

ORINOCO GOLD LIMITED
ACN 149 219 974

ENTITLEMENT ISSUE PROSPECTUS

For a non-renounceable entitlement issue of one (1) Share for every four (4) Shares held by those Shareholders registered at the Record Date at an issue price of \$0.07 per Share to raise up to \$2,677,625 (based on the number of Shares on issue as at the date of this Prospectus) together with one (1) free Option exercisable at \$0.11 per Option expiring on 30 November 2016 for every one (1) Share subscribed for and issued under the Offer (**Offer**).

IMPORTANT NOTICE

This document is important and should be read in its entirety. If after reading this Prospectus you have any questions about the securities being offered under this Prospectus or any other matter, then you should consult your stockbroker, accountant or other professional adviser.

The Securities offered by this Prospectus should be considered as speculative.

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1. CORPORATE DIRECTORY

Directors

John Hannaford(Executive Director)
Mark Papendieck(Managing Director)
Ian Finch(Non-Executive Director)
Brian Thomas (Non-Executive Director)

Registered Office

Ground Floor
16 Ord Street
WEST PERTH WA 6005

Telephone: + 61 8 9482 0540
Facsimile: +61 8 9482 0505

Company Secretary

Phillip Wingate

Email: info@orinocogold.com
Website: www.orinocogold.com

Share Registry*

Security Transfer Registrars Pty Ltd
770 Canning Highway
APPLECROSS WA 6153

TELEPHONE: +61 8 9315 2333
FACSIMILE: +61 8 9315 2233

Solicitors

Steinepreis Paganin
Lawyers and Consultants
Level 4, The Read Buildings
16 Milligan Street
PERTH WA 6000

Auditor

HLB Mann Judd
Level 4
130 Stirling Street
PERTH WA 6000

Lead Manager

Azure Capital Limited
Level 34, Exchange Plaza
2 The Esplanade
PERTH WA 6000

*This entity is included for information purposes only. It has not been involved in the preparation of this Prospectus and has not consented to being named in this Prospectus.

2. TIMETABLE

Lodgement of Prospectus with the ASIC	8 April 2015
Announcement & Lodgement of Appendix 3B with ASX	8 April 2015
Notice sent to Optionholders	8 April 2015
Notice sent to Shareholders	8 April 2015
Ex date	13 April 2015
Record Date for determining Entitlements	15 April 2015
Prospectus sent out to Shareholders & Company announces this has been completed	16 April 2015
Closing Date*	29 April 2015
Shares quoted on a deferred settlement basis	30 April 2015
ASX notified of under subscriptions	1 May 2015
Issue date/Shares entered into Shareholders' security holdings	4 May 2015
Quotation of Shares issued under the Offer*	5 May 2015

*The Directors may extend the Closing Date by giving at least 3 Business Days notice to ASX prior to the Closing Date. As such the date the Shares are expected to commence trading on ASX may vary.

3. IMPORTANT NOTES

This Prospectus is dated 8 April 2015 and was lodged with the ASIC on that date. The ASIC and its officers take no responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

No Shares may be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

No person is authorised to give information or to make any representation in connection with this Prospectus, which is not contained in the Prospectus. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with this Prospectus.

It is important that investors read this Prospectus in its entirety and seek professional advice where necessary. The Shares the subject of this Prospectus should be considered highly speculative.

Applications for Shares offered pursuant to this Prospectus can only be submitted on an original Entitlement and Acceptance Form or Shortfall Application Form.

This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering prospectus. In making representations in this Prospectus regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisers whom potential investors may consult.

3.1 Risk factors

Potential investors should be aware that subscribing for Securities in the Company involves a number of risks. The key risk factors of which investors should be aware are set out in Section 7 of this Prospectus. These risks together with other general risks applicable to all investments in listed securities not specifically referred to, may affect the value of the Securities in the future. Accordingly, an investment in the Company should be considered highly speculative. Investors should consider consulting their professional advisers before deciding whether to apply for Shares pursuant to this Prospectus.

4. DETAILS OF THE OFFER

4.1 The Offer

The Offer is being made as a non-renounceable entitlement issue of one Share for every four Shares held by Shareholders registered at the Record Date at an issue price of \$0.07 per Share together with one free Option exercisable at \$0.11 and expiring on 30 November 2016 for every one Share subscribed for and issued under the Offer. Fractional entitlements will be rounded up to the nearest whole number.

Based on the capital structure of the Company as at the date of this Prospectus, a maximum of 38,251,784 Shares and 38, 251,784 Options will be issued pursuant to this Offer to raise up to \$2,677,625.

As at the date of this Prospectus the Company has 62,242,756 Options on issue all of which may be exercised prior to the Record Date in order to participate in the Offer. Please refer to Section 5.4 of this Prospectus for information on the exercise price and expiry date of the Options on issue.

All of the Shares offered under this Prospectus will rank equally with the Shares on issue at the date of this Prospectus. Please refer to Section 6.1 for further information regarding the rights and liabilities attaching to the Shares. The terms and conditions of the Options offered under this Prospectus are outlined in Section 6.2.

The purpose of the Offer and the intended use of funds raised are set out in Section 5.1 of this Prospectus.

4.2 Minimum subscription

There is no minimum subscription.

4.3 Acceptance

Your acceptance of the Offer must be made on the Entitlement and Acceptance Form accompanying this Prospectus. Your acceptance must not exceed your Entitlement as shown on that form, unless you are applying for additional Securities in the allocated area of the Entitlement and Acceptance Form. If your acceptance does exceed your Entitlement, and you have not applied for Securities under the Shortfall, your acceptance will be deemed to be for the maximum Entitlement.

You may participate in the Offer as follows:

- (a) if you wish to accept your **full** Entitlement:
 - (i) complete the Entitlement and Acceptance Form; and
 - (ii) attach your cheque, drawn on an Australian bank or bank draft or arrange BPAY®, for the amount indicated on the Entitlement and Acceptance Form; or
- (b) if you only wish to accept **part** of your Entitlement:
 - (i) fill in the number of Shares you wish to accept in the space provided on the Entitlement and Acceptance Form; and

- (ii) attach your cheque, drawn on an Australian bank or bank draft or arrange BPAY®, for the appropriate application monies (at \$0.07 per Share); or
- (c) if you wish to subscribe for **more** than your Entitlement:
 - (i) fill in the number of Shares you wish to accept in addition to your Entitlement in the relevant space allocated on the Entitlement and Acceptance Form to the Shortfall Offer; and
 - (ii) attach your cheque or bank draft or arrange BPAY®, for the appropriate application monies (at \$0.07 per Share); or
- (d) if you do not wish to accept all or part of your Entitlement, you are not obliged to do anything.

The Offer is non-renounceable. Accordingly, a Shareholder may not sell or transfer all or part of their Entitlement.

4.4 Payment by cheque/bank draft

All cheques must be drawn on an Australian bank or bank draft made payable in Australian currency to "**Orinoco Gold Limited – Entitlement Issue Account**" and crossed "Not Negotiable".

