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 March 31, 2009

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 has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).*

* The registrant has not yet been phased into the interactive data requirements.

☐ 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 226,315,392 shares of common stock outstanding on May 8, 2009.

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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, 2008.

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 March 31, 2009, the results of its operations for the three month periods ended March 31, 2009 and March 31, 2008 and for the cumulative period January 5, 2001 (inception) through March 31, 2009, and the changes in its cash flows for the three month periods ended March 31, 2009 and March 31, 2008 and for the cumulative period January 5, 2001 (inception) through March 31, 2009, 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

	March 31, 2009 A$ (unaudited)	December 31, 2008 A$
ASSETS		
Current Assets:		
Cash	111,342,241	119,277,536
Receivables	2,258,894	2,843,331
Prepayments	408,727	371,499
Inventories (note 3)	111,243	92,194
Trading Securities (note 10)	681,646	780,946
Total Current Assets	114,802,751	123,365,506
Non-Current Assets:		
Property and Equipment, net (note 4)	5,661,374	5,320,625
Investment (note 12)	2,368,000	-
Deposits (note 5)	807,700	793,712
Receivables	569,328	555,668
Prepayments	-	40,194
Total Non-Current Assets	9,406,402	6,710,199
Total Assets	124,209,153	130,075,705
LIABILITIES		
Current Liabilities:		
Accounts payable and accrued expenses	1,354,338	2,386,575
Lease liability (note 9)	199,742	186,785
Total Current Liabilities	1,554,080	2,573,360
Non Current Liabilities:		
Reclamation and Remediation Provision (note 8)	91,806	206,192
Lease liability (note 9)	472,873	537,008
Total Non Current Liabilities:	564,679	743,200
Total Liabilities	2,118,759	3,316,560
Commitments (note 11)		
Stockholders' Equity		
Common Stock: US$.001 par value, 300,000,000 shares authorized 226,315,392 issued and outstanding	275,076	275,076
Additional Paid-in-Capital	155,883,100	154,661,002
Accumulated Other Comprehensive Income	38,490	38,490
Retained Deficit during development period	(839,463)	(839,463)
Retained Deficit during exploration period	(33,266,809)	(27,375,960)
Total Stockholders' Equity	122,090,394	126,759,145
Total Liabilities and Stockholders' Equity	124,209,153	130,075,705

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 March 31		January 5, 2001 (Inception) to March 31,
	2009	2008	2009
	A$	A$	A$
Revenues:			
Sales	-	-	6,353
less cost of sales	-	-	(1,362)
Gross profit	-	-	4,991
Other income			
Interest income – related entity	13,659	-	63,590
Interest income – other	1,158,545	125,009	4,854,043
Other	1,150	-	7,684
	1,173,354	125,009	4,925,317
Costs and expenses:			
Legal, accounting and professional	216,118	143,675	1,272,022
Exploration expenditure	3,810,643	1,151,696	21,534,065
Aircraft maintenance	109,333	-	388,159
Stock based compensation	1,222,098	873,085	7,554,738
Interest expense	16,808	9,869	161,654
Impairment of investment	-	-	326,526
Administration expenses	1,957,116	1,509,461	13,367,558
Total costs and expenses	(7,332,116)	(3,687,786)	(44,604,722)
(Loss) from operations	(6,158,762)	(3,562,777)	(39,674,414)
Foreign currency exchange gain/(loss)	209,483	(628,057)	5,438,838
Net gain on sale of trading securities	28,828	-	28,828
Net gain on revaluation of trading securities	29,602	-	100,476
(Loss) before income taxes	(5,890,849)	(4,190,834)	(34,106,272)
Provision for income taxes	-	-	-
Net (Loss)	(5,890,849)	(4,190,834)	(34,106,272)
Basic and diluted loss per common shares	(0.03)	(0.03)	(0.49)
Weighted average number of common shares used in per share calculations	226,315,392	157,534,219	69,333,645

