



# TALBOT GROUP HOLDINGS

PO Box 1573  
Coorparoo Q 4151

977 Stanley Street East  
East Brisbane Q 4169

13<sup>th</sup> February 2007

The Directors  
Australian Stock Exchange Limited  
Level 6  
Riverside Centre  
123 Eagle Street  
Brisbane QLD 4000

Dear Sir,

Marathon Resources Limited – Share code 2483  
Talbot Group Holdings Pty Ltd ATF Talbot Equities Trust

We attach copy of Form 604 Notice of change of interests of substantial holder dated  
13<sup>th</sup> February 2007 which has today been given to Marathon Resources Limited

Yours faithfully,



R. B. Higgins  
Chief Executive Officer  
TALBOT GROUP HOLDINGS

**Form 604**

Corporations Act 2001

Section 671B

**Notice of change of interests of substantial holder**To Company Name/Scheme **Marathon Resources Limited**ACN/ARSN **107 531 822****1. Details of substantial holder (1)**Name **Talbot Group Holdings Pty Ltd  
<Talbot Equities A/C>**ACN/ARSN (if applicable) **649 275 746**There was a change in the interests of the  
substantial holder on07/02/2007The previous notice was given to the company on 30/11/2006The previous notice was dated 30/11/2006**2. Previous and present 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 when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

| Class of securities (4) | Previous notice  |                  | Present notice   |                  |
|-------------------------|------------------|------------------|------------------|------------------|
|                         | Person's votes   | Voting power (5) | Person's votes   | Voting power (5) |
| <b>Ordinary</b>         | <b>4,971,572</b> | <b>10.67%</b>    | <b>4,391,728</b> | <b>8.80%</b>     |
|                         |                  |                  |                  |                  |

**3. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

| Date of change | Person whose relevant interest changed | Nature of change (6) | Consideration given in relation to change (7) | Class and number of securities affected | Person's votes affected |
|----------------|----------------------------------------|----------------------|-----------------------------------------------|-----------------------------------------|-------------------------|
|                | <b>See Annexure A</b>                  |                      |                                               |                                         |                         |
|                |                                        |                      |                                               |                                         |                         |
|                |                                        |                      |                                               |                                         |                         |

**4. Present relevant interests**

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

| Holder of relevant interest | Registered holder of securities | Person entitled to be registered as holder (8) | Nature of relevant interest (6) | Class and number of securities | Person's votes |
|-----------------------------|---------------------------------|------------------------------------------------|---------------------------------|--------------------------------|----------------|
|                             | <b>See Annexure A</b>           |                                                |                                 |                                |                |
|                             |                                 |                                                |                                 |                                |                |
|                             |                                 |                                                |                                 |                                |                |

**5. Changes in association**

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

| Name and ACN/ARSN (if applicable) | Nature of association |
|-----------------------------------|-----------------------|
| Refer Annexure A                  |                       |
|                                   |                       |

**6. Addresses**

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

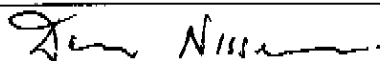
| Name           | Address |
|----------------|---------|
| See Annexure A |         |
|                |         |

**Signature**

print name Don Nissen

capacity Director

sign here



date

13 / 02 / 2007

**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 6 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 person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
  - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. 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.
- (7) 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.
- (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) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

### Annexure A

This is Annexure A of 2 pages referred to in Form 604 *Nature of Change of Interests of Substantial Holder* by Talbot Group Holdings Pty Ltd <Talbot Equities A/C>

#### 3. Changes in relevant interests

|                                                  |                                                                                                                                                                                        |
|--------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Date of Change</b>                            | Various                                                                                                                                                                                |
| <b>Person whose relevant interest changed</b>    | Holder, related corporation & associated persons                                                                                                                                       |
| <b>Nature of Change</b>                          | Purchase of 352,792 ordinary securities<br>Sale of 932,636 ordinary securities                                                                                                         |
| <b>Consideration given in relation to change</b> | <u><b>Purchases</b></u><br>\$ 64,587 - 43,700 securities<br>\$149,863 - 100,000 securities<br>\$301,824 - 209,092 securities<br><u><b>Sale</b></u><br>\$1,232,280 - 932,636 securities |
| <b>Class and number of securities affected</b>   | 1,285,428 ordinary securities                                                                                                                                                          |
| <b>Person's votes affected</b>                   | Holder, related corporation & associated persons                                                                                                                                       |

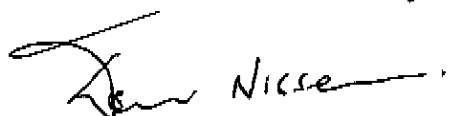
#### 4. Present relevant interests

| <b>Holder of relevant interest</b> | <b>Registered holder of securities</b>                  | <b>Person entitled to be registered as holder</b>       | <b>Nature of relevant interest</b>                      | <b>Class and number of securities</b> | <b>Person's votes</b> |
|------------------------------------|---------------------------------------------------------|---------------------------------------------------------|---------------------------------------------------------|---------------------------------------|-----------------------|
| Holder                             | Holder                                                  | Holder                                                  |                                                         | 3,250,000 ordinary                    | 3,250,000             |
| Holder                             | Talbot Group Investments Pty Ltd                        | Talbot Group Investments Pty Ltd                        | Related corporation                                     | 932,636 ordinary                      | 932,636               |
| Holder                             | Amanda Talbot                                           | Amanda Talbot                                           | Family member of Kenneth Talbot, director of the Holder | 18,182 ordinary                       | 18,182                |
| Holder                             | Alexandra Talbot                                        | Alexandra Talbot                                        | Ditto                                                   | 9,091 ordinary                        | 9,091                 |
| Holder                             | Claudia Talbot                                          | Claudia Talbot                                          | Ditto                                                   | 9,091 ordinary                        | 9,091                 |
| Holder                             | Liam Talbot                                             | Liam Talbot                                             | Ditto                                                   | 9,091 ordinary                        | 9,091                 |
| Holder                             | Courtney Talbot                                         | Courtney Talbot                                         | Ditto                                                   | 9,091 ordinary                        | 9,091                 |
| Holder                             | Mr Denis Wood & Mrs Anne Wood <The Wood Investment A/C> | Mr Denis Wood & Mrs Anne Wood <The Wood Investment A/C> | Director of the holder                                  | 136,364 ordinary                      | 136,364               |
| Holder                             | Donald Ian Nissen                                       | Donald Ian Nissen                                       | Director of the holder                                  | 18,182 ordinary                       | 18,182                |

## 6. Addresses

| Name                             | Address                                |
|----------------------------------|----------------------------------------|
| Talbot Group Holdings Pty Ltd    | PO Box 1573 Coorparoo QLD 4151         |
| Talbot Group Investments Pty Ltd | PO Box 1573 Coorparoo QLD 4151         |
| Amanda Talbot                    | PO Box 1573 Coorparoo QLD 4151         |
| Alexandra Talbot                 | PO Box 1573 Coorparoo QLD 4151         |
| Claudia Talbot                   | PO Box 1573 Coorparoo QLD 4151         |
| Liam Talbot                      | PO Box 1573 Coorparoo QLD 4151         |
| Courtney Talbot                  | PO Box 1573 Coorparoo QLD 4151         |
| Donald Nissen                    | 13/28 Amazons Place, Jindalee QLD 4074 |
| Mr D & Mrs A Wood                | 9 Marram Court, Cleveland QLD 4163     |

Dated: 13<sup>th</sup> February 2007

  
Don Nissen  
Director  
Talbot Group Holdings Pty Ltd