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April 23, 2010**

**TSX: MRN
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ASX / MEDIA RELEASE

MAILOUT OF NOTICE OF MEETING ETC. TO SHAREHOLDERS

The Company wishes to advise that the attached Notice of Meeting, Explanatory Statement and Proxy Form will be mailed out to shareholders the week ending 30 April 2010.

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

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PORT MORESBY
STOCK
EXCHANGE LIMITED



ABN 57 099 496 474

**NOTICE OF GENERAL MEETING
AND
EXPLANATORY STATEMENT
AND
MANAGEMENT INFORMATION CIRCULAR
AND
PROXY FORM**

**in respect of a
GENERAL MEETING OF SHAREHOLDERS
to be held at 11:00 a.m. (WST) on Monday, 31 May 2010**

As at and dated 23 April 2010

IMPORTANT INFORMATION

This is an important document that should be read in its entirety. If you do not understand it you should consult your professional advisers without delay.

MARENGO MINING LIMITED
ABN 57 099 496 474

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a general meeting (the "**Meeting**") of holders (the "**Shareholders**") of ordinary shares of Marengo Mining Limited ABN 57 099 496 474 (the "**Company**") will be held at **Level 2, 9 Havelock Street, West Perth, Western Australia** on Monday, 31 May 2010 at **11:00 a.m. WST** for the purpose of transacting the following business.

Resolution 1 – Approval for Issue of Shares – Conversion of Subscription Receipts

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 7.1 and all other purposes, the Company approves the allotment and issue of up to 287,500,000 Shares 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 an agent for the offer, 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 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), with such ordinary shares to be issued on the terms set out in the Explanatory Statement accompanying this Notice."

Voting Exclusion: The Company will disregard any votes cast on Resolution 1 by any person who may participate in the proposed issue and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities if the resolution is passed, and any person associated with those persons. However, the Company need not disregard a vote if the vote is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or the vote is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 2 – Proposed Grant of Compensation Options

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 7.1 and for all other purposes, the Company approves the grant of up to 14,375,000 Compensation Options (each exercisable at a price equal to the issue price of shares the subject of Resolution 1 on or before the date that is 24 months from the date of closing the Offering) for nil consideration to the Agents for the Offering on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on Resolution 2 by any person who may participate in the proposed issue and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities if the resolution is passed, and any person associated with those persons. However, the Company need not disregard a vote if the vote is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or the vote is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Shareholders are referred to the Explanatory Statement and Management Information Circular for more information with respect to this matter to be considered at the Meeting.

If you are a registered Shareholder of the Company and are unable to attend the Meeting in person, please date and execute the accompanying form of proxy and return it in accordance with its instructions and in accordance with the following:

1. in respect of Shareholders registered on the Company's Australian share register, prior to 11:00 a.m. WST on Saturday, 29 May 2010 by:
 - (i) facsimile to the Company at (08) 9429 0099 (International +61 8 9429 0099) or to Computershare Investor Services Pty Ltd at 1 800 783 447 (International: +61 3 9473 2555); or
 - (ii) delivery to the registered office of the Company at Level 2, 9 Havelock Street, West Perth, Western Australia 6005 or Computershare Investor Services Pty Ltd at Level 2, 45 St George's Terrace, Perth, Western Australia 6000; or
 - (iii) mail, to the Company at PO Box 289, West Perth, Western Australia 6872 or Computershare Investor Services Pty Ltd at GPO Box 242, Melbourne, Victoria, 3001.
2. in respect of Shareholders registered on the Company's Canadian register, prior to 11:00 a.m. WST on Saturday, 29 May 2010 by mail to Computershare Investor Services Inc, at 100 University Avenue, 9th Floor, Toronto, Ontario M5J 2Y1 or by facsimile at 1 866 249 7775.

If you are a beneficial Shareholder of the Company and receive these materials through your broker or through another intermediary, please complete and return the form of proxy or voting instruction form in accordance with the instructions provided to you by your broker or by the other intermediary.

The directors of the Company have fixed 30 April 2010, as the record date for Shareholders that are entitled to receive notice of the Meeting and 11:00 a.m. WST on 29 May 2010, as the record date for Shareholders entitled to vote at the Meeting.

Capitalised terms referred to in this Notice are defined in the Explanatory Statement.

By Order of the Board of Directors

John Ribbons
Company Secretary

Dated: 23 April 2010

MARENGO MINING LIMITED
ABN 57 099 496 474

EXPLANATORY STATEMENT AND MANAGEMENT INFORMATION CIRCULAR

This Explanatory Statement and Management Information Circular is furnished in connection with the solicitation of proxies by Marengo Mining Limited ("**Marengo**" or the "**Company**") for use at the general meeting of the holders of the ordinary shares (the "**Shares**") of the Company (the "**Shareholders**") to be held on Monday, 31 May 2010 at 11:00 a.m. WST, and any adjournment thereof (the "**Meeting**"), at the place and for the purposes set forth in the accompanying notice of meeting attached hereto (the "**Notice**").

