

**MARENGO MINING LIMITED**  
(the "Corporation")

**REPORT OF VOTING RESULTS**

*National Instrument 51-102 – Continuous Disclosure Obligations*  
*Section 11.3*

Following the annual and special meeting of shareholders of Marengo Mining Limited held on December 18, 2014 (the "Meeting"), and in accordance with section 11.3 of National Instrument 51-102 – *Continuous Disclosure Obligations*, the Corporation hereby reports the following voting results obtained at the Meeting:

<u>Item Voted Upon</u>	<u>Voting Result</u>																		
1. Election of directors nominated in the Corporation's management information circular dated November 20, 2014 (the "Circular") which is available under the Corporation's issuer profile on SEDAR at www.sedar.com.	<p>The nominees proposed by management were elected by shareholders based on the proxies received and the votes by ballot. Detailed voting results were as follows:</p> <table border="1"> <thead> <tr> <th style="text-align: left;">Name</th> <th style="text-align: right;">Shares Voted For (by proxy)</th> <th style="text-align: right;">Shares Withheld (by proxy)</th> </tr> </thead> <tbody> <tr> <td>Pieter Britz</td> <td style="text-align: right;">563,254,324</td> <td style="text-align: right;">1,569,084</td> </tr> <tr> <td>David Danziger</td> <td style="text-align: right;">360,528,681</td> <td style="text-align: right;">204,294,727</td> </tr> <tr> <td>John Hick</td> <td style="text-align: right;">355,890,111</td> <td style="text-align: right;">208,933,297</td> </tr> <tr> <td>Richard William (Keith) Morrison</td> <td style="text-align: right;">563,644,274</td> <td style="text-align: right;">1,179,134</td> </tr> <tr> <td>Sir Rabbie Namaliu</td> <td style="text-align: right;">563,245,209</td> <td style="text-align: right;">1,578,199</td> </tr> </tbody> </table>	Name	Shares Voted For (by proxy)	Shares Withheld (by proxy)	Pieter Britz	563,254,324	1,569,084	David Danziger	360,528,681	204,294,727	John Hick	355,890,111	208,933,297	Richard William (Keith) Morrison	563,644,274	1,179,134	Sir Rabbie Namaliu	563,245,209	1,578,199
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2. Appointment of PricewaterhouseCoopers LLP as the Corporation's auditors and authorization for the Board of Directors to fix their remuneration.	Resolution approved based on the proxies received and the votes on a show of hands.																		
3. Approval of the Debentures Resolution, the full text of which is set out in Schedule "A" to the Circular.	<p>Resolution approved based on the proxies received and the votes by ballot. Detailed voting results were as follows:</p> <table border="1"> <thead> <tr> <th style="text-align: center;">Shares Voted For</th> <th style="text-align: center;">Shares Voted Against</th> <th style="text-align: center;">Shares Withheld</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">313,189,955</td> <td style="text-align: center;">1,349,638</td> <td style="text-align: center;">290,735</td> </tr> </tbody> </table>	Shares Voted For	Shares Voted Against	Shares Withheld	313,189,955	1,349,638	290,735												
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4. Approval of an ordinary resolution confirming and approving the Corporation's share option plan, as more particularly set out in the Circular.	Resolution approved based on the proxies received and the votes on a show of hands.																		
5. Approval of an ordinary resolution confirming and approving the Corporation's performance rights plan, as more particularly set out in the Circular.	<p>Resolution approved based on the proxies received and the votes by ballot. Detailed voting results were as follows:</p> <table border="1"> <thead> <tr> <th style="text-align: center;">Shares Voted For</th> <th style="text-align: center;">Shares Voted Against</th> <th style="text-align: center;">Shares Withheld</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">358,088,977</td> <td style="text-align: center;">206,434,696</td> <td style="text-align: center;">299,735</td> </tr> </tbody> </table>	Shares Voted For	Shares Voted Against	Shares Withheld	358,088,977	206,434,696	299,735												
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