
CARDINAL RESOURCES LIMITED**ACN 147 325 620****NOTICE OF ANNUAL GENERAL MEETING**

Notice is given that the Meeting will be held at:

TIME: 10:00am (AWST)
DATE: 4 November 2019
PLACE: Parmelia Hilton Perth
14 Mill Street
Perth WA 600

The business of the Meeting affects your shareholding and your vote is important.

This Notice of Meeting should be read in its entirety. Shareholders that are in doubt as to how they should vote, should seek advice from their professional advisers prior to voting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 10:00am (AWST) on 2 November 2019.

BUSINESS OF THE MEETING

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2019 together with the declaration of the directors, the director's report, the Remuneration Report and the auditor's report.

2. RESOLUTION 1 – RE-ELECTION OF DIRECTOR – KEVIN TOMLINSON

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purpose of clause 3.8 of the Constitution, ASX Listing Rule 14.5 and for all other purposes, Kevin Tomlinson, a Director, retires and being eligible, is re-elected as a Director."

3. RESOLUTION 2 – ELECTION OF DIRECTOR – DR. KENNETH G. THOMAS

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purpose of clause 3.5 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Dr. Kenneth G. Thomas, a Director who was appointed as an additional Director on 31 October 2018, retires, and being eligible, is elected as a Director."

4. RESOLUTION 3 – ELECTION OF DIRECTOR – TREVOR SCHULTZ

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purpose of clause 3.5 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Trevor Schultz, a Director who was appointed as an additional Director on 2 January 2019, retires, and being eligible, is elected as a Director."

5. RESOLUTION 4 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2019."

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Prohibition Statement:

A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or

- (b) a Closely Related Party of such a member.
- However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:
- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
 - (b) the voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

6. RESOLUTION 5 – APPROVAL OF 10% PLACEMENT CAPACITY

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

"That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons). However, the Company will not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

7. RESOLUTION 6 – ADOPTION OF STOCK OPTION PLAN

To consider and, if thought fit, to pass the following resolution, with or without amendment, as an **ordinary resolution**:

*"That, for the purposes of ASX Listing Rule 7.2 (Exception 9(b)), approval is given for the Cardinal Resources Limited Stock Option Plan (**Plan**) to be adopted in the form and on the terms and conditions set out in the Explanatory Statement, replacing the previous Cardinal Resources Limited Stock Option Plan adopted by the Company on 22 November 2017 (**Old Plan**), the New Plan be and is hereby ratified, confirmed and approved. All unallocated options under the New Plan be and are hereby approved. The Company may continue to grant options under the Plan until 4 November 2022, which is the date that is three (3) years from the date of the Meeting at which Shareholder approval is being sought."*

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by any Director (other than a director who is ineligible to participate in any employee incentive plan in relation to the Company), or any associates of those Directors. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the direction on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:

- (i) a member of the Key Management Personnel; or
- (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution. However, the above prohibition does not apply if:
 - (a) the proxy is the Chair; and
 - (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

8. RESOLUTION 7 – ISSUE OF OPTIONS TO RELATED PARTY - KEVIN TOMLINSON

To consider and, if thought fit, to pass the following resolution, with or without amendment, as an **ordinary resolution**:

"That, subject to the passing of Resolution 6, for the purposes of sections 195(4) and 208 of the Corporations Act, ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 918,800 Options to Kevin Tomlinson (or his nominee) on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf any Director who is eligible to participate in the employee incentive scheme in respect of which the approval is sought, or any associates of those Directors (**Resolution 7 Excluded Party**). However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, provided the Chair is not a Resolution 7 Excluded Party, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

As of the date hereof, 0 Shares held by Kevin Tomlinson (or his nominee) and their associates will be excluded from the vote.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution. Provided the Chair is not a Resolution 7 Excluded Party, the above prohibition does not apply if:
 - (a) the proxy is the Chair; and
 - (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

9. RESOLUTION 8 – ISSUE OF OPTIONS TO RELATED PARTY - ARCHIE KOIMTSIDIS

To consider and, if thought fit, to pass the following resolution, with or without amendment, as an **ordinary resolution**:

"That, subject to the passing of Resolution 6, for the purposes of sections 195(4) and 208 of the Corporations Act, ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 1,935,606 Options to Archie Koimtsidis (or his nominee) on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf any Director who is eligible to participate in the employee incentive scheme in respect of which the approval is sought, or any associates of those Directors (**Resolution 8 Excluded Party**). However, the Company need not disregard a vote if it is cast by a

person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, provided the Chair is not a Resolution 8 Excluded Party, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

As of the date hereof, 8,017,565 Shares held by Archie Koimtsidis (or his nominee) and their associates will be excluded from the vote.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (iii) a Closely Related Party of such a member; and
 - (b) the appointment does not specify the way the proxy is to vote on this Resolution.
- Provided the Chair is not a Resolution 8 Excluded Party, the above prohibition does not apply if:
- (a) the proxy is the Chair; and
 - (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

10. RESOLUTION 9 – ISSUE OF OPTIONS TO RELATED PARTY - DR. KENNETH G. THOMAS

To consider and, if thought fit, to pass the following resolution, with or without amendment, as an **ordinary resolution**:

"That, subject to the passing of Resolution 6, for the purposes of sections 195(4) and 208 of the Corporations Act, ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 750,000 Options to Dr. Kenneth G. Thomas (or his nominee) on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf any Director who is eligible to participate in the employee incentive scheme in respect of which the approval is sought, or any associates of those Directors (**Resolution 9 Excluded Party**). However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, provided the Chair is not a Resolution 9 Excluded Party, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

As of the date hereof, 0 Shares held by Dr. Kenneth G. Thomas (or his nominee) and their associates will be excluded from the vote.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
 - (b) the appointment does not specify the way the proxy is to vote on this Resolution.
- Provided the Chair is not a Resolution 9 Excluded Party, the above prohibition does not apply if:
- (a) the proxy is the Chair; and
 - (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

11. RESOLUTION 10 – ISSUE OF OPTIONS TO RELATED PARTY - MALIK EASAH

To consider and, if thought fit, to pass the following resolution, with or without amendment, as an **ordinary resolution**:

"That, subject to the passing of Resolution 6, for the purposes of sections 195(4) and 208 of the Corporations Act, ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 1,181,818 Options to Malik Easah (or his nominee) on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf any Director who is eligible to participate in the employee incentive scheme in respect of which the approval is sought, or any associates of those Directors (**Resolution 10 Excluded Party**). However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, provided the Chair is not a Resolution 10 Excluded Party, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

As of the date hereof, 7,681,815 Shares held by Malik Easah (or his nominee) and their associates will be excluded from the vote.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution. Provided the Chair is not a Resolution 10 Excluded Party, the above prohibition does not apply if:
 - (a) the proxy is the Chair; and
 - (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

12. RESOLUTION 11 – ISSUE OF OPTIONS TO RELATED PARTY - MICHELE MUSCILLO

To consider and, if thought fit, to pass the following resolution, with or without amendment, as an **ordinary resolution**:

"That, subject to the passing of Resolution 6, for the purposes of sections 195(4) and 208 of the Corporations Act, ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue Michele Muscillo Options to 833,333 (or his nominee) on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf any Director who is eligible to participate in the employee incentive scheme in respect of which the approval is sought, or any associates of those Directors (**Resolution 11 Excluded Party**). However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, provided the Chair is not a Resolution 11 Excluded Party, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

As of the date hereof, 0 Shares held by Michele Muscillo (or his nominee) and their associates will be excluded from the vote.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
 - (b) the appointment does not specify the way the proxy is to vote on this Resolution.
- Provided the Chair is not a Resolution 11 Excluded Party, the above prohibition does not apply if:
- (a) the proxy is the Chair; and
 - (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

13. RESOLUTION 12 – ISSUE OF OPTIONS TO RELATED PARTY - TREVOR SCHULTZ

To consider and, if thought fit, to pass the following resolution, with or without amendment, as an **ordinary resolution**:

"That, subject to the passing of Resolution 6, for the purposes of sections 195(4) and 208 of the Corporations Act, ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 750,000 Options to Trevor Schultz (or his nominee) on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf any Director who is eligible to participate in the employee incentive scheme in respect of which the approval is sought, or any associates of those Directors (**Resolution 12 Excluded Party**). However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, provided the Chair is not a Resolution 12 Excluded Party, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

As of the date hereof, 0 Shares held by Trevor Schultz (or his nominee) and their associates will be excluded from the vote.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
 - (b) the appointment does not specify the way the proxy is to vote on this Resolution.
- Provided the Chair is not a Resolution 12 Excluded Party, the above prohibition does not apply if:
- (a) the proxy is the Chair; and
 - (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

14. RESOLUTION 13 – APPROVAL OF TERMINATION POLICY

To consider and, if thought fit, to pass the following resolution, with or without amendment, as an **ordinary resolution**:

"That, for the purposes of sections 200B and 200E of the Corporations Act, ASX Listing Rule 10.19, and for all other purposes, approval is given for the giving of benefits on the terms set out in the Explanatory Statement attached to the Notice of Meeting to Relevant Executives, in connection

with the person retiring from an office or position, in the Company or a related body corporate.

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf an officer of the Company, or any of the Company's child entities, who is entitled to participate in a termination benefit (**Resolution 13 Excluded Party**). However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, provided the Chair is not a Resolution 13 Excluded Party, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decide.

Voting Prohibition Statement: A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if the proxy is either a member of the Key Management Personnel or a Closely Related Party of such a member and the appointment does not specify the way the proxy is to vote on this Resolution. Provided the Chair is not a Resolution 13 Excluded Party, the above prohibition does not apply if the proxy is the Chair and the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Dated: 20 September 2019

By order of the Board

**Sarah Shipway
Company Secretary**

Voting in person

To vote in person, attend the Meeting at the time, date and place set out above.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 6558 0573.

EXPLANATORY STATEMENT AND MANAGEMENT INFORMATION CIRCULAR

This Explanatory Statement and Management Information Circular dated as of 20 September 2019 is furnished in connection with the solicitation of proxies by Cardinal Resources Limited for use at the annual general meeting of the holders of ordinary shares of the Company to be held on 4 November 2019 at 10:00am (AWST), and any adjournment thereof, at the place and for the purposes set forth in the accompanying Notice.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2019 together with the declaration of the directors, the directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.cardinalresources.com.au and under the Company's profile on SEDAR at www.sedar.com.

2. RESOLUTION 1 – RE-ELECTION OF DIRECTOR - KEVIN TOMLINSON

ASX Listing Rule 14.5 provides that an entity which has directors must hold an election of directors at each annual general meeting.

The Constitution sets out requirements for determining which Directors are to retire by rotation at an annual general meeting.

Clause 3.8 of the Constitution provides that at each annual general meeting in every year one-third of the Directors for the time being, or, if that is not a whole number, the whole number nearest to one-third, and any other Director not in such one-third who has held office for three years or more (except the Managing Director and any Director required to retire under clause 3.5), must retire from office.

Kevin Tomlinson is seeking re-election under Resolution 1.

While the ASX Listing Rules and the Company's constitution do not require all Directors to be re-elected, it is a requirement of the Listing Rules of the TSX that all existing Directors (including the Managing Director) be put up for re-election at the Annual General Meeting. The Company is an "Eligible International Interlisted Issuer" as such term is defined in the TSX Company Manual (the "Manual"). As an Eligible International Interlisted Issuer, the Company previously applied for and received an exemption, pursuant to section 401.1 of the Manual from sections 461.1, 461.2, 461.3 and 461.4 thereof, which relate, respectively, to annual election of directors, to voting on each individual director, to a majority voting policy and to the issuance of a news release disclosing voting results for the election of each director. The Company has provided notice to the TSX as required by section 401.1 of the Manual advising it that the Company is relying this exemption for the current year. The Company expects that it will continue relying on this exemption in future years, to the extent it meets the eligibility criteria.

2.1 Re-election of Kevin Tomlinson

Kevin Tomlinson, who has served as a director since 22 November 2017, retires and seeks re-election.

(a) **Qualifications and other material directorships**

Mr. Tomlinson possesses over 30 years' experience in Mining and Finance within the Toronto, Australian and London Stock markets. He was previously Managing Director of Investment Banking at Westwind Partners/Stifel Nicolaus raising equity and providing corporate advice.

Mr. Tomlinson has extensive experience in development and financing of mining projects internationally. Previous Directorships include Centamin Plc, an Egyptian gold producer, Orbis Gold, a Burkina Faso gold developer and Medusa Mining, a Philippines gold producer.

(b) **Independence**

If re-elected, the Board does not consider that Mr. Tomlinson will be an independent director.

2.2 Board recommendation

The Board supports the re-election of Mr. Tomlinson and recommends that Shareholders vote in favour of Resolution 1.

3. RESOLUTIONS 2 AND 3 – ELECTION OF DIRECTORS DR. KENNETH G. THOMAS AND TREVOR SCHULTZ

3.1 General

The Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to the Constitution and ASX Listing Rule 14.4, any Director so appointed holds office only until the next following annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

3.2 Election of Dr. Kenneth G. Thomas

Dr. Kenneth G. Thomas, having been appointed by other Directors on 31 October 2018 in accordance with the Constitution, will retire in accordance with the Constitution and ASX Listing Rule 14.4 and being eligible, seeks election from Shareholders.

(a) **Qualifications and other material directorships**

Dr. Thomas has over 45 years in the mining industry with experience in project development, construction and operations. Until July 2012 he was Senior Vice President, Projects, Kinross Gold Corporation and previously, for six years, the Global Managing Director and a Board Director at Hatch Ltd, a leading international engineering and construction firm.

From 1987 to 2001 he served in progressively senior roles at Barrick Gold Corporation to Senior Vice President, Technical Services. Prior to Barrick Gold Corporation, he also worked for 10 years in Zambia and South Africa with Anglo American Corporation.

Dr. Thomas has a doctorate in Technical Sciences (Project Implementation) from Delft University of Technology and in 2001 he was awarded the Selwyn G. Blaylock Medal by the Canadian Institute of Mining, Metallurgy and Petroleum (CIM) for advancements in mining internationally. In addition, he is a Fellow and Past President of the CIM.

Dr. Thomas is an experienced public company director, including his current appointment as director of Continental Gold Company (TSX: CNL).

(b) **Independence**

If elected, the Board considers Dr. Kenneth G. Thomas will be an independent director.

3.3 Election of Trevor Schultz

Mr. Trevor Schultz, having been appointed by other Directors on 2 January 2019 in accordance with the Constitution, will retire in accordance with the Constitution and ASX Listing Rule 14.4 and being eligible, seeks election from Shareholders.

(a) **Qualifications and other material directorships**

Mr. Schultz has over 45 years in the mining industry with experience in project development, construction and operations. Between 2008 and 2018 he was an Executive and Non-Executive Director with Centamin Egypt and was responsible for the construction of the 12Mtpa processing plant which has a similar flowsheet to Cardinal's proposed flowsheet. Prior to this, he served as Chief Operating Officer at Ashanti Goldfields Corporation (now Anglo Gold Ashanti Ltd.) and was a resident of Ghana for six years. He also worked for BHP in Australia and America and in South Africa with Anglo American Corporation.

Mr. Schultz has a MA in Economics from Trinity College, England (1968), a MSc in Mining Engineering, from Witwatersrand University, South Africa (1972) and an Advanced Management Programme Diploma from Harvard Business School, USA (1986).

(b) **Independence**

If elected the Board considers Mr. Schultz will be an independent director.

3.4 Board recommendation

The Board supports the re-election of Dr. Kenneth G. Thomas and Trevor Schultz; and recommends that Shareholders vote in favour of Resolutions 2 and 3.

4. RESOLUTION 4 – ADOPTION OF REMUNERATION REPORT

4.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the Shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for Shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

4.2 Voting consequences

A company is required to put to its Shareholders a resolution proposing the calling of another meeting of Shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast

on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a Shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the Managing Director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

4.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

5. RESOLUTION 5 – APPROVAL OF 10% PLACEMENT CAPACITY

5.1 General

ASX Listing Rule 7.1A provides that an Eligible Entity (as defined below) may seek Shareholder approval by special resolution passed at an annual general meeting to have the capacity to issue up to that number of Equity Securities (as defined below) equal to 10% of its issued capital (**10% Placement Capacity**) without using that company's existing 15% annual placement capacity granted under ASX Listing Rule 7.1.

An Eligible Entity is one that, as at the date of the relevant annual general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

As at the date of this Notice, the Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of \$192,886,955 (based on the number of Shares on issue and the closing price of Shares on the ASX on 20 September 2019).

An Equity Security is a share, a unit in a trust, a right to a share or unit in a trust or option, an option over an issued or unissued security, a convertible security, or, any security that ASX decides to classify as an equity security.

Any Equity Securities issued under the 10% Placement Capacity must be in the same class as an existing class of quoted Equity Securities.

As at the date of this Notice, the Company currently has two classes of quoted Equity Securities on issue, being the Shares (ASX Code: CDV) and options (ASX Code: CDVOA). It is noted that, as at the date of the Annual General Meeting, the options trading under code "CDVOA" would have expired and the Company will therefore only have one class of quoted Equity Securities on issue, being the Shares.

If Shareholders approve Resolution 5, the number of Equity Securities the Company may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2.

Resolution 5 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 5 for it to be passed.

5.2 Technical information required by ASX Listing Rule 7.1A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 5:

(a) Minimum Price

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 ASX trading days of the date in section 5.2(a)(i), the date on which the Equity Securities are issued.

(b) Date of Issue

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of the following:

- (i) 12 months after the date of this Meeting; and
- (ii) the date of approval by Shareholders of any transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking) (after which date, an approval under Listing Rule 7.1A ceases to be valid),

(10% Placement Capacity Period).

(c) Risk of voting dilution

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 5 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A(2), on the basis of the market price of Shares and the number of Equity Securities on issue as at 20 September 2019.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

Number of Shares on Issue (Variable 'A' in ASX Listing Rule 7.1A2)	Dilution			
	Issue Price (per Share)	\$0.24 50% decrease in Issue Price	\$0.47 Issue Price	\$0.71 50% increase in Issue Price
410,397,776 Current Variable A	Shares issued - 10% voting dilution	41,039,778 Shares	41,039,778 Shares	41,039,778 Shares
	Funds raised	\$9,849,547	\$19,288,695	\$29,138,242
615,596,664 (50% increase in Variable A)	Shares issued - 10% voting dilution	61,559,666 Shares	61,559,666 Shares	61,559,666 Shares
	Funds raised	\$14,774,320	\$28,933,043	\$43,707,363
820,795,552 (100% increase in Variable A)	Shares issued - 10% voting dilution	82,079,555 Shares	82,079,555 Shares	82,079,555 Shares
	Funds raised	\$19,699,093	\$38,577,391	\$58,276,484

*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

1. There are currently 410,397,776 Shares on issue;
2. The issue price set out above is the closing price of the Shares on the ASX on 20 September 2019.
3. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.
5. The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities.
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
8. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

(d) **Purpose of Issue under 10% Placement Capacity**

The Company may issue Equity Securities under the 10% Placement Capacity for the following purposes:

- (i) as cash consideration in which case the Company intends to use funds raised for
 - (A) the acquisition of new resources, assets and investments (including expenses associated with such an acquisition);
 - (B) continued exploration expenditure on the Company's current and/or new assets; and
 - (C) general working capital; or
- (ii) as non-cash consideration for the acquisition of new resources, assets and investments, in such circumstances the Company will provide a valuation of the non-cash consideration as required by listing Rule 7.1A.3.

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

(e) **Allocation policy under the 10% Placement Capacity**

The recipients of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

Further, if the Company is successful in acquiring new resources, assets or investments, it is likely that the recipients under the 10% Placement Capacity will be vendors of the new resources, assets or investments.

(f) **Previous approval under ASX Listing Rule 7.1A**

The Company previously obtained approval from its Shareholders pursuant to ASX Listing Rule 7.1A at its annual general meeting held on 31 October 2018 (**Previous Approval**).

The Company has not issued any Equity Securities pursuant to the Previous Approval.

During the 12 month period preceding the date of the Meeting, being on and from 4 November 2018, the Company otherwise issued a total of 31,487,295 Shares and 6,227,915 unlisted Options which represents approximately 7% of the total diluted number of Equity Securities on issue in the Company on 4 November 2018, which was 528,014,687.

Further details of the issues of Equity Securities by the Company during the 12 month period preceding the date of the Meeting are set out in Schedule 1.

(g) **Compliance with ASX Listing Rules 7.1A.4 and 3.10.5A**

When the Company issues Equity Securities pursuant to the 10% Placement Capacity, it must give to ASX:

- (i) a list of the recipients of the Equity Securities and the number of Equity Securities issued to each (not for release to the market), in accordance with Listing Rule 7.1A.4; and
- (ii) the information required by Listing Rule 3.10.5A for release to the market.

5.3 Voting Exclusion

A voting exclusion statement is included in this Notice. As at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 5.

6. RESOLUTION 6 – ADOPTION OF STOCK OPTION PLAN

6.1 Background

In accordance with section 206K of the Corporations Act, the Company, through its Remuneration Committee, appointed BDO (WA) Pty Ltd (ACN 124 158 863) as an external consultant to review the appropriateness of the Company's remuneration arrangements to the market.