EXPLANATORY STATEMENT

This Explanatory Statement is intended to provide Shareholders with sufficient information to assess the merits of the matters set forth in the Notice for approval at the Meeting. The Directors recommend that Shareholders read this Explanatory Statement in full before making any decision regarding the matters set forth in the Notice.

Resolutions 1 and 2: Background

As announced on 22 April 2010, the Company is undertaking an equity raising in Canada (the "**Offering**"). The Offering will be led by Paradigm Capital Inc. ("**Paradigm**") with a syndicate including Fraser Mackenzie Limited (collectively, the "**Agents**"). Final pricing and determination of the number of Shares to be sold pursuant to the Offering will be determined in the context of the market immediately prior to the filing of the final short form prospectus in respect of the Offering.

The net proceeds from the Offering will be primarily directed towards advancing the exploration of the Company's Yandera Project and for general corporate purposes.

Units will be issued pursuant to the Offering, with each Unit comprising one Share and one subscription receipt ("**Subscription Receipts**"). Each Subscription Receipt will entitle the holder thereof to receive, without payment of additional consideration or further action, such number of Shares in the capital of Marengo (on a ratio to be determined) upon the approval of this resolution ("the **Release Condition**").

The Company will enter into an agency agreement with the Agents ("**Agency Agreement**") pursuant to which the Agents will be granted the Compensation Options the subject of Resolution 2 as part of the fee payable to the Agents.

The Shares which are the subject of each Unit will be issued utilising the Company's 15% placement capacity.

Resolution 1: Approval for Issue of Shares – Conversion of Subscription Receipts

The Company proposes to issue up to 287,500,000 Shares on conversion of Subscription Receipts which form part of the Units issued under the Offering ("**Subscription Receipts**") and the exercise of an over allotment option ("the **Over Allotment Option**"). The securities will be issued pursuant to a short form prospectus filed with Canadian securities regulatory authorities.

The Company has agreed, subject to the Release Condition, to grant to the Agents the Over Allotment Option, exercisable in whole or in part at the discretion of the Agents until noon (Toronto time) on the 30th day following the closing date of the Offering. The Agents have the right to purchase Subscription Receipts (or Shares if the Release Condition has been satisfied) on the same terms and conditions of the Offering, as is equal to 15% of the number of Units sold pursuant to the Offering.

The Company anticipates lodging a preliminary short form prospectus with Canadian securities regulatory authorities, including the British Columbia Securities Commission on 21 April 2010 and thereafter lodging a final short form prospectus evidencing the final pricing and terms of the Offering.

Pursuant to this Resolution 1, the Company seeks approval for the issuance of up to 287,500,000 Shares, as detailed below.

The Resolution

Pursuant to Listing Rule 7.1, Resolution 1 seeks shareholder approval for the allotment and issue of up to 287,500,000 Shares.

Listing Rule 7.1 provides that a company must not, subject to certain exceptions, issue during any 12 month period any equity securities if the number of those securities exceeds 15% of the total number of ordinary securities on issue at the commencement of that 12 month period. One such exception is an issue of securities which has been approved by shareholders at a general meeting.

The Shares which are the subject of the conversion of the Subscription Receipts, the Over Allotment Options and the Compensation Options which are the subject of Resolution 2 represent greater than 15% of the Company's issued capital. As a result, shareholder approval is being sought pursuant to Listing Rule 7.1.

The effect of Resolution 1 is to allow the Company to issue up to 287,500,000 Shares during the period of three months from the date of the Meeting (or such longer period as is permitted by the ASX), without using the Company's 15% placement capacity available under Listing Rule 7.1.

The following information is provided to Shareholders pursuant to and in accordance with Listing Rule 7.3.

- (a) The maximum number of Shares proposed to be issued is 287,500,000 representing approximately 58% of the total number of issued Shares prior to the Offering (54% on a fully diluted basis (including the exercise of the Compensation Options the subject of Resolution 2)) and 37% after giving effect to the Offering (and assuming 287,500,000 Shares are issued) (36% on a fully diluted basis (including the exercise of the Compensation Options the subject of Resolution 2)). Further details with respect to the capital structure of the Company are set out below.
- (b) 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 five days on which sales of the Company's ordinary shares were recorded before the date of execution of a customary agency agreement with an agent for the Offering, 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 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 that prospectus.
- (c) The proposed allottees are unknown as at the date of the Notice however allottees will not be related parties of the Company.
- (d) The Shares will rank equally with the Company's currently issued ordinary shares.
- (e) The Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by an ASX waiver under the ASX Listing Rules).
- (f) At the date of the Notice, the Company has approximately A\$10.3 million cash on hand. Based on the Company's current operating plans and business objectives, it is intended that the net proceeds of the Offering will be primarily directed towards advancing the exploration of the Company's Yandera Project and for general corporate purposes.

