

To: Australian Securities Exchange Limited (ASX)
From: Ochre Group Holdings Limited (ASX: OGH)
Date: 28 May, 2015
Subject: (i) Board Appointment/Resignation
(ii) Voluntary Suspension Extension
(iii) Proposed Off-market Buy-back

Board Appointment & Resignation

Ochre Group Holdings (Ochre or Company) is pleased to announce the appointment of Mr Andrew Bray to the Board of the Company. Mr Bray holds a Bachelor of Economics and Bachelor of Laws (Hons) from the University of Sydney and has a background in investment banking and corporate advisory and has been involved with a number of small and mid-cap mining transactions in recent years. He is also a director of Gateway Mining Ltd and Mandalong Resources Ltd.

In recent months he has been working with Ochre Group Holdings in assessing and developing various opportunities. The Board is confident his skill-set will complement the Company's strategy as it positions itself for the next phase of development.

Ochre also wishes to advise that Mr McAndrew Rudisill has resigned from the Board of the Company to pursue other interests in the US. Mr Rudisill has been an integral and valuable member of the Ochre Board for several years but given his residency in the US he feels it is difficult for him to be readily and meaningfully involved in the Company going forward.

The Board wishes to thank Mr Rudisill for his contribution to date and wishes him the very best in his ventures in the US.

Extension of Suspension

Ochre Group Holdings Ltd (ASX:OGH) has requested ASX that its securities continue to remain suspended from trading, pending the outcome of the Company's negotiations with respect to a material corporate transaction.



Proposed Off-Market Buy-Back

Further to the announcement made 07/10/2014, and given the continuing suspension of its securities, the Ochre board has resolved to undertake an Off-Market Buy-back via a tender offer under the 10/12 limit.

Further details on the Buy-back, including the proposed pricing and timetable and update on the Corporate Transaction will be provided in due course.

Yours faithfully
Ochre Group Holdings Limited

A handwritten signature in blue ink, appearing to read 'Vaz Hovanessian', is written over a faint, larger blue ink signature that is partially visible in the background.

Vaz Hovanessian
Company Secretary