

**To** Company announcements office ASX Facsimile 1300 135 638  
Company Secretary Oceanagold Corporation Facsimile +61 3 9656 5333

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Our Ref SSE:HLW:20-6818439

**Date** 22 May 2012 Number of pages (including this one): 6

**Subject** Notice of change of interests of substantial holder

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Please find attached a notice of change of interests of substantial holder in relation to shares in Oceanagold Corporation from Van Eck Associates Corporation.

Regards  
**MINTER ELLISON**

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If you do not receive all pages please telephone +61 2 9921 8536

**IMPORTANT** - The contents of this facsimile may be privileged and confidential. Any unauthorised use of the contents is expressly prohibited. If you have received the document in error, please advise us by telephone (reverse charges) immediately and then shred the document. Thank you.

MIF 98380767\_1 (W2007x)

**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 17/05/2012  
 The previous notice was given to the company on 22/03/2012  
 The previous notice was dated 21/03/2012

**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)
Ordinary shares	13,382,818	5.00%	18,222,087	8.18%

**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 (GDJ)	Same as above.	Ordinary shares 18,222,087	8.18%

**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 applicable	ACN/ARSN (if applicable)	Nature of association

ME\_98378801\_1 (W2003x)



**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.**

<b>Signature</b>	This form must be signed by either a director or a secretary of the substantial holder.
<b>Lodging period</b>	NII
<b>Lodging Fee</b>	NII
<b>Other forms to be completed</b>	NII
<b>Additional information</b>	<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"> <li>(i) within 2 business days after they become aware of the information; or</li> <li>(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"> <li>(A) a takeover bid is made for voting shares in the company or voting interests in the scheme; and</li> <li>(B) the person becomes aware of the information during the bid period.</li> </ul> </li> </ul>
<b>Annexures</b>	<p>To make any annexure conform to the regulations, you must</p> <ol style="list-style-type: none"> <li>1 use A4 size paper of white or light pastel colour with a margin of at least 10mm on all sides</li> <li>2 show the corporation name and A.C.N or ARBN</li> <li>3 number the pages consecutively</li> <li>4 print or type in BLOCK letters in dark blue or black ink so that the document is clearly legible when photocopied</li> <li>5 identify the annexure with a mark such as A, B, C, etc</li> <li>6 endorse the annexure with the words: <i>This is annexure (mark) of (number) pages referred to in form (form number and title)</i></li> <li>7 sign and date the annexure.</li> </ol> <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.**

ME\_08378901\_1 (W2003-4)

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	1/17/2012	S	\$ -	In-Kind	7,525
GDXJ	1/18/2012	B	\$ -	In-Kind	52,675
GDXJ	1/25/2012	B	\$ -	In-Kind	22,572
GDXJ	1/26/2012	B	\$ -	In-Kind	82,753
GDXJ	1/27/2012	B	\$ -	In-Kind	218,196
GDXJ	1/30/2012	B	\$ -	In-Kind	37,620
GDXJ	1/31/2012	B	\$ -	In-Kind	37,610
GDXJ	2/1/2012	B	\$ -	In-Kind	90,288
GDXJ	2/2/2012	B	\$ -	In-Kind	22,566
GDXJ	2/3/2012	S	\$ -	In-Kind	7,521
GDXJ	2/6/2012	S	\$ -	In-Kind	30,092
GDXJ	2/7/2012	B	\$ -	In-Kind	15,044
GDXJ	2/10/2012	B	\$ 123,801	\$ -	48,290
GDXJ	2/10/2012	S	\$ -	In-Kind	45,138
GDXJ	2/13/2012	S	\$ -	In-Kind	120,816
GDXJ	2/14/2012	S	\$ -	In-Kind	7,550
GDXJ	2/15/2012	S	\$ -	In-Kind	52,850
GDXJ	2/16/2012	S	\$ -	In-Kind	52,850
GDXJ	2/17/2012	S	\$ -	In-Kind	22,653
GDXJ	2/23/2012	B	\$ -	In-Kind	60,400
GDXJ	2/29/2012	S	\$ -	In-Kind	83,039
GDXJ	3/1/2012	S	\$ -	In-Kind	60,416
GDXJ	3/2/2012	S	\$ -	In-Kind	52,857
GDXJ	3/5/2012	S	\$ -	In-Kind	120,816
GDXJ	3/6/2012	S	\$ -	In-Kind	83,072
GDXJ	3/7/2012	S	\$ -	In-Kind	7,552
GDXJ	3/13/2012	S	\$ -	In-Kind	7,552
GDXJ	3/14/2012	S	\$ -	In-Kind	135,918
GDXJ	3/16/2012	B	\$ 2,841,216	\$ -	1,168,551
GDXJ	3/19/2012	B	\$ -	In-Kind	8,276
GDXJ	3/19/2012	S	\$ 172,184	\$ -	69,514
GDXJ	3/21/2012	B	\$ -	In-Kind	24,720
GDXJ	3/23/2012	B	\$ -	In-Kind	164,800
GDXJ	3/26/2012	B	\$ -	In-Kind	131,840
GDXJ	3/27/2012	B	\$ -	In-Kind	304,843
GDXJ	3/29/2012	B	\$ -	In-Kind	49,464
GDXJ	3/30/2012	B	\$ -	In-Kind	173,103
GDXJ	4/2/2012	B	\$ -	In-Kind	90,662
GDXJ	4/5/2012	S	\$ -	In-Kind	65,928
GDXJ	4/10/2012	S	\$ -	In-Kind	24,723
GDXJ	4/11/2012	B	\$ -	In-Kind	82,420
GDXJ	4/12/2012	B	\$ -	In-Kind	148,356
GDXJ	4/13/2012	B	\$ -	In-Kind	57,694
GDXJ	4/16/2012	B	\$ -	In-Kind	8,243
GDXJ	4/18/2012	B	\$ -	In-Kind	82,420
GDXJ	4/23/2012	B	\$ -	In-Kind	32,964
GDXJ	4/24/2012	B	\$ -	In-Kind	8,240
GDXJ	4/25/2012	B	\$ -	In-Kind	41,210

RB 21/5/12

**This is Annexure A of 2 pages referred to in Form 604 -  
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Holder of relevant Interest	Date of Acquisition/Disposal	B/S	Consideration Cash	Consideration Non-cash	Number of Securities
GDXJ	4/26/2012	B	\$ -	In-Kind	271,920
GDXJ	4/30/2012	B	\$ -	In-Kind	98,868
GDXJ	5/1/2012	B	\$ -	In-Kind	107,094
GDXJ	5/2/2012	B	\$ -	In-Kind	41,200
GDXJ	5/3/2012	B	\$ -	In-Kind	16,478
GDXJ	5/4/2012	B	\$ -	In-Kind	362,560
GDXJ	5/8/2012	B	\$ -	In-Kind	74,160
GDXJ	5/9/2012	B	\$ -	In-Kind	255,440
GDXJ	5/10/2012	B	\$ -	In-Kind	74,169
GDXJ	5/16/2012	S	\$ -	In-Kind	24,717
GDXJ	5/17/2012	B	\$ -	In-Kind	313,006
<b>In-Kind transactions result from GDXJ receiving a basket of securities (including Oceanagold Corp) in exchange for securities in GDXJ.</b>					

*RB 21/5/12*