

8 December 2006

Companies Announcement Office
Australian Stock Exchange
20 Bridge Street
SYDNEY NSW 2000

ASX Announcement – Section 708A Notice

On 8 December 2006, Marengo Mining Limited ("**Company**") issued 31,543,968 fully paid ordinary shares (Tranche 2 – Part 1) at an issue price of \$0.25 each ("**Securities**") as announced to the market on 24 October 2006.

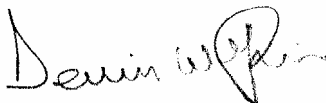
Secondary Trading Exemption

The Act restricts the on-sale of securities issued without disclosure, unless the sale is exempt under section 708 or 708A. By the Company giving this notice, sale of the Securities noted above will fall within the exemption in section 708A(5) of the Act.

The Company hereby notifies ASX under paragraph 708A(5)(e) of the Act that:

- 1) the Company issued the Securities without disclosure to investors under Part 6D.2 of the Act;
- 2) as at 8 December 2006 the Company has complied with the provisions of Chapter 2M of the Act as they apply to the Company, and section 674 of the Act; and
- 3) as at 8 December 2006 there is no information:
 - a) that has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules; and that investors and their professional advisers would reasonably require for the purpose of making an informed assessment of:
 - i) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; or
 - ii) the rights and liabilities attaching to the Securities.

Yours sincerely



DENNIS WILKINS
Company Secretary