

ASX Market Announcements
ASX Limited

About Legacy Iron Ore

Legacy Iron Ore Limited ("Legacy Iron" or the "Company") is a Western Australian based Exploration Company, focused on iron ore and gold exploration and discovery.

Legacy Iron's mission is to increase shareholder wealth through capital growth, created via the discovery, development and operation of profitable mining assets.

The Company was listed on the Australian Securities Exchange on 8 July 2008. Since then, Legacy Iron has had a number of iron ore, manganese and gold discoveries which are now undergoing drilling and resource definition.

Board

Narendra Kumar Nanda, Non-Executive Chairman

Sharon Heng, Executive Director & Managing Director

Swaminathan Thiagarajan, Non-Executive Director

Subimal Bose, Non-Executive Director

Timothy Turner, Non-Executive Director

Ben Donovan, Company Secretary

Key Projects

Mt Bevan Iron Ore Project

Harnersley Iron Ore Project

Robertson Range Iron Ore and Manganese Project

South Laverton Gold Project

East Kimberley Gold, Base Metals and REE Project

Enquiries

Sharon Heng

Managing Director

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ASX Codes: LCY

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OPTIONS PROSPECTUS

Attached is the prospectus in relation to the issue of options as per Legacy Iron Ore Ltd's announcement dated 3 December 2012 and approved by shareholders at the general meeting held on 24 January 2013.

Regards

Sharon Heng
Managing Director



LEGACY IRON ORE LIMITED
ACN 125 010 353

PROSPECTUS

For the issue of up to 44,855,047 New Options to subscribe for New Shares in the Company to raise up to \$44,855.04 on the terms and conditions set out in this Prospectus.

This Offer closes at 5.00pm on 16 April 2013

IMPORTANT NOTICE

This document is important and requires your immediate attention. It should be read in its entirety. If you do not understand its contents or are in doubt as to the course you should follow, you should consult your stockbroker or professional adviser.

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IMPORTANT NOTICE

Prospectus

This Prospectus is dated 26 March 2013. A copy of this Prospectus was lodged with ASIC on 26 March 2013. No responsibility for the contents of this Prospectus is taken by ASIC nor ASX.

The New Options issued pursuant to this Prospectus will be issued on the terms and conditions set out in this Prospectus. No New Options will be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

In preparing this Prospectus regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and that certain matters may reasonably be expected to be known to investors and professional advisers who investors may consult. No person is authorised to give any information or to make any representation in connection with the Offer described in this Prospectus. Any information or representation which is not contained in this Prospectus or disclosed by the Company pursuant to its continuous disclosure obligations may not be relied upon as having been authorised by the Company in connection with the issue of this Prospectus.

The Offer is only available to those who are personally invited to accept the Offer.

Throughout this Prospectus, for ease of reading, various words and phrases have been defined rather than used in full on each occasion and are set out in Section 5 of this Prospectus.

Electronic Prospectus

This Prospectus may be viewed at www.legacyiron.com.au by Australian and New Zealand investors only. The electronic version of this Prospectus is provided for information purposes only. A paper copy of the Prospectus may be obtained free of charge on request while this Prospectus remains open by contacting the Company. The information on www.legacyiron.com.au does not form part of this Prospectus.

Risk factors

Before deciding to invest in the Company, potential investors should read the entire Prospectus. In considering the prospects for the Company, potential investors should consider the risk factors that could affect the performance of the Company. Please refer to Section 3 for further information.

Overseas Shareholders

This Prospectus does not constitute an offer or invitation in any place in which, or to any person to whom it would not be lawful to make such an offer or invitation. The distribution of this Prospectus in jurisdictions outside Australia and New Zealand may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. Please refer to Section 1.13 of this Prospectus.

No action has been taken to permit the offer of Securities under this Prospectus in any jurisdiction other than Australia and New Zealand.

The New Options being offered under this Prospectus are being offered to Eligible Shareholders with registered addresses in New Zealand in reliance on the *Securities Act (Overseas Companies) Exemption Notice 2002* (New Zealand).

Forward-looking statements

This Prospectus may contain forward-looking statements that have been based on current circumstances. Any forward-looking statements are subject to risks, uncertainties and assumptions that could cause those acts, events and circumstances to differ materially from the expectations described in such forward-looking statements.

Exposure period

This Prospectus is subject to an exposure period of 7 days from the date of lodgement with ASIC. This period may be extended by ASIC for a further period of up to 7 days. The purpose of this exposure period is to enable the Prospectus to be examined by market participants prior to the raising of funds as such examination may result in the identification of deficiencies in the Prospectus. If the Prospectus is found to be deficient, then applications that were received during the exposure period will be dealt with in accordance with section 724 of the Corporations Act. Any applications received during the exposure period will not be processed until after the expiry of the exposure period.

Key Dates

Date of Prospectus	26 March 2013
Opening Date	4 April 2013
Closing Date	16 April 2013
New Options expected to be issued	23 April 2013
New Option certificates expected to be dispatched	24 April 2013

CORPORATE DIRECTORY

DIRECTORS

Mr Narendra Kumar Nanda (Chairman, Non-Executive Director)
Ms Sharon K Heng (Managing Director)
Mr Subimal Bose (Non-Executive Director)
Mr Swaminathan Thiagarajan (Non-Executive Director)
Mr Timothy Turner (Non-Executive Director)

SECRETARY

Mr Ben Donovan

REGISTERED OFFICE

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ASX Code

LCY

*For information purposes only

Section 1 DETAILS OF THE OFFER

1.1 Background

On 18 December 2012, the Company dispatched to Shareholders a notice dated 7 December 2012 relating to an extraordinary general meeting of the Company to be held on 24 January 2013.