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 March 31, 2009

	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	16,254	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 March 31, 2009
(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	476,886,624	56,438	25,684,666	-	-	-	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 as a result of delay in lodgement of registration statement	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	176,868,825	222,787	30,691,933	(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		-	(5,964,346)	-	-	-	(5,964,346)
Shares issued on cashless exercise of options	1,522,358	1,701	(1,701)	-	-	-	-
Shares issued on exercise of options	5,435,600	5,999	13,717,586	-	-	-	13,723,585
Shares issued for consulting fees	30,800	33	147,555	-	-	-	147,588
Shares issued under registration rights agreement	457,809	545	899,950	-	-	-	900,495
Amortization of options under stock option plan	-	-	5,185,743	-	-	-	5,185,743
Net Loss	-	-	-	(14,221,560)	-	-	(14,221,560)
Balance, December 31, 2008	226,315,392	275,076	154,661,002	(27,375,960)	(839,463)	38,490	126,759,145
Amortization of options under stock option plan	-	-	1,222,098	-	-	-	1,222,098
Net Loss	-	-	-	(5,890,849)	-	-	(5,890,849)
Balance, March 31, 2009	226,315,392	275,076	155,883,100	(33,266,809)	(839,463)	38,490	122,090,394

The accompanying notes are integral part of the financial statements.

LEGEND INTERNATIONAL HOLDINGS, INC.

(An Exploration Stage Company)

Statement of Cash Flows

	For the three months ended March 31 2009 A$	2008 A$	January 5, 2001 (Inception) to March 31, 2009 A$
CASH FLOWS FROM OPERATING ACTIVITIES:			
Net Loss	(5,890,849)	(4,190,834)	(34.106,272)
Adjustments to reconcile net loss to net cash (used) by operating activities:			
Foreign exchange	(209,483)	628,057	(5,440,181)
Gain in revaluation of trading securities	(29,602)	-	(100,476)
Gain in sale of trading securities	28,828)	-	(28,828)
Shares and Options issued for Stock Based Compensation			
- Employees	1,222,098	873,085	7,554,739
- Consultants	-	-	531,421
- Exploration Agreement	-	326,337	844,526
- Registration Payment Arrangements	-	241,167	1,265,299
Provision for reclamation and remediation	(114,386)	-	91,806
Depreciation	146,110	10,865	370,023
Interest receivable	(13,660)	-	(63,591)
Accrued interest added to principal	-	-	37,282
Net Change in:			
Receivables	570,777	(735,468)	(2,878,863)
Prepayments and deposits	(11,022)	23,220	(1,216,425)
Inventories	(19,049)	-	(111,243)
Accounts Payable and Accrued Expenses	(1,019,931)	762,641	1,231,322
Net Cash (Used) by Operating Activities	(5,397,825)	(2,060,930)	(32,019,461)
CASH FLOWS FROM INVESTING ACTIVITIES:			
Proceeds from sale of Trading Securities	535,388	-	535,388
Investment in Trading Securities	(377,658)	-	(1,087,730)
Investment in Equity Securities	(2,368,000)	-	(2,368,000)
Acquisition of Subsidiary	-	(326,337)	(326,526)
Purchase of Property, Equipment and Motor Vehicle	(486,419)	(193,147)	(5,281,701)
Net Cash (Used) In Investing Activities	(2,696,689)	(519,484)	(8,528,569)
CASH FLOWS FROM FINANCING ACTIVITIES:			
Advances Payable – Affiliates	-	-	(26,156)
Repayment of Convertible Debenture	-	-	(130,310)
Repayment of Shareholder Advance	-	-	(641)
Repayments under Financé Leases	(67,417)		(67,417)
Proceeds from Convertible Debenture Payable	-	-	130,310
Shareholder Advance	-	-	6,621
Proceeds from Issuance of Stock	-	-	153,388,716
Cost of share issues	-	-	(7,126,472)
Net Borrowing/Repayments from Affiliates	-	-	50,003
Net Cash Provided by Financing Activities	(67,417)	-	146,224,654
Effect of exchange rate changes on cash	226,636	(628,535)	5,665,617
Net Increase/(Decrease) in Cash	(7,935,295)	(3,208,949)	111,342,241
Cash at Beginning of Period	119,277,536	17,088,190	-
Cash at End of Period	111,342,241	13,879,241	111,342,241
Supplemental Disclosures:			
Cash paid for interest	9,869	-	104,780
Cash paid for income taxes	-	-	-
Stock and options issued for services	-	-	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	-	241,167	1,265,299
Equipment obtained through a capital lease	-	-	730,422
Capital lease obligation for exploration costs	-	-	-
Interest in relation to capital lease for exploration costs	-	-	42,313
Fair value of warrants in connection with issuance of capital stock			1,300,852

