

# Appendix 1A

## ASX Listing application and agreement

This form is for use by an entity seeking admission to the <sup>+</sup>official list as an ASX Listing (for classification as an ASX Debt Listing use Appendix 1B, and for classification as an ASX Foreign Exempt Listing use Appendix 1C). The form is in 3 parts:

1. Application for admission to the <sup>+</sup>official list;
2. Information to be completed; and
3. Agreement to be completed.

Information and documents (including this appendix) given to ASX in support of an application become ASX's property and may be made public. This may be prior to admission of the entity and <sup>+</sup>quotation of its <sup>+</sup>securities. Publication does not mean that the entity will be admitted or that its <sup>+</sup>securities will be quoted.

Introduced 1/7/96 Origin: Appendix 1 Amended 01/07/97, 01/07/98, 01/09/99, 13/03/00, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 20/07/07, 01/01/12

### Part 1 - Application for admission to the official list

Name of entity

ABN

Marengo Mining Canada Limited (Company) (to be renamed Marengo Mining Limited).

To be advised

We (the entity) apply for admission to the <sup>+</sup>official list of ASX Limited (ASX) and for <sup>+</sup>quotation of <sup>+</sup>securities.

### Part 2 - Information to be completed

#### About the entity

You must complete the relevant sections (attach sheets if there is not enough space).

#### All entities

1 Deleted 30/9/2001

2 <sup>+</sup>Main class of <sup>+</sup>securities

Number

<sup>+</sup>Class

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3 Additional +classes of  
 +securities (except +CDIs)

1,137,720,551	Fully paid ordinary shares (to be traded as CDIs). Note that <b>Marengo Mining Limited (Marengo Australia)</b> is proposing a re-domicile to Canada by way of a scheme of arrangement ( <b>Scheme</b> ) which will result in Marengo Australia becoming a wholly owned subsidiary of the Company. Under the Scheme, shareholders in Marengo Australia will receive one share in the Company for every share they hold in Marengo Australia. The number of securities included in this application is an estimate of the number of securities which the Company will have on issue on completion of the Scheme. See page 9 of the Scheme booklet (tab 3) (which has been incorporated by reference in the Information Memorandum) (tab 2)
Number to be quoted	+Class

+ See chapter 19 for defined terms.

Number not to be quoted	*Class
	See note in paragraph 2 above. The number of securities listed below is an estimation of the number of securities the Company will have on issue on completion of the Scheme.
56,860,750	Warrants to acquire shares at a price of \$0.0116 Canadian dollars on or before 11 August 2013
5,750,000	Options exercisable at 50 cents on or before 15 August 2013
1,300,000	Options exercisable at 25 cents on or before 18 December 2013
300,000	Options exercisable at 25 cents on or before 31 March 2014
225,000	Options exercisable at 25 cents on or before 30 November 2014
100,000	Options exercisable at 25 cents on or before 22 March 2015
650,000	Options exercisable at 25 cents on or before 31 March 2015
300,000	Options exercisable at 22 cents on or before 25 October 2015
350,000	Options exercisable at 32 cents on or before 23 February 2016
175,000	Options exercisable at 19 cents on or before 10 November 2016
250,000	Options exercisable at 24 cents on or before 24 February 2017
11,100,000	Performance Rights A expiring 6 September 2017
36,000,000	Performance Rights B expiring 6 September 2017

- 4 Telephone number, postal address for all correspondence, general fax number, fax number for \*company announcements office to confirm release of information to the market, and e-mail address for contact purposes.

Address:	Level 1, 9 Havelock Street, West Perth, Western Australia 6005
Telephone:	+61 8 9429 0000
Fax:	+61 8 9429 0099
Email:	john@dwcorporate.com

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<p>4A Person(s) responsible for communications with ASX in relation to listing rule matters and contact details for that person, including mobile telephone number and email address.</p>	<p>John Ribbons  Mark Churchward  Telephone: +61 8 9389 2123  +61 8 9429 0000  Email: <a href="mailto:john@dwcorporate.com">john@dwcorporate.com</a>  <a href="mailto:markc@marengomining.com">markc@marengomining.com</a></p>
<p>5 Address of principal *security registries for each *class of *security (including *CDIs)</p>	<p>Computershare Investor Services Pty Ltd  Level 2, 45 St Georges Terrace  Perth WA 6000</p>
<p>6 Annual balance date</p>	<p>30 June</p>

**Companies only**  
*(Other entities go to 19)*

<p>7 Name and title of chief executive officer/managing director</p>	<p>If the Scheme is implemented, Mr Leslie Emery will be the Managing Director</p>
<p>8 Name and title of chairperson of directors</p>	<p>If the Scheme is implemented, Dr Louis P. Gignac will be the Non-Executive Chairman</p>
<p>9 Names of all directors</p>	<p>Mr John Hick is currently the sole director of the Company. If the Scheme is implemented, the following persons will be appointed as directors:</p> <p>Mr Leslie Emery (Managing Director)  Dr Louis P. Gignac (Non-Executive Chairman)  Sir Rabbie Namaliu (Non- Executive Director)  Ms Elizabeth Martin (Non-Executive Director)  Mr Mario Caron (Non-Executive Director)  Mr Keith Morrison (Non-Executive Director)  Mr Ian Hume (Non-Executive Director)</p>
<p>10 Duration of appointment of directors (if not subject to retirement by rotation) and details of any entitlement to participate in profits</p>	<p>All directors are subject to annual rotation (refer to clause 6 of the By-laws) (tab 4)</p> <p>No director has entitlement to participate in profits other than as a shareholder</p>

+ See chapter 19 for defined terms.