Your completed Entitlement and Acceptance Form and cheque must reach the Company's share registry no later than 5:00pm WST on the Closing Date.

4.5 Payment by BPAY®

For payment by BPAY®, please follow the instructions on the Entitlement and Acceptance Form. You can only make a payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions. Please note that should you choose to pay by BPAY®:

- (a) you do not need to submit the Entitlement and Acceptance Form but are taken to have made the declarations on that Entitlement and Acceptance Form; and
- (b) if you do not pay for your Entitlement in full, you are deemed to have taken up your Entitlement in respect of such whole number of Securities which is covered in full by your application monies.

It is your responsibility to ensure that your BPAY® payment is received by the share registry by no later than 5:00pm (WST) on the Closing Date. You should be aware that your financial institution may implement earlier cut-off times with regards to electronic payment and you should therefore take this into consideration when making payment. Any application monies received for more than your final allocation of Shares (only where the amount is \$1.00 or greater) will be refunded. No interest will be paid on any application monies received or refunded.

4.6 Lead Manager

Azure Capital Limited (**Azure**) has been appointed as Lead Manager to the Offer. The terms of the appointment of the Lead Manager are summarised in Section 8.4 of this Prospectus.

4.7 Shortfall Offer

Any Entitlement not taken up pursuant to the Offer will form the Shortfall Offer.

The Shortfall Offer is a separate offer made pursuant to this Prospectus and will remain open for up to three months following the Closing Date. The issue price for each Share to be issued under the Shortfall Offer shall be \$0.07, being the price at which Shares have been offered under the Offer, and subscribers in the Shortfall Offer will receive one (1) free Option for every Share subscribed for and issued under the Shortfall Offer.

Shareholders who wish to subscribe for Shares and Options above their Entitlement are invited to apply for additional Shares under the Shortfall Offer by completing the appropriate section on their Entitlement and Acceptance Form or by making payment for such Securities using BPAY® (refer to Section 4.5 above).

The Directors reserve the right to issue Shortfall Securities at their absolute discretion.

4.8 ASX listing

Application for Official Quotation of the Securities offered pursuant to this Prospectus will be made in accordance with the timetable set out at the commencement of this Prospectus. If ASX does not grant Official Quotation of the Securities offered pursuant to this Prospectus before the expiration of 3 months after the date of issue of the Prospectus, (or such period as varied by the ASIC), the Company will not issue any Securities and will repay all application monies for the Shares within the time prescribed under the Corporations Act, without interest.

The fact that ASX may grant Official Quotation to the Securities is not to be taken in any way as an indication of the merits of the Company or the Shares now offered for subscription.

4.9 Issue of Securities

Securities issued pursuant to the Offer will be issued in accordance with the ASX Listing Rules and timetable set out at the commencement of this Prospectus.

Securities issued pursuant to the Shortfall Offer will be issued on a progressive basis. Where the number of Shortfall Securities issued is less than the number applied for, or where no issue is made surplus application monies will be refunded without any interest to the Applicant as soon as practicable after the closing date of the Shortfall Offer.

Pending the issue of the Securities or payment of refunds pursuant to this Prospectus, all application monies will be held by the Company in trust for the Applicants in a separate bank account as required by the Corporations Act. The Company, however, will be entitled to retain all interest that accrues on the bank account and each Applicant waives the right to claim interest.

Holding statements for Securities issued under the Offer will be mailed in accordance with the ASX Listing Rules and timetable set out at the commencement of this Prospectus and for Shortfall Securities issued under the Shortfall Offer as soon as practicable after their issue.

4.10 Overseas shareholders

This Offer does not, and is not intended to, constitute an offer in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus.

It is not practicable for the Company to comply with the securities laws of overseas jurisdictions having regard to the number of overseas Shareholders, the number and value of Shares these Shareholders would be offered and the cost of complying with regulatory requirements in each relevant jurisdiction. Accordingly, the Offer is not being extended and Shares will not be issued to Shareholders with a registered address which is outside Australia or New Zealand.

The Offer is being made in New Zealand pursuant to the Securities Act (Overseas Companies) Exemption Notice 2013.

Shareholders resident in Australia or New Zealand holding Shares on behalf of persons who are resident overseas are responsible for ensuring that taking up an Entitlement under the Offer does not breach regulations in the relevant overseas jurisdiction. Return of a duly completed Entitlement and Acceptance Form will be taken by the Company to constitute a representation that there has been no breach of those regulations.

4.11 Enquiries

Any questions concerning the Offer should be directed to Phillip Wingate, Company Secretary, on +61 8 9482 0540.

5. PURPOSE AND EFFECT OF THE OFFER

5.1 Purpose of the Offer

The purpose of the Offer is to raise up to \$2,677,625.

As previously announced on the ASX, the Company is preparing to commence mine development and building of plant at its Cascavel Gold Project. As the Company announced on 16 February 2015, it has entered into a Gold Sharing Agreement with Chancery Asset Management Pte Ltd (**Chancery**) pursuant to which Chancery will provide the Company with a facility between US\$6-8 million to be used for development costs and plant construction for the Company's mining operation at Cascavel.

It is therefore not intended that funds raised under the Offer will be used directly toward the development costs and plant construction costs for Cascavel.

Funds raised from the Offer will be firstly allocated toward the costs of the Offer of approximately \$90,000, with the balance to be allocated to provide ongoing working capital funding as the Company moves toward the commencement of mining operations at Cascavel. It is expected that such working capital will be utilised to meet ongoing administration expenses, including payments of wages and rents, including for new staff that the Company may engage in relation to its expanded operations at Cascavel and will also be used to meet exploration costs associated with the Company's ongoing exploration at its other project areas. The Company does not consider that it can provide an accurate indication of such costs at this time, as its activities over the coming periods will be defined by its ability to get the mining operations at Cascavel online and the processing and production underway.

The above is a statement of current intentions as of the date of this Prospectus. As with any budget, intervening events (including exploration success or failure) and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way funds are applied on this basis.

5.2 Effect of the Offer

The principal effect of the Offer, assuming all Entitlements are accepted and no Options are exercised prior to the Record Date, will be to:

- (a) increase the cash reserves by \$2,587,625 (after deducting the estimated expenses of the Offer) immediately after completion of the Offer;
- (b) increase the number of Shares on issue from 153,007,134 as at the date of this Prospectus to 191,258,917 Shares; and
- (c) increase the number of Options on issue from 62,242,756 as at the date of this Prospectus to 100,494,539 Shares.

5.3 Pro-forma balance sheet

The audited balance sheet as at 31 December 2014 and the unaudited pro-forma balance sheet as at 31 December 2014 shown below have been prepared on the basis of the accounting policies normally adopted by the Company and reflect the changes to its financial position.

The pro-forma balance sheet has been prepared assuming all Entitlements are accepted, no Options are exercised prior to the Record Date and including expenses of the Offer.

The pro-forma balance sheet has been prepared to provide investors with information on the assets and liabilities of the Company and pro-forma assets and liabilities of the Company as noted below. The historical and pro-forma financial information is presented in an abbreviated form, insofar as it does not include all of the disclosures required by Australian Accounting Standards applicable to annual financial statements.