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 complies with FASB Statement No. 7 its characterization of the company as 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. In October 2008, the FASB issued FSP No. FAS 157-3, "Determining the Fair Value of a Financial Asset When the Market for That Asset Is Not Active" ("FSP FAS 157-3"), which clarifies the application of FASB Statement No. 157, "Fair Value Measurements" ("FAS 157") in an inactive market. The intent of this FSP is to provide guidance on how the fair value of a financial asset is to be determined when the market for that financial asset is inactive. The provisions of FSP FAS 157-3 were effective for the Company's fiscal year beginning January 1, 2009. The adoption of this pronouncement and interpretation had no impact on the Company's reported financial position, results of operations or cash flow.

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 the Company's fiscal year beginning January 1, 2009 and will be applied prospectively. SFAS 141(R) will have an impact on our accounting for any future business combinations.

In November 2008, the EITF reached consensus on Issue No. 08-6, "Equity Method Investment Accounting Considerations" ("EITF 08-6"), which clarifies the accounting for certain transactions and impairment considerations involving equity method investments. The intent of EITF 08-6 is to provide guidance on (i) determining the initial carrying value of an equity method investment, (ii) performing an impairment assessment of an underlying indefinite-lived intangible asset of an equity method investment, (iii) accounting for an equity method investee's issuance of shares, and (iv) accounting for a change in an investment from the equity method to the cost method. EITF 08-6 is effective for the Company's fiscal year beginning January 1, 2009 and will be applied prospectively. The adoption of EITF 08-6 has had no impact on the Company's financial position, result of operations or cash flow.

In April 2009, the FASB issued FSP FAS 107-1 and APB 28-1, "Interim Disclosures abour Fair Value of Financial Instruments" ("FSP FAS 107-1 and APB 28-1"). FSP FAS 107-1 and APB 28-1 amends SFAS No. 107, "Disclosures About Fair Value of Financial Instruments"), to require disclosures about fair value of financial instruments for interim reporting periods of publicly traded companies as well as in annual financial statements. FSP FAS 107-1 and APB 28-1 also amends APB Opinion No. 28, "Interim Financial Reporting", to require those disclosures in summarized financial information at interim reporting periods. FSP FAS 107-1 and APB 28-1 are effective for interim reporting periods ending after June 15, 2009, with early adoption permitted for periods ending after March 15, 2009. FSP FAS 107-1 and APB 28-1 does not require disclosures for earlier periods presented for comparative purposes at initial adoption. In periods after initial adoption, FSP FAS 107-1 and APB 28-1 requires comparative disclosures only for periods ending after initial adoption. The Company does not expect the changes associated with adoption of FSP FAS 107-1 and APB 28-1 will have a material effect on its financial position, results of operations or cash flows.

In April 2009, the FASB issued FSP FAS 115-2 and FAS 124-2, "Recognition and Presentation of Other-Than-Temporary Impairments" ("FSP FAS 115-2 and FAS 124-2"). FSP FAS 115-2 and FAS 124-2 amends the other-than-temporary impairment guidance for debt securities to make the guidance more operational and to improve the presentation and disclosure of other-than-temporary impairments on debt and equity securities in the financial statements. FSP FAS 115-2 and FAS 124-2 does not amend existing recognition and measurement guidance related to other-than-temporary impairments of equity securities. FSP FAS 115-2 and FAS 124-2 is effective for interim and annual reporting periods ending after June 15, 2009, with early adoption permitted for periods ending after March 15, 2009. FSP FAS 115-2 and FAS 124-2 does not require disclosures for earlier periods presented for comparative purposes at initial adoption. In periods after initial adoption, FSP FAS 115-2 and FAS 124-2 requires comparative disclosures only for periods ending after initial adoption. The Company does not expect the changes associated with the adoption of FSP FAS 115-2 and FAS 124-2 will have a material impact on its financial position, results of operations or cash flows.

