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 September 30, 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 226,333,392 shares of common stock outstanding on November 6, 2009.

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PART I – FINANCIAL INFORMATION

Item 1. CONSOLIDATED FINANCIAL STATEMENTS

Introduction to Interim Consolidated Financial Statements.

The interim consolidated 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 consolidated financial statements should be read in conjunction with the financial statements and notes thereto included in the Company’s Annual Report on Form 10K/A 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 consolidated financial position of the Company and subsidiaries as of September 30, 2009, the results of its consolidated operations for the three and nine month periods ended September 30, 2009 and September 30, 2008 and for the cumulative period January 5, 2001 (inception) through September 30, 2009, and the changes in its consolidated cash flows for the nine month periods ended September 30, 2009 and September 30, 2008 and for the cumulative period January 5, 2001 (inception) through September 30, 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 consolidated 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)
Consolidated Balance Sheet

	September 30, 2009 A$ (unaudited)	December 31, 2008 A$
ASSETS		
Current Assets:		
Cash	78,024,637	119,277,536
Receivables	901,433	2,843,331
Prepayments	665,182	371,499
Inventories (note 3)	139,641	92,194
Trading Securities (note 10)	-	780,946
Total Current Assets	79,730,893	123,365,506
Non-Current Assets:		
Property and Equipment, net (note 4)	6,573,999	5,320,625
Investments (note 14)	6,376,291	-
Deposits (note 5)	2,590,749	793,712
Receivables	1,077,416	555,668
Prepayments	630,483	40,194
Mineral Rights (note 14)	18,639,916	-
Goodwill (note 14)	1,092,950	-
Total Non-Current Assets	36,981,804	6,710,199
Total Assets	116,712,697	130,075,705
LIABILITIES		
Current Liabilities:		
Accounts payable and accrued expenses	2,175,879	2,386,575
Lease liability (note 9)	200,714	186,785
Total Current Liabilities	2,376,593	2,573,360
Non Current Liabilities:		
Reclamation and Remediation Provision (note 8)	401,412	206,192
Lease liability (note 9)	332,781	537,008
Total Non Current Liabilities:	734,203	743,200
Total Liabilities	3,110,786	3,316,560
Stockholders’ Equity		
Common Stock: US$.001 par value, 300,000,000 shares authorized 226,333,392 and 226,315,392 shares issued and outstanding	275,101	275,076
Additional Paid-in-Capital	158,033,961	154,661,002
Accumulated Other Comprehensive Income (Loss)	(356,950)	38,490
Retained Deficit during development period	(839,463)	(839,463)
Retained Deficit during exploration period	(53,409,244)	(27,375,960)
Legend Stockholders’ Equity	103,703,405	126,759,145
Non-Controlling Interests (note 14)	9,898,506	-
Total Equity	113,601,911	126,759,145
Total Liabilities and Stockholders’ Equity	116,712,697	130,075,705

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

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

	For the three months ended September 30		For the nine months ended September 30		January 5, 2001 (Inception) to September 30, 2009
	2009 A$	2008 A$	2009 A$	2008 A$	A$
Revenues:					
Sales	-	-	-	-	6,353
less cost of sales	-	-	-	-	(1,362)
Gross profit	-	-	-	-	4,991
Other income					
Interest income – related entity	22,440	-	53,747	-	103,678
Interest income – other	706,551	1,586,828	2,671,392	1,936,800	6,366,890
Other	380,806	-	383,076	-	389,610
	1,109,797	1,586,828	3,108,215	1,936,800	6,860,178
Costs and expenses:					
Legal, accounting and professional	254,164	142,573	602,744	450,380	1,658,648
Exploration expenditure	7,563,247	2,227,340	16,188,341	4,339,553	33,911,763
Aircraft maintenance	299,651	-	544,639	-	823,465
Stock based compensation	949,858	1,581,290	3,370,221	3,540,100	9,702,861
Interest expense	17,896	2,521	52,577	21,226	197,423
Impairment of investment	-	-	-	-	326,526
Amortization of mineral rights	233,084	-	233,084	-	233,084
Administration expenses	2,623,892	2,040,830	6,396,316	6,280,787	17,806,758
Total costs and expenses	(11,931,792)	(5,994,554)	(27,387,922)	(14,632,046)	(64,660,528)
(Loss) from operations	(10,821,995)	(4,407,726)	(24,279,707)	(12,695,246)	(57,795,359)
Foreign currency exchange gain/(loss)	(1,285,275)	3,978,148	(4,248,053)	2,093,973	981,302
Adjustment to fair value on stepped acquisition (note 14)	2,200,620	-	2,200,620	-	2,200,620
Gain on trading securities	-	-	113,739	-	184,613
(Loss) before income taxes and equity in losses of unconsolidated entity	(9,906,650)	(429,578)	(26,213,401)	(10,601,273)	(54,428,824)
Provision for income taxes	-	-	-	-	-
(Loss) before equity in losses of unconsolidated entity	(9,906,650)	(429,578)	(26,213,401)	(10,601,273)	(54,428,824)
Equity in losses of unconsolidated entity	(40,869)	-	(182,667)	-	(182,667)
Net (loss)	(9,947,519)	(429,578)	(26,396,068)	(10,601,273)	(54,611,491)
Net loss attributable to non-controlling interests (note 14)	362,784	-	362,784	-	362,784
Net (loss) attributable to Legend stockholders	(9,584,735)	(429,578)	(26,033,284)	(10,601,273)	(54,248,707)
Basic and diluted loss per common shares	(0.04)	(0.00)	(0.12)	(0.06)	(0.69)
Weighted average number of common shares used in per share calculations	226,333,392	223,807,693	226,326,179	188,188,074	78,337,279

