

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Oceanagold Corporation

ACN/ARSN 124 980 187

1. Details of substantial holder (1)

Name Van Eck Associates Corporation (and its associates referred to in paragraph 6).

ACN/ARSN (if applicable) N/A

There was a change in the Interests of the substantial holder on

07/10/2014

The previous notice was given to the company on

20/06/2014

The previous notice was dated

19/06/2014

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	36,110,952	12.01%	39,565,101	13.129%
CDI 1:1	14,903,213	4.96%	14,637,788	4.857%

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
	Van Eck Associates Corporation (VEAC)	See Annexure A			

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
VEAC	Bank of New York Mellon as custodian for Market Vectors Trust - Junior Gold Miners ETF	Market Vectors Trust - Junior Gold Miners ETF (GDXJ)	VEAC holds its relevant interest by having the power 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 in the ordinary course of investment management business.	Ordinary shares 37,352,101 CDI 1:1 14,637,788	12.395% 4.857%
VEAC	State Street Bank as custodian for Van Eck Funds - International Investors Gold Fund	Van Eck Funds - International Investors Gold Fund (IIG)	Same as above.	Ordinary shares 1,380,000	0.458%

VEAC	Credit Agricole as custodian for LODH Invest - The World Gold Expertise Fund	LODH Invest - The World Gold Expertise Fund (LODH)	Same as above.	Ordinary shares 319,000	0.106%
VEAC	JPMorgan as custodian for Jackson National	Jackson National/Van Eck International Fund (JLGOLD)	Same as above.	Ordinary shares 230,000	0.076%
VEAC	Northern Trust as custodian for Guidestone Global Natural Resources - Van Eck	Guidestone Global Natural Resources - Van Eck (GGOLD)	Same as above.	Ordinary shares 126,000	0.042%
VEAC	Northern Trust as custodian for Lockheed Martin Corporation Master Retirement Trust	Lockheed Martin Corporation Master Retirement Trust (LMJ)	Same as above.	Ordinary shares 78,000	0.026%
VEAC	Northern Trust as custodian for Lockheed Martin Corporation Master Retirement Trust	Lockheed Martin Junior Gold (LM)	Same as above.	Ordinary shares 66,000	0.022%
VEAC	State Street Bank as custodian for Van Eck VIP Trust - VIP Global Gold	Van Eck VIP Trust - VIP Global Gold (VGOLD)	Same as above.	Ordinary shares 14,000	0.005%

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
VEAC	335 Madison Avenue, New York, NY 10017
Van Eck Securities Corporation	335 Madison Avenue, New York, NY 10017
Van Eck Absolute Return Advisers, Inc.	335 Madison Avenue, New York, NY 10017
Market Vectors Australia Pty Ltd	Gold Fields House, Level 3, 1 Alfred Street, Sydney NSW 2000
Market Vectors Investments Limited	Gold Fields House, Level 3, 1 Alfred Street, Sydney NSW 2000

Signature

print name Russell Brennan

capacity Assistant of VP

sign here



date 14/07/2014

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.

GUIDE

This guide does not form part of the prescribed form and is included by ASIC to assist you in completing and lodging form 604.

Signature	This form must be signed by either a director or a secretary of the substantial holder.
Lodging period	Nil
Lodging Fee	Nil
Other forms to be completed	Nil
Additional information	<p>(a) If additional space is required to complete a question, the information may be included on a separate piece of paper annexed to the form.</p> <p>(b) This notice must be given to a listed company, or the responsible entity for a listed managed investment scheme. A copy of this notice must also be given to each relevant securities exchange.</p> <p>(c) The person must give a copy of this notice:</p> <ul style="list-style-type: none"> (i) within 2 business days after they become aware of the information; or (ii) by 9.30 am on the next trading day of the relevant securities exchange after they become aware of the information if: <ul style="list-style-type: none"> (A) a takeover bid is made for voting shares in the company or voting interests in the scheme; and (B) the person becomes aware of the information during the bid period.
Annexures	<p>To make any annexure conform to the regulations, you must</p> <ol style="list-style-type: none"> 1 use A4 size paper of white or light pastel colour with a margin of at least 10mm on all sides 2 show the corporation name and A.C.N or ARBN 3 number the pages consecutively 4 print or type in BLOCK letters in dark blue or black ink so that the document is clearly legible when photocopied 5 identify the annexure with a mark such as A, B, C, etc 6 endorse the annexure with the words: <i>This is annexure (mark) of (number) pages referred to in form (form number and title)</i> 7 sign and date the annexure. <p>The annexure must be signed by the same person(s) who signed the form.</p>

Information in this guide is intended as a guide only. Please consult your accountant or solicitor for further advice.

