

OCHRE GROUP HOLDINGS Limited
(ACN 008 877 745)
NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting ("AGM or Meeting") of members of Ochre Group Holdings Limited ("the Company") will be held at 10.30 AM (AEST) on Friday 28 November 2014, at the offices of Crowe Horwath, Level 15, 1 O'Connell Street, Sydney, NSW, 2000

ORDINARY BUSINESS

RECEIPT OF FINANCIAL REPORTS AND REPORTS OF DIRECTORS AND AUDITOR

To receive and consider the Financial Reports of the Company for the financial year ended 30 June 2014, together with the declaration of the Directors, the Remuneration Report and the Report of the Directors and the Auditor, which relate to the Financial Reports.

ADOPTION OF DIRECTORS' REMUNERATION REPORT

RESOLUTION 1: To consider and, if thought fit, pass with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purpose of Section 250R(2) of the Corporations Act 2001 (Cth) and for all other purposes, approval is given for the adoption of the Company's Remuneration Report, as set out in the Directors' Report in the Annual Report for the Year Ended 30 June 2014 prepared in accordance with Section 300A of the Corporations Act 2001 (Cth)."

Please note that in accordance with Section 250R(3) of the Corporations Act 2001 (Cth) the votes cast on this resolution are advisory only and do not bind the Company or the Directors.

ELECTION OF DIRECTORS

RESOLUTION 2: To consider and, if thought fit, pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of clause 13.2 of the Constitution of the Company, ASX Listing Rule 14.4 and all other purposes, McAndrew Rudisill, who retires as a Director and being eligible, offers himself for re-election, be re-elected a Director of the Company."

RESOLUTION 3: To consider and, if thought fit, pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That Shane Pentony, who was appointed as a director on 17 January, 2014 to fill a casual vacancy, and for the purposes of ASX Listing Rule 14.4 and Section 201H(3) of the Corporations Act 2001 being eligible, offers himself for election, be elected a Director of the Company."

RESOLUTION 4: To consider and, if thought fit, pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That Mark Reilly, who was appointed as a director on 28 January, 2014 to fill a casual vacancy, and for the purposes of ASX Listing Rule 14.4 and Section 201H(3) of the Corporations Act 2001 being eligible, offers himself for election, be elected a Director of the Company."

RESOLUTION 5: To consider and, if thought fit, pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That Glenn Featherby, who was appointed as a director on 24 March, 2014 to fill a casual vacancy, and for the purposes of ASX Listing Rule 14.4 and Section 201H(3) of the Corporations Act 2001 being eligible, offers himself for election, be elected a Director of the Company."

CONSOLIDATION OF CAPITAL

RESOLUTION 6: To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

"That, for the purposes of Section 254H of the Corporations Act and for all other purposes, approval is given for the issued capital of the Company to be consolidated on the basis that every twenty (20) Shares be consolidated into one (1) Share; and where this consolidation results in a fraction of a Share being held by a Shareholder, the Directors be authorised to round that fraction up to the nearest whole Share, with the consolidation taking effect on the date the resolution is passed and otherwise as described in the Explanatory Statement."

ISSUE OF SECURITIES TO DIRECTOR

RESOLUTION 7: To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

"That authority is hereby given to the Company under and for the purpose of ASX Listing Rule 10.11 and chapter 2E of the Corporations Act 2001 and for all other purposes, for the issue of up to 875,000 fully paid ordinary shares post consolidation in accordance with Resolution 6, to Nathan Featherby, a Director of the Company or his nominee and/or associate or as directed by him, provided that such issue does not contravene the Corporations Act 2001 or any other legislation or ASX Listing Rule and that such securities are to be issued within one month of the date of this general meeting or such later date as the ASX permits at its discretion and that such securities are issued in lieu of fees and incentive payment for completing the sale of the Company's Wonmunna tenements for a consideration in excess of \$30.0 Million"

