

#### **ASX ANNOUNCEMENT**

05 September 2016

#### **CONVERSION OF PERFORMANCE SHARES**

Cardinal Resources Limited (ASX: CDV) ("Cardinal" or "the Company") advises that 50 Class B Performance Shares have been converted into 5,000,000 fully paid ordinary shares of the Company.

On 27 December 2012, 50 Class B Performance Shares were issued as part of the acquisition of the share capital of Cardinal (Australia) Pty Ltd by Cardinal Resources (previously Ridge Resources Limited). The issue of these shares was approved by Shareholders of the Company at the general meeting held on 19 November 2012.

The Class B Performance shares converted to 5,000,000 fully paid ordinary shares when the Company satisfied the requirement that the market capitalisation of the Company reached at least \$50 million on an undiluted basis, determined by reference to the preceding 30 day VWAP.

The 30 day VWAP of the Company for the period 22 July 2016 to 1 September 2016 was \$0.46, resulting in a market capitalisation in excess of \$50 million on an undiluted basis. Accordingly the Board has resolved to convert the 50 Class B Performance Shares to fully paid ordinary shares as at 5 September 2016.

The Section 708A(5)(e) notice, Appendix 3B and Appendix 3Y's in respect to the securities issued are appended to this announcement.

For further information contact:

Archie Koimtsidis Managing Director Cardinal Resources Limited

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05 September 2016

ASX Limited Level 40 Central Park 152-158 St Georges Terrace PERTH WA 6000

# CARDINAL RESOURCES LIMITED SHARE PLACEMENT – NOTICE UNDER SECTION 708A (5)(e) OF THE CORPORATIONS ACT

On 5 September 2016, Cardinal Resources Limited (**Company**) announced that 5,000,000 fully paid ordinary shares in the capital of the Company (**Shares**) on conversion of the Class B Performance Shares.

The Company hereby notifies ASX under section 708A(5)(e) of the Act that:

- (a) the Shares were issued without disclosure to investors under Part 6D.2 of the Act;
- (b) as at 5 September 2016, the Company has complied with the provisions of Chapter 2M of the Act as they apply to the Company;
- (c) as at 5 September 2016, the Company has complied with Section 674 of the Act;
- (d) as at 5 September 2016, there is no information to be disclosed which is excluded information (as defined by section 708A(7) of the Corporations Act) that is reasonable for investors and their professional advisers to expect to find in a disclosure document.

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.			and	
	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 o	of entity				
Cardir	nal Resources Limited				
ABN					
	7 325 620				
We (tl	ne entity) give ASX the following in	form	nation.		
	1 - All issues set complete the relevant sections (attach s	sheets	s if there is not enough space).		
1	<sup>+</sup> Class of <sup>+</sup> securities issued or to	1.	Ordinary Fully Paid Shares		
-	be issued	2.	Ordinary Fully Paid Shares		
2	Number of *securities issued or to	1.	5,000,000		
	be issued (if known) or maximum number which may be issued	2.	575,000		
	number which may be issued				
2	Deinsing Laure of the terrorities		Ell Billouline Chang		
3	Principal terms of the *securities (e.g. if options, exercise price and	1. 2.	Fully Paid Ordinary Shares Fully Paid Ordinary Shares		
	expiry date; if partly paid				
	*securities, the amount outstanding and due dates for				
	payment; if +convertible				
	securities, the conversion price and dates for conversion)				

<sup>+</sup> See chapter 19 for defined terms.

4	Do the *securities rank equally in all respects from the *issue date 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. Yes 2. Yes
5	Issue price or consideration	1. Nil
5	issue price of consideration	2. \$0.15 per share
		7 0.00   0.00.0
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	<ol> <li>Conversion of Class B Performance Shares</li> <li>Exercise of Listed Options</li> </ol>
6a	Is the entity an *eligible entity that has obtained security holder approval under rule 7.1A?  If Yes, complete sections 6b – 6h in relation to the *securities the subject of this Appendix 3B, and comply with section 6i	Yes
6b	The date the security holder	19 November 2015
UIJ	resolution under rule 7.1A was passed	13 MOAGUINGI 5012
6c	Number of *securities issued without security holder approval under rule 7.1	Nil

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<sup>+</sup> See chapter 19 for defined terms.