- 10A An original or certified true copy of a national criminal history check obtained from the Australian Federal Police, a State or Territory police service or a broker accredited by CrimTrac for each director or proposed director which is not more than 12 months old or, if the director is not an Australian resident, either:
- (a) an equivalent national criminal history check for each country in which the director has resided over the past 10 years (in English or together with a certified English translation); or
  - (b) if such a check is not available in any such country, a statutory declaration from the director confirming that fact and that he or she has not been convicted in that country or elsewhere of:
    - (i) any criminal offence involving fraud, dishonesty, misrepresentation, concealment of material facts or breach of director's duties; or
    - (ii) any other criminal offence which at the time carried a maximum term of imprisonment of 5 years or more (regardless of the period, if any, for which he or she was sentenced).

The Company has sought a waiver from this requirement, which is expected to be granted for some directors. Copies for Dr Gignac, Mr Caron, Mr Hume and Mr Morrison to be provided.

- 10B An original or certified true copy of a search of the Insolvency Trustee Services Australia National Personal Insolvency Index for each director or proposed director which is not more than 12 months old or, if the director is not an Australian resident, either:

- (a) an equivalent national bankruptcy check for each country in which the director has resided over the past 10 years (in English or together with a certified English translation); or
- (b) if such a check is not available in any such country, a statutory declaration from the director confirming that fact and that he or she has not been declared a bankrupt or been an insolvent under administration in that or any other country.

The Company has sought a waiver from this requirement, which is expected to be granted for some directors. Copies for Dr Gignac, Mr Caron, Mr Hume and Mr Morrison to be provided.

- 10C A statutory declaration from each director or proposed director confirming that:

- (a) the director has not been the subject of any criminal or civil penalty proceedings or other enforcement action by any government agency in which he or she was found to have engaged in behaviour involving fraud, dishonesty, misrepresentation, concealment of material facts or breach of duty;
- (b) the director has not been refused membership of, or had their membership suspended or cancelled by, any professional body on the ground that he or she has engaged in behaviour involving fraud, dishonesty, misrepresentation, concealment of material facts or breach of duty;
- (c) the director has not been the subject of any disciplinary action (including any censure, monetary penalty or banning order) by a securities exchange or other authority responsible for regulating securities markets for failure to comply with his or her obligations as a director of a listed entity;
- (d) no listed entity of which he or she was a director (or, in the case of a listed trust, in respect of which he or she was a director of the responsible entity) at the time of the relevant conduct has been the subject of any disciplinary action (including any censure, monetary penalty, suspension of trading or termination of listing) by a securities exchange or other authority responsible for regulating securities markets for failure to comply with its obligations under the listing rules applicable to that

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entity; and

- (e) the director is not aware of any pending or threatened investigation or enquiry by a government agency, professional body, securities exchange or other authority responsible for regulating securities markets that could lead to proceedings or action of the type described in (a), (b), (c) or (d) above,

or, if the director is not able to give such confirmation, a statement to that effect and a detailed explanation of the circumstances involved.

The Company has sought a waiver has been sought from this requirement, which is expected to be granted for some directors. Copies for Dr Gignac, Mr Caron, Mr Hume and Mr Morrison to be provided.

11	Name and title of company secretary	If the Scheme is implemented: John Ribbons (Joint Company Secretary) Mark Churchward (CFO and joint Company Secretary)
12	Place of incorporation	Canada
13	Date of incorporation	6 September 2012
14	Legislation under which incorporated	Canada Business Corporations Act
15	Address of registered office in Australia	Level 1, 9 Havelock Street West Perth WA 6005
16	Month in which annual meeting is usually held	Annual meeting must be held no later than six months after June 30 of each financial year
17	Months in which dividends are usually paid (or are intended to be paid)	Not applicable - the Company does not intend to declare any dividends until it is in production
18	If the entity is a foreign company which has a certificated subregister for quoted +securities, the location of Australian +security registers	Computershare Investor Services Pty Ltd Level 2, 45 St Georges Terrace Perth WA 6000

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18A If the entity is a foreign company, the name and address of the entity's Australian agent for service of process

Marengo Mining Limited  
Level 1, 9 Havelock Street  
West Perth WA 6005

*(Companies now go to 31)*

**All entities except companies**

19 Name and title of chief executive officer/managing director of the responsible entity

Not applicable

20 Name and title of chairperson of directors of responsible entity

Not applicable

21 Names of all directors of the responsible entity

Not applicable

22 Duration of appointment of directors of responsible entity (if not subject to retirement by rotation) and details of any entitlement to participate in profits

Not applicable

22A An original or certified true copy of a national criminal history check obtained from the Australian Federal Police, a State or Territory police service or a broker accredited by CrimTrac for each director or proposed director of the responsible entity which is not more than 12 months old and, if the director is not an Australian resident, either:

- (a) an equivalent national criminal history check for each country in which the director has resided over the past 10 years (in English or together with a certified English translation); or
- (b) if such a check is not available in any such country, a statutory declaration from the director confirming that fact and that he or she has not been convicted in that country or elsewhere of: (i) any criminal offence involving fraud, dishonesty, misrepresentation, concealment of material facts or breach of director's duties; or (ii) any other criminal offence which at the time carried a maximum term of imprisonment for 5 years or more (regardless of the period, if any, for which he or she was sentenced).