In April 2009, the FASB issued FSP FAS 157-4, "Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly" ("FSP FAS 157-4"). FSP FAS 157-4 provides additional guidance for estimating fair value in accordance with SFAS No. 157, "Fair Value Measurements", when the volume and level of activity for the asset or liability have significantly decreased. FSP FAS 157-4 also includes guidance on identifying circumstances that indicate a transaction is not orderly. FSP FAS 157-4 is effective for interim and annual reporting periods ending after June 15, 2009, with early adoption permitted for periods ending after March 15, 2009. FSP FAS 157-4 does not require disclosures for earlier periods presented for comparative purposes at initial adoption. In periods after initial adoption, FSP FAS 157-4 requires comparative disclosures only for periods ending after initial adoption. The Company does not expect the changes associated with the adoption of FSP FAS 157-4 will have a material impact on its financial position, results of operations or cash flows.

3. INVENTORIES

Materials and Supplies

Materials and supplies are valued at the lower of average cost or net realizable value. The carrying value of inventory as at March 31, 2009 was A$111,243.

4. PROPERTY AND EQUIPMENT

Property and equipment is stated at cost. The Company records depreciation and amortization, when appropriate, using straight-line method over the estimated useful lives of the assets. Expenditures for maintenance and repairs are charged to expense as incurred. Additions, major renewals and replacements that increase the property's useful life are capitalized. Property sold or retired, together with the related accumulated depreciation is removed from the appropriate accounts and the resultant gain or loss is included in net income (loss).

		At March 31, 2009			At December 31, 2008		
	Depreciable Life (in years)	Cost A$	Accumulated Depreciation A$	Net Book Value A$	Cost A$	Accumulated Depreciation A$	Net Book Value A$
Land		1,101,358	-	1,101,358	1,101,358	-	1,101,358
Buildings	40	1,435,249	(12,768)	1,422,481	1,435,249	(3,828)	1,431,421
Leasehold Improvements	1-2	205,618	(12,308)	193,310	178,944	(6,385)	172,559
Motor Vehicles	5	980,246	(108,071)	872,175	897,482	(64,970)	832,512
Equipment	1-10	621,941	(75,592)	546,349	435,340	(50,559)	384,781
Lear Jet	5	1,270,869	(160,844)	1,110,025	1,270,869	(98,171)	1,172,698
Construction in Progress		415,676	-	415,676	225,296	-	225,296
		6,030,957	(369,583)	5,661,374	5,544,538	(223,913)	5,320,625

The depreciation expense for the three months ended March 31, 2009 amounted to A$146,110 and the three months ended March 31, 2008 A$10,865. Assets written off for the three months ended March 31, 2009 amounted to A$440.

5. DEPOSITS

Deposits held by the Company as at March 31, 2009:

	A$
Term Deposit as security for a Banker's Undertaking	651,097
Cash deposits provided to Government Departments for the purpose of guaranteeing the Company's performance in accordance with mining law	155,000
Other	1,603
	807,700

6. STOCKHOLDERS EQUITY

Share Option Plan

The Company has a Stock Incentive Plan ("Stock Plan") for executives and eligible employees and contractors. Under this Stock Plan, options to purchase shares of stock can be granted with exercise prices not less than the fair market value of the underlying stock at the date of grant. The Company believes that such awards better align the interests of its employees with those of its shareholders. Option awards are generally granted with an exercise price equal to or greater than the market price of the Company's stock at the date of grant; those option awards generally vest 1/3 after 12 months, 1/3 after 24 months and the balance after 36 months with a 10-year contractual term. The expected life of the options is generally between 5 ½ to 6 ½ years. Certain option and share awards provide for accelerated vesting if there is a change in control (as defined in the Stock Plan). The maximum aggregate number of Shares which may be optioned and sold under the Stock Plan is 10% of the issued and outstanding shares (on a fully diluted basis).

