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## Confidential

### ASX Online - eLodgement

Company Announcements Office  
ASX Limited  
Exchange Plaza  
2 The Esplanade  
PERTH WA 6000

23 November 2010

No of pages 6  
(including this  
page)

Dear Sir/Madam

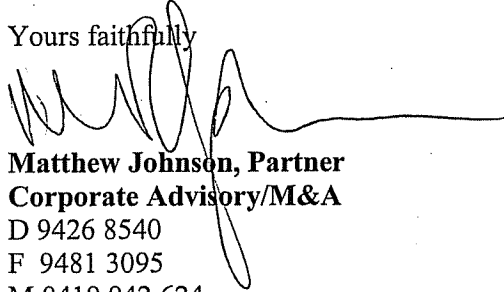
### Notice of change of interests of substantial holder - Territory Resources Limited

We act for Jonesville Limited (**Jonesville**).

We refer to our facsimile dated 23 November 2010 which enclosed a copy of a Form 604 (Notice of change of interests of substantial holder) from Jonesville and its associates (**Form 604**). We understand that the facsimile and the copy of the Form 604 which was received by ASX may not have transmitted clearly.

In accordance with section 671B(1)(b) of the Corporations Act 2001(Cth), we **enclose** a clearer PDF copy of the Form 604, 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

19/11/2010

The previous notice was given to the company on

15/07/2008

The previous notice was dated

15/07/2008

**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)
Fully Paid Ordinary Shares	69,991,975	26.45%	76,771,731	29.01%

**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 (6)	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 (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	N/A

**6. Addresses**

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

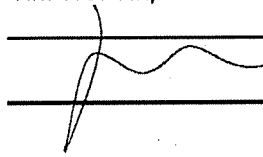
Name	Address
Noble Group	18th Floor, Mass Mutual Tower, 38 Gloucester Rd, Hong Kong
Jonesville Limited	P.O. Box 957, Offshore Incorporations Centre, Road Town, Tortola, British Virgin Islands
Crawley Resources Limited	Level 2, 23 Ventnor Avenue, West Perth WA 6005

**Signature**

print name Yim Wai Yin, Lisa

capacity Company Secretary

sign here



date 22 November 2010

**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.

## 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 22 November 2010.



Yim Wai Yin, Lisa  
Company Secretary, Jonesville Limited

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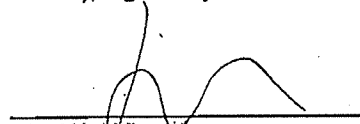
### The Noble Group of companies other than Noble Group Limited and Jonesville Limited

Chongqing Xinfu Food Co., Ltd	Noble Chartering Limited
Cocaf Ivovre. S.A	Noble Clean Fuels Limited
Crawley Resources Limited	Noble Europe Limited
Donaldson Coal Holdings Limited	Noble Mount Investments Limited
Donaldson Coal Pty Limited	Noble Netherlands B.V.
Evera Sociedad Anonima Comerical	Noble Paraguay Sociedad Anonima
Fleet Management Limited	Noble Resources Group Limited
Fleet Ship Management Inc.	Noble Resources Limited
Gloucester Coal 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	Osendo Pty Limited
Noble Americas Corp.	PT Pelayaran Nasional Tanjungriau Servis
Noble Argentina S.A.	PT Sanga Coal Indonesia
Noble Brasil S.A.	Qinzhou Dayang Cereals and Oils Company Limited
Noble Carbon Credits Limited	Stelmont Group Limited
Noble Chartering Inc.	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 22 November 2010.

  
 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
11/11/2010	Jonesville	On-market purchase	\$188,771	510,000 fully paid ordinary shares	510,000
15/11/2010	Jonesville	On-market purchase	\$21,186,045	59,679 fully paid ordinary shares	59,679
18/11/2010	Jonesville	On-market purchase	\$475,408,2236	1,285,582 fully paid ordinary shares	1,285,582
19/11/2010	Jonesville	On-market purchase	\$1,986,048.8335	4,924,495 fully paid ordinary shares	4,924,495
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	6,779,756 fully paid ordinary shares (total of above)	6,779,756 (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	6,779,756 fully paid ordinary shares (total of above)	6,779,756 (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.	58,770,231 fully paid ordinary shares	58,770,231
Noble	Jonesville	Jonesville	As parent company of Jonesville, has a relevant interest under section 608(3)(b) of the Act.	58,770,231 fully paid ordinary shares	58,770,231

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.	58,770,231 fully paid ordinary shares	58,770,231
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