

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

OCHRE GROUP HOLDINGS LIMITED

ABN/ARSN

008 877 745

We (the entity) give ASX the following information.

Information about buy-back

1	Type of buy-back	OFF-MARKET BY TENDER UNDER S257B 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	30,584,348
6	Whether shareholder/unitholder approval is required for buy-back	No
7	Reason for buy-back	TO PROVIDE SOME LIQUIDITY GIVEN SHARES ARE CURRENTLY SUSPENDED. ALSO, BOARD BELIEVES SHARES WERE TRADING BELOW NTA BEFORE SUSPENSION AND IN INTEREST OF SHAREHOLDERS TO BUY-BACK.

⁺ See chapter 19 for defined terms.

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8	Any other information material to a shareholder's/unitholder's decision whether to accept the offer (<i>eg, details of any proposed takeover bid</i>)	N/A
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Off-market buy-back by Tender

9	Name of broker who will act on the company's behalf	See ASX Release of same date – By Tender to Company's Share Register. Details to be provided in Buy-back Booklet soon.
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.	2,766,778
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	During Tender period, opening on 3 rd July and closing on 3 rd August, 2015, unless extended by the Company
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

⁺ See chapter 19 for defined terms.

Selective buy-back

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

<small>Cross reference: Appendix 7A, clause 9.</small> | N/A |

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.

	Signature on File	10 June, 2015
Sign here:	 (Company secretary)	Date:

Print name: VAZ HOVANESSION

⁺ See chapter 19 for defined terms.