



**NOT FOR DISTRIBUTION TO UNITED STATES NEWSWIRE SERVICES
OR
FOR DISSEMINATION IN THE UNITED STATES.**

**For Immediate Distribution
10 July, 2009**

**TSX: MRN
ASX & POMSoX: MGO**

ASX / MEDIA RELEASE

MAILOUT TO SHAREHOLDERS

The Company wishes to advise that the attached Addendum to the Notice of Meeting dated 30 June 2009 was mailed to shareholders today:

**www.marengominig.com
www.irasia.com/listco/au/marengo**

For further information:

Les Emery
Managing Director
Marengo Mining Limited
Telephone: +61 8 9429 0000
Email: marengo@marengominig.com

Australia:
Nicholas Read
Read Corporate
Tel: +61 8 9388 1474
Email: info@readcorporate.com.au

North America:
Victoria Russell
Investor Relations – Marengo Mining Limited
Tel: +1 416 644 8680
Email: investor@marengominig.com

This news release does not constitute an offer to sell or the solicitation of an offer to buy any ordinary shares within the United States. The ordinary shares have not been offered and will not be registered under the United States Securities Act of 1933, as amended (the "1933 Act"), or any state securities laws. Accordingly, the ordinary shares may not be offered or sold in the United States or to U.S. persons (as such terms are defined in Regulation S under the 1933 Act) unless registered under the 1933 Act and applicable state securities laws or an exemption from such registration is granted.



Level 2, 9 Havelock Street West Perth Western Australia 6005
PO Box 289 West Perth Western Australia 6872
Email: marengo@marengominig.com

Telephone: +61 8 9429 0000
Facsimile: +61 8 9429 0099
Website: www.marengominig.com





**NOT FOR DISTRIBUTION TO UNITED STATES NEWSWIRE SERVICES
OR
FOR DISSEMINATION IN THE UNITED STATES.**

**For Immediate Distribution
July 10, 2009**

**TSX: MRN
ASX & POMSoX: MGO**

ASX / MEDIA RELEASE

MAILOUT TO SHAREHOLDERS

The Company wishes to advise that the attached Addendum to the Notice of Meeting, Explanatory Statement and Proxy Form was mailed to shareholders today:

**www.marengominig.com
www.irasia.com/listco/au/marengo**

For further information:

Les Emery
Managing Director
Marengo Mining Limited
Telephone: +61 8 9429 0000
Email: marengo@marengominig.com

Australia:
Nicholas Read
Read Corporate
Tel: +61 8 9388 1474
Email: info@readcorporate.com.au

North America:
Victoria Russell
Investor Relations – Marengo Mining Limited
Tel: +1 416 644 8680
Email: investor@marengominig.com

This news release does not constitute an offer to sell or the solicitation of an offer to buy any ordinary shares within the United States. The ordinary shares have not been offered and will not be registered under the United States Securities Act of 1933, as amended (the "1933 Act"), or any state securities laws. Accordingly, the ordinary shares may not be offered or sold in the United States or to U.S. persons (as such terms are defined in Regulation S under the 1933 Act) unless registered under the 1933 Act and applicable state securities laws or an exemption from such registration is granted.



Level 2, 9 Havelock Street West Perth Western Australia 6005
PO Box 289 West Perth Western Australia 6872
Email: marengo@marengominig.com

Telephone: +61 8 9429 0000
Facsimile: +61 8 9429 0099
Website: www.marengominig.com



PORT MORESBY
STOCK
EXCHANGE LIMITED



MARENGO
MINING LIMITED

**ADDENDUM TO THE
NOTICE OF GENERAL MEETING
AND
EXPLANATORY STATEMENT
AND
MANAGEMENT INFORMATION CIRCULAR
DATED 30 JUNE 2009**

**FOR THE GENERAL MEETING OF SHAREHOLDERS
TO BE HELD ON 30 JULY 2009**

9 July 2009

Dear Shareholder

GENERAL MEETING TO BE HELD 30 JULY 2009 – AMENDMENT TO RESOLUTION 1

The Notice of General Meeting and Explanatory Statement and Management Information Circular of Marengo Mining Limited (the “Company”) dated 30 June 2009 (the “Meeting Material”) in respect of the general meeting of shareholders of the Company to be held on 30 July 2009 (the “Meeting”) referenced the following ordinary resolution (“Original Resolution 1”):

“That for the purposes of Listing Rule 7.1 and for all other purposes, the Directors be authorised to allot and issue up to 150,000,000 ordinary shares in the capital of the Company each at an issue price of not less than 80% of the average market price of the Company’s ordinary shares (calculated over the last five days on which sales of the Company’s ordinary shares were recorded before the date of execution of an underwriting agreement between the Company and underwriters engaged by the Company for the purposes of a public offering by way of prospectus of ordinary shares), with such ordinary shares to be issued on the terms set out in the Explanatory Statement accompanying this Notice.”