The fair value of each option award is estimated on the date of grant using the Binomial option valuation model that uses the assumptions noted in the following table. The Binomial option valuation model requires the input of subjective assumptions, including the expected term of the option award and stock price volatility. Expected volatility is based on the historical volatility of our stock at the time grants are issued and other factors, including the expected life of the options of 5 ½ to 6 ½ years. The Company uses historical data to estimate option exercise and employee termination within the valuation model; separate groups of employees that have similar historical exercise behavior are considered separately for valuation purposes. The expected term of options granted is derived from the output of the option valuation model and represents the period of time that options granted are expected to be outstanding; the range given below results from certain groups of employees exhibiting different behavior. The risk-free rate for periods within the contractual life of the option is based on the U.S. Treasury yield curve in effect at the time of grant.

	For the three months ended March 31, 2009	For the year ended December 31, 2008
Weighted Average Volatility	70%	63%
Dividend Yield	-	-
Expected term (years)	5.5 – 6.5	5.5 – 6.5
Risk-free rate	2.48% - 2.93%	2.55% - 4.42%

A summary of option activity under the Plan as of March 31, 2009, and changes during the three months then ended is presented below:

Options	Shares	Weighted-Average Exercise Price
Balance, December 31, 2006	8,100,000	$0.83
Granted	6,250,000	$0.93
Exercised	-	-
Forfeited and expired	(1,762,500)	$0.72
Balance, December 31, 2007	12,587,500	$0.79
Granted	11,000,000	$1.79
Exercised	-	-
Forfeited and expired	(1,125,000)	$0.98
Balance, December 31, 2008	22,462,500	$1.19
Granted	1,550,000	$1.00
Exercised	-	-
Forfeited and expired	-	-
Balance, March, 2009	24,012,500	$1.31
Options exercisable at March 31, 2009	7,770,834	$1.13

For the three months ended March 31, 2009 stock-based compensation expense relating to stock options was A$1,222,098 (US$1,080,719). No income tax benefit was recognized in the three months ended March 31, 2009 for stock-based compensation arrangements because of the valuation allowance. As at March 31, 2009, there was A$5,291,536 (US$4,579,999) of unrecognized compensation cost, before income taxes, related to unvested stock options.

For the three months ended March 31, 2009, the Company issued 1,550,000 stock options. The options will vest 1/3 after 12 months, 1/3 after 24 months and the balance 1/3 after 36 months. The exercise price of the options is US$1.00 and the weighted-average grant-date fair value of options granted was US$0.297. The latest exercise date for the options is March 23, 2019.

Execise Prices US$	Options Outstanding			Options Exercisable		
	Number Outstanding	Weighted Average Remaining Contractual Life (In Years)	Weighted-Average Exercise Price	Number Exercisable	Weighted Average Remaining Contractual Life (In Years)	Weighted-Average Exercise Price
$0.444	2,006,250	7.70		1,175,000	7.60	
$1.000	14,993,750	8.65		4,929,167	7.93	
$2.000	6,012,500	8.94		1,666,667	8.85	
$3.480	1,000,000	9.28		-	-	
	24,012,500	8.67	$1.31	7,770,834	8.08	$1.13

The aggregate intrinsic value of outstanding stock options at March 31, 2009 was A$232,725 and the aggregate intrinsic value of exercisable stock options was A$136,300

7. AFFILIATE TRANSACTIONS

During the three months ended March 31, 2008, AXIS charged the Company A$694,324 for management and administration services, and A$260,736 for exploration services. The Company repaid A$1,337,000 including an advance for April 2008 charges and further advanced AXIS A$482,000 for ongoing business operations. The Company charged AXIS interest of A$11,043 at a rate between 10.80% and 11.45% for the three months ended March 31, 2008. The amount owed by AXIS at March 31, 2008 was A$868,071.

