

Thursday, 12 December 2013

## MARKET ANNOUNCEMENT

### BID FOR MARATHON - PRICE FINAL, NO FURTHER EXTENSION

Bentley Capital Limited (ASX: BEL) ("**Bentley**" or "**Company**") will not extend the period ("**Offer Period**") of its unconditional on-market takeover offer ("**Offer**") for Marathon Resources Limited (ASX: MTN) ("**Marathon**") at 2.5 cents per share ("**Offer Price**") beyond the close of trade on ASX on 18 December 2013 and will not increase the Offer Price, except in the circumstances specified below.

Bentley reserves its right to extend the Offer Period, with or without an increase in the Offer Price, if a competing bid is announced during the Offer Period.

#### How to sell Marathon Shares to Bentley

Marathon Shareholders may sell their Marathon shares to Bentley by offering to sell some or all of their Marathon shares on ASX at the Offer Price, until the end of the Offer Period. Bentley's Broker is standing in the market to acquire on Bentley's behalf all Marathon Shares offered at the Offer Price until the end of the Offer Period, by the following methods:

- **For Issuer-Sponsored Holdings of Marathon Shares (Securityholder Reference Number beginning with "I"):** To sell Marathon Shares to Bentley, Marathon shareholders may instruct any Broker to initiate acceptance; or
- **For CHESSE Holdings of Marathon Shares (Holder Identification Number beginning with "X"):** To sell Marathon Shares to Bentley, Marathon shareholders must instruct their CHESSE controlling participant to initiate acceptance.

Marathon Shareholders are not required to complete a form to accept the Offer.

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#### FOR FURTHER INFORMATION:

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