

22 March, 2006



The Manager  
Company Announcements  
Australian Stock Exchange Limited

Dear Sir,

## ISSUE OF PLACEMENT SHARES

### Disclosure Notice – Section 708A(5)(e) of the *Corporations Act 2001(the Act)*

The Company advises that it has today issued 5.5 million fully paid ordinary shares, at \$0.66 per share, as foreshadowed in the Company's recent announcement to the ASX of 16 March 2006 in compliance with ASX Listing Rule 3.10.3.

This advice is pursuant to Section 708A(5)(e) of the *Act* and the Company advises:

1. The relevant securities are in a class of securities that were quoted securities at all times in the 12 months before the day on which the relevant securities were issued.
2. Trading in that class of securities on the prescribed financial market on which they were quoted was not suspended for more than a total of five days in that 12 month period (or at all).
3. No exemption under Section 111AS or 111AT of the *Act* covered the issuer, or any person as director or auditor of the issuer at any time in that 12 month period.
4. No order under Section 340 or 341 of the *Act* covered the issuer, or any person as director or auditor of the issuer at any time in that 12 month period.
5. The company has issued the shares without disclosure to investors under Part 6D.2 of the *Act*.
6. At the date of this Notice, the issuer has complied with:
  - (a) the provisions of Chapter 2M of the *Act* as they apply to the issuer; and
  - (b) Section 674 of the *Act*.
7. At the date of this Notice there is no information that is "excluded information" required to be set out pursuant to sections 708A (7) and (8) of the *Act*.

An Appendix 3B in respect of the issue is attached to this Notice.

Yours faithfully,

A handwritten signature in black ink, appearing to read 'SM Appleyard', with a stylized flourish at the end.

SM Appleyard  
Director/Company Secretary

## 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   | ORDINARY FULLY PAID SHARES |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | 5,500,000                  |
| 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) | ORDINARY FULLY PAID SHARES |

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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<p>4 Do the <sup>+</sup>securities rank equally in all respects from the date of allotment with an existing <sup>+</sup>class of quoted <sup>+</sup>securities?</p>	<p>RANK EQUALLY</p>					
<p>If the additional securities do not rank equally, please state:</p>						
<p><input type="checkbox"/> the date from which they do</p>						
<p><input type="checkbox"/> the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</p>						
<p><input type="checkbox"/> the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</p>						
<p>5 Issue price or consideration</p>	<p>66 CENTS PER SHARE</p>					
<p>6 Purpose of the issue          (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Placement to raise funds to advance the continued investigation of the Paralana Mineral System in the North Flinders Ranges, together with the company's other tenements, and general working capital.</p>					
<p>7 Dates of entering <sup>+</sup>securities into uncertificated holdings or despatch of certificates</p>	<p>22 MARCH 2006</p>					
<p>8 Number and <sup>+</sup>class of all <sup>+</sup>securities quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="699 1424 979 1453">Number</th> <th data-bbox="979 1424 1273 1453"><sup>+</sup>Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="699 1453 979 1482" style="text-align: center;">38,167,895</td> <td data-bbox="979 1453 1273 1482" style="text-align: center;">ORDINARY SHARES</td> </tr> </tbody> </table>		Number	<sup>+</sup> Class	38,167,895	ORDINARY SHARES
Number	<sup>+</sup> Class					
38,167,895	ORDINARY SHARES					

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+ See chapter 19 for defined terms.

9	Number and <sup>+</sup> class of all <sup>+</sup> securities not quoted on ASX (including the securities in clause 2 if applicable)	Number	<sup>+</sup> Class
		5,167,500	ORDINARY SHARES (ESCROWED)
		5,475,000	UNLISTED OPTIONS EXP 30/6/09 (5,265,000 ESCROWED)
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 <sup>+</sup> securities will be offered  |  |
| 14 | <sup>+</sup> Class of <sup>+</sup> securities to which the offer relates  |  |
| 15 | <sup>+</sup> 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   |  |
| 18 | Names of countries in which the entity has <sup>+</sup> security holders who will not be sent new issue documents<br><br><small>Note: Security holders must be told how their entitlements are to be dealt with.<br/>Cross reference: rule 7.7.</small> |  |
| 19 | Closing date for receipt of acceptances or renunciations  |  |

<sup>+</sup> See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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- 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 broker?
- 31 How do +security holders sell *part* of their entitlements through a broker and accept for the balance?

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+ See chapter 19 for defined terms.

- 32 How do <sup>+</sup>security holders dispose of their entitlements (except by sale through a broker)?
- 33 <sup>+</sup>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 <sup>+</sup>securities are <sup>+</sup>equity securities, the names of the 20 largest holders of the additional <sup>+</sup>securities, and the number and percentage of additional <sup>+</sup>securities held by those holders
- 36  If the <sup>+</sup>securities are <sup>+</sup>equity securities, a distribution schedule of the additional <sup>+</sup>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 <sup>+</sup>securities

<sup>+</sup> See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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**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 ( <i>including</i> the securities in clause 38)		

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+ 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: .22 March 2006 .....  
(Director/Company secretary)

Print name: ...S M APPLEYARD.....  
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