Number of \*securities issued with 6d Nil security holder approval under rule 7.1A Number of \*securities issued with 6e 5,000,000 Fully Paid Ordinary Shares security holder approval under rule 7.3, or another specific Date of Shareholder Meeting: 19 November security holder approval (specify 2012 date of meeting) Number of \*securities issued 6f 575,000 Fully Paid Ordinary Shares under an exception in rule 7.2 If \*securities issued under rule N/A 6g 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the <sup>+</sup>issue date and both values. Include the source of the VWAP calculation. 6h If \*securities were issued under N/A 7.1A rule for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements 6i Calculate the entity's remaining See Annexure 1 issue capacity under rule 7.1 and rule 7.1A - complete Annexure 1 and release to ASX Market Announcements 7 <sup>+</sup>Issue dates 5 September 2016 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. Cross reference: item 33 of Appendix 3B. Number +Class 8 Number and +class of all 303,149,697 Fully Paid Ordinary \*securities quoted on ASX Shares (including the \*securities in section 2 if applicable) 116,512,039 Options exercisable at \$0.15 on or before 30

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September 2019

<sup>+</sup> See chapter 19 for defined terms.

9 Number and \*class of all \*securities not quoted on ASX (including the \*securities in section 2 if applicable)

Number	†Class
9,500,000	Unlisted Options exercisable at \$0.22 on or before 14 March 2020
50	Class A Performance Shares
60	Class C Performance Shares

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

N/A			

### Part 2 - Pro rata issue

11	Is security holder approval required?	N/A
12	Is the issue renounceable or non-renounceable?	N/A
13	Ratio in which the *securities will be offered	N/A
14	<sup>+</sup> Class of <sup>+</sup> securities to which the offer relates	N/A
15	<sup>+</sup> Record date to determine entitlements	N/A
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
	-	
17	Policy for deciding entitlements in relation to fractions	N/A
18	Names of countries in which the entity has security holders who will not be sent new offer documents	N/A
	Note: Security holders must be told how their entitlements are to be dealt with.	
	Cross reference: rule 7.7	

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<sup>+</sup> See chapter 19 for defined terms.

19	Closing date for receipt of	N/A
	acceptances or renunciations	
20	Names of any underwriters	N/A
24		[n//
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the	N/A
	broker to the issue	
24	Amount of any handling fee	N/A
	payable to brokers who lodge	
	acceptances or renunciations on behalf of security holders	
	•	
25	If the issue is contingent on	N/A
	security holders' approval, the date of the meeting	
	Ğ	
26	Date entitlement and acceptance	N/A
	form and offer documents will be sent to persons entitled	
	·	
27	If the entity has issued options, and	N/A
	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	N/A
	applicable)	,
20	Date rights trading will end (if	NI/A
29	applicable)	N/A
30	How do security holders sell their	N/A
	entitlements in full through a	
	broker?	
31	How do security holders sell part of	N/A
	their entitlements through a broker	
	and accept for the balance?	

<sup>+</sup> See chapter 19 for defined terms.

32	How do security holders dispose their entitlements (except by sathrough a broker)?	•
33	<sup>+</sup> Issue date	N/A
	t 3 - Quotation of secu	
34	Type of *securities (tick one)	
(a)	*Securities described in Pa	rt 1
(b)		end of the escrowed period, partly paid securities that become fully paid, employection ends, securities issued on expiry or conversion of convertible securities
Entit	ies that have ticked box 34	(a)
Addit	ional securities forming a new c	lass of securities
Tick to docum	o indicate you are providing the infor ents	mation or
35	- I - I	uity securities, the names of the 20 largest holders of the the number and percentage of additional *securities held
36	. I	juity securities, a distribution schedule of the additiona number of holders in the categories
37	A copy of any trust deed fo	or the additional *securities
Entit	ies that have ticked box 34	(b)
38	Number of *securities for wh	ich N/A

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<sup>+</sup> See chapter 19 for defined terms.

39	<sup>+</sup> Class of <sup>+</sup> securities for which quotation is sought	N/A	
40	Do the *securities rank equally in all respects from the *issue date 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	N/A	
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)	N/A	
42	Number and *class of all *securities quoted on ASX (including the *securities in clause 38)	Number N/A	+Class N/A

<sup>+</sup> See chapter 19 for defined terms.

#### **Quotation agreement**

- <sup>†</sup>Quotation of our additional <sup>†</sup>securities is in ASX's absolute discretion. ASX may quote the <sup>†</sup>securities on any conditions it decides.
- 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 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: Sarah Shipway Date: 5 September 2016

Company secretary

Print name: Sarah Shipway

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<sup>+</sup> 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 Amended 04/03/13

