

*This document is important and requires your immediate attention. It should be read in its entirety. If you do not understand its contents or are in doubt as to the course you should follow, you should consult your stockbroker or professional adviser.*

## **MARENGO MINING LIMITED**

ACN 099 496 474

# **PROSPECTUS**

For the Issue of 1 New Share to be issued at \$0.25 to raise 25 cents

**The Entitlement Issue closes at 5.00 pm on 24 November 2006**

## TABLE OF CONTENTS

<b>CORPORATE DIRECTORY</b>	<b>1</b>	
<b>Section 1</b>	<b>DETAILS OF THE ISSUE</b>	<b>2</b>
	<b>PURPOSE OF THE ISSUE</b>	<b>2</b>
	<b>EFFECT OF THE ISSUE ON THE COMPANY</b>	<b>5</b>
	<b>INFORMATION ON THE COMPANY</b>	<b>1</b>
<b>Section 2</b>	<b>RISK FACTORS</b>	<b>7</b>
<b>Section 3</b>	<b>ADDITIONAL INFORMATION</b>	<b>8</b>
<b>Section 4</b>	<b>SIGNING BY THE DIRECTORS</b>	<b>14</b>
<b>Section 5</b>	<b>KEY DEFINITIONS</b>	<b>15</b>
<b>APPLICATION FORM</b>		

This Prospectus is dated 23 November 2006. A copy of this Prospectus was lodged with the Australian Securities & Investments Commission ('ASIC') on 23 November 2006. Neither the Australian Securities & Investments Commission nor Australian Stock Exchange Limited ('ASX') take any responsibility in respect to the contents of this Prospectus.

No securities will be allotted or issued on the basis of this Prospectus later than 13 months after the date of issue of this Prospectus.

Application will be made for the New Share issued pursuant to this Prospectus to be listed on ASX. ASX takes no responsibility for the contents of this Prospectus.

### Key Definitions

Throughout this Prospectus, for ease of reading, various words and phrases have been defined rather than being repeated in full on each occasion. Definitions used in this Prospectus are set out in Section 8 of this Prospectus.

## SUMMARY OF IMPORTANT DATES

Announcement of Offer	23 November 2006
Prospectus Lodged at ASIC and ASX	23 November 2006
Closing date for acceptance and receipt of applications under the Offer	24 November 2006
Last day for dispatch of holding statements	24 November 2006

**CORPORATE DIRECTORY**

**DIRECTORS**

John Patrick Horan (Chairman)  
Leslie Sidney George Emery (Managing Director)  
Dennis William Wilkins (Finance Director)  
Douglas Dunnet (Non-Executive Director)

**SECRETARY**

Dennis William Wilkins

**REGISTERED AND  
PRINCIPAL OFFICE**

Level 2  
9 Havelock Street  
WEST PERTH WA 6005  
Telephone: (08) 9429 0000  
Facsimile: (08) 9429 0099  
[www.marengomining.com](http://www.marengomining.com)

**SOLICITORS**

Blakiston & Crabb  
1202 Hay Street  
WEST PERTH WA 6005

**AUDITORS**

STANTONS INTERNATIONAL  
Level 1  
1 Havelock Street  
WEST PERTH WA 6005

**SHARE REGISTRY**

SECURITY TRANSFER REGISTRARS PTY LTD  
770 Canning Highway  
APPLECROSS WA 6000  
  
Telephone:(08) 9315 2333  
Facsimile: (08) 9315 2233

## Section 1 DETAILS OF THE ISSUE

### 1.1 Purpose of the Offer

The Company has recently issued to both existing and new Australian, and international institutional and professional investors a total of 50,000,000 Shares at an issue price of \$0.25 each to raise \$12,500,000 ("**Capital Raising**"). This Prospectus has been issued to facilitate secondary trading of Shares and options issued under the Capital Raising ("**Capital Raising Shares**"), as these Shares were issued without disclosure to investors under Part 6D.2 of the Corporations Act. A prospectus is required under the Corporations Act to enable persons who were issued Capital Raising Shares to on-sell those Shares within 12 months of their issue.

The Capital Raising will allow the Company to enter the next phase of activity at Marengo's 100%-owned Yandera Copper-Molybdenum Project in Papua New Guinea, including the recently commenced pre-feasibility study and ongoing programs of diamond drilling and to provide additional working capital funding to support this activity.

