



1 November 2006

Company Announcements Office  
Australian Stock Exchange Limited  
10<sup>th</sup> Floor  
20 Bond Street  
SYDNEY NSW 2000

Dear Sir/Madam

**RE: NOTICE OF MEETING MAILOUT TO SHAREHOLDERS**

We wish to advise that the attached Notice of General Meeting, Explanatory Memorandum and Proxy Form to held on Friday 1 December 2006, was mailed out to our shareholders today.

Yours faithfully

A handwritten signature in blue ink that reads 'Dennis Wilkins'.

**Dennis Wilkins**  
**Finance Director**

Atts



**MARENGO MINING LIMITED**  
**ABN 57 099 496 474**

**NOTICE OF GENERAL MEETING**

**AND**

**EXPLANATORY MEMORANDUM**

**Date of Meeting**

1 December 2006

**Time of Meeting**

9:00 am

**Place of Meeting**

Level 2, 9 Havelock Street  
WEST PERTH WA 6005

**MARENGO MINING LIMITED**  
**ABN 57 099 496 474**  
**NOTICE OF GENERAL MEETING**

Notice is hereby given that the General Meeting of shareholders of Marengo Mining Limited ("**Company**") will be held at, Level 2, 9 Havelock Street, West Perth WA on Friday 1 December 2006 at 9:00 am for the purpose of transacting the following Business.

**ORDINARY BUSINESS**

**Resolution 1 – Ratification of Allotment and Issue of Shares**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*“That, for the purpose of Listing Rule 7.4 of the Listing Rules of the ASX and for all other purposes, the Company approves and ratifies the allotment and issue of 10,000,000 Shares issued on terms and conditions set out in the Explanatory Statement accompanying this Notice to persons who are not related parties of the Company.”*

**Short Explanation:** Approval is sought under Listing Rule 7.4 to allow the Company to ratify the issue and allotment of these securities. Please refer to the Explanatory Statement for details.

**Voting Exclusion:** The Company will disregard any votes cast on this resolution by a person who participated in the issues and any associates of those persons.

**Resolution 2 – Authority to issue and allot Shares – Placement**

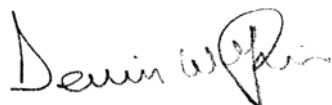
To consider and, if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

*“That, for the purposes of Listing Rule 7.1 of the Listing Rules of ASX and for all other purposes, approval is given for the Company to be authorised to issue and allot up to 40,000,000 Shares on the terms set out in the Explanatory Statement accompanying this Notice.”*

**Short Explanation:** Approval is sought under Listing Rule 7.1 to authorise the Company to issue these securities. Please refer to the Explanatory Statement for details.

**Voting Exclusion:** The Company will disregard any votes cast on this resolution by any person who may participate in the proposed issue and any person who may obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed and any associate of any such person.

By order of the Board



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Dennis Wilkins  
Company Secretary  
Date: 26 October 2006

## EXPLANATORY MEMORANDUM

This Explanatory Memorandum is intended to provide shareholders in Marengo Mining Limited ABN 57 099 496 474 (“**Company**”) with sufficient information to assess the merits of Resolution 1 and 2 contained in the Notice of General Meeting of the Company.

The Directors recommend that shareholders read this Explanatory Memorandum in full before making any decision in relation to Resolution 1 and 2.

The following information should be noted in respect of the various matters contained in the Notice of General Meeting:

### **Resolution 1 – Ratification of Allotment and Issue of Shares Regulatory Requirements - ASX Listing Rule 7.1**

ASX Listing Rule 7.4 permits the ratification of previous issues of securities made without prior shareholder approval, provided the issue did not breach the 15% threshold set by Listing Rule 7.1. The effect of such a ratification is to restore a company’s maximum discretionary power to issue further shares up to 15% of the issued capital of the company without requiring shareholder approval.

Resolution 1 is required to be approved in accordance with ASX Listing Rule 7.4 to ratify previous issues of securities. The Company confirms that the issue and allotment of the securities the subject of Resolution 1 did not breach ASX Listing Rule 7.1.

The reason for an approval under ASX Listing Rule 7.4 is to reinstate the capacity of the Company to issue up to 15% of its securities without the approval of its Shareholders. Listing Rule 7.5 contains certain requirements as to the contents of a notice sent to Shareholders for the purposes of Listing Rule 7.4 and the following information is included in this Explanatory Statement for that purpose:

- (a) 10,000,000 Shares were issued by the Company;
- (b) the issue price per share was 25 cents;
- (c) the funds raised will be used to fund exploration and development of the Company’s PNG mineral assets, particularly to accelerate the advancement Yandera Copper-Molybdenum Project more fully described in the ASX announcement released on 24 October 2006;
- (d) the Shares will be allotted to parties introduced by The Venture Group Limited on or about 7 November 2006;
- (e) the Shares rank equally with the existing Shares;
- (f) \$2.5 million will be raised by this placement; and
- (g) a voting exclusion statement is included in the Notice.

## **Resolution 2 – Authority Issue and allotment of shares - Placement Regulatory Requirements - ASX Listing Rule 7.1**

ASX Listing Rule 7.1 provides that the prior approval of the Shareholders of the Company is required for an issue of equity securities if the securities will, when aggregated with the securities issued by the Company during the previous 12 months, exceed 15% of the number of securities on issue at the commencement of that 12 month period.

