

9 May 2016

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

Dear Sir,

ENTITLEMENTS ISSUE SHORTFALL

With reference to the Announcement lodged 15 February 2016 in relation to the entitlements issue shortfall, Orinoco Gold Limited ("Orinoco" or "the company") wishes to advise that the remaining 1,579,579 Ordinary Shares and 526,527 Options have been issued under the Shortfall, raising a further \$268,528.

This completes the entitlements issue raising with all shares and options available being placed under entitlements and the shortfall.

PLACEMENT ISSUE

A further \$884,522 has been raised through the Placement announced on 2 May 2016 with the company issuing 5,203,070 ordinary fully paid shares at \$0.17 per share. Placement participants were issued one new option exercisable at \$0.25 and expiring on 31 January 2018 for every 3 shares subscribed for and placed in the placement. The shares have been placed under the Company's 10% capacity and options have been issued under the Company's 15% capacity.

An Appendix 3B applying for quotation of the Placement shares and options is attached.

The Company provides the following information in accordance with ASX Listing Rule 3.10.5A, in relation to the Placement shares.

Additional Information Required by ASX Listing Rule 3.10.5A

(a) Dilution to existing shareholders:

The dilutive effect of the Placement on existing shareholders is 2.06%.

Further details of the approximate percentage of the issued capital post the Placement held by the pre-placement shareholders and new shareholders are as follows. Please note that this information relates specifically in relation to the portion of shares issued under Listing Rule 7.1A only (5.2m shares):



Pre-Placement shareholders who did not participate in the Placement	97.94%
Pre-Placement shareholders who did participate in the Placement	0.86%
Participants in the Placement who were not previously shareholders	1.20%

- (b) Orinoco considered the Placement as the most efficient and expedient method for raising the funds required to achieve its stated objectives given the funding certainty. Orinoco also considered that there were significant benefits in introducing new institutional and sophisticated investors to promote a more diverse shareholder base. Orinoco also notes that the Company has completed a pro-rata issue as part of the total Capital Raising announced on 17 December 2015.
- (c) No underwriting agreements were in place for the Placement.
- (d) The Company has agreed to pay a fee of 5% for funds raised under the Placement.

CAPITAL STRUCTURE

The capital structure of the Company, following allotment of the Entitlement issue and Placement issue shares and free attaching options, is as follows:

Type of Securities	#
Fully paid ordinary shares	257,486,161
Class B Performance Shares	10,000,000
Listed Options exercisable at 11c each expiring on 30 November 2016	77,937,460
Listed Options exercisable at 25c each expiring on 31 January 2018	14,422,860
Unlisted Options exercisable at 11c each expiring on 30 April 2017	500,000
Unlisted Options exercisable at 11c each expiring on 30 June 2017	250,000
Unlisted Options exercisable at 25c each expiring on 31 October 2017	12,250,000
Unlisted Options exercisable at 16c each expiring on 31 October 2017	1,250,000
Unlisted Options exercisable at 30c each expiring on 31 July 2016	1,700,000
Unlisted Options exercisable at 25c each expiring on 31 May 2017	7,000,000
Unlisted Options exercisable at 15c each expiring on 30 April 2018	10,500,000

The Top 20 and distribution schedule for Ordinary Shares and OGXOC Listed Options after Entitlements and Placement issues follows the Appendix 3B attached.

Yours sincerely,

For and on behalf of Orinoco Gold Limited

Phillip Wingate Company Secretary

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

Appendix 3B

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

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

N. C. di	
Name of entity	
Orinoco Gold Limited	
ABN	
71 149 219 974	
We (the entity) give ASX the follow	ing information
we the energy give how the follow	ing morniquon.
D 14 AU11	

Part 1 - All issues

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

- +Class of +securities issued or to be issued
- (a) Ordinary Shares
- (b) Listed Options
- Number of *securities issued or to be issued (if known) or maximum number which may be issued
- (a) 5,203,070(b) 1,734,364
- Principal terms of the *securities (eg, if options, exercise price and expiry date; if partly paid *securities, the amount outstanding and due dates for payment; if *convertible securities, the conversion price and dates for conversion)
- (a) Fully Paid Ordinary Shares
- (b) Listed Options with an exercise price of \$0.25 and expire 31 January 2018

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⁺ See chapter 19 for defined terms.

