



MARENGO
MINING LIMITED

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)

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**For Immediate Distribution
18 October 2013**

**TSX: MRN
ASX & POMSx: MMC**

ASX ADDITIONAL DISCLOSURES

Marengo Mining Limited (TSX: MRN; ASX and POMSx: MMC) encloses the additional disclosures required by the ASX under Listing Rule 4.10.

If there are any queries in relation to this issue, please contact Dean Richardson on deanr@marengominig.com or ph: +1 647 3282449.

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ASX Additional Information

Additional information required by Australian Stock Exchange Ltd and not shown elsewhere in this report is as follows. The information is current as at September 24, 2013.

(a) Distribution of equity securities

Analysis of numbers of equity security holders by size of holding:

		Common shares	
		Number of holders	Number of shares
1	- 1,000	226	107,983
1,001	- 5,000	1,378	3,535,591
5,001	- 10,000	725	5,860,025
10,001	- 100,000	1,944	74,598,225
100,001	and over	709	1,053,768,697
		4,982	1,137,870,521
The number of shareholders holding less than a marketable parcel of shares are:		3,030	20,697,855

(b) Twenty largest shareholders

The names of the twenty largest holders of quoted common shares are:

		Listed common shares	
		Number of shares	Percentage of shares
1	The Sentient Group	249,953,080	21.97%
2	National Nominees Limited	157,636,480	13.85%
3	Citicorp Nominees Pty Limited	48,301,715	4.24%
4	Paradigm Capital Partners Ltd	41,163,288	3.62%
5	Woonalee Pty Ltd <Pessios Family S/F A/C>	11,000,000	0.97%
6	J P Morgan Nominees Australia Limited	10,099,768	0.89%
7	Mr Simon Korua	10,000,000	0.88%
8	Bell Potter Nominees Ltd <Bb Nominees A/C>	9,777,778	0.86%
9	Capital Nominees Limited	9,769,548	0.86%
10	Leet Investments Pty Ltd	9,500,000	0.83%
11	HSBC Custody Nominees <Australia>	9,296,011	0.82%
12	Leet Investments Pty Ltd <Superannuation Fund A/C>	8,500,000	0.75%
13	Pacific Nominees Limited	7,500,000	0.66%
14	Papua New Guinea Register Control	6,860,128	0.60%
15	Bond Street Custodians Limited <Davkre - V05765 A/C>	6,750,000	0.59%
16	Sempra Metals & Concentrates LLC	6,500,000	0.57%
17	Mr Les Emery	5,935,000	0.52%
18	The Stephens Group Pty Ltd	4,500,000	0.40%
19	Mr Royce William Moore	3,700,000	0.33%
20	Jongila Nominees Pty Ltd <Pension Fund No2 A/C>	3,450,000	0.30%
		620,192,796	54.50%

(c) Substantial shareholders

The names of substantial shareholders who have notified the Company in accordance with section 671B of the *Corporations Act 2001* are:

	Number of shares	Percentage of Shares
Sentient Global Resources Funds	249,953,080	21.97%
Quantum Partners LDC	187,514,934	16.48%
OMERS (Ontario Municipal Employees Retirement System)	74,406,000	6.54%
JP Morgan Chase & Co. and its affiliates	64,786,000	5.69%

ASX Additional Information

(d) Voting rights

All common shares carry one vote per share without restriction.

(e) Schedule of interests in mining tenements

Location	Tenement	Percentage held / earning
Yandera (Papua New Guinea)	EL 1335	100
Yandera (Papua New Guinea)	EL 1416	100
Yandera (Papua New Guinea)	EL 1633	100
Yandera (Papua New Guinea)	EL 1851	100
Yandera (Papua New Guinea)	EL 1854	100
Yandera (Papua New Guinea)	EL 2114	100
Yandera (Papua New Guinea)	EL 2115	100
Yandera (Papua New Guinea)	ELA 2261	100
Yandera (Papua New Guinea)	ELA 2262	100
Bowgan (Australia)	EL 24115	33 diluting to 10
Bowgan (Australia)	EL 24195	33 diluting to 10
Bowgan (Australia)	EL 24196	33 diluting to 10

ASX Additional Information

Corporate Governance Statement

The Board of Directors

The Company's articles of incorporation provides that the number of directors shall not be less than one and not more than ten. There is no requirement for any shareholding qualification.

As and if the Company's activities increase in size, nature and scope, the size of the Board will be reviewed periodically, and as circumstances demand. The optimum number of directors required to adequately supervise the Company's constitution will be determined within the limitations imposed by the articles of incorporation.

The membership of the Board, its activities and composition, are subject to periodic review. The criteria for determining the identification and appointment of a suitable candidate for the Board shall include quality of the individual, background of experience and achievement, compatibility with other Board members, credibility within the Company's scope of activities, intellectual ability to contribute to the Board's duties and physical ability to undertake the Board's duties and responsibilities.

