
12 December 2007

Manager Companies
Companies Announcements Office
Australian Stock Exchange Limited

By email: ASX On-Line

Dear Sir/Madam

ASX Code: MTN
Priority Entitlement Offer – Phoenix Copper IPO

I enclose copy self-explanatory correspondence being forwarded to shareholders today.

Yours faithfully



Sam Appleyard
Company Secretary

11 December 2007

Dear Marathon Shareholder,

Phoenix Copper Limited – Priority Offer to Eligible Marathon Shareholders

Phoenix Copper Limited (**Phoenix Copper**) which has made a priority offer to Eligible Marathon Shareholders (as defined in our letter to you dated 23 November 2007) in its current prospectus to raise \$10,000,000, has asked that we remind you that the priority offer closes this Friday, 14 December 2007.

Applications in the priority offer will be considered on a first come first served basis, subject to the maximum number of shares that may be applied for under the priority offer (namely 250,000 per Eligible Marathon Shareholder). Late applications or for more than that maximum number or for shares in excess of the total number of shares in the priority offer (ie 15,000,000) will be considered in Phoenix Copper's public offer.

The Phoenix Copper prospectus may be viewed and downloaded (and the share application form printed) at www.phoenixcopper.com.au.

Marathon will benefit from the success of Phoenix Copper's initial public offering but cannot endorse shares in Phoenix Copper as a suitable investment. You need to read the Phoenix Copper prospectus and take professional advice before deciding to invest.

Yours sincerely



Peter L Williams
Chairman
Marathon Resources Limited