As at the date of that notice, the Company had several classes of Options on issue including:

- (a) 27,910,094 listed Options exercisable at 15 cents expiring on 31 December 2012 (LCYOA Options);
- (b) 28,000,000 listed Options exercisable at 10 cents expiring on 31 December 2012 (LCYOB Options); and
- (c) 56,000,000 unlisted PiggyBack options exercisable at 22.29 cents expiring 7 January 2013 (LCYAG Options),

(Expired Options).

These Options expired without being exercised.

At that extraordinary meeting Shareholders resolved to issue the following Options to replace the Expired Options:

- (a) 27,910,094 New Options exercisable at 15 cents expiring on 31 December 2014 to the LCYOA Option holders (**New Listed Options**);
- (b) 28,000,000 New Options exercisable at 10 cents expiring on 31 December 2014 to the LCYOB Option holders (**New Category B Options**); and
- (c) 56,000,000 New PiggyBack options exercisable at 22.29 cents expiring 7 January 2015 to the LCYAG Option holders (**New PiggyBack Option**),

(New Options).

The Expired Options only differ from the New Options in that the expiry dates of the New Options have been extended.

In all other respects the number and terms of the New Options remain identical to the number and terms of the Expired Options.

See Section 4.4(a) for the terms of the New Listed Options.

See Section 4.4(b) for the terms of the New Category B Options.

See Section 4.4(c) for the terms of the New PiggyBack Options.

Of those New Options, Listing Rule 10.11 approval was obtained for:

- (a) 13,955,047 New Listed Options proposed to be issued to National Mineral Development Corporation Limited (**NMDC**), an entity that controls the Company;
- (b) 14,000,000 New Category B Options proposed to be issued to NMDC;

- (c) 28,000,000 New PiggyBack Options proposed to be issued to NMDC;
- (d) 11,000,000 New PiggyBack Options proposed to be issued to Sharon Heng, the Managing Director; and
- (e) 100,000 New PiggyBack Options proposed to be issued to Tim Turner, a Non-Executive Director.

Listing Rule 10.13.3 prescribes that securities granted with Listing Rule 10.11 shareholder approval must be issued within one month of that shareholder approving being obtained.

In order to meet this one month timeframe, the 11,000,000 and 100,000 New PiggyBack Options were issued to Sharon Heng and Tim Turner (respectively) on 22 February 2013 pursuant to the sophisticated investor exemption under section 708(10) of the Corporations Act.

These New Options are included in this Prospectus to enable Ms Heng and Mr Turner to on-sell those New Options (all of which are transferable under their terms) without a disclosure document and to allow the Shares to be issued upon exercise of those New Options without a disclosure document.

Regarding the New Options proposed to be issued to NMDC, the Company sought and ASX granted an extension to the one month deadline to issue those New Options prescribed by Listing Rule 10.13.3.

In accordance with that waiver, the Company was given two months from the date of obtaining shareholder approval to issue the New Options to NMDC. i.e. until 24 March 2013.

This deadline passed without NMDC taking up their New Options. Therefore, NMDC's entitlement has now lapsed.

All other New Options offered under this Prospectus are offered to parties unrelated to the Company pursuant to Listing Rule 7.1 approval obtained on 24 January 2013. Those New Options must be issued within three months of obtaining that approval i.e. by 24 April 2013.

1.2 Terms of the Offer

This Prospectus invites Offerees to subscribe for the New Options it is entitled to subscribe for as set out in the Application Form.

The New Options will be issued for consideration of \$0.001 per New Option and funds of up to \$44,855.04 will be raised upon full acceptance of the Offer.

1.3 Use of funds

The funds raised under the Offer will be used as follows (assuming all Offerees take up the Offer):

Use of Funds	Funds raised
Mt Bevan exploration programme and associated expenses	\$20,000
Working Capital	\$4,855.04
Expenses of the Offer	\$20,000

1.4 **Opening and Closing Dates**

The Offer will open on 4 April 2013 and close at 5.00pm on 16 April 2013 (except where payment is via BPAY® in which case payment must be made by such earlier cut off time your own financial institution may implement with regard to electronic payments) or such later date as the Directors, in their absolute discretion and subject to compliance with the Listing Rules, may determine.

1.5 **Application Forms**

If you wish to subscribe for New Options pursuant to this Prospectus you should complete and return the Application Form that will accompany this Prospectus by the Company, in accordance with the instructions set out on the Application Form.

1.6 **Market prices of the Shares on ASX**

A summary of the sale prices of the Shares on ASX during the last 3 months until the last trading day on ASX immediately prior to lodgement of this Prospectus with ASIC is set out below:

High (\$)	Low (\$)	Volume weighted average price (\$)
\$0.079	\$0.045	\$0.066

The last market sale price of Shares on 25 March 2013 (which was the last day of trading before lodgement of the Prospectus with ASIC) was \$0.048.

1.7 **Minimum subscription**

There is no minimum subscription amount sought to be raised by the Offer. The Company will proceed to allot the New Options irrespective of the amount raised.

There is no provision for oversubscriptions.

1.8 **Brokerage and commission**

No brokerage or commission will be payable by Offerees pursuant to the Offer.

1.9 **Tax implications**

The Company makes no representation and provides no advice in relation to the tax consequences for any Offeree relating to acceptance of the Offer.

Offerees should seek professional taxation advice regarding the tax consequences of accepting the Offer.

1.10 **ASX listing**

The Company will make application to ASX within 7 days following the date of this Prospectus for official quotation of the New Listed Options and the New Category B Options offered pursuant to this Prospectus.

A decision by ASX to grant official quotation of the New Listed Options and the New Category B Options is not to be taken in any way as an indication of ASX's view as to the merits of the Company, or the New Options offered under this Prospectus.

1.11 **No issue of New Options after 13 months**

No New Options will be allotted or issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

1.12 **Underwriting**

The Offer is not underwritten.

1.13 **Overseas investors**

Offerees resident outside Australia and New Zealand should consult their professional advisers as to whether any governmental or other consents are required, or other formalities need to be observed to enable them to accept the Offer.