#### Part 1

Rule 7.1 – Issues exceeding 15% of capital  Step 1: Calculate "A", the base figure from which the placement capacity is calculated		
<ul> <li>Add the following:</li> <li>Number of fully paid *ordinary securities issued in that 12 month period under an exception in rule 7.2</li> </ul>	25 September 2015 – 28,164,816 Fully Paid Ordinary Shares approved at the Company's Annual General Meeting held on 19 November 2015	
Number of fully paid <sup>+</sup> ordinary securities issued in that 12 month period with shareholder approval	27 November 2015 – 31,835,184 Fully Paid Ordinary Shares approved at the Company's Annual General Meeting held on 19 November 2015	
<ul> <li>Number of partly paid †ordinary securities that became fully paid in that 12 month period</li> </ul>	27 November 2015 – 332,116 Fully Paid Ordinary Shares approved at the Company's Annual General Meeting held on 27 April 2016	
Note:  Include only ordinary securities here – other classes of equity securities cannot be added  Include here (if applicable) the securities the	8 March 2016 – 42,666,642 Fully Paid Ordinary Shares approved at the Company's Annual General Meeting held on 27 April 2016	
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	9 May 2016 – 6,416,670 Fully Paid Ordinary Shares approved at the Company's Annual General Meeting held on 27 April 2016	
	19 July 2016 – 55,518,670 Fully Paid Ordinary Shares approved at the Company's Annual General Meeting held on 19 August 2016.	
	26 August 2016 – 19,481,330 Fully Paid Shares approved at the Company's Annual General Meeting held on 19 August 2016.	
	26 August 2016 – 500,000 Fully Paid Ordinary Shares on exercise of Listed Options.	

<sup>+</sup> See chapter 19 for defined terms.

	5 September 2016 – 5,000,000 Fully Paid Ordinary Shares on conversion of Class B Performance Shares approved at the Company's Annual General Meeting held on 19 November 2012. 5 September 2016 – 575,000 Fully Paid Ordinary Shares on exercise of Listed Options
<b>Subtract</b> the number of fully paid <sup>+</sup> ordinary securities cancelled during that 12 month period	N/A
"A"	303,149,697
Step 2: Calculate 15% of "A"	
"B"	0.15
	[Note: this value cannot be changed]
Multiply "A" by 0.15	45,472,454
Step 3: Calculate "C", the amount of placalready been used	cement capacity under rule 7.1 that has
Step 3: Calculate "C", the amount of place already been used  Insert number of †equity securities issued or agreed to be issued in that 12 month period	cement capacity under rule 7.1 that has
Step 3: Calculate "C", the amount of place already been used  Insert number of *equity securities issued or agreed to be issued in that 12 month period not counting those issued:	
Step 3: Calculate "C", the amount of place already been used  Insert number of †equity securities issued or agreed to be issued in that 12 month period	
Step 3: Calculate "C", the amount of place already been used  Insert number of *equity securities issued or agreed to be issued in that 12 month period not counting those issued:	
Step 3: Calculate "C", the amount of place already been used  Insert number of †equity securities issued or agreed to be issued in that 12 month period not counting those issued:  • Under an exception in rule 7.2	
Step 3: Calculate "C", the amount of place already been used  Insert number of *equity securities issued or agreed to be issued in that 12 month period not counting those issued:  Under an exception in rule 7.2  Under rule 7.1A  With security holder approval under rule	

Step 4: Subtract "C" from ["A" x "B"] to calculate remaining placement capacity under rule 7.1

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<sup>+</sup> See chapter 19 for defined terms.

"A" x 0.15	45,472,454
Note: number must be same as shown in Step 2	
Subtract "C"	0
Note: number must be same as shown in Step 3	
<i>Total</i> ["A" x 0.15] – "C"	45,472,454
	[Note: this is the remaining placement capacity under rule 7.1]

### 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"	303,149,697	
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	30,314,969	
Step 3: Calculate "E", the amount of place already been used	cement capacity under rule 7.1A that has	
Insert number of *equity securities issued or agreed to be issued in that 12 month period under rule 7.1A	Nil	
<ul> <li>Notes:         <ul> <li>This applies to equity securities – not just ordinary securities</li> <li>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</li> </ul> </li> <li>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</li> <li>It may be useful to set out issues of</li> </ul>		

<sup>+</sup> See chapter 19 for defined terms.

securities on different dates as separate line items	
"E"	0
Step 4: Subtract "E" from ["A" x "D"] to under rule 7.1A	calculate remaining placement capacity
"A" x 0.10	30,314,969
Note: number must be same as shown in Step 2	
Subtract "E"	0
Note: number must be same as shown in Step 3	
<i>Total</i> ["A" x 0.10] – "E"	30,314,969
	Note: this is the remaining placement capacity under rule 7.1A

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<sup>+</sup> See chapter 19 for defined terms.

Rule 3.19A.2

# **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 CARDINAL RESOURCES LIMITED
ABN 56 147 325 620

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	Arthur Koimtsidis
Date of last notice	9 May 2016

#### 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 and Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	The Titans Investment Company Pty Ltd - Director, Shareholder & Beneficiary  Cleverman Investments Pty Ltd <the a="" ak="" c="" investment=""> - Director, Shareholders &amp; Beneficiary</the>
Date of change	5 September 2016

<sup>+</sup> See chapter 19 for defined terms.

