UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark one)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the Quarterly Period Ended June 30, 2008

or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from ________________ to ________________

Commission File Number: 000-32551

LEGEND INTERNATIONAL HOLDINGS, INC.
(Exact name of registrant as specified in its charter)

Delaware (State or Other Jurisdiction of Incorporation)	**233067904** (I.R.S. Employer Identification No.)
Level 8, 580 St Kilda Road **Melbourne, Victoria, Australia** (Address of Principal Executive Offices)	**3004** (Zip Code)

Registrant's telephone number, including area code: 001 (613) 8532 2866

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. ☒ Yes ☐ No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "accelerated filer," "large accelerated filer" and "smaller reporting company" in Rule 12-b2 of the Exchange Act.

(Check one): Large accelerated filer ☐ Accelerated filer ☒ Non-accelerated filer ☐ Smaller reporting company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12-b2 of the Exchange Act). ☐ Yes ☒ No

There were 221,258 976 shares of common stock outstanding on August 8, 2008.

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PART I – FINANCIAL INFORMATION

Item 1. FINANCIAL STATEMENTS

Introduction to Interim Financial Statements.

The interim financial statements included herein have been prepared by Legend International Holdings, Inc. ("Legend International" or the "Company") without audit, pursuant to the rules and regulations of the Securities and Exchange Commission (The "Commission"). Certain information and footnote disclosure normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to such rules and regulations, although the Company believes that the disclosures are adequate to make the information presented not misleading. These interim financial statements should be read in conjunction with the financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2007.

In the opinion of management, all adjustments, consisting of normal recurring adjustments and consolidating entries, necessary to present fairly the financial position of the Company and subsidiaries as of June 30, 2008, the results of its operations for the three and six month periods ended June 30, 2008 and June 30, 2007, and the changes in its cash flows for the three and six month periods ended June 30, 2008 and June 30, 2007, have been included. The results of operations for the interim periods are not necessarily indicative of the results for the full year.

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Foreign Currency Translation

The functional and reporting currency of the Company is the Australian dollar.

UNLESS OTHERWISE INDICATED, ALL FINANCIAL INFORMATION PRESENTED IS IN AUSTRALIAN DOLLARS.

LEGEND INTERNATIONAL HOLDINGS, INC.
(An Exploration Stage Company)
Balance Sheet

ASSETS	June 30, 2008 A$ (unaudited)	December 31, 2007 A$
Current Assets:		
Cash	112,766,052	17,088,190
Receivables	268,674	507,264
Prepayments	313,698	110,840
Total Current Assets	113,348,424	17,706,294
Non-Current Assets:		
Property and Equipment, net (Note 3)	476,034	158,177
Deposits	1,085,500	130,000
Total Non-Current Assets	1,561,534	288,177
Total Assets	114,909,958	17,994,471
LIABILITIES		
Current Liabilities:		
Accounts payable and accrued expenses	905,101	671,384
Lease liability	57,214	273,740
Total Current Liabilities	962,315	945,124
Non Current Liabilities:		
Reclamation and Remediation Provision	32,710	90,000
Total Non Current Liabilities:	32,710	90,000
Total Liabilities	995,025	1,035,124
Commitments (Note 6)		
Stockholders’ Equity		
Common Stock: US$.001 par value, 300,000,000 shares authorized 220,940,018 shares issued (177,068,825 in 2007)	269,099	223,039
Additional Paid-in-Capital	137,772,902	30,691,681
Accumulated Other Comprehensive Income	38,490	38,490
Retained Deficit during development period	(839,463)	(839,463)
Retained Deficit during exploration period	(23,326,095)	(13,154,400)
Total Stockholders’ Equity	113,914,933	16,959,347
Total Liabilities and Stockholders’ Equity	114,909,958	17,994,471

The accompanying notes are an integral part of these financial statements.

LEGEND INTERNATIONAL HOLDINGS, INC.
(An Exploration Stage Company)
Statements of Operations
(Unaudited)

	For the three months ended June 30		For the six months ended June 30		January 5, 2001 (Inception) to June 30, 2008
	2008 A$	2007 A$	2008 A$	2007 A$	A$
Revenues:					
Sales	-	-	-	-	6,353
less cost of sales	-	-	-	-	(1,362)
Gross profit	-	-	-	-	4,991
Other income					
Interest income	224,963	3,457	349,972	4,403	376,030
	224,963	3,457	349,972	4,403	381,021
Costs and expenses:					
Exploration expenditure	1,287,044	946,201	2,438,740	1,695,409	11,382,125
Legal, accounting and professional	162,649	33,636	306,324	59,299	654,789
Stock based compensation	1,085,725	71,762	1,958,810	170,947	3,105,707
Loss on equipment written off	-	-	-	-	3,570
Interest expense	8,836	6,777	18,705	33,006	130,836
Administration expenses	2,405,452	393,575	3,914,913	698,708	7,224,987
Total costs and expenses	(4,949,706)	(1,451,111)	(8,637,492)	(2,657,369)	(22,502,009)
(Loss) from operations	(4,724,743)	(1,447,654)	(8,287,520)	(2,652,966)	(22,120,988)
Foreign currency exchange gain/(loss)	(1,256,118)	(125,964)	(1,884,175)	(156,535)	(2,044,570)
(Loss) before income taxes	(5,980,861)	(1,573,618)	(10,171,695)	(2,809,501)	(24,165,558)
Provision for income taxes	-	-	-	-	-
Net (Loss)	(5,980,861)	(1,573,618)	(10,171,695)	(2,809,501)	(24,165,558)
Basic and diluted loss per common shares	A$(0.03)	A$(0.01)	A$(0.06)	A$(0.02)	A$(0.45)
Weighted average number of common shares used in per share calculations	190,692,289	145,277,520	171,152,461	121,863,153	53,718,592

The accompanying notes are an integral part of these consolidated financial statements

LEGEND INTERNATIONAL HOLDINGS, INC.
(An Exploration Stage Company)
Statements of Stockholders' Equity (Deficit)
for the period ended June 30, 2008

	Common Stock						
	Shares	Par Value A$	Additional Paid-In Capital A$	Retained (Deficit) During the Exploration Period A$	Retained (Deficit) During the Development Period A$	Accumulated Other Comprehensive Income A$	Stockholders' Equity (Deficit) A$
Balance, January 5, 2001	-	-	-	-	-	-	-
Shares issued to founder for organisation cost and services at US$0.05 per shares	4,297,500	5,550	118,896	-	-	-	124,446
Shares Issued for services rendered at US$0.05 per share	146,250	189	4,046	-	-	-	4,235
Shares Issued for Cash	616,500	796	17,056	-	-	-	17,852
Net Loss	-	-	-	-	(131,421)	-	(131,421)
Balance, December 31, 2001	5,060,250	6,535	139,998	-	(131,421)	-	15,112
Shares Issued for Cash	225,000	291	6,225	-	-	-	6,516
Shares Issued for Officer's Compensation	11,250,000	14,529	148,359	-	-	-	162,888
Net Loss	-	-	-	-	(182,635)	-	(182,635)
Balance, December 31, 2002	16,535,250	21,355	294,582	-	(314,056)	-	1,881
Shares Issued for services rendered at US$0.022 per share	5,026,500	6,491	139,065	-	-	-	145,556
Net Loss	-	-	-	-	(156,965)	-	(156,965)
Balance, December 31, 2003	21,561,750	27,846	433,647	-	(471,021)	-	(9,528)
Shares Issued for services rendered at US$0.022 per share	2,004,750	2,589	55,464	-	-	-	58,053
Options Issued for services	-	-	160,672	-	-	-	160,672
Loan forgiveness-former major shareholder	-	-	12,144	-	-	-	12,144
Net Loss	-	-	-	-	(234,611)	-	(234,611)
Balance, December 31, 2004	23,566,500	30,435	661,927	-	(705,632)	-	(13,270)
Shares issued on cashless exercise of options	17,085,938	22,066	(22,066)	-	-	-	-
Net Loss	-	-	-	-	(75,508)	-	(75,508)
Balance, December 31, 2005	40,652,438	52,501	639,861	-	(781,140)	-	(88,778)
Share issued on cashless exercise of options	72,281,329	93,336	(93,336)	-	-	-	-
Shares and options issued under settlement agreement	112,500	144	35,272	-	-	-	35,416
Shares issued for cash	12,756,734	16,524	3,854,843	-	-	-	3,871,367
Cost of share issues	-	-	(128,376)	-	-	-	(128,376)
Amortisation of Options under stock option plan	-	-	115,307	-	-	-	115,307
Net unrealized gain on foreign exchange translation	-	-	-	-	-	38,490	38,490
Net Loss	-	-	-	(4,516,271)	(58,323)	-	(4,574,594)
Balance, December 31, 2006	125,803,001	162,505	4,423,571	(4,516,271)	(839,463)	38,490	(731,168)

LEGEND INTERNATIONAL HOLDINGS, INC.
(An Exploration Stage Company)
Statements of Stockholders' Equity (Deficit)
for the period ended June 30, 2008
(continued)

	Common Stock Shares	Par Value A$	Additional Paid-In Capital A$	Retained (Deficit) During the Exploration Period A$	Retained (Deficit) During the Development Period A$	Accumulated Other Comprehensive income A$	Stockholders' Equity (Deficit) A$
Shares issued for cash	47,886,624	56,690	25,684,414	-	-	-	25,741,104
Cost of share issues	-	-	(1,675,111)	-	-	-	(1,675,111)
Shares issued for consulting fees	2,604,200	2,984	1,001,122	-	-	-	1,004,106
Shares issued on cashless exercise of options	75,000	85	(85)	-	-	-	-
Shares issued under registration rights agreement	200,000	230	364,575	-	-	-	364,805
Shares issued for part-settlement of the acquisition of rights to exploration licences under agreement	500,000	545	517,455	-	-	-	518,000
Amortization of options under stock option plan	-	-	375,740	-	-	-	375,740
Net Loss	-	-	-	(8,638,129)	-	-	(8,638,129)
Balance, December 31, 2007	177,068,825	223,039	30,691,681	(13,154,400)	(839,463)	38,490	16,959,347
Shares issued for cash	42,000,000	44,011	109,984,282	-	-	-	110,028,293
Cost of share issues	-	-	(5,920,448)	-	-	-	(5,920,448)
Shares issued on cashless exercise of options	1,274,584	1,359	(1,359)	-	-	-	-
Shares issued on exercise of options	108,000	113	12,431	-	-	-	12,544
Shares issued for consulting fees	30,800	33	147,555	-	-	-	147,588
Shares issued under registration rights agreement	457,809	544	899,950	-	-	-	900,494
Amortization of options under stock option plan	-	-	1,958,810	-	-	-	1,958,810
Net Loss	-	-	-	(10,171,695)	-	-	(10,171,695)
Balance, June 30, 2008	220,940,018	269,099	137,772,902	(23,326,095)	(839,463)	38,490	113,914,933

The accompanying notes are integral part of the financial statements.

