



19 March 2014

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

Dear Sir,

**ALLOTMENT OF ENTITLEMENTS ISSUE SECURITIES**

With reference to the Appendix 3B lodged on 7 February 2014, Orinoco Gold Limited ("Orinoco" or the "Company") advises that allotment of 9,754,486 shares and 4,877,281 options has occurred. The Company has applied for ASX quotation of these shares and options.

The new capital structure of the company, following allotment of the entitlement issue shares and free attaching options, is as follows:

Type of Securities	#
Fully paid ordinary shares	95,729,487
Listed Options exercisable at 25c each expiring on 31 May 2015	17,377,281
Class A Performance Shares	5,000,000
Class B Performance Shares	10,000,000
Unlisted Options exercisable at 25c each expiring on 31 May 2015	4,100,000
Unlisted Options exercisable at 35c each expiring on 30 November 2015	100,000
Unlisted Options exercisable at 25c each expiring on 31 October 2017	11,000,000
Unlisted Options exercisable at 30c each expiring on 31 July 2015	1,000,000
Unlisted Options exercisable at 30c each expiring on 31 July 2016 (vesting upon completion of one year continued employment)	1,700,000

As noted in the announcement lodged on 14 March 2014, the placement of the Entitlements Issue Shortfall will be managed by Canaccord Australia. The Company has 3 months from the Closing Date of the Entitlements Issue to arrange for the placement of the Shortfall.

The Company advises that allotment of the securities approved at the shareholders meeting held on 18 March 2014 will be completed in the coming days.

Attached are the top 20 shareholders report and distribution report for shares and OGXO Options following allotment of the Entitlements Issue Securities.

Yours sincerely,

**For and on behalf of Orinoco Gold Limited**

A handwritten signature in black ink, appearing to read 'P. Wingate', is written over a horizontal line.

**Phillip Wingate**  
Company Secretary

**ORDINARY SHARES**

<b>Top 20</b>		<b>#</b>	<b>%</b>
1.	TRAFFORD RES LTD	12,362,876	12.91%
2.	ADMARK INV PL	6,666,667	6.96%
3.	WESTORIA RESOURCE INV LTD	3,825,000	4.00%
4.	JAEK HLDGS PL	2,912,934	3.04%
5.	PETERSEN KLAUS JUERGEN	2,095,000	2.19%
6.	KAS DVLMTS PL	1,893,077	1.98%
7.	PAPENDIECK MARK JOHN	1,880,000	1.96%
8.	TAYLOR PETER W + MJ	1,733,334	1.81%
9.	CG NOM AUST PL	1,644,999	1.72%
10.	GREGORACH PL	1,466,667	1.53%
11.	RIVERVIEW CORP PL	1,385,346	1.45%
12.	JP MORGAN NOM AUST LTD	1,108,000	1.16%
13.	IMPULZIVE PL	1,066,667	1.11%
14.	DE CARVALHO MARCELO J	1,065,100	1.11%
15.	CELERY PL	1,000,000	1.04%
16.	CENTAURUS METALS LTD	1,000,000	1.04%
17.	BULLSEYE GEOSERVICES PL	1,000,000	1.04%
18.	MERRIWEE PL	970,000	1.01%
19.	ALL STATES FINANCE PL	941,167	0.98%
20.	WILSON WALTER SCOTT	933,334	0.97%
<b>TOTAL</b>		<b>46,950,168</b>	<b>49.04%</b>

<b>Spread of Holdings</b>	<b> Holders</b>	<b>Securities</b>	<b>%</b>
<b>NIL Holdings</b>	0	0	0.00%
<b>1 – 1,000</b>	10	1,455	0.00%
<b>1,001 – 5,000</b>	78	270,542	0.28%
<b>5,001 – 10,000</b>	131	1,140,738	1.19%
<b>10,001 – 100,000</b>	443	15,804,531	16.51%
<b>100,001 +</b>	135	78,512,221	82.02%
<b>TOTAL</b>	<b>797</b>	<b>95,729,487</b>	

<b>Analysis by Location</b>			
<b>Overseas</b>	17	770,767	0.81%
<b>Australia:</b>			
<b>ACT</b>	12	902,750	0.94%
<b>NSW</b>	167	24,980,234	26.09%
<b>VIC</b>	124	15,002,743	15.67%
<b>QLD</b>	74	3,406,538	3.56%
<b>SA</b>	45	1,297,355	1.36%
<b>WA</b>	333	48,817,843	51.00%
<b>TAS</b>	9	253,156	0.26%
<b>NT</b>	5	101,431	0.11%
<b>Address Unknown</b>	11	196,670	0.20%
<b>TOTAL</b>	<b>797</b>	<b>95,729,487</b>	

**LISTED OPTIONS EXERCISABLE AT 25C EACH EXPIRING ON 31 MAY 2015**

<b>Top 20</b>		<b>#</b>	<b>%</b>
1.	JAEK HLDGS PL	1,352,213	7.78%
2.	CELERY PL	1,048,980	6.04%
3.	DREAMLINER PL	774,673	4.46%
4.	PROSPERO CAP PL	752,634	4.33%
5.	SKYE EQUITYPL	639,200	3.68%
6.	CG NOM AUST PL	622,500	3.58%
7.	ADMARK INV PL	583,334	3.36%
8.	GREGORACH PL	491,121	2.83%
9.	ALL INV PL	400,000	2.30%
10.	ALBERGA ANTONIO	395,003	2.27%
11.	MCWILLIAM JUDITH LYNETTE	383,334	2.21%
12.	BENATAR RONNIE + LOUANNE	379,998	2.19%
13.	WINGATE PHILLIP LAURENCE	322,944	1.86%
14.	VIRGIN JUSTIN ANTHONY	288,000	1.66%
15.	WARD JOSHUA SCOTT	271,173	1.56%
16.	REGO TERRANCE	260,000	1.50%
17.	SCHLINK SABINA MARIE	252,500	1.45%
18.	TAYLOR PETER W+ MJ	216,667	1.25%
19.	BULLSEYE GEOSERVICES PL	200,000	1.15%
20.	VALLERINE BM + BLOUNT S	200,000	1.15%
<b>TOTAL</b>		<b>9,834,274</b>	<b>56.61%</b>

<b>Spread of Holdings</b>	<b> Holders</b>	<b>Securities</b>	<b>%</b>
<b>NIL Holdings</b>	0	0	0.00%
<b>1 – 1,000</b>	24	15,513	0.09%
<b>1,001 – 5,000</b>	122	372,862	2.15%
<b>5,001 – 10,000</b>	52	386,566	2.22%
<b>10,001 – 100,000</b>	118	4,290,085	24.69%
<b>100,001 +</b>	37	12,312,255	70.85%
<b>TOTAL</b>	<b>353</b>	<b>17,377,281</b>	

<b>Analysis by Location</b>			
<b>Overseas</b>	5	199,258	1.15%
<b>Australia:</b>			
<b>ACT</b>	6	30,777	0.18%
<b>NSW</b>	83	4,772,723	27.47%
<b>VIC</b>	37	1,164,969	6.70%
<b>QLD</b>	33	975,264	5.61%
<b>SA</b>	23	332,348	1.91%
<b>WA</b>	157	9,328,938	53.68%
<b>TAS</b>	2	10,500	0.06%
<b>NT</b>	2	62,500	0.36%
<b>Address Unknown</b>	5	500,004	2.88%
<b>TOTAL</b>	<b>353</b>	<b>17,377,281</b>	