During the three months ended March 31, 2009, AXIS charged the Company A$1,363,161 for management and administration services, and A$1,715,573 for exploration services. The Company paid A$2,730,000 for 2009 charges. The amount owed by AXIS at March 31, 2009 under current assets – receivables was A$648,516. For the three months ended March 31, 2009, the Company charged AXIS interest of A$13,659 at a rate between 9.35% and 10.35%. The amount owed by AXIS at March 31, 2009 included under non-current assets – receivables was A$569,328. .

8. RECLAMATION AND REMEDIATION

	March 31, 2009 A$
The Company's exploration activities are subject to various federal and state laws and regulations governing the protection of the environment. These laws and regulations are continually changing and are generally becoming more restrictive. The Company conducts its operations so as to protect the environment and believes its operations are in compliance with applicable laws and regulations in all material respects. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations, but cannot predict the full amount of such future expenditures. Estimated future reclamation costs are based principally on legal and regulatory requirements.	91,806

9. LEASE LIABILITY

	A$
The Company entered into capital finance lease agreements for motor vehicles . The leases are non-cancellable and require total monthly repayments of A$20,916 and expire at various dates from 2008 to 2013. Future minimum payments due for the remaining term of the leases as of March 31, 2009 are as follows:	
2010	250,998
2011	250,998
2012	244,904
2013	21,455
	768,355
Less amounts representing interest	97,740
	672,615
Current liability	199,742
Non-current liability	472,873
	672,615
At March 31, 2009 the net book value of the motor vehicles under capital leases amounts to:	
Cost	705,841
Accumulated depreciation	(60,871)
	644,970

10. TRADING SECURITIES

Management determines the appropriate classification of its investments in marketable equity securities at the time of purchase and re-evaluates such determinations at each reporting date. The Company accounts for its equity security investments as trading securities in accordance with Financial Accounting Standards Board Statement (“FAS”) No. 115, “Accounting for Certain Investments in Debt and Equity Securities.”

On January 1, 2008, the Company partially adopted SFAS No. 157, which, among other things, defines fair value, establishes a consistent framework for measuring fair value and expands disclosure for each major asset and liability category measured at fair value on either a recurring or nonrecurring basis. The Company did not adopt the SFAS No. 157 fair value framework for nonfinancial assets and liabilities, except for items that are recognized or disclosed at fair value in the financial statements at least annually. SFAS 157 clarifies that fair value is an exit price, representing the amount that would either be received to sell an asset or be paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. As a basis for considering such assumptions, SFAS No. 157 establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value as follows:

Level 1. Observable inputs such as quoted prices in active markets for identical assets or

Level 2. Inputs, other than the quoted prices in active markets, that are observable either directly or indirectly; and

Level 3. Unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions.

Investment Measured at Fair Value on a Recurring Basis:

Fair Value Hierarchy	Fair Value at March 31, 2009
Level 1	$681,646

The trading securities held at March 31st, 2009 are investments in companies in the phosphate industry that are listed on either a US stock exchange or the Australian Stock Exchange. For trading securities in companies listed on a US stock exchange, the cost of the investments was A$381,481, the fair market value at March 31, 2009 was A$520,957 and the net unrealized gain for the three months ended March 31, 2009 was A$74,608. For trading securities in companies listed on the Australian Stock Exchange, the cost of the investments was A$214,010, the fair market value at March 31, 2009 was A$160,689 and the net unrealized loss for the three months ended March 31, 2009 was A$45,006. The total unrealized gain of A$29,602 for the three months ended March 31, 2009 has been taken up in the Statement of Operations.

For the three months ended March 31, 2009, the Company sold certain trading securities with a carrying value of A$506,560 for a consideration of A$535,388 and a net gain of A$28,828.

Since March 31, 2009, the Company has sold certain trading securities with a carrying value of A$517,570, for a consideration of A$541,891.

11. COMMITMENTS

During August 2008, the Company entered into a lease agreement for the rental of office premises which expires in 2010. The lease agreement has a monthly payment amount of A$3,194 (as adjusted by the increase in the consumer price index in Australia annually).

