

**Marathon Resources Limited**  
ABN 31 107 531 822



## Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of the members of Marathon Resources Limited will be held at the Banksia Room, Hyatt Hotel, North Terrace, Adelaide, South Australia on Friday 25 November 2005, at 10:30am.

### Business:

#### Accounts

To consider the financial report and the reports of the Directors and of the Auditors for the financial year ended 30 June 2005.

#### Resolution

##### 1. Re-election of director

"Mr S M Appleyard retires by rotation in accordance with the Company's Constitution and, being eligible, offers himself for re-election, and is hereby re-elected as a Director of the Company with immediate effect."

Information regarding the candidate for re-election can be found in the accompanying Explanatory Notes.

#### Special Business:

##### 2. Approval of increase in total amount of non-executive Directors' fees

The resolution set out below will be proposed as an ordinary resolution:

"That the Company approve the increase in the total amount of Directors' fees that may be received by the Company's non-executive Directors from \$85,000 per financial year to \$150,000 per financial year, such amount to be inclusive of superannuation guarantee charge contributions."

Information regarding the resolution can be found in the accompanying Explanatory Notes.

##### 3. Adoption of the Remuneration Report for the year ended 30 June 2005

To consider and put to a non-binding vote the following resolution:

"That the Remuneration Report required by Section 300A of the Corporations Act, as contained in the Directors' report of the Company for the year ended 30 June 2005, be adopted."

## Information for Members

The Company has determined in accordance with the Corporations Act, that for the purpose of voting at the meeting, shares will be taken to be held by those who hold them at close of business on Wednesday 23 November 2005.

A member entitled to attend and vote at the meeting may appoint a proxy. The person appointed as a proxy may be an individual or a body corporate. If entitled to cast two or more votes, the member may appoint one or two proxies.

Where two proxies are appointed, each proxy may be appointed to represent a specific proportion of the member's voting rights. If the proportion is not specified, each proxy may exercise half of the member's voting rights. Fractional votes will be disregarded.

Please read carefully the instructions on the Proxy Form and consider how you wish to direct the proxy to vote on your behalf. You may direct the proxy to vote "for", "against" or "abstain" from voting on each resolution or you may leave the decision to the appointed proxy after discussion at the meeting.

A proxy need not be a member of the Company.

The Proxy Form must be signed by the member or the member's attorney. Proxies given by corporations must be signed in accordance with the corporation's constituent documents, or as authorised by the Corporations Act.

To be valid, the Proxy Form must be lodged at least 48 hours before the time for holding the meeting by one of the following methods:

- (a) by mail or in person at the registered office of the Company or the office of the Company's Share Registry:

Computershare Investor Services Pty  
Limited  
GPO Box 1903  
ADELAIDE SA 5000  
Level 5, 115 Grenfell Street  
Adelaide, South Australia

- (b) by facsimile to the Company's Share Registry on (08) 8236 2305.

If the Proxy Form is executed under a power of attorney which has not been noted by the Company, the power of attorney must accompany the Proxy Form.

In the case of joint shareholders, the names of all joint shareholders should be shown and all joint shareholders should sign the Proxy Form.

### **Corporations**

A corporation that is a member or a proxy may elect to appoint a representative in accordance with the Corporations Act, in which case the Company will require written proof of the representative's appointment, which must be lodged with or presented to the Company before the meeting.

### **Voting**

In accordance with the ASX Listing Rules, any vote cast on Resolution 2 by any of the Directors or their associates will be disregarded, provided that it need not be disregarded if:

- it is cast by a person as proxy for a person who is entitled to vote; in accordance with the directions on the Proxy Form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

# Explanatory Memorandum

## Resolution 1

### Re-election of Mr S M Appleyard as a Director

#### Stuart Appleyard LLB

Stuart Appleyard is a practising lawyer with extensive experience in corporate, commercial and property law. A partner at Lynch Meyer, Lawyers, he has a particular focus on complex commercial agreements, joint ventures, property advising and development, and due diligence associated with those areas. He has advised on mining resource and native titles issues in both South Australia and the Northern Territory. Since 2002 he has also been a director of Bonanza Gold Pty Ltd, which Marathon has acquired. He is a member of the Company's Audit Committee.

An assessment of the performance of Mr Appleyard has been conducted in the context of his skills, experience, knowledge and understanding of Marathon Resources' business. The Directors (other than Mr Appleyard who abstained because of his interest in the resolution) have resolved that shareholders vote in favour of the re-election of Mr Appleyard. The Chairman (who will be another Director for the purposes of this resolution) intends to vote undirected proxies in favour of this resolution.

## Resolution 2

### Approval of increase in total amount of non-executive Directors' fees.

Under Listing Rule 10.17 the Company must not increase the total amount of Directors' fees payable without the approval of shareholders.

The remuneration provided to each non-executive Director for the financial year ended 30 June 2005 is detailed in the Directors' and Executives' Remuneration Report on page 13 of the Directors' Report.

The proposal is for Directors' fees to increase from \$30,000 per annum to \$50,000 per annum (inclusive of superannuation guarantee charge contributions) for the Chairman, and from \$20,000 per annum to \$30,000 per annum (inclusive of superannuation guarantee charge contributions) for the other two non-executive Directors.