Capital Structure of the Company

If the Company issues all of the 287,500,000 Shares the subject of Resolution 1, the Company will have the following capital structure:

	Shares	Options
As at the date of the Notice of Meeting	498,810,862	18,280,000*
Shares issued pursuant to Resolution 1	287,500,000	N/A
Compensation Options issued pursuant to Resolution 2	N/A	14,375,000
TOTAL	786,310,862	32,655,000

*These options are comprised of the following:

Number of Options (unlisted)	Exercise Price	Expiry Date
170,000	AUD\$0.25	31/12/10
8,625,000	CAD\$0.086	31/08/11
160,000	AUD\$0.30	31/12/11
5,750,000	AUD\$0.50	15/08/13
1,800,000	AUD\$0.25	18/12/13
525,000	AUD\$0.25	31/03/14
450,000	AUD\$0.25	30/11/14
150,000	AUD\$0.25	22/03/15
650,000	AUD\$0.25	31/03/15

Resolution 2: Proposed Grant of Compensation Options

Under the Agency Agreement, the Company must grant up to 14,375,000 options ("**Compensation Options**") to acquire Shares. Each Compensation Option is exercisable at a price equal to the issue price of the Shares which are the subject of Resolution 1 on or before the date that is 24 months from the date of closing the Offering.. The Compensation Options will be granted as part of the fee payable to the Agents.

The Company anticipates lodging a preliminary short form prospectus with Canadian securities regulatory authorities, including the British Columbia Securities Commission on 21 April 2010 and thereafter lodging a final short form prospectus evidencing the final pricing and terms of the Offering.

Pursuant to this Resolution 2, the Company seeks approval of the grant of up to 14,375,000 Compensation Options, as detailed below.

The Resolution

Pursuant to Listing Rule 7.1, Resolution 2 seeks shareholder approval for the grant of up to 14,375,000 Compensation Options.

Listing Rule 7.1 provides that a company must not, subject to certain exceptions, issue during any 12 month period any equity securities if the number of those securities exceeds 15% of the total number of ordinary securities on issue at the commencement of that 12 month period. One such exception is an issue of securities which has been approved by shareholders at a general meeting.

The Shares which are the subject of the Subscription Receipts and the Over Allotment Options which are the subject of Resolution 1, together with the Compensation Options which are the subject of Resolution 2 that are proposed to be issued represent greater than 15% of the Company's issued capital. As a result, shareholder approval is being sought pursuant to Listing Rule 7.1.

The effect of Resolution 2 is to allow the Company to issue up to 14,375,000 Compensation Options during the period of three months from the date of the Meeting (or such longer period as is permitted by the ASX), without using the Company's 15% placement capacity available under Listing Rule 7.1.

The following information is provided to Shareholders pursuant to and in accordance with Listing Rule 7.3.

- (a) The maximum number of Compensation Options proposed to be granted is 14,375,000.
- (b) The Compensation Options will be granted for nil consideration.
- (c) The proposed allottees are the Agents, none of which will be related parties of the Company.
- (d) The Compensation Options will be granted on the terms and conditions set out in Schedule 1.
- (e) The Compensation Options will be granted no later than 3 months after the date of the Meeting (or such later date to the extent permitted by an ASX waiver under the ASX Listing Rules).
- (f) No funds will be raised from the grant of the Compensation Options.

Capital Structure of the Company

If the Company grants all of the 14,375,000 Compensation Options the subject of Resolution 2, the Company will have the capital structure as set out on pages 5 and 6.

Other Business

Management is not aware of any other business to come before the Meeting other than as set forth in the accompanying Notice. If any other business properly comes before the Meeting, it is the intention of the persons named in the form of proxy to vote the Shares represented thereby in accordance with their best judgment on such matter.

MANAGEMENT INFORMATION CIRCULAR

The Company is a reporting issuer in Canada. Accordingly, pursuant to the requirements of National Instrument 51-102 - *Continuous Disclosure Obligations* of the Canadian Securities Administrators, the following disclosure is required to be included with this Explanatory Statement.

Purpose of Solicitation

This Information Circular is furnished in connection with the solicitation of proxies by the management of the Company for use at the Meeting of the Company. The Meeting will be held at **Level 2, 9 Havelock Street, West Perth, Western Australia**, on Monday, 31 May 2010 at **11:00 a.m. WST**, for the purposes set forth in the Notice accompanying this Explanatory Statement and Management Information Circular.

Solicitation of proxies will be primarily by mail but may also be by telephone, facsimile or in person by directors, officers and employees of the Company who will not be additionally compensated therefor. Brokers, nominees or other persons holding Shares in their names for others shall be reimbursed for their reasonable charges and expenses in forwarding proxies and proxy material to the beneficial owners of such shares. The costs of soliciting proxies will be borne by the Company.