Following the remuneration review the Company identified a number of areas of improvement with respect to its retention and remuneration strategy and procedures, the review also provided a basis for setting short and long term incentives and remuneration levels generally.

Following this review, the Board and Remuneration Committee has proposed a series of actions to assist the Company to firstly bolster its personnel ranks, and secondly to appropriately reward and incentivise management, to aid in long term retention. These steps included:

- The appointment of a number of key construction and development positions under the new remuneration framework;
- The anticipated entry into new employment and service agreements with a number of its key executives;
- The development of a new termination benefits policy (See Resolution 13)
- The adoption of a new option plan and proposed grant of equity incentives (see Resolution 6).

Cardinal is also on the cusp of embarking on the final step in its transition from junior gold explorer, developer and ultimately, gold producer at the Company's flagship Namdini Gold Project, with target production commencement by H2 2022.

As part of its transition strategy, the Company considers it necessary to bolster its management and executive teams, in order to attract and retain highly skilled Key Management Personnel to maximise Shareholder value, having regard to market sentiment, current industry standards, and the review completed by BDO.

The Company is thereby seeking approval of Resolution 6 as a result of these recommendations.

6.2 Resolution 6 - Approval of Stock Option Plan

The Company has an existing stock option plan (**Old Plan**) that was originally approved by Shareholders on 22 November 2017. To ensure that the Company has appropriate and current mechanisms to continue to attract and retain the services of employees of a high calibre, the Company proposes to adopt a new stock option plan (**Plan**) pursuant to which issued capital of the Company may be made available to directors, senior management and staff as a form of longer term equity incentive which will supersede the Old Plan.

Resolution 6 seeks Shareholder approval for the adoption of the employee incentive scheme titled "Cardinal Resources Limited Stock Option Plan" in accordance with ASX Listing Rule 7.2 (Exception 9(b)).

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period.

ASX Listing Rule 7.2 (Exception 9(b)) sets out an exception to ASX Listing Rule 7.1 which provides that issues under an employee incentive scheme are exempt for a period of 3 years from the date on which Shareholders approve the issue of securities under the scheme as an exception to ASX Listing Rule 7.1.

As an Eligible International Inter-listed Issuer, the Company also received an exemption, pursuant to section 602.1 of the Manual from section 613 thereof, which relates to security based compensation arrangements. The Company expects that it will continue relying on this exemption in future years, to the extent it meets the eligibility criteria.

If Resolution 6 is passed, the Company will be able to issue Options under the Plan to eligible participants over a period of three years without impacting on the Company's ability to issue up to 15% of its total ordinary securities without Shareholder approval in any 12-month period.

Shareholders should note that 7,000,000 Options have previously been issued under the Old Plan.

The objective of the Plan is to attract, motivate and retain key employees and it is considered by the Company that the adoption of the Plan and the future issue of Options under the Plan will provide selected employees, Directors and consultants with the opportunity to participate in the future growth of the Company.

Any future issues of Options under the Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained will require additional Shareholder approval under ASX Listing Rule 10.14 at the relevant time. For this reason, the Company is also seeking approval under Resolutions 7 to 12 for the issue of Options to Directors pursuant to the Plan.

A summary of the key terms and conditions of the Plan is set out in Schedule 2. In addition, a copy of the Plan is available for review by Shareholders at the registered office of the Company until the date of the Meeting. A copy of the Plan can also be sent to Shareholders upon request to the Company Secretary, Sarah Shipway. Shareholders are invited to contact the Company if they have any queries or concerns.

On 12 September 2019, the Board approved the adoption of the Plan. The Old Plan was approved by the Shareholders of the Company on 22 November 2017. With the

implementation of the Plan, no additional options will be granted under the Old Plan, which will continue to govern all prior grants made thereunder.

If the Plan is not adopted by the Shareholders, the Company will maintain the Old Plan.

The key differences between the Old Plan and the New Plan are as follows.

- *Treatment of options in the event of a change in control of the Company.* Under the New Plan, the Board is provided with additional discretion to cause the acceleration and vesting of outstanding options on receipt of an Offer (as defined in the New Plan), where the Board reasonably believes that such Offer may lead to a change of control of the Company. The scope of the definition of such an Offer has also been expanded. Additionally, under the Old Plan, (i) shares issued on the exercise of accelerated options could only be purchased for tender pursuant to such offer, (ii) any shares not taken up by the offeror pursuant to an offer would be deemed to be cancelled, the Company would refund the optionee the consideration paid for such shares, and the optionee would continue to hold the same number of unexercised and unvested options, and (iii) any options not exercised prior to or contemporaneously with a change of control would be cancelled and forfeit for no consideration. The New Plan does not feature any of these provisions.
- *Exercise Price.* The New Plan does not require that the exercise price for any options may not be less than the market price prevailing at the time of grant. Under the New Plan, the exercise price for options can be less than the market price.
- *Cap on grants to Non Employee Directors.* Under the New Plan, there is no restriction on the total annual value of grants that can be made to a Non Employee Director. The Old Plan capped the value of total annual grants to any one Non Employee Director at \$150,000 worth of securities of which the value of Options could not exceed \$100,000. The New Plan only provides that the maximum number of Shares which may be reserved for issuance to Non Employee Directors at any time cannot exceed 1% of the total issued and outstanding shares from time to time.

The maximum number of Shares that may be reserved for issuance under the Plan less the number of Shares subject to outstanding options under the Old Plan, shall not exceed five percent (5%) of the total issued and outstanding Shares. As of the date hereof, there were 7,000,000 outstanding Options that were granted under the Old Plan, representing approximately 2% of the 410,397,776 issued and outstanding Shares as of such date. Based on the foregoing, as of the date hereof, up to 13,519,888 Shares, representing approximately 3% of the issued and outstanding Shares, remained available for issuance in connection with future grant of Options under the Plan.

A summary of the key terms and conditions of the Plan is set out below. The following summary is intended as a brief description of the Plan and is qualified in its entirety by the full text of the Plan.

Purpose

The purpose of the Plan is to encourage share ownership by Eligible Persons (as defined below), to attract and retain qualified individuals and to provide additional incentives to promote the success of the Company and the subsidiary corporations of the Company. The Plan will encourage the pursuit of growth and success of the Company without rewarding conduct that is contrary to the entity's values or risk appetite.

Administration

The Plan is administered by the Board or the committee of the Board to which the Board has delegated its authority under the Plan.

Eligible Persons

Within the limits of the Plan, the Board has broad discretion to determine the Eligible Persons to whom Options shall be granted. Eligible Persons under the Plan include directors of the Company or of any affiliate of the Company, employees (both full-time and part-time) of the Company or of any affiliate of the Company, including officers, individuals employed by a person providing management services to the Company which are required for the ongoing successful operation of the business enterprise of the Company, and an individual or consultant company that is engaged to provide, on an ongoing bona fide basis, consulting, technical, management or other services to the Company or to an affiliate of the Company (**Eligible Persons**).

Shares Subject to the Plan

The maximum number of Shares which may be reserved for issuance under the Plan less the number of Shares subject to outstanding Options under the Old Plan must not exceed five percent (5%) of the total issued and outstanding Shares from time to time (calculated on a non-diluted basis). The Plan is considered an "evergreen plan" since the Shares covered by Options which have been exercised are available for subsequent grants under the Plan. If any Options expire, are forfeited or are cancelled for any reason, the Shares subject to those Options are again available for grants under the Plan.

The maximum number of Shares which may be reserved for issuance to any individual who is a director and who is not otherwise a full-time or part-time employee of the Company or an affiliate of the Company (**Non-Employee Directors**), at any time, under the Plan must not exceed one percent (1%) of the total issued and outstanding Shares from time to time.

The Plan does not limit insider participation. The Plan does not provide for a maximum number of Shares which may be issued to an individual pursuant to the Plan and any other share compensation arrangement (expressed as a percentage or otherwise).

Offer of Options

An offer of Options to an Eligible Person must be made using an offer document that is consistent with the Corporations Act and the Class Order (**Offer Document**). The Offer Document must advise the Eligible Person of the following minimum information regarding the Options:

- (a) the maximum number of Options that the Eligible Person may apply for, or the formula for determining the maximum number of Options that the Eligible Person may apply for;
- (b) the maximum number of Shares that the Eligible Person is entitled to be issued on the exercise of each Option or the formula for determining the maximum number of Shares;
- (c) any applicable vesting conditions;
- (d) any Restriction Period (as defined below) on the Shares to be issued upon exercise of the Options;
- (e) the expiry date of the Options;
- (f) the date by which the offer must be accepted; and
- (g) any other information required by law or the rules of any stock exchange or considered by the Board to be relevant to the Options or the Shares to be issued upon exercise of the Options.

Exercise Price

The exercise price for any Options (**Exercise Price**) shall be determined from time to time by the Board, in compliance with all the rules and requirements respecting the pricing of

Options imposed by any stock exchange on which the Shares are then listed. For the avoidance of doubt, the Exercise Price for any Options may be zero.

Exercise Period and Vesting

The Board will determine the period of time during which any Options granted under the Plan may be exercised (**Exercise Period**), provided, however, that the Exercise Period cannot be longer than ten (10) years after the date the Options are granted. However, if the term of any Options held by an optionee expire during or within ten (10) Business Days of the expiry date of a blackout period applicable to such optionee, then the term of such Options shall be extended to the close of business on the tenth Business Day after the expiry date of the blackout period.

Options shall be exercisable in whole or in part during the Exercise Period in accordance with such vesting provisions, conditions or limitations as are contained in the Plan or as the Board may from time to time impose, or as may be required by any stock exchange or under applicable securities law.

Cessation of Entitlement

When an optionee ceases to be an Eligible Person, all unexercised and unvested Options of such optionee will expire immediately, and all vested Options of such optionee will expire within ninety (90) days after such optionee ceases to be an Eligible Person.

In the case of an optionee whose employment or term of office is terminated for lawful cause, any Options held by such optionee will expire immediately and will be cancelled on the termination date at a time determined by the Board. Notwithstanding the foregoing, the Board may, in its discretion, permit the exercise of the Options held by such optionee in the manner and on terms authorized by the Board, provided that, the Board will not authorize the exercise of any Options beyond a period of one year from the date on which such optionee ceases to be an Eligible Person.

Changes in Capital

In the event: (i) of any change or proposed change in the Shares through subdivision, consolidation, reclassification, amalgamation, merger or otherwise; (ii) of any issuance, dividend or distribution to all or substantially all the holders of Shares of any shares, securities, property or assets of the Company other than in the ordinary course; (iii) that any rights are granted to holders of Shares to purchase Shares at prices materially below fair market value; or (iv) that as a result of any recapitalization, merger, consolidation or otherwise the Shares are converted into or exchangeable for any other shares or securities; then in any such case, the Board will adjust the number of Shares available for Options, the number of Shares covered by outstanding Options, the securities or other property that may be acquired upon the exercise of any Options and the price per Share of such Options, or one or more of the foregoing, to prevent substantial dilution or enlargement of the rights granted to, or available for, optionees/Eligible Persons to the extent necessary to comply with the rules of any stock exchange applying to a reorganization of capital at the time of the reorganization or any other applicable law.

Acceleration on Takeover Bid

If an offer made generally to the holders of the Shares in one or more jurisdictions to acquire, directly or indirectly, Shares and which may be in the nature of a "takeover bid" as defined in the *Securities Act* (Ontario) or the *Corporations Act* and, where the Shares are listed and posted for trading on an Exchange, not exempt from the formal bid requirements of the *Securities Act* (Ontario) (including (a) the Company entering into a scheme of arrangement with its creditors or Shareholders or any class thereof pursuant to section 411 of the *Corporations Act*, (b) the commencement of a bid period (as defined in the *Corporations Act*) in relation to the Company to acquire any Share where the takeover bid extends to Shares issued and allotted after the date of the takeover bid; or (c) when a person or group of associated persons having a relevant interest in, subsequent to the adoption of this Plan, sufficient Shares in the Company to give it or them the ability, in general meeting, to replace all or a majority of the Directors in circumstances where

such ability was not already held by a person associated with such person or group of associated persons) (**Offer**), is made which, if successful, results in a Change of Control (as defined below), then all unexercised and unvested outstanding Options will immediately vest and become exercisable by the optionees, notwithstanding any other vesting provisions in the Plan or in a stock option certificate, as to all or any of the Shares in respect of which such Options have not previously been exercised.

For the purposes of the Plan, a "Change of Control" means the purchase or acquisition of Shares and/or securities convertible into or exchangeable or exercisable for Shares as a result of which a person, group of persons or persons acting jointly or in concert, or persons who are associates of or affiliated with any such person, group of persons or any of such persons acting jointly or in concert, beneficially owns or exercises control or direction over Shares that would entitle such person, group of persons or persons acting jointly or in concert to cast 50% plus one of the votes attaching to all Shares of the Company.

Restriction Period

The Board may, in its discretion, determine, at any time up until the exercise of Options, that a restriction period will apply to some or all of the Shares to be issued upon exercise of those Options up to a maximum of seven (7) years from the date on which the Options are granted (**Restriction Period**). An optionee must not dispose of or otherwise deal with any Shares issued to them under the Plan while they are Restricted Shares. A Restriction Period may be waived by the Board, in its sole discretion.

Assignability and Transferability

Options granted under the Plan are non-assignable and non-transferable by the optionee thereof otherwise than by will or the laws of descent and distribution, and shall be exercisable, during the optionee's lifetime, only by the optionee. All Options granted under the Plan shall be exercisable by an optionee's heirs or administrators for a period of one year from such optionee's death.

Notwithstanding the foregoing, subject to the rules of any stock exchange, Options granted under the Plan to an Eligible Person who is an Australian resident may be transferable, assignable or able to be otherwise disposed or encumbered in certain special circumstances with the consent of the Board (which may be withheld in its absolute discretion) or by force of law upon death to the optionee's legal personal representative or upon bankruptcy to the optionee's trustee in bankruptcy.

Amendments

Subject to receipt of requisite regulatory approval, where required, the Board may, in its absolute discretion, make amendments to the Plan, at any time without obtaining the approval of the Shareholders of the Company. Such amendments include, without limitation:

- amendments of a "house-keeping nature", including any amendment for the purpose of curing any ambiguity, error or omission in the Plan, correcting or supplementing any provision of the Plan that is inconsistent with any other provision of the Plan, correcting grammatical or typographical errors in the Plan and amending the definitions contained within the Plan;
- amendments to the vesting provisions of any Options or the Plan, other than changes to the exercise price and the expiration date of any Options as described in the Plan;
 - amendments to the provisions concerning the effect of the termination of an optionee's employment or consulting arrangements (or, if applicable, those of its consultant company if the optionee is an individual), or cessation of an optionee's directorship, as applicable, on such optionee's status under the Plan;

- amendments to comply with the rules, policies, instruments and notices of any regulatory body to which the Company is subject, including any stock exchange, or to otherwise comply with any applicable law or regulation; and
- amendments respecting the administration or implementation of the Plan.

Notwithstanding the foregoing, the Board may not make the following amendments to the Plan, without obtaining the approval of the Shareholders of the Company and any requisite regulatory approval:

- amendments to increase the maximum number of Shares reserved for issuance under the Plan, including a change from a fixed maximum percentage to a fixed maximum number of Shares;
- amendments to reduce the exercise price of any Options;
- amendments to extend the expiry date of any Options;
- amendments to change the number of days set out in the Plan with respect to the extension of the expiry date of any Options expiring during or immediately following a blackout period;
- amendments that may permit the introduction or reintroduction of Non-Employee Directors on a discretionary basis or amendments that increase Non-Employee Director participation limits;
- amendments which permit Options granted under the Plan to be transferable or assignable other than for normal estate settlement purposes;
- amendments granting additional powers to the Board to amend Options or the Plan without security holder approval; and
- amendments to the amending provisions of the Plan.

Suspension or Termination

The Board may, in its absolute discretion, suspend or terminate the Plan at any time without obtaining the approval of the Shareholders of the Company, provided that, without the consent of an optionee, such suspension or discontinuance may not in any manner adversely affect the optionee's rights under any Option granted under the Plan. If the Plan is terminated, no further Options shall be granted, but the Options then outstanding shall continue in full force and effect in accordance with the provisions of the Plan.

7. RESOLUTIONS 7 TO 12 - ISSUE OF OPTIONS TO RELATED PARTIES

7.1 General

The Company has agreed, subject to obtaining Shareholder approval and subject to the approval of the Plan pursuant to Resolution 6, to issue a total of 6,369,557 Options (**Related Party Options**) to Kevin Tomlinson, Archie Koimtsidis, Kenneth G Thomas, Malik Easah, Michele Muscillo and Trevor Schultz (or their nominees) (**Related Parties**), on the terms and conditions set out below.

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The grant of the Related Party Options constitutes giving a financial benefit to Kevin Tomlinson, Archie Koimtsidis, Dr. Kenneth G. Thomas, Malik Easah, Michele Muscillo and Trevor Schultz as they are related parties of the Company by virtue of being a Directors.

In addition, ASX Listing Rule 10.14 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities under an employee incentive scheme to a director of the entity, an associate of the director, or a person whose relationship with the entity, director or associate of the director is, in ASX's opinion, such that approval should be obtained.

7.2 Issue of Related Party Options to Directors

The purpose of the equity component is to ensure a strong alignment between the Board and shareholder interests.

It should be noted that the equity component of the Non-Executive Director's (**NED**) package does not increase the NED fee above that of the market but rather, aligns the NED fees with market-based responsibilities and calibre of the incumbent.

From a Shareholder's perspective, continuous and sustainable value will be created when the Company achieves the milestone attached to the Options contemplated by the Plan and the subject of Resolutions 7 to 12. To better ensure the probability of this occurrence, the Company requires the services of the current Executive and NED Team whose mix of skills and experience are required to ensure that the milestone eventuates.

Whilst the Company acknowledges that the structure of the scheme does not align with ASX Corporate Governance Principles and Recommendations, the Plan supports the purpose for which the framework exists; being to:

- ensure that the Company has a stable Board over the period to ensure that value is delivered to Shareholders;
- provide adequate remuneration to attract, retain and motivate the current Executive and NED Team to carry out their roles diligently;
- to align the interests of Executives and NEDs with the interests of investors by ensuring they are able to accumulate equity in the business;
- encourage Executives and NEDs to pursue growth and success of the entity without rewarding conduct that is contrary to the Company's values or risk appetite; and
- preserve cash holdings in the most effective way possible as the Company does not earn revenue.

The Company believes that these proposed rewards to Executives and NEDs do not conflict with their obligation to bring an independent judgement and will not compromise their objectivity to matters before the Board.

In order to ensure that Executives and NEDs have the ability to participate in the value that is being created and delivered over the period, it is envisaged that the proposed allocated options be awarded at the beginning of the current period in the form of Zero Exercise Price Options (**ZEPO**) to each Executive and NED.

The ZEPO's will vest on meeting of the milestone. If the Executive or NED leaves the Company before vesting, they will lose their unvested ZEPO's. The scheme therefore has a retentive element as well.

Cardinal's current stage of development does not represent "business as usual" as the Company is in development stage. The Company recognises that value creation is representative of a producing mine and that the proposed milestone (described below,

namely the achievement of the first gold pour at Namdini) is the first identified value creation event. If this is not achieved in the period, then it flows that shareholder value will be lost. It is for this reason that the Executive and NED ZEPO's will only vest once the milestone has been achieved.

7.3 Shareholder Approval (Chapter 2E and ASX Listing Rule 10.14)

Pursuant to and in accordance with the requirements of section 219 of the Corporations Act and ASX Listing Rule 10.15, the following information is provided in relation to the proposed grant of Related Party Options:

- (a) The related parties are Kevin Tomlinson, Archie Koimtsidis, Dr. Kenneth G. Thomas, Malik Easah, Michele Muscillo and Trevor Schultz and they are related parties by virtue of being Directors.
- (b) The maximum number of Related Party Options (being the nature of the financial benefit being provided) to be granted to the Related Parties is:
 - (i) 918,800 Related Party Options to Kevin Tomlinson (or his nominee);
 - (ii) 1,935,606 Related Party Options to Archie Koimtsidis (or his nominee);
 - (iii) 750,000 Related Party Options to Dr. Kenneth G. Thomas (or his nominee);
 - (iv) 1,181,818 Related Party Options to Malik Easah (or his nominee);
 - (v) 833,333 Related Party Options to Michele Muscillo (or his nominee); and
 - (vi) 750,000 Related Party Options to Trevor Schultz (or his nominee).

The Related Party Options will be granted and vest in accordance with the Gold Pour Milestone.

