

# 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

|                       |                                 |
|-----------------------|---------------------------------|
| <b>Name of entity</b> | <b>OCHRE GROUP HOLDINGS LTD</b> |
| <b>ABN</b>            | <b>69 008 877 745</b>           |

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.

|                            |                         |
|----------------------------|-------------------------|
| <b>Name of Director</b>    | <b>NATHAN FEATHERBY</b> |
| <b>Date of last notice</b> | <b>23/12/2014</b>       |

### 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.

|                                                                                                                                                                                            |                                                                                         |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------|
| <b>Direct or indirect interest</b>                                                                                                                                                         | <b>Direct &amp; Indirect Interest</b>                                                   |
| <b>Nature of indirect interest (including registered holder)</b><br><small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>                        | Indirect Interest as controlling shareholder of Roschelle Limited.                      |
| <b>Date of change</b>                                                                                                                                                                      | 24 June, 2015                                                                           |
| <b>No. of securities held prior to change</b>                                                                                                                                              | <b>5,893,400</b> (with 5,893,150 held by Roschelle Limited & 54,250 held in own name)   |
| <b>Class</b>                                                                                                                                                                               | Ordinary, Fully paid                                                                    |
| <b>Number acquired</b>                                                                                                                                                                     | <b>915,000</b>                                                                          |
| <b>Number disposed</b>                                                                                                                                                                     | Nil                                                                                     |
| <b>Value/Consideration</b><br><small>Note: If consideration is non-cash, provide details and estimated valuation</small>                                                                   | \$54,900                                                                                |
| <b>No. of securities held after change</b>                                                                                                                                                 | <b>6,808,400</b> (with 5,839,150 held by Roschelle Limited and 54,250 held in own name) |
| <b>Nature of change</b><br><small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small> | Off market purchase                                                                     |

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+ See chapter 19 for defined terms.

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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.

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

#### Part 3 – <sup>+</sup>Closed period

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

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<sup>+</sup> See chapter 19 for defined terms.