	AUDITED 31 December 2014 (\$)	PROFORMA 31 March 2015 (\$)
CURRENT ASSETS		
Cash ¹	1,219,722	13,840,966
Other current assets	299,300	299,300
TOTAL CURRENT ASSETS	1,519,022	14,140,266
NON-CURRENT ASSETS		
Property Plant & Equipment	172,027	172,027
Investments	14,564	14,564
Exploration ^{3,4}	14,768,153	15,216,871
TOTAL NON-CURRENT ASSETS	14,954,744	15,403,462
TOTAL ASSETS	16,473,766	29,543,728
CURRENT LIABILITIES		
Trade and other creditors	722,965	551,010
Other current liabilities	582,483	261,970
TOTAL CURRENT LIABILITIES	1,305,448	812,980
NON-CURRENT LIABILITIES		
Other non-current liabilities	29,312	29,312
Unearned Revenue ²	-	10,256,410
TOTAL NON- CURRENT LIABILITIES	29,312	10,285,722
TOTAL LIABILITIES	1,334,760	11,098,702
NET ASSETS (LIABILITIES)	15,139,006	18,445,026
EQUITY		
Share capital ⁵	20,665,007	24,626,848
Options Reserve ⁶	2,719,061	2,972,158
Retained loss	(10,322,155)	(11,359,278)
Minority Interest	2,077,093	2,205,298
TOTAL EQUITY	15,139,006	18,445,026

Notes:

1. Reconciliation of cash:

	Amount (\$)
Cash at beginning of period	1,219,722
Working capital spend 1 January 15 – March 15	(702,532)

Placement of 14,500,000 Shares at \$0.07 per Share (24 Feb 15)	1,015,000
Brokerage on Placement	(60,900)
Entitlements Issue Offer	2,677,625
Costs of the Offer	(90,000)
Chancery Gold Sharing Consideration ²	10,256,410
Chancery Gold Sharing Establishment Fee @ 1.5% ²	(153,846)
Payment pursuant to Curral De Pedra Acquisition Agreement ⁴	(320,513)
Cash at 28 February 2015	13,840,966

- The Company has signed a Gold Sharing Agreement with Chancery whereby Chancery will provide up to US\$8,000,000 in consideration for 20% of the gold production at Cascavel for the first three years of production. As announced on 25 March 2015, Chancery has indicated that it has completed its due diligence under the Gold Sharing Agreement however funds are not expected to be available for drawdown prior to the end of April 2015.
- The Company is required to pay a final payment under an agreement to acquire a 60% interest in Rio do Ouro Mineração Ltda (the Edem Acquisition Agreement) of US\$250,000. The Company has agreed with the vendors of the Edem project to settle this cost in Shares at a deemed price of \$0.094 per Share (**Edem Shares**). The Company is seeking Shareholder approval for the issue of the Edem Shares in its Notice of Meeting announced on 1 April 2015.
- The Company is required to pay final cash payment under the Curral de Pedra Acquisition Agreement of US\$250,000. This payment falls due upon completion of a significant capital raising.
- Refer to Section 5.4 below for Shares issued. Shares have been issued at \$0.07 per share, other than the Edem Shares which are to be issued at a deemed price of \$0.094 per Share.
- Refer to Section 5.4 below for Options issued.

Options issued under the Placement and Offer have been or will be (as the case may be) issued for nil consideration. The fair value of all other Options have been issued have been determined using a Black & Scholes option pricing model that takes into account the exercise price, the term of the options, the impact of dilution, the non-tradeable nature of the options, the share price at grant date and expected price volatility of the underlying shares, the expected dividend yield and the risk-free interest rate for the term of the options.

The table below summarises the model inputs for those options:

Model Inputs	Chancery & Azure Options	Director Options
Options granted for consideration of services	4,030,000	6,500,000
Exercise price (cents)	\$0.11	\$0.15
Valuation date	27 Feb 2015	27 Feb 2015
Expiry date	30 November 2016	30 March 2018
Underlying security spot price at grant date (cents)	\$0.069	\$0.069
Expected price volatility of the Company's shares	86.08%	86.08%
Expected dividend yield	0.00%	0.00%
Risk-free interest rate	1.80%	1.80%
Black & Scholes Valuation per Option	\$0.0199	\$0.0266

7. All amounts in US dollars have been converted to Australian dollars at a rate of 0.78 cents.

As stated in note 2 above, the Company advises that Chancery has completed its due diligence under the Gold Sharing Agreement, as announced on 25 March 2015, however funds are not expected to be available for drawdown until the end of April 2015.

5.4 Effect on capital structure

The effect of the Offer on the capital structure of the Company, assuming all Entitlements are accepted and no Options are exercised prior to the Record Date, is set out below.

Shares

	Number
Shares currently on issue	153,007,134
Shares offered pursuant to the Offer	38,251,783
Shares to be issued under Edem Acquisition Agreement ¹	3,410,000
Shares to be issued under Gold Sharing Agreement ²	2,000,000
Total Shares on issue after completion of the Offer	196,668,917

Performance Shares

	Number
Performance Shares currently on issue	15,000,000
New Performance Shares offered pursuant to the Offer	-
Total Options on issue after completion of the Offer	15,000,000

Options

	Number
Options currently on issue ³	62,242,756
Options offered pursuant to the Offer	38,251,783
Options to be issued to Placement participants ⁴	30,595,000
Options to be issued pursuant to Lead Manager Mandate ^{5, 6}	2,030,000
Options to be issued pursuant to Gold Sharing Agreement ²	2,000,000
Options to be issued to Directors ⁶	6,500,000
Total Options on issue after completion of the Offer⁷	141,619,539

Notes:

1. The Company is seeking Shareholder approval for the issue of up to 3,500,000 Shares to the vendors of the Edem project in satisfaction of the US\$250,000 acquisition payment due under the Edem Acquisition Agreement. For more information please refer to the Notice of Meeting announced on 1 April 2015. The above amount is an estimate based on current exchange rates.
2. The Company is seeking Shareholder approval for the issue of 2,000,000 Shares and

2,000,000 Options to Chancery Asset Management as part of the Establishment Fee for the Gold Sharing Agreement. For more information please refer to the Notice of Meeting announced on 1 April 2015.