- (c) The Related Party Options will be granted no later than 12 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Related Party Options will occur on the same date.
- (d) The Related Party Options will be issued for nil cash consideration; accordingly, no funds will be raised.
- (e) The terms and conditions of the Related Party Options are set out in Schedule 3. The Related Party Options will have an exercise price of \$0.00 per Related Party Option.
- (f) no Options have previously been issued under the Plan nor has the Plan previously been adopted by Shareholders.
- (g) all Directors are entitled to participate in the Plan.
- (h) The value of the Related Party Options and the pricing methodology is set out in Schedule 4.
- (i) The relevant interests of the Related Parties in securities of the Company are set out below:

Related Party	Shares	Listed Options ¹	Options
Kevin Tomlinson	-	400,000	5,000,000 ²
Archie Koimtsidis	8,017,565	4,191,731	7,500,000 ³

Kenneth G. Thomas	-	-	2,180,049 ⁴
Malik Easah	7,681,815	6,560,423	6,000,000 ⁵
Michele Muscillo	-	-	2,018,100 ⁶
Trevor Schutz	-	-	2,180,049 ⁷

Notes:

- 1 Listed Options exercisable at \$0.15 each on or before 30 September 2019.
- 2 Milestone Options exercisable at \$0.50 each on or before 12 April 2022.
- 3 3,000,000 Unlisted Options exercisable at \$0.22 on or before 18 March 2020 and 4,500,000 Milestone Options exercisable at \$0.50 each on or before 12 April 2022.
- 4 Milestone Options exercisable at \$0.679 each on or before 21 December 2022.
- 5 2,000,000 Unlisted Options exercisable at \$0.22 on or before 18 March 2020 and 4,000,000 Milestone Options exercisable at \$0.50 each on or before 12 April 2022.
- 6 Milestone Options exercisable at \$0.965 each on or before 21 December 2022.
- 7 Milestone Options exercisable at \$0.59 each on or before 21 December 2022.

- (j) The remuneration and emoluments from the Company to the Related Parties for the previous financial year and the proposed remuneration and emoluments for the current financial year are set out below:

Related Party	Current Financial Year (per annum)	Previous Financial Year (per annum) Actuals
Kevin Tomlinson	\$110,376	\$110,376
Archie Koimtsidis	\$300,000	\$300,000
Dr. Kenneth G. Thomas	\$87,600	\$58,400 ¹
Malik Easah	US\$210,000	\$298,780
Michele Muscillo	\$87,600	\$87,600
Trevor Schutz	\$87,600	\$43,800 ²

Notes:

- 1 Appointed on 31 October 2018.
- 2 Appointed on 2 January 2019.

- (k) If the Related Party Options granted to the Related Parties are exercised, a total of 6,369,557 Shares would be issued. This will increase the number of Shares on issue from 410,397,776 to 416,767,333 (assuming that no other Options are exercised and no other Shares are issued) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 1.55%, comprising 0.22% by Kevin Tomlinson, 0.47% by Archie Koimtsidis, 0.19% by Dr. Kenneth G Thomas, 0.28% by Malik Easah, 0.20% by Michele Muscillo and 0.19% by Trevor Schutz.

The Related Party Options require the vesting condition, being first gold pour to be achieved before the Related Party Options can be exercised. If the Executive or NED leaves the Company before vesting, they will lose their unvested ZEPO's.

From a Shareholder's perspective, continuous and sustainable value will be created when the Company achieves the milestones attached to the Options contemplated by the Plan and the subject of Resolutions 7 to 12. To better ensure the probability of this occurrence, the Company requires the services of the current Executive and NED Team whose mix of skills and experience are required to ensure that the milestone eventuates.

If, at any time any of the Related Party Options are exercised and the Shares are trading on ASX at a price that is higher than the exercise price of the Related Party Options, there may be a perceived cost to the Company.

- (l) The trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below.

	Price	Date
Highest	49.5 cents	13 August 2019
Lowest	30.0 cents	13 to 17 June 2019
Last	47.0 cents	20 September 2019

- (m) The Board acknowledges the grant of Related Party Options to Kevin Tomlinson, Dr. Kenneth G. Thomas, Michele Muscillo and Trevor Schutz is contrary to Recommendation 8.2 of The Corporate Governance Principles and Recommendations with 2010 Amendments (3rd Edition) as published by The ASX Corporate Governance Council. However, the Board considers the grant of Related Party Options to Kevin Tomlinson, Dr. Kenneth G. Thomas, Michele Muscillo and Trevor Schutz reasonable in the circumstances for the reasons set out in Section 7.2 above and paragraph (o) below.
- (n) The primary purpose of the grant of the Related Party Options to the Related Parties is to provide a performance linked incentive component in the remuneration package for the Related Parties to motivate and reward the performance of the Related Parties in their respective roles as Directors and to preserve cash holdings in the most effective way possible as the Company does not earn revenue.
- (o) Kevin Tomlinson declines to make a recommendation to Shareholders in relation to Resolution 7 due to his material personal interest in the outcome of the Resolution on the basis that he is to be granted Related Party Options in the Company should Resolution 7 be passed. However, in respect of Resolutions 8, 9, 10, 11 and 12 recommends that Shareholders vote in favour of those Resolutions for the following reasons:
- (i) the grant of Related Party Options to the Related Parties, in particular, the vesting conditions of the Related Party Options, will align the interests of the Related Parties with those of Shareholders;
 - (ii) the grant of the Related Party Options is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Related Parties;
 - (iii) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in granting the Related Party Options upon the terms proposed.
- (p) Archie Koimtsidis declines to make a recommendation to Shareholders in relation to Resolution 8 due to his material personal interest in the outcome of the Resolution on the basis that he is to be granted Related Party Options in the Company should Resolution 8 be passed. However, in respect of Resolutions 7, 9, 10, 11 and 12, recommends that Shareholders vote in favour of those Resolutions for the reasons set out in paragraph (o).
- (q) Dr. Kenneth G. Thomas declines to make a recommendation to Shareholders in relation to Resolution 9 due to his material personal interest in the outcome of the Resolution on the basis that he is to be granted Related Party Options in the Company should Resolution 9 be passed. However, in respect of Resolutions 7, 8, 10, 11 and 12, recommends that Shareholders vote in favour of those Resolutions for the reasons set out in paragraph (o).
- (r) Malik Easah declines to make a recommendation to Shareholders in relation to Resolution 10 due to his material personal interest in the outcome of the

Resolution on the basis that he is to be granted Related Party Options in the Company should Resolution 10 be passed. However, in respect of Resolutions 7, 8, 9, 11 and 12, recommends that Shareholders vote in favour of those Resolutions for the reasons set out in paragraph (o).

- (s) Michele Muscillo declines to make a recommendation to Shareholders in relation to Resolution 11 due to his material personal interest in the outcome of the Resolution on the basis that he is to be granted Related Party Options in the Company should Resolution 11 be passed. However, in respect of Resolutions 7, 8, 9, 10 and 12, recommends that Shareholders vote in favour of those Resolutions for the reasons set out in paragraph (o).
- (t) Trevor Schutz declines to make a recommendation to Shareholders in relation to Resolution 12 due to his material personal interest in the outcome of the Resolution on the basis that he is to be granted Related Party Options in the Company should Resolution 12 be passed. However, in respect of Resolutions 7, 8, 9, 10 and 11 recommends that Shareholders vote in favour of those Resolutions for the reasons set out in paragraph (o).
- (u) In forming their recommendations, each Director considered the experience of each other Related Party, the current market price of Shares, the current market practices when determining the number of Related Party Options to be granted as well as the exercise price and expiry date of those Related Party Options.
- (v) The Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolutions 7 to 12.

Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Related Party Options to the Related Parties as approval is being obtained under ASX Listing Rule 10.14. Accordingly, the issue of Related Party Options to the Related Parties will not be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1.

8. RESOLUTION 13 - APPROVAL OF TERMINATION POLICY

General

Part 2D.2 of the Corporations Act restricts the benefits that can be given to individuals who hold, or have held in the last three years, a managerial or executive office or position (as defined in the Corporations Act) with the Company and its related bodies corporate.

The Corporations Act restricts the benefits which can be given to individuals who hold managerial or executive office (as defined in the Corporations Act) in connection with the retirement from their position of employment in the company or its related bodies corporate. A person who holds a managerial or executive office includes a member of Key Management Personnel.

In accordance with section 200B of the Corporations Act, to give a benefit in connection with a person's retirement from an office, the Company must obtain the approval of Shareholders in the manner set out in section 200E of the Corporations Act. A benefit includes automatic, or accelerated, vesting of share-based payments for a person on, or as a result of, retirement from their position of employment in the company.

Under section 200B of the Corporations Act, the Company may only give a person a "benefit" in connection with their retirement from their managerial or executive office or position, in the Company or a related body corporate if it is approved by Shareholders or an exemption applies.

Australian laws restrict benefits which can be given to people who hold offices in the Company in connection with cessation of office or employment, unless shareholder approval is obtained. These laws are complex and affect Cardinal's ability to treat

employees across the Company consistently, this Resolution seeks to potentially provide benefits that are consistent with Cardinal's remuneration policies and practices.

In addition, ASX Listing Rule 10.19 provides that, without the approval of ordinary shareholders, an entity must ensure that no officer of the entity or any of its child entities will be, or may be, entitled to termination benefits if the value of those benefits and the termination benefits that are or may become payable to all officers together exceed 5% of the equity interests of the entity as set out in the latest accounts given to ASX under the ASX Listing Rules.

Depending upon the value attributed to the relevant termination benefits and the equity interests of the Company at the time of payment of any termination benefit or vesting of any Shares and/or Options, it is uncertain if such benefit would exceed the 5% threshold. Accordingly, Shareholder approval is being sought in case such termination benefit does exceed the 5% threshold.

If Shareholder approval is not obtained, the Company may find it challenging to source the high calibre personnel required for the Company to grow and succeed. The Company expects to source personnel from different jurisdictions, these highly qualified persons have expectations in relation to their termination benefits that are outside the current termination policy in Australia. The Company expects to bridge the gap with this policy (if adopted).

Rationale

Approval is being sought in respect of persons who, from time to time, are Key Management Personnel of the Company or who, from time to time, hold a managerial or executive office in the Company or a related body corporate, in connection with the person retiring from an office or position, in the Company or a related body corporate (**Relevant Executive**) and either hold that role at the time of their termination, or were in the role within the three years prior to their termination.

The approval sought will enable the board to, among other things:

- (a) facilitate the execution of the Company's remuneration policy in light of the review of the current remuneration arrangements to market conducted by BDO;
- (b) deliver the current Relevant Executives certain benefits to which they are contractually entitled; and
- (c) attract and retain Relevant Executives on market competitive terms.

The Company's remuneration strategy is focused on delivering Shareholder value over the long term, as set out in its Remuneration Report. In line with the above, the overriding objective is to attract and retain valuable employees while aligning the interests of executives and Shareholders and, in particular, to provide rewards that support Shareholder value creation.

If Shareholder approval is obtained, this will not guarantee that a Relevant Executive will receive any of the termination benefits described below. The Company is conscious of the need to strike an appropriate balance between ensuring fair treatment of Key Management Personnel on retirement from office and avoiding excessive termination payouts.

The Board's discretion to make a payment or give a benefit on termination is intended for "good leaver" circumstances, including death, disability, bona fide redundancy, genuine retirement, or other circumstances where the Board considers it in the best interests of the Company to do so.

The Board has proposed this Resolution 13 so as to provide the Company the ability to discharge its obligations to ceasing employees that may otherwise be restricted by the termination benefits of the Corporations Act.

What is the Company seeking approval for?

The Company is seeking Shareholder approval for any potential termination benefits that may be provided to a Relevant Executive (including as a result of the exercise of Board discretion or automatic or accelerated vesting), including:

- (a) the accelerated vesting of Shares and Options (including any existing securities on issue in accordance with their terms and any issued under the New Plan (as described below));
- (b) payment of any death and disablement benefits to which a Relevant Executive is contractually entitled upon cessation of their employment;
- (c) payment of additional termination benefits to a Relevant Executive, including payments under an employment contract (such payments in lieu of notice and redundancy payments) and other entitlements or benefits (such as leave benefits, insured benefits, superannuation and other forms of retirement savings, relocation costs, customary payments made in foreign jurisdictions, modest retirement gifts and the retention of Company property, such as phones), up to a maximum of 12 months' base salary (based on the salary of the Relevant Executive at the time their employment ceases);

The Company is committed to transparency in communicating its remuneration arrangements to Shareholders. To enable Shareholders to meaningfully assess whether to approve this Resolution, the summary below outlines the key categories of potential termination benefits that may become payable to Relevant Executives.

"Benefit" is defined broadly in the Corporations Act to include most forms of valuable consideration. "Termination Benefits" under the Corporations Act include a range of payments or benefits given in connection with a person ceasing to hold an office or position of employment including termination payments or other benefits such as an accelerated or automatic vesting of share-based payments at or due to retirement.

There is an exception to the prohibition on the provision of benefits where the value of the benefits do not exceed one year's fixed pay (as calculated in accordance with the Corporations Act). In addition, there are certain benefits which are excluded from the definition of "benefit" under the Corporations Act and which do not require Shareholder approval. These include:

- (a) certain types of "deferred bonuses";
- (b) a payment from a defined benefits superannuation scheme that was in existence when Regulation 2D.2 of the Corporations Regulations 2001 (Cth) commenced;
- (c) genuine accrued benefits that are payable;
- (d) a payment made under a requirement imposed by a law of another country;
- (e) a reasonable payment that is made:
 - (i) in accordance with a policy of the company or body that applies to all employees; and
 - (ii) as a result of a genuine redundancy; and
 - (iii) having regard to the length of a person's service in an office or position;
- (f) a payment from a prescribed superannuation fund due to death or incapacity.

Termination Benefits

The potential termination benefits for which Shareholder approval is sought (including the various discretions that may be exercised by the Board (or its delegate, as the case may be) are set out below.

Summary of the Company's Benefits

The summary is not intended to provide an exhaustive list of every benefit that could become payable to a Relevant Executive in every potential termination scenario. Part of the reason the Company is seeking Shareholder approval is to preserve a degree of flexibility for the Company to tailor the termination arrangements for Relevant Executives having regard to their circumstances and the cessation of their employment and within the parameters imposed by:

- (a) the Company's remuneration philosophy and policy, as set out in the Remuneration Report;
- (b) the Relevant Executive's employment contract;
- (c) the terms of any equity awards granted to the Relevant Executives including under the Company's Stock Option Plan (the subject of Resolution 6);
- (d) prevailing market practice and governance expectations at the time the Relevant Executive retires from office or position.

The amount and value of these benefits or entitlements that may be provided cannot be ascertained in advance. This is because various matters, events and circumstances are will or are likely to affect the calculation of the amount and value, including:

- (a) the amount of the Relevant Executive's remuneration at the time of termination;
- (b) the exercise of any discretion by the Board in seeking to make any determination that a payment is to be made; and
- (c) the number of terms of any equity incentive that may be affected by accelerated vesting.

Stock Option Plan and Acceleration Benefit

Details of the Company's Stock Option Plan are summarised in Section 6.2 and Schedule 2.

Under clause 10(b) of the Stock Option Plan, if an Offer (the definition of which is summarised in Section 6.2) is made which, if successful, would result in a Change of Control, and in respect of such Offer the Board reasonably believes may lead to a Change in Control then all unexercised and unvested outstanding Options shall immediately vest and become exercisable by the Optionees, notwithstanding any other vesting provisions in the Plan or in a stock option certificate, as to all or any of the Shares in respect of which such Options have not previously been exercised.

The accelerated vesting of Options as described above is considered a "benefit" (the value of that benefit being the **Acceleration Benefit**) for the purposes of Part 2D.2 of the Corporations Act. When combined with the Participant's other termination benefits under their employment or other arrangements with the Company (**Other Benefits**), the Acceleration Benefit may, in some circumstances, result in the total benefit payable exceeding the limit permitted where there is no shareholder approval under the Corporations Act.

In addition to the above, certain existing equity incentives already on issue in the Company contain similar Acceleration Benefits.

Consequently, to the extent that the value of the Acceleration Benefit arising upon the retirement from office or employment of a Relevant Executive may be beyond the benefit permitted to be given by the Company without Shareholder approval, Shareholder approval is now sought in accordance with section 200B and 200E of the Corporations Act under Resolution 13.

Value of the Acceleration Benefit

For the purposes of section 200E of the Corporations Act and for all other purposes the following information is provided:

- (a) the value of the Acceleration Benefit cannot be determined as at the date of this Explanatory Statement;
- (b) the Company would calculate the value of the Acceleration Benefit as being equal to the total value of the number of Share Rights or Options that vest, where the value of a vested Share Right or Options is determined as being equal to the closing market price of a share on the ASX on the ASX trading day before the date of the calculation;
- (c) matters, events and circumstances which are likely to affect the value of the Acceleration Benefit payable to a Participant include:
 - (i) the number of Share rights or Options held by the Participant at the time the Acceleration Benefit is provided; and
 - (ii) the Company's share price at the time the Acceleration Benefit is provided.

Employment Contract Benefits

Notice of termination is a contractual entitlement provided for in each Relevant Executive's employment contract. The required notice period differs for each of the key executives. The relevant notice period for the CEO is 12 months and for other Relevant Executives up to nine months. In addition, subject to the Board's discretion, an addition termination payment of up to 12 months may be payable to the executives.

Notice of termination may be given by either the Relevant Executive or the Company at any time. During any period of notice, whether the notice has been given by either the Relevant Executive or the Company, the Company has discretion to make a payment in lieu of all or part of the notice period.

Payment in lieu of notice will only be made in appropriate circumstances.

Where a Relevant Executive is terminated for cause, the Company may terminate their employment immediately without notice or any payment in lieu of notice.

The amount of the payment in lieu of notice (if any) will be calculated on the Relevant Executive's fixed pay (as at the termination date) for any part of the notice period the Relevant Executive is not required to continue to be employed by the Company. The amount of these payments can only be determined once notice is given. Accordingly, the amount of any payment in lieu of notice cannot be ascertained as at the date of this Notice of Meeting as neither the period nor the particular Relevant Executive's fixed pay at the termination date are currently known. However, in all cases, the notice period will not exceed the contractual periods described above.

Key matters, events or circumstances which will, or are likely to affect the calculation of the payment in lieu of notice include:

- (a) the executive's fixed pay at the time of termination which will be set on an annual basis following the executive's remuneration review and will be in accordance with the Company's remuneration policy (current fixed pay details for the

Relevant Executive for FY19 are disclosed in the Company's Remuneration Report);

- (b) the length of the notice period for which payment is being made;
- (c) the exercise of any discretion by the Board in paying any discretionary element of the termination payment;
- (d) who gave the notice of termination and the Relevant Executive's future employment plans – for instance, a Relevant Executive who presents a business risk by working through their notice period will most likely receive payment in lieu of notice; and
- (e) whether the Company's operational requirements at the time notice is given require the executive to work through part or all of their notice period.

Leave, Insurance, Superannuation and Other Forms of Retirement Saving

On retirement from office or employment, Relevant Executives may be paid accrued leave, insurance, superannuation and other forms of retirement saving entitlements. These benefits would not generally be considered "termination benefits" under the Corporations Act and no Shareholder approval would normally be required to make these payments. However, to the extent that any of these benefits would constitute a termination payment under the Corporations Act, the approval sought will operate to allow for the provision of the benefit to Relevant Executives on retirement of office or employment.

MANAGEMENT INFORMATION CIRCULAR

The Company is a reporting issuer in Canada. Accordingly, pursuant to the requirements of National Instrument 51-102 – *Continuous Disclosure Obligations* of the Canadian Securities Administrators, the following disclosure is required to be included with the Explanatory Statement.

GENERAL PROXY INFORMATION

Solicitation of Proxies

This management information circular ("Management Information Circular") is furnished in connection with the solicitation of proxies by the management of Cardinal Resources Limited (the "Company") for use at the annual general meeting of the shareholders of the Company (the "Meeting") to be held at, Parmelia Hilton Perth, 14 Mill Street Perth, Western Australia at 10:00am (WST) on November 4, 2019, and at all adjournments thereof for the purposes set forth in the accompanying notice of annual general meeting (the "Notice"). The solicitation of proxies will be made primarily by mail and may be supplemented by telephone or other personal contact by the directors, officers and employees of the Company. Directors, officers and employees of the Company will not receive any extra compensation for such activities. The Company may also retain, and pay a fee to, one or more professional proxy solicitation firms to solicit proxies from the shareholders of the Company in favour of the matters set forth in the Notice. The Company may pay brokers or other persons holding ordinary shares of the Company ("Shares") in their own names, or in the names of nominees, for their reasonable expenses for sending proxies and proxy materials to beneficial owners of Shares and obtaining proxies therefrom. The cost of the solicitation will be borne directly by the Company.

No person is authorized to give any information or to make any representation other than those contained in this Explanatory Statement and Management Information Circular and, if given or made, such information or representation should not be relied upon as having been authorized by the Company. The delivery of this Explanatory Statement and Management Information Circular shall not, under any circumstances, create an implication that there has not been any change in the information set forth herein since the date hereof.