Appointment of Proxies

Enclosed herewith is a form of proxy for use at the Meeting. **A Shareholder has the right to appoint a person (who need not be a Shareholder) to attend and act for the Shareholder and on the Shareholder's behalf at the Meeting other than the person designated in the form of proxy and may exercise such right by inserting the full name of the desired person in the blank space provide in the form of proxy.**

A proxy will not be valid unless it is signed by the Shareholder or by the Shareholder's attorney duly authorised in writing or, if the Shareholder is a corporation, executed by a duly authorised officer in accordance with the instructions attached on the enclosed form of proxy. The proxy to be acted upon must be delivered:

1. in respect of Shareholders registered on the Company's Australian share register, prior to **11:00 a.m. WST on Saturday, 29 May 2010** by:
 - (i) facsimile to the Company at (08) 9429 0099 (International +61 8 9429 0099) or to Computershare Investor Services Pty Ltd at 1 800 783 447 (International: +61 3 9473 2555); or
 - (ii) delivery to the registered office of the Company at Level 2, 9 Havelock Street, West Perth, Western Australia 6005 or Computershare Investor Services Pty Ltd at Level 2, 45 St George's Terrace, Perth, Western Australia 6000; or
 - (iii) mail to the Company at PO Box 289, West Perth, Western Australia 6872 or Computershare Investor Services Pty Ltd at GPO Box 242, Melbourne, Victoria 3001 (reply paid envelope); and
2. in respect of Shareholders registered on the Company's Canadian share register, prior to **11:00 a.m. WST on Saturday, 29 May 2010**, by mail to Computershare Investor Services Inc, at 100 University Avenue, 9th Floor, Toronto, Ontario M5J 2Y1 or by facsimile at 1 866 249 7775.

Revocation of Proxies

A Shareholder executing and delivering a proxy has the power to revoke it in accordance with the provisions of the Corporations Act, which provides that every proxy may be revoked by an instrument in writing executed by the Shareholder or by his or her attorney authorised in writing and delivered either to the registered office of the Company at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof at which the proxy is to be used, or to the Chairman of the Meeting on the day of the Meeting or any adjournment thereof, or in any other manner permitted by law.

Voting of Proxies

The form of proxy accompanying this Explanatory Statement and Management Information Circular confers discretionary authority upon the proxy with respect to any amendments or variations to the matters identified in the Notice of Meeting and any other matters that may properly come before the Meeting. At the time of printing this Management Information Circular, management knows of no such amendment, variation or other matter.

Shareholders must mark the boxes directing its proxy how to vote. If no voting instructions are indicated on the appointment of proxy form, the proxy will be voted as recommended by management or as the proxyholder sees fit (in the latter case, if management is not appointed as proxy).

Advice for Beneficial Holders

Shares may not be registered in the Shareholder's name but in the name of an intermediary (which is usually a bank, trust company, securities dealer or broker, or a clearing agency in which an intermediary participates). **A non-registered shareholder cannot be recognised at the Meeting for the purpose of voting their Shares unless such holder is appointed by the applicable intermediary as a proxyholder.**

In Canada, non-registered owners who have not objected to their intermediary disclosing certain ownership information about themselves to Marengo are referred to as non-objecting beneficial owners (“**NOBOs**”). Those non-registered owners who have objected to their intermediary disclosing ownership information about themselves to Marengo are referred to as objecting beneficial owners (“**OBOs**”).

In accordance with applicable securities legislation, Marengo has elected to seek voting instructions directly from NOBOs. As a result, NOBOs can expect to receive a voting instruction form (a “**VIF**”), together with the meeting materials from the Company's transfer agent, Computershare Investor Services Inc. (“**Computershare**”). These VIFs are to be completed and returned to Computershare in accordance with the instructions. Computershare will tabulate the results of the VIFs received from NOBOs and provide appropriate instructions at the Meeting with respect to the Shares represented by such VIFs.

The Company has distributed copies of the Meeting materials to intermediaries for distribution to all OBOs who have not waived their rights to receive these materials. Often, intermediaries will use a service company (such as Broadridge Financial Solutions Inc.) to forward these meeting materials to non-registered Shareholders. With those meeting materials the intermediaries will provide OBOs with a form of VIF. When properly completed this VIF will constitute voting instructions which the intermediary must follow.

The mechanisms described above for registered Shareholders cannot be used by non-registered shareholders and the instructions on the VIF **must** be followed. The VIF is provided instead of a proxy. By returning the VIF in accordance with its instructions, a non-registered owner is able to direct how his or her Shares are to be voted at the Meeting.

The purpose of these procedures is to allow non-registered Shareholders to direct the voting of the shares that they own but that are not registered in their name. Should a non-registered Shareholder wish to attend and vote at the Meeting in person (or have another person attend and vote on his behalf), the non-registered Shareholder should carefully follow the instructions provided on the VIF.

Proxies returned by intermediaries as “non-votes” because the intermediary has not received instructions from the non-registered Shareholder with respect to the voting of certain shares or, under applicable stock exchange or other rules, the intermediary does not have the discretion to vote those shares on one or more of the matters that come before the Meeting, will be treated as not entitled to vote on any such matter and will not be counted as having been voted in respect of any such matter. Shares represented by such broker “non-votes” will, however, be counted in determining whether there is a quorum.