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

LEGEND INTERNATIONAL HOLDINGS, INC.
(An Exploration Stage Company)
Consolidated Statements of Stockholders' Equity (Deficit)
for the period ended September 30, 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 (Loss) A$	Non-Controlling Interests 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)
Consolidated Statements of Stockholders' Equity (Deficit)
for the period ended September 30, 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 (Loss) A$	Non-Controlling Interests 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
Shares issued on exercise of options	18,000	25	2,738	-	-	-	-	2,763
Amortization of options under stock option plan	-	-	3,370,221	-	-	-	-	3,370,221
Net unrealized gain on foreign exchange translation	-	-	-	-	-	(395,440)	-	(395,440)
Net Loss	-	-	-	(26,033,284)	-	-	-	(26,033,284)
Fair value of non-controlling interest	-	-	-	-	-	-	10,261,290	10,261,290
Net loss attributable to non-controlling stockholders	-	-	-	-	-	-	(362,784)	(362,784)
Balance, September 30, 2009	226,333,392	275,101	158,033,961	(53,409,244)	(839,463)	(356,950)	9,898,506	113,601,911

The accompanying notes are integral part of the consolidated financial statements.

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

	For the nine months ended September 30 2009 A$	2008 A$	January 5, 2001 (Inception) to September 30, 2009 A$
CASH FLOWS FROM OPERATING ACTIVITIES:			
Net Loss	(26,396,068)	(10,601,273)	(54,611,491)
Adjustments to reconcile net loss to net cash (used) by operating activities:			
Foreign exchange	4,248,053	(2,093,973)	(982,645)
Gain in sale of trading securities	(113,739)	-	(184,613)
Shares and Options issued for Stock Based Compensation			
- Employees	3,370,221	3,540,100	9,702,862
- Consultants	-	147,588	531,421
- Exploration Agreement	-		518,000
- Registration Payment Arrangements	-	900,494	1,265,299
Exploration expenditure	-	326,526	326,526
Provision for reclamation and remediation	195,220	(57,290)	401,412
Adjustment to fair value on stepped acquisition	(2,200,620)	-	(2,200,620)
Equity accounting loss	182,667	-	182,667
Depreciation and amortisation	606,898	97,004	830,811
Gain on sale of Property, Equipment and Motor Vehicle	(16,761)		(16,761)
Interest receivable	(53,746)	-	(103,677)
Accrued interest added to principal	-	-	37,282
Net Change, net of acquisition, in:			
Receivables	1,622,299	(1,145,497)	(1,827,341)
Prepayments and deposits	(2,681,007)	(940,825)	(3,886,410)
Inventories	(47,447)	-	(139,641)
Accounts Payable and Accrued Expenses	(210,696)	131,655	2,040,557
Net Cash (Used) by Operating Activities	(21,494,726)	(9,695,491)	(48,116,362)
CASH FLOWS FROM INVESTING ACTIVITIES:			
Proceeds from sale of Trading Securities	1,272,343	-	1,272,343
Investment in Trading Securities	(377,658)	-	(377,658)
Other Investment	(5,914,269)	-	(6,624,341)
Acquisition of Subsidiary	-	(326,526)	(326,526)
Acquisition of majority owned subsidiary, net cash acquired	(9,198,412)	-	(9,198,412)
Proceeds from sale of Property, Equipment and Motor Vehicle	110,100	-	110,100
Purchase of Property, Equipment and Motor Vehicle	(1,112,192)	(1,516,822)	(5,907,474)
Deposits	-	(1,438,000)	-
Net Cash (Used) In Investing Activities	(15,220,088)	(3,281,348)	(21,051,968)
CASH FLOWS FROM FINANCING ACTIVITIES:			
Advances Payable – Affiliates	-	-	23,847
Repayment of Convertible Debenture	-	-	(130,310)
Repayment of Shareholder Advance	-	-	(641)
Repayments under Finance Leases	(292,795)	-	(292,795)
Proceeds from Convertible Debenture Payable	-	-	130,310
Shareholder Advance	-	-	6,621
Proceeds from Issuance of Stock	2,763	123,751,446	153,391,479
Cost of share issues	-	(5,920,448)	(7,126,472)
Net Cash Provided by Financing Activities	(290,032)	117,830,998	146,002,039
Effect of exchange rate changes on cash	(4,248,053)	2,093,973	1,190,928
Net Increase/(Decrease) in Cash	(41,252,899)	106,948,132	78,024,637
Cash at Beginning of Period	119,277,536	17,088,190	-
Cash at End of Period	78,024,637	124,036,322	78,024,637
Supplemental Disclosures:			
Cash paid for interest	52,153	-	
Cash paid for income taxes		-	
Stock and options issued for services		147,588	
Accrued interest and stockholder advances charged to paid in capital		-	
Stock issued for exploration agreement		-	
Stock issued for registration payment arrangement		900,494	
Equipment obtained through a capital lease		279,368	
Capital lease obligation for exploration costs		-	
Interest in relation to capital lease for exploration costs		-	
Fair value of warrants in connection with issuance of capital stock		1,330,852	

The accompanying notes are integral part of the consolidated financial statements.

LEGEND INTERNATIONAL HOLDINGS, INC.
(An Exploration Stage Company)
Notes to Consolidated Financial Statements

1. ORGANISATION AND BUSINESS

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

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

Legend as part of its business strategy 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, Legend acquired a 14.9% interest in North Australian Diamonds Ltd (“NADL”), an Australian diamond exploration corporation, at a cost of A$2,368,000 in February 2009. NADL owns the Merlin diamond mine and surrounding tenements. On May 12, 2009, Legend made an on market takeover offer for all of the shares in NADL, an Australian corporation that it did not already own. The takeover offer concluded on August 6, 2009. As close of offer, Legend held 55% of the issued and outstanding shares of NADL. As a result, Legend has since that time consolidated the results of NADL.