This Prospectus does not constitute an offer in any place in which, or to any person to whom it would not be lawful to make such an offer.

1.14 **Privacy**

The Company collects information about each applicant provided on an Application Form for the purposes of processing the acceptance and, if the acceptance is successful, to administer the applicant's security holding in the Company.

By submitting an Application Form, each applicant agrees the Company may use the information provided by an applicant on the Application Form for the purposes set out in this privacy disclosure statement and may disclose it for those purposes to the Company's registry, the Company's related bodies corporate, agents, contractors and third party service providers, including mailing houses and professional advisers, and to ASX and regulatory authorities.

If you do not provide the information required on the Application Form, the Company may not be able to accept or process your application.

An applicant has an entitlement to gain access to the information that the Company holds about that person subject to certain exemptions under law. A fee may be charged for access. Access requests must be made in writing to the Company's registered office.

1.15 **Enquiries regarding this Prospectus**

Enquiries regarding this Prospectus should be directed to the Company Secretary by telephone on +61 (0) 8 9421 2005.

Section 2 CAPITAL STRUCTURE & EFFECT OF THE OFFER ON THE COMPANY

2.1 Principal effects

The principal effects of the Offer are:

- (a) the total number of Options on issue will increase by up to 44,855,047; and
- (b) up to \$44,855.04 will be raised upon full acceptance of the Offer.

2.2 Capital structure

As at the date of this Prospectus, 581,308,502 Shares are on issue.

There will be no change to the share capital of the Company pursuant to the Offer.

The Company also currently has the following unquoted Options on issue:

Exercise price	Expiry date	No. of Options
25 cents	1 April 2015	11,660,000
10 cents	23 December 2015	12,430,000
11.73 cents	14 February 2014	4,300,000
18 cents	24 May 2016	4,000,000
25 cents	31 December 2015	46,200,000
25 cents	31 December 2013	6,000,000
25 cents	31 December 2014	4,000,000
30 cents	31 December 2014	4,000,000
35 cents	31 December 2014	4,000,000
40 cents	31 December 2014	4,000,000
45 cents	31 December 2014	4,000,000
22.29 cents	7 January 2015	11,100,000
	Total	115,690,000

2.3 Consolidated Balance Sheet

Set out below is an unaudited balance sheet of the Company as at 22 March 2013 including the effect of the Offer:

ASSETS

CURRENT ASSETS

Cash and Cash Equivalents	\$	4,227,127
Trade and Other Receivables	\$	121,146
TOTAL CURRENT ASSETS	\$	4,348,273

NON-CURRENT ASSETS

Plant and Equipment	\$	122,880
Exploration and Evaluation Expenditure	\$	17,901,202
Available for Sale Financial Assets	\$	1,509,000
TOTAL NON-CURRENT ASSETS	\$	19,533,082

TOTAL ASSETS	\$	23,881,355
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LIABILITIES

CURRENT LIABILITIES

Trade Payable	\$	413,372
Employee Benefits	\$	89,122
TOTAL CURRENT LIABILITIES	\$	502,494

NON-CURRENT LIABILITIES

Employee Benefits	\$	26,260
TOTAL NON-CURRENT LIABILITIES	\$	26,260

TOTAL LIABILITIES	\$	528,754
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NET ASSETS	\$	23,352,601
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EQUITY

Issued Capital	\$	42,158,338
Financial Assets Reserve	-\$	6,000
Share Based Payment Reserve	\$	16,860,241
Option Premium Reserve	\$	117,493
Accumulated Losses	-\$	35,777,471
TOTAL EQUITY	\$	23,352,601

Section 3 RISK FACTORS

3.1 Introduction

This Section identifies the areas the Directors regard as the main risks associated with an investment in the Company.

There are numerous widespread risks associated with investing in any form of business and with investing in the share market generally. There is also a range of specific risks associated with the Company's business. These risk factors are largely beyond the control of the Company and its Directors because of the nature of the business of the Company.

The following summary, which is not exhaustive, represents some of the main risk factors which potential investors need to be aware of.

3.2 Risk factors

(a) Risks associated with the Company's Operations

(i) Litigation

On 15 February 2013 the Company served a statement of claim on the directors of Subiaco Capital Pty Ltd (**Subiaco Capital**) out of the Magistrates Court of Queensland in Brisbane in relation to a claim of \$115,556.25 as damages for breach of contract, plus interest pursuant to the relevant Queensland legislation and costs.

This claim relates to the non-payment by Subiaco Capital of half of the duty payable under an agreement for the sale of mining assets dated 25 July 2012 under which the Company agreed to purchase and Subiaco Capital agreed to sell two exploration permits for coal numbered 2303 and 2304 (**Agreement**).

The Company has paid the full amount of the duty assessed by the Queensland Commissioner of Stamp Duty (i.e. \$231,112.50) and seeks reimbursement for half of that amount (i.e. \$115,556.25) from Subiaco Capital in accordance with the Queensland Duties Act.

This litigation is ongoing.

(ii) Joint venture parties and contractors

The Company's key asset is the Mt Bevan iron ore project as part of a Joint Venture with Hawthorn Resources Ltd (**Hawthorn**). The Company is operator of the Joint Venture under guidance from a technical committee comprising 2 representatives of the Company and Hawthorn respectively with equal voting rights on the exploration activity to be carried out on the Joint Venture.

If the Company cannot reach an agreement with Hawthorn on the development of the Mt Bevan asset, the Company will need to seek arbitration to resolve the dispute, which may affect the ability of the Company to develop the asset.

Moreover, the Directors are unable to predict the risk of:

- financial failure, non-compliance with obligations or default by a participant in this or any joint venture to which the Company is, or may become, a party; or
- insolvency or other managerial failure of any of the contractors used by the Company in its exploration activities; or

- insolvency or other managerial failure of any of the other service providers used by the Company for any activity.