All proxy-related material sent by the Company has been sent using information (as to name, address and shareholdings) obtained pursuant to, and in accordance with, applicable securities legislation from the intermediaries. By electing to send materials directly to NOBOs, the Company (and not the intermediary) has assumed responsibility for: (i) delivering the meeting materials to you; and (ii) executing proper voting instructions.

Voting Shares and Record Date

The authorised capital of the Company consists of an unlimited number of ordinary shares of which as of 23 April 2010 498,810,862 ordinary shares were issued and outstanding as fully paid. The ordinary shares are the only shares of the Company entitled to be voted at the Meeting and subject to certain exclusions of votes described above, each ordinary share is entitled to one vote at the Meeting.

The directors of the Company have fixed **30 April 2010** as the record date for determining the Shareholders of the Company entitled to receive the Notice of Meeting and **11:00 a.m. (WST)** on **29 May 2010** as the record date for determining the Shareholders of the Company entitled to vote at the Meeting.

A simple majority of votes cast are required to approve all matters to be submitted to a vote of Shareholders at the Meeting.

Principal Holders of Shares

To the knowledge of the directors and executive officers of the Company, no person or company beneficially owns, or exercises control or direction over directly or indirectly, Shares carrying 10% or more of the votes attached to all of the issued and outstanding Shares other than:

<u>Name</u>	<u>Total Number of Shares Owned, Controlled or Directed</u>	<u>Percentage of Voting Shares</u>
Sentient Executive GP II Ltd.	132,659,080	26.65%
Quantum Partners LDC	99,095,934	19.90%

Statement of Corporate Governance Practices

National Instrument 58-101 of the Canada Securities Administrators – *Disclosure of Corporate Governance Practices* (“**NI 58-101**”) requires that the Company disclose in this Management Information Circular its system of corporate governance. NI 58-101 also sets out a series of guidelines for effective corporate governance which address matters such as the constitution and independence of corporate boards, the functions to be performed by boards and their committees and the effectiveness and education of board members.

Board of Directors

The Board of the Company is currently comprised of seven directors, six of whom (a majority) are independent. Specifically, all of the directors other than Mr Emery are independent within the meaning of NI 58-101. Mr Emery is not independent as he is currently the Managing Director of the Company. The Chair of the Board, Mr Horan, is independent within the meaning of NI 58-101. Mr. Horan’s principle roles and responsibilities, as Chair of the Board, are to provide leadership to the Board, including to its independent directors, and to ensure that the Board maintains the appropriate degree of independence from management.

Although the Company has only one non-independent director, being the Managing Director, Mr Emery, the Board will regularly excuse management from part of its meetings and meet in non-executive session. The number of non-executive meetings held since the beginning of Marengo’s most recently completed financial year is 10.

The attendance record of the Directors at meetings of the Board held since the beginning of the Company’s most recently completed financial year is as follows:

<u>Director</u>	<u>Type of Meeting</u>	
	<u>Board of Directors</u> Attended/Eligible	<u>Audit Committee</u> Attended/Eligible
John Horan	9/9	4/4
Leslie Emery	9/9	N/A
Douglas Dunnet	9/9	4/4
Sir Rabbie Namaliu	9/9	N/A
Susanne Sesselmann	9/9	N/A
John Hick	8/9	N/A
Elizabeth Martin	9/9	4/4

The following directors of the Company are directors of other issuers that are reporting issuers or the equivalent in Canada or elsewhere:

<u>Director</u>	<u>Reporting Issuer</u>
John Horan.....	Adelaide Resources Limited
Les Emery.....	Nil.
Douglas Dunnet	Nil.
Sir Rabbie Namaliu.....	Kina Asset Management Limited
Susanne Sesselmann	The Sentient Group Limited, Sentient Executive GP I Limited, Sentient Executive GP II Limited, Sentient Executive GP III Limited, Sentient Trustees Limited, Metals Recycling Limited, Sentient China Investments Ltd, Sentient Resource Investments Ltd, Sentient China Titanium Investments Ltd and Meridiam Infrastructure Managers.
John Hick.....	First Uranium Corporation, Carpathian Gold Inc., Revett Minerals Inc., Medoro Resources Limited and Hudson Resources Inc.
Elizabeth Martin	Aura Minerals Inc. and Manicouagan Minerals Inc.

Board Mandate

The Board is in the process of adopting a written mandate. Generally speaking, the Board is responsible for the protection and enhancement of long-term shareholder value. To fulfil this role, the Board is responsible for the overall corporate governance of the Company including formulating its strategic direction.

Position Descriptions

The Board has not adopted written position descriptions for the Chairman of the Board on the basis that the role of the Chairman of the Board is well understood by all of the Directors. Similarly, the Board has not adopted a written position description for the Managing Director, Mr Emery, on the basis that his role and responsibilities are well understood by him and by the other Directors. The role of chair of the Audit Committee is set out in its charter.