LEGEND INTERNATIONAL HOLDINGS, INC.
(An Exploration Stage Company)
Statement of Cash Flows

	For the six months ended June 30 2008 A$	2007 A$	January 5, 2001 (Inception) to March 31, 2008 A$
CASH FLOWS FROM OPERATING ACTIVITIES:			
Net Loss	(10,171,695)	(2,809,501)	(24,165,558)
Adjustments to reconcile net loss to net cash provided (used) by operating activities:			
Foreign exchange	1,884,175	156,535	2,043,227
Shares and Options issued for Stock Based Compensation			
- Employees	1,958,810	170,947	3,105,708
- Consultants	147,588	-	531,421
- Exploration Agreement	-	-	518,000
- Registration Payment Arrangements	900,494	-	1,265,299
Exploration expenditure	326,526	173,796	326,526
Provision for rehabilitation	(57,290)	90,000	32,710
Depreciation	30,828	6,549	51,798
Accrued interest added to principal	-	14,683	37,282
Net Change in:			
Receivables	238,590	20,954	(319,315)
Prepayments and deposits	(1,158,358)	(182,287)	(1,399,198)
Accounts Payable and Accrued Expenses	17,191	185,094	823,604
Net Cash (Used) In Operating Activities	(5,883,141)	(2,173,230)	(17,148,496)
CASH FLOWS FROM INVESTING ACTIVITIES:			
Write off of Property and Equipment	-	-	3,570
Acquisition of Subsidiary	(326,526)	-	(326,526)
Purchase of Property, Equipment and Motor Vehicle	(348,685)	(95,526)	(503,250)
Net Cash (Used) In Investing Activities	(675,211)	(95,526)	(826,206)
CASH FLOWS FROM FINANCING ACTIVITIES:			
Advances Payable - Affiliates	-	(1,203,612)	(26,156)
Repayment of Convertible Debenture	-	-	(130,310)
Repayment of Shareholder Advance	-	-	(641)
Proceeds from Convertible Debenture Payable	-	-	130,310
Shareholder Advance	-	-	6,621
Proceeds from Issuance of Stock	110,040,837	7,631,992	139,677,675
Cost of share issues	(5,920,448)	(1,114,527)	(7,082,573)
Net Borrowing/Repayments from Affiliates	-	-	50,003
Net Cash Provided by Financing Activities	104,120,389	5,313,853	132,624,929
Effect of exchange rate changes on cash	(1,884,175)	-	(1,884,175)
Net Increase in Cash	95,677,862	3,045,097	112,766,052
Cash at Beginning of Period	17,088,190	839,797	-
Cash at End of Period	112,766,052	3,884,894	112,766,052
Supplemental Disclosures:			
Cash paid for interest	-	18,335	62,196
Cash paid for income taxes	-	-	-
Stock and options issued for services	147,588	59,674	1,595,523
Accrued interest and stockholder advances charged to paid in capital	-	-	12,744
Stock issued for exploration agreement	-	-	518,000
Stock issued for registration payment arrangement	900,494	-	1,265,299
Equipment obtained through a capital lease	-	-	24,581
Capital lease obligation for exploration costs	-	362,462	362,462
Interest in relation to capital lease for exploration costs	-	42,313	42,313
Fair value of warrants issued in connection with issuance of capital stock	1,330,852	-	1,330,852

The accompanying notes are integral part of the financial statements.

1. ORGANISATION AND BUSINESS

Legend International Holdings, Inc, ("the Company"), was incorporated under the laws of the State of Delaware on January 5, 2001.

Following a change of management in November 2004, the Company developed a new plan of operations for fiscal 2006, which is to engage in mineral exploration and development activities. The Company's current business plan calls for the identification of mineral properties where it can obtain secure title to exploration, development and mining interests. The Company's preference is to identify large minerals deposits with low operating costs. The Company is prepared to consider the exploration, development and mining of profitable base metal interests. At the beginning of 2006, the Company expanded its areas of interest to include diamond exploration activities and in July 2006, the Company completed the acquisition of certain diamond mining tenements in Northern Australia. Since that time, the Company has identified that those mining tenements in Northern Australia also have potential for uranium and base metals. In November 2007 and February 2008, the Company acquired mining tenements prospective for phosphate in the State of Queensland, Australia.

The Company's financial statements are prepared using generally accepted accounting principles applicable to a going concern, which contemplates the realization of assets and liquidation of liabilities in the normal course of business. However, the Company has incurred net losses since its inception.

Exploration Stage Enterprise

The Company is an exploration stage enterprise. The Company is devoting all of its present efforts in securing and establishing its exploration business through field sampling and drilling programs in the State of Queensland and the Northern Territory of Australia.

2. RECENT ACCOUNTING PRONOUNCEMENTS

In September 2006, the FASB issued SFAS No. 157, Fair Value Measurements which provides enhanced guidance for using fair value to measure assets and liabilities. SFAS No. 157 provides a common definition of fair value and establishes a framework to make the measurement of fair value in generally accepted accounting principles more consistent and comparable. SFAS No. 157 also requires expanded disclosures to provide information about the extent to which fair value is used to measure assets and liabilities, the methods and assumptions used to measure fair value, and the effect of fair value measures on earnings. SFAS No. 157 is effective for financial statements issued in fiscal years beginning after November 15, 2007 and for interim periods within those fiscal years. In February 2008, the FASB staff issued Staff Position No. 157-2 "Effective date of FASB Statement No. 157" ("FSP FAS 157-2"). FSP FAS 157-2 delayed the effective date of FAS 157 for nonfinancial assets and nonfinancial liabilities, except for items that are recognised or disclosed at fair value in the financial statements on a recurring basis (at least annually). The provisions of FSP FAS 157-2 are effective for the Company's fiscal year beginning January 1, 2009. The adoption of this interpretation has not and is not expected to have a material impact on the Company's future reported financial position or results of operations.

In February 2007, the FASB issued SFAS No. 159, "The Fair Value Option for Financial Assets and Financial Liabilities-Including an Amendment of FASB Statement No. 115", which permits companies to choose to measure many financial instruments and certain other items at fair value. The provisions of SFAS 159 were adopted January 1, 2008. The Company did not elect the Fair Value Option for any of its financial assets or liabilities and therefore, the adoption of SFAS 159 had no impact on the Company's consolidated financial position, results or operations or cash flows.

In December 2007, the FASB issued SFAS No. 141(R), "Business Combinations" ("SFAS 141(R)"), which replaces SFAS 141. SFAS 141(R) requires assets and liabilities acquired in a business combination, contingent consideration, and certain acquired contingencies to be measured at their fair values as of the date of acquisition. SFAS 141(R) also requires that acquisition-related costs and restructuring costs be recognized separately from the business combination. SFAS 141(R) is effective for fiscal years beginning after December 15, 2008 and will be effective for business combinations entered into after January 1, 2009. The Company is currently evaluating the potential impact of adopting this statement on the Company's financial position, results of operations or cash flows.

In December 2007, the FASB issued SFAS No. 160, "Noncontrolling Interests in Consolidated Financial Statements - an Amendment of ARB No. 51" ("SFAS 160"). SFAS 160 clarifies the accounting for noncontrolling interests and establishes accounting and reporting standards for the noncontrolling interest in a subsidiary, including classification as a component of equity. SFAS 160 is effective for fiscal years beginning after December 15, 2008. The Company does not currently have any minority interests.

In March 2008, the FASB issued SFAS No. 161 "Disclosure about Derivative Instruments and Hedging Activities - an amendment of FASB statements No. 133" ("SFAS 161") which provides revised guidance for enhanced disclosures about how and why an entity uses derivative instruments, how derivative instruments and related hedged items are accounted for under FAS 133, and how derivative instruments and the related hedged items affect and entity's financial position, financial performance and cash flows. SFAS 161 is effective for the Company's fiscal year beginning January 1, 2009. The Company does not currently have any derivative instruments and is not involved in any hedging activities.

In May 2008, the FASB issued SFAS No. 162 "The Hierarchy of Generally Acceptable Accounting Principles" ("SFAS 162"). SFAS 162 identifies the source of accounting principles and the framework for selecting the principles to be used in the preparation of financial statements of non-governmental entities that are presented in conformity with generally accepted accounting principles in the United States. This statement is effective 60 days following the SEC's approval of the Public Company Accounting Oversight Board amendments to AU Section 411, "The Meaning of Present Fairly in Conformity with Generally Accepted Accounting Principles". Although the Company will continue to evaluate the application of SFAS 162, the Company does not currently believe the adoption of SFAS 162 will have a material impact on its financial statements.

3. PROPERTY AND EQUIPMENT

Property and equipment is stated at cost. Depreciation is computed over a period covering the estimated useful life of the applicable property and equipment.

		At June 30, 2008			At December 31, 2007		
	Depreciable Life (in years)	Cost A$	Accumulated Depreciation A$	Net Book Value A$	Cost A$	Accumulated Depreciation A$	Net Book Value A$
Leasehold Improvements	1-2	16,732	(960)	15,772	16,732	(105)	16,627
Motor Vehicles	5	237,042	(28,247)	208,795	104,782	(13,114)	91,668
Equipment	1-10	274,058	(22,591)	251,467	57,633	(7,751)	49,882
		527,832	(51,798)	476,034	154,566	(20,970)	158,177

The depreciation expense for the six months ended June 30, 2008 amounted to A$30,828 and the six months ended June 30, 2007 A$6,549.

