

## Form 604

Corporations Act 2001  
Section 671B

### Notice of change of interests of substantial holder

To Company Name/Scheme Real Energy Corporation Limited

ACN/ARSN 139 792 420

#### 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 Sculptor Finance (MD) Ireland Limited, Sculptor Finance (AS) Ireland Limited, Sculptor Finance (SI) Ireland Limited, OZ Overseas Intermediate Fund II, L.P., OZ Asia Overseas Intermediate Fund, L.P., OZ Global Special Investments, L.P., OZAS IR, LLC, OZMD IR, LLC and SIMF IR, LLC

ACN/ARSN (if applicable) Not applicable

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

23/10/2014

The previous notice was given to the company on

12/12/2013

The previous notice was dated

12/12/2013

#### 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	26,400,000	15.77%	26,400,000	14.39%

#### 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
23-Oct-14	As a result of an issuance of 16,129,033 fully paid ordinary shares on 23 October 2014, the voting power of the persons named in item 1 has decreased, which has resulted in a notifiable change in substantial holding.			Ordinary Shares	26,400,000

#### 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	HSBC Custody Nominees (Australia) Limited	OZMD IR, LLC, OZAS IR, LLC, SIMF IR, LLC, Sculptor Finance (MD) Ireland Limited, Sculptor Finance (AS) Ireland Limited, Sculptor Finance (SI) Ireland Limited, OZ Overseas Intermediate Fund II, L.P., OZ Asia Overseas Intermediate Fund, L.P. and OZ Global Special Investments, L.P.	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	26,400,000 fully paid ordinary shares	26,400,000 fully paid ordinary shares
Och-Ziff Capital Management Group LLC	HSBC Custody Nominees (Australia) Limited	OZMD IR, LLC, OZAS IR, LLC, SIMF IR, LLC, Sculptor Finance (MD) Ireland Limited, Sculptor Finance (AS) Ireland Limited, Sculptor Finance (SI) Ireland Limited, OZ Overseas Intermediate Fund II, L.P., OZ Asia Overseas Intermediate Fund, L.P. and OZ Global Special Investments, L.P.	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	26,400,000 fully paid ordinary shares	26,400,000 fully paid ordinary shares
OZ Management LP	HSBC Custody Nominees (Australia) Limited	OZMD IR, LLC, OZAS IR, LLC, SIMF IR, LLC, Sculptor Finance (MD) Ireland Limited, Sculptor Finance (AS) Ireland Limited, Sculptor Finance (SI) Ireland Limited, OZ Overseas Intermediate Fund II, L.P., OZ Asia Overseas Intermediate Fund, L.P. and OZ Global Special Investments, L.P.	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	26,400,000 fully paid ordinary shares	26,400,000 fully paid ordinary shares
OZMD IR, LLC	HSBC Custody Nominees (Australia) Limited	Sculptor Finance (MD) Ireland Limited	OZMD IR, LLC has a relevant interest in the holdings of Sculptor Finance (MD) Ireland Limited detailed below by virtue of section 608(3)(b) of the Corporations Act	10,389,715 fully paid ordinary shares	10,389,715 fully paid ordinary shares
OZAS IR, LLC	HSBC Custody Nominees (Australia) Limited	Sculptor Finance (AS) Ireland Limited	OZAS IR, LLC has a relevant interest in the holdings of Sculptor Finance (AS) Ireland Limited detailed below by virtue of section 608(3)(b) of the Corporations Act	275,962 fully paid ordinary shares	275,962 fully paid ordinary shares
SIMF IR, LLC	HSBC Custody Nominees (Australia) Limited	Sculptor Finance (SI) Ireland Limited	SIMF IR, LLC has a relevant interest in the holdings of Sculptor Finance (SI) Ireland Limited detailed below by virtue of section 608(3)(b) of the Corporations Act	3,734,323 fully paid ordinary shares	3,734,323 fully paid ordinary shares