3. Terms and conditions of Options currently on issue are as follows

Expiry Date	Exercise Price	Number
31 May 2015	\$0.25	27,842,756
31 May 2015	\$0.25	5,600,000
30 November 2015	\$0.35	100,000
31 October 2017	\$0.25	11,000,000
31 July 2015	\$0.30	1,000,000
31 July 2016	\$0.30	1,700,000
31 May 2017	\$0.25	7,000,000
1 March 2016	\$0.20	8,000,000
Total		62,242,756

4. Participants in the placements completed in December 2014 and February 2015 were offered one Option for every Share subscribed for in each of those placements, subject to Shareholder approval. The Company is seeking Shareholder approval for the issue of these Options in its Notice of Meeting announced on 1 April 2015. For more information please refer to the Notice of Meeting dated 1 April 2015.
5. The Company is seeking Shareholder approval for the issue up to 4 million Options to Azure Capital Limited under the Lead Manager Mandate. This is based on full subscriptions under the Offer. If Azure places any Shortfall they are entitled to two (2) Options for every dollar or raised under the Offer. For more information please refer to the Notice of Meeting dated 1 April 2015 and the Lead Manager Mandate with Azure in Section 8.4.
6. The Company is seeking Shareholder approval for the issue up to 6,500,000 Options to the Directors. For more information please refer to the Notice of Meeting dated 1 April 2015.
7. The Company is currently in the process of establishing a larger management team to oversee the development and production activities at Cascavel. Upon establishment the Company intends to issue up to 5% of its capital to members of the management team under the Orinoco Employee Share Option Plan.

The capital structure on a fully diluted basis as at the date of this Prospectus would be 230,249,890 Shares and on completion of the Offer (assuming all Entitlements are accepted and no Options are exercised prior to the Record Date) would be 353,578,456 Shares.

5.5 Details of substantial holders

Based on publicly available information as at 7 April 2015, those persons which (together with their associates) have a relevant interest in 5% or more of the Shares on issue are set out below:

Shareholder	Shares	%
Admark Investments Pty Ltd <Pinto S/F A/C>	18,000,000	11.76%
Trafford Resources Limited	12,862,876	8.41%

In the event all Entitlements are accepted there will be no change to the substantial holders on completion of the Offer.

6. RIGHTS AND LIABILITIES ATTACHING TO SECURITIES

6.1 Shares

The following is a summary of the more significant rights and liabilities attaching to Shares being offered pursuant to this Prospectus. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders. To obtain such a statement, persons should seek independent legal advice.

Full details of the rights and liabilities attaching to Shares are set out in the Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours.

(a) General meetings

Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company.

Shareholders may requisition meetings in accordance with section 249D of the Corporations Act and the Constitution of the Company.

(b) Voting rights

Subject to any rights or restrictions for the time being attached to any class or classes of shares, at general meetings of shareholders or classes of shareholders:

- (i) each Shareholder entitled to vote may vote in person or by proxy, attorney or representative;
- (ii) on a show of hands, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder has one vote; and
- (iii) on a poll, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder shall, in respect of each fully paid Share held by him, or in respect of which he is appointed a proxy, attorney or representative, have one vote for each Share held, but in respect of partly paid shares shall have such number of votes as bears the same proportion to the total of such Shares registered in the Shareholder's name as the amount paid (not credited) bears to the total amounts paid and payable (excluding amounts credited).

(c) Dividend rights

Subject to the rights of any preference Shareholders and to the rights of the holders of any shares created or raised under any special arrangement as to dividend, the Directors may from time to time declare a dividend to be paid to the Shareholders entitled to the dividend which shall be payable on all Shares according to the proportion that the amount paid (not credited) is of the total amounts paid and payable (excluding amounts credited) in respect of such Shares.

The Directors may from time to time pay to the Shareholders any interim dividends as they may determine. No dividend shall carry interest as against the Company. The Directors may set aside out of the profits of the Company any amounts that they may determine as reserves, to be applied at the discretion of the Directors, for any purpose for which the profits of the Company may be properly applied.

Subject to the ASX Listing Rules and the Corporations Act, the Company may, by resolution of the Directors, implement a dividend reinvestment plan on such terms and conditions as the Directors think fit and which provides for any dividend which the Directors may declare from time to time payable on Shares which are participating Shares in the dividend reinvestment plan, less any amount which the Company shall either pursuant to the Constitution or any law be entitled or obliged to retain, be applied by the Company to the payment of the subscription price of Shares.

(d) **Winding-up**

If the Company is wound up, the liquidator may, with the authority of a special resolution, divide among the Shareholders in kind the whole or any part of the property of the Company, and may for that purpose set such value as he considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders.

The liquidator may, with the authority of a special resolution, vest the whole or any part of any such property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit, but so that no Shareholder is compelled to accept any shares or other securities in respect of which there is any liability.

(e) **Shareholder liability**

As the Shares issued will be fully paid shares, they will not be subject to any calls for money by the Directors and will therefore not become liable for forfeiture.

(f) **Transfer of shares**

Generally, shares in the Company are freely transferable, subject to formal requirements, the registration of the transfer not resulting in a contravention of or failure to observe the provisions of a law of Australia and the transfer not being in breach of the Corporations Act and the ASX Listing Rules.

(g) **Future increase in capital**

The issue of any new Shares is under the control of the Directors of the Company. Subject to restrictions on the issue or grant of Securities contained in the ASX Listing Rules, the Constitution and the Corporations Act (and without affecting any special right previously conferred on the holder of an existing share or class of shares), the Directors may issue Shares as they shall, in their absolute discretion, determine.

(h) **Variation of rights**

Under section 246B of the Corporations Act, the Company may, with the sanction of a special resolution passed at a meeting of Shareholders vary or abrogate the rights attaching to shares.

If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class), whether or not the Company is being wound up, may be varied or abrogated with the consent in writing of the holders of three quarters of the issued shares of that class, or if authorised by a special resolution passed at a separate meeting of the holders of the shares of that class.

(i) **Alteration of constitution**

In accordance with the Corporations Act, the Constitution can only be amended by a special resolution passed by at least three quarters of Shareholders present and voting at the general meeting. In addition, at least 28 days written notice specifying the intention to propose the resolution as a special resolution must be given.

6.2 Terms and Conditions of Options

The terms and conditions of the Options to be issued pursuant to the Offer are as follows:

(a) **Entitlement**

Each Option entitles the holder to acquire one fully paid ordinary share in the Company.

(b) **Exercise Price**

Subject to paragraph (j), the amount payable upon exercise of each Option will be \$0.11 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00pm (WST) on 30 November 2016 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

Each Option may be exercised during the Exercise Period by forwarding to the Company at its principal office the exercise notice, duly completed together with payment of the sum \$0.11 per Option exercised.

(f) **Transferability**

The Options are freely transferable.

(g) **Quotation**

Application will be made to the ASX for official quotation of the Options not later than 7 business days after the date of issue.

(h) **Participation in new issues**

There are no participating rights or entitlements inherent in the Options and Optionholders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 7 Business Days after the issue is announced. This will give Optionholders the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.

(i) **Quotation of Shares issued on exercise**

Shares issued on the exercise of Options will be issued not more than fourteen (14) days after receipt of a properly executed exercise notice and application monies. Shares allotted pursuant to the exercise of an Option will rank equally with the then issued ordinary shares of the Company in all respects. The Company will apply for quotation of the Shares on ASX, in accordance with the Corporations Act and the ASX Listing Rules.

(j) **Reconstruction of capital**

In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company, all rights of the Optionholder will be changed to the extent necessary to comply with the Listing Rules applying to the reconstruction of capital at the time of the reconstruction.

