

Wednesday, 4 December 2013

MARKET ANNOUNCEMENT

BID FOR MARATHON RESOURCES EXTENDED

Bentley Capital Limited (ASX: BEL) ("**Bentley**" or "**Company**") has extended the period ("**Offer Period**") of its unconditional on-market takeover offer ("**Offer**") for all issued ordinary shares of Marathon Resources Limited (ASX: MTN) ("**Marathon**"), which will now end at the close of trading on ASX on 18 December 2013, unless extended. (The Offer Period previously ended at the close of trading on ASX on 11 December 2013.)

Under the Offer, Bentley is offering to acquire all Marathon shares that it does not already own, at a price of 2.5 cents per share ("**Offer Price**") during the Offer Period, valuing Marathon at approximately \$2.3 million.

FOR FURTHER INFORMATION:

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Shaw Stockbroking

4 December 2013

To the Company Announcements Office
ASX Limited

For immediate release to market

On market takeover bid by Bentley for ordinary shares in the capital of Marathon Resources

Further to the announcement on 25 October 2013 of an on-market bid by Bentley Capital Limited A.C.N. (008 108 218) (**Bentley**) for all the fully paid, ordinary shares (**Marathon Shares**) in the capital of Marathon Resources Limited A.C.N. 107 531 822 (**Marathon**) (**Offer**), Shaw Stockbroking Limited A.C.N. 003 221 583 (**Shaw**) announces that Shaw, on behalf of Bentley, extends the end of the period of the Offer (**Offer Period**) for all the Marathon Shares to 4:00pm (AEDT) on 18 December 2013.

From the date and time of this announcement to 4:00 pm (AEDT) on 18 December 2013, Shaw (on behalf of Bentley) will accept the Offer price of 2.5 cents per Marathon Share for every Marathon Share offered to Shaw on market, up to a maximum of 73,775,452 Marathon Shares (being all the Marathon Shares not already owned by Bentley) together with any additional Marathon Shares which are issued during the Offer Period.

Settlement and Brokerage

Payment for Marathon Shares sold to Bentley under the Offer will be made on a T+3 settlement basis in accordance with the ASX Settlement Operating Rules for ASX trading.

As the Offer will only be capable of acceptance by holders of Marathon Shares (**Shareholders**) selling through brokers which are participating organisations of ASX, all Marathon Shares to be purchased by Bentley will be purchased on-market only during Trading Days.

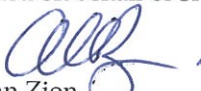
Any brokerage charged by brokers acting for Shareholders wishing to sell their Marathon Shares will be the sole responsibility of those Shareholders.

The Marathon Shares

The Marathon Shares which are subject of the Offer are all fully paid, ordinary shares in the capital of Marathon which Bentley does not already have a relevant interest in at the date of the Bidder's Statement or such other shares as are issued during the Offer Period. Immediately before the making of this announcement:

- as far as Bentley is aware, there are 92,207,789 Marathon Shares on issue, all of which are quoted on ASX; and
- Bentley has a relevant interest in 18,432,337 Marathon Shares, which represent approximately 19.98% of all Marathon Shares on issue in the capital of Marathon.

Signed on behalf of Shaw Stockbroking Limited


Allan Zion,
Managing Director