Orientation and Continuing Education

The Company does not provide a formal orientation or education program for new directors. However, new directors are educated about the nature and operation of the Company's business, current issues, corporate strategy and the role of the Board, its committees and its directors by the current directors and senior officers. The Board encourages directors to participate in continuing education opportunities in order to ensure that directors maintain or enhance their skills and abilities as directors, and maintain a current and thorough understanding of the Company's business.

Ethical Business Conduct

The Board has adopted a written code for ethical business conduct, and a copy may be obtained from Mr John Ribbons, Company Secretary, at +61 (08) 9429 0000. The code applies to all employees, officers, directors and consultants. The Board monitors compliance with the code by requiring management to assume responsibility for the conduct of those who report to them. This means ensuring that the code is clearly communicated, leading by example and ensuring controls are established and maintained to prevent or detect breaches. To encourage ethical business practices, with the prior approval of the Chair, each director has the right to seek independent legal and other professional advice at the Company's expense concerning any aspect of the Company's operations or undertakings in order to fulfil his duties and responsibilities as a director.

In addition, the Company is of the view that fiduciary duties placed on individual directors by applicable legislation and restrictions in applicable legislation respecting participation in Board decisions in which an individual director has an interest ensures that the Board operates independently of management and in the best interests of Shareholders.

Nomination and Compensation of Directors

The full Board is currently responsible for all matters related to director recruitment, orientation, compensation and continuing education and evaluations of the Board, its committees and its members including periodically assessing the skills present on the Board, making recommendations as to whether and how those skills ought to, or could be, enhanced, and implementing a process for the identification of suitable candidates for appointment to the Board. However, given its size, the Board has not yet adopted a formal process for identifying new candidates for nomination.

Remuneration Committee

The Company's compensation strategy is to ensure that the compensation it pays is competitive and sufficient to retain qualified persons, is affordable as an element of the Company's overall cost of doing business, and appropriately rewards performance and acts as an incentive to achieve long term success.

On 12 September 2008, the Board established a Remuneration Committee. A formal charter will be adopted in due course. Prior to 12 September 2008, the functions of the Remuneration Committee were performed by the entire Board.

The members of the Remuneration Committee are: Mr Hick (Chairman), Mr Horan and Ms Martin, all of whom are independent within the meaning of NI 58-101.

The Board determines compensation based on the recommendations of the Remuneration Committee. Such recommendations are determined primarily by evaluating the responsibility of the individual and the experience and knowledge of the individual with respect to compensation offered by comparable industry participants.

The primary objective of the Remuneration Committee is to assist the Board in discharging its responsibilities related to compensation matters. As will be formally set out in its charter, the Remuneration Committee assists the Board in fulfilling its responsibilities by:

- reviewing and making recommendations to the Board with respect to salary and incentive compensation, including bonuses and stock option awards and other benefits, direct or indirect, and any employment agreements and/or change of control packages for senior executives as well as compensation for the non-executive directors;
- making recommendations to the Board with respect to general salary guidelines for the Company;
- administering the Company's compensation plans, including stock option plans, and outside director compensation plans, as adopted by the Board from time to time;
- reviewing the Company's policies in respect of benefits; and
- ensuring that the Company's compensation practices and philosophies are consistent with the objective of enhancing shareholder value and attracting and retaining qualified senior executives for Marengo.

Other Board Committees

The Board currently has no standing committees other than the Remuneration Committee and Audit Committee except for the Safety, Health and Environment Committee.

The primary objective of the Safety, Health and Environment Committee is to assist the Board to discharge its responsibilities, in the following areas:

- ensuring the Company adopts, maintains and applies appropriate safety, health and environment policies and procedures;
- ensuring that the Company maintains effective safety, health and environment related internal control and risk management systems; and
- providing a formal forum for communication between the Board and senior management in safety, health and environment matters, both Company specific and otherwise.

The members of the Safety, Health and Environment Committee are: Sir Rabbie Namaliu (Chairman), Mr Emery and Mr Calderwood (Operations Manager).

The information prescribed by Part 5 of MI 52-110 is set out under the heading “Audit Committee” in the Company’s Annual Information Form dated 30 September 2009.

Assessments

Given the size of the Company, assessments of the Board, its committees and its Directors are carried out periodically on an informal basis. To date, the Board has not found it necessary to institute any formal process in order to satisfy itself that the Board, its committees and its individual Directors are performing effectively.

Securities Authorized for Issuance Under Equity Compensation Plans

The following table sets out information as of 23 April, 2010 with respect to compensation plans under which equity securities of the Company are authorized for issuance.

Plan	Number of securities to be issued upon exercise of outstanding options, warrants and rights (A)	Weighted-average exercise price of outstanding options, warrants and rights (B)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (A)) (C)
Equity compensation plans approved by securityholders	2,925,000	\$0.25	22,015,543
Equity compensation plans not approved by securityholders	Nil	Nil	Nil
Total	2,925,000	\$0.25	22,015,543

Interest of Certain Persons or Companies in Matters to be Acted Upon

No person who has been a director or executive officer of the Company at any time since the beginning of the Company’s last financial year, nor any associate or affiliate of the foregoing persons, has a material interest, direct or indirect, in the matters to be acted upon at the Meeting.