4. STOCKHOLDERS EQUITY

Common Stock

In January 2001, 4,297,500 common shares were issued to the Company's founder for organization cost valued at A$124,446 (US$95,500), and 146,250 common shares were issued to a related party in exchange for consulting fee valued at A$4,235 (US$3,250).

In March 2002, 11,250,000 common shares were issued to the Company's founder in exchange for present and future services valued at A$162,888 (US$125,000).

In April 2002, the Company closed its offering under its registration statement filed with the United States Securities and Exchange Commission to sell up to 4,500,000 shares of its common stock at

US$0.022 per share, which became effective on April 11, 2001. The Company sold 841,500 shares (616,500 shares in 2001 and a further 225,000 shares in 2002) of its common stock under the offering.

In 2003, a total of 5,026,500 common shares were issued to the Company's sole officer and director for services valued at A$145,556 (US$111,700) or A$0.029 (US$0.022) per share.

In 2004, a total of 2,004,750 common shares were issued to the Company's former sole officer and director for services valued at A$58,053 (US$44,550) or A$0.029 (US$0.022) per share.

In December 2004, the Company issued to Renika Pty Limited ("Renika"), a company associated with Mr J I Gutnick, 20,250,000 options to be converted into 20,250,000 shares of common stock, at an exercise price of US$0.022 and a latest exercise date of December 2009 for services to be rendered to the Company. The Company undertook a Black Scholes valuation of these options using a A$0.029 (US$0.022) exercise price, US$0.022 market price, 5 year life, risk free interest rate of 5.155% and a volatility of 16.7%. The 20,250,000 options were valued at A$160,672 (US$123,300) or A$0.008 (US$0.006) each. The stock options were issued for services rendered, to be rendered and for agreeing to provide financial assistance to the Company (not the actual provision of financial assistance). The issue of the stock options was not contingent upon any further services or events. The stock options are not forfeitable if the services or financial assistance are not provided. Accordingly, the value of the stock options were expensed during 2004.

In September 2005, Renika exercised the 20,250,000 options using the cashless exercise feature and were issued 17,085,937 shares of common stock.

Effective as of December 12, 2005, the Board of Directors of Company approved the distribution to all stockholders for no consideration of an aggregate of 36,135,500 non-transferable options, each of which is exercisable to purchase one share of common stock of the Company at an exercise price of US$0.25 cents per share with a latest exercise date of December 31, 2012. The options were issued on a pro-rata basis to all stockholders of record on December 31, 2005 on the basis of two (2) options for every one (1) share of common stock owned by a stockholder on the record date. The options may not be exercised until the shares underlying the options are registered under federal and state securities laws.

At December 31, 2005 the Company had outstanding 36,135,500 options and as at December 31, 2006, the Company had outstanding 1,388,280 options, each of which is exercisable to purchase one share of common stock at US$0.25 per share. The options cannot be exercised, other than using the cashless exercise feature, until the Company registers the shares of common stock to be issued upon exercise of the options in accordance with the Securities Act of 1933, as amended and any applicable state securities laws. The only exception is in the case of a cashless exercise.

Effective July 21, 2006, Legend issued 71,730,079 shares of common stock to Renika Pty Ltd ("Renika"), a company associated with Mr. J I Gutnick, President of Legend, following the cashless exercise of 34,778,220 options. The shares of common stock issued are restricted shares.

Between September 19, 2006 and November 17, 2006, Legend issued 11,703,728 shares of common stock at a placement price of US$0.22 per share raising A$3,384,709. The securities were issued pursuant to a private placement and are issued in reliance upon an exemption from the registration requirements of the Securities Act of 1933, as amended ("The Act") under Section 4(2) of the Act.

Effective November 30, 2006, Legend issued a further 112,500 shares of common stock and 50,000 options with an exercise price of A$0.25 per option and a latest exercise date of December 12, 2012 for no consideration to settle outstanding matters with an external party.

Effective December 31, 2006, Legend issued a further 1,053,000 shares of common stock at a placement price of US$0.33 raising A$445,705 (US$351,000). The securities were issued pursuant to a private placement and are issued in reliance upon an exemption from the registration requirements of the Securities Act of 1933, as amended ("the Act") under Section 4 (2) of the Act.

In December 2006, 19,000 options issued with no exercise price were exercised and the Company issued 24,750 shares of common stock.

In December 2006, 351,000 options were exercised using the cashless exercise feature and the Company issued 526,500 shares of common stock.

Between January 1, 2007 and September 30, 2007, Legend issued a further 29,136,624 shares of common stock at a placement price of US$0.25 raising A$8,816,411 (US$7,226,906). The securities were issued pursuant to a private placement and are issued in reliance upon an exemption from the registration requirements of the Securities Act of 1933 as amended ("The Act") under Section 4(2) of the Act.

Effective June 15, 2007, Legend issued a further 200,000 shares of common stock for consulting fees amounting to A$59,074 (US$50,000).

Between July 1, 2007 and September 30, 2007, Legend issued a further 2,150,200 shares of common stock for consulting fees amounting to A$614,469 (US$537,550).

On December 12, 2007, Legend issued a further 18,750,000 shares of common stock at a placement price of US$0.80 per share raising A$16,924,292 (US$15,000,000). The securities were issued pursuant to a private placement and are issued in reliance upon an exemption from the registration requirements of the Securities Act of 1933 as amended ("The Act") under Section 4(2) of the Act.

Between October 1, 2007 and December 31, 2007, Legend issued a further 500,000 shares of common stock for part settlement of acquisition of exploration permits amounting to A$518,000 (US$475,000).

Between October 1, 2007 and December 31, 2007, Legend issued a further 254,000 shares for consulting fees amounting to A$330,564 (US$289,420).

Between October 1, 2007 and December 31, 2007, Legend issued a further 200,000 shares of common stock as a result of delays in lodging a registration statement amounting to A$364,805 (US$318,000).

Between January 1, 2008 and June 30, 2008, Legend issued a further 457,809 shares of common stock as a result of delays in lodging a registration statement amounting to A$900,494 (US$757,015).

On June 3, 2008, Legend issued 42,000,000 shares of common stock at a placement price of US$2.50 per share raising A$110,028,293 (US$105,000,000). The securities were issued pursuant to a private placement and are issued in reliance upon an exemption from the registration requirements of the Securities Act of 1933 as amended ("The Act") under Section 4(2) of the Act. The direct costs of the offering totalled approximately A$5,920,448. As additional consideration, the Company issued to the agents 840,000 warrants to purchase common stock with an exercise price of US$2.50 per warrant. The warrant are exercisable at any time up to June 3, 2010.

Between April 1, 2008 and June 30, 2008, 1,332,000 options were exercised using the cashless exercise feature and the Company issued 1,274,584 shares of common stock.

Between April 1, 2008 and June 30, 2008, 108,000 options were exercised for US$0.111, total amount received A$12,544 (US$11,988.00) and the Company issued 108,000 shares of common stock.

Between April 1, 2008 and June 30, 2008, Legend issued a further 30,800 shares for consulting fees amounting to A$147,588 (US$138,600).

Share Bonus Issue

Effective November 17, 2006, Legend issued one (1) new bonus share of common stock for every two (2) shares of common stock outstanding on the record at that date. The issue of the new bonus shares of common stock were on a pro-rate basis to all shareholders. As a result, the Company issued 27,599,722 shares of its common stock.

Effective December 31, 2006, Legend issued one (1) new bonus share of common stock for every two (2) shares of common stock outstanding on the record at that date. The issue of the new bonus shares of common stock were on a pro-rata basis to all shareholders. As a result, the Company issued 41,934,337 shares of its common stock.

The Company has accounted for these two bonus issues as a stock split and accordingly, all share and per share data has been retroactively restated.

Issue of Options under Equity Incentive Plan

(i) Effective September 19, 2006, the Company issued 8,100,000 options over shares of common stock to Directors, Executives and Consultants under the 2006 Equity Incentive Plan that has been adopted by the Directors of the Company. The options will vest: 1/3 after 12 months, 1/3 after 24 months and the balance of 1/3 after 36 months. The exercise price of the options is US$1.00 for the President and Chief Executive Officer and one other participant; and for all other participants, US$0.444 for 50% of the options and US$1.00 for the balance of 50% of the options. The latest exercise date for the options is September 19, 2016.

The Company has accounted for all options issued based upon their fair market value using the Binomial pricing model.

An external consultant has calculated the fair value of the 8,100,000 options using the Binomial valuation method using the following inputs:

Grant date	Sept 19, 2006	Sept 19, 2006	Sept 19, 2006	Sept 19, 2006	Sept 19, 2006	Sept 19, 2006
Grant date share price	US$0.222	US$0.222	US$0.222	US$0.222	US$0.222	US$0.222
Vesting date	Sept 19, 2007	Sept 19, 2007	Sept 19, 2008	Sept 19, 2008	Sept 19, 2009	Sept 19, 2009
Expected life in years	5.50	5.50	6.00	6.00	6.50	6.50
Risk-free rate	4.69%	4.69%	4.69%	4.69%	4.69%	4.69%
Volatility	60%	60%	60%	60%	60%	60%
Exercise price	US$0.444	US$1.00	US$0.444	US$1.00	US$0.444	US$1.00
Call option value	US$.09	US$.05	US$.10	US$.06	US$.10	US$.06

The Company adopted revised SFAS No.123, Share-Based payment, which addresses the accounting for share-based payment transactions in which a company receives employee services in exchange for (a) equity instruments of that company or (b) liabilities that are based on the fair value of the company's equity instruments or that may be settled by the issuance of such equity instruments.

	Options	Option Price Per Share US$	Weighted Average Exercise Price US$
Outstanding at January 1, 2006	-	-	-
Granted	8,100,000	0.444-1.00	0.69
Forfeited	-	-	-
Outstanding at December 31, 2006	8,100,000	0.444-1.00	0.69
Granted	-	-	-
Forfeited	(1,800,000)	-	-
Outstanding at December 31, 2007	6,525,000	0.444-1.00	0.69
Outstanding at June 30, 2008	6,300,000	0.444-1.00	0.69
Options exercisable at June 30, 2008	2,099,988	0.444-1.00	0.69

The range of exercise price is US$0.444 to US$1.00 per option. The weighted average per option fair value of options granted during 2006 was US$0.07 and the weighted average remaining contractual life of those options is 8¼ years.

