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**TSX: MRN  
ASX & POMSoX: MMC**

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**WAIVER FROM ASX LISTING RULE 7.1A**

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Marengo Mining Limited (the **Company**) is pleased to announce that it has obtained a waiver from ASX Listing Rule 7.1A which will broadly enable the Company to issue equity securities up to an additional 10% of its issued capital without further shareholder approval until 8 November 2013 (subject to the below). The additional capacity is in addition to the Company's existing 15% placement capacity under Listing Rule 7.1.

**Background**

At Marengo Mining (Australia) Limited (formerly Marengo Mining Limited (ASX: MGO)) (**Marengo Australia**)'s 2012 annual general meeting held on 8 November 2012 (**AGM**), shareholders approved a special resolution pursuant to Listing Rule 7.1A to enable the company to issue an additional 10% of its issued capital without shareholder approval in the 12 months following the meeting (**Resolution**). Further details of the Resolution are set out in the notice of meeting which convened the AGM.

Marengo Australia re-domiciled to Canada by way of a scheme of arrangement (**Scheme**) pursuant to which the Company acquired all the shares in Marengo Australia in consideration for the issue of shares in the Company to the Marengo Australia shareholders on a one for one basis. Accordingly, the Company effectively replaced Marengo Australia, and the shareholders of the Company were largely the same as the shareholders of Marengo Australia at the time the Scheme was implemented.

The Company was admitted to the official list of ASX on 7 January 2013. As the Company is a separate entity to Marengo Australia, the Resolution did not apply to it.

**Waiver**

ASX has granted the Company a waiver from Listing Rule 7.1A to the extent necessary to permit the Company, without seeking further shareholder approval, until the earlier of:

- a) 8 November 2013 (being the date 12 months from the date of Marengo Australia 2012 annual general meeting); and
- b) the date on which shareholders of the Company approve a transaction under either Listing rule 11.1.2 or Listing rule 11.2,

to issue a number of equity securities calculated in accordance with the formula in Listing Rule 7.1A.2 and otherwise, *mutatis mutandis*, in accordance with the terms of the Resolution.

It is a condition of the waiver that the terms of the waiver (as set out above) be released to the market immediately.

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