



6 November 2015

Centralised Company Announcements Platform
Australian Stock Exchange
10th floor, 20 Bond Street
Sydney NSW 2000

Dear Sir,

CHANGE OF DIRECTORS INTEREST NOTICES – APPENDIX 3Y

Please find attached Appendix 3Y "Change of Director's Interest Notice's" for Directors of Orinoco Gold Limited.

Yours sincerely,

For and on behalf of Orinoco Gold Limited

A handwritten signature in black ink, appearing to read 'P. Wingate', with a large, sweeping initial 'P'.

Phillip Wingate
Company Secretary

Appendix 3Y

Change of Director's Interest Notice

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 30/09/01 Amended 01/01/11

| | |
|-----------------------|-----------------------------|
| Name of Entity | ORINOCO GOLD LIMITED |
| ACN | 149 219 974 |

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

| | |
|----------------------------|-----------------|
| Name of Director | Mark Papendieck |
| Date of last notice | 31 May 2015 |

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

| | |
|--|---|
| Direct or indirect interest | Direct & Indirect |
| Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest. | Annette Papendieck (Spouse) Charlomont Group Pty Ltd <Papendieck Fam Super A/C> |
| Date of change | (a) 30 October 2015 (b) 6 November 2015 |

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

| | |
|---|--|
| No. of securities held prior to change | <p>3,872,875 Ordinary Shares held by the following registered holders:</p> <p>1,880,000 Mark Papendieck</p> <p>1,296,000 Annette Papendieck</p> <p>696,875 Charlomont Group Pty Ltd <Papendieck Fam Super A/C></p> <p>139,375 Listed Options exercisable at 11 cents each expiring on or before 30 November 2016 held by Charlomont Group Pty Ltd <Papendieck Fam Super A/C></p> <p>621,053 Class A Performance Shares held by the following registered holders:</p> <p>494,737 Mark Papendieck</p> <p>126,316 Annette Papendieck</p> <p>1,242,106 Class B Performance Shares held by the following registered holders:</p> <p>989,474 Mark Papendieck</p> <p>252,632 Annette Papendieck</p> <p>2,120,000 Unlisted Options exercisable at 25 cents each expiring on or before 31 October 2017 held by the following registered holders:</p> <p>1,880,000 Mark Papendieck</p> <p>240,000 Annette Papendieck</p> <p>2,500,000 Unlisted Options exercisable at 15 cents each expiring on or before 30 April 2018 held by Annette Papendieck</p> |
| Class | <p>(a) Class A Performance Shares & Ordinary Shares</p> <p>(b) Ordinary Shares</p> |
| Number acquired | <p>(a) 621,053 Ordinary Shares</p> |
| Number disposed | <p>(a) 621,053 Class A Performance Shares on conversion to Ordinary Shares</p> <p>(b) 621,053 Ordinary Shares</p> |
| Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation | <p>(a) Deferred consideration shares issued for 100% of the ordinary shares in Orinoco Resources acquired in 2012 converted to ordinary shares due to meeting performance criteria</p> <p>(b) \$124,210.60</p> |