4	Do the *securities rank equally in all respects from the date of allotment with an existing *class of quoted *securities?	(a) Yes (b) No, shares issued on the exercise of options will rank equally with existing quoted securities
	If the additional securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	
5	Issue price or consideration	(a) \$0.17 per share(b) nil cash consideration
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	(a) meeting the working capital needs of the Company as well as towards the stated objectives of increasing the production rates at the Cascavel Gold Mine(b) Free attaching to Shares subscribed for in the Placement on a one for three basis
6a	Is the entity an *eligible entity that has obtained security holder approval under rule 7.1A?	Yes
	If Yes, complete sections 6b – 6h in relation to the *securities the subject of this Appendix 3B, and comply with section 6i	
	The date the second to 1.11	- (M
6 b	The date the security holder resolution under rule 7.1A was passed	26 May 2015
6c	Number of *securities issued	(b) 1,734,364
J.	without security holder approval under rule 7.1	、〜/ -//プロップ・ T

Number of *securities issued with (a) 5,203,070

security holder approval under rule 7.1A

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⁺ See chapter 19 for defined terms.

6e	Number of *securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Not Applicable	
		<u> </u>	
6f	Number of securities issued under an exception in rule 7.2	Not Applicable	
		Γ	
6g	If securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the issue date and both values. Include the source of the VWAP calculation.		
6 h	If securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	Not Applicable	
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	Refer Annexure 1.	
7	Dates of entering *securities into uncertificated holdings or despatch of certificates	9 May 2016	
		Number	+Class
8	Number and +class of all +securities quoted on ASX (including the securities in clause	257,486,161 77,937,460	Fully Paid Ordinary Shares \$0.11 options exercisable on
	2 if applicable		or before 30 November 2016
		14,422,860	\$0.25 options exercisable on or before 31 January 2018

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⁺ See chapter 19 for defined terms.

9	Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	10,000,000	Class B Performance Shares \$0.25 options exercisable on
		1,700,000	\$0.30 options exercisable on or before 31 July 2016
		7,000,000	\$0.25 options exercisable on or before 31 May 2017
		10,500,000	\$0.15 options exercisable on or before 30 April 2018
		500,000	\$0.11 options exercisable on or before 30 April 2017
		1,250,000	\$0.16 options exercisable on or before 31 October 2017
		250,000	\$0.11 options exercisable on or before 30 June 2017

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

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⁺ See chapter 19 for defined terms.

Part 2 - Bonus issue or pro rata issue 11 Is security holder approval required? Is the issue renounceable or non-12 renounceable? Ratio in which the *securities 13 will be offered ⁺Class of ⁺securities to which the 14 offer relates ⁺Record date to determine 15 entitlements Will different holdings on 16 registers (or subregisters) be aggregated for calculating entitlements? Policy for deciding entitlements 17 in relation to fractions Names of countries in which the 18 entity has *security holders who will not be sent new issue documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7. Closing date for receipt of 19 acceptances or renunciations Names of any underwriters 20 Amount of any underwriting fee 21 or commission Names of any brokers to the 22 Fee or commission payable to 23 the broker to the issue Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of *security holders

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⁺ See chapter 19 for defined terms.

Appendix 3B New issue announcement

25	If the issue is contingent on *security holders' approval, the date of the meeting	
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	
28	Date rights trading will begin (if applicable)	
29	Date rights trading will end (if applicable)	
30	How do *security holders sell their entitlements <i>in full</i> through a broker?	
31	How do *security holders sell part of their entitlements through a broker and accept for the balance?	
32	How do *security holders dispose of their entitlements (except by sale through a broker)?	
33	⁺ Despatch date	

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⁺ See chapter 19 for defined terms.

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Part	ાં -	. () (ntation	OT SE	curities

37 1 1	1 , ,1 .	· · · c	1		r •.•
You need only com	inlete this seci	tion it voii are	annivina tor a	コいへたはたいか へき	cecurities
Tou need only com	ipicic tillo occi	ton if you are	upplying joi c	quotution of	Secur ities

- Type of securities (tick one)
- (a) Securities described in Part 1
- (b) All other securities

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

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- If the *securities are *equity securities, the names of the 20 largest holders of the additional *securities, and the number and percentage of additional *securities held by those holders
- If the *securities are *equity securities, a distribution schedule of the additional *securities setting out the number of holders in the categories

1 - 1,000 1,001 - 5,000 5,001 - 10,000 10,001 - 100,000 100,001 and over

A copy of any trust deed for the additional *securities

Entities that have ticked box 34(b)