The Company did not issue the Capital Raising Shares with the purpose of the persons to whom they were issued selling or transferring their securities, or granting, issuing or transferring interests in, those securities. However, the board of the Company consider that such persons that have been issued the Capital Raising Shares should be entitled, should they wish, to on-sell their Shares prior to the expiry of 12 months after their issue.

This Prospectus has also been issued to provide information on the Offer being made under this Prospectus which Offer is required by the Corporations Act.

### 1.2 Details of the Offer

By this Prospectus, the Company is offering the public to apply for 1 Share at an issue price of 25 cents to raise \$0.25.

### 1.3 Opening and Closing Dates

The Offer will open for receipt of acceptances at 9.00am WST on 24 November 2006 and will close at 5.00pm WST on 24 November 2006 or such other date as the Directors, in their absolute discretion, may determine.

### 1.4 Minimum Subscription

The minimum level of subscription for the Offer is 1 Share to raise \$0.25.

### 1.5 Brokerage and Commission

No brokerage or commission is payable.

### 1.6 Applications

An application for the Share can only be made on the Application Form which accompanies a paper copy of this Prospectus.

Cheques should be in Australian currency and made payable to "**Marengo Mining Limited - Share Account**" and crossed "**Not Negotiable**".

Completed Application Forms must be accompanied by the application monies and lodged in person or by post with the Company's Share Registry:

By Hand: Security Transfer Registrars Pty Ltd  
770 Canning Highway  
APPLECROSS WA 6000

By Post: Security Transfer Registrars Pty Ltd  
PO Box 535  
APPLECROSS WA 6953

Application Forms must be completed in accordance with the instructions set out on the back of the Application Form.

Applications must be received by 5.00 pm WST on 24 November 2006 (subject to the right of the Directors to close the Offer earlier or to extend this date without notice).

Should you wish to apply for the Share, the instructions on the back of the Application Form will assist you to ensure that the Application Form is completed correctly.

#### **1.7 Oversubscription and Allotment of the Share**

If the Company receives more than one Application for the Share being offered under this Prospectus, the Directors will decide, in their absolute discretion, which Application to accept and which Applicant the Share shall be allotted and issued to.

The Share is expected to be allotted and issued by no later than 24 November 2006. Until allotment and issue of the Share under this Prospectus, the application monies will be held in trust in a separate bank account opened and maintained for that purpose only. Any interest earned on the application money will be for the benefit of the Company and will be retained by it irrespective of whether allotment and issue of the Share takes place.

#### **1.8 ASX Listing**

The Company will make application to ASX within 7 days following the date of this Prospectus for official quotation of the Share offered pursuant to this Prospectus.

If approval is not granted by ASX within 3 months after the date of this Prospectus, the Company will not allot the Share and will repay all application monies (where applicable) as soon as practicable, without interest.

A decision by ASX to grant official quotation of the Share is not to be taken in any way as an indication of ASX's view as to the merits of the Company, or the Share now offered for subscription.

**1.9 Overseas Investors**

Investors resident outside Australia should consult their professional advisers as to whether any governmental or other consents are required, or other formalities need to be observed to enable them to accept the offer.

This Prospectus does not constitute an offer in any place in which, or to any person to whom it would not be lawful to make such an offer.

**1.10 Use of Funds**

The application of funds raised from the Offer is summarised below depending on the amount raised from this issue:

Description	Use of Funds
Working Capital	\$0.25
TOTAL	\$0.25

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**EFFECT OF THE ISSUE ON THE COMPANY**
**1.11 Principal Effects**

The principal effect on the Company of the Offer is dependent on the success of the issue. However, assuming the Offer is fully subscribed the principal effects are as follows:

- (a) The Company will issue 1 Share.
- (b) Following the issue of the Share, the cash reserves of the Company will increase by up to \$0.25 less expenses of the Offer which are estimated to be less than \$100.

If the Share proposed to be issued is issued, the number of Shares on issue will increase from 87,682,218 to 87,682,219.