The remaining value of the outstanding options equates to A$104,486 (US$78,671) and is being amortised over the vesting periods.

For the six months ended June 30, 2008, the amortization amounted to A$65,269 (US$47,899), including adjustment for forfeited options.

(ii) Effective May 16, 2007, the Company issued 862,500 options over shares of common stock to employees under the 2006 Equity Incentive Plan that has been adopted by the Directors of the Company. The options will vest: 1/3 after 12 months, 1/3 after 24 months and the balance of 1/3 after 36 months. The exercise price of the options is US$0.444 for 50% of the options and US$1.00 for the balance of 50% of the options. The latest exercise date for the options is May 16, 2017.

The Company has accounted for all options issued based upon their fair market value using the Binomial pricing model.

An external consultant has calculated the fair value of the 862,500 options using the Binomial valuation method using the following inputs:

Grant date	May 16, 2007	May 16, 2007	May 16, 2007	May 16, 2007	May 16, 2007	May 16, 2007
Grant date share price	US$0.25	US$0.25	US$0.25	US$0.25	US$0.25	US$0.25
Vesting date	May 16, 2008	May 16, 2008	May 16, 2009	May 16, 2009	May 16, 2010	May 16, 2010
Expected life in years	5.50	5.50	6.00	6.00	6.50	6.50
Risk-free rate	4.92%	4.92%	4.92%	4.92%	4.92%	4.92%
Volatility	60%	60%	60%	60%	60%	60%
Exercise price	US$0.444	US$1.00	US$0.444	US$1.00	US$0.444	US$1.00
Call option value	US$0.1111	US$0.064	US$0.117	US$0.072	US$0.124	US$0.079

	Options	Option Price Per Share US$	Weighted Average Exercise Price US$
Outstanding at January 1, 2007	-	-	-
Granted	862,500	0.444-1.00	0.69
Forfeited	(187,500)	-	-
Outstanding at December 31, 2007	675,000	0.444-1.00	0.69
Forfeited	(300,000)	-	-
Outstanding at June 30, 2008	375,000	0.444-1.00	0.69
Options exercisable at June 30, 2008	125,000	0.444-1.00	0.69

The range of exercise price is US$0.444 to US$1.00 per option. The weighted average per option fair value of options granted during 2007 was US$0.0945 and the weighted average remaining contractual life of those options is 9 years. The forfeiture rate of 56.52% is based on personnel retention history for persons in this class of participants by AXIS Consultants Pty Ltd.

The remaining value of the outstanding options including employee retention factor equates to A$15,713 (US$13,073) and is being amortised over the vesting periods.

For the six months ended June 30, 2008, the amortization amounted to A$10,952 (US$9,112).

(iii) Effective September 10, 2007, the Company issued 300,000 options over shares of common stock to employees under the 2006 Equity Incentive Plan that has been adopted by the Directors of the Company. The options will vest: 1/3 after 12 months, 1/3 after 24 months and the balance of 1/3 after 36 months. The exercise price of the options is US$0.444 for 50% of the options and US$1.00 for the balance of 50% of the options. The latest exercise date for the options is September 10, 2017.

The Company has accounted for all options issued based upon their fair market value using the Binomial pricing model.

An external consultant has calculated the fair value of the 300,000 options using the Binomial valuation method using the following inputs:

Grant date	Sept 10, 2007	Sept 10, 2007	Sept 10, 2007	Sept 10, 2007	Sept 10, 2007	Sept 10, 2007
Grant date share price	US$1.25	US$1.25	US$1.25	US$1.25	US$1.25	US$1.25
Vesting date	Sept 10, 2008	Sept 10, 2008	Sept 10, 2009	Sept 10, 2009	Sept 10, 2010	Sept 10, 2010
Expected life in years	5.50	5.50	6.00	6.00	6.50	6.50
Risk-free rate	4.637%	4.637%	4.637%	4.637%	4.637%	4.637%
Volatility	60%	60%	60%	60%	60%	60%
Exercise price	US$0.444	US$1.00	US$0.444	US$1.00	US$0.444	US$1.00
Call option value	US$0.098	US$0.079	US$0.100	US$0.081	US$0.101	US$0.083

	Options	Option Price Per Share US$	Weighted Average Exercise Price US$
Outstanding at January 1, 2007	-	-	-
Granted	300,000	0.444-1.00	0.69
Forfeited	-	-	-
Outstanding at December 31, 2007	300,000	0.444-1.00	0.69
Outstanding at June 30, 2008	300,000	0.444-1.00	0.69

The range of exercise price is US$0.444 to US$1.00 per option. The weighted average per option fair value of options granted during 2007 was US$0.9033 and the weighted average remaining contractual life of those options is 9¼ years. No options are currently exercisable. The forfeiture rate of 50% in the third year is based on personnel retention history for persons in this class of participants by AXIS Consultants Pty Ltd.

The remaining value of the outstanding options including employee retention factor equates to A$127,305 (US$105,294) and is being amortised over the vesting periods.

For the six months ended June 30, 2008, the amortization amounted to A$89,864 (US$73,520).

(iv) Effective December 19, 2007, the Company issued 300,000 options over shares of common stock to employees under the 2006 Equity Incentive Plan that has been adopted by the Directors of the Company. The options will vest: 1/3 after 12 months, 1/3 after 24 months and the balance of 1/3 after 36 months. The exercise price of the options is US$0.444 for 50% of the options and US$1.00 for the balance of 50% of the options. The latest exercise date for the options is December 19, 2017.

The Company has accounted for all options issued based upon their fair market value using the Binomial pricing model.

An external consultant has calculated the fair value of the 300,000 options using the Binomial valuation method using the following inputs:

Grant date	Dec 19, 2007	Dec 19, 2007	Dec 19, 2007	Dec 19, 2007	Dec 19, 2007	Dec 19, 2007
Grant date share price	US$0.95	US$0.95	US$0.95	US$0.95	US$0.95	US$0.95
Vesting date	Dec 19, 2008	Dec 19, 2008	Dec 19, 2009	Dec 19, 2009	Dec 19, 2010	Dec 19, 2010
Expected life in years	5.50	5.50	6.00	6.00	6.50	6.50
Risk-free rate	4.92%	4.92%	4.92%	4.92%	4.92%	4.92%
Volatility	60%	60%	60%	60%	60%	60%
Exercise price	US$0.444	US$1.00	US$0.444	US$1.00	US$0.444	US$1.00
Call option value	US$0.70	US$0.54	US$0.71	US$0.56	US$0.72	US$0.58

	Options	Option Price Per Share US$	Weighted Average Exercise Price US$
Outstanding at January 1, 2007	-	-	-
Granted	300,000	0.444-1.00	0.69
Forfeited	-	-	-
Outstanding at December 31, 2007	300,000	0.444-1.00	0.69
Outstanding at June 30, 2008	300,000	0.444-1.00	0.69

The range of exercise price is US$0.444 to US$1.00 per option. The weighted average per option fair value of options granted during 2007 was US$0.6350 and the weighted average remaining contractual life of those options is 9½ years. No options are currently exercisable. The forfeiture rate of 50% in the third year is based on personnel retention history for persons in this class of participants by AXIS Consultants Pty Ltd.

The remaining value of the outstanding options including employee retention factor equates to A$119,218 (US$102,531) and is being amortised over the vesting periods.

For the six months ended June 30, 2008, the amortization amounted to A$60,532 (US$52,037).

(v) Effective December 28, 2007, the Company issued 4,787,500 options over shares of common stock to employees under the 2006 Equity Incentive Plan that has been adopted by the Directors of the Company. The options will vest: 1/3 after 12 months, 1/3 after 24 months and the balance of 1/3 after 36 months. The exercise price of the options is US$1.00. The latest exercise date for the options is December 28, 2017.

The Company has accounted for all options issued based upon their fair market value using the Binomial pricing model.

An external consultant has calculated the fair value of the 4,787,500 options using the Binomial valuation method using the following inputs:

Grant date	Dec 28, 2007	Dec 28, 2007	Dec 28, 2007
Grant date share price	US$1.09	US$1.09	US$1.09
Vesting date	Dec 28, 2008	Dec 28, 2009	Dec 28, 2010
Expected life in years	5.50	6.00	6.50
Risk-free rate	4.488%	4.488%	4.488%
Volatility	60%	60%	60%
Exercise price	US$1.00	US$1.00	US$1.00
Call option value	US$0.65	US$0.67	US$0.69

	Options	Option Price Per Share US$	Weighted Average Exercise Price US$
Outstanding at January 1, 2007	-	-	-
Granted	4,787,500	1.00	1.00
Forfeited	-	-	-
Outstanding at December 31, 2007	4,787,500	1.00	1.00
Outstanding atJune 30, 2008	4,787,500	1.00	1.00

The range of exercise price is US$1.00 per option. The weighted average per option fair value of options granted during 2007 was US$0.67 and the weighted average remaining contractual life of those options is 9½ years. No options are currently exercisable. The forfeiture rate of 42.85% in the third year is based on personnel retention history for persons in this class of participants by AXIS Consultants Pty Ltd.

The remaining value of the outstanding options including employee retention factor equates to A$2,313,106 (US$2,024,199) and is being amortised over the vesting periods.

For the six months ended June 30, 2008, the amortization amounted to A$1,054,415 (US$922,718).

(vi) Effective February 7, 2008, the Company issued 5,000,000 options over shares of common stock to employees under the 2006 Equity Incentive Plan that has been adopted by the Directors of the Company. The options will vest: 1/3 after 12 months, 1/3 after 24 months and the balance of 1/3 after 36 months. The exercise price of the options is US$1.00. The latest exercise date for the options is February 7, 2018.

The Company has accounted for all options issued based upon their fair market value using the Binomial pricing model.