Not applicable

22B An original or certified true copy of a search of the Insolvency Trustee Services Australia National Personal Insolvency Index for each director or proposed director of the

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responsible entity which is not more than 12 months old and, if the director is not an Australian resident, either:

- (a) an equivalent national bankruptcy check for each country in which the director has resided over the past 10 years (in English or together with a certified English translation); or
- (b) if such a check is not available in any such country, a statutory declaration from the director confirming that fact and that he or she has not been declared a bankrupt or been an insolvent under administration in that or any other country.

Not applicable

22C A statutory declaration from each director or proposed director of the responsible entity confirming that:

- (a) the director has not been the subject of any criminal or civil penalty proceedings or other enforcement action by any government agency in which he or she was found to have engaged in behaviour involving fraud, dishonesty, misrepresentation, concealment of material facts or breach of duty;
- (b) the director has not been refused membership of, or had their membership suspended or cancelled by, any professional body on the ground that he or she has engaged in behaviour involving fraud, dishonesty, misrepresentation, concealment of material facts or breach of duty;
- (c) the director has not been the subject of any disciplinary action (including any censure, monetary penalty or banning order) by a securities exchange or other authority responsible for regulating securities markets for failure to comply with his or her obligations as a director of a listed entity;
- (d) no listed entity of which he or she was a director (or, in the case of a listed trust, in respect of which he or she was a director of the responsible entity) at the time of the relevant conduct has been the subject of any disciplinary action (including any censure, monetary penalty, suspension of trading or termination of listing) by a securities exchange or other authority responsible for regulating securities markets for failure to comply with its obligations under the listing rules applicable to that entity; and
- (e) the director is not aware of any pending or threatened investigation or enquiry by a government agency, professional body, securities exchange or other authority responsible for regulating securities markets that could lead to proceedings or action of the type described in (a), (b), (c) or (d) above,

or, if the director is not able to give such confirmation, a statement to that effect and a detailed explanation of the circumstances involved.

Not applicable

23 Name and title of company secretary of responsible entity

Not applicable

23A Trusts only - the names of the members of the compliance committee (if any)

Not applicable

24 Place of registration of the entity

Not applicable

+ See chapter 19 for defined terms.



25	Date of registration of the entity	Not applicable
26	Legislation under which the entity is registered	Not applicable
27	Address of administration office in Australia of the entity	Not applicable
28	If an annual meeting is held, month in which it is usually held	Not applicable
29	Months in which distributions are usually paid (or are intended to be paid)	Not applicable
30	If the entity is a foreign entity which has a certificated subregister for quoted *securities, the location of Australian *security registers	Not applicable
30A	If the entity is a foreign trust, the name and address of the entity's Australian agent for service of process	Not applicable

## About the entity

### All entities

Tick to indicate you are providing the information or documents

Where is the information or document to be found? (eg, prospectus cross reference)

31  Evidence of compliance with 20 cent minimum issue price or sale price, and spread requirements

The Company has sought a waiver from this requirement

32  Prospectus, Product Disclosure Statement or information memorandum relevant to the application (250 copies)

Information Memorandum (Tab 2) (copies to be provided separately)

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33	<input type="checkbox"/> Cheque for fees	A cheque for \$83,196 has been provided. This amount has been calculated in accordance with Guidance Note 15 which provides that a successor entity will be required to pay the lower of one half of the initial listing fee and \$200,000.
34	<input checked="" type="checkbox"/> Type of subregisters the entity will operate Example: CHESS and certificated subregisters	CHESS and Issuer Sponsored Register
35	<input checked="" type="checkbox"/> Copies of any contracts referred to in the prospectus, Product Disclosure Statement or information memorandum (including any underwriting agreement)	The Scheme booklet (tab 3) (which has been incorporated by reference in the Information Memorandum) attaches a copy of the scheme implementation agreement dated 24 September 2012. No other agreements are referred to in the Information Memorandum
36	<input type="checkbox"/> A certified copy of any restriction agreement entered into in relation to *restricted securities	The Company has sought confirmation from ASX that it will not classify securities under the scheme as restricted securities for the purposes of Listing Rule 9.1.3
37	<input checked="" type="checkbox"/> If there are *restricted securities, undertaking issued by any bank or *recognised trustee	Not applicable
38	<input checked="" type="checkbox"/> (Companies only) - certificate of incorporation or other evidence of status (including any change of name)	Certificate of incorporation (tab 6)
39	<input type="checkbox"/> (All entities except companies) - certificate of registration or other evidence of status (including change of name)	Not applicable
40	<input checked="" type="checkbox"/> Copy of the entity's constitution (eg, if a company, the memorandum and articles of association)	Memorandum and articles of association and By laws (tabs 4 and 5)
		Where is the information or document to be found? (eg, prospectus cross reference)
41	<input checked="" type="checkbox"/> Completed checklist that the constitution complies with the listing rules (copy of articles checklist is available from any Companies Department)	The Company has included the provisions of Appendix 15A as rule 78 of its By laws (tab 4)
42	<input type="checkbox"/> A brief history of the entity or, if applicable, the group	The Company has sought a waiver from ASX from this requirement
42A	<input checked="" type="checkbox"/> Copy of agreement with ASX that documents may be given to ASX and authenticated electronically.	A copy of the agreement is provided (tab 7) (original to be provided)

+ See chapter 19 for defined terms.

