

# ***OCHRE GROUP HOLDINGS LIMITED***

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## ***NOTICE OF ANNUAL GENERAL MEETING***

*10:00 am, 30 November 2016*

*Level 15, 1 O'Connell Street*

*Sydney, New South Wales*

*This notice should be read in its entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their professional advisors prior to voting. Should you wish to discuss the matters in this notice, please contact the Company Secretary on +61 2 8316 3996.*

## ***OCHRE GROUP HOLDINGS LIMITED***

ACN 008 877 745

### **Notice of Annual General Meeting**

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Notice is hereby given that the Annual General Meeting (“**AGM**”) of members of Ochre Group Holdings Limited (“**Ochre**” or “**the Company**”) will be held at **10:00 am**, (AEDT) on Wednesday, 30 November 2016 at level 15, 1 O’Connell Street, Sydney, New South Wales.

This notice sets out the matters and resolutions to be considered at the AGM, and includes an explanatory statement and proxy form.

According to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the persons eligible to vote at the AGM are those who are registered shareholders of the Company at 10:00 am (AEDT) on 28 November 2016 (“**Entitlement Time**”). All holders of ordinary shares in the Company at the Entitlement Time are entitled to attend and vote at the AGM.

### **VOTING**

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To vote in person, shareholders should attend the AGM on the date and at the place referred to above.

To vote by proxy, please complete and sign the enclosed proxy form and return by:

- a) post to GPO Box 225, Sydney NSW 2001 Australia; or
- b) facsimile to +61 8316 3999,

so that it is received no later than 10:00 am (AEDT) on Monday, 28 November 2016.

**Proxy forms received later than this time will be invalid.**

Please note that:

- a member of the Company who is entitled to attend and cast a vote at the AGM has the 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 two or more votes at the AGM may appoint two proxies and must specify the proportional number of votes each proxy is appointed to exercise;

- if the member appoints two proxies and the appointment does not specify the proportion or number of the members votes each proxy may exercise, each proxy may exercise half the votes;
- a proxy does not need to be a member of the Company; and
- if a member wishes to appoint two proxies, please 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.

A corporation may appoint a representative who may attend the AGM and vote on behalf of that corporation. Such a representative will need 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* (Cth) ("**Corporations Act**") before he or she will be permitted to vote.

## **VOTING EXCLUSION STATEMENT**

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The Company will disregard any votes cast on the following resolutions by the following persons:

**Resolution 1:** any of the Key Management Personnel, details of whose remuneration is included in the Remuneration Report, or their closely related parties.

**Resolution 2:** Saxon Ball and his associates.

**Resolution 3:** Shane Pentony and his associates.

**Resolution 4:** Andrew Bray and his associates.

**Resolution 5:** Saxon Ball and his associates.

**Resolution 6:** Roschelle Ltd and its associates.

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 chairman of the AGM 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.

## ORDINARY BUSINESS

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### Receipt of Financial Reports, Directors Report and Auditors Report

To receive and consider the financial reports of the Company for the financial year ended 30 June 2016, 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.

**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 and for all other purposes, approval is given for the adoption of the Company’s Remuneration Report as set out in the Director’s Report in the Annual Report for the year ended 30 June 2016 prepared in accordance with section 300A of the Corporations Act.”*

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

Voting exclusion statement: The Company will disregard any vote on resolution 1 made by:

- a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- b) a closely related party of such a member.

A person described above may cast a vote on this resolution as a proxy if the vote is not cast on behalf of a person described above, and either:

- a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this resolution; or
- b) the voter is the Chair acting 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.

### 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 ASX Listing Rule 14.4 and section 201H(3) of the Corporations Act and for all other purposes, Saxon Ball, who was appointed by the Board as an additional director on 22 July 2016, being eligible offers himself for election, be elected as a Director of the Company.”*

**Voting exclusion statement:** The Company will disregard any vote on resolution 2 made by Saxon Ball and any of his associates. The Company need not disregard a vote if it is cast by Saxon Ball or his associates as a 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.

**Resolution 3:** 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 Company’s Constitution, ASX Listing Rule 14.4 and all other purposes, Shane Pentony, who retires as a director and being eligible, offers himself for re-election, be re-elected a director of the Company.”*

**Voting exclusion statement:** The Company will disregard any vote on resolution 3 made by Shane Pentony and any of his associates. The Company need not disregard a vote if it is cast by Shane Pentony or his associates as a 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.