An external consultant has calculated the fair value of the 5,000,000 options using the Binomial valuation method using the following inputs:

Grant date	Feb 7, 2008	Feb 7, 2008	Feb 7, 2008
Grant date share price	US$0.99	US$0.99	US$0.99
Vesting date	Feb 7, 2009	Feb 7, 2010	Feb 7, 2011
Expected life in years	5.50	6.00	6.50
Risk-free rate	4.387%	4.387%	4.387%
Volatility	60%	60%	60%
Exercise price	US$2.00	US$2.00	US$2.00
Call option value	US$0.40	US$0.43	US$0.46

	Options	Option Price Per Share US$	Weighted Average Exercise Price US$
Outstanding at January 1, 2008	-	-	-
Granted	5,000,000	2.00	2.00
Forfeited	-	-	-
Outstanding at June 30, 2008	5,000,000	2.00	2.00

The range of exercise price is US$2.00 per option. The weighted average per option fair value of options granted during 2007 was US$2.00 and the weighted average remaining contractual life of those options is 9¾ years. No options are currently exercisable. The options were issued to the Company's CEO and therefore the Company applied a zero forfeiture rate.

The remaining value of the outstanding options including employee retention factor equates to A$1,836,214 (US$1,645,799) and is being amortised over the vesting periods.

For the six months ended June 30, 2008, the amortization amounted to A$562,537 (US$504,202).

(vii) Effective February 19, 2008, the Company issued 400,000 options over shares of common stock to employees under the 2006 Equity Incentive Plan that has been adopted by the Directors of the Company. The options will vest: 1/3 after 12 months, 1/3 after 24 months and the balance of 1/3 after 36 months. The exercise price of the options is US$1.00. The latest exercise date for the options is February 19, 2018.

The Company has accounted for all options issued based upon their fair market value using the Binomial pricing model.

An external consultant has calculated the fair value of the 400,000 options using the Binomial valuation method using the following inputs:

Grant date	Feb 19, 2008	Feb 19, 2008	Feb 19, 2008
Grant date share price	US$1.04	US$1.04	US$1.04
Vesting date	Feb 19, 2009	Feb 19, 2010	Feb 19, 2011
Expected life in years	5.50	6.00	6.50
Risk-free rate	4.422%	4.422%	4.422%
Volatility	60%	60%	60%
Exercise price	US$1.00	US$1.00	US$1.00
Call option value	US$0.61	US$0.63	US$0.65

	Options	Option Price Per Share US$	Weighted Average Exercise Price US$
Outstanding at January 1, 2008	-	-	-
Granted	400,000	1.00	1.00
Forfeited	-	-	-
Outstanding at June 30, 2008	400,000	1.00	1.00

The range of exercise price is US$1.00 per option. The weighted average per option fair value of options granted during 2008 was US$1.00 and the weighted average remaining contractual life of those options is 9¾ years. No options are currently exercisable. The options were issued to one individual and in that case, the Company applied a zero forfeiture rate.

The remaining value of the outstanding options equates to A$216,235 (US$196,644) and is being amortised over the vesting periods.

For the six months ended June 30, 2008, the amortization amounted to A$60,870 (US$55,355).

(viii) Effective May 29, 2008, the Company issued 362,500 options over shares of common stock to employees under the 2006 Equity Incentive Plan that has been adopted by the Directors of the Company. The options will vest: 1/3 after 12 months, 1/3 after 24 months and the balance of 1/3 after 36 months. The exercise price of the options is US$1.00. The latest exercise date for the options is May 29, 2018.

The Company has accounted for all options issued based upon their fair market value using the Binomial pricing model.

An external consultant has calculated the fair value of the 362,500 options using the Binomial valuation method using the following inputs:

Grant date	May 29, 2008	May 29, 2008	May 29, 2008
Grant date share price	US$3.31	US$3.31	US$3.31
Vesting date	May 29, 2009	May 29, 2010	May 29, 2011
Expected life in years	5.50	6.00	6.50
Risk-free rate	4.077%	4.077%	4.077%
Volatility	60%	60%	60%
Exercise price	US$1.00	US$1.00	US$1.00
Call option value	US$2.67	US$2.70	US$2.72

	Options	Option Price Per Share US$	Weighted Average Exercise Price US$
Outstanding at January 1, 2008	-	-	-
Granted	362,500	1.00	1.00
Forfeited	-	-	-
Outstanding at June 30, 2008	362,500	1.00	1.00

The range of exercise price is US$1.00 per option. The share price at grant date was and the fair value adopted was the closing market price as quoted on the OTCBB (US) as at valuation date of US$3.31 after considering the share price between January and March 2008 of US$0.95 to US$4.46. The weighted average remaining contractual life of those options is 10 years. No options are currently exercisable. The options were issued to two individuals and in that case, the Company applied a zero forfeiture rate.

The remaining value of the outstanding options equates to A$964,008 (US$925,351) and is being amortised over the vesting periods.

For the six months ended June 30, 2008, the amortization amounted to A$54,371 (US$52,190).

As at June 30, 2008, 4,000,897 options over shares were available for future grants under the Stock Option Plan.

5. AFFILIATE TRANSACTIONS

In December 2004, the Company issued to Renika, a company associated with Mr J I Gutnick, 20,250,000 options to be converted into 20,250,000 shares of common stock, at an exercise price of 5 cents and a latest exercise date of December 2009 for services to be rendered to the Company. The Company undertook a Black and Scholes valuation of these options using a 2.22 cent exercise price, 2.22 cent market price, 5 year life, risk free interest rate of 5.155% and a volatility of 16.7%. The Company valued the 20,250,000 options at A$160,672 (US$123,300) or A$0.0178 (US$0.0137) each. In

September 2005, Renika exercised the 20,250,000 options using the cashless exercise feature and were issued 17,085,937 shares of common stock.

In December 2004, the Company entered into an agreement with AXIS Consultants Pty Ltd to provide geological, management and administration services to the Company. AXIS is affiliated through common management. The Company is one of five affiliated companies of which three are Australian public companies listed on Australian Stock Exchange. Each of the companies has some common Directors, officers and shareholders. In addition, each of the companies is substantially dependent upon AXIS for its senior management and certain mining and exploration staff. A number of arrangements and transactions have been entered into from time to time between such companies. It has been the intention of the affiliated companies and respective Boards of Directors that each of such arrangements or transactions should accommodate the respective interest of the relevant affiliated companies in a manner which is fair to all parties and equitable to the shareholders of each. Currently, there are no material arrangements or planned transactions between the Company and any of the other affiliated companies other than AXIS.

AXIS is a company owned by its public companies (including Legend) and any profits generated by AXIS are returned to its shareholders in the form of dividends.

AXIS is paid by each company for the costs incurred by it in carrying out the administration function for each such company. Pursuant to the Service Agreement, AXIS performs such functions as payroll, maintaining employee records required by law and by usual accounting procedures, providing insurance, legal, human resources, company secretarial, land management, certain exploration and mining support, financial, accounting advice and services. AXIS procures items of equipment necessary in the conduct of the business of the Company. AXIS also provides for the Company various services, including but not limited to the making available of office supplies, office facilities and any other services as may be required from time to time by the Company as and when requested by the Company.

The Company is required to reimburse AXIS for any direct costs incurred by AXIS for the Company. In addition, the Company is required to pay a proportion of AXIS's overhead cost based on AXIS's management estimate of our utilisation of the facilities and activities of AXIS plus a service fee of not more than 15% of the direct and overhead costs. Amounts invoiced by AXIS are required to be paid by us. The Company is also not permitted to obtain from sources other than AXIS, and we are not permitted to perform or provide ourselves, the services contemplated by the Service Agreement, unless we first requests AXIS to provide the service and AXIS fails to provide the service within one month.

The Service Agreement may be terminated by AXIS or us upon 60 days prior notice. If the Service Agreement is terminated by AXIS, the Company would be required to independently provide, or to seek an alternative source of providing, the services currently provided by AXIS. There can be no assurance that the Company could independently provide or find a third party to provide these services on a cost-effective basis or that any transition from receiving services under the Service Agreement will not have a material adverse effect on us. The Company's inability to provide such services or to find a third party to provide such services may have a material adverse effect on our operations.

In accordance with the Service Agreement AXIS provides the Company with the services of the Company's Chief Executive Officer, Chief Financial Officer, geologists and clerical employees, as well as office facilities, equipment, administrative and clerical services. We pay AXIS for the actual costs of such facilities plus a maximum service fee of 15%.

During the six months ended June 30, 2007, AXIS charged the Company A$399,883 for management and administration services, and A$380,562 for exploration services and charged interest of A$14,683 on the outstanding balance and the Company repaid A$1,048,643. AXIS charged interest at a rate of 10.10% for the six months ended June 30, 2007. The amount owed to AXIS at June 30, 2007 was A$66,588.

During the six months ended June 30, 2008, AXIS charged the Company A$2,396,508 for management and administration services, and A$696,744 for exploration services. The Company paid A$4,247,950 including an advance for July 2008 charges and ongoing operations. The Company charged

AXIS interest of A$27,766 at a rate between 10.80% and 11.60% for the six months ending June 30, 2008. The amount owed by AXIS at June 30, 2008 was A$1,175,522

Effective as of March 3, 2006, Legend entered into a Contract for the Sale of Mining Tenements ("Contract") with Astro Diamond Mines N.L. ("Astro") an Australian company pursuant to which the Company acquired certain diamond mining tenements in Northern Australia from Astro. The consideration payable by Legend to Astro was A$1.5 million and Legend was also required to pay to Astro any costs incurred on the tenements after February 1, 2006. Astro provided commercial warranties which are usual for a transaction of this nature in favour of Legend. Under Australian law, Astro was required to provide an independent experts report to shareholders for this transaction. In order to prepare the independent experts report, a mineral valuation was prepared on behalf of Astro which indicated that the preferred value for the tenements that are the subject of the transaction was A$1.5 million. This formed the basis of the consideration agreed by the parties. The President and Chief Executive Officer of the Company, Mr. J. I. Gutnick, was Chairman and Managing Director of Astro and Dr DS Tyrwhitt, an independent Director of the Company is also a Director of Astro. The tenements are located in the Northern Territory of Australia and are prospective for all minerals. Astro incurred costs on the mining tenements from February 1, 2006 which at settlement Legend was required to pay. However, Astro had not quantified the amount at the date of settlement and it was only finally quantified in November 2006. The consideration and all related acquisition costs, costs incurred by Astro since February 1, 2006 and exploration expenditure incurred by the Company is shown in the Statement of Operations as Exploration Expenditure.

