



Territory Resources Limited

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8 April 2008

Manager Announcements
Company Announcements Office
ASX Limited
Level 4
20 Bridge Street
SYDNEY NSW 2000

Dear Sir/Madam

ASIC FORM 604 – Notice of Change of Interests of Substantial Holder

Attached is a copy of a Notice of change of interests of substantial holder in respect to Territory Resources Limited group's recent acquisitions of shares in Monarch Gold Mining Company Limited.

Yours sincerely,

Patrick McCole
Company Secretary



An Australian Resources Group

Post Office Box 158, West Perth, Western Australia 6872
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A.B.N. 53 100 552 118

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Monarch Gold Mining Company Limited

ACN/ARSN 100 038 266

1. Details of substantial holder (1)

Name Territory Resources Limited

ACN/ARSN (if applicable) 100 552 118

There was a change in the interests of the

substantial holder on 04/04/2008

The previous notice was given to the company on 25/03/2008

The previous notice was dated 25/03/2008

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)
Ordinary securities	18,470,343	10.28%	20,859,999	11.61%

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
27 March 2008	Territory Gold Pty Ltd	On market purchase	\$60,634	131,534 ordinary securities	131,534
27 March 2008	Territory Gold Pty Ltd	On market purchase	\$68,402	143,951 ordinary securities	143,951
28 March 2008	Territory Gold Pty Ltd	On market purchase	\$169,184	356,049 ordinary securities	356,049
31 March 2008	Territory Gold Pty Ltd	On market purchase	\$97,860	210,000 ordinary securities	210,000
1 April 2008	Territory Gold Pty Ltd	On market purchase	\$119,364	259,151 ordinary securities	259,151
2 April 2008	Territory Gold Pty Ltd	On market purchase	\$93,674	206,284 ordinary securities	206,284
3 April 2008	Territory Gold Pty Ltd	On market purchase	\$146,055	324,565 ordinary securities	324,565
4 April 2008	Territory Gold Pty Ltd	On market purchase	\$87,960	200,000 ordinary securities	200,000
7 April 2008	Territory Gold Pty Ltd	On market purchase	\$87,960	200,000 ordinary securities	200,000
8 April 2008	Territory Gold Pty Ltd	On market purchase	\$121,736	283,502 ordinary securities	283,502
27 March 2008 to 8 April 2008	Territory Resources Limited	Taken under section 608(3)(b) of the Corporations Act to have a relevant interest by reason of having control of Territory Gold Pty Ltd.	Nil	See above	See 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 (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Territory Gold Pty Ltd	Territory Gold Pty Ltd	Territory Gold Pty Ltd	Registered holder	16,048,172 ordinary securities	16,048,172

Territory Resources Limited	Territory Gold Pty Ltd	Territory Gold Pty Ltd	Taken under section 608(3)(b) of the Corporations Act to have a relevant interest by reason of having control of Territory Gold Pty Ltd.	16,048,172 ordinary securities	16,048,172
	Territory Resources Limited	Territory Resources Limited	Registered holder	4,811,827 ordinary securities	4,811,827

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 (9) 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	


6. Addresses

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

Name	Address
Territory Resources Limited ACN 100 552 118	Ground Floor, 23 Ventnor Avenue, West Perth WA 6005
Territory Gold Pty Ltd ACN 125 323 122	Ground Floor, 23 Ventnor Avenue, West Perth WA 6005

Signature

print name Patrick McCole capacity Company secretary

sign here  date 08/04/2008

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 "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.