

## Form 604

Corporations Act 2001  
Section 671B

## Notice of change of interests of substantial holder

To Company Name/Scheme **Marathon Resources Limited ("MTN")**ACN/ARSN **107 531 822**

## 1. Details of substantial shareholder(1)

Name **ARP TriEnergy Pty Ltd, Allied Resource Partners Pty Ltd, Mr David Kit Shearwood and Lawry Super Nominees Pty Ltd as trustee for the Lawry Family Superannuation Fund**ACN/ARSN (if applicable) **ARP TriEnergy Pty Ltd ACN 146 966 305; Allied Resource Partners Pty Ltd ACN 151 264 014; Lawry Super Nominees Pty Ltd ACN 603 232 597**

There was a change in the interests of the substantial holder on

**29 / 06 / 15**

The previous notice was given to the company on

**18 / 03 / 15**

The previous notice was dated

**18 / 03 / 15**

## 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 shares	16,324,499	17.70%	106,091,689	46.02%

## 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 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
29/06/15	Allied Resource Partners Pty Ltd	Issued with 104,767,190 ordinary shares in MTN	3,751 shares in ARP TriEnergy Pty Ltd	104,767,190 ordinary shares in MTN	104,767,190

## 4. Present relevant interests

Particulars of each relevant interest of the substantial shareholder 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
Allied Resource Partners Pty Ltd	Allied Resource Partners Pty Ltd (as to 104,767,190 ordinary shares)	Allied Resource Partners Pty Ltd (as to 104,767,190 ordinary shares)	Registered Holder	104,767,190 ordinary shares	106,091,689

	ARP TriEnergy Pty Ltd (as to 15,000,000 ordinary shares)	ARP TriEnergy Pty Ltd (as to 15,000,000 ordinary shares)	Relevant interest in shares as a result of controlling ARP TriEnergy Pty Ltd pursuant to section 608(3)(b) of the Corporations Act (on the basis that, as the controlling shareholder of MTN, Allied Resource Partners Pty Ltd also controls MTN's subsidiary ARP TriEnergy Pty Ltd). Allied Resource Partners Pty Ltd therefore has a relevant interest in all of the shares in which ARP TriEnergy has a relevant interest.	15,000,000 ordinary shares (the voting rights attached to these shares cannot be exercised pursuant to section 259D(3) of the Corporations Act 2001 (Cth))	
	David Kit Shearwood (as to 186,772 ordinary shares)	David Kit Shearwood (as to 186,772 ordinary shares)	No relevant interest, however Allied Resource Partners Pty Ltd's voting power in MTN is taken to include the 186,772 ordinary shares held by David Shearwood as a result of the associate relationship between them pursuant to section 12(2)(c) of the Corporations Act	186,772 ordinary shares	
	Lawry Super Nominees Pty Ltd as trustee for the Lawry Family Superannuation Fund (as to 1,137,727 ordinary shares)	Lawry Super Nominees Pty Ltd as trustee for the Lawry Family Superannuation Fund (as to 1,137,727 ordinary shares)	No relevant interest, however Allied Resource Partners Pty Ltd's voting power in MTN is taken to include the 1,137,727 ordinary shares held by Lawry Super Nominees Pty Ltd as trustee for the Lawry Family Superannuation Fund as a result of the associate relationship between them pursuant to section 12(2)(c) of the Corporations Act	1,137,727 ordinary shares	
ARP TriEnergy Pty Ltd	ARP TriEnergy Pty Ltd (as to 15,000,000 ordinary shares)	ARP TriEnergy Pty Ltd (as to 15,000,000 ordinary shares)	Registered Holder	15,000,000 ordinary shares (the voting rights attached to these shares cannot be exercised pursuant to section 259D(3) of the Corporations Act 2001 (Cth))	1,324,499
	David Kit Shearwood (as to 186,772 ordinary shares)	David Kit Shearwood (as to 186,772 ordinary shares)	No relevant interest, however ARP TriEnergy Pty Ltd's voting power in MTN is taken to include the 186,772 ordinary shares held by David Shearwood as a result of the associate relationship between them pursuant to section 12(2)(c) of the Corporations Act	186,772 ordinary shares	
	Lawry Super Nominees Pty Ltd as trustee for the Lawry Family Superannuation Fund (as to 1,137,727 ordinary shares)	Lawry Super Nominees Pty Ltd as trustee for the Lawry Family Superannuation Fund (as to 1,137,727 ordinary shares)	No relevant interest, however ARP TriEnergy Pty Ltd's voting power in MTN is taken to include the 1,137,727 ordinary shares held by Lawry Super Nominees Pty Ltd as trustee for the Lawry Family Superannuation Fund as a result of the associate relationship between them pursuant to section 12(2)(c) of the Corporations Act	1,137,727 ordinary shares	
David Kit Shearwood	David Kit Shearwood (as to 186,772 ordinary shares)	David Kit Shearwood (as to 186,772 ordinary shares)	Registered Holder	186,772 ordinary shares	106,091,689