6. COMMITMENTS

During December 2006, the Company entered into an operating lease agreement for a motor vehicle which expires in 2008. The lease agreement has a monthly repayment amount of A$1,123. The future minimum lease repayments under a non-cancellable lease at June 30, 2008, were A$5,480.

During July 2007, the Company entered into a sublease agreement for the rental of office premises which expires in 2008. The total rental payment for 2008 is A$98,617, outstanding as at June 30, 2008 A$53,267.

During September 2007, the Company entered into a commercial hire purchase agreement for proposed on-site accommodation units and the final repayment of A$174,280 was paid in June 2008.

During April 2008, the Company entered into a finance lease agreement for a motor vehicle which expires in 2012. The lease agreement has a monthly repayment amount of A$1,050. The future minimum loan repayments under a non-cancellable lease at June 30, 2008 were A$51,734

During June 2008, the Company entered into an operating lease agreement for a motor vehicle which expires in 2011. The lease agreement has a monthly repayment amount of A$5,318. The future minimum loan repayments under a non-cancellable lease at June 30, 2008 were A$196,657.

During July 2008, the Company entered into an agreement for an aircraft maintenance and safety upgrade program for the Lear Jet 35 (See footnote 8 for purchase details) with an estimated completion date of August 31, 2008 and cost of A$250,000.

The Company has filed with the Securities and Exchange Commission ("SEC") a registration statement covering the resale of the shares of Common Stock within forty-five (45) calendar days after the closing date of the BMO Offering, which was subsequently extended to August 1, 2008 (the "Filing Deadline"). The Company has agreed to use its best efforts to cause such registration statement to become effective as soon as possible thereafter, and within the earlier of: (i) one hundred twenty (120) calendar days after the closing date or (ii) five (5) calendar days of the SEC clearance to request acceleration of effectiveness (the "Effectiveness Deadline"). The Company agreed that in the event that the registration statement is not filed with the SEC on or before the Filing Deadline, or such registration statement is not declared effective by the SEC on or before the Effectiveness Deadline or if the effectiveness thereafter lapses (except for certain permitted grace periods)or if the Company fails to file certain SEC reports on a timely basis, the Company shall on the first day of each month thereafter until the date that the Company is in compliance with the foregoing requirements issue to the purchasers as liquidated damages and not as a penalty for such failure (the "Liquidated Damages"): shares of common stock equal to 1.2% of the shares purchased in the BMO Offering that have not been sold or cannot be sold without restriction under Rule 144. Management is in discussion with the placement holders and at this time does not believe there is exposure to any penalty liability.

In connection with the BMO Offering, the Company agreed not to issue any additional shares of Common Stock (other than pursuant to existing rights) for a period of 120 days following the closing without the consent of BMO, which shall not be unreasonably withheld. The Company also agreed to appoint two additional directors and a chief operating officer with the approval of BMO and to use its reasonable best efforts to list its shares of Common Stock on the American Stock Exchange within six months following the closing date.

Exploration

The Company has to perform minimum exploration work and expend minimum amounts of money on its tenements. The overall expenditure requirement tends to be limited in the normal course of the Company's tenement portfolio management through expenditure exemption approvals, and expenditure reductions through relinquishment of parts or the whole of tenements deemed non prospective. Should the company wish to preserve interests in its current tenements the amount which may be required to be expended is as follows:

	2008 **A$**
Not later than one year	1,435,000
Later than one year but not later than five years	1,080,000
Later than five years but not later than twenty one years	-
	2,515,000

7. ACQUISITIONS/INVESTMENTS

On February 27, 2008, the Company entered into a Share Sale Agreement whereby the Company agreed to purchase all of the issued and outstanding shares of Teutonic Minerals Pty Ltd. As a result, Teutonic became a subsidiary of the Company from that date. Teutonic holds an application for a mineral licence over phosphate in the Georgina Basin in the State of Queensland, Australia. The consideration payable to the vendors was A$300,000, and the Company granted a 1% gross revenue royalty from production from the mineral licence and incurred legal costs of A$26,526.

The mineral licence application held by Teutonic was withdrawn on March 17, 2008 and replaced by a mineral application lodged by the Company. Teutonic had no other assets or liabilities.

As at June 30, 2008 the net assets and liabilities acquired by the Company have no value. The consideration and legal costs of A$326,526 paid by the Company are included as exploration expenditure.

8. SUBSEQUENT EVENTS

Effective July 14, 2008, the Company entered into a Shares Option Agreement with the Indian Farmers Fertilizer Cooperative Limited ("IFFCO").

Under the Share Options Agreement, IFFCO received options to purchase 30 million shares of Common Stock of the Company on the following terms:

a. 5,000,000 options, at an exercise price of $2.50 per share and expiring 60 days from July 11, 2008;
b. 8,000,000 options, at an exercise price of $3.00 per share and expiring 12 months from July 11, 2008;

c. 8,000,000 options, at an exercise price of $3.50 per share and expiring 18 months from July 11, 2008;

d. 9,000,000 options, at an exercise price of $4.00 per share and expiring 24 months from July 11, 2008.

The total proceeds amount to $100.5 million, and when exercised will be utilized to fund expenditure related to the Company's phosphate project.

The Share Options Agreement also gives IFFCO a preemptive right to acquire its pro rata share of future issuances of Common Stock by the Company, with certain exceptions.

Pursuant to the Share Options Agreement, the parties agreed to enter into a long-term rock off-take agreement ("ROTA"), which shall be separately negotiated but which shall be based on the following principles:

- IFFCO shall off take on a long term and the Company shall deliver to IFFCO to offtake directly or through its Affiliates 4 million tonnes of concentrated rock phosphate produced by the Company every year.
- The ROTA shall be based on, among others, the following principles.
  - The concentrated rock phosphate should conform to specifications reasonably acceptable to IFFCO, such specifications shall be agreed to between the Company and IFFCO in the ROTA.
  - The supplies are FOB at one or more agreed ports in Australia.
  - The Price of the concentrate rock phosphate shall be at a discount of at least 5% to the Benchmark Price of rock.
  - At the Company's option however,
    - The ROTA can have provisions for compensation to the Company in case IFFCO does not lift the contracted quantities and to IFFCO if the Company is unable to supply the contracted quantities.
    - In case the Benchmark Price falls below a value that reduces the return on investment of the project below an agreed amount, IFFCO can convert the entire discount into a subordinated loan at a nominal interest to be repaid in years when the market price is good. The details of this mechanism shall be agreed in the ROTA.
    - The minimum quantity supplied below which compensation claims can arise shall be 90% of the guaranteed quantities. Quantities below such minimum but not below 70% of the contracted quantity, shall be rolled over to the following two years without any compensation, provided the Company does not sell the deficient quantity in the spot market.

      In case the Benchmark Price becomes such as it materially adversely affects the financial viability of either Party, the Parties will work together to mitigate the situation.

      in which case the discount shall equal 10%.
  - IFFCO shall provide no other support to the Company under the ROTA if the discount is 5%.
  - The benchmark Price (the "Benchmark Price") shall be derived based on the price of equivalent quality of rock imported into India by IFFCO and other large importers. For this purpose only those buyers who import more than 350,000 tonnes per year will be considered. The Parties shall mutually decide transparent indicies and adjustment formulas for different rock specifications for this purpose.

- In case the agreed indicies are not available, the Benchmark Price shall be derived based on the international market price of phosphoric acid delivered in India less cost of sulphur, fixed costs and other variable costs of phosphoric acid production, cost of transportation of rock from Australia to India and reasonable return on the production of phosphoric acid, divided by the specific consumption of rock of the specifications agreed in the ROTA. The details of this pricing structure shall be agreed in the ROTA.

- IFFCO shall be the marketing agent of the Company and act on the instructions of the Company in relation to the 20% of annual production that the Company may sell yearly on the spot market after the Company has fulfilled its annual obligations under its long-term supply agreement with IFFCO. IFFCO shall conduct these transactions on behalf of the Company in the spot market on an arm's length basis.

- For so long as IFFCO is a shareholder in the Company, either Party shall have a right of first refusal to participate with the other Party in the production, sale, marketing, distribution or in any other manner making available any fertilizer or related product in Australia (e.g., urea plant or triple super phosphate) on terms that shall be agreed to between the Company and IFFCO.

- IFFCO shall facilitate the Company in procuring financing for the development and construction of the Company's phosphate mines and related infrastructure (the "Project"), including introducing the Company to sources of project financing.

- IFFCO shall also assist the Company by providing technical and personnel assistance on an arm's length basis.

- The Parties agreed to use their reasonable best efforts to enter into a ROTA within 9 months following the closing. Unless mutually agreed, neither Party shall be obliged to enter into a ROTA if the Parties have not been able to execute a ROTA within 24 months of the closing and the Party seeking not to enter into the ROTA is not in breach of this Agreement. IFFCO shall also not be obliged to off take rock if the deliveries of the contracted quantities for the first year of operations, agreed in the ROTA, do not commence within 5 years of the Closing Date.

In connection with the execution of the Shares Option Agreement, IFFCO entered into a Shareholders Agreement with Joseph Gutnick, the Company's Chairman of the Board, President and Chief Executive Officer pursuant to which IFFCO purchased 15 million shares of Common Stock from an affiliate of Mr. Gutnick at $1.87 per share. The parties agreed to vote in favor of the election of their respective Board nominees, including four nominees selected by Mr. Gutnick and two by IFFCO, subject to adjustment based upon their proportionate share ownership. The parties granted each other certain rights of first refusal and tag-along rights with respect to future sale of shares by each other and their respective affiliates. In addition, the parties agreed to vote by mutual agreement with respect to certain material actions requiring stockholder approval.

In connection with the execution of the Shares Option Agreement and the Shareholders' Agreement, the Company agreed to increase the size of its Board of Directors from two members to six within 30 days following the closing and to appoint two nominees of IFFCO to the Company's Board of Directors, including the Managing Director of IFFCO, Dr. Awasthi and two additional nominees to be selected by Mr. Gutnick. Mr. Gutnick's nominees are subject to the approval of BMO Nesbitt Burns in accordance with that certain Agency Agreement dated as of June 3, 2008. The Company also agreed to amend its Bylaws to require that certain material actions by the Company shall require the unanimous approval of the Board of Directors.