**Resolution 4:** 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 Company’s Constitution, ASX Listing Rule 14.4 and all other purposes, Andrew Bray, who retires as a director and being eligible, offers himself for re-election, be re-elected a director of the Company.”*

**Voting exclusion statement:** The Company will disregard any vote on resolution 4 made by Andrew Bray and any of his associates. The Company need not disregard a vote if it is cast by Andrew Bray or his associates as a 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.

### **Issue of securities to Directors or their associates**

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

*“That, for the purposes of ASX Listing Rule 10.11 and Chapter 2E of the Corporations Act and for all other purposes, authority is given to the Company for the issue of up to 300,000 shares at an issue*

*price of \$0.05 per share to Mr Shane Pentony, a Director of the Company, or his nominee, in lieu of director's fees outstanding, provided that such issue does not contravene the Corporations Act and that such securities are to be issued within one month of the date of this AGM or such later date as permitted by the ASX."*

**Voting exclusion statement:** The Company will disregard any vote on resolution 5 made by Shane Pentony and any of his associates. The Company need not disregard a vote if it is cast by Shane Pentony or his associates as a 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.

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

*"That, for the purposes of ASX Listing Rule 10.11 and Chapter 2E of the Corporations Act and for all other purposes, authority is given to the Company for the issue of up to 240,000 shares at an issue price of \$0.05 per share to Mr Andrew Bray, a Director of the Company, or his nominee, in lieu of director's fees outstanding, provided that such issue does not contravene the Corporations Act and that such securities are to be issued within one month of the date of this AGM or such later date as permitted by the ASX."*

**Voting exclusion statement:** The Company will disregard any vote on resolution 6 made by Andrew Bray and any of his associates. The Company need not disregard a vote if it is cast by Andrew Bray or his associates as a 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.

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

*"That, for the purposes of ASX Listing Rule 10.11 and Chapter 2E of the Corporations Act and for all other purposes, authority is given to the Company for the issue of up to 100,000 shares at an issue price of \$0.05 per share to Mr Saxon Ball, a Director of the Company, or his nominee, in lieu of outstanding fees for consulting services provided to the Company, provided that such issue does not contravene the Corporations Act and that such securities are to be issued within one month of the date of this AGM or such later date as permitted by the ASX."*

**Voting exclusion statement:** The Company will disregard any vote on resolution 7 made by Saxon Ball and any of his associates. The Company need not disregard a vote if it is cast by Saxon Ball or his associates as a 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.

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

*“That, for the purposes of ASX Listing Rule 10.11 and Chapter 2E of the Corporations Act and for all other purposes, authority is given to the Company for the issue of up to 1,000,000 shares at an issue price of \$0.05 per share to Roschelle Ltd, an associated entity of Mr Nathan Featherby, in lieu of outstanding fees for consulting and business development services provided to the Company, provided that such issue does not contravene the Corporations Act and that such securities are to be issued within one month of the date of this AGM or such later date as permitted by the ASX.”*

**Voting exclusion statement:** The Company will disregard any vote on resolution 8 made by Nathan Featherby, Roschelle Ltd and any of their associates. The Company need not disregard a vote if it is cast by Nathan Featherby, Roschelle Ltd or their associates as a 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.

### **Other business**

To consider any other business that may lawfully be brought before the AGM.

## EXPLANATORY STATEMENT

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### Financial statement and reports

In accordance with the Company's constitution, the business of the AGM will include the receipt and consideration of the annual financial report of the Company for the year ended 30 June 2016 together with the declaration of the directors, the directors' report, the remuneration report and the auditors' 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 is available on the Company's website at [www.ochresources.com](http://www.ochresources.com).

### Resolution 1: Adoption of Directors' Remuneration Report

The Annual Report for the year ended 30 June 2016 contains a Remuneration Report in the Director's 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 requires a listed company to include as an agenda item for its AGM a resolution for the adoption of the Remuneration Report. The Corporations Act provides that the vote on the resolution is advisory only and does not bind the Directors' of the Company.

Members attending the AGM will be given a reasonable opportunity to ask questions and comments regarding the Remuneration Report.

*The Directors recommend that members vote in favour of resolution 1.*

### Resolution 2: Election of Saxon Ball

Mr Saxon Ball was appointed as a director of the Company on 22 July as an additional director, and in accordance with ASX Listing Rule 14.4 and section 201H(3) of the Corporations Act, offers himself for election.

