



ASX Circular

Date: 4 January 2013

Key topics

1. Marengo Mining Canada Limited
2. ASX Code: MMC
3. Official quotation expected to commence on a deferred settlement basis at 12:30 pm AEDT(9:30 am WST) on Tuesday 8 January 2013

Reading List

Banks
 Client Advisers
 Compliance Managers
 Corporate Advisory
 DTR Operators
 Issuers
 Institutions
 ASTC Participants
 Operations Managers (back office)
 ACH Participants
 Market Participants

Authorised by

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COMMENCEMENT OF OFFICIAL QUOTATION – MARENGO MINING CANADA LIMITED (TO BE RENAMED MARENGO MINING LIMITED)

As announced on 24 September 2012 Marengo Mining Limited (“Marengo”, admitted to the official list of ASX Limited (“ASX”) under the ASX Code MGO) has entered into an Implementation Agreement with Marengo Mining Canada Limited (“Company”). The purpose of the Implementation Agreement is to facilitate a redomicile of Marengo to Canada to be implemented by a Scheme of Arrangement between Marengo and its shareholders (“Scheme”).

Under the Scheme, the Company will become the parent company of Marengo and Australian Scheme participants (as defined in the Scheme documentation) will receive one CHESS Depository Interest (“CDI”) for each share held in Marengo unless the Company has been advised by an Australian Scheme participant that it wishes to receive Marengo Canada Shares or PDI’s (as defined in the Scheme documentation). Each CDI will be equivalent to an interest in one fully paid ordinary share in the Company.

On 6 December 2012, Marengo announced that Marengo’s shareholders voted in favour of the Scheme to redomicile Marengo to Canada. On 18 December 2012, Marengo announced that the Federal Court of Australia ordered that the Scheme be approved.

It is anticipated that the Company will be admitted to the Official List of ASX on or before Monday 7 January 2013.

Official Quotation of the CDI’s is expected to commence on a deferred settlement basis at 12:30 pm (AEDT)/9:30 am (WST) on Tuesday 8 January 2013.

Quoted Securities: 1,137,870,521 CHESS Depository Interests (“CDI”) at a ratio of 1 CDI representing 1 Company common share

ASX Code: MMC

Time: 12:30pm AEDT (9:30am WST)

Date: Tuesday, 8 January 2013

ASX Trade Abbreviation: MARENGOCAN

ISIN: AU000000MMC9

Home Branch: Perth

Industry Classification: Materials

Registered Office in Australia: Level 1, 9 Havelock Street
 WEST PERTH WA 6005

Telephone: (08) 9429 0000
 Facsimile: (08) 9420 0099

Company Secretaries:

Mark Churchward
 John Ribbons

Share Registry for CDIs:

Computershare Investor Services Pty Ltd
 Level 2, 45 St Georges Terrace
 Perth WA 6000
 Telephone: 1300 729 525

Balance Date:

30 June

CHESS:

Participating. The securities will be CHESS approved as CDIs. Transactions in the Company's securities will be settled in CHESS using the CDI facility. The Company will operate an issuer sponsored sub register of CDIs.

Place of Incorporation:

Ontario, Canada

Dividend Policy:

None. Refer to Marengo's scheme booklet

Activities:

Exploration and development of the Yandera Copper-Molybdenum-Gold Project in Papua New Guinea.

Securities not quoted:

Common shares quoted on Toronto Stock Exchange and PETS depository Interests quoted on Port Moresby Stock Exchange

5,750,000 Options exercisable at \$0.50 on or before 15 August 2013

1,300,000 Options exercisable at \$0.25 on or before 18 December 2013

300,000 Options exercisable at \$0.25 on or before 31 March 2014

225,000 Options exercisable at \$0.25 on or before 30 November 2014

75,000 Options exercisable at \$0.25 on or before 22 March 2015

650,000 Options exercisable at \$0.25 on or before 31 March 2015

250,000 Options exercisable at \$0.22 on or before 25 October 2015

325,000 Options exercisable at \$0.32 on or before 23 February 2016

150,000 Options exercisable at \$0.19 on or before 10 November 2016

250,000 Options exercisable at \$0.24 on or before 24 February 2017

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56,710,780 Canadian warrants with an exercise price of C\$0.116 expiring on 11 August 2013

1,100,000 Performance Rights A expiring 6 September 2017

36,000,000 Performance Rights B expiring 6 September 2017

The Indicative timetable is as follows:

Indicative Date	Event
Share Scheme Meeting	Thursday, 6 December 2012
Second court hearing (for approval of the schemes)	Tuesday, 18 December 2012
Effective Date of Scheme	Thursday, 3 January 2013
Last day of trading of Marengo Mining Limited ("Marengo") shares on ASX	Thursday, 3 January 2013
Suspension of trading of Marengo Shares (at close of business)	Thursday, 3 January 2013
Marengo Mining Canada Limited's CDIs commence trading on ASX (deferred settlement basis)	Tuesday, 8 January 2013
Record Date for determining entitlements to Scheme Consideration	Thursday, 10 January 2013
Implementation Date – dispatch of Scheme Consideration	Friday, 11 January 2013
Removal of Marengo from Official List of ASX	Wednesday, 16 January 2013
Dispatch of holding statements for CDI's	Wednesday, 16 January 2013
Marengo Mining Canada Limited's CDIs commence trading on ASX (normal settlement basis)	Thursday, 17 January 2013

For further information please refer to Marengo's scheme booklet dated 30 October 2012 and Marengo's announcement of 21 December 2012.