

## Form 604

Corporations Act 2001  
Section 671B

## Notice of change of interests of substantial holder

To Company Name/Scheme Indochine Mining Limited  
ACN/ARSN 141 677 385

## 1. Details of substantial holder (1)

Name Och-Ziff Holding Corporation and Och-Ziff Capital Management Group LLC on behalf of themselves, OZ Management LP and their controlled entities OZ Europe Master Fund Ltd, Gordel Capital Ltd, OZ ELS Master Fund, Ltd, OZ Master Fund, Ltd and OZ Global Special Investments Master Fund, LP.  
ACN/ARSN (if applicable) Not applicable

There was a change in the interests of the substantial holder on 09/05/2012

The previous notice was given to the company on 07/09/2011

The previous notice was dated 07/09/2011

## 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	50,673,622	10.31%	49,323,300	9.03%

## 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 A				
9-May-2012	The persons named in Item 1	Reduction in voting power following placement of 55,000,000 shares by Indochine Mining Limited to institutional and sophisticated investors. Och-Ziff entities reflected in this notice did not participate in the placement.		Fully Paid Ordinary Shares	49,323,300

## 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
Och-Ziff Holding Corporation,	National Australia Bank Limited	OZ Europe Master Fund Ltd, Gordel Capital Ltd, OZ Master Fund, Ltd,	The holder of the relevant interest has a relevant interest in the	49,323,300 ordinary shares	49,323,300

This is Annexure A of 4 pages referred to in Form 604 Change in interests of substantial holder

Och-Ziff Capital Management Group LLC, and OZ Management LP		OZ ELS Master Fund, Ltd and OZ Global Special Investments Master Fund, LP.	holdings detailed below by virtue of section 608(3)(b) of the Corporations Act		
OZ Management II LP	National Australia Bank Limited	OZ ELS Master Fund, Ltd	OZ Management II LP has a relevant interest in the holdings by virtue of section 608(3)(b) of the Corporations Act	664,611 ordinary shares	664,611
OZ Europe Master Fund, Ltd	National Australia Bank Limited	OZ Europe Master Fund, Ltd	As legal owner of the interest, OZ Europe Master Fund Limited has a relevant interest by virtue of section 608(1) of the Corporations Act	14,187,218 ordinary shares	14,187,218
Gordel Capital Ltd	National Australia Bank Limited	Gordel Capital Ltd	As legal owner of the interest, Gordel Capital Ltd has a relevant interest by virtue of section 608(1) of the Corporations Act. Previously held by Gordel Holdings Limited.	1,227,082 ordinary shares	1,227,082
OZ Master Fund, Ltd	National Australia Bank Limited	OZ Master Fund, Ltd	As legal owner of the interest, OZ Master Fund, Ltd has a relevant interest by virtue of section 608(1) of the Corporations Act	32,286,271 ordinary shares	32,286,271
OZ ELS Master Fund, Ltd	National Australia Bank Limited	OZ ELS Master Fund, Ltd	As legal owner of the interest, OZ ELS Master Fund, Ltd has a relevant interest by virtue of section 608(1) of the Corporations Act	664,611 ordinary shares	664,611
OZ Global Special Investments Master Fund, LP	National Australia Bank Limited	OZ Global Special Investments Master Fund, LP	As legal owner of the interest, OZ Global Special Investments Master Fund, LP has a relevant interest by virtue of section 608(1) of the Corporations Act	958,118 ordinary shares	958,118

#### 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
Och-Ziff Holding Corporation	c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801, U.S.A.
Och-Ziff Capital Management Group LLC	c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801, U.S.A.
OZ Management LP	c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801, U.S.A.
OZ Management II LP	c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801, U.S.A.
OZ Europe Master Fund, Ltd.	c/o Goldman Sachs (Cayman) Trust, Limited, P.O. Box 896, Suite 3307, Gardenia Court, 45 Market Street, Camana Bay, Grand Cayman Cayman Islands, B.W.I.
Gordel Capital Ltd	c/o Trident Trust Company (BVI) Ltd., Trident Chambers, Wickhams Cay, Road Town, Tortola, British Virgin Islands.
OZ Master Fund, Ltd.	c/o Goldman Sachs (Cayman) Trust, Limited, P.O. Box 896, Suite 3307, Gardenia Court, 45 Market Street, Camana Bay, Grand Cayman

OZ ELS Master Fund, Ltd.	Cayman Islands, B.W.I. c/o Goldman Sachs (Cayman) Trust, Limited, P.O. Box 896, Suite 3307, Gardenia Court, 45 Market Street, Camana Bay, Grand Cayman Cayman Islands, B.W.I.
OZ Global Special Investments Master Fund, L.P.	c/o Goldman Sachs (Cayman) Trust, Limited, P.O. Box 896, Suite 3307, Gardenia Court, 45 Market Street, Camana Bay, Grand Cayman Cayman Islands, B.W.I.

**Signature**print name Joel M. Frank

Capacity Chief Financial Officer

sign here date 9 / 05 / 2012**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 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 substantiated holding notice.

