



COMPANY NO. 822513-3 / ARBN: 161 356 930

MARENGO MINING (AUSTRALIA) LIMITED (ABN: 57 099 496 474)

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

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

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

**For Immediate Distribution  
11 June 2013**

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

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**APPENDIX 3B (ASX) – AMENDED**

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Marengo Mining Limited (TSX: MRN; ASX and POMSoX: MMC) encloses an amended Appendix 3B (Issue of Debentures-Tranche 1) from that released 4 June 2013.

The amended Appendix 3B includes an extra 180 unsecured convertible Debentures, which is to satisfy the 2.0% establishment fee as advised in the Exchange release of 29 May 2013. The issued unsecured convertible debentures now total 9,180.

If there are any queries in relation to this issue, please contact Dean Richardson on [deanr@marengominig.com](mailto:deanr@marengominig.com) or ph: +618 94290000.

**[www.marengominig.com](http://www.marengominig.com)**

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# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Marengo Mining Limited (**Company**)

ARBN

161 356 930

We (the entity) give ASX the following information.

### Part 1 - All issues

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

- |   |   |   |
|---|---|---|
| 1 | +Class of +securities issued or to be issued  | Unsecured convertible debentures<br><b>(Debentures)</b> |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 9,180   |

<p>3 Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)</p>	<p>The Debentures have the following principal terms:</p> <ul style="list-style-type: none"> <li>- each Debenture has a face value of US\$1,000;</li> <li>- Debentures are convertible into shares or CDIs at a conversion price of C\$0.11 per share at any time prior to their expiry;</li> <li>- the Debentures mature on the earlier of 30 June 2016 or 3 years from the closing date of the Tranche 2 Debentures (as defined below).</li> </ul>
<p>4 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>No</p> <p>Shares or CDIs issued on conversion of the Debentures will rank equally with existing shares and CDIs.</p>
<p>5 Issue price or consideration</p>	<p>US\$1,000</p>

+ See chapter 19 for defined terms.

6	<p>Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>The issue of the Debentures is part of a capital raising announced by the Company on 30 April 2013. The proposed use of funds is set out in the announcement. Under the capital raising the Company will raise a total of US\$15 million through the issue of Debentures in two tranches; the first tranche for US\$9 million and the second tranche subject to shareholder approval for US\$6 million (<b>Tranche 2 Debentures</b>). The Tranche 2 Debentures will be issued within 5 business days of receipt of shareholder approval to be sought at a general meeting of the company scheduled to be held as soon as practicable. Establishment fee of 2% of the amount raised will be satisfied through the issuance of additional debentures.</p>
6a	<p>Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	<p>Yes</p>
6b	<p>The date the security holder resolution under rule 7.1A was passed</p>	<p>8 November 2012</p>
6c	<p>Number of +securities issued without security holder approval under rule 7.1</p>	<p>3,009,180</p>
6d	<p>Number of +securities issued with security holder approval under rule 7.1A</p>	<p>Nil</p>
6e	<p>Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)</p>	<p>Nil</p>
6f	<p>Number of +securities issued under an exception in rule 7.2</p>	<p>Nil</p>

