

Appendix 3C

Announcement of buy-back (except minimum holding buy-back)

Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/9/99. Origin: Appendix 7B. Amended 13/3/2000, 30/9/2001, 11/01/10

Name of entity

ABN/ARSN

OCHRE GROUP HOLDINGS LIMITED

008 877 745

We (the entity) give ASX the following information.

Information about buy-back

| | | |
|---|--|--|
| 1 | Type of buy-back | On-market under s257 10/12 Limit |
| 2 | ⁺ Class of shares/units which is the subject of the buy-back (eg, ordinary/preference) | Ordinary Shares |
| 3 | Voting rights (eg, one for one) | One for one |
| 4 | Fully paid/partly paid (and if partly paid, details of how much has been paid and how much is outstanding) | Fully paid |
| 5 | Number of shares/units in the ⁺ class on issue | 594,185,335 |
| 6 | Whether shareholder/unitholder approval is required for buy-back | No |
| 7 | Reason for buy-back | To provide some market liquidity and because the Board believes it represents a good investment as the shares are trading considerably below NTA and it is in the interest of shareholders to do so. |

Appendix 3C

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- 8 Any other information material to a shareholder's/unitholder's decision whether to accept the offer (*eg, details of any proposed takeover bid*)

On-market buy-back

- 9 Name of broker who will act on the company's behalf

Hartleys

- 10 Deleted 30/9/2001.

N/A

- 11 If the company/trust intends to buy back a maximum number of shares - that number

Note: This requires a figure to be included, not a percentage.

55,335,561 shares, representing 9.3175% of issued capital

- 12 If the company/trust intends to buy back shares/units within a period of time - that period of time; if the company/trust intends that the buy-back be of unlimited duration - that intention

12 months, commencing from 21 October, 2014

- 13 If the company/trust intends to buy back shares/units if conditions are met - those conditions

N/A

Employee share scheme buy-back

- 14 Number of shares proposed to be bought back

N/A

- 15 Price to be offered for shares

N/A

- 16 Name of person or description of class of person whose shares are proposed to be bought back

N/A

⁺ See chapter 19 for defined terms.

Selective buy-back

17 Number of shares proposed to be
bought back

N/A

18 Price to be offered for shares

N/A

Equal access scheme

19 Percentage of shares proposed to
be bought back

N/A

20 Total number of shares proposed
to be bought back if all offers are
accepted

N/A

21 Price to be offered for shares

N/A

22 ⁺Record date for participation in
offer

N/A

Cross reference: Appendix 7A, clause 9.

Compliance statement

1. The company is in compliance with all Corporations Act requirements relevant to this buy-back.

or, for trusts only:

1. The trust is in compliance with all requirements of the Corporations Act as modified by Class Order 07/422, and of the trust's constitution, relevant to this buy-back.

2. There is no information that the listing rules require to be disclosed that has not already been disclosed, or is not contained in, or attached to, this form.

Sign here: Signature on File .
 (Company secretary)

Date: 7 October, 2014

Print name: Vaz Hovannessian

[†] See chapter 19 for defined terms.