Sculptor Finance (MD) Ireland Limited	HSBC Custody Nominees (Australia) Limited	Sculptor Finance (MD) Ireland Limited	As legal owner of the interest, Sculptor Finance (MD) Ireland Limited has a relevant interest by virtue of section 608(1)(a) of the Corporations Act	10,389,715 fully paid ordinary shares	10,389,715 fully paid ordinary shares
Sculptor Finance (AS) Ireland Limited	HSBC Custody Nominees (Australia) Limited	Sculptor Finance (AS) Ireland Limited	As legal owner of the interest, Sculptor Finance (AS) Ireland Limited has a relevant interest by virtue of section 608(1)(a) of the Corporations Act	275,962 fully paid ordinary shares	275,962 fully paid ordinary shares
Sculptor Finance (SI) Ireland Limited	HSBC Custody Nominees (Australia) Limited	Sculptor Finance (SI) Ireland Limited	As legal owner of the interest, Sculptor Finance (SI) Ireland Limited has a relevant interest by virtue of section 608(1)(a) of the Corporations Act	3,734,323 fully paid ordinary shares	3,734,323 fully paid ordinary shares
OZ Overseas Intermediate Fund II, L.P.	HSBC Custody Nominees (Australia) Limited	OZ Overseas Intermediate Fund II, L.P.	As legal owner of the interest, OZ Overseas Intermediate Fund II, L.P. has a relevant interest by virtue of section 608(1)(a) of the Corporations Act	8,658,096 fully paid ordinary shares	8,658,096 fully paid ordinary shares
OZ Asia Overseas Intermediate Fund, L.P.	HSBC Custody Nominees (Australia) Limited	OZ Asia Overseas Intermediate Fund, L.P.	As legal owner of the interest, OZ Asia Overseas Intermediate Fund, L.P. has a relevant interest by virtue of section 608(1)(a) of the Corporations Act	229,968 fully paid ordinary shares	229,968 fully paid ordinary shares
OZ Global Special Investments, L.P.	HSBC Custody Nominees (Australia) Limited	OZ Global Special Investments, L.P.	As legal owner of the interest, OZ Global Special Investments, L.P. has a relevant interest by virtue of section 608(1)(a) of the Corporations Act	3,111,936 fully paid ordinary shares	3,111,936 fully paid ordinary shares

#### 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	615 South Dupont Highway, Dover, Delaware 19901, U.S.A.
OZMD IR, LLC	615 South Dupont Highway, Dover, Delaware 19901, U.S.A.
OZAS IR, LLC	615 South Dupont Highway, Dover, Delaware 19901, U.S.A.
SIMF IR, LLC	615 South Dupont Highway, Dover, Delaware 19901, U.S.A.
Sculptor Finance (MD) Ireland Limited	5 Harbourmaster Place, IFSC, Dublin 1, Ireland
Sculptor Finance (AS) Ireland Limited	5 Harbourmaster Place, IFSC, Dublin 1, Ireland
Sculptor Finance (SI) Ireland Limited	5 Harbourmaster Place, IFSC, Dublin 1, Ireland
OZ Overseas Intermediate Fund II, L.P.	c/o State Street (Cayman) Trust, Ltd, P.O. Box 896, Suite 3307, Gardenia Court, 45 Market Street, Camana Bay, Grand Cayman, Cayman Islands KY1-1103
OZ Asia Overseas Intermediate Fund, L.P.	c/o State Street (Cayman) Trust, Ltd, P.O. Box 896, Suite 3307, Gardenia Court, 45 Market Street, Camana Bay, Grand Cayman, Cayman Islands KY1-1103
OZ Global Special Investments, L.P.	c/o State Street (Cayman) Trust, Ltd, P.O. Box 896, Suite 3307, Gardenia Court, 45 Market Street, Camana Bay, Grand Cayman, Cayman Islands KY1-1103

**Signature**

print name Joel M / 100

Capacity Chief Financial Officer

sign here

24/10/2014

**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 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 608 and 671B(1) 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 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 that association since the last substantial holding notification.