



ASX/Media Release – 20 September 2018

## Issue of Additional Management Performance Rights and Options

Further to its announcement dated 13 April 2018, Orinoco Gold Limited (ASX: OGX) (the **Company**) wishes to advise that it has issued and allotted the following further securities:

- 9,000,000 Performance Rights to members of the Company's management and employees pursuant to the terms of the Company's Performance Rights Plan (**PRP**), as approved by Shareholders on 30 May 2016. These Performance Rights will not be issued to any of the board members and are being issued and allotted to additional key members of the Company's Brazilian and Australian management team and employees that have joined since April 2018:

Class A Performance Rights	Class B Performance Rights	Class C Performance Rights	Class D Performance Rights
1,333,330	1,333,330	1,333,340	5,000,000

The Performance Rights for Management and Employees will have the following Milestones attached to them:

- Class A Performance Rights: when the production of an amount equal to or greater than 1,000 ounces of gold is achieved for a period of two consecutive months from the Cascavel project for a total of an amount equal to or greater than 2,000 ounces of gold over the two-month period;
- Class B Performance Rights: when the production of an amount equal to or greater than 1,500 ounces of gold is achieved for a period of two consecutive months from the Cascavel project for a total of an amount equal to or greater than 3,000 ounces of gold over the two-month period;
- Class C Performance Rights: when the production of an amount equal to or greater than 2,000 ounces of gold is achieved for a period of two consecutive months from the Cascavel project for a total of an amount equal to or greater than 4,000 ounces of gold over the two-month period; and
- Class D Performance Rights: when the production of an amount equal to or greater than 5,000 ounces of gold is achieved for a period of four consecutive months from the Cascavel project

for a total of an amount equal to or greater than 20,000 ounces of gold over the four-month period.

Similarly to the Performance Rights issued in April 2018, the key factor is that the Performance Rights do not vest if the Milestones are not achieved. If the Milestones are achieved, this is for the benefit of all stakeholders. In addition, these Performance Rights will not vest if, at the time that the Milestones are achieved, the management/employees are no longer in the employ of the group.

All Performance Rights issued to management and employees will have an escrow period from date of issue, with half of the shares issued on conversion of the Performance Rights being escrowed for six months and the remaining half being escrowed for 12 months. If the Company becomes a takeover target by way of a corporate transaction before all or any of the Milestones have been achieved, then the holders of the Performance Rights will receive 100% of their allocated Performance Rights within 7 days of the announced transaction.

Management and employees have also agreed to reduce the cash portion of their remuneration, again benefiting the Company by allowing it to spend a greater proportion of its cash reserves on its operations than management and employee salaries. The issue of Performance Rights enables the Company to incentivise and retain experienced management and employees.

- 7,462,841 new unquoted options exercisable at 3 cents on or before 19 September 2021 (**Options**) to third party service providers and advisors partly in lieu of cash fees for ongoing services. Furthermore, the Company has agreed to issue a further 537,159 Options once the Company's placement capacity under ASX Listing Rule 7.1 permits it, in order to bring the total number of Options issued up to 8,000,000, as agreed by the Company with such third party service providers and advisors.

Attached is an Appendix 3B relating to the issue of the securities.

**-ENDS-**

For further information, please contact:

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Rule 2.7, 3.10.3, 3.10.4, 3.10.5

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Orinoco Gold Limited

ABN

71 149 219 974

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |   |   |  |
|---|---|--|
| 1 | +Class of +securities issued or to be issued  | (a) Class A Performance Rights - Management<br>(b) Class B Performance Rights - Management<br>(c) Class C Performance Rights - Management<br>(d) Class D Performance Rights - Management<br>(e) Unlisted Options |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | (a) 1,333,330<br>(b) 1,333,330<br>(c) 1,333,340<br>(d) 5,000,000<br>(e) 7,462,841  |