The Company has entered into a rental agreement with AXIS for one rental property used by AXIS staff when conducting field operations for the Company. The rental agreement is for the period October 1, 2008 to September 30, 2009. The remaining commitment is A$12,480.

The Company has entered into a rental agreement with AXIS for two rental properties used by AXIS staff when conducting field operations for the Company. The rental agreement is for the period January 6, 2009 to January 5, 2010. The remaining commitment is A$18,720.

During November 2008, the Company entered into a lease agreement for the rental of office premises which expires in April 2010. The lease agreement has a monthly repayment amount of A$14,527 (as adjusted by a factor of 105% in year two of the lease).

Total rent expenses incurred by the Company for the three months ending March 31, 2009 amounted to A$81,512.

	A$
Future minimum lease payments under the Company's non-cancellable operating leases which expire between 2009 and 2010 are as follows:.	
2009	170,628
2010	75,118
	245,746

The Company entered into an agreement for drilling on its Queensland phosphate project whereby the Company guaranteed to drill a set number of metres. If those metres were not drilled, the Company was required to make a payment for the metres that had not been drilled. At March 31, 2009, the value of the commitment was A$ 3,986,040.

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:

	2009 **A$**
Not later than one year	1,736,920
Later than one year but not later than five years	2,266,367
Later than five years but not later than twenty one years	16,368
	4,019,655

12. ACQUISITIONS/INVESTMENTS

The Company is increasing its diamond exploration activity in the proximity of the Merlin diamond mine in the Northern territory and is continually sourcing new ground in this region which is one of the most diamond prospective areas in Australia. As part of this strategy, the Company acquired a 14.9% interest in North Australian Diamonds Ltd ("NADL") at a cost of A$2,368,000 in February 2009. NADL owns the Merlin diamond mine and surrounding tenements. Mr JI Gutnick is Executive Chairman of and a substantial shareholder in NADL. As at March 31, 2009 the investment is classified as a non current asset.

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

FUND COSTS CONVERSION

The statements of operations and other financial and operating data contained elsewhere here in and the 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:

3 months ended March 31, 2008	A$1.00 = US$.9178
3 months ended March 31, 2009	A$1.00 = US$.6835

RESULTS OF OPERATION

Three Months Ended March 31, 2009 vs. Three Months Ended March 31, 2008.

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 March 31, 2009 to the three months ended March 31, 2008 does not always present a true comparison.

Other income increased from A$125,009 for the three months ended March 31, 2008 to A$1,173,354 for the three months ended March 31, 2009 which primarily represents interest on funds in the bank of $1,158,545 and A$13,659 from affiliate companies.

Costs and expenses increased from A$3,687,786 in the three months ended March 31, 2008 to A$7,273,686 in the three months ended March 31, 2009. The increase in expenses is a net result of:

a) an increase in legal, accounting and professional expense from A$143,675 for the three months ended March 31, 2008 to A$216,118 for the three months ended March 31, 2009 as a result of the increase in legal fees for general legal work including stock transfer matters, regulatory filings, stock transfer agent fees, and audit fees for professional services in relation to the Form 10-Q.

b) an increase in exploration expenditure written off from A$1,151,696 for the three months ended March 31, 2008 to A$3,810,643 in the three months ended March 31, 2009. The exploration costs include geological/geophysical/mineral analysis contractors, salaries for contract field staff, travel costs, accommodation and tenement holding costs. Drilling on our phosphate project in Queensland and a detailed sampling program in Northern Territory recommenced in March 2009 after the end of the wet season in Northern Australian. On our Queensland phosphate project, work continued on investigations into a mining operation. As a result of the increase in the Company's exploration activities, additional staff costs were incurred via service arrangements with AXIS, as AXIS provided additional staff to undertake the Company's activities.

c) an increase in aircraft maintenance costs from A$nil in the three months ended March 31, 2008 to A$109,333 in the three months ended March 31, 2009. The Company purchased a Lear jet in August 2008 to utilize in its field operations. There was no comparable cost in 2008.