## About the securities to be quoted

### All entities

43	<input checked="" type="checkbox"/>	Confirmation that the *securities to be quoted are eligible to be quoted under the listing rules	The fully paid ordinary shares of the entity are eligible to be quoted under the Listing Rules
44	<input checked="" type="checkbox"/>	Voting rights of *securities to be quoted	Refer to section 8.1 of the Scheme booklet (tab 3) (which has been incorporated by reference in the Information Memorandum)
45	<input checked="" type="checkbox"/>	A specimen certificate/holding statement for each *class of *securities to be quoted and a specimen holding statement for *CDIs	Tab 8
46	<input checked="" type="checkbox"/>	Terms of the *securities to be quoted	Refer to section 8.1 of the Scheme booklet (tab 3) (which has been incorporated by reference in the Information Memorandum)
47	<input checked="" type="checkbox"/>	A statement setting out the names of the 20 largest holders in each *class of *securities to be quoted, and the number and percentage of each *class of *securities held by those holders	A report showing the 20 largest holders of shares in Marengo Australia as at 1 November 2012 is provided in tab 9. If the Scheme is implemented, Marengo Australia shareholders will receive shares in the Company on a one for one basis, and the top 20 shareholders of Marengo Australia will become the top 20 shareholders of the Company.
48	<input checked="" type="checkbox"/>	A distribution schedule of each *class of *equity securities to be quoted, setting out the number of holders in the categories - 1 - 1,000 1,001 - 5,000 5,001 - 10,000 10,001 - 100,000 100,001 and over	A distribution schedule for Marengo Australia as at 1 November 2012 is provided in tab 10. If the Scheme is implemented, Marengo Australia shareholders will receive shares in the Company on a one for one basis. Accordingly, the distribution schedule for the Company will be the same as provided for Marengo Australia.

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- |    |                                     |   |   |
|----|-------------------------------------|---|---|
| 49 | <input checked="" type="checkbox"/> | The number of holders of a parcel of +securities with a value of more than \$2,000, based on the issue/sale price | Based on Marengo Australia's closing share price of \$0.145 on 5 November 2012, a shareholder needs to hold 13,793 or more shares to hold a parcel with a value of more than \$2,000. If the Scheme is implemented, Marengo Australia shareholders will receive shares in the Company on a one for one basis, and therefore the number of shareholders who will hold shares in the Company with a value of more than \$2,000 will be the same as for Marengo Australia. |
| 50 | <input type="checkbox"/>            | Terms of any +debt securities and +convertible debt securities  | None issued<br><br>Where is the information or document to be found? (eg, prospectus cross reference)   |
| 51 | <input type="checkbox"/>            | Trust deed for any +debt securities and +convertible debt securities  | Not applicable  |
| 52 |                                     | Deleted 24/10/2005.   |   |

**All entities with classified assets**

*(Other entities go to 62)*

All +mining exploration entities and, if ASX asks, any other entity that has acquired, or entered into an agreement to acquire a +classified asset, must give ASX the following information.

- |    |                          |   |  |
|----|--------------------------|---|--|
| 53 | <input type="checkbox"/> | The name of the vendor and details of any relationship of the vendor with us  | The Company has sought confirmation from ASX that the Company does not need to provide these details on the basis that pertinent information on Marengo Australia's classified assets has been previously disclosed by Marengo Australia |
| 54 | <input type="checkbox"/> | If the vendor was not the beneficial owner of the +classified asset at the date of the acquisition or agreement, the name of the beneficial owner(s) and details of the relationship of the beneficial owner(s) to us | See response to question 53  |
| 55 | <input type="checkbox"/> | The date that the vendor acquired the +classified asset   | See response to question 53  |
| 56 | <input type="checkbox"/> | The method by which the vendor +acquired the +classified asset, including whether by agreement, exercise of option or otherwise   | See response to question 53  |

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+ See chapter 19 for defined terms.

- |    |                          |  |                             |
|----|--------------------------|--|-----------------------------|
| 57 | <input type="checkbox"/> | The consideration passing directly or indirectly from the vendor (when the vendor *acquired the asset), and whether the consideration has been provided in full  | See response to question 53 |
| 58 | <input type="checkbox"/> | Full details of the *classified asset, including any title particulars   | See response to question 53 |
| 59 | <input type="checkbox"/> | The work done by or on behalf of the vendor in developing the *classified asset. In the case of a *mining tenement, this includes prospecting in relation to the tenement. If money has been spent by the vendor, state the amount (verification of which may be required by ASX). | See response to question 53 |
| 60 | <input type="checkbox"/> | The date that the entity *acquired the *classified asset from the vendor, the consideration passing directly or indirectly to the vendor, and whether that consideration has been provided in full   | See response to question 53 |
| 61 | <input type="checkbox"/> | A breakdown of the consideration, showing how it was calculated, and whether any experts' reports were commissioned or considered (and if so, with copies attached).   | See response to question 53 |

Where is the information or document to be found? (eg, prospectus cross reference)

