

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 (f)

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 10/08/2012

The previous notice was given to the company on 10/05/2012

The previous notice was dated 09/05/2012

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	49,323,300	9.03%	48,976,004	7.80%

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				
10-Aug-2012	The persons named in Item 1	Reduction in voting power following placement of 81,949,998 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	48,976,004

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, Och-Ziff Capital Management Group LLC, and OZ Management LP	National Australia Bank Limited	OZ Europe Master Fund Ltd, Gordel Capital Ltd, OZ Master Fund, Ltd, OZ ELS Master Fund, Ltd and OZ Global Special Investments Master Fund, LP.	The holder of the relevant interest has a relevant interest in the holdings detailed below by virtue of section 608(3)(b) of the Corporations Act	48,976,004 ordinary shares	48,976,004
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	659,931 ordinary shares	659,931
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	14,087,330 ordinary shares	14,087,330
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.	1,218,443 ordinary shares	1,218,443
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	32,058,928 ordinary shares	32,058,928
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	659,931 ordinary shares	659,931
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	951,372 ordinary shares	951,372

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 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.

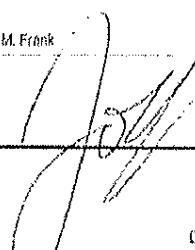
Signature

print name Joel M. Frank

Capacity Chief Financial Officer

sign here _____

date 31 / 8 / 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 annex 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 606 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 power 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 acquisition, 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 the association since the last substantial 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. DISPOSALS BY OZ ELS MASTER FUND LTD

Holder of relevant interest:		The persons named in Item 1				
Holdings as of August 10, 2012:		659,931				
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	
9-Jul-12	The persons named in Item 1	Disposal by OZ ELS MASTER FUND, LTD	Fully Paid Ordinary Shares -907	\$95.24	907	
10-Jul-12	The persons named in Item 1	Disposal by OZ ELS MASTER FUND, LTD	Fully Paid Ordinary Shares -460	\$48.3	460	
11-Jul-12	The persons named in Item 1	Disposal by OZ ELS MASTER FUND, LTD	Fully Paid Ordinary Shares -179	\$18.89	179	
13-Jul-12	The persons named in Item 1	Disposal by OZ ELS MASTER FUND, LTD	Fully Paid Ordinary Shares -664	\$64.76	664	

This is Annexure A of 6 pages referred to in Form 604 Change in interests of substantial holder

16-Jul-12	The persons named in Item 1	Disposal by OZ ELS MASTER FUND, LTD	Fully Paid Ordinary Shares	-808	\$80.8	808
17-Jul-12	The persons named in Item 1	Disposal by OZ ELS MASTER FUND, LTD	Fully Paid Ordinary Shares	-741	\$77.81	741
18-Jul-12	The persons named in Item 1	Disposal by OZ ELS MASTER FUND, LTD	Fully Paid Ordinary Shares	-56	\$5.6	56
10-Aug-12	The persons named in Item 1	Disposal by OZ ELS MASTER FUND, LTD	Fully Paid Ordinary Shares	-865	\$112.45	865
			TOTAL	-4,680	\$503.85	

2. DISPOSALS BY GORDEL CAPITAL LTD

Holder of relevant interest:		The persons named in Item 1				
Holdings as of August 10, 2012:		1,218,443				
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	
9-Jul-12	The persons named in item 1	Disposal by Gordel Capital Ltd	Fully Paid Ordinary Shares	-1,675	\$175.88	1675
10-Jul-12	The persons named in item 1	Disposal by Gordel	Fully Paid Ordinary Shares	-849	\$89.15	849

This is Annexure A of 6 pages referred to in Form 604 Change in interests of substantial holder

	1	Capital Ltd						
11-Jul-12	The persons named in item 1	Disposal by Gordel Capital Ltd	Fully Paid Ordinary Shares	-331	\$34.93			331
13-Jul-12	The persons named in item 1	Disposal by Gordel Capital Ltd	Fully Paid Ordinary Shares	-1,226	\$119.58			1,226
16-Jul-12	The persons named in item 1	Disposal by Gordel Capital Ltd	Fully Paid Ordinary Shares	-1,492	\$149.2			1,492
17-Jul-12	The persons named in item 1	Disposal by Gordel Capital Ltd	Fully Paid Ordinary Shares	-1,368	\$143.64			1,368
18-Jul-12	The persons named in item 1	Disposal by Gordel Capital Ltd	Fully Paid Ordinary Shares	-105	\$10.5			105
10-Aug-12	The persons named in item 1	Disposal by Gordel Capital Ltd	Fully Paid Ordinary Shares	-1,593	\$207.09			1,593
			TOTAL:	-8,639	\$929.97			

3. DISPOSALS BY OZ MASTER FUND, LTD.

Holder of relevant interest:		The persons named in Item 1					
Holdings as of August 10, 2012:		32,058,928					
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		
9-Jul-12	The persons named in item 1	Disposal by OZ Master Fund, Ltd.	Fully Paid Ordinary Shares	\$4,628.24	44,088		
10-Jul-12	The persons named in item 1	Disposal by OZ Master Fund, Ltd.	Fully Paid Ordinary Shares	\$2,347.01	22,362		