In the Meeting Material, Resolution 1 incorrectly refers to an underwriting agreement as being the reference point for the calculation of the 80% of the average market price. The reference should be to an “agency agreement”.

As a result, at the Meeting, in place and stead of Original Resolution 1 shareholders will now be asked to approve, with or without amendment, the following ordinary resolution (“Revised Resolution 1”):

"That for the purposes of Listing Rule 7.1 and for all other purposes, the Directors be authorised to allot and issue up to ~~150,000,000~~ 172,500,000 ordinary shares in the capital of the Company each at an issue price of not less than 80% of the average market price of the Company's ordinary shares ~~(calculated over the last five days on which sales of the Company's ordinary shares were recorded before the date of execution of a customary agency agreement with one or more agents for the offer, with such ordinary shares to be issued on the terms set out of issue (or, if an agency agreement is not signed, over the last 5 days on which sales of the Company's shares were recorded before the date of issue of the ordinary shares, or if there is a prospectus issued relating to the issue over the last 5 days on which sales of the Company's shares were recorded before the date of the prospectus), an underwriting agreement between the Company and underwriters engaged by the Company for the purposes of a public offering by way of prospectus of ordinary shares)~~, with such Shares to be issued on the terms set out in the Explanatory Statement accompanying this Notice."

Revised Resolution 1, also provides the Company with some flexibility in the event the offering does not proceed by way of a Canadian short form prospectus by providing that in the absence of an agency agreement the calculation reference point will be the date of the prospectus, if any, or the date of issue of the shares, as the case may be (for example, if the offer is conducted by way of private placement).

As a result, the Explanatory Memorandum component of the Meeting Material is also amended as follows:

- (a) the words "underwriting agreement" are deleted and replaced with "agency agreement";
- (b) the word "underwriters" is deleted and replaced with "agents";
- (c) paragraph (a) on page 4 is deleted and replaced with the following:

"The maximum number of Shares proposed to be issued is 172,500,000 representing approximately 64.36% of the total number of issued Shares prior to the Offering (61.98% on a fully diluted basis) and 39.16% after giving effect to the Offering (and assuming 172,500,000 Shares are issued) (38.26% on a fully diluted basis). Further details with respect to the capital structure of the Company are set out below.";

- (d) paragraph (b) on page 4 is deleted and replaced with the following:

"The Shares will be issued at a price that is not less than 80% of the average market value price of the Company's ordinary shares, calculated over the last 5 days on which sales of the Company's ordinary shares were recorded before the date of execution of an agency agreement or, if an agency agreement is not signed, over the last 5 days on which sales of the Company's shares were recorded before the date of issue, or if there is a prospectus issued relating to the issue over the last 5 days on which sales of the Company's shares were recorded before the date of the prospectus).";

- (e) the first table under the heading "Capital Structure of the Company" is deleted and replaced with the following:

"If the Company issues all of the 172,500,000 Shares the subject of Resolution 1, the Company will have the following capital structure:

	Shares	Options*
<i>As at the date of the Notice of Meeting</i>	<i>268,016,975</i>	<i>10,301,915</i>
<i>Shares issued pursuant to Resolution 1</i>	<i>172,500,000</i>	<i>N/A</i>
TOTAL	440,516,975	10,301,915

- (f) a new section is added after the section entitled "Capital Structure of the Company" is added as follows:

"Pursuant to the terms and conditions of a mandate letter signed with Paradigm Capital, the Company has agreed to pay to the agent/s a cash fee equal to 6% of the gross proceeds of the offering (other than proceeds from advisors and insiders, as such term is defined in the Securities Act (Ontario) of the Company). As additional compensation, the agent/s will be granted options entitling the agent/s to subscribe for, in the aggregate, up to 5% of the number of ordinary shares issued pursuant to the offering, at an exercise price equal to the issue price of the shares offered under the offering, such options will expire on the date that is 24 months following closing of the offering."

The amendment will be moved at the forthcoming General Meeting to be held on 30 July 2009.

If you have any queries, please contact John Ribbons on +61 8 9429 0000.

By Order of the Board of Directors

John Ribbons
Company Secretary