The financial statements presented herein have been prepared on a consolidated basis to include the accounts of Legend International Holdings, Inc. and NADL (“collectively “the Company”). All intercompany balances and transactions have been eliminated in consolidation.

The Company's consolidated 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, Legend 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 June 2009, the Financial Accounting Standards Board (“FASB”) issued the FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles, also known as FASB Accounting Standards Codification (“ASC”) 105-10, Generally Accepted Accounting Principles, (“ASC 105-10”). ASC 105-10 establishes the FASB Accounting Standards Codification (“Codification”) as the single source of authoritative US GAAP recognized by the FASB to be applied by nongovernmental entities. Rules and interpretive releases of the Securities and Exchange Commission (“SEC”) under authority of federal securities laws are also sources of authoritative US GAAP for SEC registrants. The subsequent issuances of new standards will be in the form of Accounting Standards Updates (“ASU”) that will be included in the Codification. Generally, the Codification is not expected to change US GAAP. All other accounting literature excluded from the Codification will be considered nonauthoritative. This ASC is effective for financial statements issued for interim and annual periods ending after September 15, 2009.

The Company adopted this ASC for our quarter ended September 30, 2009. The adoption did not have any effect on our financial condition or results of operations. All accounting references have been updated, and therefore SFAS references have been replaced with ASC references.

In December 2007, the FASB issued amended ASC Topic 805, Business Combinations. ASC 805 establishes principles and requirements for how the acquirer of a business recognizes and measures in its financial statements the identifiable assets acquired and the liabilities assumed. The provisions of ASC 805 are effective for the Company's fiscal year beginning January 1, 2009 which applies prospectively to all business combinations entered into on or after such date. Legend's acquisition of NADL (see note 14) was and any other future acquisitions will be impacted by application of this statement.

In April 2008, the FASB issued amended ASC Topic 350, Intangibles - Goodwill and Other ("ASC 350"). ASC 350 amends the factors that should be considered in developing renewal or extension assumptions used to determine the useful life of a recognized intangible asset under former SFAS No. 142, Goodwill and Other Intangible Assets. This new guidance applies prospectively to intangible assets that are acquired individually or with a group of other assets in business combinations and asset acquisitions. ASC 350 is effective for financial statements issued for fiscal years and interim periods beginning after December 15, 2008. The adoption of ASC 350 has had no impact on the Company's financial position, results of operations, or cash flows.

The Company adopted the "Financial Instruments Topic", ASC 825 on April 1, 2009. This standard requires disclosures about fair value of financial instruments in interim financial statements as well as in annual financial statements.

In April 2009, the FASB issued ASC Topic 320-10-65, "Recognition and Presentation of Other-Than-Temporary Impairments" ("ASC 320-10-65"). ASC 320-10-65 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. ASC 320-10-65 does not amend existing recognition and measurement guidance related to other-than-temporary impairments of equity securities. ASC 320-10-65 is effective for interim and annual reporting periods ending after June 15, 2009, with early adoption permitted for periods ending after March 15, 2009. ASC 320-10-65 does not require disclosures for earlier periods presented for comparative purposes at initial adoption. In periods after initial adoption, ASC 320-10-65 requires comparative disclosures only for periods ending after initial adoption. The adoption of ASC 320-10-65 has had no impact on the Company's financial position, results of operations or cash flows.

Effective January 1, 2009, we adopted the provisions of ASC Topic 820, Fair Value Measurements and Disclosures. This topic defines fair value, establishes a hierarchal disclosure framework for measuring fair value, and requires expanded disclosures about fair value measurements. The provisions of this topic apply to all financial instruments that are being measured and reported on a fair value basis. The adoption of ASC 820 has not and is not expected to have a material impact on the Company's financial position or results of operations.

In May 2009, the FASB issued ASC Topic 855, Subsequent Events. This topic requires management to evaluate subsequent events through the date the financial statements are either issued, or available to be issued. Companies will be required to disclose the date through which subsequent events have been evaluated. We adopted the provisions of ASC 855 effective for the quarter ended June 30, 2009. The adoption of this topic did not have a material effect on our financial position or results of operations.

In August 2009, the FASB issued Accounting Standards Update No. ("ASU") 2009-05, "Measuring Liabilities at Fair Value." ASU 2009-05 supplements and amends the existing definition of fair value while reintroducing the concept of entry value (amount an entity would receive to enter into an identical liability) into the definition. Additionally, ASU 2009-05 clarifies that restrictions preventing the transfer of a liability should not be considered as a separate input or adjustment in the measurement of its fair value. ASU 2009-05 is effective for the first reporting period, including interim periods, beginning after August 2009. We are currently assessing the impact that ASU 2009-05 may have on our consolidated financial statements; however, we do not anticipate that it will have a material impact.

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 September 30, 2009 was A$139,641.

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 September 30, 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	(30,946)	1,404,303	1,435,249	(3,828)	1,431,421
Leasehold Improvements	1-2	271,430	(42,299)	229,131	178,944	(6,385)	172,559
Motor Vehicles	5	1,803,829	(1,012,559)	791,269	897,482	(64,970)	832,512
Equipment	1-10	4,587,697	(3,335,206)	1,252,491	435,340	(50,559)	384,781
Lear Jet	5	1,270,869	(288,279)	982,590	1,270,869	(98,171)	1,172,698
Construction in Progress		812,856	-	812,856	225,296	-	225,296
		11,283,288	(4,709,289)	6,573,999	5,544,538	(223,913)	5,320,625

The depreciation expense for the nine months ended September 30, 2009 amounted to A$497,630 and the nine months ended September 30, 2008 amounted to A$97,004. Assets written off for the nine months ended September 30, 2009 amounted to A$96,212.

