

# MALLESONS STEPHEN JAQUES

**Confidential communication**

10 December 2010

Mr Stephen Promnitz  
Chief Executive Officer  
Indochine Mining Limited  
Level 5, 2 Bligh Street  
Sydney NSW 2000  
Fax (02) 8246 7005

ASX Limited  
Company Announcements Office  
Level 4, 20 Bridge Street  
Sydney NSW 2000  
Fax 1300 135 638

Dear Mr Promnitz

**Indochine Mining Limited - Form 603: Notice of initial substantial holder**

We attach a Form 603 (Notice of initial substantial holder) in respect Indochine Mining Limited on behalf of Och-Ziff Holding Corporation and others.

Yours sincerely



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Encl 1

## Form 603

Corporations Act 2001  
Section 671B

## Notice of initial substantial holder

To Company Name/Scheme Indochine Mining LimitedACN/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 Holdings Ltd, OZ ELS Master Fund, Ltd, OZ Master Fund, Ltd and OZ Global Special Investments Master Fund, LP.ACN/ARSN (if applicable) Not applicableThe holder became a substantial holder on 9 / 12 / 2010

## 2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Fully Paid Ordinary Shares	50,000,000	50,000,000	13.85%

## 3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Och-Ziff Holding Corporation	Och-Ziff Holding Corporation has a relevant interest in the holdings detailed below by virtue of section 608(3)(b) of the Corporations Act	50,000,000 fully paid ordinary shares
Och-Ziff Capital Management Group LLC	Och-Ziff Capital Management Group LLC has a relevant interest in the holdings detailed below by virtue of section 608(3)(b) of the Corporations Act	50,000,000 fully paid ordinary shares
OZ Management LP	OZ Management LP has a relevant interest in the holdings detailed below by virtue of section 608(3)(b) of the Corporations Act	50,000,000 fully paid ordinary shares
OZ Management II LP	OZ Management II LP has a relevant interest in the holdings detailed below by virtue of section 608(3)(b) of the Corporations Act	163,915 fully paid ordinary shares
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)(a) of the Corporations Act	15,144,674 fully paid ordinary shares
Gordel Holdings Ltd	As legal owner of the interest, Gordel Holdings Ltd has a relevant interest by virtue of section 608(1)(a) of the Corporations Act	966,914 fully paid ordinary shares
OZ Master Fund, Ltd	As legal owner of the interest, OZ Master Fund, Ltd has a relevant interest by virtue of section 608(1)(a) of the Corporations Act	32,297,148 fully paid ordinary shares
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)(a) of the Corporations Act	163,915 fully paid ordinary shares
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)(a) of the Corporations Act	1,427,349 fully paid ordinary shares

## 4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
OZ Europe Master Fund Ltd	OZ Europe Master Fund Ltd	OZ Europe Master Fund Ltd	15,144,674 fully paid

			ordinary shares
Gordel Holdings Ltd	Gordel Holdings Ltd	Gordel Holdings Ltd	966,914 fully paid ordinary shares
OZ Master Fund, Ltd	OZ Master Fund, Ltd	OZ Master Fund, Ltd	32,297,148 fully paid ordinary shares
OZ ELS Master Fund, Ltd	OZ ELS Master Fund, Ltd	OZ ELS Master Fund, Ltd	163,915 fully paid ordinary shares
OZ Global Special Investments Master Fund, LP	OZ Global Special Investments Master Fund, LP	OZ Global Special Investments Master Fund, LP	1,427,349 fully paid ordinary shares

#### 5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-Cash	
OZ Europe Master Fund Ltd	9 December 2010	A\$3,028,934.8		Fully Paid Ordinary Shares
Gordel Holdings Ltd	9 December 2010	A\$193,382.8		Fully Paid Ordinary Shares
OZ Master Fund, Ltd	9 December 2010	A\$6,459,429.6		Fully Paid Ordinary Shares
OZ ELS Master Fund, Ltd	9 December 2010	A\$32,783		Fully Paid Ordinary Shares
OZ Global Special Investments Master Fund, LP	9 December 2010	A\$285,469.8		Fully Paid Ordinary Shares

#### 6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Och-Ziff Holding Corporation	Och-Ziff Holding Corporation is an associate of each other person named in paragraph 3 above by virtue of s.12(a)(ii) of the Corporations Act.
Och-Ziff Capital Management Group LLC	Och-Ziff Capital Management Group LLC is an associate of each other person named in paragraph 3 above by virtue of s.12(a)(ii) or s.12(a)(i) of the Corporations Act.
OZ Management LP	OZ Management LP is an associate of each other person named in paragraph 3 above by virtue of s.12(a)(ii) or s.12(a)(i) of the Corporations Act.
OZ Management II LP	OZ Management II LP is an associate of each other person named in paragraph 3 above by virtue of s.12(a)(ii) or s.12(a)(i) of the Corporations Act.
OZ Europe Master Fund Ltd	OZ Europe Master Fund Ltd is an associate of each other person named in paragraph 3 above by virtue of s.12(2)(a)(ii) or s.12(a)(iii) of the Corporations Act.
Gordel Holdings Ltd	Gordel Holdings Ltd is an associate of each other person named in paragraph 3 above by virtue of s.12(2)(a)(ii) or s.12(a)(iii) of the Corporations Act.
OZ Master Fund, Ltd	OZ Master Fund, Ltd is an associate of each other person named in paragraph 3 above by virtue of s.12(2)(a)(ii) or s.12(a)(iii) of the Corporations Act.
OZ ELS Master Fund, Ltd	OZ ELS Master Fund, Ltd is an associate of each other person named in paragraph 3 above by virtue of s.12(2)(a)(ii) or s.12(a)(iii) of the Corporations Act.
OZ Global Special Investments Master Fund, LP	OZ Global Special Investments Master Fund, LP is an associate of each other person named in paragraph 3 above by virtue of s.12(2)(a)(ii) or s.12(a)(iii) of the Corporations Act.

#### 7. 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

Oz Management II LP	Orange Street, Wilmington, Delaware 19801, U.S.A. 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 Holdings 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 Cayman Islands, B.W.I.
OZ ELS 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.
OZ Global Special Investments Master Fund, LP.	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 8 / 12 / 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 7 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 total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
  - (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
  - (7) Include details of:
    - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. 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.
- (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) 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.