

REVISED AND SUPERCEDING AGENDA – DISREGARD SEPT. 23 DATED AGENDA

UNITED RESOURCE HOLDINGS GROUP, INC.

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**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS OF
UNITED RESOURCE HOLDINGS GROUP, INC.**

October 10, 2014

An annual meeting of the shareholders (the “Meeting”) of United Resource Holdings Group, Inc. (the “Company”), to be held on Thursday, October 23, 2014 at 10:00 a.m. (Pacific Time) in Reno, Nevada at the Atlantis Hotel and Casino located at 3800 South Virginia Street, Reno, Nevada 89502, has been called by the Company’s Board of Directors.

The record date for voting at the Meeting was the close of business on September 23, 2014 (the “Record Date”), and such date was fixed by the Board of Directors of the Company as the date for determination of the shareholders of record entitled to notice of and to vote at the Meeting.

An Agenda of the Meeting was released and distributed on September 23, 2014, posted on the web site on September 22, 2014 and mailed on September 23, 2014 to each shareholder of record as of the Record Date. This Notice and a revised and superceding Agenda was mailed on October 10, 2014, with this Notice and posted this updated Agenda on its website on October 10, 2014.

AGENDA OF MEETING

1. Introduction

The duly elected Chief Executive Officer and President of the Company, Mark A. Kersey, will serve as Chairman of the Meeting (the “Chairman”). Mr. Kersey recognizes the duly elected Secretary of the Company, Robert Kilroy, who will serve as Secretary of the Meeting and take the minutes of the Meeting.

2. Roll Call

Mr. Kersey recognizes the shareholders of the Company who are in attendance at the Meeting and eligible to participate in each matter to properly come before the shareholders for consideration at the Meeting:

Mr. Kersey also recognizes the following individuals who are in attendance at the Meeting by invitation of the Company’s board of directors:

Mr. Michael K. Hair, PC

Mr. Marty Weigel, CPA

3. Call to Order

All individuals duly present are welcomed to be in attendance and, finding a quorum of shareholders present, the Meeting is hereby called to order.

4. Meeting Format

The Meeting will follow an agenda, and matters not addressed pursuant to the agenda may be addressed following the conclusion of all matters on the agenda. Each agenda item to be acted upon by the shareholders will be read by the Chairman and, upon motion duly made and seconded, each shareholder will have a maximum of three (3) minutes to discuss the motion. Each shareholder may yield his time to any other shareholder. Upon the conclusion of discussion on a motion, the Chairman will hold a vote on the motion.

5. PROPOSAL #1 Approval of Minutes

The Secretary has confirmed to the Chairman that the minutes of the Company's Shareholders Meeting are current and available for review in the Company's official books and records. Therefore, the following motion is hereby proposed for consideration by the shareholders:

RESOLVED, that the shareholders hereby approve the minutes of the last shareholders meeting from, which are reflected in the minutes that are maintained in the Company's official books and records.

The foregoing resolution is hereby open to the shareholders to a motion and second for vote of adoption.

For: _____ Against: _____ Abstentions: _____
(% of shareholders voting above)
Passed _____ Failed _____

6. Report of Officers

The following report relates to the status of the Company's shareholders and certain circumstances affecting the Company's shareholders since the Company's incorporation:

Locations of Operations

The Company is headquartered in Reno, Nevada, and has construction, staging, and mining operations located in Pershing County, Nevada, at its Dun Glen mine site, and there is a beneficiation processing operations located in Storey County, Nevada at the United Milling & Refining Corporation facility.

Status of Officers, Employees, and Contract Representatives

The Company has retained a "veteran" status for its legal, accounting, auditing, engineering and construction services. The Company has contract labor services at the mine site, as well as, hired independent contractors for the placer mine operation at the Dun Glen Site.

I, Mark Kersey, became President and Chief Executive Officer of the Company and joined its Board of Directors as its Chairman on October 20, 2006. Mr. Kersey worked for Merrill Lynch in Houston, Texas for five (5) years in their real estate group working in Texas, Louisiana, Arkansas, Mississippi, and Tennessee where he purchased and sold real estate holdings for Corporate Clients. Mr. Kersey worked as a Vice President for Texas Commerce Bank National

Association for five (5) years in Trust Department of the Holding Company in Houston, Texas. Mr. Kersey worked as a Management Consultant for financial and operational consulting and was a managing director for companies in Dallas, Texas and as Senior Executive in Chicago, Illinois. Mr. Kersey has a B.S. in Business Administration from the University of Arkansas with a major in Finance.