5. DEPOSITS

Deposits held by Legend as at September 30, 2009:

	A$
Term Deposit as security for a Banker's Undertaking	2,064,530
Cash deposits provided to Government Departments for the purpose of guaranteeing the Company's performance in accordance with mining law	524,616
Other	1,603
	2,590,749

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 nine months ended September 30, 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% - 3.54%	2.55% - 4.42%

A summary of option activity under the Plan as of September 30, 2009, and changes during the nine 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	1,900,000	$1.00
Exercised	-	-
Forfeited and expired	(462,500)	$1.00
Balance, September 30, 2009	23,900,000	$1.31
Options exercisable at September 30, 2009	10,775,000	$1.17

For the nine months ended September 30, 2009 stock-based compensation expense relating to stock options was A$3,370,221 (US$2,960,563). No income tax benefit was recognized in the nine months ended September 30, 2009 for stock-based compensation arrangements because of the valuation allowance. As at September 30, 2009, there was A$3,178,578 (US$2,711,535) of unrecognized compensation cost, before income taxes, related to unvested stock options.

For the nine months ended September 30, 2009, the Company issued 1,900,000 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 June 25, 2019.

	Options Outstanding			Options Exercisable		
Exercise Prices US$	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	7.19		1,793,750	7.10	
$1.000	14,993,750	8.16		6,681,250	7.34	
$2.000	5,900,000	8.43		1,966,667	8.43	
$3.480	1,000,000	8.78		333,333	8.78	
	23,900,000	8.17	$1.30	10,775,000	7.55	$1.17

The aggregate intrinsic value of outstanding stock options at September 30, 2009 was A$914,850 and the aggregate intrinsic value of exercisable stock options was A$817,950

7. AFFILIATE TRANSACTIONS

During the nine months ended September 30, 2008, AXIS charged the Company A$3,704,816 for management and administration services, and A$1,263,862 for exploration services. The Company purchased a Lear jet from AXIS to utilize in its operations at a price of A$1,210,000 (A$1,100,000 which was based on an external valuation plus 10% GST). The Company placed on deposit with AXIS funds amounting to A$1,596,000 to acquire three properties in Mt Isa, which is the base for the Company's phosphate project, to be used to accommodate employees and consultants when working in Mt Isa and relocating to the field operations. The Company paid A$8,404,831 which includes the cost of the Lear jet, the three properties and an advance for 2008 charges and ongoing operations. The Company charged AXIS interest of A$38,330 at a rate between 10.80% and 11.75% for the nine months ending September 30, 2008. The amount owed by AXIS at September 30, 2008 was A$2,213,574

During the nine months ended September 30, 2009, AXIS charged the Company A$3,978,804 for management and administration services, and A$5,771,854 for exploration services. The Company paid A$9,139,999 for 2009 charges. The amount owed by AXIS at September 30, 2009 under current assets – receivables was A$396,225. For the nine months ended September 30, 2009, the Company charged AXIS interest of A$53,747 at a rate between 9.25% and 10.35%. The amount owed by AXIS at September 30, 2009 included under non-current assets – receivables was A$1,077,416.

During the quarter ended September 30, 2009, the Company invested A$5,518,828 in Northern Capital Resources Corp. ("NCRC") (see note 14).

8. RECLAMATION AND REMEDIATION

	September 30, 2009 A$
Legend'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. Legend 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. Legend 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.	401,412

9. LEASE LIABILITY

Legend entered into capital finance lease agreements for motor vehicles, predominantly for use in exploration and development activities. The leases are non-cancellable and require total monthly repayments of A$19,962 and expire at various dates from 2009 to 2012. Future minimum payments due for the remaining term of the leases as of September, 2009 are as follows:

	A$
2010	240,753
2011	231,550
2012	121,664
	593,967
Less amounts representing interest	60,472
	533,495
Current liability	200,714
Non-current liability	332,781
	533,495

At September 30, 2009 the net book value of the motor vehicles under capital leases amounts to:

Cost	655,072
Accumulated depreciation	(108,243)
	546,829

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. Legend accounts for its equity security investments as trading securities in accordance with FASB issued guidance now codified as ASC Topic 320, "*Investments – Debt and Equity Securities*"

On January 1, 2008, Legend partially adopted FASB issued guidance now codified as ASC Topic 820 *"Fair Value Measurements and Disclosures*" ("ASC 820"), 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. Legend did not adopt the ASC 820 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. ASC 820 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, ASC 820 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 liabilities;

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.

Legend did not hold any trading securities at September 30, 2009.

For the nine months ended September 30, 2009, Legend sold certain trading securities with a carrying value of A$1,158,604 for a consideration of A$1,272,343 and a net gain of A$113,739.

11. COMMITMENTS

Legend entered into an agreement for drilling on its Queensland phosphate project whereby Legend guaranteed to drill a set number of metres. If those metres were not drilled, Legend was required to make a payment for the metres that had not been drilled. At September 30, 2009, the value of the commitment was A$3,433,020. Legend has also entered into non-cancellable operating leases and has a commitment of A$495,007.

Exploration

Legend 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 Legend's tenement portfolio management through expenditure exemption approvals, and expenditure reductions through relinquishment of parts or the whole of tenements deemed non prospective. Should Legend 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	3,140,269
Later than one year but not later than five years	7,276,491
Later than five years but not later than twenty one years	22,651
	10,439,411

12. FAIR VALUE OF FINANCIAL INSTRUMENTS

Legend's financial instruments consist of cash, accounts receivable, accounts payable and accrued expenses. The carrying amounts of cash, accounts receivable, accounts payable and accrued expenses approximate their respective fair values because of the short maturities of those instruments.

