement by which Legend acquired its 90% shareholding in Camina in 2010 (“**Camina SSA**”). The primary such obligation is Legend’s obligation to fund 100% of the Project’s development costs up to completion of a Bankable Feasibility Study, which gives rise to a free carry of the minority shareholders to this point; and
- The Camina Minority Shareholders, along with Legend, Legend Iron BVI and Camina, executing an amendment to the Camina SSA removing the restriction on future assignment and transfers of the shares in Legend Iron BVI by Jindal.

For further information and announcements please visit www.legendmining.com.au .

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