

Freehills

Fax

Takeover bid by Buttermere Australia Pty Limited (ACN 120 663 710) for Marathon Resources

From Simon Reed 27 November 2006
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To Company Announcements Manager
Australian Stock Exchange Limited
Fax 1900 999 279

Dear Sir/Madam

We act for Buttermere Australia Pty Limited (**Buttermere**) in relation to its takeover bid for all the ordinary shares in Marathon Resources Limited (**Marathon**).

Please see the attached notice of variation, which was lodged with ASIC and the ASX today, extending the closing date of Buttermere's offer to 7.00pm (Sydney time) on Friday 5 January 2007.

We have also attached a sample copy of a letter which will be sent to Marathon shareholders, with notice of the variation.

Yours sincerely



Simon Reed
Senior Associate
Freehills

If you are not the intended recipient:

- please phone the sender immediately (reverse charges)
- you must not disclose or use the information

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Buttermere Australia Pty Limited ACN 120 663 710 ("Buttermere")
Company notice – subsection 650D(1) Corporations Act 2001 (Cth)
Notice of variation – extension of offer period

To: Australian Securities and Investments Commission (**ASIC**);
Marathon Resources Limited ABN 31 107 531 822 (**Marathon**); and
Each person to whom offers were made under the takeover bid referred to in this notice.

1 Extension of Offer

Buttermere gives notice under sections 650D(1) and 630(2)(b) of the Corporations Act 2001 (Cth) that:

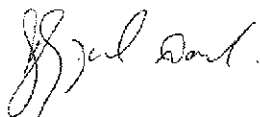
- (1) it varies its takeover offer dated 30 August 2006 (**Offer**) for all of the ordinary shares in Marathon which is contained in its bidder's statement dated 15 August 2006 (**Bidder's Statement**) by extending the period during which the Offer will remain open so that the Offer will now close at 7.00pm (Sydney time) on 5 January 2007;
- (2) the new date for the purposes of giving notice of status of defeating conditions under section 630 of the Corporations Act will be 28 December 2006;
- (3) accordingly, the Offer is varied by replacing:
 - "5 December 2006" with "5 January 2007" in section 9.2.1(a) of the Bidder's Statement;
 - "27 November 2006" with "28 December 2006" in section 9.10 of the Bidder's Statement; and
- (4) as at the date of this notice, so far as Buttermere is aware, no conditions of the Offer have been freed or fulfilled.

2 Lodgement with ASIC

A copy of this notice was lodged with ASIC on 27 November 2006. ASIC takes no responsibility for the contents of this notice.

DATED: 27 November 2006

Signed for and on behalf of Buttermere pursuant to a resolution passed by the directors of Buttermere.



Bhagyesh Dash
Director

Buttermere Australia Pty Limited

27 November 2006

Mr A B SAMPLE
123 SAMPLE STREET
SAMPLEVILLE ABC 1234

Dear Marathon Shareholder

Takeover bid for Marathon Resources Limited – Third extension of offer period

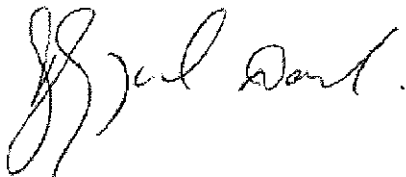
I am writing to advise you that Buttermere has extended the offer period for its takeover bid for Marathon Resources Limited.

The offer is now scheduled to close at 7.00pm (Sydney time) on 5 January 2007 (unless extended).

A formal notice by Buttermere extending the offer period is enclosed with this letter.

By accepting the offer, you will receive \$0.68 cash for each ordinary share you hold in Marathon, subject to satisfaction or waiver of the conditions to the offer. I encourage you to read carefully the details of our offer, which are set out in Buttermere's bidder's statement sent to you previously.

Yours sincerely



Bhagyesh Dash
Director
Buttermere Australia Pty Limited