13. RECLASSIFICATIONS

Certain amounts in the 2008 financial statements are reclassified to conform to the 2009 presentation with no effects on operations.

14. 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"), an Australian diamond exploration corporation, 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 NADL. The Company believes the acquisition of NADL will assist in the opportunity to discover diamond deposits.

On May 12, 2009, the Company made an on market takeover offer for all of the shares in NADL, an Australian corporation (see note 1). The takeover offer concluded on August 6, 2009. As close of the offer, the Company held 55% of the issued and outstanding shares of NADL.

The transaction was accounted for using the acquisition method required by ASC Topic 805, *Business Combinations*. Accordingly, goodwill has been measured as the excess of the total consideration including the fair value of the non-controlling interest on acquisition date over the amounts assigned to the identifiable assets acquired and liabilities assumed. On the acquisition date, the fair value of the non-controlling interest was A$10,261,290. The fair value of non-controlling interest was based on an estimate of the fair value of NADL's identifiable assets. The assignment of the total consideration including the fair value of the non-controlling interest as of acquisition is as follows:

	A$
Cash and cash equivalents	2,418,161
Receivables	1,125,948
Inventory	17,257
Property, plant & equipment (net)	690,419
Prepayments	113,055
Investment	857,463
Deposits	312,116
Mineral rights	18,873,000
Accounts payable & accruals	(1,312,651)
Rehabilitation provision	(291,902)
Total fair value excluding goodwill	22,802,526
Goodwill	1,092,950
Total fair value	23,895,816
Fair value of non-controlling interest	10,261,290
Total consideration	13,634,526

Fair valuation methods used for identifiable net assets acquired in that acquisition make use of independent experts' reports prepared for NADL as part of its Target's Statement to respond to the on market takeover offer Included within the report is the valuation of Mineral Rights of the mineral properties of NADL of A$21,700,000 which has been determined on two bases; (i) certain mineral properties with mineralized material has been valued at A$18,873,000; and (ii) certain mineral properties with a value of A$2,827,000 have been valued on the basis of a multiple of historic exploration expenditure. Under US GAAP, exploration expenditure is expensed to the Income Statement as incurred, unless there is a reserve on the property. The Company has not included in the fair value of the identified assets that part of the valuation based on a multiple of historic exploration expenditure. Accordingly, the Company has attributed a fair value of A$18,873,000 to Mineral Rights.

The underlying mineral property licences have a set term and the Mineral Rights are being amortized over the term of the licences. The amortization charge for the September 2009 quarter is A$233,084 and the net carrying value of Mineral Rights at September 30, 2009 is A$18,639,916.

Goodwill of A$1,092,950 recognises the inherent value of prospective exploration interest not recognised as such values are not capable of being capitalized to the balance sheet under US GAAP. Goodwill is not deductible for tax purposes.

Management believes that the carrying value of receivables of A$1,125,948, which is the gross contractual amount represents fair value at acquisition date and does not have any evidence that the amount will not be collectable.

On the acquisition date, goodwill of A$1,092,950 was recorded into the accounts. In accordance with Topic 350, Intangibles - "*Goodwill and Other*", the Company completed an impairment test and determined that the goodwill recorded at the acquisition date was not impaired at September 30, 2009.

The acquisition of NADL was achieved in stages. The acquisition date fair value of the equity interest in NADL immediately before the acquisition date was A$8,979,769 and the amount of the gain recognized as a result of remeasuring to fair value the equity interest in NADL before the business combination amounted to A$2,200,620 and has been recognized in the consolidated statement of operations as "Adjustment to fair value on stepped acquisition".

The amount of revenue of NADL since the acquisition date included in the consolidated statement of operations for the reporting period is A$nil and the amount of loss is A$806,187.

The consolidated statement of operations include the operations since August 6, 2009, which is the acquisition date. The following unaudited pro-forma information presents the results of operations for the nine-months ended September 30, 2009 and 2008, as if the acquisition of NADL had occurred on January 1, 2008.

	2009 A$	2008 A$
Revenue	-	-
Net income	(27,008,863)	(11,448,082)
Basic and diluted earnings per share	(0.12)	(0.06)

In the third fiscal quarter of 2009, Legend took a private placement from Northern Capital Resources Corporation ("NCRC"), a Nevada Corporation. NCRC holds a substantial interest in Golden River Resources Corporation ("GRR") and GRR holds a 68.7% interest in TSX listed Acadian Mining Corporation, which has significant gold and base metal interests in Canada. The Company has acquired 24,086,925 issued and outstanding shares in NCRC at a cost of A$5,518,828. At September 30, 2009, the Company held a 10.88% interest in NCRC and therefore carries the investment at cost. Mr J I Gutnick, the Chairman of the Board and Chief Executive Officer of the Company, is also the Chairman of the Board and Chief Executive Officer of NCRC and certain companies with which Mr Gutnick is associated own approximately 67% of the outstanding common stock of NCRC. Mr JI Gutnick is one of six directors (four of the directors are independent of NCRC) of the Company and was not present at the meeting that approved the acquisition of shares in NCRC. Therefore management does not believe the Company has significant influence over NCRC

The Company via NADL has a 25% interest in Top End Uranium ("TEU") which has a carrying value of A$857,463. NADL accounts for the investment in TEU using the equity method.

15. SUBSEQUENT EVENTS

The Company has evaluated subsequent events through November 9, 2009 and has determined that there were no subsequent events or transactions which would require recognition or disclosure in the consolidated financial statements, other than noted herein.

On October 30, 2009, the Company took a further 19,348,841 shares of common stock in NCRC at an issue price of US$0.20 per share for an investment of US$3,869,783 (A$4,183,550). Following this investment, the Company holds a 21.30% interest in the issued and outstanding shares of NCRC. As a result, from October 30, 2009, the Company believes it has significant influence over NCRC and will account for the investment in NCRC using the equity method of accounting.

