



Plan for the Future

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**Fax**

**To:**

Marengo Mining Limited  
Australian Securities Exchange (ASX)  
Australian Securities and Investment Commission

**Fax No:**

011 61 8 9429 0099  
011 61 2 9778 0999 or 61 2 9347 0005  
011 61 3 5177 3999

**No. Pages:**

4 (including cover)

**Sender:**

Nancy Ross

**Date:**

December 13, 2010

Please find attached our Form 603 under the Corporation Act 2001.

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**Form 603**

Corporations Act 2001

Section 671B

**Notice of initial substantial holder**To Company Name/Scheme Marengo Mining LimitedACN/ARSN ACN 099 496 474**1. Details of substantial holder (1)**Name OMERS ADMINISTRATION CORPORATION (OMERS)

ACN/ARSN (if applicable) \_\_\_\_\_

The holder became a substantial holder on 09/12/10**2. Details of voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
COMMON SHARES	52,056,000	52,056,000	6.12%

**3. Details of relevant interests**

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
OMERS	Registered Holder	Common Shares: 21,178,000
		Subscription Receipts: 30,878,000

**4. Details of present registered holders**

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
OMERS	OMERS	OMERS	Common Shares and Subscription Receipts: 52,056,000

**5. Consideration**

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
OMERS		Cash	Non-cash	
	Refer to Annexure A			52,056,000

**6. Associates**

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

**7. Addresses**

The addresses of persons named in this form are as follows:

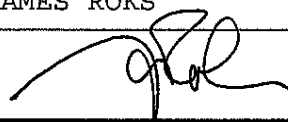
Name	Address
OMERS	ONE UNIVERSITY AVENUE, SUITE 800
	TORONTO, ONTARIO, CANADA M5J 2P1

**Signature**

print name JAMES ROKS

Vice-President,  
capacity Corporate Secretary

sign here



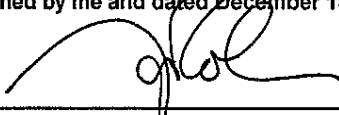
date 13 / 12 / 10

**DIRECTIONS**

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
  - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

This is Annexure "A" of 1 page referred to in the Form 603 (Notice of initial of substantial holder), signed by me and dated December 13, 2010.



James Roks, Vice-President and Corporate Secretary

OMERS Administration Corporation ("OMERS")

Re: Substantial Holder Reporting in Marengo Mining Limited

Trade Date	Registered Holder	Transaction Type	Quantity	Consideration (CAD\$)
6-Dec-10	OMERS Administration Corp	BUY	9,700,000.00	2,425,000.00
9-Dec-10	OMERS Administration Corp	BUY	21,178,000.00	5,294,000.00
9-Dec-10	OMERS Administration Corp	BUY	21,178,000.00	5,294,000.00
		Total	52,056,000.00	7,719,000.00