Mr Ball is a director of STB Projects Pty Ltd, and private Australian company focussed on infrastructure installation services and development in the natural resources sector, and has training in leadership and business development. Mr Ball has also previously acted as a director of Silver Mines Limited.

*The Directors, other than Saxon Ball, who has an interest in the resolution, recommend that members vote in favour of resolution 2.*



**Resolution 3: Election of director, Shane Pentony**

Clause 13.2 of the Company's Constitution requires that at the Company's AGM, one-third of the director (or nearest one-third) shall retire from office provided always that no director (except for a managing director) shall hold office for a period of more than three years, or until the third annual general meeting following their appointment, whichever is longer, without submitting his or herself for re-election.

A director who retires by rotation under clause 13.2 of the Company's Constitution are eligible for re-election.

Mr Shane Pentony, who was appointed as a non-executive director of the Company on 17 January 2014, is a lawyer and has extensive experience in the resources sector, having worked on numerous large scale projects and associated legal matters within the industry throughout his career.

*The Directors, other than Shane Pentony, who has an interest in the resolution, recommend that members vote in favour of resolution 3.*

**Resolution 4: Election of director, Andrew Bray**

Clause 13.2 of the Company's Constitution requires that at the Company's AGM, one-third of the director (or nearest one-third) shall retire from office provided always that no director (except for a managing director) shall hold office for a period of more than three years, or until the third annual general meeting following their appointment, whichever is longer, without submitting his or herself for re-election.

A director who retires by rotation under clause 13.2 of the Company's Constitution are eligible for re-election.

Mr Andrew Bray, who was appointed as a non-executive director on 28 May 2015, has a Bachelor of Economics and a Bachelor of Laws (Hons) from the University of Sydney and has a background in investment banking and corporate advisory. He has significant experience with a number of small and mid-cap mining companies, and is also a director of listed companies Gateway Mining Ltd and Mandalong Resources Ltd.

*The Directors, other than Andrew Bray, who has an interest in the resolution, recommend that members vote in favour of resolution 4.*

**Resolution 5: Issue of shares to Shane Pentony**

Mr Shane Pentony, a director of the Company, has agreed to be issued shares in the Company in lieu of outstanding directors' fees. The Board believes that this approach is beneficial to the Company

as it preserves cash within the Company and acts as an incentive for the directors to enhance shareholder value. Mr Pentony or his nominee will be issued up to a maximum of 300,000 fully paid, ordinary shares in the Company at an issue price \$0.05 per share, equating to value of \$15,000. The shares will be subject to the same terms as all other fully paid ordinary shares currently on issue and issued no later than one month after the date of the AGM (or such other date as permitted by the ASX). It is anticipated that allotment will occur on the same date. No funds will be raised from the issue as the shares are issued in lieu of outstanding directors' fees.

*The Directors, other than Shane Pentony, who has an interest in the resolution, recommend that members vote in favour of resolution 5.*

#### **Resolution 6:**

Mr Andrew Bray, a director of the Company, has agreed to be issued shares in the Company in lieu of outstanding directors' fees. The Board believes that this approach is beneficial to the Company as it preserves cash within the Company and acts as an incentive for the directors to enhance shareholder value. Mr Bray or his nominee will be issued up to a maximum of 240,000 fully paid, ordinary shares in the Company at an issue price \$0.05 per share, equating to value of \$12,000. The shares will be subject to the same terms as all other fully paid ordinary shares currently on issue and issued no later than one month after the date of the AGM (or such other date as permitted by the ASX). It is anticipated that allotment will occur on the same date. No funds will be raised from the issue as the shares are issued in lieu of outstanding directors' fees.

*The Directors, other than Andrew Bray, who has an interest in the resolution, recommend that members vote in favour of resolution 6.*

#### **Resolution 7:**

Mr Saxon Ball, a director of the Company, has agreed to be issued shares in the Company in lieu of outstanding fees for consulting services provided to the Company. Mr Ball or his nominee will be issued up to a maximum of 100,000 fully paid, ordinary shares in the Company at an issue price \$0.05 per share, equating to value of \$5,000. The shares will be subject to the same terms as all other fully paid ordinary shares currently on issue and issued no later than one month after the date of the AGM (or such other date as permitted by the ASX). It is anticipated that allotment will occur on the same date. No funds will be raised from the issue as the shares are issued in lieu of outstanding fees for consulting services provided to the Company.