FUTURE PLACEMENT OF SECURITIES

RESOLUTION 8: To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

"That authority is hereby given to Directors under ASX Listing Rule 7.1, for the issue of up to 15.0 million securities of the Company, post consolidation in accordance with Resolution 6, which at the discretion of the Directors may be any type of securities permitted under the ASX Listing Rules, The Corporations Act and the Constitution of the Company, with such securities to be issued within 3 months of the date of this general meeting or such later date as the ASX permits at its discretion, at a price not less than 80% of the average closing price of the ordinary securities traded on the ASX during the 5 days prior to the issue or the announcement of the issue of such securities provided that the issue will not contravene the Corporations Act 2001 or any other legislation and that such securities may be issued for working capital purposes and for any worthwhile purpose as determined by the Directors including in lieu of debt, fees, monies or remuneration owing to any party, as consideration for any investments or acquisition."

In addition, the Directors are hereby authorised to issue such securities to sophisticated or professional investors or otherwise in accordance with section 708 of the Corporations Act 2001."

OTHER BUSINESS

To consider any other business that can lawfully be brought before the Meeting.

Entitlement to Vote

Who may vote?

Pursuant to Regulation 7.11.37 of the Corporations Regulations 2001, the Company has determined that for the purpose of the Meeting, all shares in the Company shall be taken to be held by the persons

who held them as registered shareholders at 12.00 Noon (AEST) on Thursday, 27 November 2014 ('**Entitlement Time**').

All holders of ordinary shares in the Company as at the Entitlement Time are entitled to attend and vote at the Meeting.

Proxies

Please note that:

- a member of the Company who is entitled to attend and cast a vote at the Meeting has a right to appoint a proxy;
- the appointment may specify the proportion or number of votes that the proxy may exercise;
- a member who is entitled to cast 2 or more votes at the Meeting may appoint 2 proxies and must specify the proportional number of votes each proxy is appointed to exercise;
- if the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise half the votes;
- a proxy need not be a member of the Company; and
- if you wish to appoint 2 proxies, contact the Company for another proxy form.

Unless the member specifically directs the proxy how to vote, the proxy may vote as he or she thinks fit or abstain from voting.

If you wish to appoint a proxy, you should complete the attached 'Appointment of Proxy' form and comply with details set out in that form for lodgement of the form with the Company.

The proxy form must be signed by the member or his or her attorney duly authorised in writing or, if the member is a corporation, either under the seal of the corporation (in accordance with its Constitution) or under the hand of an attorney duly authorised in writing or otherwise signed in accordance with the *Corporations Act 2001*.

If any attorney or authorised officer signs this proxy form on behalf of a member, the relevant power of attorney or other authority under which it is signed or a certified copy of that power or authority must be deposited with the proxy form.

The proxy form must be received **not less than 48 hours** before the time for holding the General Meeting (i.e. 10.30 AM Wednesday, 26 November 2014 AEST) by delivering the proxy form to one of the addresses as follows:

Sydney Operations Office:
15 Whiting Street,
Artarmon, NSW 2064

Facsimile transmission to:
Within Australia: 02 9391 0409
International: +61 2 9391 0409

Mailing Address:
PO Box H125
Australia Square, Sydney
NSW, 1215

A corporation may appoint a representative who may attend the Meeting and vote on behalf of the corporation. Such a representative will have to produce a corporate representative appointment letter from the corporation signed either under the common seal of the corporation (in accordance with its Constitution), or by a duly authorised officer or otherwise signed in accordance with the *Corporations Act 2001* before he or she will be permitted to vote

Voting Exclusion Statement

In addition, in accordance with the Listing Rules, the Company will disregard any votes cast on the following resolutions by the following persons:

In respect to Resolutions 7,
Nathan Featherby and any associate of his'

In respect to Resolution 8,

A person who may participate in the proposed issue or a person who might obtain a benefit (except a benefit solely in the capacity of a holder of securities in the Company) if the resolution is passed and an associate of those persons,

However, the Company will not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

EXPLANATORY NOTES

Financial Statements and reports

In accordance with the Company's Constitution, the business of the Annual General Meeting will include receipt and consideration of the annual financial report of the Company for the Year ended 30 June 2014 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report on its website at www.ochreholdings.com

Resolution 1: Adoption of Directors' Remuneration Report

The Annual Report for the Year Ended 30 June 2014 contains a Remuneration Report in the Directors' Report which sets out the remuneration policy for the Company and reports the remuneration arrangements in place for the Directors of the Company.