(iii) Exploration and production

The Company's business operations are subject to risks and hazards inherent in the mining industry. The exploration for, and the development of, mineral deposits involves significant risks which even a combination of careful evaluation, experience and knowledge may not eliminate. While mineral discoveries may result in substantial rewards, few properties that are explored are ultimately developed into producing mines.

The success of the Company also depends on the delineation of economically recoverable reserves.

Risks involved in mining operations include unusual and unexpected geological formations, seismic activity, cave-ins, flooding and other conditions involved in the drilling and removal of any material, any of which could result in damage to life or property, environmental damage and possible legal liability.

Whether income will result from the Company's projects will depend on the successful establishment of mining operations. Factors including costs, actual mineralization, consistency and reliability of ore grades and commodity prices affect successful project development, future cash flow and profitability and there can be no assurance that current estimates of these factors will reflect actual results and performance.

The design and construction of efficient processing facilities, the existence of competent operational management and prudent financial administration, as well as the availability and reliability of appropriately skilled and experienced consultants can also affect successful project development.

(iv) Mineral resource and mineral reserve estimates may be inaccurate

The mineral resources and mineral reserves disclosed by the Company are estimates only and no assurance can be given that the anticipated tonnages and grades will be achieved, that the indicated level of recovery will be realised or that mineral reserves could be mined or processed profitably. There are numerous uncertainties inherent in estimating mineral resources and mineral reserves, including many factors beyond the Company's control. Such estimation is a subjective process, and the accuracy of any reserve or resource estimate is a function of the quantity and quality of available data and of the assumptions made and judgements used in engineering and geological interpretation. Short-term operating factors relating to the mineral reserves, such as the need for the orderly development of ore bodies or the processing of new or different ore grades, may cause mining operations to be unprofitable in any particular accounting period.

Fluctuations in mineral prices, results of drilling, metallurgical testing and production and the evaluation of mine plans subsequent to the date of any estimate may require the revision of such estimate. The volume and grade of reserves mined and processed and recovery rates may not be the same as current anticipated.

Any material reductions in estimates of mineral resources and mineral reserves, or of the Company's ability to extract these mineral reserves could have a material adverse effect on the Company's results of operations and financial condition.

(v) Uninsurable risks

The Company may become subject to liability for accidents, pollution and other hazards against which it cannot insure or against which it may elect not to insure because of premium costs, or for other reasons, such as in amounts that exceed policy limits.

(vi) Access to land

The Company's exploration activities are dependent upon the grant, or as the case may be, the maintenance or renewal of appropriate licences, concessions, leases, permits and regulatory consents which may be withdrawn or made subject to limitations.

The maintenance, renewal and granting of tenements often depends on the Company being successful in obtaining required statutory approvals. There is no assurance the Company will be granted all the mining tenements for which it applies or that licences, concessions, leases, permits or consents will be renewed as and when required or that new conditions will not be imposed in connection therewith. To the extent such approvals, consents or renewals are not obtained, the Company may be curtailed or prohibited from continuing with its exploration and development activities or proceeding with any future exploration or development.

(vii) Cultural heritage and native title

Delays may be experienced if evidence of Aboriginal cultural heritage exists on any land to which the Company requires access.

The *Native Title Act 1993* (Cth) may affect the Company's ability to gain access to prospective exploration areas or obtain production titles in Australia. Compensatory obligations may be necessary in settling native title claims lodged over any tenements in which the Company has an interest.

(viii) Weather conditions

Adverse weather events have the potential to disrupt exploration and production operations and cause damage to infrastructure.

(ix) Additional requirements for funding

The Company's funding requirements depend on numerous factors including the Company's ability to generate income. It may require further financing.

Additional equity financing, if available, may be dilutive to Shareholders and at lower prices than the current market price. Volatile markets for minerals may make it difficult or impossible for the Company to obtain debt financing or equity financing on favourable terms or at all.

Debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations or any anticipated expansion.

(b) **Other Risks**

The future viability and profitability of the Company is also dependent on a number of other factors affecting performance of all industries, including, but not limited to, the following.

(i) Share market

There are general risks associated with any investment and the share market.

The price of Shares quoted on ASX may rise and fall depending on a range of factors beyond the Company's control and which are unrelated to the Company's financial performance. These factors may include movements on international stock markets, interest rates and exchange rates, together with domestic and international economic conditions, inflation rates, investor perceptions, changes in government policy, commodity supply and demand, government taxation and royalties, war, global hostilities and acts of terrorism.

(ii) Economic conditions

General economic conditions in Australia and its major trading partners and, in particular, inflation rates, interest rates, commodity supply and demand factors and industrial disruption may adversely affect the future viability and profitability of the Company.

(iii) Changes in legislation and policy

Changes in government, monetary policies, taxation and other laws can have a significant influence on the outlook for companies and the returns to investors.

3.3 **Speculative Nature of Investment**

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the New Options offered under this Prospectus and the value of the New Shares issued upon exercise of the New Options.

Therefore, the New Options to be issued pursuant to this Prospectus and the New Shares issued upon exercise of the New Options carry no guarantee for the payment of dividends, return of capital or the market value of those New Options or New Shares (as applicable).

Potential investors should consider the investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for the New Options.

Section 4 ADDITIONAL INFORMATION

4.1 **Continuous disclosure obligation**

The Company is a "disclosing entity" under the Corporations Act and is subject to the regime of continuous disclosure and periodic reporting requirements.

Specifically as a listed company, the Company is subject to the Listing Rules which require continuous disclosure to the market of any information possessed by the Company which a reasonable person would expect to have a material effect on the price or value of its securities.

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4.2 Applicability of Corporations Act

As a "disclosing entity", the Company has issued this Prospectus in accordance with section 713 of the Corporations Act applicable to prospectuses for an offer of securities which are quoted enhanced disclosure ("ED") securities or options to acquire such securities.

