



To: AUSTRALIAN SECURITIES EXCHANGE (ASX)
From: OCHRE GROUP HOLDINGS LIMITED ("Ochre") (ASX: OGH)
Date: 9 MAY, 2014
SUBJECT: RE-LODGE MENT OF SUBSTANTIAL SHAREHOLDER NOTICE FOR
GONDWANA RESOURCES LTD (ASX:GDA) – CORRECTION ONLY

The attached Form 604 encapsulates all of Ochre Group Holdings Limited's previously notified substantial holding interests in Gondwana Resources Limited (GDA), breaking them down by on-market acquisition and setting out the date and price paid.

The attached Form 604 has not been released for the purposes of notifying a change in substantial shareholding, but to correct prior notices and to show greater detail on prices paid for each parcel of shares purchased since February, 2014.

By Order of the Board
Ochre Group Holdings Limited

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

CORRECTION NOTICE ONLY

To Company Name/Scheme Gondwana Resources Limited

ACN/ARSN 008 915 311

1. Details of substantial holder (1)

Name	Ochre Group Holdings Limited;	Joffrey Pty Limited;	Ochre Industries Pty Limited
ACN/ARSN (if applicable)	008 877 745;	163 096 026;	162 416 408

There was a change in the interests of the

substantial holder on 09/05/2014* :

*Note: there has been no change in substantial shareholding. This notice is to correct prior notices and show greater detail on prices paid for each parcel of shares purchased since January 2014.

The previous notice was given to the company on 23/04/2014

The previous notice was dated 23/04/2014

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
ORD fully paid share	3,891,856	17.6474%	3,891,856	17.6474%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
*Note: there has been no change in substantial shareholding. This notice is to correct prior notices and show greater detail on prices paid for each parcel of shares purchased since January 2014. See attached table at Annexure A containing further details of Ochre Group Holding's relevant interest in Gondwana Resources Limited..					

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Ochre Group Holdings Limited	Joffrey Pty Limited	Joffrey Pty Limited	Holding company of registered holder	850,000 ORD shares	3.8543%
Ochre Group Holdings Limited	Ochre Industries Pty Limited	Ochre Industries Pty Limited	Holding company of registered holder	3,041,856 ORD shares	13.7931%
Ochre Group Holdings Limited			Total	3,891,856 ORD shares	17.6474%

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Ochre Group Holdings Limited ACN 008 877 745	Holding company of Joffrey Pty Limited and Ochre Industries Pty Limited – no change in the nature of association.

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Ochre Group Holdings Limited, Joffrey Pty Limited, Ochre Industries Pty Limited.	Level 9, 20 Hunter Street, Sydney NSW 2000 (same address for all three companies)

Signature

print name Vaz Hovanesian capacity Company Secretary

sign here

date 09/05/2014

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included on any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

Annexure A to Form 604

This is annexure A of 1 page referred to in form 604 'Notice of change of interests of substantial holder' dated 9 May 2014.

DETAILS OF ALL ACQUISITIONS OF GONDWANA RESOURCES LIMITED ACN 008 915 311 BY SUBSTANTIAL SHAREHOLDER OCHRE GROUP HOLDINGS LIMITED ACN 008 877 745

	DATE	C/NOTE	# SHARES	PURCHASE PRICE	AMOUNT
JOFFREY PTY LIMITED					
ON MARKET	24-FEB-14	6911103	100,000	\$0.0480	\$4,800.00
ON MARKET	28-FEB-14	6938302	150,000	\$0.0480	\$7,200.00
ON MARKET	03-MAR-14	6945703	180,000	\$0.0480	\$8,640.00
ON MARKET	05-MAR-14	6956918	50,000	\$0.0486	\$2,430.00
ON MARKET	06-MAR-14	6963849	73,563	\$0.0490	\$3,604.59
ON MARKET	11-MAR-14	6981607	16,437	\$0.0500	\$821.85
ON MARKET	18-MAR-14	7013546	100,000	\$0.0500	\$5,000.00
ON MARKET	19-MAR-14	7019651	100,000	\$0.0490	\$4,900.00
ON MARKET	21-MAR-14	7030246	80,000	\$0.0500	\$4,000.00
TOTAL FOR JOFFREY PTY LIMITED			850,000		\$41,396.44
OCHRE INDUSTRIES PTY LIMITED					
PLACEMENT	31-MAR-14	N/A	781,250	\$0.0320	\$25,000.00
ON MARKET	16-APR-14	7136711	125,000	\$0.0640	\$8,000.00
ON MARKET	16-APR-14	7136711	391,842	\$0.0610	\$23,902.36
ON MARKET	16-APR-14	7136711	150,000	\$0.0650	\$9,750.00
ON MARKET	16-APR-14	7136711	226,200	\$0.0690	\$15,607.80
TOTAL			893,042		\$57,260.16
ON MARKET	17-APR-14	7143106	878,850	\$0.0750	\$65,913.75
ON MARKET	17-APR-14	7143106	102,436	\$0.0790	\$8,092.44
ON MARKET	17-APR-14	7143106	11,278	\$0.0800	\$902.24
TOTAL			992,564		\$74,908.43
ON MARKET	22-APR-14	7149248	49,850	\$0.0770	\$3,838.45
ON MARKET	22-APR-14	7149248	50	\$0.0780	\$3.90
ON MARKET	22-APR-14	7149248	84,250	\$0.0790	\$6,655.75
ON MARKET	22-APR-14	7149248	140,850	\$0.0800	\$11,268.00
TOTAL			275,000		\$21,766.10
ON MARKET	23-APR-14	7156561	100,000	\$0.0810	\$8,100.00
TOTAL			100,000	\$0.081	\$8,100.00
TOTAL FOR OCHRE INDUSTRIES PTY LIMITED			3,041,856		\$187,034.69
TOTAL RELEVANT INTEREST FOR OCHRE GROUP HOLDINGS LIMITED			3,891,856		

Signature: _____


Vaz Hovanesian (Company Secretary)

Date: 9 May 2014