Non-Registered Shareholders in Canada

Only registered shareholders of the Company, or the persons they appoint as their proxies, are entitled to attend and vote at the Meeting. However, in many cases, Shares beneficially owned by a person (a "Non-Registered Shareholder") are registered either:

- (a) in the name of an intermediary (an "Intermediary") with whom the Non-Registered Shareholder deals in respect of the Shares (Intermediaries include, among others: banks, trust companies, securities dealers or brokers, trustees or administrators of a self-administered registered retirement savings plan, registered retirement income fund, registered education savings plan and similar plans); or
- (b) in the name of a clearing agency (such as CDS Clearing and Depository Services Inc., in Canada, and the Depository Trust Company, in the United States) of which the Intermediary is a participant.

In accordance with the requirements of National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* of the Canadian Securities Administrators, the Company has distributed copies of the Notice, this Explanatory Statement and Management

Information Circular and the accompanying form of proxy (collectively, the "Meeting Materials") to the Intermediaries and clearing agencies for onward distribution to Non-Registered Shareholders. Intermediaries are required to forward the Meeting Materials to Non-Registered Shareholders unless the Non-Registered Shareholders have waived the right to receive them. Intermediaries often use service companies to forward the Meeting Materials to Non-Registered Shareholders. Generally, Non-Registered Shareholders who have not waived the right to receive Meeting Materials will either:

- (a) be given a voting instruction form **which is not signed by the Intermediary** and which, when properly completed and signed by the Non-Registered Shareholder and **returned to the Intermediary or its service company**, will constitute voting instructions (often called a "voting instruction form") which the Intermediary must follow. Typically, the voting instruction form will consist of a one page pre-printed form. Sometimes, instead of the one page pre-printed form, the voting instruction form will consist of a regular printed proxy form accompanied by a page of instructions which contains a removable label with a bar-code and other information. In order for the form of proxy to validly constitute a voting instruction form, the Non-Registered Shareholder must remove the label from the instructions and affix it to the form of proxy, properly complete and sign the form of proxy and submit it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company; or
- (b) be given a form of proxy **which has already been signed by the Intermediary** (typically by a facsimile, stamped signature), which is restricted as to the number of Shares beneficially owned by the Non-Registered Shareholder but which is otherwise not completed by the Intermediary. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Non-Registered Shareholder when submitting the form of proxy. In this case, the Non-Registered Shareholder who wishes to submit a form of proxy should properly complete the form of proxy and deposit it with Computershare Investor Services Limited, 100 University Avenue, 11th Floor, Toronto, Ontario, Canada, M5J 2Y1.

In either case, the purpose of these procedures is to permit Non-Registered Shareholders to direct the voting of the Shares they beneficially own. Should a Non-Registered Shareholder who receives either a voting instruction form or a form of proxy wish to attend the Meeting and vote in person (or have another person attend and vote on behalf of the Non-Registered Shareholder), the Non-Registered Shareholder should carefully follow the instructions provided on the voting instruction form or form of proxy. **In either case, Non-Registered Shareholders should carefully follow the instructions of their Intermediaries and their service companies, including those regarding when and where the voting instruction form or the form of proxy is to be delivered.**

A Non-Registered Shareholder who has submitted a form of proxy may revoke it by contacting the Intermediary through which the Shares of such Non-Registered Shareholder are held and following the instructions of the Intermediary respecting the revocation of proxies.

Appointment of Proxies

Enclosed herewith is a form of proxy for use at the Meeting. **A registered shareholder has the right to appoint a person (who need not be a shareholder) to attend and act for the shareholder and on the shareholder's behalf at the Meeting, and at any adjournment thereof, other than the person designated in the form of proxy and may exercise such right by inserting the full name of the desired person in the blank space provided in the form of proxy.** If a shareholder is entitled to cast

two or more votes at the Meeting, the shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. A shareholder who appoints two proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a shareholder appoints two proxies and the appointments do not specify the proportion or number of the shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded.

A form of proxy will not be valid unless it is signed by the shareholder or by the shareholder's attorney duly authorized in writing or, if the shareholder is a Company, executed by a duly authorized officer in accordance with the instructions attached on the enclosed form of proxy. The form of proxy to be acted upon must be delivered:

1. in respect of a shareholder registered on the Company's Australian register, prior to 4:00pm (WST) on November 2, 2019 by:
 - (a) post to Computershare Investor Services Pty Limited, GPO Box 242 Melbourne VIC 3001; or
 - (b) facsimile to Computershare Investor Services Pty Limited on facsimile number +1 800 783 447 (within Australia) and + 61 3 9473 2555 (outside Australia); or
 - (c) email to the Company at sarah@cardinalresources.com.au.
2. in respect of a shareholder registered on the Company's Canadian register, prior to 10:00pm (EST) on November 2, 2019, by mail to Computershare Investor Services Inc., at 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1 or by facsimile at +1 866 249 7775.

Revocation of Proxies

A shareholder executing and delivering a form of proxy has the power to revoke it in accordance with the provisions of the Corporations Act, which provides that every proxy may be revoked by an instrument in writing executed by the shareholder or by his or her attorney authorized in writing and delivered either to the registered office of the Company at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof at which the proxy is to be used, or to the Chairman of the Meeting on the day of the Meeting or any adjournment thereof, or in any other manner permitted by law.

Voting of Proxies

The form of proxy accompanying this Explanatory Statement and Management Information Circular confers discretionary authority upon the proxy with respect to any amendments or variations to the matters identified in the Notice and any other matters that may properly come before the Meeting. At the time of printing this Explanatory Statement and Management Information Circular, management knows of no such amendment, variation or other matter.

Shareholders must mark the boxes directing its proxy how to vote. **If no voting instructions are indicated on the form of proxy, the proxy may vote as they choose subject to relevant laws.**

The Shares represented by the form of proxy will be voted in accordance with the instructions of the Shareholder on any ballot that may be conducted at the Meeting, or at any adjournment

thereof, and if the Shareholder specifies a choice with respect to any matter acted upon, the Shares will be voted accordingly.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

Description of Share Capital

The Company is authorized to issue an unlimited number of Shares. Each Share entitles the holder of record thereof to one vote per Share at all meetings of the shareholders of the Company subject to certain exclusion of votes described in the Notice and Explanatory Statement. As at the close of business on September 20, 2019, there were 410,397,776 Shares outstanding.

Record Date

The Board has fixed October 1, 2019 as the record date for the determination of the shareholders of the Company entitled to receive the Notice and October 29, 2019 as the record date for the determination of the shareholders of the Company entitled to vote at the Meeting.

Ownership of Securities of the Company

As at September 20, 2019, to the knowledge of the directors and executive officers of the Company, no person or Company beneficially owned, or controlled or directed, directly or indirectly, voting securities of the Company carrying 10% or more of the voting rights attached to any class of voting securities of the Company except as stated below:

Name	Number of Shares Beneficially Owned, Controlled or Directed	Percentage of Outstanding Shares Beneficially Owned, Controlled or Directed
Corporate International Holdings B.V.	42,818,182 ⁽¹⁾	11.45%

Note:

(1) Reflects Shares held by Corporate International Holdings B.V., an indirect wholly-owned investment subsidiary of Gold Fields Limited, according to a report dated November 27, 2017 filed under Part 3 of National Instrument 62-103 – *The Early Warning System and Related Take-over Bid and Insider Reporting Issues* filed on SEDAR at www.sedar.com.

PARTICULARS OF MATTERS TO BE ACTED UPON

For a detailed description of the matters to be acted upon, namely (a) presentation of the financial statements; (b) adoption of the Remuneration Report (as defined below); (c) election of directors; (d) ratification of the prior issuance of shares; and (e) approval of 10% placement capacity, please refer to the Explanatory Statement included with this Management Information Circular and to "Election of Directors" herein.

BDO (WA) Pty Ltd. was first appointed as the auditor of the Company on February 28, 2017.

Election of Directors

For more information concerning the election of directors, please refer to the attached Explanatory Statement.

The board of directors of the Company (the "Board") currently consists of six directors. The following table provides the name, municipality of residence, positions held with the Company, number of securities beneficially owned or controlled or directed and principal occupation during the preceding five years of each of the directors and proposed directors of the Company.

Name, Province or State, and Country of Residence	Positions and Offices Held and Date of Appointment	Number and Class of Securities Beneficially Owned or Controlled ⁽¹⁾	Principal Occupation(s) During Past Five Years
Kevin Tomlinson ⁽⁵⁾⁽⁶⁾ London, United Kingdom	Director, Non-Executive Chairman November 7, 2016	Shares: 0 Listed Options: 400,000 Unlisted Options: 5,000,000 Class C Performance Shares: 0	Non-executive Chairman of the Company since November 2016; Director Plymouth Minerals Limited since June 2017, Director, Samco Gold Limited since January 2012 and Director, Centamin Egypt Limited since January 2012. Former Director, Xanadu Mines Limited (2017 to 2019), Centamin plc (2012 to 2016); Director, Orbis Gold Ltd (2015 to 2017); Director, Besra Gold Inc. (2012 to 2015); former Chairman, Maudore Minerals Ltd. (2012 to 2014)

Name, Province or State, and Country of Residence	Positions and Offices Held and Date of Appointment	Number and Class of Securities Beneficially Owned or Controlled ⁽¹⁾	Principal Occupation(s) During Past Five Years
Arthur (Archie) Koimtsidis Western Australia, Australia	Managing Director December 27, 2012	Shares: 8,017,565 Listed Options: 4,191,731 Unlisted Options: 7,500,000 Class C Performance Shares: 0	Co-founder and Managing Director of the Company since December 2012
Malik Easah Accra, Ghana	Executive Director December 27, 2012	Shares: 7,681,815 Listed Options: 6,560,423 Unlisted Options: 6,000,000 Class C Performance Shares: 60 ⁽²⁾	Co-founder and Executive Director of the Company since December 2012
Michele Muscillo ⁽³⁾⁽⁴⁾ Queensland, Australia	Non- Executive Director October 11, 2017	Shares: 0 Listed Options: 0 Unlisted Options: 2,018,100 Class C Performance Shares: 0	Partner, Hopgood Ganim Lawyers since 2008; Executive Director with Aeris Resources Limited (ASX: AIS), Xanadu Mines Limited (ASX: XAM) and Mako Gold Limited (ASX: MKG). Formerly, Michele was also Non- Executive Director of Orbis Gold Limited which is currently owned by TSX-Listed SEMAFO Inc. (TSX: SMF).
Dr. Kenneth G. Thomas ⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾ Canada	Non- Executive Director October 31, 2018	Shares: 0 Listed Options: 0 Unlisted Options: 2,180,049 Class C Performance Shares: 0	Current Director, Continental Gold Inc (since 2015). Former Director Avalon Advanced Minerals Inc. (from 2014 to 2019, Candente Gold Corp. (from 2012 to 2019)

Name, Province or State, and Country of Residence	Positions and Offices Held and Date of Appointment	Number and Class of Securities Beneficially Owned or Controlled ⁽¹⁾	Principal Occupation(s) During Past Five Years
Trevor Schultz ⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾	Non- Executive Director January 2, 2019	Shares: 0 Listed Options: 0 Unlisted Options: 2,180,049 Class C Performance Shares: 0	Not Applicable

Notes:

- (1) The information as to the number of securities beneficially owned or controlled or directed has been furnished by the respective director.
- (2) Mr. Easah is the sole shareholder of Savannah Mining Ghana Limited, which holds the 60 outstanding Class C Performance Shares.
- (3) Member of the Audit and Risk Committee.
- (4) Member of the Remuneration and Nomination Committee.
- (5) Member of the Technical Committee.
- (6) Member of the Health and Safety Committee.

The term of office of each of the directors (other than the Company's Managing Director) expires at the end of the third annual general meeting of Shareholders of the Company after such director's last election or appointment, provided that one-third of the directors (other than the Managing Director) must retire at each annual general meeting. Retiring directors are eligible for re-election. The term of the Company's Managing Director expires at the discretion of the Company's directors, in accordance with his employment contract. Notwithstanding the requirements of the TSX Company Manual that TSX-listed issuers adopt a "Majority Voting Policy" requiring all directors to be subject to re-election on an individual basis at each annual meeting of shareholders, the Company is an "Eligible International Interlisted Issuer" as such term is defined in the TSX Company Manual (the "Manual"). As an Eligible International Interlisted Issuer, the Company previously applied for and received an exemption, pursuant to section 401.1 of the Manual from sections 461.1, 461.2, 461.3 and 461.4 thereof, which relate, respectively, to annual election of directors, to voting on each individual director, to a majority voting policy and to the issuance of a news release disclosing voting results for the election of each director. The Company has provided notice to the TSX as required by section 401.1 of the Manual advising it that the Company is relying this exemption for the current year. The Company expects that it will continue relying on this exemption in future years, to the extent it meets the eligibility criteria.

Other than as set out below, none of the nominees for election as a director of the Company is, as at the date hereof, or has been, within 10 years before the date hereof, a director, chief executive officer or chief financial officer of any company (including the Company) that:

- (a) was subject to a cease trade order, an order similar to a cease trade order, or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued while the person was acting in the capacity as director, chief executive officer or chief financial officer; or

- (b) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued after the person ceased to be a director, chief executive officer or chief financial officer, and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

Other than as set out below, none of the nominees for election as a director of the Company:

- a) is, as at of the date hereof, or has been, within 10 years before the date hereof, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of such person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- b) has, within the 10 years before the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of such person; or
- c) has been subject to (i) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority, or has entered into a settlement agreement with a securities regulatory authority, or (ii) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

Kevin Tomlinson served as a director of Maudore Minerals Ltd. ("Maudore") until May 22, 2014, and of Besra Gold Inc. ("Besra") until April 10, 2015. On September 8, 2014, Maudore announced that it had filed a notice of intention to make a proposal under the *Bankruptcy and Insolvency Act* (the "BIA"). On March 2, 2015, Maudore announced that the Superior Court of the Province of Quebec (the "Court") had granted an order whereby Maudore's proposal to creditors, which had initially been filed under the BIA, had been continued under the CCAA and that the Court had granted an initial stay of proceedings under the CCAA. Maudore made further announcements on March 27, 2015, June 19, 2015, September 22, 2015 and February 29, 2016 that the Court had granted extensions of the stay of proceedings under the CCAA. On May 16, 2016, Maudore announced that Maudore had, under the BIA, made an assignment of its property to a trustee for the benefit of its creditors generally.

On October 19, 2015, Besra announced that its board of directors had decided to file a notice of intention to make a proposal (the "Notice of Intention") under the BIA. On January 29, 2016, Besra announced that, through its appointed proposal trustee, it had submitted a proposal (the "Proposal") to its creditors in accordance with the Notice of Intention to make a proposal. The Proposal was subsequently amended on March 13, 2016 (the "Amended Proposal"). A meeting of creditors (the "Meeting of Creditors") was initially called for March 17, 2016 and was adjourned until April 7, 2016 in order to permit creditors to consider the Amended Proposal. On April 7, 2016, Besra announced that at the Meeting of Creditors, the Amended Proposal had been approved by a majority of unsecured creditors holding in excess of two-thirds of the value of proven unsecured creditor claims. The Amended Proposal was approved by the Ontario Superior Court of Justice (Commercial List) on May 17, 2016. On December 17, 2014, the Ontario Securities Commission ("OSC") issued a temporary cease trade order for the securities of Besra, and on December 29, 2014, the OSC issued a further cease trade order directing that trading in the securities of Besra

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cease until further order by the Director (together, the "Besra Cease Trade Order"). The British Columbia Securities Commission issued a cease trade order on December 17, 2014; the Autorité des marchés financiers issued a cease trade order on January 5, 2015; and the Alberta Securities Commission issued a cease trade order on March 30, 2015. The OSC partially revoked the Besra Cease Trade Order on March 4, 2015 to permit trades and acts in furtherance of trades in connection with a proposed private placement financing by Besra for proceeds of up to C\$15 million. On April 7, 2015, the first tranche of such financing, with gross proceeds of C\$2 million, was completed. Besra received no further proceeds from such financing. On October 14, 2016, the OSC issued an order (the "October 2016 Order") partially revoking the Besra Cease Trade Order to permit trades and acts in furtherance of trades that are necessary for and are in connection with the Amended Proposal and a \$10 million tranche of an exit financing. The October 2016 Order was subsequently varied by the OSC on November 18, 2016, and Besra announced on November 18, 2016 that it had closed a C\$10 million "exit financing" and intended to deliver to the Proposal trustee the consideration necessary to satisfy the elections made by creditors under the Proposal. Besra expects that once all requirements of the Proposal have been satisfied, the Proposal trustee will issue a certificate of full performance. In October 2014, trading in the common shares of Besra on the ASX was suspended and Besra's common shares were delisted from the TSX because of Besra's failure to file its financial statements for the year ended June 30, 2014.

OTHER MATTERS WHICH MAY COME BEFORE THE MEETING

Management of the Company knows of no matters to come before the Meeting other than as set forth in the Notice. However, if other matters, which are not known to management, should properly come before the Meeting, the accompanying proxy will be voted on such matters in accordance with the best judgment of the persons voting the proxy.

STATEMENT OF EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

The purpose of this compensation discussion and analysis is to provide information about the Company's philosophy, objectives and processes regarding executive compensation. When used in this section, the term "NEO" or "Named Executive Officer" means each of the following individuals: (i) an individual who acted as Chief Executive Officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year; (ii) an individual who acted as Chief Financial Officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year; (iii) each of the three most highly compensated executive officers of the Company, including any of its subsidiaries, or the three most highly compensated individuals acting in a similar capacity, other than the Chief Executive Officer and the Chief Financial Officer, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000 for that financial year; and (iv) each individual who would be an NEO under paragraph (iii) but for the fact that the individual was neither an executive officer of the Company or its subsidiaries, nor acting in a similar capacity, at the end of that financial year. For the financial year ended June 30, 2019, the NEOs of the Company were the following:

- Archie Koimtsidis, Managing Director;
- Malik Easah, Executive Director;
- Jon Grygorcewicz, Chief Financial Officer;

- Bruce Lilford, Project Manager;
- Paul Abbott, Exploration Manager;
- Richard Bray, Senior Geologist - Australia;
- Ekow Taylor, Senior Geologist – Ghana; and
- Sarah Shipway – Company Secretary.
- Derrick Weyrauch, former Chief Financial Officer;

Compensation Philosophy and Objectives

The Company's executive compensation program is designed to attract and retain qualified and experienced executives who will contribute to the success of the Company. The executive compensation program attempts to ensure that the compensation of senior executive officers not only provides a competitive base compensation package and a strong link between corporate performance and compensation but is in line with market practice and reasonable within Global executive reward practices. The Company's Remuneration and Nomination Committee (the "Remuneration and Nomination Committee") sets and approves the compensation arrangements for the NEOs based on local and international trends among comparable companies and the industry generally. It examines terms and conditions for employee incentive schemes, benefit plans and share plans. The Board previously obtained independent advice when it was considered necessary to confirm that the Company's executive compensation was in line with market practice and reasonable within Australian executive reward practices.

Compensation Process and Remuneration and Nomination Committee

The Remuneration and Nomination Committee's mandate includes assisting the Board in fulfilling its responsibilities with respect to remuneration by reviewing and making recommendations with respect to: (i) the compensation of senior executives and directors (including the NEOs); (ii) employee incentive and equity-based compensation plans, including the appropriateness of performance hurdles and total payments proposed; (iii) recruitment, retention and termination policies for senior executives; and (iv) superannuation arrangements. The Remuneration and Nomination Committee is also responsible for reviewing, identifying and mitigating risks associated with the Company's compensation policies.

The Remuneration and Nomination Committee reviews and determines the Company's remuneration policy and structure annually to ensure that it remains aligned to business needs and meets the Company's remuneration principles. External remuneration consultants may also be engaged to assist with this review, if required. In particular, the Remuneration and Nomination Committee aims to ensure that remuneration practices are:

- competitive and reasonable, enabling the Company to attract and retain key talent;
- aligned to the Company's strategic and business objectives and the creation of shareholder value;
- transparent and easily understood; and
- acceptable to shareholders.

For the financial year ended June 30, 2019, the Remuneration and Nomination Committee consisted of three independent directors, Michele Muscillo, Dr. Kenneth G. Thomas and Trevor Schultz. The Remuneration and Nomination Committee is required to meet at least once a year and adheres to the Remuneration and Nomination Committee charter, a copy of which is available on the Company's website at www.cardinalresources.com.au.

Michele Muscillo (Chairman) – Mr. Muscillo has over 15 years' experience practicing corporate law and is a partner with HopgoodGanim Lawyers in Australia. Mr. Muscillo has been involved in compensation matters for numerous companies throughout the year.

Dr. Kenneth G. Thomas – Dr. Thomas has over 45 years' experience in the mining industry in project development, construction and operations. Dr. Thomas has held numerous senior roles during his career and has been involved in compensation matters throughout this time.

Trevor Schultz – Mr. Schultz has over 45 years' experience in the mining industry. He has experience in project development, construction and operations. Mr. Schultz has experience in numerous senior roles with involvement in a number of compensation matters.

Remuneration arrangements for directors and officers are reviewed by the Remuneration and Nomination Committee and recommended to the Board for approval.