**1.12 Capital Structure**

The Entitlement Issue will have the following effect on the Company's capital structure:

<b>Issued Capital</b>	<b>Number</b>	<b>\$</b>
Existing Shares	87,682,218	20,940,474.00
New Shares to be issued pursuant to this Prospectus	1	0.25
<b>Sub Total</b>	<b>87,682,219</b>	<b>20,940,474.25</b>
<b>Shares to be Issued</b>		
Share Issue (Tranche 2)	40,000,000	10,000,000.00
<b>Sub Total</b>	<b>127,682,219</b>	<b>30,940,474.25</b>

**1.13 Proforma Consolidated Balance Sheet**

An audited balance sheet of the Company as at 30 June 2006 has been released to ASX and ASIC. Following is a proforma consolidated balance sheet of the Company as at 15 November 2006, incorporating unaudited management accounts to 15 November 2006. The pro forma consolidated balance sheet is based on the Company's unaudited balance sheet for the year ended 15 November 2006 adjusted to show the effects of the Entitlement Issue as if it had been successfully completed on that date.

- (a) The balance sheet below does not include the effects of the Offer.

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**PROFORMA CONSOLIDATED BALANCE SHEET**
**Marengo Mining Limited**

	Unaudited Management Accounts to 15 November 2006	Proforma 15 November 2006 Post Entitlement Issue	Proforma 15 November 2006 Post Entitlement Issue and \$12.5m Capital Raising
<b>CURRENT ASSETS</b>	\$	\$	\$
Cash	3,464,598	3,464,598	15,964,598
Receivables	202,730	202,730	202,730
Prepayments	-	-	-
<b>TOTAL CURRENT ASSETS</b>	<b>3,667,328</b>	<b>3,667,328</b>	<b>16,167,328</b>
<b>NON-CURRENT ASSETS</b>			
Receivables	-	-	-
Plant and equipment	242,952	242,952	242,952
Investments	-	-	-
Exploration and development expenditure	-	-	-
<b>TOTAL NON-CURRENT ASSETS</b>	<b>242,953</b>	<b>242,953</b>	<b>242,953</b>
<b>TOTAL ASSETS</b>	<b>3,910,280</b>	<b>3,910,280</b>	<b>16,410,280</b>
<b>CURRENT LIABILITIES</b>			
Accounts payable	2,326,438	2,326,438	2,326,438
Borrowings	-	-	-
Provisions	70,784	70,784	70,784
<b>TOTAL CURRENT LIABILITIES</b>	<b>2,397,223</b>	<b>2,397,223</b>	<b>2,397,223</b>
<b>NON-CURRENT LIABILITIES</b>			
Borrowings	-	-	-
Provisions	-	-	-
<b>TOTAL NON-CURRENT LIABILITIES</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>TOTAL LIABILITIES</b>	<b>2,397,223</b>	<b>2,397,223</b>	<b>2,397,223</b>
<b>NET ASSETS</b>	<b>1,513,057</b>	<b>1,513,057</b>	<b>14,013,057</b>
<b>SHAREHOLDERS' EQUITY</b>			
Share capital	18,440,474	18,440,474	30,940,474
Reserves	2,354,138	2,354,138	2,354,138
Accumulated profits (losses)	(19,281,555)	(19,281,555)	(19,281,555)
<b>TOTAL SHAREHOLDERS' EQUITY</b>	<b>1,513,057</b>	<b>1,513,057</b>	<b>14,013,057</b>

## **Section 2 RISK FACTORS**

The New Shares offered under this Prospectus are considered speculative. The Directors strongly recommend investors examine the contents of this Prospectus and consult their professional advisers before deciding whether to apply for New Shares pursuant to this Prospectus. In addition, investors should be aware there are risks associated with investment in the Company. There are certain general risks and certain specific risks which relate directly to the Company's business and are largely beyond the control of the Company and its directors because of the nature of the business of the Company.

The following summary, which is not exhaustive, represents some of the major risk factors which potential investors need to be aware of:

- **Share Market Conditions**

As Marengo is a company listed on ASX, its Share price (and subsequently, option price) is subject to the numerous influences which may affect both the trend in the share market and the share prices of individual companies.

- **Economic Conditions**

Economic conditions, both domestic and global, may affect the performance of the Company. Factors such as currency fluctuation, inflation, interest rates, supply and demand and industrial disruption have an impact on operating costs, commodity prices, including gold prices, and share market prices. The Company's future possible revenue and share price can be affected by these factors all of which are beyond the control of the Company and the Directors. In addition, the Company's ability to raise additional capital, should it be required, may be affected.