Under ASC 805, if the Company enters into a business combination after the reporting date and before the financial statements are issued, the Company is required to provide certain information in relation to the business combination or if it is not able to provide the disclosures, describe which disclosures that could not be made and the reasons why they could not be made.

The Company to date has not been provided with current financial information by NCRC in order to make an assessment of the fair value of the assets of NCRC. As such, it is not able to disclose the financial impact on the Company of the business combination until it receives such information and is able to assess the fair value.

During October 2009, Legend has incorporated two 100% owned subsidiaries, Legend International Holdings Limited and Legend Diamonds Pty Ltd, both of which are incorporated under the laws of Australia. Neither company has commenced trading to-date.

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:

9 months ended September 30, 2008 A$1.00 = US$.8211
9 months ended September 30, 2009 A$1.00 = US$.8729

RESULTS OF OPERATION

Three Months Ended September 30, 2009 vs. Three Months Ended September 30, 2008.

The Company as part of its business strategy 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"), an Australian diamond exploration corporation, at a cost of A$2,368,000 in February 2009. NADL owns the Merlin diamond mine and surrounding tenements. On May 12, 2009, the Company made an on market takeover offer for all of the shares in NADL, an Australian corporation. The takeover offer concluded on August 6, 2009. As close of offer, the Company held 55% of the issued and outstanding shares of NADL. As a result, the Company has since that time consolidated the results of NADL.

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 September 30, 2009 to the three months ended September 30, 2008 does not always present a true comparison.

Other income decreased from A$1,586,828 for the three months ended September 30, 2008 to A$1,109,797 for the three months ended September 30, 2009 which primarily represents interest on funds in the bank of A$706,551 and A$22,440 from affiliate companies and other represents a refund from the government for research and development and diesel fuel. Included within the information for the three months ended September 30, 2009 are the following material amounts for NADL: A$359,587 being a refund from the government for research and development and diesel fuel; for which there is no comparative amount in the three months ended September 30, 2008.

Costs and expenses increased from A$5,994,554 in the three months ended September 30, 2008 to A$11,931,792 in the three months ended September 30, 2009. The increase in expenses is a net result of:

a) a increase in legal, accounting and professional expense from A$142,573 for the three months ended September 30, 2008 to A$254,164 for the three months ended September 30, 2009 as a result of a 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. Included within legal, accounting and professional expense for the three months ended September 30, 2009 are the following material amounts for NADL; A$66,854 being a fee paid to tax consultants for the preparation of the research and development claim (success fee of 20%), legal fees of A$8,312, professional fees paid to attorney's, independent experts and other consultants for takeover defense costs of A$27,771; for which there is no comparative amount in the three months ended September 30, 2008.

b) an increase in exploration expenditure written off from A$2,227,340 in the three months ended September 30, 2008 to A$7,563,247 in the three months ended September 30, 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 Australia. 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. Included within exploration expenditure written off for the three months ended September 30, 2009 is A$110,406 in exploration costs relating to the diamond exploration at Merlin and surrounding areas; for which there is no comparative amount in the three months ended September 30, 2008.

c) an increase in aircraft maintenance costs from A$nil in the three months ended September 30, 2008 to A$299,651 in the three months ended September 30, 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 decrease in stock based compensation from A$1,581,290 in the three months ended September 30, 2008 to A$949,858 in the three months ended September 30, 2009. The Company has issued options under the 2006 Incentive Option Plan throughout 2006, 2007, 2008 and 2009. The decrease is a result of options being fully vested in prior periods.

e) an increase in interest expense from A$2,521 for the three months ended September 30, 2008 to A$17,896 for the three months ended September 30, 2009 due to the increase in interest bearing debt of the Company. For the three months ended September 30, 2009, interest was incurred on motor vehicle finance lease.

f) an increase in amortization of mineral rights from A$nil for the three months ended September 30, 2008 to A$233,084 for the three months ended September 30, 2009. On the acquisition date of the business combination of NADL, the Company recognised Mineral Rights of A$18,873,000. The underlying mineral property licences have a set term and the Mineral Rights are being amortized over the term of the licences. The acquisition occurred in the current quarter and therefore there was no comparable amount for the three months ended September 30, 2009.

g) an increase in administrative costs from A$2,040,830 in the three months ended September 30, 2008 to A$2,623,892 in the three months ended September 30, 2009 as a result of a decrease in direct costs, indirect costs and service fees, charged to the Company by AXIS from A$1,603,912 to A$1,222,279; the cost of travel and accommodation in the marketing of the Company of A$397,999 and investor relations and other consultants of A$393,821; the cost of property rentals and associated costs of A$248,382; and the cost of insurance of A$213,971 including the Federal Government of Australia insurance policy on cash at bank in Australia in excess of A$1,000,000, which was introduced by Federal Governments around the world to counter the global economic downturn. Included within administrative costs for the three months ended September 30, 2009 are the following material amounts for NADL; A$42,188 for rent; A$96,797 for salaries and associated benefits, and A$11,385 for insurance; for which there is no comparative amount in the three months ended September 30, 2008.