(k) **Bonus issues**

If there is a bonus issue to Shareholders, the number of Shares over which the Option is exercisable may be increased by the number of Shares which the holder of the Option would have received if the Option had been exercised before the record date for the bonus issue.

(l) **Pro rata issues**

in the event that a pro rata issue (except a bonus issue) is made to the holders of the underlying securities in the Company, the exercise price of the Options may be reduced in accordance with Listing Rule 6.22.

7. RISK FACTORS

7.1 Introduction

The Securities offered under this Prospectus are considered highly speculative. There are a number of risks and uncertainties, both specific to the Company and of a general nature, which may, either individually or in combination, affect the future operating and financial performance of the Company, its prospects, and/or the value of its securities. In particular, the Company is subject to risks relating to the exploration and development of mineral properties which are not generally associated with other businesses. Many of the circumstances giving rise to these risks are beyond the control of the Company, its Directors and management.

This Section describes key risks associated with an investment in the Company. It is not an exhaustive list of the risks and should be considered in conjunction with other information disclosed in this Prospectus. Additional risks and uncertainties that the Company is unaware of, or that it currently does not consider to be material, may also become important factors that may have an adverse effect on the Company.

7.2 Company Risks

(a) Country risk

The Company has projects located in Brazil, which is a less developed country than Australia and has associated political, economic, legal and social risks. There can be no assurance that the systems of government and the political systems in overseas countries will remain stable. Further, there can be no assurance that government regulations relating to foreign investment, repatriation of foreign currency, taxation and the mining industry in Brazil will not be amended or replaced in the future to the detriment of the Company's business and/or projects.

(b) Gold Sharing Agreement risk

As announced on 16 February 2015, the Company has entered into a Gold Sharing Agreement with Chancery pursuant to which Chancery will pay the Company between US\$6-8 million to be used for development costs and plant construction for the Company's mining operation at Cascavel. The funds are expected to be available for drawdown by the end of April 2015. If for some reason the Company does not receive these funds from Chancery, the Company will have to re-evaluate its plans for development of its Cascavel Gold Project and may, depending on the circumstances, be required to consider its legal options regarding any non-receipt of the funds from Chancery, which may entail additional costs for the Company.

(c) Mine development risk

Future development of a mining operation at any of the Company's projects, in particular its Cascavel Gold Project, is dependent on a number of factors including, but not limited to, favourable geological conditions, receiving the necessary approvals from all relevant authorities and parties, seasonal weather patterns, unanticipated technical and operational difficulties encountered in extraction and production activities, mechanical failure of operating plant and

equipment, shortages or increases in the price of consumables, spare parts and plant and equipment, cost overruns, access to the required level of funding and contracting risk from third parties providing essential services.

When the Company commences production, its operations may be disrupted by a variety of risks and hazards which are beyond its control, including environmental hazards, industrial accidents, technical failures, labour disputes, unusual or unexpected rock formations, flooding and extended interruptions due to inclement of hazardous weather conditions and fires, explosions or accidents. No assurance can be given that the Company will achieve commercial viability through the development or mining of its projects and treatment of ore.

(d) **Exploration risks**

The success of the Company depends on the delineation of economically minable reserves and resources, access to required development capital, movement in the price of commodities, securing and maintaining title to the Company's exploration and mining tenements and obtaining all consents and approvals necessary for the conduct of its exploration activities. Exploration on the Company's existing exploration and mining tenements may be unsuccessful, resulting in a reduction of the value of those tenements, diminution in the cash reserves of the Company and possible relinquishment of the exploration and mining tenements.

(e) **Commodity price and exchange rate fluctuations**

The revenue derived through the sale of gold exposes the potential income of the Company to gold price and exchange rate risks. Gold prices fluctuate and are affected by numerous factors beyond the control of the Company. These factors include world demand, forward selling by producers and the level of production costs in major regions. Moreover, gold prices are also affected by macroeconomic factors such as expectations regarding inflation, interest rates and global and regional supply and demand factors.

Furthermore, the international price of gold is denominated in United States dollars, whereas the income and expenditure of the Company are and will be taken into account in Australian and South American currencies, exposing the Company to the fluctuations and volatility of the rates of exchange between the United States dollar, the Australian dollar and South American currencies as determined in international markets.

(f) **Third Party Risks**

The operations of the Company require the involvement of a number of third parties, including suppliers, contractors and customers. Financial failure, default or contractual non-compliance on the part of such third parties may have a material adverse impact on the Company's operations and performance. It is not possible for the Company to predict or protect itself against all such risks.

(g) **Community Relations and Landowners**

The Company's ability to undertake exploration and production on its tenements will depend in part on its ability to maintain good relations with the relevant local communities. Any failure to adequately manage community and social expectations with respect to compensation for land access, employment opportunities, impact on local business and other expectations may lead to local dissatisfaction with the Company, which in turn may lead to disruptions in the exploration and production programs on the Tenements and potential losses.

(h) **Reliance on Key Personnel**

The Company's success depends to a significant extent upon its key management personnel, as well as other management and technical personnel including those employed on a contractual basis. The loss of the services of such personnel could have an adverse effect on the performance of the Company. In the event that there is a loss of key personnel, the Company may not be able to locate or employ executives with suitable qualifications and experience.

(i) **Insurance Risk**

The Company currently has in place insurance policies with respect to its operations and personnel. The Company is intending to obtain new insurance policies to adequately insure its business activities in line with industry practices. Notwithstanding such intention, currently, and following establishment of new insurance policies, there may be certain circumstances where the Company's insurance may not be of a nature or level to provide adequate cover. The occurrence of an event that is not covered by insurance could have a material adverse effect on the Company. Insurance of all risk associated with the Company's activities may not always be available and where available the costs can be prohibitively high preventing such insurance coverage.

(j) **Directors Involvement in Other Mining Interests**

Certain Directors of the Company are, and may continue to be, involved in the mining and mineral exploration industry through their direct and indirect participation in corporations, partnerships or joint ventures which are potential competitors of the Company. Situations may arise in connection with potential acquisitions in investments where the other interests of these Directors and officers may conflict with the interests of the Company. Directors and officers of the Company with conflicts of interest will be subject to and will follow the procedures set out in applicable corporate and securities legislation, regulations, rules and policies.

(k) **Future Funding Requirements**

The Company believes its available cash and the net proceeds of this Offer will be adequate to fund its exploration and production programs and other objectives in the short term as stated in this Prospectus. The cost of the plant is currently estimated to be in the region of US\$6-7 million, this number may be revised in the future and there remains the risk that it can't be developed economically. While the Company is intending to use a portion of the funds raised from the Offer towards development, it is intended that the majority of funds from the

Chancery Gold Sharing Agreement will be used for the development of the plant.

There can be no assurance that the application of any funds on forthcoming exploration and production programs, or subsequent programs, will result in the realisation of the Company's objectives such as the discovery of an economic mineral resource. Even if an apparently viable mineral resource is identified, there is no guarantee that it can be economically exploited and what effect this may have on the profitability of the Company.