Mr. Robert G. Kilroy, Esq., became the Chairman of the Board of Directors, the Senior Vice-President, and the Secretary on July 12, 2012. Mr. Kilroy is an attorney and former deputy attorney for Nevada's Attorney General. During his tenure with Nevada's Attorney General, he represented several Nevada state agencies, including: (i) Department of Natural Resources/Conservation; (ii) Division of Environmental Protection; (iii) Division of Minerals; and (iv) Bureau of Mine Regulation and Reclamation. Mr. Kilroy is a retired Lieutenant Commander Naval Flight Officer with more than twenty (20) years of honorable service in the U.S. Naval Reserves. Mr. Kilroy holds a B.A. in Psychology from Miami University of Ohio, a J.D. from Indiana University School of Law, and is licensed to practice law in the State of Nevada.

Mr. Charles Mahoney became a Director, the Treasurer and a Chief Financial Officer on January 28, 2012. Mr. Mahoney has broad-based management and supervisory experience, encompassing fifteen (15) years of hands-on responsibility for financial and cost/benefit analysis, fiscal management, budget forecasting, government and generally accepted accounting principles, financial systems design, and administrative operations. Mr. Mahoney has served in a variety of positions with the States of Colorado and Nevada, including (i) a Management Administrator IV with Jefferson County, Colorado; (ii) an Accountant III with the State of Colorado's Human Services Division; (iii) a State Manager with Maximus, Inc.; (iv) an Administrative Services Officer III with the State of Nevada's Department of Motor Vehicles; and (v) the Chief Accountant with the Nevada Legislative Counsel Bureau. Mr. Mahoney holds a B.S. in Accounting from Regis University and has been an active member of the American Institute of Certified Public Accountants since 1990.

Mr. Dana M. Low has more than thirty (30) years of experience in various business capacities including President of Century Food Products, Inc., helping raise annual sales from \$2mm to more than \$22mm in his eight year tenure, owner of Quality Col-Pak, an importer of food products with sales averaging \$10mm per year, owner of Chile Traders and Packagers, LLC, a business with \$2mm per year in sales and reaching 70% of Wal-Mart Distribution Centers in the United States. Mr. Low has been involved with the land, real estate, and mining sectors since 2004, having worked with General Realty Corp, Millennium Commercial Properties, and Sunrises 8 LLC, a mining operation in Nevada. Mr. Low has attended Pepperdine University, UCLA, and USC School of Business.

Mr. Robert D. Quinn became a Director on January 28, 2012. Mr. Quinn has more than fifty (50) years of experience in business and finance and has particular expertise in the metals industry. Mr. Quinn has prior experience as an: (i) an executive with Jones & Laughlin Steel Corp.; (ii) a managing director of Pittsburgh Metallurgical Company/AIRCO; (iii) a vice president with Merrill Lynch; (iv) an associate with Hampton Financial; (v) an associate with the Venture Capital Association of Club Capital; and (vi) a managing director of Strategic Investments, Ltd.

Mr. Quinn holds a B.A. in Economics from Ursinus College and has completed additional coursework at the University of Pennsylvania and Columbia University.

Property Acquisitions and Dispositions

The Company has been actively engaged in the identification of strategic mining interests throughout the Western United States, and specifically the exploration, development and operation of certain mining interests in northern Nevada. In addition, the Company has been actively engaged in identifying, consulting with, and marketing on behalf of various owners and brokers of mineral ores and processors and refiners of mineral ores. These activities are consistent with the Company's intended business plan and are intended to continue throughout the fiscal years 2014 and 2015.

To date, the Company purchased the wholly owned subsidiary Pershing County Metal in 2010, which has been subsequently dissolved in 2012, with all its assets transferred to Dun Glen Mining Corp. ("Dun Glen") and the Company purchased of 87% of the outstanding shares of common stock of Noble Technologies Corp ("NTC"), a majority controlled subsidiary, in July 2012. NTC's name was changed to United Milling & Refining Corp. ("URMC") in November of 2012. To date the additional 13% of URMC has not been purchased or acted on by URHG.