**This is Annexure A of 1 pages referred to in Form 604 -
Notice of change of interests of substantial holder**

Holder of relevant Interest	Date of Acquisition/Disposal	B/S	Consideration Cash	Consideration Non-cash	Number of Securities
GDX	3/21/2014	Buy	\$ 45,033,223	\$ -	15,801,131
GDX	3/24/2014	Sell	\$ -	In-Kind	23,940
GDX	3/25/2014	Sell	\$ -	In-Kind	35,910
GDX	3/26/2014	Sell	\$ -	In-Kind	150,822
GDX	3/27/2014	Sell	\$ -	In-Kind	57,456
GDX	3/28/2014	Sell	\$ -	In-Kind	184,338
GDX	4/2/2014	Buy	\$ -	In-Kind	102,942
GDX	4/4/2014	Sell	\$ -	In-Kind	2,395
GDX	4/9/2014	Sell	\$ -	In-Kind	7,182
GDX	4/21/2014	Sell	\$ -	In-Kind	143,700
GDX	4/22/2014	Sell	\$ -	In-Kind	23,950
GDX	4/28/2014	Buy	\$ -	In-Kind	117,355
GDX	4/29/2014	Buy	\$ -	In-Kind	59,875
GDX	5/6/2014	Sell	\$ -	In-Kind	7,182
GDX	5/8/2014	Sell	\$ -	In-Kind	2,394
GDX	5/20/2014	Buy	\$ -	In-Kind	95,800
GDX	5/28/2014	Buy	\$ 113,793	\$ -	45,402
GDX	5/29/2014	Sell	\$ -	In-Kind	117,404
GDX	5/30/2014	Buy	\$ -	In-Kind	4,792
GDX	6/3/2014	Buy	\$ -	In-Kind	71,880
GDX	6/4/2014	Sell	\$ -	In-Kind	47,920
GDX	6/5/2014	Sell	\$ -	In-Kind	100,674
GDX	6/11/2014	Buy	\$ 84,379	\$ -	30,007
GDX	6/11/2014	Sell	\$ -	In-Kind	71,940
GDX	6/12/2014	Sell	\$ -	In-Kind	103,114
GDX	6/13/2014	Sell	\$ -	In-Kind	71,940
GDX	6/16/2014	Sell	\$ -	In-Kind	211,024
GDX	6/17/2014	Sell	\$ -	In-Kind	62,686
GDX	6/18/2014	Sell	\$ -	In-Kind	48,240
GDX	6/20/2014	Sell	\$ 177,228	\$ -	51,556
GDX	6/20/2014	Sell	\$ -	In-Kind	67,508
GDX	6/24/2014	Sell	\$ -	In-Kind	38,320
GDX	6/25/2014	Sell	\$ -	In-Kind	237,105
GDX	7/2/2014	Buy	\$ -	In-Kind	335,440
GDX	7/3/2014	Sell	\$ -	In-Kind	4,792
GDX	7/7/2014	Sell	\$ -	In-Kind	131,780
GDX	7/10/2014	Sell	\$ -	In-Kind	21,564
GDX	7/11/2014	Sell	\$ -	In-Kind	55,108

In-Kind transactions result from the ETF receiving a basket of securities (including *Oceanagold Corp*) in exchange for securities in the ETF.