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11-Jul-12	The persons named in item 1	Disposal by OZ Master Fund, Ltd.	Fully Paid Ordinary Shares	-8,712	\$919.45	8,712
13-Jul-12	The persons named in item 1	Disposal by OZ Master Fund, Ltd.	Fully Paid Ordinary Shares	-32,275	\$3,146.97	32,275
16-Jul-12	The persons named in item 1	Disposal by OZ Master Fund, Ltd.	Fully Paid Ordinary Shares	-39,277	\$3,926.7	39,277
17-Jul-12	The persons named in item 1	Disposal by OZ Master Fund, Ltd.	Fully Paid Ordinary Shares	-36,004	\$3,779.42	36,004
18-Jul-12	The persons named in item 1	Disposal by OZ Master Fund, Ltd.	Fully Paid Ordinary Shares	-2,765	\$276.5	2,765
10-Aug-12	The persons named in item 1	Disposal by OZ Master Fund, Ltd.	Fully Paid Ordinary Shares	-41,860	\$5,441.80	41,860
			TOTAL:	-227,343	\$24,466.09	

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

Holder of relevant interest:						
The persons named in Item 1						
951,372						
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	
9-Jul-12	The persons named in item 1	Disposal by OZ GLOBAL SPECIAL INVESTMENTS MASTER FUND, LP	Fully Paid Ordinary Shares	-1,308	\$137.34	1,308
10-Jul-12	The persons named in item 1	Disposal by OZ GLOBAL SPECIAL INVESTMENTS MASTER FUND, LP	Fully Paid Ordinary Shares	-663	\$69.62	663
11-Jul-12	The persons named in item 1	Disposal by OZ GLOBAL SPECIAL INVESTMENTS	Fully Paid Ordinary Shares	-258	\$27.23	258

This is Annexure A of 6 pages referred to in Form 604 Change in interests of substantial holder

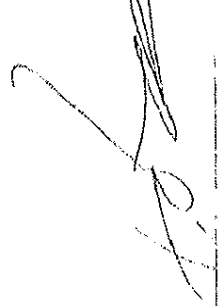
13-Jul-12	The persons named in item 1	MASTER FUND, LP	Fully Paid Ordinary Shares	-958	\$93.44	958
16-Jul-12	The persons named in item 1	Disposal by OZ GLOBAL SPECIAL INVESTMENTS MASTER FUND, LP	Fully Paid Ordinary Shares	-1,165	\$116.5	1,165
17-Jul-12	The persons named in item 1	Disposal by OZ GLOBAL SPECIAL INVESTMENTS MASTER FUND, LP	Fully Paid Ordinary Shares	-1,068	\$112.14	1,068
18-Jul-12	The persons named in item 1	Disposal by OZ GLOBAL SPECIAL INVESTMENTS MASTER FUND, LP	Fully Paid Ordinary Shares	-82	\$8.2	82
10-Aug-12	The persons named in item 1	Disposal by OZ GLOBAL SPECIAL INVESTMENTS MASTER FUND, LP	Fully Paid Ordinary Shares	-1,244	\$161.72	1,244
			TOTAL:	-6,746	\$762.19	

5. DISPOSALS BY OZ EUROPE MASTER FUND, LTD.

Holder of relevant interest:		The persons named in item 1				
Holdings as of August 10, 2012:		14,087,330				
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	
9-Jul-12	The persons named in item 1	Disposal by OZ EUROPE MASTER FUND, LTD	Fully Paid Ordinary Shares	-19,372	\$2,033.06	19,372

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10-Jul-12	The persons named in item 1	Disposal by OZ EUROPE MASTER FUND, LTD	Fully Paid Ordinary Shares	-9,824	\$1,031.52	9,824
11-Jul-12	The persons named in item 1	Disposal by OZ EUROPE MASTER FUND, LTD	Fully Paid Ordinary Shares	-3,827	\$403.89	3,827
13-Jul-12	The persons named in item 1	Disposal by OZ EUROPE MASTER FUND, LTD	Fully Paid Ordinary Shares	-14,181	\$1,383.16	14,181
16-Jul-12	The persons named in item 1	Disposal by OZ EUROPE MASTER FUND, LTD	Fully Paid Ordinary Shares	-17,258	\$1,724.80	17,258
17-Jul-12	The persons named in item 1	Disposal by OZ EUROPE MASTER FUND, LTD	Fully Paid Ordinary Shares	-15,819	\$1,660.00	15,819
18-Jul-12	The persons named in item 1	Disposal by OZ EUROPE MASTER FUND, LTD	Fully Paid Ordinary Shares	-1,214	\$121.40	1,214
10-Aug-12	The persons named in item 1	Disposal by OZ EUROPE MASTER FUND, LTD	Fully Paid Ordinary Shares	-18,393	\$2,391.09	18,393
TOTAL:				-99,888	\$10,748.92	

Signature: 
 Name: Joei Frank
 Capacity: Chief Financial Officer