37

38	Number of securities for wh +quotation is sought	ich
39	Class of *securities for wh quotation is sought	ich

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⁺ See chapter 19 for defined terms.

a a c	Do the *securities rank equally in all respects from the date of allotment with an existing *class of quoted *securities? If the additional securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest		
	payment		
1	Dancer for request for quetation		
	Reason for request for quotation now		
	Example: In the case of restricted securities, end of restriction period		
a	(if issued upon conversion of another security, clearly identify that other security)		
		Number	+Class
· +	Number and +class of all +securities quoted on ASX (including the securities in clause 38)		

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⁺ See chapter 19 for defined terms.

Quotation agreement

- ⁺Quotation of our additional ⁺securities is in ASX's absolute discretion. ASX may quote the ⁺securities on any conditions it decides.
- 2 We warrant the following to ASX.
 - The issue of the *securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those *securities should not be granted *quotation.
 - An offer of the *securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

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

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any *securities to be quoted and that no-one has any right to return any *securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the *securities be quoted.
- If we are a trust, we warrant that no person has the right to return the
 +securities to be quoted under section 1019B of the Corporations Act at
 the time that we request that the +securities be quoted.
- We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before †quotation of the †securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:

Date: 9 May 2016

(Company Secretary)

Print name:

Mr Phillip Wingate

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⁺ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

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

Introduced 01/08/12

Part 1

Rule 7.1 – Issues exceeding 15% of capital		
Step 1: Calculate "A", the base figue	ure from which the placement	
Insert number of fully paid ordinary securities on issue 12 months before date of issue or agreement to issue	169,205,219	
Add the following:		
 Number of fully paid ordinary securities issued in that 12 month period under an exception in rule 7.2 	62,404,211	
 Number of fully paid ordinary securities issued in that 12 month period with shareholder approval 	3,829,733	
 Number of partly paid ordinary securities that became fully paid in that 12 month period 	Nil	
 Note: Include only ordinary securities here – other classes of equity securities cannot be added Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed It may be useful to set out issues of securities on different dates as separate line items 		
Subtract the number of fully paid ordinary securities cancelled during that 12 month period	Nil	
"A"	235,439,163	

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⁺ See chapter 19 for defined terms.

Step 2: Calculate 15% of "A"			
"B"	0.15		
	[Note: this value cannot be changed]		
Multiply "A" by 0.15	35,315,874		
Step 3: Calculate "C", the amount that has already been used	of placement capacity under rule 7.1		
Insert number of equity securities issued or agreed to be issued in that 12 month period not counting those issued:	2,857,143 Ordinary Shares (issued 28 May 15)		
 Under an exception in rule 7.2 	2,857,143 Listed Options (issued 28 May 15)		
Under rule 7.1A	4,785,713 Ordinary Shares (issued 18 June 15)		
• With security holder approval under rule 7.1 or rule 7.4	4,785,713 Listed Options (issued 18 June 15)		
 Note: This applies to equity securities, unless specifically excluded – not just ordinary securities Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed It may be useful to set out issues of securities on different dates as separate 	1,164,896 Ordinary Shares (issued 16 July 15)		
	750,000 Ordinary Shares (issued 26 August 15)		
	750,000 Listed Options (issued 26 August 15)		
	500,000 Ordinary Shares (issued 22 October 15)		
line items	500,000 Unlisted Options (issued 22 October 15)		
	1,250,000 Unlisted Options (issued 22 October 15)		
	1,250,000 Unlisted Options (issued 22 October 15)		
	250,000 Ordinary Shares (issued 15 December 15)		
	250,000 Unlisted Options (issued 15 December 15)		
	2,178,726 Unlisted Options (issued 30 December 2015)		
	1,734,364 Listed Options (issued 9 May 16)		

⁺ See chapter 19 for defined terms.

