



30 December 2015

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

Dear Sir,

### **APPENDIX 3B**

Orinoco Gold Limited ("Orinoco" or the "Company") wishes to advise that it has issued a total of 6,536,177 ordinary fully paid shares under its 10% placement capacity as announced on 17 December 2015.

Participants in the Placement have also been 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. A total of 2,178,726 options have been issued under the Company's 15% placement capacity. These options are currently unlisted. Upon completion of the Entitlements Issued announced on 23 December 2015 the Company will apply for quotation of these Options.

The Company provides the following information in accordance with ASX Listing Rule 3.10.5A.

#### **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 3.01%.

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 (12.2m shares):

Pre-Placement shareholders who did not participate in the Placement	97.00%
Pre-Placement shareholders who did participate in the Placement	2.01%
Participants in the Placement who were not previously shareholders	1.00%

- (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 is completing 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.

Full details are in the Appendix 3B attached.

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 flourish above the first name.

**Phillip Wingate**  
Company Secretary

## 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

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) Ordinary Shares<br>(b) Unlisted Options                                                                                                                                                                                                                    |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued                                                                                                                                                | (a) 6,536,177<br>(b) 2,178,726                                                                                                                                                                                                                                 |
| 3 | 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<br>(b) Unlisted Options with an exercise price of \$0.25 and expire 31 January 2018 (Company will apply to list the options at the time options on the same terms are issued as part of the non-renounceable entitlement issue) |

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+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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<p>4 Do the +securities rank equally in all respects from the date of allotment 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"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>(a) Yes</p> <p>(b) No, shares issued on the exercise of options will rank equally with existing quoted securities</p>
<p>5 Issue price or consideration</p>	<p>(a) \$0.17 per share</p> <p>(b) nil cash consideration</p>
<p>6 Purpose of the issue          (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>(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</p> <p>(b) Free attaching to Shares subscribed for in the Placement on a one for three basis</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>6 b The date the security holder resolution under rule 7.1A was passed</p>	<p>26 May 2015</p>
<p>6c Number of +securities issued without security holder approval under rule 7.1</p>	<p>(b) 2,178,726</p>
<p>6 d Number of +securities issued with security holder approval under rule 7.1A</p>	<p>(a) 6,536,177</p>

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+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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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.	<p>Yes.</p> <p>Shares issued at \$0.17 per share on 30 December 2015, the 15 day VWAP calculated under rule 7.1A.3 was \$0.19.</p> <p>The issue price is 89.5% of this 15 day VWAP.</p> <p><i>Source: Trading data collated by the Company</i></p>	
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 Annexure 1.	
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	30 December 2015	
8	Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)	Number	+Class
		217,569,588	Fully Paid Ordinary Shares
		81,122,141	\$0.11 options exercisable on or before 30 November 2016

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+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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
		11,000,000	\$0.25 options exercisable on or before 31 October 2017
		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
		8,000,000	\$0.20 options exercisable on or before 1 March 2016
		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
		1,250,000	\$0.25 options exercisable on or before 31 October 2017
		250,000	\$0.11 options exercisable on or before 30 June 2017
		2,178,726	\$0.25 options exercisable on or before 31 January 2018
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)		

+ See chapter 19 for defined terms.

## Part 2 - Bonus issue or pro rata issue

- |    |                                                                                                                                                                                                                                                         |  |
|----|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| 11 | Is security holder approval required?                                                                                                                                                                                                                   |  |
| 12 | Is the issue renounceable or non-renounceable?                                                                                                                                                                                                          |  |
| 13 | Ratio in which the <sup>+</sup> securities will be offered                                                                                                                                                                                              |  |
| 14 | <sup>+</sup> Class of <sup>+</sup> securities to which the offer relates                                                                                                                                                                                |  |
| 15 | <sup>+</sup> Record date to determine entitlements                                                                                                                                                                                                      |  |
| 16 | Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?                                                                                                                                                      |  |
| 17 | Policy for deciding entitlements in relation to fractions                                                                                                                                                                                               |  |
| 18 | Names of countries in which the entity has <sup>+</sup> security holders who will not be sent new issue documents<br><br><small>Note: Security holders must be told how their entitlements are to be dealt with.<br/>Cross reference: rule 7.7.</small> |  |
| 19 | Closing date for receipt of acceptances or renunciations                                                                                                                                                                                                |  |
| 20 | Names of any underwriters                                                                                                                                                                                                                               |  |
| 21 | Amount of any underwriting fee or commission                                                                                                                                                                                                            |  |
| 22 | Names of any brokers to the issue                                                                                                                                                                                                                       |  |
| 23 | Fee or commission payable to the broker to the issue                                                                                                                                                                                                    |  |
| 24 | Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of <sup>+</sup> security holders                                                                                                                         |  |

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+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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|----|-------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| 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 <i>part</i> 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.