The New Options to be issued under this Prospectus are options to acquire New Shares i.e. a class of shares that were continuously quoted securities at all times in the 12 months before the issue of this Prospectus.

Therefore, in preparing this Prospectus, regard has been had to the fact the Company is a disclosing entity for the purposes of the Corporations Act and matters may reasonably be expected to be known to investors and professional advisers whom investors may consult. It must be read in the context of, and having regard to, the Company's continuous disclosure and publicly available information regarding the Company and its business.

The ASX maintains files containing publicly disclosed information about all listed companies. The Company's file is available for inspection at ASX in Perth during normal working hours. In addition, copies of documents lodged by, or in relation to, the Company with ASIC may be obtained from, or inspected at, any regional office of ASIC.

4.3 Information Available to Shareholders

The Company will provide a copy of each of the following documents, free of charge, to any investor who so requests during the application period under this Prospectus or they can be downloaded from the Company's website at www.legacyiron.com.au:

- (i) the Annual Report for the Company for the period ending 30 June 2012;
- (ii) the Half Yearly Report for the Company for the half year ending 31 December 2012; and
- (iii) the following documents used to notify ASX of information relating to the Company during the period after lodgement of the Annual Report of the Company for the period ending 30 June 2012 and before the issue of this Prospectus:

Date	Description of ASX Announcement
26/03/2013	Update on Mt Bevan Joint Venture
26/03/2013	Exploration Update
18/03/2013	Half Yearly report and accounts
15/03/2013	Koongie Park survey reveals significant conductors
07/03/2013	Gold spin off update
25/02/2013	Appendix 3B
25/02/2013	Change of Director's Interest Notice – T. Turner
25/02/2013	Change of Director's Interest Notice – S Heng
25/02/2013	Issue of Options
15/02/2013	Helitem survey completed at Koongie Park
08/02/2013	Phase 3 infill drilling shows continuity of resource
01/02/2013	Esperance Port Update
31/01/2013	Quarterly Activity and Cashflow report – December 2012
24/01/2013	Results of Extraordinary General Meeting
22/01/2013	Exploration to commence at Koongie Park
08/01/2013	Appendix 3B – updated
07/01/2013	Appendix 3B and expiry of options

Date	Description of ASX Announcement
19/12/2012	Acquires additional coal tenements
18/12/2010	Notice of Extraordinary General Meeting/Proxy Form
03/12/2012	Option expiry notification and new option issue
22/11/2012	Results of Meeting
14/11/2012	Change of Director's Interest Notice – Sharon Heng
31/10/2012	Change in substantial holding for HAW
31/10/2012	September 2012 Quarterly Report
12/10/2012	Notice of Annual General Meeting/Proxy Form
02/10/2012	Response to Media Speculation
01/10/2012	Annual Report to Shareholders – 2012
01/10/2012	Annual Report to shareholders
25/09/2012	YIPA Supply Chain Study
25/09/2012	Strategic review of non-core assets
20/09/2012	Exploration Update
18/09/2012	Coal Exploration Update
12/09/2012	Update on Mt Bevan transfer
11/09/2012	Response to ASX Price Query
03/09/2012	Streamlines Corporate Structure
14/08/2012	Change in substantial holding
07/08/2012	Drilling completed at Yilgangi gold project
03/08/2012	East Kimberley Exploration Update
02/08/2012	Finalises acquisition of Queensland coal projects
30/07/2012	June 2012 Quarterly Report
05/07/2012	Executes Mt Bevan transfer
04/07/2012	Completes phase 3 drilling at Mt Bevan

4.4 Terms of the Options

(a) New Listed Options

- (i) Each New Listed Option entitles the holder to acquire one fully paid ordinary share in the Company.
- (ii) The New Listed Options are exercisable on or before 31 December 2014.
- (iii) Each New Listed Option may be exercised by forwarding to the Company at its principal office the exercise notice, duly completed together with payment of the sum of \$0.15 per New Listed Option exercised.
- (iv) The New Listed Options may be transferred by an instrument (duly stamped where necessary) in the form commonly used for the transfer of Options at any time until expiry of the New Listed Options. This right is subject to any restrictions on the transfer of a New Listed Option that may be imposed by ASX in circumstances where the Company is listed on ASX.
- (v) New Listed Option holders shall be permitted to participate in new issues of securities on the prior exercise of options in which case the New Listed Option holders shall be afforded the period of at least nine (9) business days prior to and inclusive of the record date (to determine entitlements to the issue) to exercise the New Listed Option.
- (vi) New Shares issued on the exercise of New Listed Options will be issued not more than fourteen (14) days after receipt of a properly executed exercise notice and

application moneys. New Shares allotted pursuant to the exercise of a New Listed Option will rank equally with the then issued ordinary shares of the Company in all respects. If the Company is listed on ASX it will, pursuant to the exercise of a New Listed Option, apply to ASX for Quotation of the New Shares issued as a result of the exercise, in accordance with the Corporations Act and the Listing Rules.

- (vii) In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company, all rights of the New Listed Option holder will be changed to the extent necessary to comply with the Listing Rules applying to the reconstruction of capital at the time of the reconstruction.
- (viii) If there is a bonus issue to Shareholders, the number of Shares over which the New Listed Option is exercisable may be increased by the number of Shares which the New Listed Option holder would have received if the New Listed Option had been exercised before the record date for the bonus issue.
- (ix) In the event that a pro rata issue (except a bonus issue) is made to the holders of the underlying securities in the Company, the exercise price of the New Listed Options may be reduced in accordance with Listing Rule 6.22.
- (x) Application will be made for the New Listed Options to be quoted on the Official List of the ASX.