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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- 3 Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)
- |   |
|---|
| <p>(a) Class A Performance Rights – Management, convertible into one (1) fully paid ordinary share on satisfaction of the milestone specified in paragraph (a)(i) of Schedule 2 – Terms and Conditions of Performance Rights to the Notice of General Meeting dated 18 January 2018</p> <p>(b) Class B Performance Rights – Management, convertible into one (1) fully paid ordinary share on satisfaction of the milestone specified in paragraph (a)(ii) of Schedule 2 – Terms and Conditions of Performance Rights to the Notice of General Meeting dated 18 January 2018</p> <p>(c) Class C Performance Rights – Management, convertible into one (1) fully paid ordinary share on satisfaction of the milestone specified in paragraph (a)(iii) of Schedule 2 – Terms and Conditions of Performance Rights to the Notice of General Meeting dated 18 January 2018</p> <p>(d) Class D Performance Rights – Management, convertible into one (1) fully paid ordinary share on satisfaction of the following milestone – when the production of an amount equal to or greater than 5,000 ounces of gold is achieved for a period of four (4) consecutive months from the Cascavel project for a total of an amount equal to or greater than 20,000 ounces of gold over the four (4) month period</p> <p>(e) Unlisted Options exercisable at \$0.03 each and expiring on 19 September 2021</p> |
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+ See chapter 19 for defined terms.

<p>4 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>(a) to (e) - No, however shares issued on the conversion of performance rights or unlisted options will rank equally with fully paid ordinary shares</p>
<p>5 Issue price or consideration</p>	<p>(a) to (e), no issue price</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>(a) to (d), issue of performance rights to incentivise key management and employees, partly in lieu of cash remuneration</p> <p>(e) issue of unlisted options partly in lieu of cash fees for third party advisory services</p>
<p>6a Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h <i>in relation to the +securities the subject of this Appendix 3B</i>, and comply with section 6i</p>	<p>Yes</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>Annual General Meeting held 31 May 2018.</p>

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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6c	Number of +securities issued without security holder approval under rule 7.1	(e) 7,462,841
6d	Number of +securities issued with security holder approval under rule 7.1A	Nil
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Nil
6f	Number of +securities issued under an exception in rule 7.2	(a) to (d) 9,000,000
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	Not applicable
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	Not applicable
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	Refer to Annexure 1
7	<p>+Issue dates</p> <p>Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.</p> <p>Cross reference: item 33 of Appendix 3B.</p>	19 September 2018

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+ See chapter 19 for defined terms.

	Number	+Class
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	Fully Paid Ordinary Shares
	225,072,116	\$0.11 OGXOD options exercisable on or before 31 January 2020

	Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	\$0.25 options exercisable on or before 14 July 2019
	750,000	\$0.0750 options exercisable on or before 29 May 2020
	750,000	\$0.0875 options exercisable on or before 29 May 2020
	1,500,000	\$0.09150 options exercisable on or before 29 May 2020
	1,500,000	\$0.106746 options exercisable on or before 29 May 2020
	2,678,571	\$0.02 options exercisable on or before 30 November 2020
	1,449,275	\$0.02 options exercisable on or before 31 January 2021
	500,000	\$0.02 options exercisable on or before 30 April 2021
	250,000	\$0.02 options exercisable on or before 30 June 2021
	33,000,000	\$0.03 options exercisable on or before 2 January 2020
	14,500,000	\$0.03 options exercisable on or before on 4 April 2021, escrowed until 30 September 2018

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

19,999,997	Class A Performance Rights – Directors
19,999,997	Class B Performance Rights – Directors
20,000,006	Class C Performance Rights – Directors
17,333,330	Class A Performance Rights – Management
17,333,330	Class B Performance Rights – Management
17,333,340	Class C Performance Rights – Management
15,000,000	Class D Performance Rights – Management
1,372,540	Tranche A Convertible Notes
7,462,841	\$0.03 options exercisable on or before on 19 September 2021

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)

Not Applicable

**Part 2 - Pro rata issue – DELETED AS NOT APPLICABLE**

**Part 3 - Quotation of securities**

*You need only complete this section if you are applying for quotation of securities*

34 Type of +securities  
 (tick one)

(a)  +Securities described in Part 1

(b)  All other +securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

**Entities that have ticked box 34(a)**

+ See chapter 19 for defined terms.