Interest of Informed Persons in Material Transactions

Since the commencement of the Company’s most recently completed financial year there were no transactions and there are no proposed transactions that has materially affected or would materially affect the Company or any of its subsidiaries in which any informed person of the Company or any associate or affiliate of any informed person has any material interest (direct or indirect).

Auditors

The auditor of the Company is Stantons International. Stantons International was first appointed as auditor of the Company on 23 April 2002.

Additional Information

Financial information is provided in the Company’s annual audited financial statements and any interim financial statements submitted subsequent to the filing of the most recent annual financial statements and the Management’s Discussion and Analysis (“MD&A”) included in those statements.

Copies of these documents will be provided free of charge to Shareholders. The Company may require the payment of a reasonable charge by any person or company who is not a Shareholder of the Company, and who requests a copy of such document. Additional information (including the financial statements and MD&A referred to above) relating to the Company can be found at www.asx.com.au or at www.sedar.com.

ENQUIRIES

Shareholders can contact Mr John Ribbons, Company Secretary, at +61 (08) 9429 0000 if they have any queries in respect of the matters set out in these documents.

APPROVAL OF THIS EXPLANATORY STATEMENT AND MANAGEMENT INFORMATION CIRCULAR

The contents and the sending of this Explanatory Statement and Management Information Circular have been approved by the Directors of the Company.

By Order of the Board of Directors

John Ribbons
Company Secretary

Dated: 23 April, 2010

SCHEDULE 1 – TERMS AND CONDITIONS OF COMPENSATION OPTIONS

1. Exercise of Compensation Options.

- (1) Election to Purchase. The rights evidenced by this Compensation Option Certificate may be exercised by the holder in whole or in part at any time commencing on the date hereof and continuing up to the Time of Expiry and in accordance with the provisions hereof by delivery, which may include delivery by way of facsimile or e-mail, of an election to exercise in substantially the form attached hereto as Exhibit “1” (“**Election to Exercise**”), properly completed and executed, together with payment of the Exercise Price, which may be made by wire transfer to the Company’s account, for the number of Shares specified in the Election to Exercise at the registered office of the Company at Level 2, 9 Havelock Street, West Perth, Western Australia, Australia, 6005 or such other address as may be notified in writing by the Company. In the event that the rights evidenced by this Compensation Option Certificate are exercised in part, the Company shall, contemporaneously with the issuance of the Shares issuable on the exercise of the Compensation Options so exercised, issue to the holder Compensation Options on identical terms in respect of that number of Shares in respect of which the holder has not exercised the rights evidenced by this Compensation Option Certificate.
- (2) Exercise. The Company shall, on the date it receives a duly executed Election to Exercise and the Exercise Price for the number of Shares specified in the Election to Exercise (the “**Exercise Date**”), issue that number of Shares specified in the Election to Exercise as fully paid ordinary shares in the capital of the Company, as binding obligations of the Company.
- (3) Certificates. As promptly as practicable after the Exercise Date and, in any event, by the later of three (3) business days (for greater certainty, a “business day” referred to herein shall mean a day that is not a holiday in Western Australia) after receipt of the Election to Exercise and the Exercise Price, the Company shall issue and deliver to the holder, registered in such name or names as the holder may direct or if no such direction has been given, in the name of the holder, certificates for the number of Shares, specified in the Election to Exercise. To the extent permitted by law, such exercise shall be deemed to have been effected as of the close of business on the Exercise Date, and at such time the rights of the holder with respect to the number of Compensation Options which have been exercised as such shall cease, and the person or persons in whose name or names any certificate or certificates for Shares shall then be issuable upon such exercise shall be deemed to have become the holder or holders of record of the Shares represented thereby.
- (4) Fractional Shares. To the extent that the holder of a Compensation Option is entitled to receive on the exercise or partial exercise thereof a fraction of a Share, such right may only be exercised in respect of such fraction in combination with another Compensation Option or other Compensation Options which in the aggregate entitle the holder to receive a whole number of Shares. If a holder is not able to, or elects not to, combine Compensation Options so as to be entitled to acquire a whole number of Shares, the holder shall not be entitled to any compensation or other right in lieu of fractional Shares.

2. Anti-Dilution Protection.

- (1) Bonus issue. If the Company makes a bonus issue of Shares or other securities pro rata to holders of Shares (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) at a time when:
 - (i) a Compensation Option has not been exercised in full; or
 - (ii) a Compensation Option has been exercised, but Shares the subject of the exercise have not been issued in fulfilment of the Company's obligation in that regard, before the record date for determining entitlements to the bonus issue,

then the number of Shares over which the option is exercisable or has been exercised (as the case may be) will be increased by the number of securities which the holder of a Compensation Option would have received if the option had been exercised before the record date for the bonus issue.