- **Operational Risk**

By its nature, the business of exploration, mineral development and production which the Directors intend the Company to undertake contains risks. Prosperity depends on the successful exploration and/or acquisition of reserves, design and construction of efficient processing facilities, competent operation and management and efficient financial management. For its part, exploration is a speculative endeavour, while mining operations can be hampered by force majeure circumstances and cost overruns for unforeseen events.

- **Environmental Risks**

Exploration programmes impact on the environment. These impacts are minimised by the Company's application of best practice principles.

- **Government Policy**

Industry profitability can be affected by changes in government policy relating to mineral exploration and production which are beyond the control of the Company.

- **Commodity Prices**

The prices that the Company may obtain for mineral commodities may fluctuate due to market conditions and to the exchange rate.

### **Section 3      ADDITIONAL INFORMATION**

#### **3.1      Legal Framework of this Prospectus**

Marengo is a "disclosing entity" under the Corporations Law and as such is subject to regular reporting and disclosure obligations. Specifically, as a listed company, Marengo is subject to the Listing Rules of ASX which require continuous disclosure of any information the Company has to the market which a reasonable person would expect to have a material effect on the price or value of its Shares.

As a "disclosing entity" Marengo has issued this Prospectus in accordance with the provisions of the Corporations Law applicable to prospectuses for quoted enhanced disclosure securities.

Having taken such precautions and having made such enquiries as are reasonable, Marengo believes that it has complied with the provisions of ASX Listing Rules as in force from time to time which apply to disclosing entities, and which require Marengo to notify the ASIC of information available to the stock market conducted by ASX, throughout the 12 months before the issue of this Prospectus.

ASX maintains files containing publicly disclosed information about all listed companies. The Company's file is available for inspection at ASX during normal working hours. In addition, copies of documents lodged by, or in relation to, the Company with the ASIC may be obtained from, or inspected at, any Regional office of the ASIC.

#### **3.2      Information Available to Shareholders**

The Company will provide a copy of each of the following documents, free of charge, to any investor who so requests during the application period under this Prospectus:

- (a) the 2006 Annual Report of Marengo which contains the financial statements and consolidated financial statements for the 2006 financial year;
- (b) the following documents notifying ASX of information relating to Marengo during the period after lodgement of the financial statements contained in the 2006 Annual Report and before the issue of this Prospectus:

DATE	SUBJECT
20/11/2006	Presentation - Mines & Money Show 20-22 Nov 2006
13/11/2006	Appendix 3B: A\$12.5M Placement Tranche 1
13/11/2006	Investor presentation - Nov 2006
10/11/2006	Commences Trading on Port Moresby PNG Stock Exchange
9/11/2006	Outcome of Annual General Meeting
9/11/2006	2006 AGM Presentation
9/11/2006	Chairman's Address to Shareholders
1/11/2006	Notice of Meeting Mailout to Shareholders
31/10/2006	First Quarter Cashflow Report
30/10/2006	First Quarter Activities Report
24/10/2006	Landmark A\$12.5M Capital Raising
20/10/2006	Trading Halt
10/10/2006	Change of Director's Interest Notice
10/10/2006	Investor Presentation
3/10/2006	Marengo commences Yandera Pre-Feasibility
3/10/2006	Yandera Preliminary Mineral Resource Estimate
28/09/2006	Trading Halt
28/09/2006	Presentation September 2006 Resources Rising Stars Seminar
27/09/2006	Notice of Annual General Meeting
21/09/2006	Asia Pacific Downunder Conference

### 3.3 Rights Attaching to Shares and New Shares

Full details of the rights attaching to the Company's Shares are as set out in its Constitution, a copy of which can be inspected at the Company's registered office.

The following is a summary of the rights which attach to the Company's Shares and which will attach to the New Shares.

#### (a) Voting Rights

Each shareholder present in person or by proxy, representative or attorney has one vote on a show of hands and on a poll one vote for each fully paid share held in the capital of the Company. Shareholders holding partly paid shares have such number of votes on a poll as bears the same proportion to the total of such shares registered in a shareholder's name as the amount of the issue price thereof paid up bears to the total issued price. Each shareholder is entitled to notice of, and to attend and vote at, general meetings.

In the event of a breach of any escrow agreement entered into by the Company under the Listing Rules in relation to any shares which are classified under the Listing Rules or by ASX as vendor securities, the shareholder holding the shares in question shall cease to be entitled to any voting rights in respect of those shares for so long as the breach subsists.