**Additional securities forming a new class of securities**

*Tick to indicate you are providing the information or documents*

- 35  If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders
- 36  If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories  
1 - 1,000  
1,001 - 5,000  
5,001 - 10,000  
10,001 - 100,000  
100,001 and over
- 37  A copy of any trust deed for the additional +securities

**Entities that have ticked box 34(b)**

- 38 Number of +securities for which +quotation is sought
- 39 +Class of +securities for which quotation is sought
- 40 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?
- If the additional +securities do not rank equally, please state:
- the date from which they do
  - the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
  - the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment
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+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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41 Reason for request for quotation now  
 Example: In the case of restricted securities, end of restriction period  
 (if issued upon conversion of another +security, clearly identify that other +security)

	Number	+Class
42 Number and +class of all +securities quoted on ASX (including the +securities in clause 38)		

**Quotation agreement**

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

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+ See chapter 19 for defined terms.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here: ..... Date: 20 September 2018  
Company secretary

Print name: Sophie Raven

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+ See chapter 19 for defined terms.

## Appendix 3B – Annexure 1

### Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

#### Part 1

<b>Rule 7.1 – Issues exceeding 15% of capital</b>	
<b><i>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</i></b>	
<b><i>Insert</i></b> number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	489,455,333
<b><i>Add</i></b> the following: <ul style="list-style-type: none"> <li>• Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2</li> <li>• Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval</li> <li>• Number of partly paid +ordinary securities that became fully paid in that 12 month period</li> </ul> <p><b><i>Note:</i></b></p> <ul style="list-style-type: none"> <li>• <i>Include only ordinary securities here – other classes of equity securities cannot be added</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	403,444,953  303,765,172  4,631,877 Fully Paid Ordinary Shares issued on 13 September 2018 on the conversion of 100,000 Tranche A Convertible Notes (issued under the exception in LR7.2)
<b><i>Subtract</i></b> the number of fully paid +ordinary securities cancelled during that 12 month period	
<b>“A”</b>	1,201,297,335

+ See chapter 19 for defined terms.

<b>Step 2: Calculate 15% of “A”</b>	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
<b>Multiply</b> “A” by 0.15	180,194,600
<b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>	
<p><i>Insert</i> number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> <li>• Under an exception in rule 7.2</li> <li>• Under rule 7.1A</li> <li>• With security holder approval under rule 7.1 or rule 7.4</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	<p>1,363,636 Fully Paid Ordinary Shares – issued on 3 September 2018</p> <p>171,368,123 Fully Paid Ordinary Shares – not yet issued, however being the maximum issuable number of ordinary shares into which the 1,372,540 Convertible Notes the subject of this Appendix 3B are convertible</p> <p>7,462,841 Unlisted Options – issued on 19 September 2018 (under this Appendix 3B)</p>
“C”	180,194,600
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>	
<p>“A” x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p>	180,194,600
<p><b>Subtract</b> “C”</p> <p><i>Note: number must be same as shown in Step 3</i></p>	180,194,600
<p><b>Total</b> [“A” x 0.15] – “C”</p>	<p>0</p> <p><i>[Note: this is the remaining placement capacity under rule 7.1]</i></p>

## Part 2

+ See chapter 19 for defined terms.

<b>Rule 7.1A – Additional placement capacity for eligible entities</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>“A”</b>  <i>Note: number must be same as shown in Step 1 of Part 1</i>	1,201,297,335
<b>Step 2: Calculate 10% of “A”</b>	
<b>“D”</b>	0.10  <i>Note: this value cannot be changed</i>
<b>Multiply “A” by 0.10</b>	120,129,733
<b>Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used</b>	
<b>Insert</b> number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A  <i>Notes:</i> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities – not just ordinary securities</i></li> <li>• <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	
<b>“E”</b>	0

+ See chapter 19 for defined terms.

<b>Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A</b>	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	120,129,733
<b>Subtract “E”</b> <i>Note: number must be same as shown in Step 3</i>	0
<b>Total</b> [“A” x 0.10] – “E”	120,129,733 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

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+ See chapter 19 for defined terms.