At present, the Company's primary assets are share ownership of common stock in Dun Glen and in URMC. Dun Glen's primary assets are patented mining claims, certain mining entitlements, and mining equipment, all of which are located in Pershing County, Nevada. Dun Glen was acquired by the Company on May 6, 2011 and has commenced mining operations following the reclamation bond posting on August 8, 2014. URMC's primary assets are beneficiation (the milling & refining of precious metal bearing material) processing equipment and rolling-stock equipment, all of which is located in Storey County.

The Company formed a new wholly owned subsidiary on February 26, 2013, United Minerals Investment Corp. ("United Minerals"), a Nevada corporation headquartered in Reno, Nevada. United Minerals has entered into a commitment agreement with a Nevada-based company to acquire and process target mineral-bearing materials for the extraction of gold from loaded carbon based material with heavily concentrated gold; however, to date this agreement no longer exists and United Minerals awaits its next opportunity.

Operational Developments

During the past twelve (12) months, the Company has been working on its patented mining claims lease near the historic Dun Glen Mining District and has entered into agreements to hire contract labor to operate its portable placer plant located near Winnemucca, Nevada. The placer plant is currently operating as approved by NDEP/BMRR. All equipment is stored at a secured area on-site and protected by a watchman or on site contract labors.

The Company is continuing its efforts to realize the value of its Dun Glen assets. Requisite permits. A Class-2 Air Quality Permit was issued on May 8, 2012 from the Nevada Division of Environmental Protection. The Water Pollution Control Permit was issued by BMRR and this

permit allows Dun Glen to assemble a placer material water separation precious metal recovery facility. Whereas, Reclamation Permit Application has approved by BMRR and has posted its bond for production at the mine at this time on DATE.

Additionally, geological work regarding the Dun Glen Mine has continued, and is available on URHG's web site (address: <http://www.urhg.net/>), by Professional Geologist Michael J. Skopos, AIPG, GAC, SME, GSN. Mr. Skopos has been a geologist for fifty-four (54) years, and has more than twenty (20) years of experience in California and Nevada mining projects. Mr. Skopos has been involved with the Dun Glen Mine in varying capacities since 1990 and is on site assisting in the identification of the higher gold carrying at the Dun Glen.

UMRC continues processing of the Lake Mountain Mining, LLC Mineral Processing Agreement ("MPA"); however, the processing is limited to crushing and sizing this material from the historic Olinghouse Mining District, located in Washoe County and within 50 miles of URM for subsequent concentrating; additionally, URM needs to upgrade its concentrating processing circuit to a 5-ton hour circuit with a wet ball-mill to crush and additional concentrating components in order for this specific MPA to be profitable as the previously concentrating circuit was designed for the subsequent concentration of black sands. Additionally, URM seeks to relocate within the Tahoe-Reno Industrial Center with the purpose of reducing overhead costs and entering into a possible joint venture/lease agreement therein.

Financing Activities

The officers & directors of the Company have been actively engaged in attempts to secure financing through many different means, including, but not limited to: (i) the new issuance of common stock for private sale to a third party or parties; (ii) the new issuance of preferred stock for private sale to a third party or parties; (iii) the sale of common stock to the public market; (iv) the exchange of common stock with a public company; and (v) the issuance of debt via private placement to a third party or parties.

URHG has entered into a convertible promissory note with American Equity Management LLC, a California based company headquartered in Los Gatos, CA and with JAG LLC, a California based company headquartered in San Diego, CA, regarding the financing for providing URHG's subsidiaries with operating capital for maintaining and expanding their respective operations. Those financing activities have been reported in the Company's quarterly and annual reporting on OTC PK. It is the Company's desire that the Dun Glen will become self-sufficient in fourth quarter of 2014. URM needs a significant and substantial infusion of capital to upgrade its processing capacity in order to be profitable.

Other Matters

7. Report of Committees - none
Report of the President, Mr. Mark Kersey
Report of the Chief Financial Officer, Mr. Charles Mahoney.
Report of the Audit Committee Chairman, Mr. Dana Low
Report of the Investor Relations Committee Chairman, Mr. Dana Low

URHG received notification on February 26, 2013 from its auditor, Haynie & Co. that the audits for the fiscal year ending in December 31, 2012 of its consolidated companies have been completed. These supplemental reports can be reviewed on the OTC PK website <http://www.otcmarkets.com/> in the financial section for URHG. In progress is the 2013 audit, combined with an audit of the first, second and third quarter of calendar year of 2014.