## About the entity's capital structure

### All entities

- |    |                          |   |  |
|----|--------------------------|---|--|
| 62 |                          | Deleted 1/9/99.   |  |
| 63 | <input type="checkbox"/> | A copy of the register of members, if ASX asks  | Computershare Investor Services Pty Ltd (Australia), Computershare Investor Services Inc (Canada) and PNG Registries Ltd to provide if requested |
| 64 | <input type="checkbox"/> | A copy of any court orders in relation to a reorganisation of the entity's capital in the last five years | A copy of the Court orders in relation to the restructure of the Company will be provided to ASX when it becomes available.                      |
| 65 | <input type="checkbox"/> | The terms of any *employee incentive scheme   | A copy of the Company's employee share option plan and performance rights plan is provided in tabs 11 and 12.                                    |
| 66 | <input type="checkbox"/> | The terms of any *dividend or distribution plan   | Not applicable   |

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67  The terms of any \*securities that will not be quoted

If the Scheme is implemented, the Company will have the following unquoted securities on issue:

Options (terms are provided in tab 13)

Performance rights (terms are provided in tab 14)

Warrant (terms provided in tab 15)

68 Deleted 1/7/98.

Where is the information or document to be found? (eg, prospectus cross reference)

69  The entity's issued capital (interests), showing separately each \*class of \*security (except \*CDIs), the amount paid up on each \*class, the issue price, the dividend (in the case of a trust, distribution) and voting rights attaching to each \*class and the conversion terms (if applicable)

If the Scheme is implemented, the issued capital of the Company will comprise:

Ordinary Shares	1,137,720,551
Amount paid up	Fully paid
Issue price	1 Marengo Australia share for each share in the Company
Dividend	N/A
Voting rights	1 vote for each share
Conversion terms	N/A

Warrants	56,860,750
Amount paid up	N/A
Issue price	1 Warrant in Marengo Australia for each warrant in the Company
Dividend	N/A
Voting rights	Nil
Conversion terms	\$0.0116 Canadian dollars on or before 11 August 2013

Options	5,750,000
Amount paid up	N/A
Issue price	1 Marengo Australia option for each option in the Company
Dividend	N/A

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Voting rights	Nil
Conversion terms	50 cents on or before 15 August 2013
Options	1,300,000
Amount paid up	N/A
Issue price	1 Marengo Australia option for each option in the Company
Dividend	N/A
Voting rights	Nil
Conversion terms	25 cents on or before 18 December 2013
Options	300,000
Amount paid up	N/A
Issue price	1 Marengo Australia option for each option in the Company
Dividend	N/A
Voting rights	Nil
Conversion terms	25 cents on or before 31 March 2014
Options	225,000
Amount paid up	N/A
Issue price	1 Marengo Australia option for each option in the Company
Dividend	N/A
Voting rights	Nil
Conversion terms	25 cents on or before 30 November 2014
Options	100,000
Amount paid up	N/A
Issue price	1 Marengo Australia option for each option in the Company
Dividend	N/A
Voting rights	Nil
Conversion terms	25 cents on or before 22 March 2015
Options	650,000

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Amount paid up	N/A
Issue price	1 Marengo Australia option for each option in the Company
Dividend	N/A
Voting rights	Nil
Conversion terms	25 cents on or before 31 March 2015

Options	300,000
Amount paid up	N/A
Issue price	1 Marengo Australia option for each option in the Company
Dividend	N/A
Voting rights	Nil
Conversion terms	22 cents on or before 25 October 2015

Options	350,000
Amount paid up	N/A
Issue price	1 Marengo Australia option for each option in the Company
Dividend	N/A
Voting rights	Nil
Conversion terms	32 cents on or before 23 February 2016

Options	175,000
Amount paid up	N/A
Issue price	1 Marengo Australia option for each option in the Company
Dividend	N/A
Voting rights	Nil
Conversion terms	19 cents on or before 10 November 2016

Options	250,000
Amount paid up	N/A
Issue price	1 Marengo Australia option for each option in the Company
Dividend	N/A
Voting rights	Nil

+ See chapter 19 for defined terms.



Conversion terms	24 cents on or before 24 February 2017
Performance rights A	11,100,000
Amount paid up	N/A
Issue price	1 Marengo Australia performance right for each performance right in the Company
Dividend	N/A
Voting rights	Nil
Conversion terms	Subject to satisfaction of performance conditions on or before 6 September 2017
Performance rights B	36,000,000
Amount paid up	N/A
Issue price	1 Marengo Australia performance right for each performance right in the Company
Dividend	N/A
Voting rights	Nil
Conversion terms	Subject to satisfaction of performance conditions on or before 6 September 2017

70  The number of the entity's debentures, except to bankers, showing the amount outstanding, nominal value and issue price, rate of interest, dates of payment of interest, date and terms of redemption of each <sup>+</sup>class and conversion terms (if applicable)

Note: This applies whether the securities are quoted or not.

Not applicable

71  The number of the entity's unsecured notes, showing the amount outstanding, nominal value and issue price, rate of interest, dates of payment of interest, date and terms of redemption of each <sup>+</sup>class and conversion terms (if applicable)

Not applicable

<sup>+</sup> See chapter 19 for defined terms.

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Note: This applies whether the securities are quoted or not.

- 72  The number of the entity's options to +acquire unissued +securities, showing the number outstanding

See paragraph 69 above

Note: This applies whether the securities are quoted or not.

- 73  Details of any rights granted to any +person, or to any class of +persons, to participate in an issue of the entity's +securities

If the Scheme is implemented, Marengo Australia shareholders, optionholders and performance right holders will receive one share, option or performance right in the Company (as the case may be) for each share, option and performance right they hold in Marengo Australia. The terms of the Marengo Australia warrants provide that they will become exercisable into shares in the Company upon implementation of the Scheme.

