



8 December 2016

Ms Violetta Codreanu
Listings Compliance, Sydney
ASX Compliance Pty Limited
20 Bridge Street
SYDNEY NSW 2000

Dear Violetta

Re: Late lodgement of Appendix 3X and 3Y.

We write in relation to the Appendix 3X and Appendix 3Y for Mr Andrew Bray, a director of Ochre Group Holdings Limited (**ASX: OGH**), and acknowledge that upon Mr Bray's appointment to the Board of the Company, an Appendix 3X was not lodged, and nor was an Appendix 3Y lodged in December 2015 following the issue of shares approved at the Company's 2015 AGM.

The appendices 3X and 3Y described above were lodged later than the required timeframe due to an oversight by the Company's previous company secretary.

The Directors of the Company are aware that any change in their interests must be notified to the ASX within the time periods specified in Chapter 3 of the ASX Listing Rules. During the last six months, the Company has commenced a review of its compliance with the ASX Listing Rules.

The Company considers that its current arrangements for monitoring compliance with disclosure obligations are adequate. Ochre Group Holdings Limited will continue to review its policies and administrative procedures on a regular basis to ensure that compliance with all Listing Rule requirements is upheld.

Yours faithfully,

A handwritten signature in black ink, appearing to be 'Trent Franklin', written over a light grey horizontal line.

Trent Franklin
Company Secretary

Appendix 3X

Initial Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/9/2001.

Name of entity Ochre Group Holdings Limited
ACN 008 877 745

We (the entity) give ASX the following information under listing rule 3.19A.1 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Andrew Bray
Date of appointment	28 May 2015

Part 1 - Director's relevant interests in securities of which the director is the registered holder

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Number & class of securities
60,000 fully paid ordinary shares

Appendix 3X

Initial Director's Interest Notice

Part 2 – Director's relevant interests in securities of which the director is not the registered holder

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Name of holder & nature of interest <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Number & class of Securities

Part 3 – Director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
No. and class of securities to which interest relates	N/A

+ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

Name of entity OCHRE GROUP HOLDINGS LIMITED
ABN 69 008 877 745

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Andrew Bray
Date of last notice	8 December 2016

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Indirect and direct
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Indirect interest as director and shareholder of Andrew Bray Holdings Pty Limited.
Date of change	30 December 2015 and 8 December 2016
No. of securities held prior to change	60,000
Class	Fully paid ordinary shares
Number acquired	285,714 (2015) and 240,000 (2016)
Number disposed	0
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	2015: Non-cash, shares issued in lieu of director's and consulting fees at \$0.07 per share, totalling A\$20,000. 2016: Non-cash, shares issued in lieu of director's fees at \$0.05 per share, totalling A\$12,000
No. of securities held after change	585,714

+ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	<ul style="list-style-type: none"> Additional shares issued in lieu of director's and consulting fees as approved at the Company's 2015 AGM. Additional shares issued in lieu of director's fees as approved at the Company's 2016 AGM.
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Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	N/A
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	
Interest disposed	
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
Interest after change	

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

⁺ See chapter 19 for defined terms.