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

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|---|--|-----------|---|-----------|-----------------|-----------|--------------------|---------|--|---------|---|-----------|--|---------|-----------------|---------|--------------------|-----------|---|-----------|-----------------|---------|--------------------|-----------|--|
| No. of securities held after change | <table> <tr> <td>3,872,875</td><td>Ordinary Shares held by the following registered holders:</td></tr> <tr> <td>1,880,000</td><td>Mark Papendieck</td></tr> <tr> <td>1,296,000</td><td>Annette Papendieck</td></tr> <tr> <td>696,875</td><td>Charlomont Group Pty Ltd <Papendieck Fam Super A/C></td></tr> <tr> <td>139,375</td><td>Listed Options exercisable at 11 cents each expiring on or before 30 November 2016 held by Charlomont Group Pty Ltd <Papendieck Fam Super A/C></td></tr> <tr> <td>1,242,106</td><td>Class B Performance Shares held by the following registered holders:</td></tr> <tr> <td>989,474</td><td>Mark Papendieck</td></tr> <tr> <td>252,632</td><td>Annette Papendieck</td></tr> <tr> <td>2,120,000</td><td>Unlisted Options exercisable at 25 cents each expiring on or before 31 October 2017 held by the following registered holders:</td></tr> <tr> <td>1,880,000</td><td>Mark Papendieck</td></tr> <tr> <td>240,000</td><td>Annette Papendieck</td></tr> <tr> <td>2,500,000</td><td>Unlisted Options exercisable at 15 cents each expiring on or before 30 April 2018 held by Annette Papendieck</td></tr> </table> | 3,872,875 | Ordinary Shares held by the following registered holders: | 1,880,000 | Mark Papendieck | 1,296,000 | Annette Papendieck | 696,875 | Charlomont Group Pty Ltd <Papendieck Fam Super A/C> | 139,375 | Listed Options exercisable at 11 cents each expiring on or before 30 November 2016 held by Charlomont Group Pty Ltd <Papendieck Fam Super A/C> | 1,242,106 | Class B Performance Shares held by the following registered holders: | 989,474 | Mark Papendieck | 252,632 | Annette Papendieck | 2,120,000 | Unlisted Options exercisable at 25 cents each expiring on or before 31 October 2017 held by the following registered holders: | 1,880,000 | Mark Papendieck | 240,000 | Annette Papendieck | 2,500,000 | Unlisted Options exercisable at 15 cents each expiring on or before 30 April 2018 held by Annette Papendieck |
| 3,872,875 | Ordinary Shares held by the following registered holders: | | | | | | | | | | | | | | | | | | | | | | | | |
| 1,880,000 | Mark Papendieck | | | | | | | | | | | | | | | | | | | | | | | | |
| 1,296,000 | Annette Papendieck | | | | | | | | | | | | | | | | | | | | | | | | |
| 696,875 | Charlomont Group Pty Ltd <Papendieck Fam Super A/C> | | | | | | | | | | | | | | | | | | | | | | | | |
| 139,375 | Listed Options exercisable at 11 cents each expiring on or before 30 November 2016 held by Charlomont Group Pty Ltd <Papendieck Fam Super A/C> | | | | | | | | | | | | | | | | | | | | | | | | |
| 1,242,106 | Class B Performance Shares held by the following registered holders: | | | | | | | | | | | | | | | | | | | | | | | | |
| 989,474 | Mark Papendieck | | | | | | | | | | | | | | | | | | | | | | | | |
| 252,632 | Annette Papendieck | | | | | | | | | | | | | | | | | | | | | | | | |
| 2,120,000 | Unlisted Options exercisable at 25 cents each expiring on or before 31 October 2017 held by the following registered holders: | | | | | | | | | | | | | | | | | | | | | | | | |
| 1,880,000 | Mark Papendieck | | | | | | | | | | | | | | | | | | | | | | | | |
| 240,000 | Annette Papendieck | | | | | | | | | | | | | | | | | | | | | | | | |
| 2,500,000 | Unlisted Options exercisable at 15 cents each expiring on or before 30 April 2018 held by Annette Papendieck | | | | | | | | | | | | | | | | | | | | | | | | |
| Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | (a) Conversion of Class A Performance Shares to Ordinary Shares (b) Off-market trade to settle personal tax liability | | | | | | | | | | | | | | | | | | | | | | | | |

+ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of “notifiable interest of a director” should be disclosed in this part.

| | |
|---|----------------|
| Detail of contract | Not Applicable |
| Nature of interest | |
| Name of registered holder (if issued securities) | |
| Date of change | |
| No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small> | |
| Interest acquired | |
| Interest disposed | |
| Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small> | |
| Interest after change | |

Part 3 – ⁺Closed period

| | |
|---|--|
| Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required? | (a) The securities were issued during a closed period, however prior approval was not required as the issue was a conversion of performance shares prior to expiry and following meeting the performance criteria. (b) No |
| If so, was prior written clearance provided to allow the trade to proceed during this period? | Not Applicable |
| If prior written clearance was provided, on what date was this provided? | Not Applicable |

⁺ See chapter 19 for defined terms.

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Change of Director's Interest Notice

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 30/09/01 Amended 01/01/11

| | |
|-----------------------|-----------------------------|
| Name of Entity | ORINOCO GOLD LIMITED |
| ACN | 149 219 974 |

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

| | |
|----------------------------|--|
| Name of Director | Klaus Petersen (as alternate director for Mr Mark Papendieck and Mr Ian Finch) |
| Date of last notice | 31 May 2015 |

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

| | |
|--|-----------------|
| Direct or indirect interest | Direct |
| Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest. | Not Applicable |
| Date of change | 30 October 2015 |