On July 11, 2008, the Company issued to Dr DS Tyrwhitt, 1,000,000 options under the 2006 Incentive Stock Option Plan. The options have a strike price of US$3.48 and a latest exercise price of July 11, 2018. The options vest 1/3rd in 12 months from the date of issue, 1/3rd in 24 months from the date of issue and 1/3rd in 36 months from the date of issue. The Company is currently having an external consultant value the options.

On July 11, 2008, the Company issued 318,960 shares following the exercise of 318,960 options.

On August 4, 2008, the Company issued to eligible participants 750,000 options under the 2006 Incentive Stock Option Plan. The options have a strike price of US$2.56 and a latest exercise price of August 4, 2018. The options vest 1/3rd in 12 months from the date of issue, 1/3rd in 24 months from the date of issue and 1/3rd in 36 months from the date of issue. The Company is currently having an external consultant value the options.

In August, 2008, it is anticipated the Company will settle the purchase of a Lear Jet 35 for A$1,100,000 from AXIS Consultants Pty Ltd. The jet has been chartered for approximately 12 months for use in its field activities.

On August 6, 2008, the Company was notified by IFFCO that it was exercising the first tranche of options, being 5,000,000 options in Legend at a strike price of US$2.50 pursuant to the Share Options Agreement entered into on July 16, 2008. The options exercise will provide an additional US$12.5 million of gross funding for the Company (US$12.3 million net of transactional costs, funds received August 8, 2008) and will increase IFFCO's stake in Legend from 6.78% to 8.84%. IFFCO still retains a further 25,000,000 options in Legend at strike prices from US$3.00 to US$4.00.

Effective as of August 7, 2008, the Company filed a Registration Statement on Form S-1/A with the Securities and Exchange Commission to register the 42,000,000 shares of common stock and 840,000 shares issuable upon exercise of options that were issued in the BMO private placement offering in June 2008. The Form S-1 was filed pursuant to a registration rights agreement.

Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

FUND COSTS CONVERSION

The consolidated statements of operations and other financial and operating data contained elsewhere here in and the consolidated balance sheets and financial results have been reflected in Australian dollars unless otherwise stated.

The following table shows the average rate of exchange of the Australian dollar as compared to the US dollar during the periods indicated:

6 months ended June 30, 2007	A$1.00 = US$.8488
6 months ended June 30, 2008	A$1.00 = US$.9615

RESULTS OF OPERATION

Three Months Ended June 30, 2008 vs. Three Months Ended June 30, 2007.

The Company's financial statements are prepared in Australian dollars (A$). A number of the costs, expenses and assets of the Company are incurred/held in US$ and the conversion of these costs to A$ means that the comparison of the three months ended June 30, 2008 to the three months ended June 30, 2007 does not always present a true comparison.

Other income increased from A$3,457 for the three months ended June 30, 2007 to A$224,963 for the three months ended June 30, 2008 which represents interest on funds in the bank of $208,240 as a result of the increase of funds in the bank following the private placement, and A$16,723 from affiliate companies.

Costs and expenses increased from A$1,451,111 in the three months ended June 30, 2007 to A$4,949,706 in the three months ended June 30, 2008. The increase in expenses is a net result of:

a) an increase in exploration expenditure written off from A$946,201 for the three months ended June 30, 2007 to A$1,287,044 in the three months ended June 30, 2008. The exploration costs include geological/geophysical/mineral analysis contractors, salaries for contract field staff, travel costs, accommodation, tenement holding costs and drilling recommenced in April 2008 following the end of the wet season in Northern Australia together with work on the preliminary scoping and prefeasibility work on the Queensland tenements. As a result of the increase in the Company's exploration activities, additional staff costs were incurred via the service arrangements with AXIS as AXIS provided additional staff to undertake the Company's activities.

b) an increase in legal, accounting and professional expense from A$33,636 for the three months ended June 30, 2007 to A$162,649 for the three months ended June 30, 2008 as a result of the increase in legal fees for general legal work including stock transfer matters, regulatory filings, private placement matters, registration statement matters, stock transfer agent fees, and audit fees for professional services in relation to the Form 10-Q and the registration statement. All fees have increased in the three months to June 30, 2008 as a result of increased activity by the Company as a consequence of the exploration program and capital raising activities.

c) an increase in administrative costs from A$393,575 in the three months ended June 30, 2007 to A$2,405,452 in the three months ended June 30, 2008 as a result of an increase in direct costs, including salaries and related costs, indirect costs and service fees, charged to the Company by AXIS which increased from $498,519 to $1,603,912, as a result in the level of activity of the Company; the cost of travel and accommodation in the marketing of the Company of A$298,477, and investor relations, tenement and other consultants of A$450,852. The increases are as a result of the increase in activity by the Company as a consequence of the acquisition of mining tenements, preparation of regulatory filings and capital raising activities.

d) an increase in interest expense from A$6,777 for the three months ended June 30, 2007 to A$8,836 for the three months ended June 30, 2008 due to the increase financing costs relating to the vehicle finance lease. For the three months ended June 30, 2008, interest was incurred on motor vehicle finance lease and camp lease.

e) an increase in stock based compensation from A$71,762 in the three months ended June 30, 2007 to A$1,085,725 in the three months ended June 30, 2008 as a result of the issue of options under the 2006 Incentive Option Plan. See footnote 4 for further details on the options issued.

As a result of the foregoing, the loss from operations increased from A$1,447,654 for the three months ended June 30, 2007 to A$4,724,743 for the three months ended June 30, 2008. An increase in foreign currency exchange loss for the three months ended June 30, 2007 from $125,964 to A$1,256,118 in the three months ended June 30, 2008 was recorded as a result of the movement in the Australian dollar versus the US dollar. The net loss was A$1,573,618 for the three months ended June 30, 2007 compared to a net loss of A$5,980,861for the three months ended June 30, 2008.

Six Months Ended June 30, 2008 vs. Six Months Ended June 30, 2007.

The Company's financial statements are prepared in Australian dollars (A$). A number of the costs, expenses and assets of the Company are incurred/held in US$ and the conversion of these costs to A$ means that the comparison of the six months ended June 30, 2008 to the six months ended June 30, 2007 does not always present a true comparison.

Other income increased from A$4,403 for the six months ended June 30, 2007 to A$349,972 for the six months ended June 30, 2008 which represents interest on funds in the bank following the private placement of $322,206 and A$27,766 from affiliate companies.

Costs and expenses increased from A$2,657,369 in the six months ended June 30, 2007 to A$8,637,492 in the six months ended June 30, 2008. The increase in expenses is a net result of:

a) an increase in exploration expenditure written off from A$1,695,409 for the six months ended June 30, 2007 to A$2,438,740 in the six months ended June 30, 2008. The exploration costs include geological/geophysical/mineral analysis contractors, salaries for contract field staff, travel costs, accommodation and tenement acquisition costs of A$326,527 (refer Note 7), tenement holding costs and drilling recommenced in April 2008 following the end of the wet season in Northern Australia together with work on the preliminary scoping and prefeasibility work on the Queensland tenements. As a result of the increase in the Company's exploration activities, additional staff costs were incurred via the service arrangements with AXIS as AXIS provided additional staff to undertake the Company's activities.

b) an increase in legal, accounting and professional expense from A$59,299 for the six months ended June 30, 2007 to A$306,324 for the six months ended June 30, 2008 as a result of the increase in legal fees for general legal work including stock transfer matters, regulatory filings, private placement matters, registration statement matters, stock transfer agent fees, and audit fees for professional services in relation to the Form 10-Q, 10-K and the registration statement. All fees have increased in the six months to June 30, 2008 as a result of increased activity by the Company as a consequence of the exploration program and capital raising activities.

c) an increase in administrative costs from A$698,708 in the six months ended June 30, 2007 to A$3,914,913 in the six months ended June 30, 2008 as a result of an increase in direct costs, including salaries and related costs, indirect costs and service fees, charged to the Company by AXIS which increased from $399,883 to $2,202,412, as a result in the level of activity of the Company; the cost of the shares issued under a registration rights agreement of A$660,494; the cost of travel and accommodation in the marketing of the Company of A$420,379, investor relations, tenement and other consultants of A$537,890 and New York office costs of A$155,495. The increases are as a result of the increase in activity by the Company as a consequence of the acquisition of mining tenements, preparation of regulatory filings and capital raising activities.

d) a decrease in interest expense from A$33,006 for the six months ended June 30, 2007 to A$18,705 for the six months ended June 30, 2008 due to the increase in vehicle finance lease costs which were offset by a decrease in interest as some historical interest bearing debt had been repaid. For the six months ended June 30, 2008, interest was incurred on motor vehicle finance lease and camp lease.

e) an increase in stock based compensation from A$170,947 in the six months ended June 30, 2007 to A$1,958,810 in the six months ended June 30, 2008 as a result of the issue of options under the 2006 Incentive Option Plan. See footnote 4 for further details on the options issued.

As a result of the foregoing, the loss from operations increased from A$2,652,966 for the six months ended June 30, 2007 to A$8,287,520 for the six months ended June 30, 2008. An increase in foreign currency exchange loss for the six months ended June 30, 2007 from $156,535 to A$1,884,175 in the six months ended June 30, 2008 was recorded as a result of the movement in the Australian dollar versus the US dollar. The net loss was A$2,809,501 for the six months ended June 30, 2007 compared to a net loss of A$10,171,695 for the six months ended June 30, 2008.

Liquidity and Capital Resources

For the six months ending June 30, 2008, net cash used in operating activities was A$5,883,141 (2007: A$2,173,230) primarily consisting of the net loss of A$10,171,695 (2007: A$2,809,501), decrease in accounts receivable of A$238,590 (2007: A$(20,954))and offset by an increase in prepayments and deposits of A$1,158,358 (2007: A$(182,287)) accounts payable and accrued expenses of A$17,191 (2007:(A$185,094)); net cash used in investing activities was A$675,211 (2007:A$95,526), being for the purchase of motor vehicles, geotechnical software and equipment for A$348,685 and the purchase of an investment for A$326,526; and net cash provided by financing activities was A$104,120,389 (2007: A$5,313,853) being net proceeds from share issue.