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"C"	25,863,698
Step 4: Subtract "C" from ["A" x "l capacity under rule 7.1	B"] to calculate remaining placement
"A" x 0.15	35,315,874
Note: number must be same as shown in Step 2	
Subtract "C"	25,863,698
Note: number must be same as shown in Step 3	
<i>Total</i> ["A" x 0.15] – "C"	9,452,176
	[Note: this is the remaining placement capacity under rule 7.1]

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⁺ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities					
Step 1: Calculate "A", the base figure from which the placement capacity is calculated					
" A " 235,543,916					
Note: number must be same as shown in Step 1 of Part 1					
Step 2: Calculate 10% of "A"					
"D"	0.10				
	Note: this value cannot be changed				
Multiply "A" by 0.10	23,543,916				
Step 3: Calculate "E", the amount of placement capacity under rule 7.1A that has already been used					
Insert number of equity securities issued or agreed to be issued in that 12 month period under rule 7.1A	6,536,177 Ordinary Shares (issued 30 December 2015)				
 Notes: This applies to equity securities – not just ordinary securities Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained It may be useful to set out issues of securities on different dates as separate line items 	5,203,070 Ordinary Shares (issued 9 May 2016)				
"E"	11,739,247				

⁺ See chapter 19 for defined terms.

Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A			
"A" x 0.10	23,543,916		
Note: number must be same as shown in Step 2			
Subtract "E"	11,739,247		
Note: number must be same as shown in Step 3			
Total ["A" x 0.10] – "E"	11,804,669		
	Note: this is the remaining placement capacity under rule 7.1A		

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⁺ See chapter 19 for defined terms.



	GOLD LIMITED GOLD LIMITED FULLY PAID		Spread & Top 2	20 Listing	Date - 9/05/2 User - KAREN	016 Time - 17.02.35 SRSPTP	
Page -	1		*- Current	: Status -*	*- As at: 9/05/16 -*		
5	<u>Holder name</u>	<u>Designation</u>		s of issued		of issued	
1 *	ADMARK INV PL	PINTO S/F A/C	38,588,235	14.99%	38,588,235	14.99% 1	
2	IRONCLAD MINING LTD	/ /-	13,091,447	5.08%	13,091,447	5.08% 2	
3	KAS INV & DVLMT PL	KAS INV S/F A/C	9,963,027	3.87%	9,963,027	3.87% 3	
4	KHAOULE WALID		7,158,692	2.78%	7,158,692	2.78% 4	
5 *	GREGORACH PL		5,524,386	2.15%	5,524,386	2.15% 5	
6	JANELIN INV PL	JANELIN INV A/C	5,000,000	1.94%	5,000,000	1.94% 6	
./ *	MARSHALL TRACEY LEANNE		4,568,031	1.77%	4,568,031	1.77% 7	
8 *	IMPULZIVE PL	DAWSON S/F A/C	3,753,031	1.46%	3,753,031	1.46% 8	
9 *	RIVERVIEW CORP PL		3,275,800	1.27%	3,275,800	1.27% 9	
10 *	ADRISA BUILDERS PL	AKF FAM A/C	3,097,059	1.20%	3,097,059	1.20% 10	
11	FILHO DIMAS MARTINS		3,068,012	1.19%	3,068,012	1.19% 11	
12	TAYLOR PETER W + M J	GOOD OIL S/F A/C	2,920,000	1.13%	2,920,000	1.13% 12	
13 *	ALIMATT PL		2,768,560	1.08%	2,768,560	1.08% 13	
14	HSBC CUSTODY NOM AUST LTD		2,639,432	1.03%	2,639,432	1.03% 14	
15 *	PETERSEN KLAUS JUERGEN		2,589,737	1.01%	2,589,737	1.01% 15	
16 *	JAEK HLDGS PL	HANNAFORD FAM A/C	2,567,638	1.00%	2,567,638	1.00% 16	
17	VESSANI LUIZ ANTONIO		2,395,800	.93%	2,395,800	.93% 17	
18	IPS NOMINESS LTD		2,379,446	.92%	2,379,446	.92% 18	
19 *	PAPENDIECK MARK JOHN		2,374,737	.92%	2,374,737	.92% 19	
20	CITICORP NOM PL		2,239,726	.87%	2,239,726	.87% 20	
3	*** Top 20 total ***		119,962,796	46.59%	119,962,796	46.59%	

^{**} All holders included

^{* -} Denotes merged holder



ORINOCO GOLD LIMITED Spread Analysis Listing ORINOCO GOLD LIMITED FULLY PAID Page - 2 Spread of Holdings Securities % of issued capital Holders NIL holding 1,000 28 5,781 .00 % 1 -.14 % 1,001 -5,000 102 360,647 10,000 5,001 -178 1,510,884 .59 % 10,001 -100,000 25,819,066 10.03 % 667 100,001 -288 229,789,783 89.24 % Total on register 1263 257,486,161 100.00 % Total overseas holders 34 13,199,964 5.13 % Analysis by location Overseas 34 13,199,964 5.13 % 1203 229,298,412 89.05 % Australia : 20 842,316 .33 % ACT 128,961,864 NSW 394 50.08 % 222 26,138,090 10.15 % VIC 172 15,460,539 OLD 6.00 % SA 65 2,278,060 .88 % WA318 54,003,300 20.97 % TAS 7 880,345 .34 % NT5 733,898 .29 % 5.82 % Address unknown 26 14,987,785 1263 257,486,161 100.00 %