6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	N/A																																
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A																																
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	Per Annexure 1: 7.1 – 55,289,018 7.1A – 113,787,052																																
7	<p>+Issue dates</p> <p>Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.</p> <p>Cross reference: item 33 of Appendix 3B.</p>	31 May 2013																																
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th data-bbox="703 1133 999 1167">Number</th> <th data-bbox="999 1133 1295 1167">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="703 1178 999 1211">544,302,643</td> <td data-bbox="999 1178 1295 1211">Common Shares</td> </tr> <tr> <td data-bbox="703 1211 999 1245">587,639,059</td> <td data-bbox="999 1211 1295 1245">CDIs</td> </tr> <tr> <td data-bbox="703 1245 999 1279">5,928,819</td> <td data-bbox="999 1245 1295 1279">PDIs</td> </tr> </tbody> </table>	Number	+Class	544,302,643	Common Shares	587,639,059	CDIs	5,928,819	PDIs																								
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9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th data-bbox="703 1402 879 1435">Number</th> <th data-bbox="879 1402 1295 1435">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="703 1447 879 1480">9,180</td> <td data-bbox="879 1447 1295 1480">Debentures</td> </tr> <tr> <td data-bbox="703 1480 879 1514">56,710,780</td> <td data-bbox="879 1480 1295 1514">Warrants 11/08/13, C\$0.116</td> </tr> <tr> <td data-bbox="703 1514 879 1547">5,750,000</td> <td data-bbox="879 1514 1295 1547">Options 15/08/13, A\$0.50</td> </tr> <tr> <td data-bbox="703 1547 879 1581">1,300,000</td> <td data-bbox="879 1547 1295 1581">Options 18/12/13, A\$0.25</td> </tr> <tr> <td data-bbox="703 1581 879 1615">300,000</td> <td data-bbox="879 1581 1295 1615">Options 31/03/14, A\$0.25</td> </tr> <tr> <td data-bbox="703 1615 879 1648">225,000</td> <td data-bbox="879 1615 1295 1648">Options 30/11/14, A\$0.25</td> </tr> <tr> <td data-bbox="703 1648 879 1682">50,000</td> <td data-bbox="879 1648 1295 1682">Options 22/03/15, A\$0.25</td> </tr> <tr> <td data-bbox="703 1682 879 1715">650,000</td> <td data-bbox="879 1682 1295 1715">Options 31/03/15, A\$0.25</td> </tr> <tr> <td data-bbox="703 1715 879 1749">250,000</td> <td data-bbox="879 1715 1295 1749">Options 25/10/15, A\$0.22</td> </tr> <tr> <td data-bbox="703 1749 879 1783">275,000</td> <td data-bbox="879 1749 1295 1783">Options 23/02/16, A\$0.32</td> </tr> <tr> <td data-bbox="703 1783 879 1816">150,000</td> <td data-bbox="879 1783 1295 1816">Options 10/11/16, A\$0.19</td> </tr> <tr> <td data-bbox="703 1816 879 1850">225,000</td> <td data-bbox="879 1816 1295 1850">Options 24/02/17, A\$0.24</td> </tr> <tr> <td data-bbox="703 1850 879 1883">775,000</td> <td data-bbox="879 1850 1295 1883">Options 8/03/18, C\$0.13</td> </tr> <tr> <td data-bbox="703 1883 879 1917">9,600,000</td> <td data-bbox="879 1883 1295 1917">Performance Rights A</td> </tr> <tr> <td data-bbox="703 1917 879 1951">36,000,000</td> <td data-bbox="879 1917 1295 1951">Performance Rights B</td> </tr> </tbody> </table>	Number	+Class	9,180	Debentures	56,710,780	Warrants 11/08/13, C\$0.116	5,750,000	Options 15/08/13, A\$0.50	1,300,000	Options 18/12/13, A\$0.25	300,000	Options 31/03/14, A\$0.25	225,000	Options 30/11/14, A\$0.25	50,000	Options 22/03/15, A\$0.25	650,000	Options 31/03/15, A\$0.25	250,000	Options 25/10/15, A\$0.22	275,000	Options 23/02/16, A\$0.32	150,000	Options 10/11/16, A\$0.19	225,000	Options 24/02/17, A\$0.24	775,000	Options 8/03/18, C\$0.13	9,600,000	Performance Rights A	36,000,000	Performance Rights B
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+ See chapter 19 for defined terms.

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A
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## Part 2 - Pro rata issue

11	Is security holder approval required?	N/A
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12	Is the issue renounceable or non-renounceable?	N/A
----	--	-----

13	Ratio in which the +securities will be offered	N/A
----	--	-----

14	+Class of +securities to which the offer relates	N/A
----	--	-----

15	+Record date to determine entitlements	N/A
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16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
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17	Policy for deciding entitlements in relation to fractions	N/A
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18	Names of countries in which the entity has security holders who will not be sent new offer documents  <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	N/A
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19	Closing date for receipt of acceptances or renunciations	N/A
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20	Names of any underwriters	N/A
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21	Amount of any underwriting fee or commission	N/A
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22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	N/A
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	+Issue date	N/A

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+ See chapter 19 for defined terms.

## Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of +securities  
(tick one)

(a)  +Securities described in Part 1

(b)  All other +securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

### Entities that have ticked box 34(a)

#### Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35  If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36  If the +securities are +equity securities, a distribution schedule of the additional +securities 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

37  A copy of any trust deed for the additional +securities

### Entities that have ticked box 34(b)

38 Number of +securities for which +quotation is sought

39 +Class of +securities for which quotation is sought



40 Do the <sup>+</sup>securities rank equally in all respects from the <sup>+</sup>issue date with an existing <sup>+</sup>class of quoted <sup>+</sup>securities?

If the additional <sup>+</sup>securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

N/A

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another <sup>+</sup>security, clearly identify that other <sup>+</sup>security)

N/A

	Number	<sup>+</sup> Class
42 Number and <sup>+</sup> class of all <sup>+</sup> securities quoted on ASX (including the <sup>+</sup> securities in clause 38)	N/A	

+ See chapter 19 for defined terms.

## Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

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 those +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 737, 738 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.

Sign here:



(Company Secretary)

Date: 11 June 2013

Print name: Dean Richardson

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+ See chapter 19 for defined terms.

# Appendix 3B – Annexure 1

## Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

### Part 1

<b>Rule 7.1 – Issues exceeding 15% of capital</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>Insert</b> number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	1,003,745,113
<b>Add</b> the following: <ul style="list-style-type: none"> <li>• Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2</li> <li>• Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval</li> <li>• Number of partly paid +ordinary securities that became fully paid in that 12 month period</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>Include only ordinary securities here – other classes of equity securities cannot be added</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	792,075  133,333,333   Nil
<b>Subtract</b> the number of fully paid +ordinary securities cancelled during that 12 month period	Nil
<b>“A”</b>	1,137,870,521

+ See chapter 19 for defined terms.

<b>Step 2: Calculate 15% of “A”</b>	
<b>“B”</b>	0.15 <i>[Note: this value cannot be changed]</i>
<b>Multiply “A” by 0.15</b>	
<b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>	
<b>Insert</b> number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:  <ul style="list-style-type: none"> <li>• Under an exception in rule 7.2</li> <li>• Under rule 7.1A</li> <li>• With security holder approval under rule 7.1 or rule 7.4</li> </ul> <i>Note:</i> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	115,391,560
<b>“C”</b>	115,391,560
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>	
<b>“A” x 0.15</b>  <i>Note: number must be same as shown in Step 2</i>	170,680,578
<b>Subtract “C”</b>  <i>Note: number must be same as shown in Step 3</i>	115,391,560
<b>Total [“A” x 0.15] – “C”</b>	55,289,018  <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

## Part 2

<b>Rule 7.1A – Additional placement capacity for eligible entities</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>“A”</b>  <i>Note: number must be same as shown in Step 1 of Part 1</i>	1,137,870,521
<b>Step 2: Calculate 10% of “A”</b>	
<b>“D”</b>	0.10  <i>Note: this value cannot be changed</i>
<b>Multiply “A” by 0.10</b>	113,787,052
<b>Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used</b>	
<i>Insert</i> number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A  <i>Notes:</i> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities – not just ordinary securities</i></li> <li>• <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	Nil
<b>“E”</b>	Nil

+ See chapter 19 for defined terms.

<b>Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A</b>	
“A” x 0.10  <i>Note: number must be same as shown in Step 2</i>	113,787,052
<b>Subtract “E”</b>  <i>Note: number must be same as shown in Step 3</i>	Nil
<b>Total</b> [“A” x 0.10] – “E”	113,787,052  <i>Note: this is the remaining placement capacity under rule 7.1A</i>

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+ See chapter 19 for defined terms.