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MARATHON

11 January 2007

By E-mail: ASX On-line

Manager Companies
Company Announcements Office
Australian Stock Exchange Limited

Dear Sir

ASX Code MTN
Administrative Notices

Attached[1] please find Appendix 3B and Appendices 3Y in compliance with the ASX Listing Rules.

Yours faithfully

Sam Appleyard
Company Secretary

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1 Appendix 3B
Appendices 3Y

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003.

Name of entity

MARATHON RESOURCES LTD

ABN 31 107 531 822

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

1	+Class of +securities issued or to be issued	(A) ORDINARY FULLY PAID SHARES (B) UNLISTED OPTIONS
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	(A) 40,000 (B) 3 MILLION
3	Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)	(A) ORDINARY FULLY PAID SHARES (B) EXERCISE PRICE $1.18 EXPIRY DATE 30/6/2011

+ See chapter 19 for defined terms.

4	Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities? If the additional securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	(A) RANK EQUALLY (B) N/A – UNLISTED OPTIONS
5	Issue price or consideration	(A) $0.20 PER SHARE (B) NIL
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	(A) Exercise of option (B) Grant of unlisted options to Executive Directors per Employee Share Option Plan following approval at AGM 16/11/06.
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	11 JANUARY 2007

		Number	+Class
8	Number and +class of all +securities quoted on ASX (*including* the securities in clause 2 if applicable)	44,717,895	ORDINARY SHARES

		Number	+Class
9	Number and +class of all +securities not quoted on ASX (*including* the securities in clause 2 if applicable)	5,167,500	ORDINARY SHARES (ESCROWED)
		5,465,000	UNLISTED OPTIONS EXP 30/6/09 (5,265,000 ESCROWED)
		160,000	UNLISTED 20 CENT OPTIONS EXPIRING 30/6/2010
		160,000	UNLISTED 45 CENT OPTIONS EXPIRING 30/6/2010
		3,000,000	UNLISTED $1.18 OPTIONS EXPIRING 30/6/2011

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A

Part 2 - Bonus issue or pro rata issue - N/A

11	Is security holder approval required?	
12	Is the issue renounceable or non-renounceable?	
13	Ratio in which the +securities will be offered	
14	+Class of +securities to which the offer relates	
15	+Record date to determine entitlements	
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	
17	Policy for deciding entitlements in relation to fractions	

+ See chapter 19 for defined terms.

18	Names of countries in which the entity has +security holders who will not be sent new issue documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	
19	Closing date for receipt of acceptances or renunciations	
20	Names of any underwriters	
21	Amount of any underwriting fee or commission	
22	Names of any brokers to the issue	
23	Fee or commission payable to the broker to the issue	
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	
25	If the issue is contingent on +security holders' approval, the date of the meeting	
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	
28	Date rights trading will begin (if applicable)	
29	Date rights trading will end (if applicable)	
30	How do +security holders sell their entitlements *in full* through a	

+ See chapter 19 for defined terms.

	broker?	
31	How do +security holders sell *part* of their entitlements through a broker and accept for the balance?	
32	How do +security holders dispose of their entitlements (except by sale through a broker)?	
33	+Despatch date	

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of securities
(*tick one*)

(a) ☒ Securities described in Part 1

(b) ☐ All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 ☐ If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36 ☐ If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

37 ☐ A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b)

38	Number of securities for which +quotation is sought	
39	Class of +securities for which quotation is sought	
40	Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities? If the additional securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	
41	Reason for request for quotation now Example: In the case of restricted securities, end of restriction period (if issued upon conversion of another security, clearly identify that other security)	

		Number	+Class
42	Number and +class of all +securities quoted on ASX (*including* the securities in clause 38)		

+ See chapter 19 for defined terms.

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.

- There is no reason why those +securities should not be granted +quotation.

- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

  Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.

- We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the +securities to be quoted, it has been provided at the time that we request that the +securities be quoted.

- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: .... Date: .11 January 2007
Company Secretary

Print name: S M APPLEYARD

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+ See chapter 19 for defined terms.

Rule 3.19A.2

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/9/2001.

Name of entity	**MARATHON RESOURCES LTD**
ABN 31 107 531 822	

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	JOHN REGINALD SANTICH
Date of last notice	22-03-05

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	DIRECT AND INDIRECT
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	SECTION 608 CORPORATIONS ACT INTERESTS PER APPENDIX 3X –Initial Directors Interest
Date of change	SHARES: 5 JANUARY 2007 OPTIONS: 11 JANUARY 2007
No. of securities held prior to change	SHARES QUOTED: 10,000 DIRECT AND 10,000 INDIRECT AND 70,000 INDIRECT (S.608 INTEREST) UNQUOTED: 2 MILLION ESCROWED SHARES AND 500,000 ESCROWED OPTIONS
Class	ORDINARY SHARES, ORDINARY SHARES ESCROWED TO 15/3/07 AND 20 CENT OPTIONS EXERCISABLE TO 30/6/09 ESCROWED TO 15/3/07
Number acquired	1.5 MILLION OPTIONS: EXERCISE PRICE $1.18 – EXPIRY DATE 30/6/2011
Number disposed	70,000 SHARES VESTED IN BENEFICIARY

Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	SHARES: NIL CONSIDERATION OPTIONS: GRANT TO EXECUTIVE DIRECTOR PER EMPLOYEE SHARE OPTION PLAN (***ESOP****) FOLLOWING APPROVAL AT AGM 16/11/06
No. of securities held after change	SHARES QUOTED: 10,000 DIRECT, 10,000 INDIRECT UNQUOTED: 2 MILLION ESCROWED SHARES, 500,000 $0.20 30/6/2009 ESCROWED OPTIONS, 1.5 MILLION $1.18 30/6/2011 OPTIONS
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	SHARES: OFF MARKET - VESTING TO BENEFICIARY OPTIONS: ESOP* AS NOTED

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	
Interest disposed	
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
Interest after change	

Rule 3.19A.2

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/9/2001.

Name of entity	**MARATHON RESOURCES LTD**
ABN 31 107 531 822	

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	WIESLAW BOGACZ
Date of last notice	4/9/06

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	DIRECT AND INDIRECT
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	SECTION 608 CORPORATIONS ACT INTEREST AS PREVIOUSLY NOTED
Date of change	11 January 2007
No. of securities held prior to change	QUOTED: 30,000 DIRECT AND 180,000 INDIRECT SHARES UNQUOTED: 2 MILLION ESCROWED SHARES AND 500,000 ESCROWED OPTIONS
Class	ORDINARY SHARES, ORDINARY SHARES ESCROWED TO 15/3/07 AND 20 CENT OPTIONS EXERCISABLE TO 30/6/09 ESCROWED TO 15/3/07
Number acquired	1.5 MILLION OPTIONS: EXERCISE PRICE $1.18 – EXPIRY DATE 30/6/2011
Number disposed	NIL
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	GRANT TO EXECUTIVE DIRECTOR PER EMPLOYEE SHARE OPTION PLAN (***ESOP****) FOLLOWING APPROVAL AT AGM 16/11/06

No. of securities held after change	QUOTED: 30,000 DIRECT AND 180,000 INDIRECT SHARES UNQUOTED: 2 MILLION INDIRECT ESCROWED SHARES, 500,000 $0.20 30/6/2009 ESCROWED OPTIONS, 1.5 MILLION $1.18 30/6/2011 OPTIONS
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	ESOP* AS NOTED

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	
Interest disposed	
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
Interest after change	