



ABN: 57 099 496 474

YANDERA MINING COMPANY LIMITED (COMPANY NO. 1-53202)

MARENGO MINING (PNG) LIMITED (COMPANY NO. 1-76844)

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**For Immediate Distribution
October 29, 2012**

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

NEWS RELEASE

**MARENGO ANNOUNCES SCHEME MEETING TO BE HELD
ON DECEMBER 6, 2012**

Marengo Mining Limited (ASX Code: "MGO", TSX Code: "MRN", POMSoX Code: "MGO") is pleased to announce that the Federal Court of Australia has made an order convening a meeting on December 6, 2012 of Marengo shareholders to consider the restructure of Marengo to redomicile to Canada by way of a Scheme of Arrangement.

The Scheme Booklet will be released to market when registered by ASIC.

The approximate timetable of the scheme is now:

Dispatch of Notice of Meeting and Scheme Booklet	5 November 2012
Marengo shareholder meeting	6 December 2012
Second Court hearing	18 December 2012
Record date for participation in Scheme	28 December 2012
Implementation date	31 December 2012

A copy of the order of the Federal Court of Australia is attached.

For further information:

Marengo:

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

Please note that the Head Office of Marengo is located in Western Australia and is 12 hours ahead of Toronto time.

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Federal Court of Australia
District Registry: Western Australia
Division: General

MARENGO MINING LTD ACN 099 496 474
Plaintiff

ORDER

JUDGE: Justice Barker
DATE OF ORDER: 29 October 2012
WHERE MADE: Perth



COPY

THE COURT ORDERS THAT:

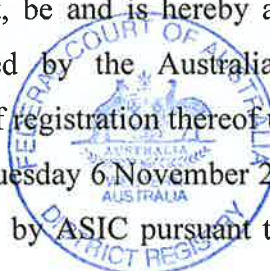
1. Pursuant to s 411(1) of the *Corporations Act 2001* (Cth) (the Act) the plaintiff convene a meeting of the holders of fully paid ordinary shares in the plaintiff at the Lower Pavilion, Next Generation Club, Kings Park, 21 Kings Park Road, West Perth, Western Australia at 4.00 pm (WST) on Thursday 6 December 2012 for the purpose of considering and, if thought fit, agreeing (with or without modification) to the Scheme (Scheme Meeting).
2. Pursuant to s 1319 of the Act, the Scheme Meeting be convened, held and conducted in accordance with the provisions of:
 - (a) Part 2G.2 of the Act that apply to the members of a company; and have not been displaced or modified by the plaintiff's constitution; and
 - (b) the plaintiff's constitution that are not inconsistent with that Part and that apply to a meeting of members,save that all voting at the Scheme Meeting be by poll demanded by the chairman.
3. Pursuant to s 1319 of the Act and for the purposes of corporations regulation 7.11.37(3)(b) *of the Corporations Regulations 2001 (Cth) (the Corporations Regulations)*, the specified time for the purposes of identification of securities holdings for the Scheme Meeting, shall be 4.00 pm (WST) on Tuesday 4 December 2012 (Snap-

Filed on behalf of	Marengo Mining Ltd, Plaintiff
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Marengo Mining Ltd, Plaintiff
Tim O'Leary
Gilbert + Tobin, Lawyers
Fax +61 8 9413 8444

Shot Date), with power to the chairman of the Scheme Meeting in his absolute discretion to allow late proxies up to the commencement of the meeting.

4. The plaintiff be exempted from compliance with the requirements of Rule 2.15 of the *Federal Court (Corporations) Rules 2000* (Cth) (Rules), save in so far as that Rule applies reg 5.6.13 (without the form 530 stipulated therein) of the Corporations Regulations to the Scheme Meeting.
5. Vincent Ian Masterton-Hume or, failing him, Leslie Sidney George Emery, shall act as chairman of the Meeting and report the results of the Scheme Meeting to this Court.
6. The chairman appointed for the Scheme Meeting has the exclusive power to decide whether to adjourn the meeting in his absolute discretion.
7. The proposed scheme booklet comprising the explanatory statement and its annexures and the proposed proxy form for the Scheme Meeting which are annexures MAC-9 and MAC-11 to the affidavit of Mark Andrew Churchward sworn 24 October 2012 (Churchward Affidavit), which scheme booklet comprises the explanatory statement as required by s 412(1)(a) of the Act, be and is hereby approved (subject to any minor amendments required or approved by the Australian Securities and Investments Commission (ASIC) for purposes of registration thereof under s 412(6) of the Act).
8. No later than 6.00 pm (WST) on Tuesday 6 November 2012, the plaintiff (subject to the registration of the Scheme Booklet by ASIC pursuant to s 412(6) of the Act) dispatch documents comprising the:
 - (a) Scheme booklet; and
 - (b) Notice of Court ordered Scheme Meeting and Proxy Form, which are annexures MAC-9 and MAC-11 to the Churchward Affidavit to all the shareholders of the plaintiff by ordinary pre-paid post (or, in the case of overseas members, by airmail) at their addresses appearing on the plaintiff's register of members on the closest practicable business day before the dispatch of documents.
9. Leave be given to the plaintiff to make application for orders under s 411(4) and s 411(6) of the Act following the Scheme Meeting for approval of the Scheme to be heard at 10.15 am on Tuesday 18 December 2012 or such other date as the Court sees fit to set for such purpose.
10. The plaintiff publish notice of the hearing of that application in the form or to the effect of the advertisement (scheduled below for convenience) in annexure SGS-7 to the affidavit of Sarah Jane Gaffney-Smith affirmed 24 October 2012 once in The West Australian newspaper at least 5 days before the date fixed for the hearing of that application.



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11. There be liberty to apply upon the giving of 18 hours notice to ASIC.
12. An office copy of this order shall be lodged with ASIC as soon as practicable after these orders are made.

SCHEDULE

NOTICE OF HEARING TO APPROVE COMPROMISE OR ARRANGEMENT

Take notice that at 10.15 am on Tuesday 18 December 2012 the Federal Court of Australia at the Peter Durack Commonwealth Law Courts Building, 1 Victoria Avenue, Perth, will hear an application by Marengo Mining Limited (Marengo) seeking the approval of a Scheme of Arrangement proposed between Marengo and its members, if such Scheme of Arrangement is approved by those members at the Court ordered meeting convened to be held on Thursday 6 December 2012.


If you wish to oppose the approval of the Scheme of Arrangement, you must file and serve on Marengo a notice of appearance, in the prescribed form, together with any affidavit on which you wish to rely at the hearing. The notice of appearance and affidavit must be served on Marengo at its address for service at least one day before the day fixed for the hearing of the application.

The address for service for Marengo is at Gilbert + Tobin, Lawyers, 1202 Hay Street, West Perth WA 6005 (Attention: Sarah Gaffney-Smith).

Gilbert + Tobin, Lawyers
1202 Hay Street
West Perth WA 6005

Date that entry is stamped: 29 OCT 2012




Deputy District Registrar

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