



2 January 2018

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

Dear Sir,

PLACEMENT ISSUE

On 18 December the Company announced it had raised \$1,500,000 through the Placement of ordinary fully paid shares at \$0.02 per share. Due to an excess of demand the Company has decided to accept a further \$350,000 of applications for the Placement for a total raise of \$1,850,000. The total number of Shares to be issued is 92,500,000. Further, Placement participants were issued one new option exercisable at \$0.03 and expiring on 2 January 2020 for every 1 shares subscribed for and placed in the placement. The shares have been placed under the Company's 10% and 15% 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 9.33%.

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 (73,092,570 shares):

Pre-Placement shareholders who did not participate in the Placement	90.67%
Pre-Placement shareholders who did participate in the Placement	3.25%
Participants in the Placement who were not previously shareholders	6.08%

- (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.
- (c) No underwriting agreements were in place for the Placement.
- (d) The Company has agreed to pay a fee of 5-6% for funds raised under the Placement.

CAPITAL STRUCTURE

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

Shares

Shares	Number
Shares currently on issue	783,295,119
Shares issued under the Placement	92,500,000
Total Shares on issue on completion of the Placement	875,795,119

Options

Options	Number
Quoted Options: Exercisable at \$0.25 each on or before 31 January 2018	30,665,369
Quoted Options: Exercisable at \$0.11 each on or before 31 January 2020	202,458,461
Unquoted Options: Exercisable at \$0.15 each on or before 30 April 2018	10,500,000
Unquoted Options: Exercisable at \$0.25 each on or before 14 July 2019	300,000
Unquoted Options: Exercisable at \$0.07 each on or before 30 April 2018	500,000
Unquoted Options: Exercisable at \$0.07 each on or before 30 June 2018	250,000
Unquoted Options: Exercisable at \$0.075 each on or before 29 May 2020	750,000
Unquoted Options: Exercisable at \$0.0875 each on or before 29 May 2020	750,000
Unquoted Options: Exercisable at \$0.0915 each on or before 29 May 2020	1,500,000
Unquoted Options: Exercisable at \$0.106746 each on or before 29 May 2020	1,500,000
Unquoted Options: Exercisable at \$0.02 each on or before 30 November 2020	2,678,571
Unquoted Options: Exercisable at \$0.02 each on or before 31 January 2021	1,449,275
Unquoted Options: Exercisable at \$0.02 each on or before 30 April 2020	500,000
Unquoted Options: Exercisable at \$0.02 each on or before 30 June 2021	250,000
Unquoted Options: Exercisable at \$0.03 each on or before 2 January 2020	92,500,000
Total Options on issue on completion of the Placement	346,541,676

Yours sincerely,

For and on behalf of Orinoco Gold Limited

Joel Ives

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.

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

Name of entity

Orinoco Gold Limited

ABN

71 149 219 974

We (the entity) give ASX the following information.

Part 1 - All issues

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

- | | | |
|---|---|---|
| 1 | +Class of +securities issued or to be issued | (a) Fully Paid Ordinary Shares
(b) Unlisted options |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | (a) 92,500,000
(b) 92,500,000 |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | (a) Fully Paid Ordinary Shares
(b) Unlisted options exercisable at \$0.03 each and expiring 2 years from the date of issue |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

<p>4 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • 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 	<p>(a) Yes (b) No, Shares issue on the conversion of the options will rank equally with fully paid ordinary shares</p>
<p>5 Issue price or consideration</p>	<p>(a) \$0.02 per share (b) Free attaching option</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>To provide additional capital for operations at Cascavel and for working capital requirements.</p>
<p>6a Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	<p>Yes</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>Annual General Meeting held 31 May 2017.</p>
<p>6c Number of +securities issued without security holder approval under rule 7.1</p>	<p>(a) 19,407,430 (b) 92,500,000</p>

+ See chapter 19 for defined terms.