#### (b) Dividend Rights

The profits of the Company which the Directors from time to time determine to distribute by way of dividends are divisible amongst the shareholders in proportion to the number of shares held by them irrespective of the amount paid or credited as paid on the shares.

In the event of a breach of any escrow agreement entered into by the Company under the Listing Rules in relation to any shares which are classified under the Listing Rules

or by ASX as vendor securities, the shareholder holding the shares in question shall cease to be entitled to any dividends in respect of those shares for so long as the breach subsists.

(c) Rights on Winding Up

If the Company is wound up, the liquidator may, with the authority of a special resolution, divide among the shareholders in kind the whole or any part of the property of the Company, and may for that purpose set such value as he considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the shareholders or different classes of shareholders.

The liquidator may with the authority of a special resolution vest the whole or any part of any such property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit, but so that no shareholder is compelled to accept any shares or other securities in respect of which there is any liability. Subject to the rights of the shareholders (if any) entitled to shares with special rights in a winding up, all moneys and property that are to be distributed among shareholders on a winding up shall be so distributed in proportion to the shares held by them respectively irrespective of the amount paid up or credited as paid up on the shares.

On a winding up of the Company, the holders of any shares which are classified under the Listing Rules or by ASX as vendor securities and which are subject to escrow restrictions at the commencement of the winding up shall rank on a return of capital behind all other shares in the Company.

(d) Transfer of Shares

Subject to the Constitution of the Company, the Corporations Law, any other laws and the Listing Rules, shares in the Company are freely transferable.

(e) Future Increases in Capital

The Company may by ordinary resolution:

- create new shares of such amount as is specified in the resolution;
- consolidate and divide all or any of its nominal capital into shares of a larger amount than its existing shares;
- sub-divide all or any of its shares into shares of a smaller amount; and
- cancel shares that, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person or have been forfeited and, reduce its nominal share capital by the amount of the shares so cancelled.

The allotment and issue of any new shares is under the control of the Directors from time to time of the Company. Subject to restrictions on the allotment of shares to Directors or their associates contained in the Listing Rules, the Constitution of the Company and the Corporations Law, the Directors may allot or otherwise dispose of shares on such terms and conditions as they see fit.

(f) Variation of rights

If at any time the share capital of the Company is divided into different classes of shares the rights attached to any class (unless otherwise provided by the terms of issue of the

shares of that class) may be varied whether or not the Company is being wound up with the consent in writing of three quarters of the issued shares of that class or if authorised by a special resolution at a separate meeting of the holders of shares of that class.

The Directors do not anticipate declaring a dividend on the Company's Shares in the foreseeable future.

Copies of the Company's Constitution are available for inspection by shareholders at the Company's registered office during normal business hours.

### 3.4 Interest of Directors

#### (a) Director's Shareholding

At the date of this Prospectus the relevant interest of each of the Directors the Shares and Options of the Company is as follows:

Director	No of Shares	No. of Options
J Horan	310,000	925,000
L Emery	1,485,000	4,000,000
D Wilkins	104,193	1,500,000
D Dunnet	178,967	300,000

#### (b) Directors' Remuneration

The aggregate Directors' fees has been set at a maximum of \$200,000 per annum. Non executive Directors are paid fees totalling \$115,000 per annum.

The Directors' fees may not be increased except pursuant to a resolution passed at a general meeting of shareholders of the Company where notice of the amount of the proposed increase and the maximum sum that may be paid have been given to shareholders in the notice of the meeting.

Non-executive Directors will receive such remuneration as the Directors determine. However, non-executive Directors will not be paid any part of their remuneration as a commission on or a percentage of the profits of the Company or a commission or a percentage of operating revenue.

#### (c) Share Qualifications

Under the Constitution of the Company, the Directors are not required to hold any Shares in the Company.

#### (d) Directors' Interests

- (i) An agreement (Employment Agreement) commencing 13 November 2003 between the Company and Mr Emery for, among other things, the provision of Mr Emery's services as Managing Director on reasonable commercial terms and conditions.
- (ii) An agreement (Employment Agreement) commencing 13 November 2003 between the Company and Mr Horan for, among other things, the provision of Mr Horan's services as Chairman on reasonable commercial terms and conditions.