*The Directors, other than Saxon Ball, who has an interest in the resolution, recommend that members vote in favour of resolution 7.*

**Resolution 8:**

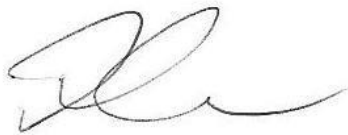
Roschelle Ltd, an entity associated with Mr Nathan Featherby (a director of the Company), has agreed to be issued shares in the Company in lieu of outstanding fees for business development and consulting services provided to the Company. Roschelle Ltd or its nominee will be issued up to a maximum of 1,000,000 fully paid, ordinary shares in the Company at an issue price \$0.05 per share, equating to value of \$50,000. The shares will be subject to the same terms as all other fully paid ordinary shares currently on issue and issued no later than one month after the date of the AGM (or such other date as permitted by the ASX). It is anticipated that allotment will occur on the same date. No funds will be raised from the issue as the shares are issued in lieu of outstanding consulting and business development fees.

*The Directors, other than Nathan Featherby, who has an interest in the resolution, recommend that members vote in favour of resolution 8.*

**Annual Report**

A copy of the 2016 Annual Report is available on the Company's website at [www.ochresources.com](http://www.ochresources.com).

**Yours faithfully,**



**Trent Franklin**  
**Company Secretary**

**28 October 2016**

## OCHRE GROUP HOLDINGS LIMITED

### ANNUAL GENERAL MEETING – APPOINTMENT OF PROXY

I/We

of

Appoint

being a member of Ochre Group Holdings Limited entitled to attend and vote at the General Meeting, hereby

Name of proxy

OR


the Chair of the General Meeting as your proxy

or failing the person so named or, if no person is named, the Chair of the General Meeting, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, as the proxy sees fit, at the General Meeting to be held at 10:00 am (AEDT) on 30 November 2016 at Level 15, 1 O'Connell Street, Sydney NSW 2000 Australia, and at any adjournment thereof.

If no directions are given, the Chair will vote in favour of all the resolutions.

If the Chair of the General 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 **Resolutions 1 to 8** please place a mark in this box.

By marking this box, you acknowledge that the Chair of the General Meeting may exercise your proxy even if he has an interest in the outcome of resolutions 1-8 and that votes cast by the Chair of the General Meeting for resolutions 1-8, 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 resolutions 1-8 and your votes will not be counted in calculating the required majority if a poll is called on resolutions 1-8.

#### **OR Voting on Business of the General Meeting**

		<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Election of Mr Saxon Ball	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of Mr Shane Pentony	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Election of Mr Andrew Bray	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Issue of shares to Mr Shane Pentony	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Issue of shares to Mr Andrew Bray	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Issue of shares to Mr Saxon Ball	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Issue of shares to Roschelle Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Please note:** If you mark the abstain box for a particular resolution, you are directing your proxy not to vote on that resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

Signature of Member(s):

Date: \_\_\_\_\_

Individual or Member 1

Member 2

Member 3

Sole Director/Company Secretary

Director

Director/Company Secretary

Contact Name: \_\_\_\_\_

Contact Ph (daytime): \_\_\_\_\_

## OCHRE GROUP HOLDINGS LIMITED

### Instructions for Completing 'Appointment of Proxy' Form

1. **(Appointing a Proxy):** A member entitled to attend and vote at the General Meeting is entitled to appoint not more than two proxies to attend and vote on a poll on their behalf. The appointment of a second proxy must be done on a separate copy of the Proxy Form. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If a member appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes. A duly appointed proxy need not be a member of the Company.
2. **(Direction to Vote):** A member may direct a proxy how to vote by marking one of the boxes opposite each item of business. Where a box is not marked, the proxy may vote as they choose. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing Instructions):**
  - **(Individual):** Where the holding is in one name, the member must sign.
  - **(Joint Holding):** Where the holding is in more than one name, all of the members should sign.
  - **(Power of Attorney):** If you have not already provided the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.
  - **(Companies):** Where the company has a sole director, who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the *Corporations Act*) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual members from attending the General Meeting in person if they wish. Where a member completes and lodges a valid Proxy Form and attends the General Meeting in person, then the proxy's authority to speak and vote for that member is suspended while the member is present at the General Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
  - (a) post to GPO Box 225, Sydney NSW 2001 Australia; or
  - (b) facsimile to the Company on facsimile number (+61 2) 8316 3999,

so that it is received not later than 10:00 am (AEDT) on Monday 28 November 2016.

**Proxy Forms received later than this time will be invalid.**