The Corporations Act 2001 ("**Corporations Act**") requires the agenda for the Annual General Meeting of a listed company to include a resolution for adoption of the Remuneration Report. The Corporations Act expressly provides that the vote on the resolution is advisory only and does not bind the Directors of the Company.

Shareholders attending the Annual General Meeting will be given a reasonable opportunity to ask questions and comment on the Remuneration Report.

The Directors recommend that shareholders vote in favour of Resolution 1.

Resolution 2: Re-election of McAndrew Rudisill as Director

Clause 13.2 of the Company's Constitution requires that at the Company's annual general meeting in every year, one-third of the Directors for the time being, or, if their number is not a multiple of 3, then the number nearest one-third (rounded upwards in case of doubt), shall retire from office, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election.

The Directors to retire at an annual general meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots.

A Director who retires by rotation under clause 13.2 of the Constitution is eligible for re-election.

The Company currently has five Directors, three of whom are newly appointed and will all be seeking election by shareholders under separate resolutions, and McAndrew Rudisill is the Director longest in office since his last election, retires by rotation and seeks re-election.

The Directors, other than McAndrew Rudisill, who has an interest in the Resolution, recommend that shareholders vote in favour of Resolution 2.

Resolution 3: Election of Shane Pentony as Director

Shane Pentony was elected as a Director on 17 January, 2014 to fill a casual vacancy on the Board and in accordance with clause 14.4 of the Company's Constitution and Sec 201H(3) of the Corporations Act 2001, being eligible, offers himself for election.

Mr Pentony is a lawyer and partner in Perth based legal firm Lavan Legal and has extensive knowledge and experience in respect to resources company transactions.

The Directors, other than Shane Pentony, who has an interest in the Resolution, recommend that shareholders vote in favour of Resolution3

Resolution 4: Election of Mark Reilly as Director

Mark Reilly was elected as a Director on 28 January, 2014 to fill a casual vacancy on the Board and in accordance with clause 14.4 of the Company's Constitution and Sec 201H(3) of the Corporations Act 2001, being eligible, offers himself for election.

Mr Reilly is a chartered accountant who began his career with Coopers & Lybrand and in 1997 set up his own practice. He has extensive knowledge and experience in banking, finance and reconstructions and in junior resources companies and is a director of Forte Energy NL, Black Star Petroleum Ltd and Triumph Tin Ltd.

The Directors, other than Mark Reilly, who has an interest in the Resolution, recommend that shareholders vote in favour of Resolution4

Resolution 5: Election of Glenn Featherby as Director

Glenn Featherby was elected as a Director on 24 March, 2014 to fill a casual vacancy on the Board and in accordance with clause 14.4 of the Company's Constitution and Sec 201H(3) of the Corporations Act 2001, being eligible, offers himself for election.

Mr Featherby is a chartered accountant who set up his own practice in 1997 after many years with KPMG in Perth and London. He has considerable experience in corporate advisory and extensive experience in the resources sector and has served as Finance Director for AIM listed Regal Petroleum Plc and as non-executive Director with Canadian and AIM listed European Goldfields Ltd.

The Directors, other than Glenn Featherby, who has an interest in the Resolution, recommend that shareholders vote in favour of Resolution5

Resolution 6: Consolidation of Capital

Following the completion of the buy-back of unmarketable parcels of shares earlier this year and the recent announcement of a buy-back of approximately up to 10.0% of the company's issued capital under the 10/12 rule, the Board considers it prudent to now consolidate the issued capital of the Company on the basis that every twenty (20) Shares be consolidated into one (1) Share; to reduce speculation and the number of shares on issue. Shareholders should consider that the 10% buy-back that is currently on foot could help underpin the post consolidated share price.