	Allied Resource Partners Pty Ltd (as to 104,767,190 ordinary shares)	Allied Resource Partners Pty Ltd (as to 104,767,190 ordinary shares)	Relevant interest in ordinary shares in which Allied Resource Partners Pty Ltd has a relevant interest, pursuant to section 608(3)(a) of the Corporations Act. By virtue of Mr Shearwood's ownership of 22.47% of the issued capital of Allied Resource Partners Pty Ltd, Mr Shearwood is deemed to have a relevant interest in any shares in which Allied Resource Partners Pty Ltd has a relevant interest.	104,767,190 ordinary shares	
	ARP TriEnergy Pty Ltd (as to 15,000,000 ordinary shares)	ARP TriEnergy Pty Ltd (as to 15,000,000 ordinary shares)	Relevant interest in ordinary shares in which ARP TriEnergy Pty Ltd has a relevant interest, pursuant to subsections 608(3)(a) and (b) of the Corporations Act. By virtue of Mr Shearwood's ownership of 22.47% of the issued capital of Allied Resource Partners Pty Ltd, Mr Shearwood is deemed to have a relevant interest in any shares in which Allied Resource Partners Pty Ltd has a relevant interest. Allied Resource Partners Pty Ltd has a relevant interest in the shares held by ARP TriEnergy Pty Ltd (see above)	15,000,000 ordinary shares (the voting rights attached to these shares cannot be exercised pursuant to section 259D(3) of the Corporations Act 2001 (Cth))	
	Lawry Super Nominees Pty Ltd as trustee for the Lawry Family Superannuation Fund (as to 1,137,727 ordinary shares)	Lawry Super Nominees Pty Ltd as trustee for the Lawry Family Superannuation Fund (as to 1,137,727 ordinary shares)	No relevant interest, however David Shearwood's voting power in MTN is taken to include the 1,137,727 ordinary shares held by Lawry Super Nominees Pty Ltd as trustee for the Lawry Family Superannuation Fund as a result of the associate relationship between them pursuant to section 12(2)(c) of the Corporations Act	1,137,727 ordinary shares	
Lawry Super Nominees Pty Ltd as trustee for the Lawry Family Superannuation Fund	Lawry Super Nominees Pty Ltd as trustee for the Lawry Family Superannuation Fund (as to 1,137,727 ordinary shares)	Lawry Super Nominees Pty Ltd as trustee for the Lawry Family Superannuation Fund (as to 1,137,727 ordinary shares)	Registered Holder	1,137,727 ordinary shares	1,324,499
	ARP TriEnergy Pty Ltd (as to 15,000,000 ordinary shares)	ARP TriEnergy Pty Ltd (as to 15,000,000 ordinary shares)	No relevant interest, however Lawry Super Nominees Pty Ltd as trustee for the Lawry Family Superannuation Fund's voting power in MTN is taken to include the 15,000,000 ordinary shares held by ARP TriEnergy Pty Ltd as a result of the associate relationship between them pursuant to section 12(2)(c) of the Corporations Act	15,000,000 ordinary shares (the voting rights attached to these shares cannot be exercised pursuant to section 259D(3) of the Corporations Act 2001 (Cth))	
	David Kit Shearwood (as to 186,772 ordinary shares)	David Kit Shearwood (as to 186,772 ordinary shares)	No relevant interest, however Lawry Super Nominees Pty Ltd as trustee for the Lawry Family Superannuation Fund's voting power in MTN is taken to include the 186,772 ordinary shares held by David Shearwood as a result of the associate relationship between them pursuant to section 12(2)(c) of the Corporations Act	186,772 ordinary shares	

## 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

## 6. Addresses

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

Name	Address
ARP TriEnergy Pty Limited	64a Fullarton Road, Norwood, South Australia 5067
Allied Resource Partners Pty Ltd	64a Fullarton Road, Norwood, South Australia 5067
David Kit Shearwood	2A Margaret Street, Woolwich, New South Wales 2110
Lawry Super Nominees Pty Ltd (ACN 603 232 597) as trustee for the Lawry Family Superannuation Fund	c/- 214-216 Sturt Street, Adelaide, South Australia 5000

## Signature

print name **Mr A. S. (Tony) Lawry**

capacity **Company Secretary, ARP TriEnergy Pty Limited and Allied Resource Partners Pty Ltd**

sign here

date **01.07.2015**

## 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).
- (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 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.