As at June 30, 2008 the Company had A$112,766,052 in cash, A$268,674 in receivables, A$313,698 in prepayments and short-term obligations of A$962,314 comprising accounts payable and accrued expenses.

We plan to continue our exploration program throughout 2008 and anticipate spending A$5,000,000 on exploration and feasibility studies and A$5,000,000 for property and equipment purchases relating to the projects. Based upon the results of the feasibility study, the Company expects to spend A$5,000,000 at the commencement of the development stage. In addition, we expect that we will need to spend $4,000,000 on legal, professional, accounting and administration expenses.

In June 2008, the Company completed a private placement offering (the “BMO Offering”) of 42,000,000 share of common stock to institutional investors at a purchase price of US$2.50 per share. BMO Nesbitt Burns Inc., Wellington West Capital Markets Inc. and BBY Limited acted as agents for the offering and received a commission of 5% of the offering proceeds and two year warrants to purchase 840,000 shares of common stock at an exercise price of US$2.50 per share.

The Company has filed with the Securities and Exchange Commission (“SEC”) a registration statement covering the resale of the shares of Common Stock within forty-five (45) calendar days after the closing date of the BMO Offering, which was subsequently extended to August 1, 2008 (the “Filing Deadline”). The Company has agreed to use its best efforts to cause such registration statement to become effective as soon as possible thereafter, and within the earlier of: (i) one hundred twenty (120) calendar days after the closing date or (ii) five (5) calendar days of the SEC clearance to request acceleration of effectiveness (the “Effectiveness Deadline”). The Company agreed that in the event that the registration statement is not filed with the SEC on or before the Filing Deadline, or such registration statement is not declared effective by the SEC on or before the Effectiveness Deadline or if the effectiveness thereafter lapses (except for certain permitted grace periods)or if the Company fails to file certain SEC reports on a timely basis, the Company shall on the first day of each month thereafter until the date that the Company is in compliance with the foregoing requirements issue to the purchasers as liquidated damages and not as a penalty for such failure (the “Liquidated Damages”): shares of common stock equal to 1.2% of the shares purchased in the BMO Offering that have not been sold or cannot be sold without restriction under Rule 144. Management is in discussion with the placement holders and at this time does not believe there is exposure to any penalty liability.

In connection with the BMO Offering, the Company agreed not to issue any additional shares of Common Stock (other than pursuant to existing rights) for a period of 120 days following the closing without the consent of BMO, which shall not be unreasonably withheld. The Company also agreed to appoint two additional directors and a chief operating officer with the approval of BMO and to use its reasonable best efforts to list its shares of Common Stock on the American Stock Exchange within six months following the closing date.

In connection with the BMO Offering, Joseph Gutnick, Renika Pty Ltd. and Chabad House of Caulfield Pty Ltd. (the "Gutnick Group") generally have agreed not to acquire, transfer or dispose of any shares of Common Stock or other securities of the Company or enter into any agreements or make any announcements with respect thereto for a period of one year following the Closing, except that the Gutnick Group is not prohibited from (i) selling shares to an industry participant such as a mining company or fertilizer manufacturer or user in an off-market transaction; (ii) selling up to 2,000,000 shares commencing 180 days after the closing date; provided that BMO shall have the right to act as the broker for any sales that are made on market; and (iii) selling shares in response to a takeover offer for all of the outstanding shares of the Company.

Effective as of August 7, 2008, the Company filed a Registration Statement on Form S-1/A with the Securities and Exchange Commission to register the 42,000,000 shares of common stock and 840,000 shares issuable upon exercise of options that were issued in the BMO private placement offering in June 2008.

The Company is considered to be an exploration stage company, with no significant revenue, and is dependent upon the raising of capital through placement of its common stock, preferred stock or debentures to fund its operations. In the event the Company is unsuccessful in raising such additional capital, it may not be able to continue active operations.

Cautionary Safe Harbor Statement under the United States Private Securities Litigation Reform Act of 1995.

Certain information contained in this Form 10-Q's forward looking information within the meaning of the Private Securities Litigation Act of 1995 (the "Act") which became law in December 1995. In order to obtain the benefits of the "safe harbor" provisions of the act for any such forwarding looking statements, the Company wishes to caution investors and prospective investors about significant factors which among others have affected the Company's actual results and are in the future likely to affect the Company's actual results and cause them to differ materially from those expressed in any such forward looking statements. This Form 10-Q report contains forward looking statements relating to future financial results. Actual results may differ as a result of factors over which the Company has no control including, without limitation:

- The risk factors set forth in Item 1A of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2007,
- The possibility that the phosphates we find are not commercially economical to mine,
- The possibility that we do not find other minerals or that the other minerals we find are not commercially economical to mine,
- The risks and hazards inherent in the mining business (including environmental hazards, industrial accidents, weather or geologically related conditions),
- Changes in the market price of phosphate, base metals and diamonds,
- The uncertainties inherent in our production, exploratory and developmental activities, including risks relating to permitting and regulatory delays,
- The uncertainties inherent in the estimation of ore reserves,
- The effects of environmental and other governmental regulations, and

- Uncertainty as to whether financing will be available to enable further exploration and mining operations.

Investors are cautioned not to put undue reliance on forward-looking statements. We disclaim any intent or obligation to update publicly these forward-looking statements, whether as a result of new information, future events or otherwise.

Additional information which could affect the Company's financial results is included in the Company's Form 10-K on file with the Securities and Exchange Commission.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

At June 30, 2008, the Company had no outstanding loan facilities. At June 30, 2008, assuming no change in the cash at bank, a 10% change in the A$ versus US$ exchange rate would have a A$1.127 million effect on the Company's cash position.

Item 4. Controls and Procedures.

(a) Evaluation of disclosure controls and procedures.

Our principal executive officer and our principal financial officer evaluated the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934 as amended) as of the end of the period covered by this report. Based on that evaluation, such principal executive officer and principal financial officer concluded that, the Company's disclosure control and procedures were effective as of the end of the period covered by this report.

(b) Change in Internal Control over Financial Reporting.

No change in our internal control over financial reporting occurred during our most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect our internal control over financial reporting.

(c) We believe that a controls system, no matter how well designed and operated, can not provide absolute assurance that the objectives of the controls system, no matter how well designed and operated, can not provide absolute assurance that the objectives of the controls system are met, and no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within a company have been detected**.**

PART II – OTHER INFORMATION

Item 1. Legal Proceedings.

There are no pending legal proceedings to which the Company is a party, or to which any of its property is the subject, which the Company considers material.

Item 1A Risk Factors

An investment in the Company involves a high degree of risk.

In addition to the other information set forth in this report, you should carefully consider the factors discussed in Part I, "Item 1A. Risk Factors" in our Annual Report on Form 10-K for the fiscal year ended December 31, 2007 which could materially affect our business, financial condition or future results. The risks described in our Annual Report on Form 10-K are not the only risks facing the Company. Other unknown or unpredictable factors could also have material adverse effects on future results.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

Not Applicable

Item 3. Defaults Upon Senior Securities.

Not Applicable

Item 4. Submission of Matters to a Vote of Security Holders.

Not Applicable

Item 5. Other Information.

Not Applicable

Item 6. Exhibits.

Exhibit No.	Description
31.1	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 by Joseph Isaac Gutnick (6)
31.2	Certification of Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 by Peter James Lee (6)
32.1	Certification of Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 by Joseph Isaac Gutnick (6)
32.2	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 by Peter James Lee (6)

FORM 10-Q

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has caused this report to be signed on its behalf by the undersigned, thereunto duly authorised.

LEGEND INTERNATIONAL HOLDINGS, INC.

(Registrant)

By: ……………………………………
Peter J Lee
Chief Financial Officer and Secretary

Dated: August 8, 2008

EXHIBIT INDEX

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Exhibit 31.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Joseph Isaac Gutnick, Chief Executive Officer, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Legend International Holdings, Inc. (the "registrant");

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13(a)-15(e) and 15(d)-15(e)) and internal controls over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) and have:

   a) designed such disclosure controls and procedures or caused such disclosure controls and procedures to be designed under our supervision to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;

   b) designed such internal controls over financial reporting, or caused such internal controls over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted principles;

   c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and

   d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 8, 2008

J.I. Gutnick

Name: Joseph I. Gutnick
Title: Chairman of the Board, President and Chief Executive Officer
(Principal Executive Officer)

Exhibit 31.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Peter James Lee, Chief Financial Officer, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Legend International Holdings, Inc. (the "registrant");

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13(a)-15(e) and 15(d)-15(e)) and internal controls over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) and have:

    a) designed such disclosure controls and procedures or caused such disclosure controls and procedures to be designed under our supervision to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;

    b) designed such internal controls over financial reporting, or caused such internal controls over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted principles;

    c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and

    d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 8, 2008

Name: Peter Lee
Title: Secretary and
Chief Financial Officer
(Principal Financial Officer)

Exhibit 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the quarterly report on Form 10-Q of Legend International Holdings, Inc. (the "Company") for the quarter ended June 30, 2008 as filed with the Securities and Exchange Commission on the date hereof (the "report"), the undersigned, Joseph Isaac Gutnick, Chief Executive Officer of the Company, certifies pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 that:

(1) The report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the report fairly presents, in all material respects, the financial condition and result of operations of the Company.

Date: August 8, 2008

J.I. Gutnick

Joseph Isaac Gutnick
Chairman of the Board, President and
Chief Executive Officer
(Principal Executive Officer)

Exhibit 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the quarterly report on Form 10-Q of Legend International Holdings, Inc. (the "Company") for the quarter ended June 30, 2008 as filed with the Securities and Exchange Commission on the date hereof (the "report"), the undersigned, Peter James Lee, Chief Financial Officer of the Company, certifies pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 that:

(1) The report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the report fairly presents, in all material respects, the financial condition and result of operations of the Company.

Date: August 8, 2008

Peter James Lee
Secretary and
Chief Financial Officer
(Principal Financial Officer)