In-Kind transactions refers to how market makers of exchange traded funds (ETF) can reconcile the differences between net asset value (NAV) and market values when shares of the ETFs are bought and sold. The market maker can arbitrage the ETF shares with the shares that make up the underlying portfolio, by creating or redeeming lots of the ETF shares. This structure causes ETFs to be treated as "in kind" transactions where investors only pay capital gains like with stocks, as opposed to other fees associated with mutual funds.

KB

This is Annexure A of 2 pages referred to In Form 604 -
Notice of change of interests of substantial holder

Holder of relevant interest	Date of Acquisition/Disposal	B/S	Consideration Cash	Consideration Non-cash	Number of Securities
GDXJ	3/10/2014	Buy	\$ -	In-Kind	191,208
GDXJ	3/11/2014	Buy	\$ -	In-Kind	318,690
GDXJ	3/12/2014	Buy	\$ -	In-Kind	191,184
GDXJ	3/14/2014	Buy	\$ -	In-Kind	637,160
GDXJ	3/18/2014	Sell	\$ -	In-Kind	254,880
GDXJ	3/19/2014	Sell	\$ -	In-Kind	63,718
GDXJ	3/20/2014	Sell	\$ -	In-Kind	445,298
GDXJ	3/21/2014	Sell	\$ 1,257,544	\$ -	442,735
GDXJ	3/24/2014	Sell	\$ -	In-Kind	157,875
GDXJ	3/26/2014	Buy	\$ -	In-Kind	31,588
GDXJ	3/28/2014	Buy	\$ -	In-Kind	157,965
GDXJ	4/2/2014	Buy	\$ -	In-Kind	94,797
GDXJ	4/9/2014	Buy	\$ -	In-Kind	63,172
GDXJ	4/24/2014	Buy	\$ -	In-Kind	31,585
GDXJ	4/28/2014	Buy	\$ -	In-Kind	31,581
GDXJ	5/28/2014	Buy	\$ 495,527	\$ -	204,730
GDXJ	5/28/2014	Sell	\$ -	In-Kind	31,609
GDXJ	6/2/2014	Buy	\$ 193,096	\$ -	76,209
GDXJ	6/3/2014	Buy	\$ -	In-Kind	347,721
GDXJ	6/3/2014	Sell	\$ 251,341	\$ -	97,927
GDXJ	6/4/2014	Buy	\$ -	In-Kind	126,444
GDXJ	6/6/2014	Buy	\$ -	In-Kind	726,961
GGOLD	6/6/2014	Buy	\$ 15,704	\$ -	5,700
IIG	6/6/2014	Buy	\$ 171,912	\$ -	62,400
JLGOLD	6/6/2014	Buy	\$ 28,652	\$ -	10,400
LM	6/6/2014	Buy	\$ 8,265	\$ -	3,000