In addition, should additional funds be required for the Company's overall activities, there is no assurance that the funding will be available on acceptable terms, or at all. Any additional equity financing will dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations and scale back its exploration and production programs as the case may be.

7.3 Industry Risks

(a) Resource estimates

The Company does not presently have any JORC Code compliant resources on the tenements in which it has an interest. In the event a resource is delineated this would be an estimate only. Resource estimates are expressions of judgment based on knowledge, experience and industry practice. These estimates were appropriate when made, but may change significantly when new information becomes available. There are risks associated with such estimates. Resource estimates are necessarily imprecise and depend to some extent on interpretations, which may ultimately prove to be inaccurate and require adjustment. Adjustments to resource estimates could affect the Company's future plans and ultimately its financial performance and value.

(b) Ability to exploit successful discoveries

It may not always be possible for the Company to exploit successful discoveries which may be made in areas in which the Company has an interest. Such exploitation would involve obtaining the necessary licences or clearances from relevant authorities that may require conditions to be satisfied and/or the exercise of discretions by such authorities. It may or may not be possible for such conditions to be satisfied. Further, the decision to proceed to further exploitation may require participation of other companies whose interests and objectives may not be the same as the Company's.

(c) Mining and development risks

Profitability depends on successful exploration and/or acquisition of reserves, design and construction of efficient processing facilities, competent operation and management and proficient financial management. Mining and development operations can be hampered by force majeure circumstances, environmental considerations and cost overruns for unforeseen events.

(d) **Title risks**

Interests in tenements in Brazil are governed by legislation in their respective jurisdictions and are evidenced by the granting of mining or exploration concessions. Each exploration concession is for a specific term (in the case of Brazil) and carries with it reporting commitments, as well as other conditions requiring compliance. Consequently, the Company could lose title to or its interest in tenements if licence conditions are not met.

(e) **Environmental risks**

The operations and activities of the Company in Brazil are subject to environmental laws and regulations of that country. As with most exploration projects and mining operations, the Company's operations and activities are expected to have an impact on the environment, particularly if advanced exploration or mine development proceeds. The Company attempts to conduct its operations and activities to the highest standard of environmental obligation, including compliance with all environmental laws.

(f) **Joint venture parties, agents and contractors**

There is a risk of financial failure or default by a participant in any joint venture to which the Company is or may become a party or the insolvency or managerial failure by any of the contractors used by the Company in any of its activities or the insolvency or other managerial failure by any of the other service providers used by the Company for any activity.

(g) **Competition**

The Company competes with other companies, including major mining companies in Australia and internationally. Some of these companies have greater financial and other resources than the Company and, as a result, may be in a better position to compete for future business opportunities. There can be no assurance that the Company can compete effectively with these companies.

7.4 General risks

(a) **Stock market conditions**

As with all stock market investments, there are risks associated with an investment in the Company. Share prices may rise or fall and the price of Shares might trade below the price paid for those Shares. General factors that may affect the market price of Shares include economic conditions in both Australia and internationally, investor sentiment and local and international share market conditions, changes in interest rates and the rate of inflation, variations in commodity prices, the global security situation and the possibility of terrorist disturbances, changes to government regulation, policy or legislation, changes which may occur to the taxation of companies as a result of changes in Australian and foreign taxation laws, changes to the system of dividend imputation in Australia, and changes in exchange rates.

(b) **Issue of Additional Securities**

In certain circumstances, the Directors may issue equity securities without any vote or action by Shareholders. If the Company were to issue any equity securities the percentage ownership of existing Shareholders may be reduced and diluted.

(c) **Liquidity risk**

There cannot be any guarantee that there will continue to be an active market for Shares or that the price of Shares will increase. Equity capital market conditions in Australia are currently in a parlous state. There may be relatively few buyers or sellers of shares on ASX at any given time. This may affect the volatility of the market price of Shares. It may also affect the prevailing market price at which Shareholders are able to sell Shares held by them. This may result in Shareholders receiving a market price for their Shares that is less or more than the price paid for the Shares.

(d) **Securities investment risk**

Applicants should be aware that there are risks associated with any securities investment. Securities listed on the stock market, and in particular securities of mining and exploration companies have experienced extreme price and volume fluctuations that have often been unrelated to the operating performances of such companies. These factors may materially affect the market price of the securities regardless of the Company's performance.

(e) **Changes in legislation and government regulation**

Government legislation in Brazil or any other relevant jurisdiction in which the Company may operate in the future, such as changes to the taxation system, foreign investment regulations and the mining regulatory system, may affect future earnings and relative attractiveness of investing in the Company. Changes in government policy or statutory changes may affect the Company and the attractiveness of an investment in it.

(f) **Other**

Other risk factors include those normally found in conducting business, including litigation resulting from the breach of agreements or in relation to employees (through personal injuries, industrial matters or otherwise) or any other cause, strikes, lockouts, loss of service of key management or operational personnel, non-insurable risks, delay in resumption of activities after reinstatement following the occurrence of an insurable risk and other matters that may interfere with the business or trade of the Company.

7.5 Speculative investment

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the Securities offered under this Prospectus.

Therefore, the Securities to be issued pursuant to this Prospectus carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those Securities.

Potential investors should consider that the investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for Securities pursuant to this Prospectus.

8. ADDITIONAL INFORMATION

8.1 Litigation

The Company is currently involved in a dispute with a service provider in Brazil, Intertek do Brasil Inspecoes Ltda (**Intertek**), in regards to the recovery of fees paid by the Company to Intertek due to unsatisfactory quality of work by Intertek. The matter is currently awaiting arbitration. Other than this matter, the Directors are not aware of any other legal proceedings pending or threatened against the Company. Continuous disclosure obligations

8.2 Continuous disclosure obligations

The Company is a "disclosing entity" (as defined in section 111AC of the Corporations Act) for the purposes of section 713 of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Company's securities.

This Prospectus is a "transaction specific prospectus". In general terms a "transaction specific prospectus" is only required to contain information in relation to the effect of the issue of securities on a company and the rights attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

Having taken such precautions and having made such enquires as are reasonable, the Company believes that it has complied with the general and specific requirements of ASX as applicable from time to time throughout the 3 months before the issue of this Prospectus which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX.

Information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

The Company, as a disclosing entity under the Corporations Act states that:

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with the ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of the ASIC; and

- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:
- (i) the annual financial report most recently lodged by the Company with the ASIC;
 - (ii) any half-year financial report lodged by the Company with the ASIC after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with the ASIC; and
 - (iii) any continuous disclosure documents given by the Company to ASX in accordance with the ASX Listing Rules as referred to in section 674(1) of the Corporations Act after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with the ASIC.

Copies of all documents lodged with the ASIC in relation to the Company can be inspected at the registered office of the Company during normal office hours.

Details of documents lodged by the Company with ASX since the date of lodgement of the Company's latest annual financial report and before the lodgement of this Prospectus with the ASIC are set out in the table below.