Up to 40,000,000 Shares proposed to be issued by the Company pursuant to Resolution 2 will exceed the 15% threshold referred to in Listing Rule 7.1 and, accordingly, Shareholder approval under Listing Rule 7.1 is sought.

The proposed issue of Shares to parties will be to persons who are not related parties of the Company and is placed before Shareholders to allow the Shares to be excluded from the calculation set out in ASX Listing Rule 7.1.

Listing Rule 7.3 contains certain requirements as to the contents of a notice sent to Shareholders for the purposes of Listing Rule 7.1 and the following information is included in this Explanatory Statement for that purpose:

- (a) the maximum number of securities to be issued pursuant to Resolution 2 is 40,000,000 Shares;
- (b) the issue price of the Shares will be 25 cents per share;
- (c) the funds raised will be used to fund exploration and development of the Company's PNG mineral assets, particularly to accelerate the advancement of Yandera Copper-Molybdenum Project more fully described in the ASX announcement released on 24 October 2006;
- (d) it is anticipated that the securities will be issued progressively and in any event no later than 3 months after the date of the Meeting, or such later date as approved by ASX by way of ASX granting a waiver from the listing rules;
- (e) the Shares will be allotted to parties introduced by the The Venture Group Limited;
- (f) the Shares will rank equally with the existing Shares on issue; and
- (g) a voting exclusion statement is included in the Notice.

### **Capital Structure of the Company**

The capital structure of the Company following successful completion of the issue and allotments of the Resolutions 1 and 2 is summarised below:

#### **Details of Number of Shares:**

Current	77,682,218
7 November 2006 placement – Resolution 1	10,000,000
Placement – Resolution 2	40,000,000
<b>TOTAL</b>	<b>127,682,218</b>

**MARENGO MINING LIMITED**

**ABN 57 099 496 474**


**PROXY FORM**

The Company Secretary  
Marengo Mining Limited  
PO Box 289  
WEST PERTH WA 6872

Facsimile: 61 8 9429 0099

I/We (name of shareholder) .....  
of (address) .....  
being a member/members of Marengo Mining Limited HEREBY APPOINT  
(name) .....  
of (address) .....  
and/or failing him (name) .....  
of (address) .....  
or failing that person then the Chairperson of the meeting as my/our proxy to vote for me/us and on my/our behalf at the General Meeting of the Company to be held on 1 December 2006 and at any adjournment of the meeting.

**PROXY INSTRUCTIONS**

<p>If you wish to instruct your proxy how to vote, insert "X" in the appropriate column against the item of business set out below.</p> <p>If you do not wish to direct your proxy how to vote please place a mark in the box. By marking this box, you acknowledge that the Chairman may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him other than as a proxy holder will be disregarded because of that interest. The Chairman has advised that his intention is to vote in favour of both resolutions.</p>	
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*Should you so desire to direct the Proxy how to vote, you should place a cross in the appropriate box(es) below:*  
I/We direct my/our Proxy to vote in the following manner:

	For	Against	Abstain
Resolution 1 – Ratification of Issue of 10,000,000 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 – Approval of Issue of up to 40,000,000 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If no directions are given my proxy may vote as the proxy thinks fit or may abstain.

*This Proxy is appointed to represent \_\_\_\_\_ % of my voting right, or if 2 proxies are appointed Proxy 1 represents \_\_\_\_\_% and Proxy 2 represents \_\_\_\_\_% of my total votes*

Dated \_\_\_\_\_  
If the shareholder is an individual:  
  
Signature: \_\_\_\_\_  
If the shareholder is a company:

Affix common seal (if required by Constitution)

\_\_\_\_\_  
Director/Sole Director and Secretary

\_\_\_\_\_  
Director/Secretary

\_\_\_\_\_  
Print name

\_\_\_\_\_  
Print name

## INSTRUCTIONS FOR APPOINTMENT OF PROXY

1. A shareholder entitled to attend and vote is entitled to appoint no more than two proxies to attend and vote at this General Meeting as the shareholder's proxy. A proxy need not be a shareholder of the Company.
2. Where more than one proxy is appointed, each proxy must be appointed to represent a specific proportion of the shareholder's voting rights. If such appointment is not made then each proxy may exercise half of the shareholder's voting rights. Fractions shall be disregarded.
3. The proxy form must be signed personally by the shareholder or his attorney, duly authorised in writing. If a proxy is given by a corporation, the proxy must be executed in accordance with its constitution or its duly authorised attorney. In the case of joint shareholders, this proxy must be signed by each of the joint shareholders, personally or by a duly authorised attorney.
4. If a proxy is executed by an attorney of a shareholder, then the original of the relevant power of attorney or a certified copy of the relevant power of attorney, if it has not already been noted by the Company, must accompany the proxy form.
5. To be effective, forms to appoint proxies must be received by the Company no later than 48 hours before the time appointed for the holding of this General Meeting **that is by 9:00 am WST on 29 November 2006** by post to PO Box 289, West Perth WA 6872 or facsimile (61 8) 9429 0099.
6. If the proxy form specifies a way in which the proxy is to vote on any of the resolutions stated above, then the following applies:
  - (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way; and
  - (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
  - (c) if the proxy is the Chairperson, the proxy must vote on a poll and must vote that way, and
  - (d) if the proxy is not the Chairperson, the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way.

If a proxy is also a shareholder, the proxy can cast any votes the proxy holds as a shareholder in any way that the proxy sees fit.