Note: This applies whether the securities are quoted or not.

- 74  If the entity has any +child entities, a list of all +child entities stating in each case the name, the nature of its business and the entity's percentage holding in it. Similar details should be provided for every entity in which the entity holds (directly or indirectly) 20% or more of the issued capital (interests).

A corporate chart is set out in section 4.5 of the Scheme booklet (tab 3)(which has been incorporated by reference into the Information Memorandum)

**About the entity's financial position**

*(Entities meeting the profit test go to 75. For the assets test go to 81A.)*

**All entities meeting the profit test**

Where is the information or document to be found? (eg, prospectus cross reference)

- 75  Evidence that the entity has been in the same main business activity for the last 3 full financial years

The Company has sought a waiver from ASX that it is not required to meet either the assets test or the profits test for the purposes of its listing.

- 76  Evidence that the entity is a going concern (or successor) and its aggregated profit for the last 3 full financial years

See response to question 75

- 76A  Evidence that the entity's +profit from continuing operations in the past 12 months exceeded \$400,000

See response to question 75

- 77  Audited +accounts for the last 3 full financial years and audit reports

See response to question 75

78 - 79 Deleted 1/7/97.

+ See chapter 19 for defined terms.

- |     |                          |   |                             |
|-----|--------------------------|---|-----------------------------|
| 80  | <input type="checkbox"/> | Half yearly *accounts (if required) and audit report or review  | See response to question 75 |
| 80A | <input type="checkbox"/> | Pro forma statement of financial position and review  | See response to question 75 |
| 80B | <input type="checkbox"/> | Statement from all directors or all directors of the responsible entity confirming that the entity is continuing to earn *profit from continuing operations | See response to question 75 |

**All entities meeting the assets test**

*(only complete one of 81A, 81B or 81C and one of 82 or 83)*

Introduced 01/07/96 Amended 01/07/99, 01/01/12

81 Deleted 1/7/97

- |     |                          |   |                             |
|-----|--------------------------|---|-----------------------------|
| 81A | <input type="checkbox"/> | For entities other than *investment entities, evidence of net tangible assets of at least \$2 million or market capitalisation of at least \$10 million | See response to question 75 |
| 81B | <input type="checkbox"/> | For *investment entities other than *pooled development funds, evidence of net tangible assets of at least \$15 million                                 | See response to question 75 |
| 81C | <input type="checkbox"/> | Evidence that the entity is a *pooled development fund with net tangible assets of at least \$2 million   | See response to question 75 |

Where is the information or document to be found? (eg, prospectus cross reference)

- |    |                          |   |                             |
|----|--------------------------|---|-----------------------------|
| 82 | <input type="checkbox"/> | Evidence that at least half of the entity's total tangible assets (after raising any funds) is not cash or in a form readily convertible to cash (if there are no-commitments)  | See response to question 75 |
| 83 | <input type="checkbox"/> | Evidence that there are commitments to spend at least half of the entity's cash and assets in a form readily convertible to cash (if half or more of the entity's total tangible assets (after raising any funds) is cash or in a form readily convertible to cash) | See response to question 75 |
| 84 | <input type="checkbox"/> | Statement that there is enough working capital to carry out the entity's stated objectives (and statement by independent expert, if required)   | See response to question 75 |

85 Deleted 1/9/99.

86 Deleted 1/7/97.

+ See chapter 19 for defined terms.

**Appendix 1A**  
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87  \*Accounts for the last 3 full financial years and audit report, review or statement that not audited or not reviewed See response to question 75

87A  Half yearly \*accounts (if required) and audit report, review or statement that not audited or not reviewed See response to question 75

87B Deleted 01/01/12

87C  Pro forma statement of financial position and review See response to question 75

*(Now go to 106)*

88 Deleted 1/7/97.

89-92C Deleted 1/9/99.

93 Deleted 1/7/97.

94-98C Deleted 1/9/99.

99 Deleted 1/7/97.

100-105C Deleted 1/9/99.

**About the entity's business plan and level of operations**

**All entities**

Information contained in the information memorandum

Where is the information or document to be found? (eg, prospectus cross reference)

106  Details of the entity's existing and proposed activities, and level of operations. State the main business The Company has sought waiver from this requirement

107  Details of any issues of the entity's \*securities (in all \*classes) in the last 5 years. Indicate issues for consideration other than cash The Company has sought a waiver from this requirement

**Information memorandum requirements**

**All entities**

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+ See chapter 19 for defined terms.