LMJ	6/6/2014	Buy	\$ 9,643	\$ -	3,500
LODH	6/6/2014	Buy	\$ 39,672	\$ -	14,400
VGOLD	6/6/2014	Buy	\$ 1,653	\$ -	600
GGOLD	6/9/2014	Buy	\$ 15,866	\$ -	5,700
IIG	6/9/2014	Buy	\$ 173,690	\$ -	62,400
JLGOLD	6/9/2014	Buy	\$ 28,948	\$ -	10,400
LM	6/9/2014	Buy	\$ 8,351	\$ -	3,000
LMJ	6/9/2014	Buy	\$ 9,742	\$ -	3,500
LODH	6/9/2014	Buy	\$ 40,082	\$ -	14,400
VGOLD	6/9/2014	Buy	\$ 1,670	\$ -	600
GDXJ	6/10/2014	Buy	\$ -	In-Kind	63,214
GGOLD	6/10/2014	Buy	\$ 44,536	\$ -	15,700
GGOLD	6/10/2014	Buy	\$ 16,130	\$ -	5,700
GGOLD	6/10/2014	Buy	\$ 3,130	\$ -	1,100
IIG	6/10/2014	Buy	\$ 486,494	\$ -	171,500
IIG	6/10/2014	Buy	\$ 176,580	\$ -	62,400
IIG	6/10/2014	Buy	\$ 35,563	\$ -	12,500
JLGOLD	6/10/2014	Buy	\$ 81,130	\$ -	28,600
JLGOLD	6/10/2014	Buy	\$ 29,430	\$ -	10,400
JLGOLD	6/10/2014	Buy	\$ 5,975	\$ -	2,100
LM	6/10/2014	Buy	\$ 8,489	\$ -	3,000
LM	6/10/2014	Buy	\$ 23,261	\$ -	8,200
LM	6/10/2014	Buy	\$ 1,707	\$ -	600
LMJ	6/10/2014	Buy	\$ 27,516	\$ -	9,700
LMJ	6/10/2014	Buy	\$ 9,904	\$ -	3,500
LMJ	6/10/2014	Buy	\$ 1,992	\$ -	700
LODH	6/10/2014	Buy	\$ 112,333	\$ -	39,600
LODH	6/10/2014	Buy	\$ 40,749	\$ -	14,400
LODH	6/10/2014	Buy	\$ 8,251	\$ -	2,900
VGOLD	6/10/2014	Buy	\$ 4,822	\$ -	1,700
VGOLD	6/10/2014	Buy	\$ 1,698	\$ -	600
VGOLD	6/10/2014	Buy	\$ 285	\$ -	100
GGOLD	6/11/2014	Buy	\$ 30,193	\$ -	10,200
GGOLD	6/11/2014	Buy	\$ 17,129	\$ -	5,700
IIG	6/11/2014	Buy	\$ 330,939	\$ -	111,800
IIG	6/11/2014	Buy	\$ 187,512	\$ -	62,400
JLGOLD	6/11/2014	Buy	\$ 55,058	\$ -	18,600
JLGOLD	6/11/2014	Buy	\$ 31,252	\$ -	10,400
LM	6/11/2014	Buy	\$ 15,689	\$ -	5,300
LM	6/11/2014	Buy	\$ 9,015	\$ -	3,000
LMJ	6/11/2014	Buy	\$ 18,649	\$ -	6,300
LMJ	6/11/2014	Buy	\$ 10,518	\$ -	3,500
LODH	6/11/2014	Buy	\$ 76,667	\$ -	25,900
LODH	6/11/2014	Buy	\$ 43,272	\$ -	14,400
VGOLD	6/11/2014	Buy	\$ 3,552	\$ -	1,200
VGOLD	6/11/2014	Buy	\$ 1,803	\$ -	600