(b) New Category B Options

- (i) Each New Category B Option entitles the holder to acquire one fully paid ordinary share in the Company.
- (ii) The New Category B Options are exercisable on or before 31 December 2014.
- (iii) Each New Category B Option may be exercised by forwarding to the Company at its principal office the exercise notice, duly completed together with payment of the sum of \$0.10 per New Category B Option exercised.
- (iv) The New Category B Options may be transferred by an instrument (duly stamped where necessary) in the form commonly used for the transfer of Options at any time until expiry of the New Category B Options. This right is subject to any restrictions on the transfer of a New Category B Option that may be imposed by ASX in circumstances where the Company is listed on ASX.
- (v) New Category B Option holders shall be permitted to participate in new issues of securities on the prior exercise of Options in which case the New Category B Option holders shall be afforded the period of at least nine (9) business days prior to and inclusive of the record date (to determine entitlements to the issue) to exercise the New Category B Option.
- (vi) New Shares issued on the exercise of New Category B Options will be issued not more than fourteen (14) days after receipt of a properly executed exercise notice and application moneys. New Shares allotted pursuant to the exercise of a New Category B Option will rank equally with the then issued ordinary shares of the Company in all respects. If the Company is listed on ASX it will, pursuant to the exercise of a New Category B Option, apply to ASX for Quotation of the New Shares issued as a result of the exercise, in accordance with the Corporations Act and the Listing Rules.
- (vii) In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company, all rights of the New Category B Option

holder will be changed to the extent necessary to comply with the Listing Rules applying to the reconstruction of capital at the time of the reconstruction.

- (viii) If there is a bonus issue to Shareholders, the number of Shares over which the New Category B Option is exercisable may be increased by the number of Shares which the New Category B Option holder would have received if the New Category B Option had been exercised before the record date for the bonus issue.
- (ix) In the event that a pro rata issue (except a bonus issue) is made to the holders of the underlying securities in the Company, the exercise price of the New Category B Options may be reduced in accordance with Listing Rule 6.22.
- (x) Application will be made for the New Category B Options to be quoted on the Official List of the ASX.

(c) New PiggyBack Options

(i) Exercise

- (A) The exercise price of a New PiggyBack Option is \$0.2229.
- (B) Each New PiggyBack Option will expire 7 January 2015.
- (C) Upon exercise of a New PiggyBack Option in addition to receiving one ordinary fully paid New Share, the New PiggyBack Option holder will receive a further Option exercisable at \$0.25 on 7 January 2016.
- (D) A New PiggyBack Option holder may exercise part of its New PiggyBack Option holding without affecting its right to exercise further Options at a later time (provided it is within the life of the New PiggyBack Option).
- (E) The Company will issue a notice to each New PiggyBack Option holder at least 20 Business Days before the expiration of the New PiggyBack Option.

(ii) Notice of exercise

In order for a New PiggyBack Option holder to exercise an Option, the holder must lodge with the Company Secretary a notice of exercise and a cheque for the total exercise price made payable to the Company.

(iii) Allotment of shares

Upon the exercise of a New PiggyBack Option, the Company shall allot New Shares in accordance with the Listing Rules and shall cause a holding statement to be issued, within 15 Business Days after the exercise of the New PiggyBack Option.

(iv) Rights

- (A) New Shares issued on the exercise of the New PiggyBack Options will rank pari passu with all existing Shares.
- (B) In relation to new issues, there are no participating rights or entitlements inherent in the New PiggyBack Options. However, the Company will ensure that for the purposes of determining the entitlements to any such issue, the record date will be at least 10 Business Days after the issue is announced. New PiggyBack Option holders will be afforded the opportunity to exercise

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New PiggyBack Options prior to the date for determining entitlements to participate in any such issue.

(v) Bonus issues

- (A) Where the Company makes an issue of Shares to Shareholders by way of capitalisation of profits or reserves, and a New PiggyBack Option holder exercises a New PiggyBack Option, the New PiggyBack Option holder will be entitled to Shares under the bonus issue in accordance with the number of shares to which it would be entitled upon exercise of its New PiggyBack Options.
- (B) Any Shares issued under a bonus issue will be paid by the Company out of profits or reserves (as the case may be) and will rank pari passu with other shares.

(vi) Reconstruction

In the event of any reconstruction (including a consolidation, sub-division, reduction or return) of the issued capital of the Company prior to the expiry of any New PiggyBack Options, the number of New PiggyBack Options to which each New PiggyBack Option holder is entitled or the exercise price of its New PiggyBack Options or both will be reconstructed in a manner which complies with the provisions of the Listing Rules.

(vii) Transfer

The New PiggyBack Options are fully transferable.

(viii) Listing

The New PiggyBack Options will not be listed on ASX. However, upon the exercise of the New PiggyBack Options, the Company will apply for the official quotation of the New Shares arising from the exercise on the ASX.

4.5 Rights Attaching to New Shares

The New Shares to be issued upon exercise of the New Options offered under this Prospectus will rank equally in all respects with existing Shares in the Company.

Full details of the rights attaching to the Company's Shares are set out in its Constitution, a copy of which can be inspected at the Company's registered office.

The following is a summary of the principal rights which attach to the Company's Shares:

(a) Voting

Every holder of Shares present in person or by proxy, attorney or representative at a meeting of Shareholders has one vote on a vote taken by a show of hands, and, on a poll every holder of Shares who is present in person or by proxy, attorney or representative has one vote for every Share held by him or her, but in respect of partly paid Shares, shall have a fraction of a vote for each partly paid Share. The fraction must be equivalent to the proportion which the amount paid is of the total amounts paid and payable.

A poll may be demanded by the chairman of the meeting, by any five Shareholders entitled to vote on the particular resolution present in person or by proxy, attorney or representative, or by any one or more Shareholders who are together entitled to not less than 5% of the

total voting rights of, or paid up value of, the Shares of all those Shareholders having the right to vote on the resolution.

(b) Dividends

Dividends are payable out of the Company's profits and are declared by the Directors.

New Optionholders will not be entitled to dividends as a result of ownership of their Options.

New Optionholders will only be entitled to declared dividends upon becoming Shareholders payable in accordance with the Constitution.