ASX Listing Rules require that shareholders approve the maximum aggregate amount of remuneration to be allocated among the non-executive directors at a general meeting. In proposing the maximum amount for consideration by shareholders and in determining the allocation, the Remuneration and Nomination Committee takes into account the time demands made on directors and other factors such as fees paid to non-executive directors in comparable companies. Independent advisors may be engaged, where appropriate, to establish market benchmarks.

Reliance on External Remuneration Consultants

During the financial year ended June 30, 2019, the Remuneration and Nomination Committee engaged the services of BDO (WA) Pty Ltd ("BDO") for remuneration benchmarking against a peer group of companies to assist the Company in reviewing compensation of its directors and executive officers. BDO was engaged to provide the Board with a written report on the remuneration of directors and executive officers including BDO's observations and recommendations to the Board with respect to consideration of any future remuneration package or policy.

The Remuneration and Nomination Committee is satisfied that the advice received from BDO is free from bias and undue influence. The remuneration recommendations were provided to the Committee as input into decision making only. The Committee will consider the recommendations, along with other factors, in making its remuneration decisions.

Executive Compensation Related Fees

Financial Year ending June 30	Compensation Fees	All Other Fees ⁽¹⁾
2019	AU\$17,550	AU\$95,828
2018	-	AU\$106,838

Note:

(1) All Other Fees include taxation advice and review of financial model and audit services.

Hedging

NEOs and directors of the Company are not permitted to purchase financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds, that are designed to hedge or offset a decrease in the market value of equity securities granted as compensation or held, directly or indirectly, by the NEO or director.

Elements of Compensation

Compensation Element	Link To Compensation and Corporate Objectives	Performance Metric	Potential Value	Change for FY 2019
Fixed Remuneration	Attract and retain to ensure access to skilled employees	N/A	Positioned at median market rate	Reviewed in line with market position
Short-Term Incentives	Motivate in-year performances	N/A	N/A	N/A
Long-Term Incentives (LTI)	Motivate to align with long-term shareholder value	Five-year milestone hurdles	No NEO's were issued with LTI's during the year	Review milestone LTI

(i) Fixed Remuneration

The Company provides a base salary to each NEO as compensation for the performance of the NEO's day-to-day responsibilities. The base salary for each NEO is reviewed regularly by the Remuneration and Nomination Committee to ensure that the salary is appropriate for each officer's expertise and performance and to ensure that the salary is in line with market practices.

(ii) Long-Term Incentives

In addition to each NEO's base salary, the Company provides a form of equity compensation as long term incentive (LTI). The equity component is intended to motivate NEOs and to align each NEO's incentives with those of shareholders. Equity grants are determined by the Board on the recommendation of the Remuneration and Nomination Committee and can be made up of Shares or Unlisted Options. Any equity component of compensation may be subject to such vesting conditions as the Board determines.

Statutory Performance Indicators

The Company aims to align executive compensation with the Company's strategic and business objectives and the creation of shareholder wealth. The below table, titled "Statutory Key Performance Indicators of the Company over the Last Five Years", details measurements of the group's financial performance over the last five years. However, these are not necessarily consistent with the measures used in determining the variable amounts of remuneration to be awarded to NEOs. Consequently, there may not always be a direct correlation between statutory key performance measures and the variable remuneration awarded.

The Remuneration and Nomination Committee considers the Remuneration Report, market conditions and previous grants when determining equity-based compensation.

Statutory Key Performance Indicators of the Company over the Last Five Years

	2019	2018	2017	2016	2015
Total Comprehensive Loss Attributable to Member of the Company (AU\$)	27,814,227	37,690,470	21,724,298	9,243,909	3,580,551
Cash and cash equivalents at year end (AU\$)	18,735,456	7,303,807	28,592,718	4,864,822	839,755
Basic Loss Per Share (AU\$)	7.12	10.22	7.12	5.55	3.82
Increase/Decrease in Share Price (%)	(1.26)	(1.23)	+1.76	+6.00	+2.5

Non-Executive Director Remuneration Policy

The Non-Executive Director Remuneration Policy seeks to remunerate non-executive directors at market rates for comparable companies for time, commitment and responsibilities. The executive directors, in consultation with independent advisors, determine payments to non-executive directors and review their remuneration annually, based on market practice, duties and accountability. The maximum aggregate amount of fees that can be paid to non-executive directors is subject to approval by shareholders at the Annual General Meeting and is currently \$573,000 per annum. Fees for independent non-executive directors are not linked to the performance of the Company. To align directors' interests with shareholder interests, directors are encouraged to hold shares in the Company.

Except as detailed in this Explanatory Statement and Management Information Circular, no director has received or become entitled to receive, during or since the financial year end, a benefit because of a contract made by the Company or a related body corporate with a director, a firm of which a director is a member or an entity in which a director has a substantial financial interest. This statement excludes a benefit included in the aggregate amount of emoluments received or due and receivable by directors and shown in the Remuneration Report, prepared in accordance with the Company's regulations, or the fixed salary of a full time employee of the Company.

During the financial year ended June 30, 2019, the Company granted 4,360,098 stock options to non-executive directors. The stock options were approved by shareholders at a shareholder meeting held on April 11, 2019.

In addition, non-executive directors of the Company are entitled to receive compensation to the extent that they provide services (other than in their capacity as a director) to the Company at rates that would be charged by such directors for such services to arm's length parties. Kevin Tomlinson provided geological consulting services to the Company, \$309,624 (2018: \$337,218) was paid or payable for the 12 months ended June 30, 2019. HopgoodGanim of which Michele Muscillo is a partner of provided legal services to the Company for the year ended June 30, 2019 of \$5,028 (2018:\$3,506).

Performance Graph

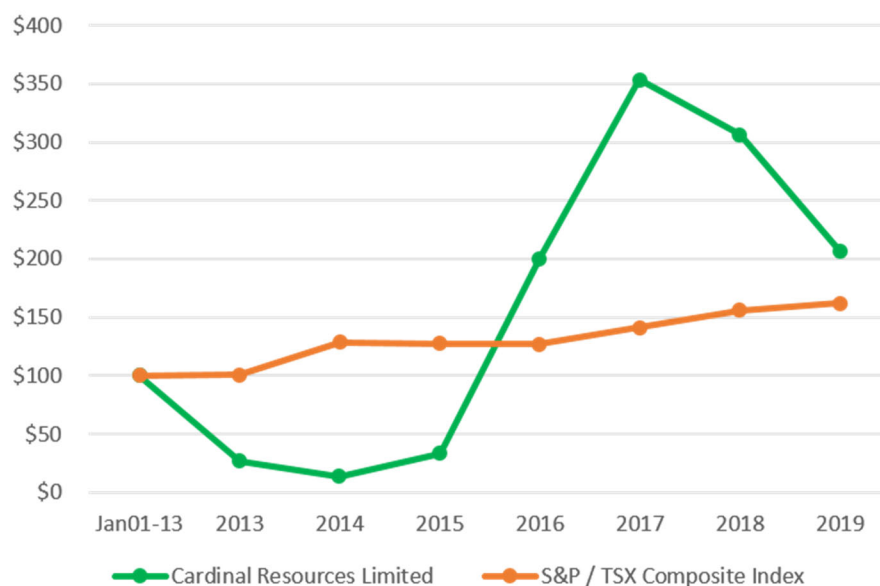
The following table and graph compares, from June 30, 2013 to June 30, 2019, the total cumulative return on a \$100 investment in the Shares with the total cumulative return on a \$100 investment in the S&P/TSX Composite Total Return Index.

Comparison of Cumulative Total Return

Month / Year	June 30, 2013	June 30, 2014	June 30, 2015	June 30, 2016	June 30, 2017	June 30, 2018	June 30, 2019
Cardinal Resources Limited	\$27	\$13	\$33	\$200	\$353	\$307	\$207
S&P/TSX Composite Total Return Index	\$100	\$129	\$127	\$127	\$141	\$156	\$162

The Remuneration and Nomination Committee and the Board generally evaluate performance by reference to the achievement of corporate objectives rather than by short-term changes in the Company's Share price, which, in the past, has typically been significantly influenced by overall economic, market and industry conditions.

The Company does not link executive compensation with changes in the Company's Share price.



NEO Summary Compensation Table

The following table sets forth a summary of the compensation paid for each of the Company's three most recently completed financial years for each NEO in the most recently completed financial year. The following table discloses the remuneration paid or granted in FY2019, including LTI grants which may or may not vest in future years.

Name and Principal Position	Year	Salary plus Australian Statutory Superannuation, if applicable (\$)	Share-Based Awards (\$)	Option-Based Awards (\$)	Non-Equity Incentive Plan Compensation		Pension Value (\$)	All Other Compensation (\$)	Total Compensation (\$)
					Annual Incentive Plans (\$)	Long-term Incentive Plans (\$)			
Archie Koimtsidis ⁽¹⁾ CEO / Managing Director	2019	300,000	-	303,433 ⁽²⁾	-	-	-	17,581	621,014
	2018	300,000	-	675,548 ⁽²⁾	-	-	-	8,386	983,934
	2017	286,667	-	288,380 ⁽²⁾	-	-	-	5,634	580,681
Malik Easah ⁽¹⁾ Executive Director	2019	298,780	-	269,719 ⁽²⁾	-	-	-	16,563	585,062
	2018	271,013	-	600,487 ⁽²⁾	-	-	-	7,492	878,992
	2017	233,901	-	256,337 ⁽²⁾	-	-	-	4,802	495,040
Jon Grygorcewicz ⁽⁴⁾ CFO	2019	56,500	-	-	-	-	-	1,646	58,146
	2018	-	-	-	-	-	-	-	-
	2017	-	-	-	-	-	-	-	-
Bruce Lilford Project Manager ⁽⁷⁾	2019	226,690	50,000	168,574 ⁽²⁾	-	-	-	-	445,264
	2018	2,54,735	25,000	375,305 ⁽²⁾	-	-	-	-	655,040
	2017	134,808	-	160,211 ⁽²⁾	-	-	-	-	295,019
Paul Abbott Exploration Manager	2019	161,192	-	168,574 ⁽²⁾	-	-	-	-	329,766
	2018	139,324	-	375,305 ⁽²⁾	-	-	-	-	514,629
	2017	144,640	-	160,211 ⁽²⁾	300,000	-	-	-	604,851
Richard Bray Senior Geologist ⁽⁸⁾	2019	228,919	50,000	-	-	-	-	-	278,919
	2018	218,437	50,000	-	-	-	-	-	268,437
	2017	36,500	8,333	-	-	-	-	-	44,833
Ekow Taylor Senior Geologist ⁽⁹⁾	2019	241,945	10,000	-	-	-	-	-	251,945
	2018	204,231	38,333	-	-	-	-	-	242,564
	2017	23,801	3,333	-	-	-	-	-	27,134
	2019	147,141	39,600	-	-	-	-	-	186,471

Name and Principal Position	Year	Salary plus Australian Statutory Superannuation, if applicable (\$)	Share-Based Awards (\$)	Option-Based Awards (\$)	Non-Equity Incentive Plan Compensation		Pension Value (\$)	All Other Compensation (\$)	Total Compensation (\$)
					Annual Incentive Plans (\$)	Long-term Incentive Plans (\$)			
Sarah Shipway ⁽⁵⁾ Company Secretary	2018	142,350	33,000	-	-	-	-	-	175,350
	2017	98,550	-	-	-	-	-	-	98,550
	2016	-	-	-	-	-	-	-	-
Derrick Weyrauch ⁽⁴⁾⁽⁵⁾ Former CFO	2019	218,202	-	-	-	-	-	16,052	234,254
	2018	307,821	-	480,961 ⁽³⁾	-	-	-	6,781	795,563
	2017	-	-	-	-	-	-	-	-

Notes:

- (1) 100% of the compensation paid to Messrs. Koimtsidis and Easah for the years ended June 30, 2019, 2018 and 2017 is attributable to their service as officers of the Company.
- (2) The Company uses the Black-Scholes model to calculate the fair value of option-based awards on the grant date. The Company chose the Black-Scholes model because it is a widely recognized and utilized model for option pricing. The options granted during the financial years ended June 30, 2019, 2018 and 2017 were assigned a fair value of \$0.39 using the Black-Scholes method.
- (3) The Company uses the Black-Scholes model to calculate the fair value of option-based awards on the grant date. The Company chose the Black-Scholes model because it is a widely recognized and utilized model for option pricing. The options granted during the financial years ended June 30, 2018 and were assigned a fair value of \$0.385, using the Black-Scholes method.
- (4) Mr. Grygorewicz was appointed CFO on October 31, 2018, replacing Mr. Weyrauch.
- (5) Mr. Weyrauch was appointed CFO on July 10, 2017, replacing Ms. Shipway.
- (6) Ms. Shipway is the Company's Secretary and held the position of CFO until the appointment of Mr. Palmbachs and post the retirement of Mr. Palmbachs until July 10, 2017 when Mr. Weyrauch was appointed CFO.
- (7) Mr. Lilford was appointed Project Manager on January 3, 2017.
- (8) Mr. Bray was appointed Senior Australian Geologist on May 1, 2017.
- (9) Mr. Taylor was appointed Senior Geologist on June 5, 2017.

NEO Incentive Plan Awards – Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth information with respect to the share-based and option-based awards outstanding as at June 30, 2019 for each NEO in the most recently completed financial year.

Name	Option-Based Awards				Share-Based Awards		
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised In-the-Money Options (\$) ⁽¹⁾	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Archie Koimtsidis CEO / Managing Director	4,500,000 ⁽³⁾	0.50	April 18, 2022	-	-	-	-
	3,000,000 ⁽²⁾	0.22	March 18, 2020	360,000	-	-	-
Malik Easah Executive Director	4,000,000 ⁽³⁾	0.50	April 18, 2022	-	-	-	-
	2,000,000 ⁽²⁾	0.22	March 18, 2020	240,000	-	-	-
Jon Grygorcewicz ⁽⁵⁾ CFO	-	-	-	-	-	-	-
Sarah Shipway Company Secretary	-	-	-	-	-	-	-
Paul Abbott Exploration Manager	2,500,000 ⁽³⁾	0.50	April 18, 2022	-	-	-	-
	1,000,000 ⁽²⁾	0.22	March 18, 2020	120,000	-	-	-
Bruce Lilford Project Manager	2,500,000 ⁽³⁾	0.50	April 18, 2022	-	-	-	-
Richard Bray Senior Geologist	-	-	-	-	-	-	-

Name	Option-Based Awards				Share-Based Awards		
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised In-the-Money Options (\$) ⁽¹⁾	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Ekow Taylor <i>Senior Geologist</i>	-	-	-	-	-	-	-
Derrick Weyrauch ⁽⁴⁾ <i>Former CFO</i>	-	-	-	-	-	-	-

Notes:

- (1) Calculated based on the difference between the market price of the Shares on June 28, 2019 and the exercise price of the Options. The closing price of the Shares as listed on the ASX on June 28, 2019 was \$0.34.
- (2) The options granted during the year ended June 30, 2017 were Unlisted Options exercisable at \$0.22 on or before March 18, 2020.
- (3) Milestone Options exercisable at the exercise price based on the following milestone events being achieved:
 - (i) the earlier of:
 - (a) the completion of a scoping study; or
 - (b) the completion of a preliminary economic assessment of the Ghanaian Assets (Milestone 1);
 - (ii) on the beginning of earthworks for gold production at the Ghanaian Assets (Milestone 2); and
 - (iii) on the first pouring of gold at the Ghanaian Assets (Milestone 3).
- (4) Mr. Weyrauch was appointed CFO on July 10, 2017 and resigned on October 31, 2018.
- (5) Mr. Jon Grygorcewicz was appointed CFO on October 31, 2018.

NEO Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets forth, for each of the NEOs for the most recently completed financial year, the value of all incentive plan awards that vested during the financial year ended June 30, 2019.

Name	Option-based awards Value vested during the year (\$) ⁽¹⁾⁽²⁾	Share-based awards Value vested during the year (\$)	Non-equity incentive plan compensation Value earned during the year (\$)
Archie Koimtsidis CEO / Managing Director ⁽¹⁾⁽²⁾	-	-	-
Malik Easah Executive Director ⁽¹⁾⁽²⁾	-	-	-
Jon Grygorcewicz ⁽⁴⁾ CFO	-	-	-
Paul Abbott Exploration Manager ⁽¹⁾⁽²⁾	-	-	-
Bruce Lilford Project Manager ⁽¹⁾⁽²⁾	-	-	-
Richard Bray Senior Geologist	-	-	-
Ekow Taylor Senior Geologist	-	-	-
Sarah Shipway Company Secretary	-	-	-
Derrick Weyrauch ⁽¹⁾⁽²⁾⁽³⁾ Former CFO	-	-	-

Notes:

- (1) Represents aggregate dollar value that would have been realized if the options under the option-based award had been exercised on the vesting date which value is computed by determining the difference between the market price of the Shares on the vesting date and the exercise price of the options on the vesting date.
- (2) The aggregate dollar value of the Milestone 1, as defined in Note 1, is \$0.
- (3) Mr. Weyrauch was appointed CFO on July 10, 2017 and resigned on October, 31 2018.
- (4) Mr. Grygorcewicz was appointed as CFO on October 31, 2018.

Director Summary Compensation Table

The following table provides information regarding compensation paid to the Company's directors, other than Archie Koimtsidis and Malik Easah, during the financial year ended June 30, 2019. Compensation for Messrs. Koimtsidis and Easah is reflected under the heading "Statement of Executive Compensation – NEO Summary Compensation Table" above.

Name	Fees Earned (\$)	Share-Based Awards (\$)	Option-Based Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Pension Value (\$)	All Other Compensation (\$)	Total Compensation (\$)
Kevin Tomlinson ⁽²⁾	110,375	-	337,148 ⁽¹⁾	-	-	322,663	770,186
Michele Muscillo ⁽³⁾⁽⁷⁾	87,600	-	225,889 ⁽³⁾	-	-	9,133	322,623
Dr. Kenneth G. Thomas ⁽⁸⁾⁽⁴⁾	58,400	-	21,957	-	-	2,341	82,698
Trevor Schultz ⁽⁹⁾⁽⁵⁾	43,800	-	25,605	-	-	2,022	71,427
Robert Schafer ⁽⁹⁾	43,800	-	-(2)	-	-	10,971	54,771
Jacques McMullen ⁽⁸⁾	29,200	-	-	-	-	851	30,051

Notes:

- (1) The Milestone Options granted during the financial year ended June 30, 2017 were valued using the Black Scholes option model and were ascribed a value of \$0.39.
- (2) The Milestone Options granted during the financial year ended June 30, 2018 were valued using the Black Scholes option model and were ascribed a value of \$0.385.
- (3) The Milestone Options granted during the financial year ended June 30, 2018 were valued using the Black Scholes option model and were ascribed a value of \$0.370.
- (4) The Milestone Options granted during the financial year ended June 30, 2019 were valued using the Black Scholes option model and were ascribed a value of \$0.095.
- (5) The Milestone Options granted during the financial year ended June 30, 2019 were valued using the Black Scholes option model and were ascribed a value of \$0.011.
- (6) During the year ended June 30, 2019, in addition to director fees, the Company paid Mr. Tomlinson \$309,624 for geological consulting services.
- (7) During the year ended June 30, 2019, in addition to director fees, the Company paid HopgoodGamin, of which Michele Muscillo is a partner of, \$5,028 for legal services.
- (8) Dr. Kenneth G. Thomas was appointed on October 31, 2018 and Mr. Jacques McMullen retired on October 31, 2018.
- (9) Mr. Trevor Schultz was appointed on January 2, 2019 and Mr. Robert Schafer retired on January 2, 2019.

Director Incentive Plan Awards – Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth information with respect to the share-based and option-based awards outstanding as at June 30, 2019 for each director of the Company, other than Archie Koimtsidis and Malik Easah.

Name	Option-Based Awards				Share-Based Awards		
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised In-the-Money Options \$(⁽¹⁾)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Kevin Tomlinson	5,000,000 ⁽³⁾	\$0.50	April 18, 2022	\$0	-	-	-
Michele Muscillo	2,018,100 ⁽³⁾	\$0.965	December 21, 2022	\$0	-	-	-
Dr. Kenneth G. Thomas ⁽⁴⁾	2,180,049 ⁽³⁾	\$0.679	December 21, 2022	\$0	-	-	-
Trevor Schultz ⁽⁵⁾	2,180,049 ⁽³⁾	\$0.59	December 21, 2022	\$0	-	-	-
Robert Schafer ⁽⁵⁾	-	-	-	-	-	-	-
Jacques McMullen ⁽⁴⁾	-	-	-	-	-	-	-

Notes:

- (1) Calculated based on the difference between the market price of the Shares on June 30, 2019 and the exercise price of the Options. The closing price of the Shares as listed on the ASX on June 30, 2019 was \$0.34.
- (2) The options granted during the year ended June 30, 2017 were Unlisted Options exercisable at \$0.22 on or before March 18, 2020.
- (3) Milestone Options exercisable at the exercise price based on the following milestone events being achieved:
 - (i) the earlier of:
 - (a) the completion of a scoping study; or
 - (b) the completion of a preliminary economic assessment, of the Ghanaian Assets (Milestone 1);
 - (ii) on the beginning of earthworks for gold production at the Ghanaian Assets (Milestone 2); and
 - (iii) on the first pouring of gold at the Ghanaian Assets (Milestone 3),
- (4) Dr. Kenneth G. Thomas was appointed on October 31, 2018 and Mr. Jacques McMullen retired on October 31, 2018.
- (5) Mr. Trevor Schultz was appointed on January 2, 2019 and Mr. Robert Schafer retired on January 2, 2019.