Time table for Consolidation of Capital subject to passing of Resolution 6.

Event	Date
General Meeting of Shareholders	Friday 28 November 2014
OGH informs ASX of results of General Meeting	Friday 28 November 2014
Last day for trading in pre-consolidated Shares	Monday 1 December 2014
Shares quoted on a deferred settlement basis	Tuesday 2 December 2014
Last day to register transfers of pre-consolidated Shares	Thursday 4 December 2014
Registration and Issue date for consolidated Shares	Friday 5 December 2014
Deferred Settlement trading ends. Dispatch of holding statements for Consolidated Shares	Thursday 11 December 2014

Resolution 7: Issue of Securities to Nathan Featherby

Mr Nathan Featherby has been the driving force behind the Company since its change of operations into a Mining and Exploration Company in 2011 and in recent months was instrumental in the sale of the Company's Wonmunna tenements for a sum in excess of \$30 Million to Ascot Resources.

Although serving in executive capacity since 2011 and being responsible for underwriting or raising most of the funds required by the Company to continue operations, Mr Featherby has accepted relatively minimal remuneration for his efforts. The Board has now resolved to reward Mr Featherby for his tireless work in cost cutting and maximising value and for the small remuneration he took in the last three years, by issuing him or his nominated entity, XXX million fully paid shares.

The Board, except Mr. Featherby, who has an interest in the Resolution, recommend that shareholders vote in favour of Resolution 7..

Resolution 8: Future Placement of Securities

At the time of issuing this Notice of AGM, other than additional working capital, there was no specific plan to issue any securities and in fact the Company was seeking to implement a buy-back of up to approximately 10.0% of the Company's securities. However, your Board is mindful of adding value for shareholders and in this regard is constantly looking for opportunities and possible acquisitions and worthwhile investments that would complement the Company's current direction and operations. Whilst no agreements or decisions have yet been reached in respect to any acquisitions, should such an opportunity arise within 3 months of the AGM, the right to issue the shares in lieu of such acquisition or investment or raise funds in a timely manner for that purpose would allow the transaction to be considered quickly and the opportunity to be taken advantage of.

None of the subscribers pursuant to this issue will be related parties of the Company.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

For the purposes of ASX Listing Rule 7.3, the following information is provided:

The maximum number of securities to be allotted is 10.0 Million;

The Company will issue and allot the securities within 3 months of the date of this meeting, or such later date as the Australian Stock Exchange permits in its discretion;

The issue price of the securities, in the case of ordinary shares, will be no less than 80% of the VWAP of the ordinary securities traded on the ASX during the 5 days prior to the issue or the announcement of the issue of the ordinary shares and in the case of options it will be issued at nil cost but at an exercise price which will be no less than 80% of the weighted average market price of the ordinary securities traded on the ASX during the 5 days prior to the issue or the announcement of the issue of the options.

The Company intends to use the funds raised by the issue of the securities is for retiring any debt, acquisition of investments, working capital and expansion of operations and for any worthwhile

purpose as determined by the Directors. Where appropriate the issue of securities may be in lieu of debt or any monies owing to third parties, investments, acquisitions or any worthwhile purpose as determined by the Directors.

Where securities are issued to raise working capital, the Company will issue the shares to either sophisticated or professional investors or otherwise in accordance with Section 708 of the Corporations Act 2001;

The terms of the securities issued, if ordinary shares, are as detailed above in respect to their issue price and in respect to their rights are the same as all other ordinary shares issued by the Company as specified in the constitution of the Company. The terms of the securities issued, if they are options, will be as detailed above in respect to their issue price and exercise price and any exercise of options may only happen no later than 5 years from date of issue. Further, if such options are exercised the shares so issued will have rights that are the same as all other ordinary shares issued by the Company as specified in the constitution of the Company.