Date - 9/05/2016 Time - 17.02.35

SRSPTP

User - KAREN

^{**} ALL holders included

^{***} Common holders merged into one holding



	GOLD LIMITED OPTIONS EXPIRING 3	1/01/18 \$0.25	Spread & Top 2	20 Listing	Date - 9/05/20 User - KAREN	016 Time - 16.58.11 SRSPTP
Page -	1		*- Current	: Status -*	*- As at: 9/0	
3 -	<u>Holder name</u>	<u>Designation</u>		of issued		of issued
1 *	ADRISA BUILDERS PL	AKF FAM A/C	869,020	6.03%	869,020	6.03% 1
2 *	IMPULZIVE PL	DAWSON S/F A/C	695,455	4.82%	695,455	4.82% 2
3 *	ALIMATT PL		637,306	4.42%	637,306	4.42% 3
4	KAS INV & DVLMT PL	KAS INV S/F A/C	608,083	4.22%	608,083	4.22% 4
5 *	ADMARK INV PL	PINTO S/F A/C	588,236	4.08%	588,236	4.08% 5
6	ROBERT MACFADYEN PL	MACFADYEN S/F A/C	528,588	3.66%	528,588	3.66% 6
7	ZW 2 PL		400,001	2.77%	400,001	2.77% 7
8	IPS NOMINESS LTD		400,000	2.77%	400,000	2.77% 8
9	UBS NOM PL		400,000	2.77%	400,000	2.77% 9
10	KAS DVLMTS PL		396,822	2.75%	396,822	2.75% 10
11	MANICITI PTE LTD		392,157	2.72%	392,157	2.72% 11
12 *	PERSHING AUST NOM PL	PLACEMENT A/C	333,334	2.31%	333,334	2.31% 12
13 *	MERRILL LYNCH AUST NOM PL		333,333	2.31%	333,333	2.31% 13
14	VECTOR NOM PL	VECTOR S/F A/C	333,333	2.31%	333,333	2.31% 14
15 *	LESKO FRANK	AKF SUPER FUND A/C	220,000	1.53%	220,000	1.53% 15
16	LYMBERIS THEO		211,905	1.47%	211,905	1.47% 16
17	LEES LIONEL C J + C K	LSF A/C	200,001	1.39%	200,001	1.39% 17
18	DEBT MGNT ASIA CORP		200,000	1.39%	200,000	1.39% 18
19	PETO PL	1953 S/F A/C	200,000	1.39%	200,000	1.39% 19
20 *	GREGORACH PL		200,000	1.39%	200,000	1.39% 20
,	*** Top 20 total ***		8,147,574	<u>56.50%</u>	8,147,574	56.50%

^{**} All holders included

^{* -} Denotes merged holder



ORINOCO GOLD LIMITED OPTIONS EXPIRING 31/01/18 \$0.25

Spread Analysis Listing

Date - 9/05/2016 Time - 16.58.11 User - KAREN SRSPTP

Page - 2 <u>Spread of Holdings</u>	<u> Holders</u>	<u>Securities</u>	<pre>% of issued capital</pre>
NIL holding	88 142 49 86 34	51,005 360,982 356,602 3,272,197 10,382,074	.35 % 2.50 % 2.47 % 22.69 % 71.98 %
Total on register	399	14,422,860	100.00 %
Total overseas holders	10	1,130,148	7.84 %
Analysis by location			
Overseas	10	1,130,148	7.84 %
Australia : ACT NSW VIC QLD SA WA TAS NT Address unknown	389 6 146 60 63 19 88 4 3	13,292,712 32,834 7,341,398 2,005,429 1,475,442 73,031 2,334,354 23,693 6,531	92.16 % .23 % 50.90 % 13.90 % 10.23 % .51 % 16.19 % .16 % .05 %
	399	14,422,860	100.00 %

^{**} ALL holders included

^{***} Common holders merged into one holding