Director Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets forth, for each director of the Company, other than Archie Koimtsidis and Malik Easah, the value of all incentive plan awards that vested during the financial year ended June 30, 2019.

Name	Option-based awards Value vested during the year (\$) ⁽¹⁾⁽²⁾	Share-based awards Value vested during the year (\$)	Non-equity incentive plan compensation Value earned during the year (\$)
Kevin Tomlinson	\$0	-	-
Michele Muscillo	\$0	-	-
Dr. Kenneth G. Thomas ⁽³⁾	\$0	-	-
Trevor Schultz ⁽⁴⁾	\$0	-	-
Robert Schafer ⁽⁴⁾	-	-	-
Jacques McMullen ⁽³⁾	-	-	-

Notes:

- (1) Represents aggregate dollar value that would have been realized if the options under the option-based award had been exercised on the vesting date which value is computed by determining the difference between the market price of the Shares on the vesting date and the exercise price of the options on the vesting date.
- (2) During the year Milestone 1 was achieved and Milestone 1 Options vested on February 5, 2018. The closing price of the Shares as listed on the ASX on February 5, 2018 was \$0.50.
- (3) Dr. Kenneth G. Thomas was appointed on October 31, 2018 and Mr. Jacques McMullen retired on October 31, 2018.
- (4) Mr. Trevor Schultz was appointed on January 2, 2019 and Mr. Robert Schafer retired on January 2, 2019.

NEO Employment and Consulting Agreements

Each NEO has entered into an employment or consulting agreement with the Company.

Archie Koimtsidis and Malik Easah

Under the terms of the employment agreements for Messrs. Koimtsidis and Easah both of which are dated April 4, 2017:

- (i) Each executive is paid an annual base salary, being \$300,000 for Mr. Koimtsidis and US\$210,000 for Mr. Easah. Each executive's annual base salary is subject to annual review by the Board and each executive may be invited to participate in a short-term and/or long-term incentive plan to be governed by a separate agreement.
- (ii) Each executive receives employment related benefits, which include a car park at the primary location of work, mobile telephone (including reasonable personal use), payment of professional association fees related to the executive's duties and a laptop computer.

- (iii) Messrs. Koimtsidis and Easah may resign or terminate their respective employment agreements by giving the Company twelve and six months' written notice respectively. If the Company terminates Messrs. Koimtsidis or Easah's employment at will, it will give the relevant executive twelve and six months' written notice respectively, except where termination is due to incapacity, where three months' written notice is required. The Company, at its sole discretion, may pay the executive in lieu of all or part of the notice period.
- (iv) The Company may immediately terminate either Mr. Koimtsidis or Mr. Easah for performance management failures, serious misconduct, breach of agreement, breach of confidentiality or intellectual property obligations, damage to reputation, failure to comply with direction given by the Company or where charged with a criminal offence that might tend to injure the reputation or business of the Company, or for any other reason for summary dismissal at common law.
- (v) Either the Company or the executive may immediately terminate by providing notice within one month of a "Prescribed Event" occurring which could include any of the following events occurring, without the consent of the executive: a material adverse change to the executive's direct reporting line; a demotion; a material change to the level of authority such as to lower it below a level of authority commensurate with the position; a reduction in salary; or a relocation outside their base location. If termination occurs as a result of a "Prescribed Event", 100% of total remuneration will be paid. The executive will not be entitled to any payment where such payment would be in breach of any applicable laws or regulations.

Paul Abbott

Under the terms of the consultancy agreement between Protea Foundation Ltd, Paul Abbott (as the nominated consultant of Protea Foundation Ltd) and the Company:

- (i) Mr. Abbott is employed as an exclusive consultant for a term of three years commencing on April 4, 2017.
- (ii) Mr. Abbott receives a monthly fee of US\$10,500 that is reviewed annually. Mr. Abbott is also entitled, at the discretion of the Board, to be granted incentive options.
- (iii) Mr. Abbott receives a travel allowance, entitling him to 12 economy class airfares between Tamale and Accra, Ghana paid by the Company for use at his discretion but in agreement with the Managing Director. The Company may, at its discretion, offer to pay additional airfares. The Company also provides comprehensive medical insurance including emergency evacuation services from any location in Ghana, a motor vehicle and reimbursement of expenses.
- (iv) The Company may terminate the agreement by giving one month's written notice if: Protea Foundation Ltd goes into liquidation or makes arrangements with creditors generally or takes advantage of any statute for the relief of insolvent debtors; or if either Mr. Abbott or Protea Foundation Ltd is convicted of any major criminal offence that brings the Company or themselves into disrepute; for persistent or serious breach of the agreement; wilful or grave misconduct; or unsoundness of mind.

- (v) Protea Foundation Ltd may terminate the agreement on Mr. Abbott's behalf by giving the Company three months' written notice. If termination is due to a material change (being a material diminution in Mr. Abbott's responsibilities or powers), the Company will pay an amount equal to the aggregate of three months' fees.

Sarah Shipway

Under the terms of the employment agreement and subsequent amendment with Sarah Shipway dated August 25, 2016:

- (i) Ms. Shipway is paid an annual base salary of \$153,000 plus statutory Australian superannuation. Ms. Shipway's annual base salary is subject to annual review by the Board and Ms. Shipway may be invited to participate in a short-term and/or long-term incentive plan to be governed by a separate agreement.
- (ii) Ms. Shipway receives an equity component in addition to the annual base salary.
- (iii) Ms. Shipway may resign or terminate her employment agreement by giving the Company three months' written notice. If the Company terminates Ms. Shipway's employment at will, it will give Ms. Shipway three months' written notice. The Company, at its sole discretion, may pay Ms. Shipway in lieu of all or part of the notice period.
- (iv) The Company may immediately terminate Ms. Shipway for performance management failures, serious misconduct, breach of agreement, breach of confidentiality or intellectual property obligations, damage to reputation, failure to comply with direction given by the Company, or where charged with a criminal offence that might tend to injure the reputation or business of the Company, or for any other reason for summary dismissal at common law.
- (v) Either the Company or Ms. Shipway may immediately terminate by providing notice within one month for "Good Reason" which could include any of the following events occurring, without the consent of Ms. Shipway: a material adverse change to Ms. Shipway's direct reporting line; a demotion; a material change to the level of authority such as to lower it below a level of authority commensurate with the position; a reduction in salary; or a relocation outside of Perth, WA. If termination occurs as a result of a "Good Reason", three months of total remuneration will be paid. Ms. Shipway will not be entitled to any payment where such payment would be in breach of any applicable laws or regulations.

Derrick Weyrauch

Under the terms of the employment with Derrick Weyrauch dated October 18, 2017 Mr. Weyrauch was engaged by the Company as Chief Financial Officer until his resignation on October 31, 2018. Pursuant to the terms of the agreement Mr. Weyrauch was paid an annual base salary of C\$250,000 plus statutory Australian superannuation. On retirement Mr. Weyrauch was paid AU\$82,441 in relation to termination fees.

Bruce Lilford

Under the terms of the employment agreement and subsequent amendments with Bruce Lilford dated March 7, 2018 and July 11, 2019:

- For personal use only
- (i) Mr. Lilford is paid an annual base salary of \$225,000 plus statutory Australian superannuation. Mr. Lilford's annual base salary is subject to annual review by the Board and Mr. Lilford may be invited to participate in a short-term and/or long-term incentive plan to be governed by a separate agreement.
 - (ii) Mr. Lilford receives an equity component in addition to the annual base salary.
 - (iii) Mr. Lilford may resign or terminate his employment agreement by giving the Company six months' written notice. If the Company terminates Mr. Lilford's employment at will, it will give Mr. Lilford six months' written notice. The Company, at its sole discretion, may pay Mr. Lilford in lieu of all or part of the notice period.
 - (iv) The Company may immediately terminate Mr. Lilford for performance management failures, serious misconduct, breach of agreement, breach of confidentiality or intellectual property obligations, damage to reputation, failure to comply with direction given by the Company, or where charged with a criminal offence that might tend to injure the reputation or business of the Company, or for any other reason for summary dismissal at common law.
 - (v) Either the Company or the executive may immediately terminate by providing notice within one month of a "Prescribed Event" occurring which could include any of the following events occurring, without the consent of the executive: a material adverse change to the executive's direct reporting line; a demotion; a material change to the level of authority such as to lower it below a level of authority commensurate with the position; a reduction in salary; or a relocation outside of Perth, WA, or a change of control. If termination occurs as a result of a "Prescribed Event", 50% of total remuneration will be paid. Mr. Lilford will not be entitled to any payment where such payment would be in breach of any applicable laws or regulations.

Richard Bray

Under the terms of the employment agreement and subsequent amendments with Richard Bray dated May 1, 2017 and July 9, 2019:

- (i) Mr. Bray is paid an annual base salary of \$232,500 plus statutory Australian superannuation. Mr. Bray's annual base salary is subject to annual review by the Board and Mr. Bray may be invited to participate in a short-term and/or long-term incentive plan to be governed by a separate agreement.
- (ii) Mr. Bray receives an equity component in addition to the annual base salary. Any equity component which remains outstanding at the time a change of control occurs becomes immediately issuable to Mr. Bray (subject always to the Company complying with its obligations under applicable laws or regulations).
- (iii) Mr. Bray may resign or terminate his employment agreement by giving the Company three months' written notice. If the Company terminates Mr. Bray's employment at will, it will give Mr. Bray three months' written notice. The Company, at its sole discretion, may pay Mr. Bray in lieu of all or part of the notice period.
- (iv) The Company may immediately terminate Mr. Bray for breach of agreement, where charged with a criminal offence that might tend to injure the reputation or business of the

Company, bankruptcy, incapacity, inability to meet requirements of position, or gross misconduct.

Ekow Taylor

Under the terms of the employment agreement and subsequent amendments with Ekow Taylor dated June 5, 2017, July 9, 2018 and July 11, 2019:

- (i) Mr. Taylor is paid an annual base salary of \$236,250 plus statutory Australian superannuation. Mr. Taylor's annual base salary is subject to annual review by the Board and Mr. Taylor may be invited to participate in a short-term and/or long-term incentive plan to be governed by a separate agreement.
- (ii) Mr. Taylor receives an equity component in addition to the annual base salary up to but not including December 6, 2018. Any equity component which remains outstanding at the time a change of control occurs becomes immediately issuable to Mr. Taylor (subject always to the Company complying with its obligations under applicable laws or regulations).
- (iii) Mr. Taylor may resign or terminate his employment agreement by giving the Company three months' written notice. If the Company terminates Mr. Taylor's employment at will, it will give Mr. Taylor three months' written notice. The Company, at its sole discretion, may pay Mr. Taylor in lieu of all or part of the notice period.
- (iv) The Company may immediately terminate Mr. Taylor for breach of agreement, where charged with a criminal offence that might tend to injure the reputation or business of the Company, bankruptcy, incapacity, inability to meet requirements of position, or gross misconduct.

Jon Grygorcewicz

The services of Mr. Grygorcewicz are provided pursuant to an engagement letter dated October 24, 2018 with CFO Centre (WA) Pty Ltd. For a description of the terms of the engagement refer to the heading "Management Contracts" below.

Termination and Change of Control Benefits

The Company does not have in place any pension or retirement plan. The Company has not provided compensation, monetary or otherwise, during the preceding fiscal year, to any person who now acts or previously acted as a NEO of the Company in connection with or related to the retirement, termination or resignation of such person or as a result of change of control of the Company, its subsidiaries or affiliates. If a termination or change of control event had occurred on June 30, 2019, the incremental payments, payables and benefits that would have been payable to each of the NEOs would be as shown in the following table.

Name	Annual remuneration	Termination notice period (without cause)	Termination payment ⁽¹⁾ (without cause)	Termination compensation for change of control	Termination notice period for Prescribed Event ⁽²⁾⁽⁴⁾ ; Material Change ⁽³⁾	Termination compensation for Prescribed Event ⁽²⁾⁽⁴⁾ or Material Change ⁽³⁾
Archie Koimtsidis	\$300,000	12 months	\$300,000 ⁽⁴⁾	Nil	No notice period ⁽²⁾	\$300,000 ⁽⁶⁾
Malik Easah	US\$210,000 ⁽⁷⁾	6 months	US\$105,000 ⁽⁴⁾	Nil	No notice period ⁽²⁾	US\$210,000 ⁽⁶⁾
Paul Abbott	US\$126,000 ⁽⁷⁾	1 month	US\$10,500	Nil	3 months ⁽³⁾	US\$27,000
Sarah Shipway	\$184,140	6 months	\$72,270	Nil	1 month	\$36,135
Jon Grygorcewicz	\$83,200 ⁽⁹⁾	1 month	1 month	Nil	No notice period	N/A
Bruce Lilford	\$269,000	6 months	\$100,000	\$100,000	1 month	\$100,000
Richard Bray	\$269,000	3 months	\$50,000	\$50,000	N/A	N/A
Ekow Taylor	\$244,475	3 months	\$51,250	\$20,000	N/A	N/A

Notes:

- (1) This amount includes payment in lieu of the prescribed notice period, subject to limitations under applicable law.
- (2) Prescribed Event for the purposes of Messrs. Koimtsidis' and Easah's employment agreement includes any of the following events occurring, without the consent of the executive: a material adverse change to the executive's direct reporting line; a demotion; a material change to the level of authority such as to lower it below a level of authority commensurate with the position; a reduction in salary; or a relocation outside of Perth, WA.
- (3) Material Change for the purposes of Paul Abbott's employment agreement means a material diminution in the responsibilities or powers assigned.
- (4) "Prescribed Event" for the purposes of Mr. Lilford's employment agreement includes any of the following events occurring: a material adverse change to the executive's direct reporting line; a demotion; a material change to the level of authority such as to lower it below a level of authority commensurate with the position; a reduction in salary; or a relocation outside of Perth, WA, or a change of control.
- (5) The amount payable is equal to 100% of annual remuneration.
- (6) The amount payable to Messrs. Koimtsidis and Easah is equal to 100% of annual remuneration.
- (7) Messrs. Easah and Abbott are paid US\$210,000 and US\$126,000 respectively. The Australian dollar equivalent as at June 30, 2019 is \$298,779 and \$179,269 respectively.
- (8) Mr. Weyrauch is paid C\$273,750. The Australian dollar equivalent as at June 30, 2019 is \$297,393.
- (9) The services of Mr. Grygorcewicz are provided pursuant to an engagement letter dated October 24, 2018 with CFO Centre (WA) Pty Ltd. For a description of the terms of the engagement refer to the heading "Management Contracts" below. Estimated based on one day per week, as specified in the contract.

Equity Compensation Plan Information

The following table sets forth aggregated information, as at June 30, 2019, with respect to compensation plans of the Company under which equity securities of the Company are authorized for issuance.

Plan Category	Number of Securities to be Issued upon Exercise of Outstanding Options, Warrants and Rights (#)	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights (\$)	Number of Securities Remaining Available for Future Issuance under Equity Compensation Plans (#)
Equity compensation plans approved by securityholders	31,878,198 ⁽¹⁾	\$0.24	12,310,094 ⁽²⁾
Equity compensation plans not approved by securityholders	-	-	-
Total	31,878,198	\$0.24	12,310,094

Notes:

- (1) Includes 6,000,000 Shares reserved for issuance pursuant to Options granted under the Prior Plan, 18,500,000 Shares reserved for issuance pursuant to Options granted outside of the Prior Plan, 1,000,000 issued under the Company's new plan and 6,378,198 issued outside of the current plan.
- (2) On October 17, 2017, the Company adopted the new Plan, which contains a 5% rolling limit (including Shares issuable pursuant to the Prior Plan) and the Company will no longer issue Options pursuant to the Prior Plan.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No person who is, or at any time during the most recently completed financial year was, a director or executive officer of the Company, no person proposed to be nominated for election as a director of the Company, nor any associate of any such director, executive officer or proposed nominee, is, or at any time since the beginning of the most recently completed financial year of the Company has been, indebted to the Company or any of its subsidiaries, or indebted to another entity, where such indebtedness is, or at any time since the beginning of the most recently completed financial year has been, the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries, pursuant to a security purchase program of the Company or otherwise.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Except as otherwise set out in the Explanatory Statement and Management Information Circular, no person who has been a director or executive officer of the Company at any time since the beginning of the Company's last financial year, no proposed nominee for election as a director of

the Company nor any associate or affiliate of the foregoing persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as otherwise disclosed herein, no informed person (as that term is defined in National Instrument 51-102 – *Continuous Disclosure Obligations* of the Canadian Securities Administrators) of the Company, no person proposed to be nominated for election as a director of the Company, nor any associate or affiliate of any of them, has or has had any material interest, direct or indirect, in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction which has materially affected or is reasonably expected to materially affect the Company or any of its subsidiaries.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

Board of Directors

The Company currently has six directors, three of whom are considered independent for the purposes of National Instrument 58-101 – *Disclosure of Corporate Governance Practices* ("NI 58-101"). Following the Meeting, it is expected that three of the six directors will be considered independent (assuming election of the nominees) for the purposes of NI 58-101. Kevin Tomlinson, the current Non-Executive Chairman, Archie Koimtsidis, the current CEO and Managing Director, and Malik Easah, the current Executive Director, are each not considered independent for the purposes of NI 58-101. Mr. Tomlinson received fees in excess of \$75,000 from the Company during a 12-month period within the last three years and is, accordingly, not independent within the meaning of NI 58-101. Messrs. Koimtsidis and Easah are executive officers of the Company and are, accordingly, not independent within the meaning of NI 58-101.

The foregoing, the Board has determined that the current constitution of the Board is appropriate for the Company's current stage of development. The Board has free access to the Company's external auditors, legal counsel and to any of the Company's officers.

The following table sets out, for each current director of the Company, the other reporting issuers (or the equivalent in a foreign jurisdiction) of which he is also a director:

Director	Other Reporting Issuers
Kevin Tomlinson	Plymouth Minerals Limited Samco Gold Limited
Archie Koimtsidis	None
Malik Easah	None
Michele Muscillo	Aeris Resources Limited Xanadu Mines Limited Mako Gold Limited
Dr. Kenneth G. Thomas	Continental Gold Inc
Trevor Schultz	Centamin Egypt

The independent directors do not hold regularly scheduled meetings at which non-independent directors and members of management are not in attendance, and no such meetings have been held. However, as deemed necessary and as required in the context of any conflict or potential conflict of interest, non-independent or conflicted directors are asked to recuse themselves from Board meetings to ensure that open and candid discussion is facilitated.

As of the date hereof, Kevin Tomlinson is the Non-Executive Chairman of the Board (the "**Chairman**") and is not considered independent for the purposes of NI 58-101. Michele Muscillo is the lead independent director.

The Chairman (or lead independent director) is responsible for overseeing the operations and affairs of the Board. The Chairman (or lead independent director) is responsible for:

- providing leadership to foster the effectiveness of the Board;
- ensuring there is an effective relationship between the Board and senior management, including by acting as a liaison between the Board and senior management;
- acting as an advisor to senior management in matters concerning the interests of the Company;
- ensuring that the appropriate committee structure is in place and assisting the Remuneration and Nomination Committee in making recommendations for appointment to such committees;
- in consultation with the other members of the Board and the Managing Director, preparing the agenda for each meeting of the Board;
- ensuring that the directors receive the information required for the proper performance of their duties, including information relevant to each meeting of the Board;
- chairing Board meetings and sessions of independent directors, including stimulating debate, providing adequate time for discussion of issues, facilitating consensus, encouraging full participation and discussion by individual directors and confirming that decisions are reached and accurately recorded;
- chairing all shareholder general meetings;
- together with the Remuneration and Nomination Committee, ensuring that an appropriate system is in place to evaluate the performance of the Board as a whole, the Board's committees and individual directors with a view to ensuring that they are fulfilling their respective responsibilities and duties, and making recommendations to the Remuneration and Nomination Committee for changes when appropriate;
- consulting with the Remuneration and Nomination Committee on candidates for nomination or appointment to the Board;
- monitoring shareholder communication and continuous disclosure generally and for compliance with the Shareholder Communication Policy and the Continuous Disclosure Policy;

- working with the Managing Director to ensure that the Board is provided with the resources to permit it to carry out its responsibilities and bringing to the attention of the Managing Director any issues that are preventing the Board from being able to carry out its responsibilities; and
- providing additional services required by the Board.

In the year ended June 30, 2019, two board meetings, four Audit and Risk Committee meetings, no Remuneration and Nomination Committee, one technical committee and no Health and Safety Committee meetings were held. The table below outlines attendance by each director.