8. PROPOSAL #2 Election of Directors

In accordance with the by-laws, each member of the Board of Directors shall be elected at each annual meeting of shareholders. The current Board of Directors has nominated the five (5) current directors for re-election to the Board of Directors: Mark A. Kersey, Robert Kilroy, Robert Quinn, Charles Mahoney and Dana Low.

Therefore, the following motion is hereby proposed for consideration by the shareholders:

- A. RESOLVED, that the following person is hereby duly elected as a director of the Company to serve in such capacity until the next annual meeting of shareholders or until their successors have been duly qualified and elected or until their earlier resignation or removal:

Robert G. Kilroy

Chairman and Director

The foregoing resolution is hereby open to the shareholders to a motion and second for vote of adoption.

For: _____ Against: _____ Abstentions: _____
(% of shareholders voting above)

Passed _____ Failed _____

- B. RESOLVED, that the following person is hereby duly elected as a director of the Company to serve in such capacity until the next annual meeting of shareholders or until their successors have been duly qualified and elected or until their earlier resignation or removal:

Charles Mahoney

Director

The foregoing resolution is hereby open to the shareholders to a motion and second for vote of adoption.

For: _____ Against: _____ Abstentions: _____
(% of shareholders voting above)

Passed _____ Failed _____
(check one above)

- C. RESOLVED, that the following person is hereby duly elected as a director of the Company to serve in such capacity until the next annual meeting of shareholders or until their successors have been duly qualified and elected or until their earlier resignation or removal:

Robert D. Quinn

Director

The foregoing resolution is hereby open to the shareholders to a motion and second for vote of adoption.

For: _____ Against: _____ Abstentions: _____
(% of shareholders voting above)
Passed _____ Failed _____

- D. RESOLVED, that the following person is hereby duly elected as a director of the Company to serve in such capacity until the next annual meeting of shareholders or until their successors have been duly qualified and elected or until their earlier resignation or removal:

Mark A. Kersey

Director

The foregoing resolution is hereby open to the shareholders to a motion and second for vote of adoption.

For: _____ Against: _____ Abstentions: _____
(% of shareholders voting above)
Passed _____ Failed _____

- E. RESOLVED, that the following person is hereby duly elected as a director of the Company to serve in such capacity until the next annual meeting of shareholders or until their successors have been duly qualified and elected or until their earlier resignation or removal:

Dana Low

Director

The foregoing resolution is hereby open to the shareholders to a motion and second for vote of adoption.

For: _____ Against: _____ Abstentions: _____
(% of shareholders voting above)
Passed _____ Failed _____

9. PROPOSAL #3 President/Officer Compensation

The officers and directors of the Company have determined that it is in the best interests of the Company and its shareholders to recommend the compensation of the Company's President at the rate of \$120,000 per annum.

Therefore, the following motion is hereby proposed for consideration by the shareholders:

RESOLVED, that the Company is hereby authorized to compensate, and hereby ratifies the compensation of the President of the Company at the rate of \$120,000 per annum.

The foregoing resolution is hereby open to the shareholders to a motion and second for vote of adoption.

For: _____ Against: _____ Abstentions: _____
(% of shareholders voting above)
Passed _____ Failed _____

10. PROPOSAL #4 Appointment of Legal Counsel

The officers and directors of the Company have determined that it is in the best interests of the Company and its shareholders retain the services and approve the appointment of Michael K. Hair, Esq., PC, and Lance McKinlay, Esq., PC for legal services in the nature of federal and state corporate and securities laws and other matters that may arise from time to time until the next stockholders meeting.

Therefore, the following motion is hereby proposed for consideration by the shareholders:

A. RESOLVED, that the Company is hereby authorized to appoint, and hereby ratifies the appointment of Michael K. Hair, Esq., PC, as the Company's legal counsel to serve at the discretion of the Board of Directors until the next annual meeting of shareholders.

The foregoing resolution is hereby open to the shareholders to a motion and second for vote of adoption.

For: _____ Against: _____ Abstentions: _____
(% of shareholders voting above)
Passed _____ Failed _____

B. RESOLVED, that the Company is hereby authorized to appoint, and hereby ratifies the appointment of Lance McKinlay, Esq., as the Company's legal counsel to serve at the discretion of the Board of Directors until the next annual meeting of shareholders.

The foregoing resolution is hereby open to the shareholders to a motion and second for vote of adoption.

