



Territory Resources Limited

23 Ventnor Avenue,
West Perth WA 6005
Telephone: +61 8 9483 5100
Facsimile : +61 8 9483 5111

22 October 2008

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

Dear Sir/Madam

Shareholder Letter and Amended Proxy Form

Attached is a letter to Shareholders of Territory Resources Limited and an Amended Proxy Form that will be despatched to Shareholders.

Yours sincerely,

Patrick McCole
Company Secretary

An Australian Resources Group

Post Office Box 158, West Perth, Western Australia 6872
admin@territoryresources.com.au www.territoryresources.com.au
A.B.N. 53 100 552 118



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22 October 2008

Dear Shareholder,

Amended Proxy Form

The proxy form that accompanied the 2008 Notice of Annual General Meeting of the Shareholders of Territory Resources Limited that was recently distributed to shareholders, contained a typographical error in which resolutions 4 and 5 were in the opposite order to that contained in the Notice of Annual General Meeting.

Please find enclosed an amended proxy form for the Notice of Annual General Meeting. To vote by proxy, please complete and sign the enclosed amended proxy form as soon as possible and either:

- send the proxy form by post to:

**Territory Resources Limited
PO Box 158
West Perth WA 6872**

- send the proxy form by facsimile to:

Fax No: +61 8 9483 5111

- return the proxy form in person to:

**Territory Resources Limited
Ground Floor, 23 Ventnor Avenue
West Perth WA**

so that it is received not later than 3.00pm (WDT) on Wednesday, 19 November 2008.

Original proxy forms which accompanied the Notice of Annual General Meeting that are returned by shareholders will be accepted as valid at the discretion of the Chairman of the Annual General Meeting.

Yours sincerely,

Patrick McCole
Company Secretary
Territory Resources Limited

An Australian Resources Group

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A.B.N. 53 100 552 118

PROXY FORM

APPOINTMENT OF PROXY

Territory Resources Limited

ABN 53 100 552 118

I/We

of address

being a Shareholder of Territory Resources Limited entitled to attend and vote at the Annual General Meeting, hereby

Appoints

Name of Proxy

or failing the person so named or, if no person is named, the Chairman of the Meeting or the Chairman's nominee, to vote in accordance with the following directions or, if no directions have been given, as the proxy sees fit at the Annual General Meeting to be held at The Celtic Club, 48 Ord Street, West Perth, Western Australia on Friday, 21 November 2008, at 3.00pm (WDT) and at any adjournment thereof.

Voting on Business of the Annual General Meeting

		FOR	AGAINST	ABSTAIN
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Election of Director – Giuseppe Ariti	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of Director – Michael Donaldson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Election of Director – Fiona Harris	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Election of Director – Richard Elman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Election of Director – Ian McCubbing	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Re-Election of Director – Andrew Simpson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If the chair of the meeting is appointed as your proxy, or may be appointed by default and you do not wish to direct your proxy how to vote as your proxy in respect of a Resolution, please place a mark in the box. By marking this box, you acknowledge that the Chair of the meeting may exercise your proxy even if he has an interest in the outcome of the Resolutions and that the votes cast by the Chair of the meeting for those Resolutions other than as proxy holder will be disregarded because of that interest. **The Chair intends to vote any such undirected proxies in favour of all Resolutions.** If you do not mark this box, and you have not directed your proxy how to vote, the Chair will not cast your votes on the Resolutions and your votes will not be counted in calculating the required majority if a poll is called on the Resolutions.

If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your Shares are not to be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is _____ %

Please return this Proxy Form in person to the Company Secretary, Territory Resources Limited, Ground Floor, 23 Ventnor Avenue, West Perth, Western Australia or by post to PO Box 158, West Perth, Western Australia, 6872 or by fax to +61 8 9483 5111 by 3.00pm (WDT) on Wednesday, 19 November 2008.

Signed this _____ day of _____ 2008

By:

Individuals and joint holders

Signature

Signature

Signature

Companies (affix common seal if appropriate)

Director

Director/Secretary

Sole Director and Sole Secretary

INSTRUCTIONS FOR COMPLETING APPOINTMENT OF PROXY FORM

Appointment of Proxy

1. In accordance with section 249L of the Corporations Act, a Shareholder of the Company who is entitled to attend and cast two or more votes at a General Meeting of Shareholders is entitled to appoint two proxies. Where more than one proxy is appointed, such proxy must be allocated a proportion of the Shareholder's voting rights. If the Shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes.
2. A duly appointed proxy need not be a member of the Company.

Signing Instructions

3. Where the shareholding is in one name, the Shareholder must sign.
4. In the case of joint holders, all of the Shareholders must sign.
5. Corporate Shareholders should comply with the execution requirements set out on the Proxy Form or otherwise with the provisions of section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:
 - 2 directors of the company;
 - a director and a company secretary of the company; or
 - for a proprietary company that has a sole director who is also the sole company secretary – that director.

For the Company to rely on the assumptions set out in sections 129(5) and (6) of the Corporations Act, a document must appear to have been executed in accordance with sections 127(1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of sections 127(1) or (2) as applicable. In particular, a person who witnesses the affixing of a common seal and who is the sole director and sole company secretary of the company must state that next to his or her signature.

6. Where a Proxy Form or form of appointment of corporate representative is lodged and is executed under power of attorney, the power of attorney or a certified copy thereof must be lodged with this proxy.

Attending the Meeting

7. Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
8. Please return the Proxy Form to the Company Secretary by facsimile or to one of the addresses below. To be effective the Proxy Form must be received by the Company by no later than 3.00pm (WDT) on Wednesday, 19 November 2008.

Registered Office: Ground Floor, 23 Ventnor Avenue, West Perth, Western Australia, Australia

Fax Number: +61 8 9483 5111

Postal Address: PO Box 158, West Perth WA 6872, Australia
