

TO: ASX COMPANY ANNOUNCEMENTS OFFICE

30 June 2015
ASX Code: MTN

RE-INSTATEMENT CONDITIONS

Marathon Resources Limited ("**Marathon**") provides the following information to satisfy the conditions for re-instatement of Marathon's securities as set out in ASX's conditional re-instatement letter dated 24 June 2015.

1. Completion of ARP TriEnergy acquisition

Marathon confirms the following and refers to its announcement dated 29 June 2015:

- all conditions precedent to the Share Sale Agreement dated 3 March 2015 have been satisfied or waived, and Marathon has completed the acquisition of 100% of the issued share capital of ARP TriEnergy Pty Ltd ("**ARP TriEnergy**"); and
- it has issued 138,311,683 fully paid ordinary shares ("**Marathon Consideration Shares**") to the Vendors in accordance with Schedule 2 of Marathon's Notice of Extraordinary General Meeting dated 24 April 2015.

2. Compliance with the Listing Rules and Listing Rule 3.1

Marathon confirms that, as at the date of this announcement, it is in compliance with the Listing Rules, including Listing Rule 3.1.

3. Capital Structure

Marathon's capital structure is as follows:

	Shares	Options
Capital structure pre-completion	92,207,789	750,000
Marathon Consideration Shares	138,311,683	-
Total on completion	230,519,472	750,000

Please note that the Marathon Consideration Shares are subject to ASX Restriction Agreements and will not be quoted until the relevant escrow period ends. This leaves 92,207,789 shares quoted on ASX. Please refer to the Appendix 3B dated 29 June 2015 for further information.

Media Contacts

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Executive Chair

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Marathon Resources Ltd
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