

**Buttermere Australia Pty Limited**  
**ACN 120 663 710**

Company Announcements Office  
Australian Stock Exchange  
Fax 1900 999 279

26 June 2007

**Notice of status of defeating conditions and lapse of offer in relation to  
Buttermere Australia Pty Ltd and Marathon Resources Limited**

Dear Sir / Madam


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

Attached is the '**Notice of the status of defeating conditions**' required by the Corporations Act and an **ASX Announcement** for release via CAPS.

The conditions to the Offers in Buttermere's bidder's statement have not been fulfilled. In light of this, Buttermere will allow its takeover Offer to lapse on the scheduled closing date of 7.00 pm (Sydney time) on Wednesday 4 July 2007.

All acceptances received from Marathon shareholders in response to Buttermere's Offers are of no effect, and those shareholders are now free to deal with their ordinary shares in Marathon as they see fit.

Yours sincerely



**Bhagyesh Dash**  
**Director**

**Buttermere Australia Pty Limited  
ACN 120 663 710**

**ASX Announcement**

26 June 2007

**Buttermere will not extend bid for Marathon Resources Ltd**

**Buttermere Australia Pty Limited ('Buttermere') announces that it will not be extending its bid of A\$3.52 per ordinary share for Marathon Resources Limited (ASX: MTN) which is due to expire on 4 July 2007.**

Buttermere – a wholly owned subsidiary of Crosby Capital Partners – believes that as a predominantly financial investor it no longer sees upside opportunity in acquiring Marathon. Since Buttermere increased its bid in March this year, Marathon has traded on the ASX at prices well above Buttermere's revised Offer price, including periods of trading above A\$6.00 per share.

Buttermere recognised at the time of its increased Offer the strong increase in the price of uranium and the resulting strong performance of the uranium sector as a whole, particularly in Australia.

Buttermere wishes Marathon's board and management every success in the development of the Company.

Crosby will continue to monitor the Australian market for investment opportunities after its success earlier in 2007 in acquiring Orchard Petroleum Limited.

**-ENDS-**

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**Buttermere Australia Pty Limited ACN 120 663 710****Notice of status of defeating conditions**

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**To: Australian Stock Exchange Limited (ASX)  
Marathon Resources Limited ABN 31 107 531 822 (Marathon)**

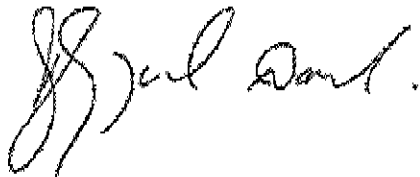
Buttermere Australia Pty Limited (**Buttermere**) has made offers under an off-market takeover bid for all the ordinary shares in Marathon (**Offers**). The Offers are contained in a bidder's statement dated 15 August 2006 (**Bidder's Statement**).

For the purposes of subsection 630(3) of the Corporations Act 2001, Buttermere gives notice that:

- (a) it has not freed the Offers from any of the conditions to the Offers in the Bidder's Statement;
- (b) so far as it knows, none of the conditions to the Offers have been fulfilled as at the date of this notice; and
- (c) its voting power in Marathon is 0.005%.

**Date: 26 June 2007**

Signed for and on behalf of Buttermere Australia Pty Limited by:



**Bhagyesh Dash  
Director**