## ANNEXURE A

Och-Ziff Holding Corporation and Och-Ziff Capital Management Group LLC on behalf of themselves, OZ Management LP, OZ Management II LP - on behalf of itself, its controlled entities:  
 OZ MASTER FUND, LTD  
 OZ EUROPE MASTER FUND, LTD  
 OZ ELS MASTER FUND, LTD  
 GORDEL CAPITAL LTD  
 OZ GLOBAL SPECIAL INVESTMENTS MASTER FUND, LP

## 1. ACQUISITIONS AND DISPOSALS BY OZ ELS MASTER FUND LTD

Holder of relevant interest:		The persons named in Item 1				
Holdings as of May 9, 2012:		664,611				
Date of Change	Person whose relevant interest changed	Nature of Change	Class and Number of Securities affected	Consideration given in relation to change	Person's votes affected	
2-Sept-11	The persons named in Item 1	Acquisition by OZ ELS MASTER FUND, LTD	Fully Paid Ordinary Shares	-\$13,550.09	79,677	
30-Sept-11	The persons named in Item 1	Disposal by OZ ELS MASTER FUND, LTD	Fully Paid Ordinary Shares	\$35,126.73	281,436	
16-Feb-12	The persons named in Item 1	Acquisition by OZ ELS MASTER FUND, LTD	Fully Paid Ordinary Shares	-\$14,861.75	110,050	
17-Feb-12	The persons named in Item 1	Acquisition by OZ ELS	Fully Paid Ordinary Shares	-\$9,539.80	68,120	

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	MASTER FUND, LTD				
2-April-12	The persons named in Item 1	Disposal by OZ ELS MASTER FUND, LTD	Fully Paid Ordinary Shares	-357,868	\$66,182.58
					357,868
			TOTAL	-381,457	\$63,357.67

2. DISPOSALS BY GORDEL CAPITAL LTD

Holder of relevant interest:		The persons named in Item 1				
Holdings as of May 9, 2012:		1,227,082				
Date of Change	Person whose relevant interest changed	Nature of Change	Class and Number of Securities affected	Consideration given in relation to change	Person's votes affected	
7-May-12	The persons named in item 1	Disposal by GordeL Capital Ltd	Fully Paid Ordinary Shares	-210	\$35.7	
			TOTAL:	210	\$35.7	

3. DISPOSALS BY OZ MASTER FUND, LTD.

Holder of relevant interest:		The persons named in Item 1			
Holdings as of May 9, 2012:		32,286,271			
Date of Change	Person whose relevant interest changed	Nature of Change	Class and Number of Securities affected	Consideration given in relation to	Person's votes affected

	The persons named in item 1	Nature of Change	Class and Number of Securities affected	Consideration given in relation to change	Person's votes affected
7-May-12	The persons named in item 1	Disposal by OZ Master Fund, Ltd.	Fully Paid Ordinary Shares	\$1,848.09	10,877
			<b>TOTAL:</b>	<b>\$1,848.09</b>	<b>10,877</b>

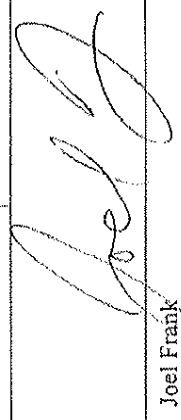
**4. DISPOSALS BY OZ GLOBAL SPECIAL INVESTMENTS MASTER FUND, LP**

Holder of relevant interest: The persons named in item 1					
Holdings as of May 9, 2012: 958,118					
Date of Change	Person whose relevant interest changed	Nature of Change	Class and Number of Securities affected	Consideration given in relation to change	Person's votes affected
7-May-12	The persons named in item 1	Disposal by OZ GLOBAL SPECIAL INVESTMENTS MASTER FUND, LP	Fully Paid Ordinary Shares	\$54.74	322
			<b>TOTAL:</b>	<b>\$54.74</b>	<b>322</b>

**3. DISPOSALS BY OZ EUROPE MASTER FUND, LTD.**

Holder of relevant interest: The persons named in item 1					
Holdings as of May 9, 2012: 14,187,218					
Date of Change	Person whose relevant interest changed	Nature of Change	Class and Number of Securities affected	Consideration given in relation to change	Person's votes affected
11-April-12	The persons named in item 1	Disposal by OZ EUROPE MASTER	Fully Paid Ordinary Shares	\$64,584.12	379,309

		FUND, LTD	Fully Paid Ordinary Shares			
13-April-12	The persons named in item 1	Disposal by OZ EUROPE MASTER FUND, LTD	Fully Paid Ordinary Shares	-97,728	\$16,461.80	97,728
16-April-12	The persons named in item 1	Disposal by OZ EUROPE MASTER FUND, LTD	Fully Paid Ordinary Shares	-79,846	\$13,485.78	79,846
19-April-12	The persons named in item 1	Disposal by OZ EUROPE MASTER FUND, LTD	Fully Paid Ordinary Shares	-100,000	\$14,995	100,000
20-April-12	The persons named in item 1	Disposal by OZ EUROPE MASTER FUND, LTD	Fully Paid Ordinary Shares	-93,869	\$14,075.35	93,869
30-April-12	The persons named in item 1	Disposal by OZ EUROPE MASTER FUND, LTD	Fully Paid Ordinary Shares	-200,000	\$29,989	200,000
7-May-12	The persons named in item 1	Disposal by OZ EUROPE MASTER FUND, LTD	Fully Paid Ordinary Shares	-6,704	\$1,139.68	6,704
<b>TOTAL:</b>				<b>-957,456</b>	<b>\$154,730.73</b>	

  
 \_\_\_\_\_  
 Joel Frank

Name: Joel Frank  
 Capacity: Chief Financial Officer

Signature: \_\_\_\_\_  
 Name: \_\_\_\_\_  
 Capacity: \_\_\_\_\_