Directors are initially appointed by the full Board subject to election by shareholders at the next general meeting. Pursuant to the Company's by-laws, each director holds office from the date on which the directors was elected or appointed until the next annual meeting of shareholders (unless his or her office is vacated earlier in accordance with the Company's by-laws), the Board does not subscribe to the principle of retirement age and there is no maximum period of service as a director. A managing director may be appointed for any period and on any terms the directors think fit and, subject to the terms of any agreement entered into, may revoke any appointment.

The Board has constituted separate committees for: Audit and Risk; Human Resources and Compensation; Health, Safety and Environment; and Corporate Governance and Nominations. The Committees each operate according to their own charter and provide recommendations for the consideration of the full Board as required. Directors are appointed to the committees, from time to time, as the Board considers necessary.

Role of the Board

The Board's primary role is the protection and enhancement of long-term shareholder value.

To fulfil this role, the Board is responsible for oversight of management and the overall corporate governance of the Company including its strategic direction, establishing goals for management and monitoring the achievement of these goals.

Appointments to Other Boards

Directors are required to take into consideration any potential conflicts of interest when accepting appointments to other boards.

Independent Professional Advice

The Board has determined that individual directors have the right in connection with their duties and responsibilities as directors, to seek independent professional advice at the Company's expense. With the exception of expenses for legal advice in relation to directors' rights and duties, the engagement of an outside adviser is subject to prior approval of the Chairman and this approval will not be withheld unreasonably.

ASX Principles of Good Corporate Governance

The Board has reviewed its current practices in light of the ASX Corporate Governance Principles and Recommendations with a view to making amendments where applicable after considering the Company's size and the resources it has available.

As the Company's activities develop in size, nature and scope, the size of the Board and the implementation of any additional formal corporate governance committees will be given further consideration.

The Board has adopted the Recommendations, and the following table sets out the Company's position during the 2013 financial year in relation to each of the revised Principles.

ASX Additional Information

Corporate Governance Statement (continued)

	ASX Principle	Status	Reference/comment
Principle 1:	Lay solid foundations for management and oversight		
1.1	Companies should establish the functions reserved to the Board and those delegated to senior executives and disclose those functions	A	Matters reserved for the Board are included in its Corporate Governance Statement on the Company's website.
1.2	Companies should disclose the process for evaluating the performance of senior executives	A	Performance evaluation of senior executives is the responsibility of the Human Resources and Compensation Committee. Details of the Human Resources and Compensation Committee are contained in the Corporate Governance Statement on the Company's website.
1.3	Companies should provide the information indicated in the Guide to reporting on Principle 1	A	
Principle 2:	Structure the Board to add value		
2.1	A majority of the Board should be independent directors	A	The Board comprises seven directors, six of whom are non executive and five of whom are independent.
2.2	The chair should be an independent director	A	The Chair is classified as independent for Canadian regulatory and ASX purposes.
2.3	The roles of chair and chief executive officer should not be exercised by the same individual	A	
2.4	The Board should establish a nomination committee	A	The Company has formulated a Corporate Governance and Nominating Committee Charter, whose Charter can be viewed on the Company's website.
2.5	Companies should disclose the process for evaluating the performance of the Board, its committees and individual directors	A	Performance evaluation of the Board is the responsibility of the Corporate Governance and Nominating Committee.
2.6	Companies should provide the information indicated in the Guide to reporting on Principle 2	A	The skills and experience of directors are set out on the Company's website.
Principle 3:	Promote ethical and responsible decision-making		
3.1	Companies should establish a code of conduct and disclose the code or a summary of the code as to: <ul style="list-style-type: none"> • the practices necessary to maintain confidence in the Company's integrity 	A	The Company has formulated a Code of Conduct, which can be viewed on the Company's website.

A = Adopted
 N = Not Adopted

ASX Additional Information

Corporate Governance Statement (continued)

	ASX Principle	Status	Reference/comment
	<ul style="list-style-type: none"> the practices necessary to take into account their legal obligations and the reasonable expectations of their stakeholders the responsibility and accountability of individuals for reporting and investigating reports of unethical practices 		
3.2	Companies should establish a policy concerning diversity and disclose the policy or a summary of that policy. The policy should include measurable objectives for achieving gender diversity	A	The Company has adopted a Diversity Policy which can be viewed on its website. The Company recognises that a diverse and talented workforce is a competitive advantage and encourages a culture that embraces diversity. Given the Company's size and stage of development, the Board does not think that it is yet appropriate to state measurable objectives for achieving gender diversity. As the Company grows and requires more employees, the Company will review this policy and amend as appropriate.
3.3	Companies should disclose in each annual report the measurable objectives for achieving gender diversity set by the board in accordance with the diversity policy and progress towards achieving them	N	The Company has adopted a Diversity Policy which can be viewed on its website. However, the policy does not include requirements for the Board to establish measurable objectives for achieving gender diversity. Given the Company's size and stage of development the Board does not think it is yet appropriate to include measurable objectives in relation to gender.
3.4	Companies should disclose in each annual report the proportion of women employees in the whole organisation, women in senior executive positions and women on the Board	A	There is one woman, out of seven, on the Board. There is one woman, out of eight, in senior executive positions. From a total of approximately 250 permanent employees (excluding directors), the percentage of female employees is 16%.
3.5	Companies should provide the information indicated in the Guide to reporting on Principle 3	A	
Principle 4:	Safeguard integrity in financial reporting		
4.1	The Board should establish an audit committee	A	
4.2	The audit committee should be structured so that it:	A	
	<ul style="list-style-type: none"> consists only of non-executive directors consists of a majority of independent directors is chaired by an independent chair, who is not chair of the Board has at least three members 	A	