- (iii) An agreement (Employment Agreement) commencing 1 July 2006 between the Company and Mr Wilkins for, among other things, the provision of Mr Wilkins' services as Director / Company Secretary on reasonable commercial terms and conditions.
- (iv) An agreement (Deed of Indemnity, Insurance and Access) dated 29 May 2002 between the Company and Mr Emery.
- (v) An agreement (Deed of Indemnity, Insurance and Access) dated 29 May 2002 between the Company and Mr Horan.
- (vi) An agreement (Deed of Indemnity, Insurance and Access) dated 29 May 2002 between the Company and Mr Wilkins
- (vii) An agreement (Deed of Indemnity, Insurance and Access) dated 29 May 2002 between the Company and Mr Dunnet.
- (viii) The Company paid for directors and officers liability insurance during the year.

Other than the above and elsewhere in this Prospectus, no Director holds an interest, whether directly or indirectly in a contract or proposed contract with the Company.

(e) **Remuneration**

The provisions of the Company's Constitution relating to the remuneration of Directors are as follows:

The Directors shall be paid out of the funds of the Company by way of remuneration for their services as Directors such sum as may from time to time be determined by the Company in general meeting, to be divided among the Directors in such proportions as they shall from time to time agree or in default of agreement equally. Fees payable to non-executive Directors shall be by a fixed sum and not by a commission on or percentage of profits or operating revenue. Remuneration payable to executive Directors shall not include a commission on or a percentage of operating revenue. The remuneration of a Director shall be deemed to accrue from day to day.

The Directors shall be entitled to be paid reasonable travelling, hotel and other expenses incurred by them respectively in or about the performance of their duties as Directors. If any of the Directors being willing shall be called upon to perform extra services or make any special exertions on behalf of the Company or the business thereof, the Directors may remunerate such Director in accordance with such services or exertions, and such remuneration may be either in addition to or in substitution for his share in the remuneration provided.

The Managing Director or an executive Director shall, subject to the terms of any agreement entered into in a particular case, receive such remuneration (whether by way of salary, commission or participation in profits, or partly in one way and partly in another) as the Directors may determine provided that no executive Director shall be paid as the whole or part of his remuneration a commission on or percentage of operating revenue.

### **3.5 Consents and Liability Statements**

Each of the parties referred to in this Prospectus:

- (a) does not make, or purport to make, any statement in this Prospectus or on which a statement made in the Prospectus is based, other than as specified in this document; and
- (b) to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this document.

Each of the following has consented to being named in this Prospectus in the capacity as noted below and have not withdrawn such consent prior to the lodgement of this Prospectus with the ASIC:

- (a) Blakiston & Crabb as the solicitors to the Company; and
- (b) Security Transfer Registrars as share registrar of the Company.

### **3.6 Expenses of the Entitlement Issue**

The approximate costs of the Issue, is estimated to be \$100.

### **3.7 Documents Available for Inspection**

Copies of the following documents will be available for inspection free of charge during normal business hours at the registered office of the Company for 12 months after the date of this Prospectus:

- (a) Constitution of the Company;
- (b) this Prospectus; and
- (c) consents referred to in this document.

**Section 4      SIGNING BY THE DIRECTORS**

The Directors state that they have made all reasonable enquiries and on that basis have reasonable grounds to believe that any statements made by the Directors in this Prospectus are not misleading or deceptive and that in respect to any other statements made in the Prospectus by persons other than Directors, the Directors have made reasonable enquiries and on that basis have reasonable grounds to believe that persons making the statement or statements were competent to make such statements, those persons have given their consent to the statements being included in this Prospectus in the form and context in which they are included and have not withdrawn that consent before lodgement of this Prospectus with the ASIC, or to the Directors knowledge, before any issue of New Shares pursuant to this Prospectus.

The Prospectus is prepared on the basis that certain matters may be reasonably expected to be known to likely investors or their professional advisers.

Each Director has consented to the lodgement of this Prospectus with the ASIC and has not withdrawn that consent.

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Dennis Wilkins

Date 23 November 2006

**Section 5      KEY DEFINITIONS**

"**ASIC**" means Australian Securities & Investments Commission;

"**ASX**" means Australian Stock Exchange Limited;

"**Closing Date**" means 24 November 2006;

"**Company**" and "**Marengo**" means Marengo Mining Limited ACN 099 496 474 and where relevant, its subsidiary companies;

"**Directors**" means the directors of the Company;

"**Share**" means an ordinary fully paid share in the capital of the Company;

"**WST**" means Australian Western Standard Time.