The business of the Company is expanding and there may be a need to increase the size of the Board so that an appropriate level of direction over the Company's activities on behalf of shareholders, is exercised. The proposed increase allows a contingency for remuneration of up to \$40,000 for the appointment of an additional Director. It is not proposed to utilise the contingency amount in the immediate future, other than for that purpose. Consideration of the appointment of a further Director will depend on expansion of the Company's business in the future.

The Directors do not make any recommendation in respect of the resolution given the interest of the non-executive Directors in the resolution. The Chairman intends to vote undirected proxies in favour of this resolution.

### **Resolution 3**

#### **Adoption of the Remuneration Report**

The Directors' and Executives' Remuneration Report is contained in the Directors' Report on page 12 and consistent with Section 250R of the Corporations Act, the Company submits the Remuneration Report to shareholders for consideration and adoption by way of a non-binding resolution. The Report contains a brief explanation of the policy and practice adopted in determining remuneration for Directors and Executives.

The Directors recommend shareholders vote in favour of the resolution. The Chairman intends to vote undirected proxies in favour of the resolution.

#### **Other matters**

The Company announced on 28 July 2005 that an allocation of options to Executive Directors pursuant to the Company's Employee Share Option Plan, had been approved subject to shareholder approval. Details of the Plan require further consideration, and, when approved by the Board, will be submitted to shareholders for approval at a later date.

All correspondence to:  
Computershare Investor Services Pty Limited  
GPO Box 1903 Adelaide  
South Australia 5001 Australia  
Enquiries (within Australia) 1300 556 181  
(outside Australia) 61 39415 4000  
Facsimile 61 8 8236 2305  
www.computershare.com

Mark this box with an 'X' if you have made any changes to your address details (see reverse)

### Appointment of Proxy

I/We being a member/s of Marathon Resources Limited and entitled to attend and vote hereby appoint

the Chairman  
of the Meeting  
(mark with an 'X')

OR

If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate (excluding the registered Securityholder) you are appointing as your proxy.

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of Marathon Resources Limited to be held at the Banksia Room, Hyatt Hotel, North Terrace, Adelaide, South Australia on 25th November 2005 at 10.30 am and at any adjournment of that meeting.

#### IMPORTANT: FOR ITEM 2 BELOW



If the Chairman of the Meeting is your nominated proxy, or may be appointed by default, and you have not directed your proxy how to vote on Item 2 below, please place a mark in this box. By marking this box you acknowledge that the Chairman of the Meeting may exercise your proxy even if he has an interest in the outcome of those items, and that votes cast by him, other than as proxy holder, would be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on Item 2 and your votes will not be counted in computing the required majority if a poll is called on these items. The Chairman of the Meeting intends to vote undirected proxies in favour of each of these items.

Voting directions to your proxy - please mark

to indicate your directions

1. Re-elect Mr S M Appleyard as a Director
2. Approval of increase in total amount of non-executive Directors' fees
3. Adoption of the Remuneration Report for the year ended 30 June 2005

For                      Against                      Abstain\*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

In addition to the intention advised above, the Chairman of the Meeting intends to vote undirected proxies in favour of each of the items of business.

\* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

### Appointing a second Proxy

I/We wish to appoint a second proxy

Mark with an 'X' if  
you wish to appoint  
a second proxy.

AND

%

OR

State the percentage of your voting rights or  
the number of securities for this Proxy Form.

### PLEASE SIGN HERE

This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1

Individual/Sole Director and  
Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

In addition to signing the Proxy form in the above box(es) please provide the information below in case we need to contact you.

Contact Name

Contact Daytime Telephone

Date

MTN

5 PR



# How to complete the Proxy Form

## 1 Your Address

This is your address as it appears on the company's share register. If this information is incorrect, please mark the box and make the correction on the form. Securityholders sponsored by a broker (in which case your reference number overleaf will commence with an 'X') should advise your broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

## 2 Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the individual or body corporate you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that individual or body corporate in the space provided. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

## 3 Votes on Items of Business

You may direct your proxy how to vote by placing a mark in one of the three boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

## 4 Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's share registry or you may copy this form.

To appoint a second proxy you must:

- (a) indicate that you wish to appoint a second proxy by marking the box.
- (b) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (c) return both forms together in the same envelope.

## 5 Signing Instructions

You must sign this form as follows in the spaces provided:

- Individual:** where the holding is in one name, the holder must sign.
- Joint Holding:** where the holding is in more than one name, all of the securityholders should sign.
- Power of Attorney:** to sign under Power of Attorney, you must have already lodged this document with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.
- Companies:** where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

If a representative of a corporate Securityholder or proxy is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the company's share registry or at [www.computershare.com](http://www.computershare.com).

## Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below no later than 48 hours before the commencement of the meeting at 10.30am on 25th November 2005. Any Proxy Form received after that time will not be valid for the scheduled meeting.

### Documents may be lodged:

- IN PERSON** Registered Office - 10 George Street, STEPNEY SA 5069 AUSTRALIA  
Share Registry - Computershare Investor Services Pty Limited, Level 5, 115 Grenfell Street, Adelaide SA 5000 Australia
- BY MAIL** Registered Office - 10 George Street, STEPNEY SA 5069 AUSTRALIA  
Share Registry - Computershare Investor Services Pty Limited, GPO Box 1903, Adelaide SA 5001 Australia
- BY FAX** 61 8 8236 2305