

28 April 2017

ASX Limited
Exchange Centre
20 Bridge Street
SYDNEY NSW 2000

ACTIVITIES AND CASH REPORT FOR THE QUARTER ENDED 31 MARCH 2017

Highlights for the Quarter

- **Progression of agreement with Gondwana Resources Limited (ASX:GDA)**
- **Further development of Oil Basins Limited (ASX: OBL) transaction**
- **Consideration of natural resources opportunities**

TRANSACTION WITH GONDWANA RESOURCES

As announced on 14 November 2016, Ochre Group Holdings Limited ("**Ochre**" or "**the Company**") and Gondwana Resources Limited ("**Gondwana**" or "**GDA**") reached an agreement under which the Company would purchase a number of royalty interests from GDA, which relate to projects held by Atlas Iron Limited ("**Atlas**") (ASX:AGO). Further details of the transaction can be found in the Company's announcement of 14 November 2016.

The Company continues to advance the transaction with both parties in the process of obtaining the requisite approvals, including written consent of Atlas Iron and approval by ASX and GDA shareholders.

OIL BASINS LIMITED

On 24 August 2016, the Company announced that it had entered an agreement with Oil Basins Limited ("OBL") to acquire OBL's wholly owned subsidiary, Oil Basins Royalties Limited, in lieu of repayment of the A\$400,000 loan which the Company had previously provided to OBL.

The Company continues to work with Oil Basins to finalise a sale and purchase agreement. The Company expects this matter to complete within the coming months.

UPDATE ON BUY-BACK

As OGH's securities are currently suspended, in the previous quarter the Company commenced discussions with ASX and ASIC with respect to a buy-back under the 10/12 rule. The Company has received preliminary advice that the proposed buy-back may require an independent expert report. OGH continues to progress these discussions and anticipates being in a position to update further on the timing of the buy-back during the next quarter.

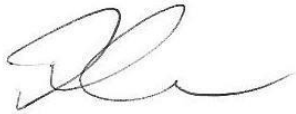
NATURAL RESOURCES OPPORTUNITIES

The Company continues to assess and consider a variety of natural resources related opportunities which meet its investment criteria.

FINANCIAL POSITION

The Company continues to hold positions in ASX Listed and USA OTC Listed companies, these provide liquidity points should the Company require funding. This combined with the support of a director of the Company for the provision of any additional funding should the Company require it, continues to allow OGH to operate for its shareholders without dilution of shareholder's equity positions.

Yours faithfully

A handwritten signature in dark ink, appearing to be 'Trent Franklin', written in a cursive style.

Trent Franklin
Company Secretary

Appendix 5B

Mining exploration entity and oil and gas exploration entity quarterly report

Introduced 01/07/96 Origin Appendix 8 Amended 01/07/97, 01/07/98, 30/09/01, 01/06/10, 17/12/10, 01/05/13, 01/09/16

Name of entity

Ochre Group Holdings Limited

ABN

69 008 877 745

Quarter ended ("current quarter")

31 March 2017

Consolidated statement of cash flows	Current quarter \$A'000	Year to date July-Mar \$A'000
1. Cash flows from operating activities		
1.1 Receipts from customers	690	1,508
1.2 Payments for		
(a) exploration & evaluation		
(b) development		
(c) production		
(d) staff costs		
(e) administration and corporate costs	(21)	(330)
1.3 Dividends received (see note 3)		
1.4 Interest received	5	5
1.5 Interest and other costs of finance paid	(69)	(70)
1.6 Income taxes paid		
1.7 Research and development refunds		
1.8 Other (provide details if material)		
1.9 Net cash from / (used in) operating activities	605	1,113

2. Cash flows from investing activities		
2.1 Payments to acquire:		
(a) property, plant and equipment		
(b) tenements (see item 10)		
(c) investments	(212)	(1,342)
(d) other non-current assets	(439)	(470)

Consolidated statement of cash flows		Current quarter \$A'000	Year to date July-Mar \$A'000
2.2	Proceeds from the disposal of:		
	(a) property, plant and equipment		
	(b) tenements (see item 10)		
	(c) investments	120	622
	(d) other non-current assets		
2.3	Cash flows from loans to other entities		
2.4	Dividends received (see note 3)		
2.5	Other (provide details if material)		
2.6	Net cash from / (used in) investing activities	(531)	(1,190)

