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Facsimile

To:	ASX	Fax Number:	1300 135 638
Attention:			
From:	Scott Nissen		
Date:	11/02/11	No. of pages (inc header):	4
Subject:	Form 604 Talbot Group Investments Pty Ltd – Marathon Resources Limited		

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Form 604

Corporations Act 2001

Section 671B

Notice of change of interests of substantial holderTo, Company Name/Scheme Marathon Resources LimitedACN/ARSN 107 531 822**1. Details of substantial holder (1)**Name Talbot Group Investments Pty LtdACN/ARSN (if applicable) 010 949 630**Details of substantial holder (2)**Name Talbot Group Holdings Pty LtdACN/ARSN (if applicable) 649 275 746There was a change in the interests of the substantial holder on 10th January 2011The previous notice was given to the company on 9th June 2010The previous notice was dated 9th June 2010**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)
Ordinary	17,071,367	22.17%	17,921,346	20.36%

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
10/06/10	Talbot Group Investments Pty Ltd	Purchase of shares on market	\$0.44 per share	14,500 Ordinary shares	14,500
15/06/10	Talbot Group Investments Pty Ltd	Purchase of shares on market	\$0.44 per share	32,169 Ordinary Shares	32,169
16/06/10	Talbot Group Investments Pty Ltd	Purchase of shares on market	\$0.44 per share	3,310 Ordinary Shares	3,310
10/02/11	Talbot Group Investments Pty Ltd	Purchase of shares through placement	\$0.50 per share	800,000 Ordinary Shares	800,000

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 (8)	Class and number of securities	Person's votes
REFER ANNEXURE A					

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
Talbot Group Investments Pty Ltd - Holder	

6. Addresses

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

Name	Address
REFER ANNEXURE A	

Signature

print name Donald Nissen

capacity Director

sign here

Don Nissen

date 10/02/11

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 1 page referred to in Form 604 *Notice of change of interests of substantial holder* by Talbot Group Investments Pty Ltd and Talbot Group Holdings Pty Ltd

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
Talbot Group Investments Pty Ltd	Talbot Group Investments Pty Ltd	Talbot Group Investments Pty Ltd	Holder	17,425,068	17,425,068
Talbot Group Holdings Pty Ltd	Talbot Group Investments Pty Ltd	Talbot Group Investments Pty Ltd	Talbot Group Holdings Pty Ltd has voting power above 20% in Talbot Group Investments Pty Ltd, and therefore has the same relevant interests as Talbot Group Investments Pty Ltd has.	17,425,068	Nil
Talbot Group Investments Pty Ltd	Amanda Talbot	Amanda Talbot	Beneficiary	25,455	25,455
Talbot Group Investments Pty Ltd	Alexandra Talbot	Alexandra Talbot	Beneficiary	12,728	12,728
Talbot Group Investments Pty Ltd	Claudia Talbot	Claudia Talbot	Beneficiary	12,728	12,728
Talbot Group Investments Pty Ltd	Liam Talbot	Liam Talbot	Beneficiary	12,728	12,728
Talbot Group Investments Pty Ltd	Courtney Talbot	Courtney Talbot	Beneficiary	12,728	12,728
Talbot Group Investments Pty Ltd	DI Nissen & S Nissen	DI Nissen & S Nissen	Director of Talbot Group Investments Pty Ltd	253,000	253,000
Talbot Group Investments Pty Ltd	The Sue and Don Nissen Superannuation Fund	Donald Ian Nissen	Director of Talbot Group Investments Pty Ltd	30,547	30,547
Talbot Group Investments Pty Ltd	Mr Denis Wood & Mrs Anne Wood <The Wood Investment A/C>	Mr Denis Wood	Director of Talbot Group Investments Pty Ltd	136,364	136,364

6. Addresses

Name	Address
Talbot Group Investments Pty Ltd	PO Box 1573, Coorparoo QLD 4151
Talbot Group Holdings 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
The Sue and Don Nissen Superannuation Fund	13/28 Amazons Place, Jindalee QLD 4074
Mr D & Mrs A Wood	Unit 4501 71 Eagle Street, Qld 4000
DI & S Nissen	13/28 Amazons Place, Jindalee QLD 4074



Donald Nissen (Director)
Talbot Group Investments Pty Ltd

Dated: 10/02/11