Date	Description of Announcement
01-April-15	Notice of General Meeting / Proxy Form
31 Mar-15	Annual Report to Shareholders
25-Mar-15	Successful Completion of Due Diligence by Chancery
19-Mar-15	TRF: Orinoco Production Plans Update
19-Mar-15	Inside Briefing Interview
19-Mar-15	Orinoco Company Presentation
12-Mar-15	Change in substantial holding
27-Feb-15	Change in substantial holding for OGX
27-Feb-15	Change in substantial holding from TRF
25-Feb-15	Secondary Trading Notice Pursuant to s708A(5)
25-Feb-15	Appendix 3B - Placement
17-Feb-15	TRF: Orinoco Secures Production Funding
16-Feb-15	Reinstatement to Official Quotation
16-Feb-15	Orinoco Finalises Funding Package for Production Start Up
12-Feb-15	Suspension
10-Feb-15	Trading Halt
02-Feb-15	Quarterly Cashflow Report
02-Feb-15	Quarterly Activities Report
05-Jan-15	Change of Financial Year End
02-Jan-15	Change in substantial holding for OGX

Date	Description of Announcement
02-Jan-15	Change in substantial holding from TRF
23-Dec-14	Secondary Trading Notice Pursuant to s708A(5)
23-Dec-14	Appendix 3B
28-Nov-14	Reinstatement to Official Quotation
28-Nov-14	Orinoco Raises \$1.1M to Advance Cascavel Project
26-Nov-14	Suspension from Official Quotation
24-Nov-14	Trading Halt
12-Nov-14	TRF: Orinoco Cascavel Low Cost Development Plan
12-Nov-14	Company Presentation
12-Nov-14	CDG: Toll Mining and Processing Agreement Termination
12-Nov-14	Results of Meeting
12-Nov-14	Low Cost Development & Exploration Upside Highlight Cascavel
31-Oct-14	Quarterly Cashflow Report
31-Oct-14	Quarterly Activities Report
23-Oct-14	TRF: High Grade Gold Continues in Orinoco's Cascavel Decline
23-Oct-14	More Bonanza Results from Cascavel Exploration Decline
09-Oct-14	Notice of Annual General Meeting/Proxy Form
08-Oct-14	TRF: Orinoco Expands Cascavel Footprint
07-Oct-14	Orinoco Expands Cascavel Gold Project

ASX maintains files containing publicly available information for all listed companies. The Company's file is available for inspection at ASX during normal office hours.

The announcements are also available through the Company's website www.orinocogold.com.au.

8.3 Market price of shares

The Company is a disclosing entity for the purposes of the Corporations Act and its Shares are enhanced disclosure securities quoted on ASX.

The highest, lowest and last market sale prices of the Shares on ASX during the three months immediately preceding the date of lodgement of this Prospectus with the ASIC and the respective dates of those sales were:

Highest	\$0.155	18 July 2014
Lowest	\$0.059	23 December 2014
Last	\$0.082	7 April 2015

8.4 Lead Manager Mandate

By an agreement between Azure and the Company dated 10 February 2015 (**Lead Manager Mandate**), Azure agreed to act as Lead Manager to:

- (a) the placement of 14,508,033 Shares at \$0.07 each to raise \$1,015,562 before costs (**February Placement**); and
- (b) the Offer.

Pursuant to the Lead Manager Mandate, the Company has agreed to pay a 2% management fee to Azure for services provided in relation to the Offer. The management fee is payable wholly in cash upon completion of the Offer.

The Company will also issue Azure two (2) Options (on the same terms and conditions as the Options the subject of this Offer) for every one dollar raised pursuant to the February Placement or placed as Shortfall pursuant to the Offer, up to a maximum of 4,000,000 Options (**Option Fee**). Shareholder approval for the issue of these Options has been sought by the Company in its Notice of Meeting dated 1 April 2015. If Shareholders do not approve the issue of these Options to Azure, the Option Fee will immediately be paid wholly in cash.

The Lead Manager Mandate also contains provisions relating to indemnities, exclusivity and announcements that are considered standard for an agreement of this type.

8.5 Interests of Directors

Other than as set out in this Prospectus, no Director or proposed Director holds, or has held within the 2 years preceding lodgement of this Prospectus with the ASIC, any interest in:

- (a) the formation or promotion of the Company;
- (b) any property acquired or proposed to be acquired by the Company in connection with:
 - (i) its formation or promotion; or
 - (ii) the Offer; or
- (b) the Offer,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to a Director or proposed Director:

- (a) as an inducement to become, or to qualify as, a Director; or
- (b) for services provided in connection with:
 - (i) the formation or promotion of the Company; or
 - (ii) the Offer.

Security holdings

The relevant interest of each of the Directors in the securities of the Company as at the date of this Prospectus, together with their respective Entitlement, is set out in the table below.

Director	Shares	Performance Shares	Options	Entitlement	\$
J. Hannaford	5,764,948	-	3,315,381	1,441,237	\$100,886.59
M. Papendieck	3,733,500	1,863,159	2,260,000	933,375	\$65,336.25
B. Thomas	380,000	-	759,168	95,000	\$6,650.00
I. Finch	500,000	394,737	500,000	125,000	\$8,750.00
K. Petersen	2,095,000	1,484,211	1,980,000	523,750	\$36,662.50

The Board recommends all Shareholders take up their Entitlement and advises that all Directors intend to take up their respective Entitlements.

Remuneration

The remuneration of an executive Director is decided by the Board, without the affected executive Director participating in that decision-making process. The total maximum remuneration of non-executive Directors is initially set by the Constitution and subsequent variation is by ordinary resolution of Shareholders in general meeting in accordance with the Constitution, the Corporations Act and the ASX Listing Rules, as applicable. The determination of non-executive Directors' remuneration within that maximum will be made by the Board having regard to the inputs and value to the Company of the respective contributions by each non-executive Director. The current amount has been set at an amount not to exceed \$250,000 per annum.

A Director may be paid fees or other amounts (ie non-cash performance incentives such as Options, subject to any necessary Shareholder approval) as the other Directors determine where a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director. In addition, Directors are also entitled to be paid reasonable travelling, hotel and other expenses incurred by them respectively in or about the performance of their duties as Directors.

The following table shows the total (and proposed) annual remuneration paid to both executive and non-executive directors.

Director	2015 ¹	2014	2013
J. Hannaford	\$24,566	\$32,775	\$32,700
M. Papendieck	\$163,875	\$218,500	\$151,333
B. Thomas	\$24,566	\$32,775	\$32,700
I. Finch	\$24,566	\$32,775	\$21,800
K. Petersen	\$163,875	\$218,500	\$145,333

1. Year to date (1 July 2014 to 31 March 2015).

8.6 Interests of experts and advisers

Other than as set out below or elsewhere in this Prospectus, no:

- (a) person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus;

- (b) promoter of the Company; or
- (c) underwriter (but not a sub-underwriter) to the issue or a financial services licensee named in this Prospectus as a financial services licensee involved in the issue,

holds, or has held within the 2 years preceding lodgement of this Prospectus with the ASIC, any interest in:

- (a) the formation or promotion of the Company;
- (b) any property acquired or proposed to be acquired by the Company in connection with:
 - (i) its formation or promotion; or
 - (ii) the Offer; or
- (c) the Offer,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to any of these persons for services provided in connection with:

- (a) the formation or promotion of the Company; or
- (b) the Offer.