- (2) **Rights issue.** If the Company makes an offer of Shares pro rata to all or substantially all holders of Shares (other than a bonus issue or an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) where $(S + D)$ (as defined below) exceeds P (as defined below) at a time when:
- (i) a Compensation Option has not been exercised in full; or
 - (ii) a Compensation Option has been exercised, but Shares the subject of the exercise have not been issued in fulfilment of the Company's obligation in that regard, before the record date for determining entitlements to the rights issue.

then the Exercise Price per share will be reduced according to the following formula:

$$O^1 = \frac{O - E(P - S + D)}{N + 1}$$

Where:

- O^1 = the new Exercise Price per Share
- O = the old Exercise Price per Share
- E = the number of Shares into which one Compensation Option is exercisable
- P = the average market price of fully paid ordinary Shares (weighted by reference to volume) sold in the ordinary course of trading on the ASX during the 5 trading days before the ex rights date or ex entitlements date
- S = the subscription price (application money plus calls) for new Shares issued under the rights issue
- D = if the ordinary Shares are trading on the ASX on a ex dividend basis, the (if any) dividends (on a per Share basis) which have been declared but not yet paid is existing Shares (except those to be issued under the rights issue)
- N = number of Shares required to be held to receive a right on one new Share.

The number of Shares which the option holder is entitled to subscribe for on exercise of a Compensation Option is to remain unchanged.

- (3) **Reconstruction.** The rights of a Compensation Option holder will be changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation (for example Listing Rule 7.22).
- (4) **Notice.** The Company must give notice to the holder of a Compensation Option of any adjustment to the number of Shares which the holder of a Compensation Option is entitled to subscribe for or be issued on exercise of the Compensation Option or the exercise price per Share in accordance with the Listing Rules.

3. **Right to participate in new issues:**

The holder of Compensation Options may only participate in new issues of securities to holders of Shares to the extent a Compensation Option has been exercised, if that is permitted by its terms, and the Shares allotted in respect of the Compensation Option before the record date for determining entitlements to the issue. The Company must give notice to the holder of Compensation Options of any new issue before the books closing date for determining entitlements to the issue in accordance with the Listing Rules.

4. **Shares to be Reserved.**

The Company will at all times keep available, and reserve, out of its authorized Shares, solely for the purpose of issue upon the exercise of the Compensation Options, such number of Shares as are then issuable upon the

exercise of the Compensation Options. The Company covenants and agrees that all Shares that are so issuable will, upon issuance, be duly authorized and fully paid. The Company will take such actions as may be reasonably necessary and as are within its power to ensure that all such Shares may be so issued without violation of any applicable laws or the applicable requirements of any exchange upon which the Shares may be listed or in respect of which such Shares are qualified for unlisted trading privileges.

5. **Transferability.**

The Compensation Options evidenced hereby issuable upon exercise hereof are non-assignable, non-transferable and non-negotiable and may not be exercised by or for the benefit of any person other than the holder. The holder further acknowledges that the Compensation Options represented by this certificate and the Shares issuable upon exercise hereby may be offered, sold or otherwise transferred only in compliance with all applicable securities laws.

6. **Replacement.**

Upon receipt of evidence satisfactory to the Company of the loss, theft, destruction or mutilation of this Compensation Option Certificate and, if requested by the Company, upon delivery of a bond of indemnity satisfactory to the Company (or, in the case of mutilation, upon surrender of this Compensation Option Certificate), the Company will issue to the holder a replacement certificate (containing the same terms and conditions as this Compensation Option Certificate).

7. **Expiry Date.**

The Compensation Options shall expire and become null and void at the Time of Expiry.

8. **Time.**

Time shall be of the essence of this Compensation Option Certificate.

9. **Governing Law.**

This Compensation Option Certificate will be construed in accordance with the laws of the Province of British Columbia and the laws of Canada applicable therein, which laws shall also govern the Compensation Options.



MARENGO
MINING LIMITED

ABN 57 099 496 474

000001 000 MGO
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form

For your vote to be effective it must be received by 11.00am (WST) Saturday 29 May 2010

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the information tab, "Downloadable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form →



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

- Review your securityholding
- Update your securityholding

Your secure access information is:

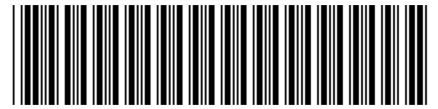
SRN/HIN: I9999999999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Marengo Mining Limited hereby appoint

the Chairman of the meeting OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the General Meeting of Marengo Mining Limited to be held at Level 2, 9 Havelock Street, West Perth, Western Australia on Monday, 31 May 2010 at 11.00am (WST) and at any adjournment of that meeting.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Approval for Issue of Shares - Conversion of Subscription Receipts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Proposed Grant of Compensation Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date ____/____/____

MGO

999999A

Computershare