

MARATHON RESOURCES LIMITED
ACN 107 531 822

ASX ANNOUNCEMENT

Notice under Section 708AA of the Corporations Act

Marathon Resources Limited (ASX: MTN) (**Marathon**) refers to its Offer Memorandum and Appendix 3B lodged with ASX on 3 November 2008 in relation to a two (2) for five (5) non-renounceable pro-rata rights issue priced at \$0.32 per new Marathon share (**Rights Issue**).

This notice is given under section 708AA(2)(f) of the *Corporations Act 2001* (Cth) (the **Act**). Marathon advises that:

- (1) the securities being offered under the Rights Issue will be offered for issue without disclosure to investors under Part 6D.2 of the Act;
- (2) as at the date of this notice Marathon has complied with the provisions of Chapter 2M of the Act as they apply to Marathon and section 674 of the Act;
- (3) as at the date of this notice there is no information that is excluded information under section 708AA(8) and (9) of the Act that has not already been disclosed to investors generally or in the Offer Memorandum and Appendix 3B lodged on 3 November 2008;
- (4) the potential effect the Rights Issue will have on the control of Marathon's undiluted share capital will depend on the extent shareholders take up their entitlements. If all shareholders take up their entitlements the Rights Issue will have no effect on the control of Marathon. The maximum effect the Rights Issue could have on the control of Marathon is an increase in the percentage of the total issued share capital of Marathon held by Talbot Group Holdings Pty Ltd and CITIC Australia Pty Ltd, Marathon's two substantial shareholders, from 20.9% to a maximum of 34.39% in aggregate;
- (5) the consequences of the potential effect on control of Marathon referred to in paragraph (4) above will be an increase in the voting power of the substantial shareholders referred to in that paragraph by an amount equal to the percentage increase in their control of Marathon's undiluted share capital. The maximum combined voting power that Talbot and CITIC could collectively have post the Rights Issue is 34.39%. Also, Talbot and CITIC each have one nominee director on the board of Marathon.

Dated this 18th day of November 2008

By order of the Board



Peter L Williams
Chairman
Marathon Resources Limited