



MARENGO
MINING LIMITED

ABN 57 099 496 474

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OR
FOR DISSEMINATION IN THE UNITED STATES.**

**For Immediate Distribution
February 24, 2012**

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

SECTION 708A NOTICE

On February 22 and February 24, 2012 Marengo Mining Limited (“**Marengo**” or the “**Company**”) issued a total of 60,000 and 100,000 ordinary shares respectively at an issue price of A\$0.125 cents each (“**Securities**”).

Secondary Trading Exemption

The Corporations Act 2001 (C’wlth), (‘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 February 24, 2012 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 February 24, 2012 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.

John Ribbons
Company Secretary

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This news release does not constitute an offer to sell or the solicitation of an offer to buy any ordinary shares within the United States. The ordinary shares have not been offered and will not be registered under the United States Securities Act of 1933, as amended (the "1933 Act"), or any state securities laws. Accordingly, the ordinary shares may not be offered or sold in the United States or to U.S. persons (as such terms are defined in Regulation S under the 1933 Act) unless registered under the 1933 Act and applicable state securities laws or an exemption from such registration is granted.