Azure Capital Limited will be paid Management Fee of approximately \$53,555 in respect of this Offer. During the 24 months preceding lodgement of this Prospectus with the ASIC, Azure Capital Limited has been paid fees totalling \$60,900 by the Company.

HLB Mann Judd has acted as the auditor to the Company. During the 24 months preceding lodgement of this Prospectus with the ASIC, HLB Mann Judd has been paid fees totalling \$60,250 (excluding GST and disbursements) for these services provided to the Company.

Steinepreis Paganin has acted as the solicitors to the Company in relation to the Offer. The Company estimates it will pay Steinepreis Paganin \$10,000 (excluding GST and disbursements) for these services. During the 24 months preceding lodgement of this Prospectus with the ASIC, Steinepreis Paganin has been paid fees totalling \$66,880 (excluding GST and disbursements) for legal services provided to the Company.

8.7 Consents

Each of the parties referred to in this Section:

- (a) does not make, or purport to make, any statement in this Prospectus other than those referred to in this Section; and
- (b) to the maximum extent permitted by law, expressly disclaim and take no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this Section.

Azure Capital Limited has given its written consent to being named as lead manager to the Offer in this Prospectus. Azure Capital Limited has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

HLB Mann Judd has given its written consent to being named as the auditor of the Company in this Prospectus and to the inclusion of the audited balance sheet as at 31 December 2014. HLB Mann Judd has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

Steinepreis Paganin has given its written consent to being named as the solicitors to the Company in this Prospectus. Steinepreis Paganin has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

8.8 Expenses of the offer

In the event that all Entitlements are accepted, the total expenses of the Offer are estimated to be approximately \$90,000 (excluding GST) and are expected to be applied towards the items set out in the table below:

	\$
ASIC fees	\$2,290
ASX fees	\$8,946
Manager to the Offer fees	\$53,555
Legal fees	\$10,000
Printing and distribution	\$5,000
Miscellaneous	\$10,209
Total	<u>\$90,000</u>

8.9 Electronic prospectus

Pursuant to Class Order 00/44, the ASIC has exempted compliance with certain provisions of the Corporations Act to allow distribution of an electronic prospectus and electronic application form on the basis of a paper prospectus lodged with the ASIC, and the publication of notices referring to an electronic prospectus or electronic application form, subject to compliance with certain conditions.

If you have received this Prospectus as an electronic Prospectus, please ensure that you have received the entire Prospectus accompanied by the Application Forms. If you have not, please phone the Company on +61 8 9482 0540 and the Company will send you, for free, either a hard copy or a further electronic copy of the Prospectus, or both. Alternatively, you may obtain a copy of this Prospectus from the Company's website at www.orinocogold.com.

The Company reserves the right not to accept an Application Form from a person if it has reason to believe that when that person was given access to the electronic Application Form, it was not provided together with the electronic Prospectus and any relevant supplementary or replacement prospectus or any of those documents were incomplete or altered.

8.10 Financial forecasts

The Directors have considered the matters set out in ASIC Regulatory Guide 170 and believe that they do not have a reasonable basis to forecast future earnings on the basis that the operations of the Company are inherently uncertain. Accordingly, any forecast or projection information would contain such a broad range of potential outcomes and possibilities that it is not possible to prepare a reliable best estimate forecast or projection.

8.11 Clearing House Electronic Sub-Register System (CHES) and Issuer Sponsorship

The Company will not be issuing share certificates. The Company is a participant in CHES, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHES will be issuer sponsored by the Company. Because the sub-registers are electronic, ownership of securities can be transferred without having to rely upon paper documentation.

Electronic registers mean that the Company will not be issuing certificates to investors. Instead, investors will be provided with a statement (similar to a bank account statement) that sets out the number of Shares issued to them under this Prospectus. The notice will also advise holders of their Holder Identification Number or Security Holder Reference Number and explain, for future reference, the sale and purchase procedures under CHES and issuer sponsorship.

Further monthly statements will be provided to holders if there have been any changes in their security holding in the Company during the preceding month.

8.12 Privacy Act

If you complete an application for Shares, you will be providing personal information to the Company (directly or by the Company's share registry). The Company collects, holds and will use that information to assess your application, service your needs as a holder of equity securities in the Company, facilitate distribution payments and corporate communications to you as a Shareholder and carry out administration.

The information may also be used from time to time and disclosed to persons inspecting the register, bidders for your securities in the context of takeovers, regulatory bodies, including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the Company's share registry.


You can access, correct and update the personal information that we hold about you. Please contact the Company or its share registry if you wish to do so at the relevant contact numbers set out in this Prospectus.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the Privacy Act 1988 (Cth) (as amended), the Corporations Act and certain rules such as the ASX Settlement Operating Rules. You should note that if you do not provide the information required on the application for Shares, the Company may not be able to accept or process your application.

9. DIRECTORS' AUTHORISATION

This Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with section 720 of the Corporations Act, each Director has consented to the lodgement of this Prospectus with the ASIC.



John Hannaford
Chairman
For and on behalf of
Orinoco Gold Limited

10. GLOSSARY

\$ means the lawful currency of the Commonwealth of Australia.

Applicant means a Shareholder who applies for Shares pursuant to the Offer or a Shareholder or other party who applies for Shortfall Shares pursuant to the Shortfall Offer.

Application Form means an Entitlement and Acceptance Form or Shortfall Application Form as the context requires.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by it as the context requires.

ASX Listing Rules means the listing rules of the ASX.

ASX Settlement Operating Rules means the settlement rules of the securities clearing house which operates CHESS.

Board means the board of Directors unless the context indicates otherwise.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day and any other day that ASX declares is not a business day.

Closing Date means the date specified in the timetable set out at the commencement of this Prospectus (unless extended).

Company means Orinoco Gold Limited (ACN 149 219 974).

Constitution means the constitution of the Company as at the date of this Prospectus.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means the directors of the Company as at the date of this Prospectus.

Entitlement means the entitlement of a Shareholder who is eligible to participate in the Offer.

Entitlement and Acceptance Form means the entitlement and acceptance form either attached to or accompanying this Prospectus.

JORC Code means the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves.

Offer means the non-renounceable entitlement issue the subject of this Prospectus.

Official Quotation means official quotation on ASX.

Option means an option to acquire a Share.

Optionholder means a holder of an Option.

Prospectus means this prospectus.

Record Date means the date specified in the timetable set out at the commencement of this Prospectus.

Section means a section of this Prospectus.

Securities means those Shares and free Options offered pursuant to the Offer and Shortfall Offer.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

Shortfall means the Securities not applied for under the Offer (if any).

Shortfall Application Form means the shortfall application form either attached to or accompanying this Prospectus.

Shortfall Offer means the offer of the Shortfall on the terms and conditions set out in Section 4.7 of this Prospectus.

WST means Western Standard Time as observed in Perth, Western Australia.