Director	Directors' Meetings	Audit and Risk Committee Meetings	Remuneration and Nomination Committee Meetings	Technical Committee	Health and Safety Committee
Kevin Tomlinson	2/2	1/4	-	1/1	-
Archie Koimtsidis	2/2	-	-	-	-
Malik Easah	2/2	-	-	-	-
Michele Muscillo	2/2	4/4	-	-	-
Dr. Kenneth G. Thomas ⁽¹⁾	1/1	3/3	-	1/1	-
Trevor Schultz ⁽²⁾	-	1/2	-	-	-
Robert Schafer ⁽²⁾	1/1	2/2	-	1/1	-
Jacques McMullen ⁽¹⁾	-	-	-	-	-

Notes:

- (1) Dr. Kenneth G. Thomas was appointed on October 31, 2018 and Mr. Jacques McMullen retired on October 31, 2018.
- (2) Mr. Trevor Schultz was appointed on January 2, 2019 and Mr. Robert Schafer retired on January 2, 2019.

Board Mandate

The Board's primary duty is to supervise the management of the business and affairs of the Company and to pursue the best interests of the Company. In discharging its mandate, the Board is responsible for, among other things, the following matters:

- overseeing the Company's commitment to the health and safety of employees and contractors, the environment and sustainable development;
- overseeing the activities of the Company, including verifying that internal, financial, non-financial and business control and management information systems have been established by management;
- identifying the principal risks associated with the Company's business and operations and ensuring the implementation of appropriate systems to manage these risks;

- setting strategic objectives of the Company, and periodically reviewing the Company's progress against those objectives;
- reviewing, ratifying and monitoring systems of risk management and integral control;
- approving and monitoring budgets, capital management and acquisitions and divestments;
- approving and monitoring all financial reporting to the market;
- appointment of professional advisors; and
- any formal determinations required by the Company's constitutional documents, by-laws, or any external regulations.

The Board discharges its responsibilities and obligations either directly or through its committees, currently consisting of: the Audit and Risk Committee and the Remuneration and Nomination Committee. Subject to applicable law, the Board may establish other Board committees or merge or dissolve any Board committee at any time. The Board has approved charters for each established Board committee and shall approve charters for any Board committee established in the future. The Board has delegated to the applicable committee those duties and responsibilities set out in each Board committee's charter. The Board shall appoint, annually or as required, the members and a chair of each committee, after receiving recommendations from the Remuneration and Nomination Committee.

A copy of the Charter of the Board setting out the Board's role and responsibilities is available on the Company's website at www.cardinalresources.com.au.

Position Descriptions

The Charter of the Board contains a written description of the responsibilities of the Chair or, if applicable, the lead independent director. The charter of the Audit and Risk Committee contains a description of certain responsibilities of the chair of such committee. The responsibilities of the chair of the Remuneration and Nomination Committee are determined by the members of the Remuneration and Nomination Committee and/or the Board.

The Charter of the Board contains a written description of the responsibilities of the Managing Director. In addition, the Managing Director's employment agreement contains certain specified areas of responsibility of the Managing Director.

Orientation and Continuing Education

The Board provides an orientation program for new directors, which includes onsite visits to operations. Additionally, historically, new directors are typically familiar with the Company and the nature of its business. The Board's continuing education is typically derived from correspondence with the Company's legal counsel to remain up to date with developments in relevant corporate and securities' law matters. In the view of the Board, individual directors also have available to them opportunities for continuing education through their professional associations.

Ethical Business Conduct

The Board has adopted a Code of Conduct applicable to each director, officer and employee of the Company (the "Code of Conduct"). Copies of the Code of Conduct are included in the Company's Corporate Governance Policies and Procedures Manual, which is available upon request from the Corporate Secretary and on the Company's website at www.cardinalresources.com.au/corporate-governance.

The Board monitors compliance with the Code of Conduct using the Company's corporate governance plan. In addition, the Company's senior management monitors compliance with the Code of Conduct.

Where a member of the Board has an actual or potential conflict of interest or a material personal interest in a matter before the Board, the Board has adopted policies and procedures intended to ensure that:

- the interest is fully disclosed and the disclosure is recorded in the minutes of the Board;
- the relevant director is excluded from all consideration of such matter by the Board; and
- the relevant director does not receive any segment of Board papers or other documents in which there is a reference to such matter.

The Audit and Risk Committee is responsible for assisting the Board in connection with the compliance by the Company and its directors, officers and employees with all applicable laws, regulations and policies adopted by the Company, including the Risk Management Policy and the Code.

Nomination of Directors

The Remuneration and Nomination Committee duties' include identifying and recommending candidates to fill casual vacancies and determining the appropriateness of director nominees for election to the Board.

The Remuneration and Nomination Committee is comprised entirely of independent directors. The Remuneration and Nomination Committee meets at least annually and otherwise as required to discharge its responsibilities. In addition to identifying and recommending candidates and determining the appropriateness of director nominees, the Remuneration and Nomination Committee is responsible for (among other things) providing new directors with an introduction to the Company, succession planning, the evaluation of the performance of the Managing Director and annually reviewing and reporting to the Board on the proportion of women at all levels of the Company.

Compensation

The Remuneration and Nomination Committee is also responsible for assisting the Board by reviewing and making recommendations with respect to (among other things) the remuneration of directors and senior executives, employee incentive and equity-based plans and the recruitment, retention and termination policies and procedures for executive officers.

The Remuneration and Nomination Committee is comprised entirely of independent directors. The Remuneration and Nomination Committee is required to make recommendations to the Board on

all matters within its remit, and it meets at least once a year to discharge its responsibilities. The Remuneration and Nomination Committee is authorized to seek any information it requires from any employee of the Company and to engage and compensate external legal or other professional advisors.

The Remuneration and Nomination Committee is responsible for, among other things, establishing appropriate remuneration levels and policies for directors and senior executives, reviewing the complete remuneration packages of directors and senior executives, reviewing the salary levels for senior executives and making recommendations to the Board with respect to any proposed increases, proposing to the Board the terms and conditions of the Managing Director's employment and reviewing and reporting to the Board on an annual basis regarding the performance of the Managing Director.

The Remuneration and Nomination Committee considers independent advice, where circumstances require, on the appropriateness of remuneration to ensure the Company attracts, motivates and retains high quality people.

For more information with respect to the compensation of the Named Executive Officers and the directors of the Company, see "*Statement of Executive Compensation*" above.

Other Board Committees

Other than the Audit and Risk Committee, the Remuneration and Nomination Committee, the Health and Safety Committee and the Technical Committee, there are no other current standing committees of the Board.

Audit and Risk Committee

The Audit and Risk Committee is currently composed of three (3) independent, non-executive Board members: Michele Muscillo (Chairman), Dr. Kenneth G. Thomas and Trevor Schultz. Reference is made to the Annual Information Form of the Company dated September 3, 2019 for the year ended June 30, 2019 (the "**AIF**") and filed under the Company's profile on SEDAR at www.sedar.com which contains the information required to be disclosed by the Company under 52-110. More specifically reference is made to the "*Audit Committee and Related Information*" heading of the AIF for information regarding, among other things, the composition of the Audit Committee of the Company, the independence and relevant education and experience of the Audit Committee members and external auditor service fees. Reference is almost made to Appendix A of the AIF which is the Audit Committee Charter for such information.

Remuneration and Nomination Committee

The Company has a Remuneration and Nomination Committee composed of three independent non-executive Board members. The current members are Michele Muscillo (Chairman), Dr. Kenneth G. Thomas and Trevor Schultz. The Remuneration and Nomination Committee makes recommendations to the Board of Directors in connection with the compensation of officers and directors and nomination matters. Please see "*Compensation Process and Remuneration and Nomination Committee*" above for further information.

Technical Committee

The Company has a Health and Safety Committee composed of three non-executive Board members. The current members are Kevin Tomlinson (Chairman), Dr. Kenneth G. Thomas and Trevor

Schultz. The main purpose of the Technical Committee is to review, monitor and make recommendations to the Board in respect to the exploration and development activities of the Corporation.

Health and Safety Committee

The Company has a Health and Safety Committee composed of three non-executive Board members. The current members are Trevor Schultz (Chairman), Dr. Kenneth G. Thomas and Kevin Tomlinson. The main purpose of the Health and Safety Committee is to review, monitor and make recommendations to the Board in respect to the environmental, health and safety activities of the Corporation.

Assessments

Currently the Board has not implemented a formal process for assessing the performance of the Board, its committees, or its individual directors. At present, the Board monitors the adequacy of information provided to directors, the communications between the Board and management and the strategic direction and processes of the Board and its Audit and Risk Committee, to satisfy itself that the Board, the Audit and Risk Committee and individual directors are performing effectively.

Director Term Limits and Other Mechanisms of Board Renewal

The Company has not adopted term limits for directors. The composition of the Board is regularly reviewed to ensure that its members have the correct mix of skills and experience for the stage of operations of the Company. As discussed above, the Remuneration and Nomination Committee is responsible for assessing the composition of the Board. In addition, the Remuneration and Nomination Committee is responsible for developing a succession plan for the Managing Director and each Director in order to ensure there is an appropriate mix of skills, experience, expertise and diversity on the Board.

Policies Regarding the Representation of Women on the Board

The Company has adopted a diversity policy (the "Diversity Policy"), which recognizes the benefits arising from diversity, including gender diversity, among the Company's employees and at the Board level. The Board is accountable for ensuring this policy is effectively implemented. On an annual basis, the Remuneration and Nomination Committee will (i) assess the effectiveness of the Board and senior management appointment process at achieving the Company's strategies and (ii) adopt measurable objectives for achieving diversity on the Board and in senior management. The Remuneration and Nomination Committee will review and report annually on the proportion of women who are employed by the Company as a whole, and submit a report to the Board, due to the limited number of employees the Company has not adopted measurable objectives.

The Company recognizes the benefits of having a diverse workforce, and seeks to increase diversity within the Company. The Company will report annually on the progress to achieving the measurable objectives set for both the Board and senior management, including specifically, the proportion of women employed by the Company as a whole, in senior management and on the Board. Due to the limited number of employees of the Company the Diversity Policy does not establish any fixed targets regarding the representation of diverse candidates on the Board or in senior management.

The Diversity Policy recognizes that having a diverse and talented workforce is a competitive advantage and confirms that it is the Company's policy to recruit and manage on the basis of

qualification for a given position and performance, regardless of gender, age, nationality, race, religious beliefs, cultural background, sexuality or physical ability.

Consideration of the Representation of Women in the Director Identification and Selection Process

The Diversity Policy mandates that the Remuneration and Nomination Committee will consider gender diversity during the process of identifying and selecting candidates for election or appointment to the Board and that due regard will be given to the benefits of diversity during the identification and selection of candidates.

Consideration Given to the Representation of Women in Executive Officer Appointments

The Diversity Policy mandates that the Remuneration and Nomination Committee will consider gender diversity during the process of identifying and selecting candidates for appointment to senior management positions and that due regard will be given to the benefits of diversity during the identification and selection of candidates.

Targets Regarding the Representation of Women on the Board and in Executive Officer Positions

The Company has not adopted a target regarding the representation of women on the Board. The Company believes that candidates should be selected from the widest possible group of qualified individuals, and, accordingly, the level of representation of women may be considered but is not a major factor in identifying and appointing individuals to the Board, and adopting such a target may unduly restrict its ability to select the most appropriate candidates for Board positions.

Due to the limited number of employees of the Company, the Company has not adopted a target regarding women in executive officer positions.

Number of Women on the Board and in Executive Officer Positions

None (0%) of the members of the Board are women. One out of the fourteen (7%) executive officers of the Company is a woman.

MANAGEMENT CONTRACTS

The services of Mr. Grygorcewicz are provided pursuant to an engagement letter dated October 24, 2018 with CFO Centre (WA) Pty Ltd ("CFO Centre").

Under the terms of the engagement letter dated October 24, 2018 with CFO Centre of PO Box 238, Karrinyup WA 6921:

- (i) Mr. Grygorcewicz performs CFO services on behalf of CFO Centre during the term of engagement.
- (ii) CFO Centre charges the Company \$1,600 (plus GST) for each day of work (meaning a minimum of seven hours on any week day).
- (iii) Either the Company or CFO Centre may terminate the provision of the services by giving two months' notice in writing to the other party.

- (iv) The Company will not, without the prior written consent of the CFO Centre, at any time from the date of the engagement letter to the expiry of six months after the last date of supply of the services, or the termination of the engagement letter (whichever is the later) employ Mr. Grygorcewicz or solicit him away from CFO Centre without their prior written consent.
- (v) Where CFO Centre consents to the recruitment of Mr. Grygorcewicz by the Company, the Company will pay a recruitment fee of \$30,000 to the Company at the time CFO Centre's written consent is given.

EXTERNAL AUDITOR SERVICE FEES

The aggregate fees paid to the external auditor of the Company in each of the last two financial years of the Company are as follows:

Financial Year Ending June 30	Audit Fees ⁽¹⁾	Audit Related Fees ⁽²⁾	Tax Fees ⁽³⁾	All Other Fees ⁽⁴⁾
2019	\$71,668	Nil	\$24,160	\$17,550
2018	\$67,143	Nil	\$4,400	\$35,295

Notes:

- (1) "Audit Fees" include the aggregate fees billed by the Corporation's external auditor for the audit of the annual financial statements and other regulatory audits and filings.
- (2) "Audit-Related Fees" include the aggregate fees billed for assurance and related services by the Corporation's external auditor that are reasonably related to the performance of the audit or review of the Corporation's financial statements but not included in "Audit Fees".
- (3) "Tax Fees" include the aggregate fees billed for professional services rendered by the Corporation's external auditor for tax compliance, tax advice and tax planning.
- (4) "All Other Fees" include the aggregate fees billed for products and services provided by the Corporation's external auditor, other than as set out under the headings "Audit Fees", "Audit Related Fees" and "Tax Fees".

ADDITIONAL INFORMATION

Additional information relating to the Company can be found on SEDAR at www.sedar.com and on the ASX website at www.asx.com.au Further financial information is provided in the audited consolidated financial statements of the Company for the financial year ended June 30, 2019 and related management's discussion and analysis which accompany this Explanatory Statement and Management Information Circular and have also been filed on SEDAR. Shareholders may also contact Sarah Shipway, the Corporate Secretary of the Company, by e-mail at sarah@cardinalresources.com.au to request a copy of these documents.

The Company will provide any shareholder of the Company, without charge, upon request to the Corporate Secretary of the Company:

- (a) one copy of the audited consolidated financial statements of the Company for the financial year ended June 30, 2019, together with the report of the auditor thereon;
- (b) one copy of the management's discussion and analysis for the financial year ended June 30, 2019; and
- (c) one copy of this Explanatory Statement and Management Information Circular.

APPROVAL

The directors of the Company have approved the contents of this Explanatory Statement and Management Information Circular and the sending thereof to the shareholders of the Company.

DATED at Toronto, Ontario this 20th day of September, 2019

BY ORDER OF THE BOARD OF DIRECTORS

Signed: "Archie Koimtsidis"

Archie Koimtsidis
Chief Executive Officer and Managing
Director

GLOSSARY

10% Placement Capacity has the meaning given in Section 5.

\$ means Australian dollars.

Annual General Meeting or **Meeting** means the meeting convened by the Notice.

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Bolgatanga Project the Project consists of the Namdini Mining Licence, Kungongo, Bongo and Ndongo Licences.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company or **Cardinal** means Cardinal Resources Limited (ACN 147 325 620).

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means the current directors of the Company.

Eligible Entity means an entity that, at the date of the relevant general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice.

Ghanaian Assets means the five (5) tenements prospective for gold mineralisation in Ghana in two NE-SW trending paleo-proterozoic granite-greenstone belts in connection with the Bolgatanga project and Subranum project.

Gold Pour Milestone means the milestone set out in paragraph (g) of Schedule 3.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

Option means an option to acquire a Share.

Optionholder means a holder of an Option.

Ordinary Securities has the meaning set out in the ASX Listing Rules.

Plan means the stock option plan the subject of Resolution 6 as summarised in Schedule 2.

Proxy Form means the proxy form accompanying the Notice.

Related Party Option means an Option granted pursuant to Resolution 7, 8, 9, 10, 11 or 12 with the terms and conditions set out in Schedule 3.

Relevant Executive means persons who, from time to time, are Key Management Personnel of the Company or who, from time to time, hold a managerial or executive office in the Company or a related body corporate, in connection with the person retiring from an office or position, in the Company or a related body corporate.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2019.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Related Party Option means an Option granted pursuant to Resolution 7, 8, 9, 10, 11 or 12 with the terms and conditions set out in Schedule 3.

Section means a section of the Explanatory Statement.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a registered holder of a Share.

Variable A means "A" as set out in the formula in ASX Listing Rule 7.1A(2).

WST means Western Standard Time as observed in Perth, Western Australia.

SCHEDULE 1 – ISSUES OF EQUITY SECURITIES SINCE 4 NOVEMBER 2018

Date	Quantity	Class	Recipients	Issue price and discount to Market Price (if applicable) ¹	Form of consideration
Issue – 16 September 2019 Appendix 3B – 17 September 2019	14,088,014	Shares ²	Holder of Quoted Options ³	\$0.150 per Share on conversion of quoted Options, (representing a 32.60% discount to Market Price)	Cash Amount raised = \$2,113,202.10 Amount spent = \$0 Amount remaining = \$2,113,202.10 Proposed use of remaining funds: ⁷ general working capital, exploration and development expenses.
Issue – 5-6 September 2019 Appendix 3B – 9 September 2019	9,280,841	Shares ²	Holder of Quoted Options ³	\$0.150 per Share on conversion of quoted Options, (representing a 30.30% discount to Market Price)	Cash Amount raised = \$1,392,126.15 Amount spent = \$0 Amount remaining = \$1,392,126.15 Proposed use of remaining funds: ⁷ general working capital, exploration and development expenses.
Issue – 21 August 2019 Appendix 3B – 21 August 2019	827,048	Shares ²	Holder of Quoted Options ³	\$0.150 per Share on conversion of quoted Options, (representing a 33.52% discount to Market Price)	Cash Amount raised = \$124,057.20 Amount spent = \$0 Amount remaining = \$124,057.20 Proposed use of remaining funds: ⁷ general working capital, exploration and development expenses.
Issue – 16 August 2019 Appendix 3B – 19 August 2019	617,500	Shares ²	Holder of Quoted Options ³	\$0.150 per Share on conversion of quoted Options, (representing a 32.97% discount to Market Price)	Cash Amount raised = \$92,625 Amount spent = \$0 Amount remaining = \$92,625 Proposed use of remaining funds: ⁷

Date	Quantity	Class	Recipients	Issue price and discount to Market Price (if applicable) ¹	Form of consideration
					general working capital, exploration and development expenses.
Issue – 14 August 2019 Appendix 3B – 14 August 2019	220,261	Shares ²	Holder of Quoted Options ³	\$0.150 per Share on conversion of quoted Options, (representing a 30.30% discount to Market Price)	Cash Amount raised = \$33,039.15 Amount spent = \$0 Amount remaining = \$33,039.15 Proposed use of remaining funds: ⁷ general working capital, exploration and development expenses.
Issue – 6 August 2019 Appendix 3B – 7 August 2019	252,500	Shares ²	Holder of Quoted Options ³	\$0.150 per Share on conversion of quoted Options, (representing a 39.47% discount to Market Price)	Cash Amount raised = \$37,875 Amount spent = \$0 Amount remaining = \$37,875 Proposed use of remaining funds: ⁷ general working capital, exploration and development expenses.
Issue – 31 July 2019 Appendix 3B – 1 August 2019	341,955	Shares ²	Holder of Quoted Options ³	\$0.150 per Share on conversion of quoted Options, (representing a 40.54% discount to Market Price)	Cash Amount raised = \$51,293.25 Amount spent = \$0 Amount remaining = \$51,293.25 Proposed use of remaining funds: ⁷ general working capital, exploration and development expenses.
Issue – 26 July 2019 Appendix 3B – 29 July 2019	126,000	Shares ²	Holder of Quoted Options ³	\$0.150 per Share on conversion of quoted Options, (representing a 42.25% discount to Market Price)	Cash Amount raised = \$18,900 Amount spent = \$0 Amount remaining = \$18,900

Date	Quantity	Class	Recipients	Issue price and discount to Market Price (if applicable) ¹	Form of consideration
					Proposed use of remaining funds: ⁷ general working capital, exploration and development expenses.
Issue – 23 July 2019 Appendix 3B – 24 July 2019	130,000	Shares ²	Holder of Quoted Options ³	\$0.150 per Share on conversion of quoted Options, (representing a 40.54% discount to Market Price)	Cash Amount raised = \$19,500 Amount spent = \$0 Amount remaining = \$19,500 Proposed use of remaining funds: ⁷ general working capital, exploration and development expenses.
Issue – 17 July 2019 Appendix 3B – 17 July 2019	1. 600,000 2. 73,530 3. 635,161	Shares ²	1. Holder of Quoted Options ³ 2. Issued as consideration for services provided to the Company 3. Issued as consideration for services provided to the Company	1. \$0.150 per Share on conversion of quoted Options, (representing a 44.12% discount to Market Price) 2. \$0.34 per share (representing a 6% discount to the Market Price) 3. \$0.336 per share (representing a 1% discount to the market)	1. Cash Amount raised = \$90,000 Amount remaining = \$90,000 Proposed use of remaining funds: ⁷ general working capital, exploration and development expenses. 2. Consideration : Issued for services rendered Current Value = \$34,559.10 ⁸ 3. Consideration : Issued for services rendered Current Value = \$298,525.67 ⁸
Issue – 11 July 2019 Appendix 3B – 11 July 2019	280,000	Shares ²	Holder of Quoted Options ³	\$0.150 per Share on conversion of quoted Options, (representing a 44.78% discount to Market Price)	Cash Amount raised = \$42,000 Amount spent = \$0