No. of securities held prior change	
Arthur Koimtsidis	5,902,565 Ordinary Fully Paid Shares 1,019,231 Listed Options exercisable \$0.15 on or before 30 September 2019 3,000,000 Unlisted Options exercisable \$0.22 on or before 18 March 2020 10 Class A Performance Shares 10 Class B Performance Shares
Nicky Koimtsidis	500,000 Ordinary Fully Paid Shares
The Titans Investment Company Pty Ltd	175,000 Ordinary Fully Paid Shares
Cleverman Investments Pty Ltd <the a="" ak="" c="" investment=""></the>	540,000 Ordinary Fully Paid Shares 3,172,500 Listed Options exercisable \$0.15 on or before 30 September 2019
Class	Ordinary Fully Paid Shares Class B Performance Shares
Number acquired Arthur Koimtsidis	1,000,000 Ordinary Fully Paid Shares
Number disposed Arthur Koimtsidis	10 Class B Performance Shares
Value/Consideration  Note: If consideration is non-cash, provide details and estimated valuation	Nil
No. of securities held after change	
Arthur Koimtsidis	6,902,565 Ordinary Fully Paid Shares 1,019,231 Listed Options exercisable \$0.15 on or before 30 September 2019 3,000,000 Unlisted Options exercisable \$0.22 on or before 18 March 2020 10 Class A Performance Shares
Nicky Koimtsidis	500,000 Ordinary Fully Paid Shares
The Titans Investment Company Pty Ltd	175,000 Ordinary Fully Paid Shares
Cleverman Investments Pty Ltd <the a="" ak="" c="" investment=""></the>	540,000 Ordinary Fully Paid Shares 3,172,500 Listed Options exercisable \$0.15 on or before 30 September 2019

<sup>+</sup> See chapter 19 for defined terms.

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Nature of change	Conversion of Class B Performance Shares
Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	approved at the Company Annual General Meeting held on 19 November 2012

### 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	N/A
Nature of interest	N/A
Name of registered holder	N/A
(if issued securities)	
Date of change	N/A
No. and class of securities to which	N/A
interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration  Note: If consideration is non-cash, provide details and an estimated valuation	N/A
Interest after change	N/A

### Part 3 – +Closed period

Were the interests in the securities or contracts detailed	No
above traded during a +closed period where prior written	
clearance was required?	
If so, was prior written clearance provided to allow the	N/A
trade to proceed during this period?	
If prior written clearance was provided, on what date was	N/A
this provided?	

<sup>+</sup> See chapter 19 for defined terms.

Rule 3.19A.2

# **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 CARDINAL RESOURCES LIMITED	
<b>ABN</b> 56 147 325 620	

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	Malik Easah
Date of last notice	9 May 2016

#### 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.	N/A
Date of change	5 September 2016
No. of securities held prior to change	6,681,815 Ordinary Fully Paid Shares
	6,560,423 Listed Options exercisable \$0.15 on or before 30 September 2019
	2,000,000 Unlisted Options exercisable at \$0.22 on or before 18 March 2016
	10 Class A Performance Shares
	10 Class B Performance Shares
Class	Ordinary Fully Paid Shares Class B Performance Shares

<sup>+</sup> See chapter 19 for defined terms.

Number acquired	1,000,000 Fully Paid Ordinary Shares
Number disposed	10 Class B Performance Shares
Value/Consideration  Note: If consideration is non-cash, provide details and estimated valuation	Nil
No. of securities held after change	7,681,815 Ordinary Fully Paid Shares 6,560,423 Listed Options exercisable \$0.15 on or before 30 September 2019 2,000,000 Unlisted Options exercisable at \$0.22 on or before 18 March 2016 10 Class A Performance Shares
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 B Performance Shares approved at the Company Annual General Meeting held on 19 November 2012

### 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	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
Date of change	N/A
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	N/A
Interest acquired	N/A

 $<sup>\</sup>boldsymbol{+}$  See chapter 19 for defined terms.

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Interest disposed	N/A
Value/Consideration  Note: If consideration is non-cash, provide details and an estimated valuation	N/A
Interest after change	N/A

### Part 3 – \*Closed period

Were the interests in the securities or contracts detailed	No
above traded during a +closed period where prior written	
clearance was required?	
If so, was prior written clearance provided to allow the	N/A
trade to proceed during this period?	
If prior written clearance was provided, on what date was	N/A
this provided?	

<sup>+</sup> See chapter 19 for defined terms.