

Form **605**  
Corporations Act 2001  
Section 671B

**Notice of ceasing to be a substantial holder**

To Company Name/Scheme

**MARATHON RESOURCES LIMITED (ASX : MTN)**

ABN

**31 107 531 822****1. Details of substantial holder <sup>(1)</sup>**

Name		ACN / ABN
ORION EQUITIES LIMITED	(OEQ)	ABN 77 000 742 843
QUESTE COMMUNICATIONS LTD	(QUE)	ABN 58 081 688 164

There was a change in the interests of the substantial holders on: 8 October 2014  
 The previous notice was given to the company on: 31 October 2013  
 The previous notice was dated: 31 October 2013

**2. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest <sup>(2)</sup> of the substantial holder or an associate <sup>(3)</sup> in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company are as follows:

Date of change	Person whose relevant interest changed	Nature of change <sup>(4)</sup>	Consideration given in relation to change <sup>(5)</sup>	Class <sup>(6)</sup> and number of securities affected	Person's votes affected
18/12/2013	OEQ and QUE	Acquisition of shares pursuant to an on-market takeover bid by BEL	\$22,864.07	914,563	914,563
12/09/2014	OEQ and QUE	Sale of shares on-market by BEL	\$715,835.30	(19,346,900)	(19,346,900)

Notes:

- (a) Pursuant to BEL's [Notice of Ceasing to be a Substantial Holder in MTN dated 13 October 2014](#)
- (b) OEQ is taken under section 608(3)(a) of the Corporations Act to have a relevant interest in securities in which BEL has a relevant interest by reason of having greater than 20% voting power (ie. shareholding) in BEL.
- (c) QUE is taken under section 608(3)(b) of the Corporations Act to have a relevant interest in securities in which OEQ has a relevant interest by reason of having control (ie. greater than 50% voting power/shareholding) of OEQ.

**3. Changes in association**

The persons who have become associates <sup>(2)</sup> of, ceased to be associates of, or have changed the nature of their association <sup>(7)</sup> 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
Not applicable	Not applicable

**4. Addresses**

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

Name	Address
Bentley Capital Limited ABN 87 008 108 218 (BEL)	Level 2, 23 Ventnor Avenue, West Perth, Western Australia 6005
OEQ	Level 2, 23 Ventnor Avenue, West Perth, Western Australia 6005
QUE	Level 2, 23 Ventnor Avenue, West Perth, Western Australia 6005

**Signature**

sign here  Date 13 October 2014  
 print name Victor Ho capacity Director and Company Secretary of OEQ and QUE

**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 "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (4) 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).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (5) 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 the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.