Appendix 3B

New issue announcement

6d	Number of *securities issued with security holder approval under rule 7.1A	(a) 73,092,570
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
6f	Number of *securities issued under an exception in rule 7.2	Not Applicable
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.	Yes, the issue is at a 3% discount to the 15 day VWAP before the date on which the price at which the securities were to be issued was agreed, being \$0.0206, the trading data source was Commsec.
6h	If *securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	Not Applicable
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	Refer to Annexure 1
7	<p>*Issue dates</p> <p>Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.</p> <p>Cross reference: item 33 of Appendix 3B.</p>	2 January 2018

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

	Number	+Class
8	875,795,119	Fully Paid Ordinary Shares
	30,655,369	\$0.25 OGXOC options exercisable on or before 31 January 2018
	202,458,461	\$0.11 OGXOD options exercisable on or before 31 January 2020

	Number	+Class
9	10,500,000	\$0.15 options exercisable on or before 30 April 2018
	300,000	\$0.25 options exercisable on or before 14 July 2019
	500,000	\$0.07 options exercisable on or before 30 April 2018
	250,000	\$0.07 options exercisable on or before 30 June 2018
	750,000	\$0.0750 options exercisable on or before 29 May 2020
	750,000	\$0.0875 options exercisable on or before 29 May 2020
	1,500,000	\$0.09150 options exercisable on or before 29 May 2020
	1,500,000	\$0.106746 options exercisable on or before 29 May 2020
	2,678,571	\$0.02 options exercisable on or before 30 November 2020
	1,449,275	\$0.02 options exercisable on or before 31 January 2021
	500,000	\$0.02 options exercisable on or before 30 April 2020
	250,000	\$0.02 options exercisable on or before 30 June 2021
	92,500,000	\$0.03 options exercisable on or before 2 January 2020

+ See chapter 19 for defined terms.

Appendix 3B

New issue announcement

- | | | |
|----|--|----------------|
| 10 | Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests) | Not Applicable |
|----|--|----------------|

Part 2 - Pro rata issue – DELETED AS NOT APPLICABLE

Part 3 - Quotation of securities

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

- 34 Type of ⁺securities
(tick one)

(a) ☒ ⁺Securities described in Part 1

(b) ☐ All other ⁺securities

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

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

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

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

Entities that have ticked box 34(b)

38	Number of +securities for which +quotation is sought					
39	+Class of +securities for which quotation is sought					
40	<p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none">• 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					
41	<p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another +security, clearly identify that other +security)</p>					
42	Number and +class of all +securities quoted on ASX (<i>including</i> the +securities in clause 38)	<table border="1"><thead><tr><th>Number</th><th>+Class</th></tr></thead><tbody><tr><td></td><td></td></tr></tbody></table>	Number	+Class		
Number	+Class					

+ See chapter 19 for defined terms.

Quotation agreement

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

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



Sign here:
Company secretary

Date: 2 January 2018

Print name: Joel Ives

Appendix 3B – Annexure 1

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

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

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
<i>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</i>	
<i>Insert</i> number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	307,349,089
<i>Add</i> the following: <ul style="list-style-type: none"> • Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 • Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval • Number of partly paid +ordinary securities that became fully paid in that 12 month period <p>Note:</p> <ul style="list-style-type: none"> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	391,476,805 79,742,612
<i>Subtract</i> the number of fully paid +ordinary securities cancelled during that 12 month period	
“A”	778,568,506

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	116,785,276
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued: <ul style="list-style-type: none"> Under an exception in rule 7.2 Under rule 7.1A With security holder approval under rule 7.1 or rule 7.4 Note: <ul style="list-style-type: none"> <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	4,877,846 92,500,000 – Options exercisable at \$0.03 expiring 2 January 2020 – Issued 2 January 2018 19,407,430 Ordinary Share issued 2 January 2018
“C”	116,785,276
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	116,785,276
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	116,785,276
Total [“A” x 0.15] – “C”	- <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ 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” <i>Note: number must be same as shown in Step 1 of Part 1</i>	778,568,506
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	77,856,851
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 <i>Notes:</i> <ul style="list-style-type: none"> • 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 	4,726,613 73,092,570 Ordinary Share issued 2 January 2018
“E”	77,819,183

⁺ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	77,856,851
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	77,819,183
Total [“A” x 0.10] – “E”	37,668 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.