(c) Transfer of Shares

A Shareholder may transfer Shares by a market transfer in accordance with any computerised or electronic system established or recognised by the Listing Rules or the Corporations Act for the purpose of facilitating dealings in Shares or by an instrument in writing in a form approved by ASX or in any other usual form or in any form approved by the Directors.

The Directors of the Company may refuse to register any transfer of Shares, (other than a market transfer) where the Company is permitted or required to do so by the Listing Rules or the ASX Settlement Operating Rules. The Company must not prevent, delay or interfere with the generation of a proper market transfer in a manner which is contrary to the provisions of any of the Listing Rules or the ASX Settlement Operating Rules.

(d) Meetings and notice

Each Shareholder is entitled to receive notice of and to attend general meetings for the Company and to receive all notices, accounts and other documents required to be sent to Shareholders under the Constitution, the Corporations Act or the Listing Rules.

(e) Liquidation rights

The Company has only issued one class of shares, which all rank equally in the event of liquidation. Once all the liabilities of the Company are satisfied, a liquidator may, with the authority of a special resolution of Shareholders divide among the Shareholders the whole or any part of the remaining assets of the Company. The liquidator can with the sanction of a special resolution of the Company's Shareholders vest the whole or any part of the assets in trust for the benefit of shareholders as the liquidator thinks fit, but no shareholder of the Company can be compelled to accept any shares or other securities in respect of which there is any liability.

(f) Shareholder liability

As the New Shares to be issued upon exercise of the New Options offered under the Prospectus are fully paid shares, they are not subject to any calls for money by the Directors and will therefore not become liable for forfeiture.

(g) Alteration to the Constitution

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

(h) Listing Rules

If the Company is admitted to the Official List, then despite anything in the Constitution, if the Listing Rules prohibit an act being done, the act must not be done. Nothing in the Constitution prevents an act being done that the Listing Rules require to be done. If the Listing Rules require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be). If the Listing Rules require the Constitution to contain a provision or not to contain a provision the Constitution is deemed to contain that provision or not to contain that provision (as the case may be). If a provision of the Constitution is or becomes inconsistent with the Listing Rules, the Constitution is deemed not to contain that provision to the extent of the inconsistency.

4.6 **Interests of Directors**

(a) Directors' holdings

At the date of this Prospectus the relevant interest of each of the Directors in the Shares and Options of the Company are as follows:

Directors	Shares	Options
Sharon Heng	45,999,603	1,800,000 unlisted Employee Options exercisable at \$0.25 expiring 06/04/2015 2,000,000 of each of the following Options: <ul style="list-style-type: none">- exercisable at \$0.25 on or before 31 December 2014- exercisable at \$0.30 on or before 31 December 2014- exercisable at \$0.35 on or before 31 December 2014- exercisable at \$0.40 on or before 31 December 2014- exercisable at \$0.45 on or before 31 December 2014 11,000,000 unlisted New PiggyBack Options exercisable at \$0.2229 on or before 7 January 2015
Narendra Kumar Nanda*	Nil	Nil
Swaminathan Thiagarajan*	Nil	Nil
Subimal Bose*	Nil	Nil
Timothy Turner	750,000	100,000 unlisted Employee Options exercisable at \$0.25 on or before 6 April 2015 100,000 unlisted New PiggyBack Options exercisable at \$0.2229 on or before 7

Directors	Shares	Options
		January 2015

* It is noted that Messrs Nanda, Thiagarajan and Bose are directors of NMDC Ltd which hold securities in the Company, but they are not deemed to control NMDC Ltd and therefore have no personal interest in the securities of the Company.

(b) Remuneration of Directors

The Constitution provides the non-executive Directors may collectively be paid as remuneration for their services a fixed sum not exceeding the aggregate maximum sum per annum from time to time determined by the Company in general meeting (which is currently \$500,000 per annum).

A Director may be paid fees or other amounts as the Directors determine where a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director.

A Director may also be reimbursed for reasonable travel, accommodation and other expenses incurred in relation to attending meetings of the Board, committees or Shareholders, or while engaged on the Company's business.

Details of remuneration provided to Directors and their associated entities during the past two financial years are as follows:

Financial year up to 30 June 2012

Directors	Director's Fees/ Salaries \$	Super- annuation \$	Other non- monetary remuneration \$	Total \$
Sharon Heng	473,882	27,497	574,537	1,091,922
Narendra Kumar Nanda	-	-	-	-
Swaminathan Thiagarajan	-	-	-	-
Timothy Turner	72,000	-	-	72,000
Subimal Bose	-	-	-	-

Financial year up to 30 June 2011

Directors	Director's Fees/ Salaries \$	Super- annuation \$	Other non- monetary remuneration \$	Total \$
Sharon Heng	178,605	16,074	473,095	667,774
Tao Han	-	-	-	-
Timothy Turner	72,000	-	-	72,000

Ms Heng and Mr Turner have received or are due to receive remuneration of \$681,886 and \$51,110 respectively for the period subsequent to 30 June 2012 to the date of this Prospectus.

Messrs Nanda, Thiagarajan and Bose are entitled to non-executive director fees but do not claim these fees.

Except as disclosed in this Prospectus, no Director (whether individually or in consequence of a Director's association with any company or firm or in any material contract entered into by the Company) has now, or has had, in the 2 year period ending on the date of this Prospectus, any interest in:

- the formation or promotion of the Company; or
- property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer; or
- the Offer.

Except as disclosed in this Prospectus, no amounts of any kind (whether in cash, Shares, Options or otherwise) have been paid or agreed to be paid to any Director or to any company or firm with which a Director is associated to induce him to become, or to qualify as, a Director, or otherwise for services rendered by him or his company or firm with which the Director is associated in connection with the formation or promotion of the Company or the Offer.

