

11 January 2017

Hayley Pratt
Adviser, Listings Compliance (Perth)
Australian Securities Exchange

Dear Hayley,

Query concerning Appendices 3Y lodged 5 January 2017

In response to your letter dated 10 January 2017, I provide my response following your queries, repeated below in italics:

Having regard to listing rules 3.19A and 3.19B and Guidance Note 22: "Director Disclosure of Interests and Transactions in Securities - Obligations of Listed Entities", we ask that you answer each of the following questions.

1. Please explain why the Appendices 3Y were lodged late.

This was an administrative oversight.

2. What arrangements does the Company have in place with its directors to ensure that it is able to meet its disclosure obligations under listing rule 3.19A?

The Company has in place a system which assists with the management of all changes in Director's interests. All Directors are aware of their obligations in respect of changes to their interests in the securities of the Company.

3. If the current arrangements are inadequate or not being enforced, what additional steps does the Company intend to take to ensure compliance with listing rule 3.19B?

3. The Company considers that its current practices to make disclosures under Listing Rule 3.19A are adequate.

Yours sincerely,

For and on behalf of Orinoco Gold Limited



Joel Ives
Company Secretary

Orinoco Gold Limited

ACN 149 219 974
Ground Floor, 16 Ord Street
West Perth WA 6005
PO Box 150,
Innaloo WA 6918
T: 08 9482 0540

Orinoco Brasil Mineração Ltda

Praça Padre Arnaldo, nº 32,
Bairro Carmos,
CEP.: 76.600-000
Goiás-GO Brasil
T: +55 62 33714832

orinocogold.com





10 January 2017

Mr Joel Ives
Company Secretary
Orinoco Gold Limited
16 Ord Street
WEST PERTH WA 6005

By email: jives@ventnorcapital.com

Dear Mr Ives

Orinoco Gold Limited (the "Company")

We refer to the following:

The Company's announcement lodged with ASX Ltd ("ASX") on 5 January 2017 regarding change of director's interest notices for John Hannaford, Mark Papendieck, Ian Finch, Brian Thomas and Nicholas Revell ("Appendices 3Y").

Listing rule 3.19A which requires an entity to tell ASX the following:

3.19A.1 *The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the following times:*

- *On the date that the entity is admitted to the official list.*
- *On the date that a director is appointed.*

The entity must complete Appendix 3X and give it to ASX no more than 5 business days after the entity's admission or a director's appointment.

3.19A.2 *A change to a notifiable interest of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) including whether the change occurred during a closed period where prior written clearance was required and, if so, whether prior written clearance was provided. The entity must complete Appendix 3Y and give it to ASX no more than 5 business days after the change occurs.*

3.19A.3 *The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the date that the director ceases to be a director. The*



entity must complete Appendix 3Z and give it to ASX no more than 5 business days after the director ceases to be a director.

Listing rule 3.19B which states as follows.

An entity must make such arrangements as are necessary with a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) to ensure that the director discloses to the entity all the information required by the entity to give ASX completed Appendices 3X, 3Y and 3Z within the time period allowed by listing rule 3.19.A. The entity must enforce the arrangements with the director.

The Companies Update dated 27 June 2008, reminding listed entities of their obligation to notify ASX within 5 business days of the notifiable interests in securities held by each director and outlining the action that ASX would take in relation to breaches of listings rules 3.19A and 3.19B.

As the Appendices 3Y indicates that changes in Messrs Hannaford, Papendieck, Finch, Thomas and Revell's notifiable interests occurred on 30 November 2016 the Appendices 3Y should have been lodged with the ASX by 7 December 2016. As the Appendices 3Y were lodged on 5 January 2017 it appears that the Company may be in breach of listing rules 3.19A and/or 3.19B.

Please note that ASX is required to record details of breaches of the listing rules by listed companies for its reporting requirements.

ASX reminds the Company of its contract with ASX to comply with the listing rules. In the circumstances ASX considers that it is appropriate that the Company make necessary arrangements to ensure there is not a reoccurrence of a breach of the listing rules.

Having regard to listing rules 3.19A and 3.19B and Guidance Note 22: "Director Disclosure of Interests and Transactions in Securities - Obligations of Listed Entities", we ask that you answer each of the following questions.

1. Please explain why the Appendices 3Y were lodged late.
2. What arrangements does the Company have in place with its directors to ensure that it is able to meet its disclosure obligations under listing rule 3.19A?
3. If the current arrangements are inadequate or not being enforced, what additional steps does the Company intend to take to ensure compliance with listing rule 3.19B?

Your response should be sent to me by e-mail to Hayley.Pratt@asx.com.au. It should not be sent to ASX Market Announcements.

A response is requested as soon as possible and, in any event, not later than **3:00 pm WST on Thursday 12 January 2017**.



Under listing rule 18.7A, a copy of this query and your response will be released to the market, so your response should be in a form suitable for release and must separately address each of the questions asked. If you have any queries or concerns, please contact me immediately.

Yours sincerely,

[sent electronically without signature]

Hayley Pratt
Adviser, Listings Compliance (Perth)