**This is Annexure A of 2 pages referred to in Form 604 -
Notice of change of Interests of substantial holder**

Holder of relevant interest	Date of Acquisition/Disposal	B/S	Consideration Cash	Consideration Non-cash	Number of Securities
GDXJ	6/12/2014	Buy	\$ -	In-Kind	316,030
GGOLD	6/12/2014	Buy	\$ 46,221	\$ -	14,200
GGOLD	6/12/2014	Buy	\$ 19,840	\$ -	6,200
IIG	6/12/2014	Buy	\$ 216,320	\$ -	67,600
IIG	6/12/2014	Buy	\$ 507,455	\$ -	155,900
JLGOLD	6/12/2014	Buy	\$ 36,160	\$ -	11,300
JLGOLD	6/12/2014	Buy	\$ 84,630	\$ -	26,000
LM	6/12/2014	Buy	\$ 10,240	\$ -	3,200
LM	6/12/2014	Buy	\$ 24,413	\$ -	7,500
LMJ	6/12/2014	Buy	\$ 12,160	\$ -	3,800
LMJ	6/12/2014	Buy	\$ 28,644	\$ -	8,800
LODH	6/12/2014	Buy	\$ 117,180	\$ -	36,000
LODH	6/12/2014	Buy	\$ 50,240	\$ -	15,700
VGOLD	6/12/2014	Buy	\$ 2,240	\$ -	700
VGOLD	6/12/2014	Buy	\$ 5,208	\$ -	1,600
GDXJ	6/13/2014	Buy	\$ -	In-Kind	252,544
GGOLD	6/13/2014	Buy	\$ 27,301	\$ -	8,800
IIG	6/13/2014	Buy	\$ 297,520	\$ -	95,900
JLGOLD	6/13/2014	Buy	\$ 49,638	\$ -	16,000
LM	6/13/2014	Buy	\$ 14,271	\$ -	4,600
LMJ	6/13/2014	Buy	\$ 16,753	\$ -	5,400
LODH	6/13/2014	Buy	\$ 68,873	\$ -	22,200
VGOLD	6/13/2014	Buy	\$ 3,102	\$ -	1,000
GGOLD	6/16/2014	Buy	\$ 38,508	\$ -	12,400
IIG	6/16/2014	Buy	\$ 421,416	\$ -	135,700
JLGOLD	6/16/2014	Buy	\$ 70,184	\$ -	22,600
LM	6/16/2014	Buy	\$ 20,186	\$ -	6,500
LMJ	6/16/2014	Buy	\$ 23,912	\$ -	7,700
LODH	6/16/2014	Buy	\$ 97,202	\$ -	31,300
VGOLD	6/16/2014	Buy	\$ 4,348	\$ -	1,400
GGOLD	6/17/2014	Buy	\$ 25,900	\$ -	8,700
IIG	6/17/2014	Buy	\$ 295,904	\$ -	95,700
JLGOLD	6/17/2014	Buy	\$ 49,163	\$ -	15,900
LM	6/17/2014	Buy	\$ 14,223	\$ -	4,600
LMJ	6/17/2014	Buy	\$ 17,006	\$ -	5,500
LODH	6/17/2014	Buy	\$ 68,333	\$ -	22,100
VGOLD	6/17/2014	Buy	\$ 3,092	\$ -	1,000
GGOLD	6/18/2014	Buy	\$ 44,477	\$ -	14,200
IIG	6/18/2014	Buy	\$ 488,310	\$ -	155,900
JLGOLD	6/18/2014	Buy	\$ 81,437	\$ -	26,000
LM	6/18/2014	Buy	\$ 23,178	\$ -	7,400
LMJ	6/18/2014	Buy	\$ 27,563	\$ -	8,800
LODH	6/18/2014	Buy	\$ 113,072	\$ -	36,100
VGOLD	6/18/2014	Buy	\$ 5,012	\$ -	1,600
GDXJ	6/19/2014	Buy	\$ -	In-Kind	347,215
GGOLD	6/19/2014	Buy	\$ 40,611	\$ -	11,700
IIG	6/19/2014	Buy	\$ 443,941	\$ -	127,900
JLGOLD	6/19/2014	Buy	\$ 73,932	\$ -	21,300
LM	6/19/2014	Buy	\$ 21,173	\$ -	6,100
LMJ	6/19/2014	Buy	\$ 25,338	\$ -	7,300
LODH	6/19/2014	Buy	\$ 102,742	\$ -	29,600
VGOLD	6/19/2014	Buy	\$ 4,512	\$ -	1,300
GDXJ	6/20/2014	Buy	\$ 1,719,873	\$ -	530,825
GDXJ	6/20/2014	Buy	\$ -	In-Kind	63,122
GDXJ	6/23/2014	Sell	\$ -	In-Kind	96,480
GDXJ	6/24/2014	Sell	\$ -	In-Kind	32,152
GDXJ	6/25/2014	Sell	\$ -	In-Kind	96,471
GDXJ	7/2/2014	Buy	\$ -	In-Kind	321,580
GDXJ	7/7/2014	Buy	\$ -	In-Kind	289,422
GDXJ	7/9/2014	Buy	\$ -	In-Kind	900,312
GDXJ	7/10/2014	Buy	\$ -	In-Kind	771,576

In-Kind transactions result from the ETF receiving a basket of securities (including Oceanagold Corp) in exchange for securities in the ETF.

In-Kind transactions refers to how market makers of exchange traded funds (ETF) can reconcile the differences between net asset value (NAV) and market values when shares of the ETFs are bought and sold. The market maker can arbitrage the ETF shares with the shares that make up the underlying portfolio, by creating or redeeming lots of the ETF shares. This structure causes ETFs to be treated as "in kind" transactions where investors only pay capital gains like with stocks, as opposed to other fees associated with mutual funds.

RB