4.7 **Interests of Named Persons**

Except as disclosed in this Prospectus, no expert, promoter or any other person named in this Prospectus as performing a function in a professional advisory or other capacity in connection with the preparation or distribution of the Prospectus, nor any firm in which any of those persons is or was a partner nor any company in which any of those persons is or was associated with, has now, or has had, in the 2 year period ending on the date of this Prospectus, any interest in:

- the formation or promotion of the Company;
- property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer; or
- the Offer.

Except as disclosed in this Prospectus, no amounts of any kind (whether in cash, Shares, Options or otherwise) have been paid or agreed to be paid to any expert, promoter or any other person named in this Prospectus as performing a function in a professional advisory or other capacity in connection with the preparation or distribution of the Prospectus, or to any firm in which any of those persons is or was a partner or to any company in which any of those persons is or was associated with, for services rendered by that person in connection with the formation or promotion of the Company or the Offer.

Murcia Pestell Hillard has acted as solicitors to the Company in relation to the Offer. For their work on this Prospectus, the Company will pay approximately \$15,000 for these professional services.

Murcia Pestell Hillard has provided other professional services to the Company during the last two years amounting to approximately \$261,349 (including GST).

The amounts disclosed above are exclusive of any amount of goods and services tax payable by the Company for those amounts.

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4.8 Expenses of the Offer

The approximate expenses of the Offer are \$20,000. These expenses are payable by the Company.

4.9 Consents

Each of the parties referred to in this Section 4.9:

- (i) does not make, or purport to make, any statement in this Prospectus or on which a statement made in the Prospectus is based, other than as specified in this Section 4.9; and
- (ii) to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this Section 4.9.

Security Transfer Registrars Pty Limited has given and, as at the date hereof, has not withdrawn, its written consent to be named as Share Registrar in the form and context in which it is named. Security Transfer Registrars Pty Limited has had no involvement in the preparation of any part of the Prospectus other than being named as Share Registrar to the Company. Security Transfer Registrars Pty Limited has not authorised or caused the issue of, and expressly disclaims and takes no responsibility for, any part of the Prospectus.

Murcia Pestell Hillard has consented to being named in this Prospectus as the solicitors to the Offer and has not withdrawn such consent prior to the lodgement of this Prospectus with ASIC.

4.10 Electronic Prospectus

Pursuant to Class Order 00/44 the ASIC has exempted compliance with certain provisions of the Corporations Act to allow distribution of an Electronic Prospectus on the basis of a paper Prospectus lodged with the ASIC and the issue of securities in response to an electronic application form, subject to compliance with certain provisions.

The offer pursuant to an Electronic Prospectus is only available to persons receiving an electronic version of this Prospectus within Australia.

If you have received this Prospectus as an Electronic Prospectus please ensure that you have received the entire Prospectus accompanied by the Application Form. If you have not, please email the Company at info@legacyiron.com.au and the Company will send to you, for free, either a hard copy or a further electronic copy of the Prospectus or both.

The Company reserves the right not to accept an Application Form from a person if it has reason to believe that when that person was given access to the electronic Application Form, it was not provided together with the Electronic Prospectus and any relevant supplementary or replacement prospectus or any of those documents were incomplete or altered.

Section 5 DEFINED TERMS

\$ means Australian dollars, unless otherwise stated;

Application Form means the Application Form that is to accompany this Prospectus under which Offerees will accept the Offer made to that Offeree under this Prospectus;

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ASIC means the Australian Securities & Investments Commission;

ASX means ASX Limited and, where the context permits, the Australian Securities Exchange operated by ASX Limited;

ASX Settlement means ASX Settlement Pty Ltd ACN 008 504 532;

ASX Settlement Operating Rules means the settlement operating rules of ASX Settlement as amended from time to time;

AWST means Australian Western Standard Time;

Business Day means every day other than a Saturday, Sunday, New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day and any other day that ASX declares is not a business day;

Company and **LCY** means Legacy Iron Ore Limited ACN 125 010 353;

Constitution means the constitution of the Company;

Corporations Act means the *Corporations Act 2001* (Cth);

Directors means the directors of the Company;

Electronic Prospectus means an electronic version of the Prospectus;

Expired Options has the meaning given to it in Section 1.1;

Listing Rules means the Listing Rules of ASX;

New Category B Options has the meaning given to it in Section 1.1;

New Listed Options has the meaning given to it in Section 1.1;

NMDC has the meaning given to it in Section 1.1;

New Options has the meaning given to it in Section 1.1;

New PiggyBack Options has the meaning given to it in Section 1.1;

New Shares means the Shares issued upon exercised of the New Options offered under this Prospectus;

Offer means the offer made under this Prospectus of up to 44,855,047 New Options to subscribe for New Shares in the Company to raise up to \$44,855.04;

Offerees means the Optionholders to whom the Offer is made;

Option means an option to acquire one Share;

Prospectus means this prospectus dated 26 March 2013 and includes the Electronic Prospectus;

Section means a section of this Prospectus; and

Share means an ordinary fully paid share in the capital of the Company;

Section 6 DIRECTORS' RESPONSIBILITY STATEMENT & CONSENT

The Directors state that they have made all reasonable enquiries and on that basis have reasonable grounds to believe that any statements made by the Directors in this Prospectus are not misleading or deceptive and that in respect to any other statements made in the Prospectus by persons other than Directors, the Directors have made reasonable enquiries and on that basis have reasonable grounds to believe that persons making the statement or statements were competent to make such statements, those persons have given their consent to the statements being included in this Prospectus in the form and context in which they are included and have not withdrawn that consent before lodgement of this Prospectus with the ASIC, or to the Directors knowledge, before any issue of New Options pursuant to this Prospectus.

The Prospectus is prepared on the basis that certain matters may be reasonably expected to be known to likely investors or their professional advisers.

Each Director has consented to the lodgement of this Prospectus with the ASIC and has not withdrawn that consent.

Dated: 26 March 2013



Sharon Heng
Director