

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Royalco Resources Ltd

ACN/ARSN 53 096 321 532

1. Details of substantial holder (1)

Name Keryn Anne Topham & Associates

ACN/ARSN (if applicable) _____

There was a change in the interests of the substantial holder on 1/7/2008

The previous notice was given to the company on 29/6/2006

The previous notice was dated 29/6/2006

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 Shares	5,750,400	10.19%	5,180,400	9.75%

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
		See attached			

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
		See attached			

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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

6. Addresses

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

Name	Address
K A Topham	2 La trobe Court Wheelers Hill Vic 3150
National Nominees Ltd Freedom of Choice Super Fund A/C P J Topham	GPO Box 1406 Melbourne Vic 3001
Porthill Resources Pty Ltd	9/356 Collins Street Melbourne Vic 3000

Signature

print name K A Topham capacity

sign here

Keyn Topham

date 1 / 17 / 08

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 of any benefit paid on behalf of the substantial holder or its associate in relation

Changes in Relevant Interest

Date of change	Person whose relevant interest changed	Nature of change	Consideration given in relation to change	Class and no of securities affected	Persons votes affected
30/7/2007	National Nominees Ltd Freedom of Choice Super Fund A/C P J Topham	On Market purchase	\$7351.42	7901 Ordinary shares	7901
6/8/2007	National Nominees Ltd Freedom of Choice Super Fund A/C P J Topham	On Market purchase	\$1931.08	2099 Ordinary shares	2099
14/11/2007	National Nominees Ltd Freedom of Choice Super Fund A/C P J Topham	On Market purchase	\$13861.32	20000 Ordinary shares	20000
31/1/2008	National Nominees Ltd Freedom of Choice Super Fund A/C P J Topham	On Market purchase	\$20713.30	40000 Ordinary shares	40000
1/2/2008	National Nominees Ltd Freedom of Choice Super Fund A/C P J Topham	On Market purchase	\$18415.74	40700 Ordinary shares	40700
18/3/2008	National Nominees Ltd Freedom of Choice Super Fund A/C P J Topham	On Market purchase	\$4208.01	9300 Ordinary shares	9300
30/6/2008	Porthill Resources Pty Ltd	Disposal of shares in settlement of loans owing to interests associated with D L Ogg (a director of Royalco Resources Ltd)	\$196650	690000 Ordinary shares	690000

1/7/2008	Porthill Resources Pty Ltd AND K A Topham	Acquisition of shares from Porthill Resources Pty Ltd in settlement of loans owing to interests associated with P J Topham (a director of Royalco Resources Ltd)	\$196650	690000 Ordinary shares	Nil – votes of Porthill Resources Pty Ltd reduced by same amount as votes of K A Topham increased as a result of this transaction.
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Present Relevant Interests

Holder of Relevant Interest	Registered Holder of securities	Person entitled to be registered as holder	Nature of relevant interest	Class and no of securities	Persons votes
K A Topham	K A Topham	K A Topham	Controller of shares held under S 608	4,530,000	4,530,000
Porthill Resources Pty Ltd	Porthill Resources Pty Ltd	Porthill Resources Pty Ltd	Controller of shares held under S 608	530,400	530,400
National Nominees Ltd Freedom Of Choice Super Fund A/C P J Topham	National Nominees Ltd Freedom Of Choice Super Fund A/C P J Topham	National Nominees Ltd Freedom Of Choice Super Fund A/C P J Topham	Controller of shares held under S 608	120,000	120,000

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Royalco Resources LtdACN/ARSN 53 096 321 532

1. Details of substantial holder (1)

Name David Lindsay Ogg & Associates

ACN/ARSN (if applicable) _____

There was a change in the interests of the
substantial holder on 30/6/2008The previous notice was given to the company on 29/6/2006The previous notice was dated 29/6/2006

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 Shares	4,710,400	8.35%	3,860,400	7.27%

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
		See attached			

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
		See attached			

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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 (5) 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

6. Addresses

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

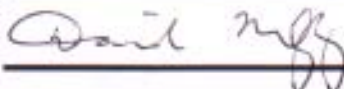
Name	Address
Maballa Pty Ltd	47 Edwards Avenue Port Melbourne Vic 3207
D L Ogg	47 Edwards Avenue Port Melbourne Vic 3207
David Ogg & Associates Pty Ltd ATF David Lindsay Ogg Super Fund No 2 A/C	9/356 Collins Street Melbourne Vic 3000
Porthill Resources Pty Ltd	9/356 Collins Street Melbourne Vic 3000

Signature

print name David L Ogg

capacity

sign here



date 1/7/2008

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).

Changes in Relevant Interest

Date of change	Person whose relevant interest changed	Nature of change	Consideration given in relation to change	Class and no of securities affected	Persons votes affected
30/6/2008	Porthill Resources Pty Ltd AND David Ogg & Associates Pty Ltd ATF David Lindsay Ogg Super Fund No 2 A/C	Acquisition of shares from Porthill Resources Pty Ltd in settlement of loans owing to interests associated with D L Ogg (a director of Royalco Resources Ltd)	\$196650	690,000 Ordinary shares	Nil – votes of Porthill Resources Pty Ltd reduced by same amount as votes of David Ogg & Associates Pty Ltd ATF David Lindsay Ogg Super Fund No 2 A/C increased as a result of this transaction.
1/7/2008	Porthill Resources Pty Ltd	Disposal of shares in settlement of loans owing to interests associated with P J Topham (a director of Royalco Resources Ltd)	\$196650	690000 Ordinary shares	690000

Present Relevant Interests

Holder of Relevant Interest	Registered Holder of securities	Person entitled to be registered as holder	Nature of relevant interest	Class and no of securities	Persons votes
D L Ogg	D L Ogg	D L Ogg	Controller of shares held under S 608	240,000	240,000
Porthill Resources Pty Ltd	Porthill Resources Pty Ltd	Porthill Resources Pty Ltd	Controller of shares held under S 608	530,400	530,400
David Ogg & Associates Pty Ltd ATF David Lindsay Ogg Super Fund No 2 A/C	David Ogg & Associates Pty Ltd ATF David Lindsay Ogg Super Fund No 2 A/C	David Ogg & Associates Pty Ltd ATF David Lindsay Ogg Super Fund No 2 A/C	Controller of shares held under S 608	690,000	690,000
Meballa Pty Ltd	Meballa Pty Ltd	Meballa Pty Ltd	Controller of shares held under S 608	2,400,000	2,400,000