**Appendix 3B**  
**New issue announcement**

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**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

**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

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+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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40 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

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another security, clearly identify that other security)

42 Number and +class of all +securities quoted on ASX (including the securities in clause 38)

Number	+Class

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+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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**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 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: 30 December 2015

**(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

<b>Rule 7.1 – Issues exceeding 15% of capital</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>Insert</b> number of fully paid ordinary securities on issue 12 months before date of issue or agreement to issue	122,412,134
<p><b>Add</b> the following:</p> <ul style="list-style-type: none"> <li>• Number of fully paid ordinary securities issued in that 12 month period under an exception in rule 7.2 <span style="float: right;">43,888,792</span></li> <li>• Number of fully paid ordinary securities issued in that 12 month period with shareholder approval <span style="float: right;">34,424,733</span></li> <li>• Number of partly paid ordinary securities that became fully paid in that 12 month period <span style="float: right;">Nil</span></li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>Include only ordinary securities here – other classes of equity securities cannot be added</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	
<b>Subtract</b> the number of fully paid ordinary securities cancelled during that 12 month period	Nil
<b>“A”</b>	200,725,659

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

<b>Step 2: Calculate 15% of “A”</b>	
<b>“B”</b>	0.15 <i>[Note: this value cannot be changed]</i>
<b>Multiply “A” by 0.15</b>	30,108,849
<b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>	
<p><b>Insert</b> number of equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> <li>• Under an exception in rule 7.2</li> <li>• Under rule 7.1A</li> <li>• With security holder approval under rule 7.1 or rule 7.4</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i></li> <li>• <i>Include here (if applicable ) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	<p>2,857,143 Ordinary Shares (<i>issued 28 May 15</i>)</p> <p>2,857,143 Listed Options (<i>issued 28 May 15</i>)</p> <p>4,785,713 Ordinary Shares (<i>issued 18 June 15</i>)</p> <p>4,785,713 Listed Options (<i>issued 18 June 15</i>)</p> <p>1,164,896 Ordinary Shares (<i>issued 16 July 15</i>)</p> <p>750,000 Ordinary Shares (<i>issued 26 August 15</i>)</p> <p>750,000 Listed Options (<i>issued 26 August 15</i>)</p> <p>500,000 Ordinary Shares (<i>issued 22 October 15</i>)</p> <p>500,000 Unlisted Options (<i>issued 22 October 15</i>)</p> <p>1,250,000 Unlisted Options (<i>issued 22 October 15</i>)</p> <p>1,250,000 Unlisted Options (<i>issued 22 October 15</i>)</p> <p>250,000 Ordinary Shares (<i>issued 15 December 15</i>)</p> <p>250,000 Unlisted Options (<i>issued 15 December 15</i>)</p> <p>2,178,726 <i>Unlisted Options (issued 30 December 2015)</i></p>
<b>“C”</b>	24,129,334

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Appendix 3B  
New issue announcement

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<b>Step 4: Subtract "C" from ["A" x "B"] to calculate remaining placement capacity under rule 7.1</b>	
<b>"A" x 0.15</b> <i>Note: number must be same as shown in Step 2</i>	30,108,849
<b>Subtract "C"</b> <i>Note: number must be same as shown in Step 3</i>	24,129,334
<b>Total ["A" x 0.15] – "C"</b>	5,979,515 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

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+ See chapter 19 for defined terms.

## Part 2

<b>Rule 7.1A – Additional placement capacity for eligible entities</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>“A”</b>  <i>Note: number must be same as shown in Step 1 of Part 1</i>	200,725,659
<b>Step 2: Calculate 10% of “A”</b>	
<b>“D”</b>	0.10  <i>Note: this value cannot be changed</i>
<b>Multiply “A” by 0.10</b>	20,072,566
<b>Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used</b>	
<b>Insert</b> 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"> <li>• <i>This applies to equity securities – not just ordinary securities</i></li> <li>• <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>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</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	6,536,177 <i>Ordinary Shares (issued 30 December 2015)</i>
<b>“E”</b>	6,536,177

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Appendix 3B  
New issue announcement

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<b>Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A</b>	
"A" x 0.10 <i>Note: number must be same as shown in Step 2</i>	20,072,566
<b>Subtract "E"</b> <i>Note: number must be same as shown in Step 3</i>	6,536,177
<b>Total</b> ["A" x 0.10] – "E"	13,536,389 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

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+ See chapter 19 for defined terms.