108	<input type="checkbox"/>	If the entity is a company, a statement that all the information that would be required under section 710 of the Corporations Act if the information memorandum were a prospectus offering for subscription the same number of *securities for which *quotation will be sought is contained in the information memorandum. If the entity is a trust, a statement that all the information that would be required under section 1013C of the Corporations Act if the information memorandum were a Product Disclosure Statement offering for subscription the same number of *securities for which *quotation will be sought is contained in the information memorandum	The Company has sought a waiver from this requirement
109	<input type="checkbox"/>	The signature of every director, and proposed director, of the entity personally or by a *person authorised in writing by the director (in the case of a trust, director of the responsible entity)	The signature of every director has been included in the Information Memorandum
110	<input type="checkbox"/>	The date the information memorandum is signed	6 November 2012
111(a)	<input type="checkbox"/>	Full particulars of the nature and extent of any interest now, or in the past 2 years, of every director or proposed director of the entity (in the case of a trust, the responsible entity), in the promotion of the entity, or in the property acquired or proposed to be acquired by it	See section 6 of the Information Memorandum (tab 2)
111(b)	<input type="checkbox"/>	If the interest was, or is, as a member or partner in another entity, the nature and extent of the interest of that other entity	Not applicable
		<i>Information contained in the information memorandum</i>	Where is the information or document to be found? (eg, prospectus cross reference)
111(c)	<input type="checkbox"/>	If the interest was or is as a member or partner in another entity, a statement of all amounts paid or agreed to be paid to him or her or the entity in cash, *securities or otherwise by any *person to induce him or her to become or to qualify him or her as, a director, or for services rendered by him or her or by the entity in connection with the promotion or formation of the listed entity	Not applicable
112(a)	<input type="checkbox"/>	Full particulars of the nature and extent of any interest of every expert in the promotion of the entity, or in the property acquired or proposed to be acquired by it	Not applicable

+ See chapter 19 for defined terms.

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112(b)	<input type="checkbox"/> If the interest was or is as a member or partner in another entity, the nature and extent of the interest of that other entity	Not applicable
112(c)	<input type="checkbox"/> If the interest was or is as a member or partner in another entity, a statement of all amounts paid or agreed to be paid to him or her or the entity in cash, +securities or otherwise by any +person for services rendered by him or her or by the entity in connection with the promotion or formation of the listed entity	Not applicable
113	<input type="checkbox"/> A statement that ASX does not take any responsibility for the contents of the information memorandum	This has been included in section 1 of the Information Memorandum (tab 2)
114	<input type="checkbox"/> A statement that the fact that ASX may admit the entity to its +official list is not to be taken in any way as an indication of the merits of the entity	This has been included in section 3 of the Information Memorandum (tab 2)
115	<input type="checkbox"/> If the information memorandum includes a statement claiming to be made by an expert or based on a statement made by an expert, a statement that the expert has given, and has not withdrawn, consent to the issue of the information memorandum with the particular statement included in its form and context	Not applicable
Where is the information or document to be found? (eg, prospectus cross reference)		
116	<input type="checkbox"/> A statement that the entity has not raised any capital for the 3 months before the date of issue of the information memorandum and will not need to raise any capital for 3 months after the date of issue of the information memorandum	The Company has sought a waiver from this requirement

+ See chapter 19 for defined terms.

- 117  A statement that a supplementary information memorandum will be issued if the entity becomes +aware of any of the following between the issue of the information memorandum and the date the entity's +securities are +quoted or reinstated.
- A material statement in the information memorandum is misleading or deceptive.
  - There is a material omission from the information memorandum.
  - There has been a significant change affecting a matter included in the information memorandum.
  - A significant new circumstance has arisen and it would have been required to be included in the information memorandum

The Company has sought a waiver from this requirement

*Information contained in the supplementary information memorandum*

- 118  If there is a supplementary information memorandum:
- Correction of any deficiency.
  - Details of any material omission, change or new matter.
  - A prominent statement that it is a supplementary information memorandum.
  - The signature of every director, or proposed director, of the entity personally or by a +person authorised in writing by the director (in the case of a trust, director of the responsible entity).
  - The date the supplementary information memorandum is signed.

Not applicable

*Evidence if supplementary information memorandum is issued*

- 119  Evidence that the supplementary information memorandum accompanied every copy of the information memorandum issued after the date of the supplementary information memorandum.

Not applicable

## Other information

### All entities

Where is the information or document to be found? (eg, prospectus cross reference)

- 120  Evidence that the supplementary information memorandum was sent to every +person who was sent an information memorandum

Not applicable

+ See chapter 19 for defined terms.

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121	<input checked="" type="checkbox"/> Details of any material contracts entered into between the entity and any of its directors (if a trust, the directors of the responsible entity)	Refer to section 9.20 of the Scheme booklet (which has been incorporated by reference in the Information Memorandum) (tab 2)
122	<input type="checkbox"/> A copy of every disclosure document or Product Disclosure Statement issued, and every information memorandum circulated, in the last 5 years	None
123	<input type="checkbox"/> Information not covered elsewhere and which, in terms of rule 3.1, is likely materially to affect the price or value of the entity's securities	No additional information is relevant
123A	<input type="checkbox"/> The documents which would have been required to be given to ASX under rules 4.2A, 4.3A, 4.5, 5.1, 5.2 and 5.3 had the entity been admitted to the official list at the date of its application for admission, unless ASX agrees otherwise.  <small>Example: ASX may agree otherwise if the entity was recently incorporated.</small>	None

**Mining exploration entities**

124	<input type="checkbox"/> A map or maps of the mining tenements prepared by a qualified person. The maps must indicate the geology and other pertinent features of the tenements, including their extent and location in relation to a capital city or major town, and relative to any nearby properties which have a significant bearing on the potential of the tenements. The maps must be dated and identify the qualified person and the report to which they relate.	The Company has sought a waiver from this requirement
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125 Deleted 1/7/97

Where is the information or document to be found? (eg, prospectus cross reference)

+ See chapter 19 for defined terms.