As a result of the foregoing, the loss from operations increased from A$4,407,726 for the three months ended September 30, 2008 to A$10,821,995 for the three months ended September 30, 2009. A decrease in foreign currency exchange gain from a gain of A$3,978,148 for the three months ended September 30, 2008 to a foreign currency exchange loss of A$1,285,275 in the three months ended September 30, 2009 was recorded as a result of the movement in the Australian dollar versus the US dollar. On May 12, 2009, the Company made an on-market takeover offer for all of the shares in North Australian Diamonds Limited ("NADL"). The Company held 34.61% of the issued and outstanding shares at May 31, 2009, which increased to 39.38% at June 30, 2009. During the month of June 2009 the Company accounted for its 34.61% interest in NADL as an unconsolidated entity and for the month of July 2009, at the rate of 39.38%. The on market takeover of NADL finished on August 6, 2009 and since that time, the Company has consolidated the results of NADL. In accordance with US GAAP, the Company calculated the difference between the fair value of assets acquired at August 6, 2009 and the carrying value of its investment in an unconsolidated entity (NADL) at August 6, 2009 and recorded an adjustment to fair value on stepped acquisition of A$2,200,620, for which there was no comparable amount in 2008.

The loss before income taxes and losses of unconsolidated entity was A$429,578 for the three months ended September 30, 2008 compared to a net loss of A$9,906,650 for the three months ended September 30, 2009.

On May 12, 2009, the Company made an on-market takeover offer for all of the shares in North Australian Diamonds Limited ("NADL"). The Company held 34.61% of the issued and outstanding shares at May 31, 2009 and as a result, since that time has accounted for its interest in NADL as an unconsolidated entity. During the three months ended September 30, 2009, the Company's share of the losses of the unconsolidated entity amounted to A$40,869 (2008: $nil)

The net loss was A$9,947,519 for the three months ended September 30, 2009 compared to a net loss of A$429,578 for the three months ended September 30, 2008.

The share of the loss attributable to the non-controlling interests of NADL amounted to A$362,784, for which there was no comparable amount in 2008.

The net loss attributable to Legend stockholders amounted to A$9,584,735 for the three months ended September 30, 2009 compared to A$429,578 for the three months ended September 30, 2008.

Nine Months Ended September 30, 2009 vs. Nine Months Ended September 30, 2008.

The Company as part of its business strategy 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"), an Australian diamond exploration corporation, at a cost of A$2,368,000 in February 2009. NADL owns the Merlin diamond mine and surrounding tenements. On May 12, 2009, the Company made an on market takeover offer for all of the shares in NADL, an Australian corporation. The takeover offer concluded on August 6, 2009. As close of offer, the Company held 55% of the issued and outstanding shares of NADL. As a result, the Company has since that time consolidated the results of NADL.

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 nine months ended September 30, 2009 to the nine months ended September 30, 2008 does not always present a true comparison.

Other income increased from A$1,936,800 for the nine months ended September 30, 2008 to A$3,108,215 for the nine months ended September 30, 2009 which primarily represents interest on funds in the bank of A$2,671,392 and A$53,747 from affiliate companies and other represents a refund from the government for research and development and diesel fuel. Included within the information for the nine months ended September 30, 2009 are the following material amounts for NADL; A$359,587 being a refund from the government for research and development and diesel fuel; for which there is no comparative amount in the nine months ended September 30, 2008.

Costs and expenses increased from A$14,632,046 in the nine months ended September 30, 2008 to A$27,387,922 in the nine months ended September 30, 2009. The increase in expenses is a net result of:

a) an increase in legal, accounting and professional expense from A$450,380 for the nine months ended September 30, 2008 to A$602,744 for the nine months ended September 30, 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 statutory filings. Included within legal, accounting and professional expense for the nine months ended September 30, 2009 are the following material amounts for NADL; A$66,854 being a fee paid to tax consultants for the preparation of the research and development claim (success fee of 20%), legal fees of A$8,312, professional fees paid to attorney's, independent experts and other consultants for takeover defense costs of A$27,771; for which there is no comparative amount in the nine months ended September 30, 2008.

b) an increase in exploration expenditure written off from A$4,339,553 in the nine months ended September 30, 2008 to A$16,188,341 in the nine months ended September 30, 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 Australia. 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. Included within exploration expenditure written off for the nine months ended September 30, 2009 is A$110,406 in exploration costs relating to the diamond exploration at Merlin and surrounding areas; for which there is no comparative amount in the nine months ended September 30, 2008.

c) an increase in aircraft maintenance costs from A$nil in the nine months ended September 30, 2008 to A$544,639 in the nine months ended September 30, 2009. The Company purchased a lear jet in August 2008 to utilize in its field operations. There was no comparable cost in 2008.

d) a decrease in stock based compensation expense from A$3,540,100 in the nine months ended September 30, 2008 to A$3,370,221 in the nine months ended September 30, 2009. The Company has issued options under the 2006 Incentive Option Plan throughout 2006, 2007, 2008 and 2009. The decrease is a result of options being fully vested in prior periods.

e) an increase in interest expense from A$21,226 for the nine months ended September 30, 2008 to A$52,577 for the nine months ended September 30, 2009 due to the decrease in interest bearing debt of the Company. For the nine months ended September 30, 2009, interest was incurred on motor vehicle finance lease.

f) an increase in amortization of mineral rights from A$nil for the nine months ended September 30, 2008 to A$233,084 for the nine months ended September 30, 2009. On the acquisition date of the business combination of NADL, the Company recognised Mineral Rights of A$18,873,000. The underlying mineral property licences have a set term and the Mineral Rights are being amortized over the term of the licences. The acquisition occurred in the current quarter and therefore there was no comparable amount for the nine months ended September 30, 2009.