d) an increase in stock based compensation from A$873,085 in the three months ended March 31, 2008 to A$1,222,098 in the three months ended March 31, 2009. The Company has issued options under the 2006 Incentive Option Plan throughout 2006, 2007, 2008 and 2009. The increase is a result of additional options issued. See note 6 for further details on the options issued.

e) an increase in interest expense from A$9,869 for the three months ended March 31, 2008 to A$16,808 for the three months ended March 31, 2009 due to the decrease in interest bearing debt of the Company. For the three months ended March 31, 2009, interest was incurred on motor vehicle finance lease.

f) a net gain of A$58,430 on revaluation and sale of certain trading securities was incurred in the three months ended March 31, 2009, being the difference between the cost price, sale price and market value at March 31, 2008. There were no trading securities held at March 31, 2008.

g) an increase in administrative costs from A$1,509,461 in the three months ended March 31, 2008 to A$1,957,116 in the three months ended March 31, 2009 as a result of an increase in direct costs, including salaries, indirect costs and service fees, charged to the Company by AXIS from A$498,519 to A$1,307,546, 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$191,730 and investor relations, tenement and other consultants of A$136,011; the cost of property rentals of A$178,599; and the cost of insurance of A$72,027 including the Federal Government of Australia insurance policy on cash at bank in Australia in excess of A$1,000,000. The increases are as a result of the increase in activity by the Company as a consequence of providing support to the field exploration program.

As a result of the foregoing, the loss from operations increased from A$3,562,777 for the three months ended March 31, 2008 to A$6,100,332 for the three months ended March 31, 2009. A decrease in foreign currency exchange loss for the three months ended March 31, 2008 from A$628,057 to a gain of A$209,483 in the three months ended March 31, 2009 was recorded as a result of the movement in the Australian dollar versus the US dollar. The net loss was A$4,190,834 for the three months ended March 31, 2008 compared to a net loss of A$5,890,849 for the three months ended March 31, 2009.

Liquidity and Capital Resources

For the three months ending March 31, 2009, net cash used in operating activities was A$5,397,825 (2008:A$2,060,930) primarily consisting of the net loss of A$5,890,849 (2008: A$4,190,834), decrease in accounts receivable of A$570,777 (2008: $(735,468)) and offset by an decrease in accounts payable and accrued expenses of A$1,019,931 (2008: A$762,641); net cash used in investing activities was A$2,696,689 (2008: A$519,484), being for the purchase of an investment for A$2,368,000, trading securities A$377,658 (2008: A$710,072), motor vehicles, geotechnical software and field equipment for A$486,419 (2008:A$193,147) and net of proceeds from the sale of trading securities of A$535,388; and net repayments under financing activities was A$67,417 being for lease payments for the purchase of motor vehicles under finance leases (2008: A$nil). At March 31, 2009, the Company held US$14,598,432 in interest bearing accounts in US banking institutions which when converted to Australian dollars results in a foreign exchange gain.

As at March 31, 2009, the Company had A$111,342,241 in cash.

We plan to continue our exploration and pre-development program throughout 2009 and anticipate spending A$36.4 million on exploration and pre-development (including A$7.4 million for capital items for exploration and pre-development) A$3 million on investments and A$9 million on administrative costs. However, if exploration and pre-development results are positive, we believe that we have the cash resources or will be able to raise additional equity capital in order to progress our exploration and development program at a faster rate.

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, 2008,
- 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 March 31, 2009, the Company had no outstanding loan facilities. At March 31, 2009, assuming no change in the cash at bank, a 10% change in the A$ versus US$ exchange rate would have a A$1.7 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 at the reasonable level of assurance.

(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 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. Therefore, a control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Our disclosure controls and procedures are designed to provide such reasonable assurances of achieving our desired control objectives, and our principal executive officer and principal financial officer have concluded, as of March 31, 2009, that our disclosure controls and procedures were effective in achieving that level of reasonable assurance.

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, 2008 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: May 9, 2009

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: May 9, 2009

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):

c) 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

d) 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: May 9, 2009

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 March 31, 2009 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: May 9, 2009

____
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 March 31, 2009 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: May 9, 2009

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