

**CLAYTON UTZ**

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**Confidential****Fax**

6 June 2011

Company Announcements Office  
ASX Limited  
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PERTH WA 6000  
1300 135 638

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(including this  
page)

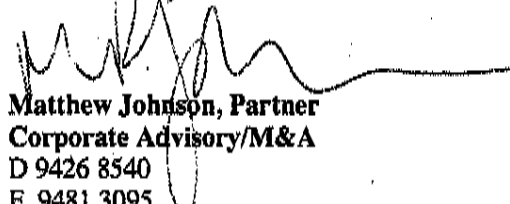
Dear Sir/Madam

**Notice of change of interests of substantial holder - Territory Resources Limited**

We act for Jonesville Limited (Jonesville).

In accordance with section 671B(1)(b) of the Corporations Act 2001(Cth), we enclose a Form 604 (Notice of change of interests of substantial holder) from Jonesville and its associates, which has also been provided to Territory Resources Limited.

Yours faithfully



**Matthew Johnson, Partner**  
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**Enclosure**

**Form 604**  
Corporations Act 2001  
Section 671B

**Notice of change of interests of substantial holder**

To Company Name/Scheme Territory Resources Limited

ACN/ARSN ACN 100 552 118

**1. Details of substantial holder (1)**

Name Jonesville Limited (Jonesville) Noble Group Limited (Noble) and each of the companies listed in Annexure "A" (Noble Group)

ACN/ARSN (if applicable) \_\_\_\_\_

There was a change in the interests of the substantial holder on

02/06/2011

The previous notice was given to the company on

23/11/2010

The previous notice was dated

22/11/2010

**2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Fully Paid Ordinary Shares	76,771,731	29.01%	78,838,731	30.15%

**3. Changes in relevant interests**

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

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
Refer to Annexure "B"					

**4. Present relevant interests**

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (9)	Class and number of securities	Person's votes
Refer to Annexure "B"					

**5. Changes in association**

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (8) 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
N/A	N/A

**8. Addresses**

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

Name	Address
Noble Group	18th Floor, MassMutual Tower, 38 Gloucester Road, Hong Kong
Jonesville Limited	P.O. Box 957, Offshore Incorporations Centre, Road Town, Tortola, British Virgin Islands
Crawley Resources Limited	TMF Corporate Services (Aust) Pty Ltd c/- TMF Corp Level 16, 201 Elizabeth Street, Sydney NSW 2000, Australia

**Signature**

print name Yim Wal Yin, Lisa

capacity Company Secretary

sign here

date 6 June 2011

**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 8 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) 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.
- (7) 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 on 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.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

**Annexure A to Form 604****The Noble Group of companies**

This Annexure A of 1 page referred to in the Form 604 (Notice of change of interests of substantial holder), signed by me and dated 6 June 2011.

  
Yim Wai Yin, Lisa  
Company Secretary, Jonesville Limited

**The Noble Group of companies other than Noble Group Limited and Jonesville Limited**

Abakk Pty Limited	Noble Chartering Limited
Chongqing Xinfu Food Co., Ltd	Noble Clean Fuels Limited
Cocaf Ivoire. S.A.	Noble Europe Limited
Crawley Resources Limited	Noble Mount Investments Limited
Donaldson Coal Holdings Limited	Noble Netherlands B.V.
Donaldson Coal Pty Limited	Noble Paraguay Sociedad Anonima
Evera Sociedad Anonima Comercial	Noble Petro Inc.
Gloucester Coal Ltd	Noble Resources Group Limited
Janvel Pty Limited	Noble Resources Limited
Lanzoni Limited	Noble Resources Pte. Ltd.
Longkou Xinlong Edible Oil Co., Ltd.	Noble Resources SA
Lonner Pty Limited	Noble Resources UK Limited
Nantong Noble Grain and Protein Co., Ltd.	Noble Trade Finance Hong Kong Limited
Newcastle Coal Company Pty Limited	Onglory Pty Limited
Noble Americas Corp.	Osendo Pty Limited
Noble Americas Energy Solutions LLC	PT Henrison Inti Persada
Noble Americas Gas & Power Corp.	PT Pelayaran Nasional Tanjungrau Servis
Noble Argentina S.A.	PT Sanga Coal Indonesia
Noble Brasil S.A.	Qinzhou Dayang Cereals and Oils Company Limited
Noble Carbon Credits Limited	Ravenca Limited
Noble Chartering Inc.	Stelmont Group Limited
	Summer Fortune Limited

**Annexure B to Form 604****Details of changes in relevant interest and present relevant interests**

This Annexure B of 2 pages referred to in the Form 604 (Notice of change of interests of substantial holder), signed by me and dated 6 June 2011.

  
Yim Wai Yin, Lisa  
Company Secretary, Jonesville Limited

**3. Changes in relevant interests**

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

Date of change	Person whose relevant interest changed	Nature of change	Consideration given in relation to change	Class and number of securities affected	Person's votes affected
24/5/2011	Jonesville	On-market purchase	\$900,000	2,000,000 fully paid ordinary shares	2,000,000
2/6/2011	Jonesville	On-market purchase	\$535,000	1,165,000 fully paid ordinary shares	1,165,000
As above	Noble	As parent company of Jonesville, has a relevant interest under section 608(3)(b) of the Corporations Act 2001 (Cth) (Act).	N/A	3,165,000 fully paid ordinary shares (total of above)	3,165,000 (total of above)
As above	Noble Group	Each member of the Noble Group is an associate of Noble and Jonesville pursuant to section 12(2)(a) of the Act and has a relevant interest under section 608(3)(a) of the Act.	N/A	3,165,000 fully paid ordinary shares (total of above)	3,165,000 (total of above)

**4. Present relevant interests**

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Nature of relevant interest	Class and number of securities affected	Person's votes
Jonesville	Jonesville	Jonesville	Pursuant to section 608(1)(a) of the Act as the holder of the securities.	61,935,231 fully paid ordinary shares	61,935,231
Noble	Jonesville	Jonesville	As parent company of Jonesville, has a relevant interest under section 608(3)(b) of the Act.	61,935,231 fully paid ordinary shares	61,935,231
Noble Group	Jonesville	Jonesville	Each member of the Noble Group is an associate of Noble and Jonesville pursuant to section 12(2)(a) of the Act and has a relevant interest under section 608(3)(a) of the Act.	61,935,231 fully paid ordinary shares	61,935,231

Crawley Resources Limited	Crawley Resources Limited	Crawley Resources Limited	Pursuant to section 608(1)(a) of the Act as the holder of the securities.	18,001,500 fully paid ordinary shares	18,001,500
Noble	Crawley Resources Limited	Crawley Resources Limited	Has a relevant interest under section 608(3)(b) of the Act.	18,001,500 fully paid ordinary shares	18,001,500
Jonesville and Noble Group	Crawley Resources Limited	Crawley Resources Limited	Jonesville and each member of the Noble Group is an associate of Noble and Crawley Resources Limited pursuant to section 12(2)(a) of the Act and has a relevant interest under section 608(3)(a) of the Act.	18,001,500 fully paid ordinary shares	18,001,500