g) an increase in administrative costs from A$6,280,787 in the nine months ended September 30, 2008 to A$6,396,316 in the nine months ended September 30, 2009 as a net result of (i) an increase in direct costs, indirect costs and service fees, charged to the Company by AXIS from $3,704,816 to A$3,978,804, as a result in the level of activity of the Company; (ii) an increase in the cost of travel and accommodation in the marketing of the Company of A$767,969 (2008: A$605,847) as the number of international trips has reduced given current economic circumstances, (iii) investor relations, tenement and other consultants of A$463,434 (2008: A$853,378) which have also been reduced following the effect of current economic circumstances; (iv) the cost of property rentals and associated costs of A$395,234 (2008: A$155,495) as the Company has been required to increase its office requirements as it develops its projects; and (v) the cost of insurance of A$455,551 (2008: A$nil) including the Federal Government of Australia insurance policy on cash at bank in Australia in excess of A$1,000,000, which was introduced by Federal Governments around the world to counter the global economic downturn. 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. In the nine months ended September 30, 2008, the cost of the shares issued under a registration rights agreement amounted to A$660,494 for which there was no comparable amount in the nine months ended September 30, 2009. Included within administrative costs for the nine months ended September 30, 2009 are the following material amounts for NADL; A$42,188 for rent; A$96,797 for salaries and associated benefits, and A$11,385 for insurance; for which there is no comparative amount in the nine months ended September 30, 2008.

As a result of the foregoing, the loss from operations increased from A$12,695,246 for the nine months ended September 30, 2008 to A$24,279,707 for the nine months ended September 30, 2009. A decrease in foreign currency exchange gain from a gain of A$2,093,973 for the nine months ended

September 30, 2008 to a foreign currency exchange loss of A$4,248,053 in the nine months ended September 30, 2009 was recorded as a result of the movement in the Australian dollar versus the US dollar. On May 12, 2009, the Company made an on-market takeover offer for all of the shares in North Australian Diamonds Limited ("NADL"). The Company held 34.61% of the issued and outstanding shares at May 31, 2009, which increased to 39.38% at June 30, 2009. During the month of June 2009 the Company accounted for its 34.61%interest in NADL as an unconsolidated entity and for the month of July 2009, at the rate of 39.38%. The on market takeover of NADL finished on August 6, 2009 and since that time, the Company has consolidated the results of NADL. In accordance with US GAAP, the Company calculated the difference between the fair value of assets acquired at August 6, 2009 and the carrying value of its investment in an unconsolidated entity (NADL) at August 6, 2009 and recorded an adjustment to fair value on stepped acquisition of A$2,200,620, for which there was no comparable amount in 2008. A net gain of A$113,739 on revaluation and sale of certain trading securities was incurred in the nine months ended September 30, 2009, being the difference between the cost price, sale price and market value. There were no trading securities held in the comparable period.

The loss before income taxes and equity in losses of unconsolidated entity was A$10,601,273 for the nine months ended September 30, 2008 compared to a net loss of A$26,213,401 for the nine months ended September 30, 2009.

On May 12, 2009, the Company made an on-market takeover offer for all of the shares in North Australian Diamonds Limited ("NADL"). The Company held 34.61% of the issued and outstanding shares at May 31, 2009 and as a result, since that time has accounted for its interest in NADL as an unconsolidated entity. During the nine months ended September 30, 2009, the Company's share of the losses of the unconsolidated entity amounted to A$182,667 (2008: $nil).

The net loss was A$10,601,273 for the nine months ended September 30, 2008 compared to a net loss of A$26,396,068 for the nine months ended September 30, 2009.

The share of the net loss attributable to the non-controlling interests of NADL amounted to A$362,784 for the nine months ended September 30, 2009 compared to A$nil for the nine months ended September 30, 2008 as the acquisition of NADL occurred in July 2009 for the first time.

The net loss attributable to Legend stockholders amounted to A$26,033,284 for the nine months ended September 30, 2009 compared to A$10,601,273 for the nine months ended September 30, 2008.

Liquidity and Capital Resources

For the nine months ending September 30, 2009, net cash used in operating activities was A$21,494,726 (2008: A$9,695,491) primarily consisting of the net loss of A$26,396,068 (2008: A$10,601,273), decrease in accounts receivable of A$1,622,299 (2008: A$1,145,497); increase in prepayments and deposits of A$2,681,007 (2008: A$940,825); a increase in inventories of A$47,447 (2008: A$nil) offset by an decrease in accounts payable and accrued expenses of A$210,696 (2008: A$131,655); and adjusted for non-cash items relating to the fair valuing of NADL on date of acquisition of A$2,017,953 (2008: $nil) and other non-cash items of A$8,236,146

Net cash used in investing activities was A$15,220,088 (2008: A$3,281,348), being for the purchase of investments for A$5,914,269 in NADL and NCRC, trading securities A$377,658; property, equipment and motor vehicles for A$1,112,192; net of proceeds from the sale of trading securities of A$1,272,343 and property, plant and equipment of A$110,100; and net cash acquired from the acquisition of majority owned subsidiary of A$9,198,412.

Net cash used in financing activities was A$290,032 being primarily net repayments under financing leases of A$292,795 being for lease payments for the purchase of motor vehicles under finance leases (2008: A$nil); and net proceeds from shares issued upon exercise of options of A$2,763 (2008: A$nil).

At September 30, 2009, the Company held US$14,330,395 in US accounts which when converted to Australian dollars results in an unrealized foreign exchange loss of A$4,248,053.

As at September 30, 2009, the Company had A$78,024,637 in cash.

We plan to continue our exploration and pre-development program throughout 2009 and anticipate spending A$6.6 million on exploration and pre-development (including A$0.6 million for capital items for exploration and pre-development), A$5.75 million on investments and A$2.7 million on administrative costs.

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/A 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 diamonds or other minerals or that the diamonds or 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/A on file with the Securities and Exchange Commission.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

At September 30, 2009, the Company had no outstanding loan facilities. At September 30, 2009, assuming no change in the cash at bank, a 10% change in the A$ versus US$ exchange rate would have a A$0.8 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 September 30, 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/A 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/A 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: November 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: November 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):

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: November 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 September 30, 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: November 9, 2009

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 September 30, 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: November 9, 2009

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