

CLAYTON UTZ

Sydney Melbourne Brisbane Perth Canberra Darwin Hong Kong

Confidential

12 August 2011

Fax**No of pages [5]
(including this
page)**

Company Announcements Office
ASX Limited
Level 8, Exchange Plaza
2 The Esplanade
Perth, WA 6000

1300 135 638

Our ref 17889/80113885

Dear Sir/Madam

Jonesville Limited - On-Market Takeover Bid for Territory Resources Limited - Notice of Compulsory Acquisition

We act for Jonesville Limited (BVI Company Number 327076) (**Jonesville**) in its on-market takeover bid (**Offer**) for all of the shares in Territory Resources Limited ACN 100 552 118 (**Territory**).

The Offer closed at 2:00 pm (Perth time) on 21 July 2011. As at the close of the Offer, Jonesville had a relevant interest in 90.51% of the Territory shares, and is therefore entitled to proceed with compulsory acquisition of the remaining shares under section 661A of the Corporations Act 2001 (Cth) (**Act**).

In accordance with section 661B(1)(d) of the Act, we enclose:

1. a copy of ASIC Form 6021 (Notice of compulsory acquisition following a takeover bid) in the form lodged with the Australian Securities and Investments Commission today; and
2. an accompanying covering letter,

to be despatched today to those Territory shareholders in the bid class who have not yet validly accepted the Offer.

Yours faithfully



Matthew Johnson, Partner
Corporate Advisory/M&A
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M +61 419 942 624
E mrjohnson@claytonutz.com

Enc

Australian Securities &
Investments Commission



Form 6021
Corporations Act 2001
661B(1)(a)

Notice of compulsory acquisition following takeover bid

If there is insufficient space in any section of the form, you may attach an annexure and submit as part of this lodgement

Lodgement details

Who should ASIC contact if there is a query about this form?

Name

Matthew Johnson

ASIC registered agent number (if applicable)

536

Company/entity name

Clayton Utz

ACN/ABN/ARN/ARSN

Not applicable

Telephone number

(08) 9426 8000

Postal address

Level 27, 250 St Georges Terrace

Perth WA 6000

Email address (optional)

mrjohnson@claytonutz.com

Notice

Name and address of holder.

To:

Name

The person whose name and address is set out in the enclosed letter

ACN (if applicable)

At the office of, C/- (if applicable)

Office, unit, level

Street number and Street name

Suburb/City

State/Territory

Postcode

Country (if not Australia)

Securities of:

Name of target company or body

Name ('the Company')

Territory Resources Limited

ACN/ABN/ARN/ARSN

100 562 118

Continued... Notice

1. Under an

Tick one box

☐ Off Market Bid

☒ Market Bid

offers were made by

Name of bidder. Jonesville Limited BVI Company Number 327076

in respect of the acquisition of

Insert description of class of securities to which the bid related Fully paid ordinary shares

In the Company.

The offers

Tick one box

☒ closed

☐ are scheduled to close

on

Date

2 1 0 7 1 1

[D] [D] [M] [M] [Y] [Y]

Insert date offers closed or are scheduled to close

2. You are, or are entitled to be, registered as the holder of securities in respect of which an offer was made, but have not accepted the takeover offer.

3. The bidder hereby gives you notice under subsection 661B(1) of the Corporations Act 2001 ("the Act") that the bidder has become entitled pursuant to subsection 661A(1)/661A(3) of the Act to compulsorily acquire your securities and desires to acquire those securities.

4. Under section 661D of the Act, you have the right, by notice in writing given to the bidder within one month after this notice is lodged with ASIC, to ask the bidder for a written statement of the names and addresses of everyone else the bidder has given this notice to.

Insert paragraph 5 only where alternative terms are included in the offer

5. You are entitled, within one month after being given this notice, or within 14 days after being given a statement requested under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is the later, by notice in writing to the bidder, to elect which of the following forms of consideration will apply to the acquisition of your securities:

Insert details of alternative terms.

Not applicable

If you do not elect which of the alternative forms of consideration will apply to the acquisition of your securities, the form of consideration that will apply will be:

Set out the terms that will apply

Not applicable

6. Under section 661E of the Act, you have the right, within one month after being given this notice or within 14 days after being given a statement requested under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is the later, to apply to the Court for an order that the securities not be compulsorily acquired.

7. The bidder is entitled and bound to acquire the securities on the terms that applied under the takeover bid immediately before

Tick one box

☐ this notice was given.

☒ the end of the offer period.

8. Unless on application made by you under section 661E within one month after being given this notice (as referred to in paragraph 6 of the notice) or within 14 days after being given a statement under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is the later, the Court otherwise orders, the bidder must comply with paragraph 7 of this notice.

Signature

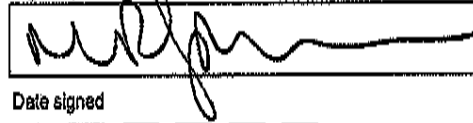
Name of person signing

Matthew Johnson

Capacity

Attorney

Signature



Date signed

1	2	/	0	8	/	1	1
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[D	D]	[M	M]	[Y	Y]
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Lodgement

Send completed and signed forms to:
Australian Securities and Investments Commission,
PO Box 9827 in your capital city.

Or lodge the form in person at an ASIC Service Centre
(see www.asic.gov.au/servicecentres)

For more informationWeb www.asic.gov.auNeed help? www.asic.gov.au/question

Telephone 1300 300 630

JONESVILLE LIMITED

*Registered Office: P.O. Box 957, Offshore Incorporations Centre,
Road Town, Tortola, British Virgin Islands*

[Name of Shareholder]
[Shareholder's address]
[Shareholder's address]
[Shareholder's address]

12 August 2011

Dear Territory Resources Limited shareholder,

Jonesville Limited - On-Market Takeover Bid for Territory Resources Limited - Notice of Compulsory Acquisition

As you may know, on 9 June 2011 Jonesville Limited (BVI Company Number 327076) (**Jonesville**), a wholly owned subsidiary of Noble Group Limited (Bermuda Registration Number 19316) made an on-market takeover offer to acquire all of the shares in Territory Resources Limited ACN 100 552 118 (**Territory**) (**Offer**). A bidder's statement dated 9 June 2011 containing the Offer (**Bidder's Statement**) was despatched to all holders of Territory shares (**Shares**) in the bid class on 23 June 2011. The Offer closed at 2:00 pm (Perth time) on 21 July 2011. Our records indicate that Jonesville did not receive a valid acceptance of the Offer from you.

As Jonesville has a relevant interest in 90.51% of the Shares in the bid class on issue, Jonesville will acquire any remaining Shares which have not been acquired under the Offer under the compulsory acquisition provisions as set out in section 661A of the Corporations Act 2001 (Cth) (**Act**).

We enclose an ASIC Form 6021 (Notice of Compulsory Acquisition Following Takeover Bid) (**Notice**) which Jonesville is required to give you under the Act to exercise its rights to compulsorily acquire your Shares. You do not need to sign or return the Notice but please read the Notice carefully.

The compulsory acquisition will be on the same terms as those offered by Jonesville under the Offer. Therefore Jonesville will compulsorily acquire your Shares for A\$0.50 cash per Share.

In due course, Territory will send you a letter in relation to the procedure to claim payment of the cash consideration payable to you upon compulsory acquisition of your Shares.

Yours sincerely



Harindarpal Singh Banga
Director
Jonesville Limited

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