3.	Cash flows from financing activities		
3.1	Proceeds from issues of shares		
3.2	Proceeds from issue of convertible notes		
3.3	Proceeds from exercise of share options		
3.4	Transaction costs related to issues of shares, convertible notes or options		
3.5	Proceeds from borrowings	642	1,558
3.6	Repayment of borrowings	(723)	(1,462)
3.7	Transaction costs related to loans and borrowings		
3.8	Dividends paid		
3.9	Other (provide details if material)		
3.10	Net cash from / (used in) financing activities	(81)	96

4.	Net increase / (decrease) in cash and cash equivalents for the period		
4.1	Cash and cash equivalents at beginning of period	28	2
4.2	Net cash from / (used in) operating activities (item 1.9 above)	605	1,113
4.3	Net cash from / (used in) investing activities (item 2.6 above)	(531)	(1,190)
4.4	Net cash from / (used in) financing activities (item 3.10 above)	(81)	96
4.5	Effect of movement in exchange rates on cash held		
4.6	Cash and cash equivalents at end of period	21	21

5. Reconciliation of cash and cash equivalents at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts	Current quarter \$A'000	Previous quarter \$A'000
5.1 Bank balances	21	28
5.2 Call deposits		
5.3 Bank overdrafts		
5.4 Other (provide details)		
5.5 Cash and cash equivalents at end of quarter (should equal item 4.6 above)	21	28

6. Payments to directors of the entity and their associates

- 6.1 Aggregate amount of payments to these parties included in item 1.2
- 6.2 Aggregate amount of cash flow from loans to these parties included in item 2.3
- 6.3 Include below any explanation necessary to understand the transactions included in items 6.1 and 6.2

**Current quarter
\$A'000**

6

Director's remuneration

7. Payments to related entities of the entity and their associates

- 7.1 Aggregate amount of payments to these parties included in item 1.2
- 7.2 Aggregate amount of cash flow from loans to these parties included in item 2.3
- 7.3 Include below any explanation necessary to understand the transactions included in items 7.1 and 7.2

**Current quarter
\$A'000**

Mining exploration entity and oil and gas exploration entity quarterly report

8. Financing facilities available <i>Add notes as necessary for an understanding of the position</i>	Total facility amount at quarter end \$A'000	Amount drawn at quarter end \$A'000
8.1 Loan facilities		
8.2 Credit standby arrangements		
8.3 Other (please specify)		
8.4 Include below a description of each facility above, including the lender, interest rate and whether it is secured or unsecured. If any additional facilities have been entered into or are proposed to be entered into after quarter end, include details of those facilities as well.		

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9. Estimated cash outflows for next quarter	\$A'000
9.1 Exploration and evaluation	
9.2 Development	
9.3 Production	
9.4 Staff costs	
9.5 Administration and corporate costs	50
9.6 Other (provide details if material)	200
9.7 Total estimated cash outflows	250

10. Changes in tenements (items 2.1(b) and 2.2(b) above)	Tenement reference and location	Nature of interest	Interest at beginning of quarter	Interest at end of quarter
10.1 Interests in mining tenements and petroleum tenements lapsed, relinquished or reduced	Nil			
10.2 Interests in mining tenements and petroleum tenements acquired or increased	Nil			

Compliance statement

- 1 This statement has been prepared in accordance with accounting standards and policies which comply with Listing Rule 19.11A.
- 2 This statement gives a true and fair view of the matters disclosed.

SIGNATURE ON FILE

Sign here:
(Company secretary)

Date: 28 April 2017

Print name: Trent Franklin

Notes

1. The quarterly report provides a basis for informing the market how the entity's activities have been financed for the past quarter and the effect on its cash position. An entity that wishes to disclose additional information is encouraged to do so, in a note or notes included in or attached to this report.
2. If this quarterly report has been prepared in accordance with Australian Accounting Standards, the definitions in, and provisions of, AASB 6: Exploration for and Evaluation of Mineral Resources and AASB 107: Statement of Cash Flows apply to this report. If this quarterly report has been prepared in accordance with other accounting standards agreed by ASX pursuant to Listing Rule 19.11A, the corresponding equivalent standards apply to this report.
3. Dividends received may be classified either as cash flows from operating activities or cash flows from investing activities, depending on the accounting policy of the entity.