A = Adopted
 N=Not Adopted

ASX Additional Information

Corporate Governance Statement (continued)

	ASX Principle	Status	Reference/comment
4.3	The audit committee should have a formal charter	A	The Company has formulated an Audit and Risk Committee Charter, which can be viewed on the Company's website.
4.4	Companies should provide the information indicated in the Guide to reporting on Principle 4	A	
Principle 5: Make timely and balanced disclosure			
5.1	Companies should establish written policies designed to ensure compliance with ASX Listing Rule disclosure requirements and to ensure accountability at a senior executive level for that compliance and disclose those policies or a summary of those policies	A	The Company has formulated a continuous disclosure policy, which can be viewed on the Company's website.
5.2	Companies should provide the information indicated in the Guide to reporting on Principle 5	A	The Board receives monthly updates on the status of the Company's activities and any new or proposed activities. Disclosure is reviewed as a routine agenda item at each Board meeting.
Principle 6: Respect the rights of shareholders			
6.1	Companies should design a communications policy for promoting effective communication with shareholders and encouraging their participation at general meetings and disclose their policy or a summary of that policy	A	In line with adherence to continuous disclosure requirements of TSX and ASX, all shareholders are kept informed of major developments affecting the Company. This disclosure is through regular shareholder communications including Annual Reports, Half Yearly Reports, Quarterly Reports, the Company website and the distribution of specific releases covering major transactions and events or other price sensitive information.
6.2	Companies should provide the information indicated in the Guide to reporting on Principle 6	A	The Company has formulated a Shareholder Communication Policy as part of the Corporate Governance Statement which can be viewed on the Company's website.
Principle 7: Recognise and manage risk			
7.1	Companies should establish policies for the oversight and management of material business risks and disclose a summary of those policies	A	<p>The Company has expended the mandate of the Audit and Risk Committee to now include risk matters. The Committee reviews significant business risks and ensures that arrangements are in place for adequately managing these risks. A risk management culture is encouraged amongst employees and contractors.</p> <p>Determined areas of risk which are regularly considered include:</p> <ul style="list-style-type: none"> • performance and funding of exploration activities • budget control and asset protection • status of mineral tenements • land access and native title considerations • compliance with Government laws and regulations • safety and the environment • continuous disclosure obligations • sovereign risk • share market conditions.

A=Adopted

N=Not Adopted

ASX Additional Information

Corporate Governance Statement (continued)

	ASX Principle	Status	Reference/comment
7.2	The Board should require management to design and implement the risk management and internal control system to manage the Company's material business risks and report to it on whether those risks are being managed effectively. The Board should disclose that management has reported to it as to the effectiveness of the Company's management of its material business risks	N	While the Company does not have formalised policies on risk management it recognises its responsibility for identifying areas of significant business risk and for ensuring that arrangements are in place for adequately managing these risks. This issue is regularly reviewed at Board meetings and risk management culture is encouraged amongst employees and contractors.
7.3	The Board should disclose whether it has received assurance from the chief executive officer (or equivalent) and the chief financial officer (or equivalent) that the declaration provided in accordance with section 295A of the Corporations Act 2001 (Australia) is founded on a sound system of risk management and internal control and that the system is operating effectively in all material respects in relation to financial reporting risks	A	
7.4	Companies should provide the information indicated in the Guide to reporting on Principle 7	N	
Principle 8: Remunerate fairly and responsibly			
8.1	The Board should establish a remuneration committee	A	The Company has established a Human Resources and Compensation Committee that performs the functions of a remuneration committee, which has a formal charter that can be viewed on the Company's website.
8.2	The remuneration committee should be structured so that it: <ul style="list-style-type: none"> • consists of a majority of independent directors; • is chaired by an independent director; and • has at least 3 members 	A	The Company has established a Human Resources and Compensation Committee that performs the function of a remuneration committee.
8.3	Companies should clearly distinguish the structure of non-executive directors' remuneration from that of executive directors and senior executives	A	Refer to the Remuneration Report in the Company's Annual Report.
8.4	Companies should provide the information indicated in the Guide to reporting on Principle 8	A	Refer to the Remuneration Report in the Company's Annual Report.

A = Adopted

N = Not adopted