



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  
January 3, 2013**

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

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## **MARENGO LODGES SCHEME COURT ORDER WITH ASIC**

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As contemplated by its announcement on December 21, 2012, Marengo Mining Limited (ASX Code: "MGO", TSX Code: "MRN", POMSoX Code: "MGO") (**Marengo**) has lodged today with the Australian Securities and Investments Commission (**ASIC**) an office copy of the orders made by the Federal Court of Australia on December 18, 2012 approving the scheme of arrangement between Marengo and its shareholders (**Scheme**).

Accordingly the Court's order that the Scheme is approved, and therefore binding on Marengo and its shareholders, takes effect from today. Under the terms of the Scheme, subject to the payment of the scheme consideration, all of the issued shares in Marengo will be transferred to Marengo Mining Canada Limited on the Implementation Date, which is scheduled for Friday, January 11, 2013.

A copy of the Court orders that have been lodged with ASIC are attached to this announcement.

Marengo Mining Limited will be applying for its shares to be suspended from trading on the ASX and POMSoX at the close of trading today and to be delisted from the TSX on Monday, January 7, 2013. The expected date of listing of Marengo Mining Canada Limited on the TSX, ASX and POMSoX is Tuesday January 8, 2013.

For further information, please contact either Mark Churchward or John Ribbons on +61 8 9429 0000.

Yours faithfully

**Mark Churchward**  
Joint Company Secretary

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

**MARENGO MINING LTD ACN 099 496 474**

**ORDER**

**JUDGE:** Justice Barker  
**DATE OF ORDER:** 18 December 2012  
**WHERE MADE:** Perth



**THE COURT ORDERS THAT:**

1. Order 8 of the orders of this Court of 29 October 2012 is varied pursuant to Rules 1.32 and 39.05(c) of the *Federal Court Rules 2011* (Cth) by inserting in order 8 the following words (in bold):

*"No later than 6pm (WST) on Tuesday, 6<sup>th</sup> November 2012, the Plaintiff (subject to the registration of the Scheme Booklet by ASIC pursuant to section 412(6) of the Act) dispatch documents comprising the:*

*(a) Scheme Booklet; and*

*(b) Notice of Court ordered Scheme Meeting and Proxy Form,*

*which are Annexures MAC-9 and MAC-11 to the Churchward Affidavit to all the Shareholders of the Plaintiff by ordinary pre paid post (or, in the case of overseas members, by airmail) at their addresses appearing on the Plaintiff's register of members or by the nominated notification means in accordance with section 249J of the Act on the closest practicable business day before the dispatch of documents."*

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2. The scheme of arrangement between the plaintiff and the holders of fully-paid ordinary shares in the plaintiff being annexure 2 to the scheme booklet (comprising the explanatory statement) ("Scheme") which was dispatched in accordance with the orders of this Court of 29 October 2012 and which Scheme was agreed to by a resolution of the members of the plaintiff passed in accordance with section 411(4)(a)(ii) of the *Corporations Act 2001* (Cth) (the "Act") at a meeting on 6 December 2012, be approved pursuant to section 411(4)(b) of the Act with the alteration pursuant to section 411(6) of the Act, that clause 7.2 of the Scheme be replaced with the following new clause 7.2:  
"Marengo must, unless the Court otherwise previously orders, lodge with ASIC an office copy of the Scheme Order by 5pm on 4 January 2013."
3. Pursuant to section 411(12) of the Act, the plaintiff is exempt from compliance with the requirements of section 411(11) of the Act.
4. An office copy of these orders be lodged with the Australian Securities and Investments Commission in accordance with order 2.
5. There be liberty to apply.

Date that entry is stamped: 8 DEC 2012



Deputy District Registrar

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