For: _____ Against: _____ Abstentions: _____
(% of shareholders voting above)

Passed _____

Failed _____

11. PROPOSAL #5 Appointment of Accountant

The officers and directors of the Company have determined that it is in the best interests of the Company and its shareholders to approve the appointment of Ingenium, CPAs, as the Company's independent certified public accounting firm.

Therefore, the following motion is hereby proposed for consideration by the shareholders:

RESOLVED, that the Company is hereby authorized to appoint, and hereby ratifies the appointment of Ingenium, CPAs as the Company's independent certified public accounting firm to serve at the discretion of the Board of Directors until the next annual meeting of shareholders.

The foregoing resolution is hereby open to the shareholders to a motion and second for vote of adoption.

For: _____ Against: _____ Abstentions: _____
(% of shareholders voting above)

Passed _____ Failed _____

12. PROPOSAL #6 Appointment of Auditor

The officers and directors of the Company have determined that it is in the best interests of the Company and its shareholders to approve the appointment of Haynie & Company PC as the Company's independent certified public audit accounting firm.

Therefore, the following motion is hereby proposed for consideration by the shareholders:

RESOLVED, that the Company is hereby authorized to appoint, and hereby ratifies the appointment of Haynie & Company PC, as the Company's independent certified public accounting firm to serve at the discretion of the Board of Directors until the next annual meeting of shareholders.

The foregoing resolution is hereby open to the shareholders to a motion and second for vote of adoption.

For: _____ Against: _____ Abstentions: _____
(% of shareholders voting above)

Passed _____ Failed _____

13. **PROPOSAL #7 Acquisition of Minority Shares of UMRC**

It is the belief of the officers and directors of the Company that the action of acquiring the remaining shares of UMRC from its minority shareholders on a three to one (3 shares of United Milling/Noble Technologies for 1 share of URGH) requires the approval or consent of the shareholders and this acquisition is in best interests of the Company and its shareholders.

Therefore, the following motion is hereby proposed for consideration by the shareholders:

RESOLVED, that the Company is hereby authorized to appoint, and hereby ratifies the action of acquiring the remaining shares of UMRC from its minority shareholders on a three to one (3 shares of United Milling/Noble Technologies for 1 share of URGH).

The foregoing resolution is hereby open to the shareholders to a motion and second for vote of adoption.

For: _____	Against: _____ Abstentions: _____
Passed _____	(% of shareholders voting above) Failed _____

14. PROPOSAL #8 Ratification of Approval to Negotiate Future Acquisitions

The President, officers and directors of the Company have had several discussions with multiple entities regarding future, potential acquisitions of other Companies, Corporations, Limited Liability Partnerships, Private Entities and/or other entities that meet the business plan for growth and increased value of the Company. It is the belief of the officers and directors of the Company that each such action that requires the approval or consent of the shareholders has been obtained to date. However, the officers may not be able to disclose all of these future actions for purchase due to confidentiality matters and/or other legal issues.

Therefore, the following motion is hereby proposed for consideration by the shareholders:

RESOLVED, that all the officers and directors of the Company are hereby ratified, confirmed, and approved to negotiate for acquisitions that meet the business plan of Company;

The foregoing resolutions are hereby open to the shareholders to a motion and second for vote of adoption.

For: _____	Against: _____	Abstentions: _____
Passed _____	Failed _____	
(% of shareholders voting above)		

15. Outstanding Business of Shareholders

The Company's minute book does not reflect any outstanding issues tabled or otherwise outstanding for consideration by the shareholders except such matters set forth herein.

16. Open Forum

The Meeting is now open to any matters not previously the subject of a motion and vote at the Meeting. Each shareholder who wishes to speak will have fifteen (15) minutes to hold the floor and address the other shareholders. At the conclusion or yielding of such time, the Chairman may recognize any motion, duly made and seconded, for a vote of the shareholders. Discussion on any such motion will be limited to three (3) minutes per shareholder, and each shareholder may yield his time to any other shareholder.

17. Adjournment of Meeting

There being no further business to come before the Meeting, adjournment of the Meeting is hereby open to the shareholders to a motion and second for vote of adoption.

For: _____	Against: _____	Abstentions: _____
	(% of shareholders voting above)	
Passed _____		Failed _____

* * * *

This agenda of the annual meeting of shareholders of United Resource Holdings Group, Inc. is hereby certified as to its accuracy and completeness for inclusion in the minutes with the official records of the Company as of this 10th day of October, 2014.

ROBERT G KILROY
Robert Kilroy, Esquire
Secretary