- |     |                          |   |  |
|-----|--------------------------|---|--|
| 126 | <input type="checkbox"/> | <p>A schedule of *mining tenements prepared by a qualified person. The schedule must state in relation to each *mining tenement: the geographical area where the *mining tenement is situated; the nature of the title to the *mining tenement; whether the title has been formally confirmed or approved and, if not, whether an application for confirmation or approval is pending and whether the application is subject to challenge; and the *person in whose name the title to the *mining tenement is currently held.</p> | <p>The Company has sought a waiver from this requirement</p> |
| 127 | <input type="checkbox"/> | <p>If the entity has *acquired an interest or entered into an agreement to *acquire an interest in a *mining tenement from any *person, a statement detailing the date of the *acquisition of the interest from the vendor and the purchase price paid and all other consideration (whether legally enforceable or not) passing (directly or indirectly) to the vendor.</p>   | <p>The Company has sought a waiver from this requirement</p> |
| 128 | <input type="checkbox"/> | <p>A financial statement by the directors (if a trust, the directors of the responsible entity) setting out a program of expenditure together with a timetable for completion of an exploration program in respect of each *mining tenement or, where appropriate, each group of tenements</p>  | <p>The Company has sought a waiver from this requirement</p> |
| 129 | <input type="checkbox"/> | <p>A declaration of conformity or otherwise with the Australasian Code for Reporting of Identified Mineral Resources and Ore Reserves for any reports on mineral resources and *ore reserves</p>  | <p>The Company has sought a waiver from this requirement</p> |

## Part 3 - Agreement

### All entities

*You must complete this agreement. If you require a seal to be bound, the agreement must be under seal.*

We agree:

- 1 Our admission to the \*official list is in ASX's absolute discretion. ASX may admit us on any conditions it decides. \*Quotation of our \*securities is in ASX's absolute discretion. ASX may quote our \*securities on any conditions it decides. Our removal from the \*official list or the suspension or ending of \*quotation of our \*securities is in ASX's absolute discretion. ASX is entitled immediately to suspend \*quotation of our \*securities or remove us from the \*official list if we break this agreement, but the absolute discretion of ASX is not limited.

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+ See chapter 19 for defined terms.

## Appendix 1A

### ASX Listing application and agreement

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- 2 We warrant the following to ASX.
- The issue of the +securities to be quoted complies with the law, and is not for an illegal purpose.
  - There is no reason why the +securities should not be granted +quotation.
  - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.
- Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 601MB(1), 737, 738, 992A, 992AA or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
  - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from, or connected with, any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.
- 5 We will comply with the listing rules that are in force from time to time, even if +quotation of our +securities is deferred, suspended or subject to a +trading halt.
- 6 The listing rules are to be interpreted:
- in accordance with their spirit, intention and purpose;
  - by looking beyond form to substance; and
  - in a way that best promotes the principles on which the listing rules are based.
- 7 ASX has discretion to take no action in response to a breach of a listing rule. ASX may also waive a listing rule (except one that specifies that ASX will not waive it) either on our application or of its own accord on any conditions. ASX may at any time vary or revoke a decision on our application or of its own accord.
- 8 A document given to ASX by an entity, or on its behalf, becomes and remains the property of ASX to deal with as it wishes, including copying, storing in a retrieval system, transmitting to the public, and publishing any part of the

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+ See chapter 19 for defined terms.

document and permitting others to do so. The documents include a document given to ASX in support of the listing application or in compliance with the listing rules.

9 In any proceedings, a copy or extract of any document or information given to ASX is of equal validity in evidence as the original.

10 Except in the case of an entity established in a jurisdiction whose laws have the effect that the entity's +securities cannot be approved under the operating rules of the +approved CS facility:

- We will satisfy the +technical and performance requirements of the +approved CS facility and meet any other requirements the +approved CS facility imposes in connection with approval of our +securities.
- When +securities are issued we will enter them in the +approved CS facility's subregister holding of the applicant before they are quoted, if the applicant instructs us on the application form to do so.
- The +approved CS facility is irrevocably authorised to establish and administer a subregister in respect of the +securities for which +quotation is sought.

11 Except in the case of an entity established in a jurisdiction whose laws have the effect that the entity's +securities cannot be approved under the operating rules of the +approved CS facility, we confirm that either:

- we have given a copy of this application to the +approved CS facility in accordance with the operating rules of the +approved CS facility ; or
- we ask ASX to forward a copy of this application to the +approved CS facility.

12 In the case of an entity established in a jurisdiction whose laws have the effect that the entity's +securities cannot be approved under the operating rules of the +approved CS facility:

- The +approved CS facility is irrevocably authorised to establish and administer a subregister in respect of +CDIs.
- We will make sure that +CDIs are issued over +securities if the holder of quoted +securities asks for +CDIs.

13 In the case of an entity established in a jurisdiction whose laws have the effect that the entity's +securities cannot be approved under the operating rules of the +approved CS facility:

- we have given a copy of this application to the approved CS facility in accordance with the operating rules of the +approved CS facility; or
- we ask ASX to forward a copy of this application to the +approved CS facility.

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+ See chapter 19 for defined terms.


Appendix 1A  
ASX Listing application and agreement

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Dated: 6 November  
October 2012

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Signed for Marengo Mining Canada Limited by  
authority of a Director in accordance with its  
constituent documents:

  
\_\_\_\_\_  
Signature of director

JOHN HICK  
\_\_\_\_\_  
Name of director (print)

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+ See chapter 19 for defined terms.