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

| | |
|---|---|
| No. of securities held prior to change | 2,095,000 Ordinary Shares 494,737 Class A Performance Shares 989,474 Class B Performance Shares 1,500,000 Unlisted Options exercisable at 15 cents each expiring on or before 30 April 2018 1,880,000 Unlisted Options exercisable at 25 cents each expiring on or before 31 October 2017 |
| Class | Class A Performance Shares & Ordinary Shares |
| Number acquired | 494,737 Ordinary Shares |
| Number disposed | 494,737 Class A Performance Shares on conversion to Ordinary Shares |
| Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation | Deferred consideration shares issued for 100% of the ordinary shares in Orinoco Resources acquired in 2012 converted to ordinary shares due to meeting performance criteria |
| No. of securities held after change | 2,589,737 Ordinary Shares 989,474 Class B Performance Shares 1,500,000 Unlisted Options exercisable at 15 cents each expiring on or before 30 April 2018 1,880,000 Unlisted Options exercisable at 25 cents each expiring on or before 31 October 2017 |
| Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | Conversion of Class A Performance Shares to Ordinary Shares |

+ See chapter 19 for defined terms.

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

| | |
|---|----------------|
| Detail of contract | Not Applicable |
| Nature of interest | |
| Name of registered holder (if issued securities) | |
| Date of change | |
| No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed | |
| Interest acquired | |
| Interest disposed | |
| Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation | |
| Interest after change | |

Part 3 – +Closed period

| | |
|--|---|
| Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required? | The securities were issued during a closed period, however prior approval was not required as the issue was a conversion of performance shares prior to expiry and following meeting the performance criteria. |
| If so, was prior written clearance provided to allow the trade to proceed during this period? | Not Applicable |
| If prior written clearance was provided, on what date was this provided? | Not Applicable |

+ See chapter 19 for defined terms.

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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 30/09/01 Amended 01/01/11

| | |
|-----------------------|-----------------------------|
| Name of Entity | ORINOCO GOLD LIMITED |
| ACN | 149 219 974 |

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

| | |
|----------------------------|-------------|
| Name of Director | Ian Finch |
| Date of last notice | 13 May 2015 |

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

| | |
|--|---|
| Direct or indirect interest | Indirect |
| Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest. | Imperial Resources Management Pty Ltd <Imperial Resources Super Fund> Mr Finch is a director and beneficiary. |
| Date of change | 30 October 2015 |

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

| | | |
|---|---|---|
| No. of securities held prior to change | 625,000 | Ordinary Shares |
| | 125,000 | Listed Options exercisable at 11 cents each expiring on or before 30 November 2016 |
| | 131,579 | Class A Performance Shares |
| | 263,158 | Class B Performance Shares |
| | 500,000 | Unlisted Options exercisable at 25 cents each expiring on or before 31 October 2017 |
| | 500,000 | Unlisted Options exercisable at 15 cents each expiring on or before 30 April 2018 |
| Class | Class A Performance Shares & Ordinary Shares | |
| Number acquired | 131,579 Ordinary Shares | |
| Number disposed | 131,579 Class A Performance Shares on conversion to Ordinary Shares | |
| Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation | Deferred consideration shares issued for 100% of the ordinary shares in Orinoco Resources acquired in 2012 converted to ordinary shares due to meeting performance criteria | |
| No. of securities held after change | 756,579 | Ordinary Shares |
| | 125,000 | Listed Options exercisable at 11 cents each expiring on or before 30 November 2016 |
| | 263,158 | Class B Performance Shares |
| | 500,000 | Unlisted Options exercisable at 25 cents each expiring on or before 31 October 2017 |
| | 500,000 | Unlisted Options exercisable at 15 cents each expiring on or before 30 April 2018 |
| | | |
| Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | Conversion of Class A Performance Shares to Ordinary Shares | |

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Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

| | |
|---|----------------|
| Detail of contract | Not Applicable |
| Nature of interest | |
| Name of registered holder (if issued securities) | |
| Date of change | |
| No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed | |
| Interest acquired | |
| Interest disposed | |
| Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation | |
| Interest after change | |

Part 3 – ⁺Closed period

| | |
|---|---|
| Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required? | The securities were issued during a closed period, however prior approval was not required as the issue was a conversion of performance shares prior to expiry and following meeting the performance criteria. |
| If so, was prior written clearance provided to allow the trade to proceed during this period? | Not Applicable |
| If prior written clearance was provided, on what date was this provided? | Not Applicable |

⁺ See chapter 19 for defined terms.