The other terms of the securities issued, if they are options to subscribe for shares, are as follows:

1. The option holder cannot participate in new issues without first exercising the options so that the option holder is issued shares prior to the record date for determining entitlements for the new issue;
2. The exercise price of options issued or number of underlying securities over which it can be exercised may be changed in accordance with Listing Rule 6.22 or any amendment of that Rule from time to time, in respect to any pro-rata rights issue or bonus issue; and
3. The rights of the option holder on a reorganisation of capital are to be adjusted in accordance with Listing Rule 7.22 or as the Listing Rules provide and as they apply to the reorganisation of capital at the time of the reorganisation.
4. The period during which the options may be exercised will depend on negotiations with allottees at the time of issue and what Directors may consider appropriate under the circumstances, but will not exceed 5 years from the date of issue.

The intended use of the funds raised from the exercise of the options is for retiring any debt, acquisition of investments, working capital and expansion of operations and for any worthwhile purpose as determined by the Directors.

The Directors recommend that shareholders vote in favour of Resolution 8.

Annual Report

A copy of the 2014 Annual Report is available on the Company's website on www.ochreholdings.com

Vaz Hovanessian
Company Secretary

OCHRE GROUP HOLDINGS LIMITED - PROXY FORM

I/We

(NAME OF SHAREHOLDER)

of

(ADDRESS IN FULL)

being a member/members of Rico Resources Limited hereby appoint

(NAME OF PROXY 1)

of

(ADDRESS OF PROXY IN FULL)

and/or failing him/her

(NAME OF PROXY 2)

of

(ADDRESS OF PROXY IN FULL)

or failing him/her the Chairman of the Meeting as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 10.30 AM (AEST), on Friday, 28 November 2014 and at any adjournment thereof in the manner indicated or in the absence of indications, as he/she thinks fit.

Proxy 1 represents ____% and Proxy 2 represents ____% of my total voting rights.

Important:

If the Chair of the meeting is appointed as your proxy, or may be appointed by default and you do not wish to direct your proxy how to vote as your proxy in respect of a resolution, please place a mark in the box.

☐

If appointed as your proxy and you do not direct how your proxy should vote, the Chairman of the Meeting intends to vote undirected proxies in favour of each resolution. By marking this box, you acknowledge that the Chair of the meeting may exercise your proxy even if he has an interest in the outcome of the resolution/s and that votes cast by the Chair of the meeting for those resolutions other than as proxy holder will be disregarded because of that interest.

If you do not mark this box, and you have not directed your proxy how to vote, the Chair will not cast your votes on the resolution and your votes will not be counted in calculating the required majority if a poll is called on the resolution

RESOLUTION

	For	Against	Abstain
1. Adoption of Directors' Remuneration Report	☐	☐	☐
2. Re-election of McAndrew Rudisill as Director	☐	☐	☐
3. Election of Shane Pentony as Director	☐	☐	☐
4. Election of Mark Reilly as Director	☐	☐	☐
5. Election of Glenn Featherby as Director	☐	☐	☐
6. Consolidation of Capital	☐	☐	☐
7. Issue of Securities to Director	☐	☐	☐
8. Future Placement of Securities	☐	☐	☐

***Signature of Shareholder or
Director or Sole Director/Company Secretary**

*Delete whichever is not applicable

Please Insert: daytime telephone number:

***Signature of Shareholder or
Director/Company Secretary**

E-mail address:

NOTES

1. A member entitled to attend and vote is entitled to appoint not more than two proxies.
2. Where more than one proxy is appointed, each must be appointed to represent a specified proportion of the member's voting rights.
3. Appointment of a proxy by a member who is a corporation must be under hand of its attorney or the hand of a person duly authorised by the corporation.
4. A proxy need not be a member of the Company.
5. An appointment of proxy form must be lodged at the Sydney office of the Company not less than 48 hours before the time for holding the Annual General Meeting.

The Sydney office of the Company is at:

Lower Level, 15 Whiting Street, Artarmon, NSW. 2064
Australia
Postal: PO BOX H125, Australia Square,
Sydney, NSW. 1215 Australia

**Telephone +61 2 9391 0450
Facsimile +61 2 9391 0409**