## APPLICATION FORM

### IMPORTANT NOTE

This Application Form is for use only if you desire to participate in the issue for New Shares under the General Offer.

**To: The Directors**

**Marengo Mining Limited** (ACN 099 496 474)

Before lodging this Application Form, Applicants should read the Prospectus to which this Application Form relates. Applications should be completed in accordance with the application instructions contained on the back of this Application Form.

I/We apply for ..... New Shares (number of New Shares applied for) at a price of 25 cents per New Share, and lodge a cheque for \$..... being the subscription amount to this application.

### Complete full name:

(Applicant)

.....  
(Mr/Mrs/Miss/Ms or Company Name) (given name(s)) (surname)

(Joint Applicant)

.....  
(Mr/Mrs/Miss/Ms) (given name(s)) (surname)

### Address Details:

.....  
(number and street)

.....  
(suburb or city) (State) (postcode)

### Telephone Details:

.....  
STD ( ) (Home) STD ( ) (Business) (contact name)

### Broker Sponsored Applicants only:

SBN/IPN ..... HIN .....

### Declaration and Statements:

By lodging this Application Form:

I/We declare that all details and statements made by me/us are complete and accurate;

I/We agree to be bound by the Constitution of the Company; and

I/We authorise the Company to complete and execute any document necessary to effect the grant of Options to me/us.

In the event that I/We received this Prospectus electronically via the Internet I/We declare that I/We received this Prospectus personally, or a print out of it, accompanied by or attached to the Application Form prior to applying for New Shares. I/We acknowledge that the Corporations Law prohibits any person from passing on to another person the Application Form unless it is attached to or accompanied by the complete and unaltered electronic version of this Prospectus.

(See application instructions overleaf)

## APPLICATION INSTRUCTIONS

### Each applicant makes the following undertaking and acknowledgment:

This application is for New Shares in Marengo Mining Limited upon and subject to the terms and conditions of the Prospectus. All applications must be accompanied by payment of 25 cents per New Share.

<b>Completed Application Forms should be returned to:</b>	<b>Security Transfer Registrars Pty Ltd 770 Canning Highway APPLECROSS WA 6153</b>
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Cheques must be made payable to "**Marengo Mining Limited Subscription Account**"

As required by the Corporations Law, this Application Form must not be handed on to any person unless attached to this Prospectus. Please provide us with a telephone contact number (including the person responsible in the case of an application by a company) so that we can contact you promptly if there is an irregularity in your Application Form. If your Application Form is not completed correctly, it may still be treated as valid. There is no requirement to sign the Application Form. The Company's decision as to whether to treat your application as valid, and how to construe, amend or complete it, shall be final.

### Paper Copy of Prospectus

If you have received this Prospectus electronically via the Internet please ensure that you have received the entire Prospectus accompanied by the Application Form. You have the right at all times during the life of this Prospectus to obtain a paper copy of the Prospectus. If you wish to obtain a paper copy of the Prospectus, please contact the Company and the Company will send to you (at no cost to you) a paper copy of the Prospectus.

### Correct Forms of Registrable Title

Applications must be made in the name(s) of natural person(s), companies or other legal entities acceptable to the Company. At least one full given name and the surname is required for each natural person. Some examples of incorrect and correct forms of registrable title are:

Type of Investor	Correct Form	Sample of Incorrect Form
Trusts	Andrew Brown (do not use name of trust, use personal name of trustee)	(a) Andrew Brown trustee for Michael Brown (b) Andrew Brown Family Trust (c) Andrew Brown Trust Account (d) Andrew Brown No 1 Account
Deceased Estates	Terry Brown (do not use name of deceased, use executor(s) personal names)	(a) Michael Brown (deceased) (b) Estate of the Late Michael Brown
Partnerships	Andrew Brown & Michael Brown (do not use name of partnership use partners' personal names)	(a) Michael Brown & Son (b) Brown & Brown
Clubs/ Unincorporated Bodies	(a) Andrew Brown, or (b) Andrew Brown & Michael Brown (do not use name of clubs etc, use office bearer(s) personal name(s))	(a) Brown Investment Club (b) ABC Tennis Association
Superannuation Funds	(a) Michael Brown (do not use name of fund, use name of trustee of fund)	(a) Michael Brown Pty Limited Superannuation Fund