Date	Quantity	Class	Recipients	Issue price and discount to Market Price (if applicable) ¹	Form of consideration
					Amount remaining = \$42,000 Proposed use of remaining funds: ⁷ general working capital, exploration and development expenses.
Issue – 4 July 2019 Appendix 3B – 4 July 2019	59,975	Shares ²	Holder of Quoted Options ³	\$0.150 per Share on conversion of quoted Options, (representing a 44.78% discount to Market Price)	Cash Amount raised = \$8,996.25 Amount spent = \$0 Amount remaining = \$8,996.25 Proposed use of remaining funds: ⁷ general working capital, exploration and development expenses.
Issue – 4 June 2019 Appendix 3B – 4 June 2019	1. 148,000 2. 64,103	Shares ²	1. Holder of Quoted Options 2. Issued as consideration for services provided to the Company	1. \$0.150 per Share on conversion of quoted Options, (representing a 40.54% discount to Market Price) 2. \$0.39 per share (representing a X% discount to the market)	1. Cash Amount raised = \$22,200 Amount spent = \$0 Amount remaining = \$22,200 Proposed use of remaining funds: ⁷ general working capital, exploration and development expenses. 2. Consideration : Issued for services rendered Current Value = \$30,128.41 ⁸
Issue – 7 May 2019 Appendix 3B – 8 May 2019	18,500	Shares ²	Holder of Quoted Options ³	\$0.150 per Share on conversion of quoted Options, (representing a 38.96% discount to Market Price)	Cash Amount raised = \$2,775 Amount spent = \$0 Amount remaining = \$2,775

Date	Quantity	Class	Recipients	Issue price and discount to Market Price (if applicable) ¹	Form of consideration
					Proposed use of remaining funds: ⁷ general working capital, exploration and development expenses.
Issue – 30 April 2019 Appendix 3B – 30 April 2019	1. 2,180,049 2. 2,180,049	1. Unquoted Options ⁴ 2. Unquoted Options ⁵	Issued to Directors of the Company approved at the General Meeting held on 11 April 2019	No issue price (no cash consideration)	1: Consideration: Issued for services rendered Current Value = \$674,575.68 ⁸ 2: Consideration: Issued for services rendered Current Value = \$674,575.68 ⁸
Issue – 18 April 2019 Appendix 3B – 23 April 2019	112,000	Shares ²	Holder of Quoted Options ³	\$0.150 per Share on conversion of quoted Options, (representing a 35.71% discount to Market Price)	Cash Amount raised = \$16,800 Amount spent = \$0 Amount remaining = \$16,800 Proposed use of remaining funds: ⁷ general working capital, exploration and development expenses.
Issue – 22 March 2019 Appendix 3B – 25 March 2019	185,000	Shares ²	Holder of Quoted Options ³	\$0.150 per Share on conversion of quoted Options, (representing a 42.86% discount to Market Price)	Cash Amount raised = \$27,750 Amount spent = \$0 Amount remaining = \$27,750 Proposed use of remaining funds: ⁷ general working capital, exploration and development expenses.
Issue – 12 March 2019 Appendix 3B – 13 March 2019	1. 116,571 2. 1,867,817	1. Shares ² 2. Unquoted Options ⁶	1. Holder of Quoted Options ³ 2. Issued as part consideration for services provided to the Company	1. \$0.150 per share on conversion of quoted Options, (representing a 41.67% discount to Market Price)	1: Amount raised = \$17,485.65 Amount spent = \$0 Amount remaining = \$17,485.65 Proposed use of remaining funds: ⁷ general working capital,

Date	Quantity	Class	Recipients	Issue price and discount to Market Price (if applicable) ¹	Form of consideration
				2. No issue price (no cash consideration)	<p>exploration and development expenses.</p> <p>2: Consideration: Issued for services rendered</p> <p>Current Value = \$597,701.44⁸</p>
<p>Issue – 22 February 2019</p> <p>Appendix 3B – 25 February 2019</p>	150,000	Shares ²	Holder of Quoted Options ³	\$0.150 per Share on conversion of quoted Options, (representing a 38.96% discount to Market Price)	<p>Cash</p> <p>Amount raised = \$22,500</p> <p>Amount spent = \$0</p> <p>Amount remaining = \$22,500</p> <p>Proposed use of remaining funds:⁷ general working capital, exploration and development expenses.</p>
<p>Issue – 8 February 2019</p> <p>Appendix 3B – 11 February 2019</p>	900,000	Shares ²	Holder of Quoted Options ³	\$0.150 per Share on conversion of quoted Options, (representing a 35.71% discount to Market Price)	<p>Cash</p> <p>Amount raised = \$135,000</p> <p>Amount spent = \$0</p> <p>Amount remaining = \$135,000</p> <p>Proposed use of remaining funds:⁷ general working capital, exploration and development expenses.</p>
<p>Issue – 30 January 2019</p> <p>Appendix 3B – 31 January 2019</p>	690,000	Shares ²	Holder of Quoted Options ³	\$0.150 per Share on conversion of quoted Options, (representing a 37.5% discount to Market Price)	<p>Cash</p> <p>Amount raised = \$103,500</p> <p>Amount spent = \$0</p> <p>Amount remaining = \$103,500</p> <p>Proposed use of remaining funds:⁷ general working capital, exploration and development expenses.</p>
<p>Issue – 7 January 2019</p> <p>Appendix 3B – 8</p>	243,000	Shares ²	Holder of Quoted Options ³	\$0.150 per Share on conversion of quoted Options, (representing a	<p>Cash</p> <p>Amount raised = \$34,450</p> <p>Amount spent = \$0</p>

Date	Quantity	Class	Recipients	Issue price and discount to Market Price (if applicable) ¹	Form of consideration
January 2019				34.09% discount to Market Price)	Amount remaining = \$34,450 Proposed use of remaining funds: ⁷ general working capital, exploration and development expenses.
Issue – 6 December 2018 Appendix 3B – 7 December 2018	145,000	Shares ²	Holder of Quoted Options ³	\$0.150 per Share on conversion of quoted Options, (representing a 38.46% discount to Market Price)	Cash Amount raised = \$21,750 Amount spent = \$0 Amount remaining = \$21,750 Proposed use of remaining funds: ⁷ general working capital, exploration and development expenses.
Issue – 19 November 2018 Appendix 3B – 19 November 2018	1. 130,000 2. 47,801 3. 20,877 4. 48,170 5. 935,488	Shares ²	1: Holder of Quoted Options ³ 2 – 5: employees and consultants of the Company	1. \$0.150 per share on conversion of quoted Options, (representing a 35.71% discount to Market Price) 2. \$0.523 per share (representing a 24.52% premium to the market price) 3. \$0.479 per share (representing a 14.04% premium to the market price)) 4. \$0.519 per share (representing a 4.85% premium to the market price)) 5. \$0.45 per share (representing a 9.09%	1: Amount raised = \$19,500 Amount spent = \$0 Amount remaining = \$19,500 Proposed use of remaining funds: ⁷ general working capital, exploration and development expenses. 2 – 5: Issued for services rendered Current Value: 2. \$22,466.47 ⁸ 3. \$9,812.19 ⁸ 4. \$22,639.90 ⁸ 5. \$140,323.20 ⁸

Date	Quantity	Class	Recipients	Issue price and discount to Market Price (if applicable) ¹	Form consideration of
				discount to the market)	

Notes:

- 1 Market Price means the closing price on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of issue of the relevant Equity Securities.
- 2 Fully paid ordinary shares in the capital of the Company, ASX Code: CDV (terms are set out in the Constitution).
- 3 Quoted Options, exercisable at \$0.15 each, on or before 30 September 2019, ASX Code: CDVOA.
- 4 Unquoted Options, exercisable at \$0.679 each, on or before 21 December 2022. The full terms and conditions were disclosed in the notice of meeting for the Shareholder meeting held on 11 April 2019
- 5 Unquoted Options, exercisable at \$0.59 each, on or before 21 December 2022. The full terms and conditions were disclosed in the notice of meeting for the Shareholder meeting held on 11 April 2019
- 6 Unquoted Options, exercisable at \$1.00 each, on or before 12 March 2021 for services rendered to the Company.
- 7 This is a statement of current intentions as at the date of this Notice. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis.
- 8 In respect of quoted Equity Securities the value is based on the closing price of the Shares (\$0.47) or Options (\$0.32) as the context requires on the ASX on 20 September 2019. In respect of unquoted Equity Securities the value of Options is measured using the Black & Scholes option pricing model. Measurement inputs include the Share price on the measurement date, the exercise price, the term of the Option, the impact of dilution, the expected volatility of the underlying Share (based on weighted average historic volatility adjusted for changes expected due to publicly available information), the expected dividend yield and the risk free interest rate for the term of the Option. No account is taken of any performance conditions included in the terms of the Option other than market based performance conditions (i.e. conditions linked to the price of Shares).

SCHEDULE 2 – SUMMARY OF KEY TERMS AND CONDITIONS OF THE PLAN

The principle terms of the Plan are summarised below:

- (a) **Eligibility:** Participants in the Plan may be:
- (i) a director of the Company or a director of any affiliate of the Company from time to time (**Director**);
 - (ii) an individual who is considered an employee of the Company or an affiliate of the Company under the *Income Tax Act* (Canada), an individual who works full-time for the Company or an affiliate of the Company providing services normally provided by an employee and who is subject to the same control and direction by the Company over the details and methods of work as an employee of the Company, but for whom income tax deductions are not made at source or an individual who works for the Company or an affiliate of the Company, to the extent permitted by the Class Order, on a continuing regular basis for a minimum amount of time per week providing services normally provided by an employee and who is subject to the same control and direction by the Company over the details and methods of work as an employee of the Company, but for whom income tax deductions are not made and, for greater certainty, includes officers of the Company (**Employee**);
 - (iii) an individual employed by a Person providing management services to the Company or an affiliate of the Company, which are required for the ongoing successful operation of the business enterprise of the Company or an affiliate of the Company (**Management Company Employee**); and
 - (iv) in relation to the Company, an individual or Consultant Company, to the extent permitted by ASIC Class Order 14/1000 (or any amendment to or replacement of that Class Order) (**Class Order**), other than an Employee or a Director of the Company, that:
 - (A) is engaged to provide, on an ongoing bona fide basis, consulting, technical, management or other services to the Company or to an affiliate of the Company, other than services provided in relation to a distribution;
 - (B) provides the services under a written contract between the Company or an affiliate of the Company and the individual or the Consultant Company;
 - (C) in the reasonable opinion of the Company, spends or will spend a significant amount of time and attention on the affairs and business of the Company or an affiliate of the Company; and
 - (D) has a relationship with the Company or an affiliate of the Company that enables the individual to be knowledgeable about the business and affairs of the Company
- (each, an **Eligible Person**).
- (b) **Offer:** Options may be offered from time to time by the Board, within the limits set forth in the Plan, to any Eligible Persons.
- (c) **Share limits:** The maximum number of Shares which may be reserved for issuance under the Plan less the number of Shares subject to outstanding options under the employee option plan shall not exceed five percent (5%) of the total issued and outstanding Shares from time to time (calculated on a non-diluted basis). The Company shall at all times while the Plan is in force reserve such number of Shares as will be sufficient to satisfy the requirements of the Plan. The maximum number of Shares which may be reserved for

issuance to any individual who is a Director and who is not otherwise a full-time or part-time employee of the Company or an affiliate of the Company (**Non-Employee Directors**), at any time, under the Plan shall not exceed one percent (1%) of the total issued and outstanding Shares from time to time.

- (d) **Vesting Conditions:** An Option may be made subject to vesting conditions as determined by the Board in its discretion and as specified in the offer for the Option (**Vesting Conditions**).
- (e) **Exercise Price:** The exercise price for any Options shall be determined from time to time by the Board, in compliance with all the rules and requirements respecting the pricing of Options imposed by any Exchange on which the Shares of the Company are then listed. Options do not confer the right to a change in exercise price or in the number of underlying Shares for which the Options can be exercised. For the avoidance of doubt, the exercise price for any Options may be zero.
- (f) **Terms and date of exercise:**
- (i) Subject to the requirements set out in the Plan and any accelerated termination as provided for in the Plan, the Board shall determine exercise period of all Options and the time or times that Options are exercisable; provided, however, that the exercise period shall not exceed ten (10) years from the applicable effective date. Subject to (ii) below, Options shall be exercisable in whole or in part during the exercise period in accordance with such vesting provisions, conditions or limitations as are contained in the Plan or as the Board may from time to time impose, or as may be required by the TSX, ASX or any other stock exchange on which the Shares are then listed for trading as applicable (**Exchange**) or under applicable securities law.
 - (ii) Notwithstanding the foregoing, if the term of any Options expires during or within ten (10) Business Days of a blackout period expiry date applicable to such holder, then the term of such Options or the unexercised portion thereof, as applicable, shall be extended to the close of business on the tenth Business Day following the blackout period expiry date.
 - (iii) Options shall expire immediately, and all vested Options granted shall expire within ninety (90) days after the holder ceases to be an Eligible Person except in the case of a holder whose employment or term of office is terminated for lawful cause, then any Options held by such holder, whether or not such Options are exercisable at the time of termination, immediately expire and are cancelled on the termination date at a time determined by the Board, at its discretion. Notwithstanding the foregoing provisions, the Board may, in its discretion, at any time prior to or following the events contemplated above, permit the exercise of any or all Options held by the Optionee in the manner and on terms authorised by the Board, provided that, subject to an extension pursuant to the rules of the Plan, the Board will not, in any case, authorise the exercise of Options pursuant to this section beyond a period of one year from the date on which such holder ceases to be an Eligible Person.
- (g) **Not transferrable:** Options granted under the Plan shall be non-assignable and non-transferable by the holder (subject to specific provisions of the Plan) otherwise than by will or the laws of descent and distribution, and shall be exercisable, during the holder's lifetime, only by the holder. All Options granted under the Plan shall be exercisable by a holder's heirs or administrators for a period of one year from such holder's death.
- (h) **Shares:** Shares resulting from the exercise of the Options shall, subject to any Sale Restrictions (refer to paragraph (i)), from the date of issue, rank on equal terms with all other Shares on issue.
- (i) **Sale Restrictions:** The Board may, in its discretion, determine at any time up until exercise of Options, that a restriction period will apply to some or all of the Shares issued to an Eligible Person on exercise of those Options (**Restriction Period**). In addition, the Board may,

in its sole discretion, having regard to the circumstances at the time, waive any such Restriction Period.

- (j) **No Participation Rights:** A holder shall not have any rights as a shareholder of the Company with respect to any Shares covered by any Options until such time as and to the extent that such Options have been duly exercised. There are no participating rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to shareholders during the currency of the Options without exercising the Options.
- (k) **Reorganisation:** If, at any time, the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), the terms of the Options will be changed in a manner consistent with the ASX Listing Rules at the time of the reorganisation.
- (l) **Amendments:** Subject to receipt of requisite regulatory approval, where required, the Board may, in its absolute discretion, make certain amendments to the Plan, without obtaining the approval of shareholders of the Company.

SCHEDULE 3 – TERMS AND CONDITIONS OF RELATED PARTY OPTIONS

(a) **Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (k), the amount payable upon exercise of each Option will be \$0.00 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire on the earlier of:

- (i) if the Option has not vested, immediately on the date upon which the Optionholder ceases to be retained or employed by the Company (or, in the case of a Director, resigns or retires) for any reason whatsoever (including without limitation resignation or termination for cause);
- (ii) if the Option has vested and has not been exercised by the Optionholder on the date upon which the Optionholder ceases to be retained or employed by the Company (or, in the case of a Director, resigns or retires) for any reason whatsoever (including without limitation resignation or termination for cause), 30 days from the date upon which the Optionholder ceases to be retained or employed by the Company (or, in the case of a Director, resigns or retires) for any reason whatsoever (including without limitation resignation or termination for cause); and
- (iii) 5:00 pm (WST) on that date which is five (5) years from the date of issue of the Options.

(Expiry Date).

An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

Notwithstanding clauses (c)(i) and (ii), the Board may, in its absolute discretion, resolve to allow any Options not to lapse and be retained by the Optionholder after the Optionholder ceases to be retained or employed by the Company (or, in the case of a Director, resigns or retires).

(d) **Exercise Period**

The Options shall vest and are exercisable at any time on and from the first pouring of gold at the Ghanaian Assets (**Gold Pour Milestone**) until the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) **Change of Control Event**

A Change of Control event occurs where:

- For personal use only
- (i) an offer is made for Shares pursuant to a takeover bid under Chapter 6 of the Corporations Act and is, or is declared, unconditional; or
 - (ii) the Court sanctions under Part 5.1 of the Corporations Act a compromise or arrangement relating to the Company or a compromise or arrangement proposed for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies; or
 - (iii) any other merger, consolidation or amalgamation involving the Company occurs which results in the holders of Shares immediately prior to the merger, consolidation or amalgamation being entitled to 50 per cent or less of the voting shares in the body corporate resulting from the merger, consolidation or amalgamation; or
 - (iv) the Company enters into agreements to dispose of its main business undertaking or the principal assets (whether or not in the form of shares in the Company) of the Company to a person, or a number of persons, and those agreements become unconditional.

On the occurrence of a Change of Control Event all unvested Options will vest and become exercisable in accordance with this clause (g) with such vesting deemed to have taken place immediately prior to the effective date of the Change of Control Event.

The Company shall give written notice of any Change of Control Event to each Optionholder. Upon the giving of any such notice a holder may exercise any of their vested Options within the Exercise Period by delivery to the registered office of the Company or such other address as determined by the Board of:

- (i) a signed Notice of Exercise; and
- (ii) a cheque or cash or such other form of payment determined by the Board in its sole and absolute discretion for the amount of the Exercise Price.

(h) **Timing of issue of Shares on exercise**

Within 15 Business Days after the later of the following:

- (i) the Exercise Date; and
- (ii) when excluded information in respect to the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information,

but in any case no later than 20 Business Days after the Exercise Date, the Company will:

- (iii) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (iv) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (v) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (h)(iv) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things

necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(i) **Deferred taxation**

Subdivision 83A-C of the *Income Tax Assessment Act 1997* applies to the Options.

(j) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(k) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(l) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(m) **Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(n) **Transferability**

The Options are not transferable.

SCHEDULE 4 – VALUATION OF RELATED PARTY OPTIONS

The Related Party Options to be issued to the Related Parties pursuant to Resolutions 7, 8, 9, 10, 11 and 12 have been valued by internal management and the assumptions have been reviewed independently.

Using the Black & Scholes option pricing model and based on the assumptions set out below, the Related Party Options were ascribed the following value range:

Assumptions:	
Valuation date	30 August 2019
Market price of Shares	\$0.47 cents
Exercise price	\$0 cents
Expiry date (length of time from issue)	Five years from the date of Issue
Risk free interest rate	0.69%
Volatility	110.04%
Indicative value per Related Party Option	\$0.47
Total Value of Related Party Options	\$2,993,693
- Kevin Tomlinson	\$431,836
- Archie Koimtsidis	\$909,735
- Dr. Kenneth G. Thomas	\$352,500
- Malik Easah	\$555,455
- Michele Muscillo	\$391,667
- Trevor Schutz	\$352,500

Note: The valuation ranges noted above are not necessarily the market prices that the Related Party Options could be traded at and they are not automatically the market prices for taxation purposes.

Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (AWST) Saturday, 2 November 2019.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

ATTENDING THE MEETING

If you are attending in person, please bring this form with you to assist registration.

Corporate Representative

If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Appointment of Corporate Representative" prior to admission. A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Use your computer or smartphone to appoint your proxy and vote at www.investorvote.com.au or scan your personalised QR code below using your smartphone.

Your secure access information is



Control Number: 182922

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

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I/we being a member/s of Cardinal Resources Limited hereby appoint

☐ the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Cardinal Resources Limited to be held at the Parmelia Hilton Perth, 14 Mill Street, Perth, Western Australia on Monday, 4 November 2019 at 10:00am (AWST) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 4 & 6 to 13 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 4 & 6 to 13 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 4 & 6 to 13 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain			For	Against	Abstain
1	Re-election of Director – Kevin Tomlinson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10	Issue of Options to Related Party - Malik Easah	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Election of Director – Dr. Kenneth G. Thomas	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11	Issue of Options to Related Party - Michele Muscillo	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Election of Director – Trevor Schultz	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12	Issue of Options to Related Party - Trevor Schultz	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13	Approval of Termination Policy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Approval of 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
6	Adoption of Stock Option Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
7	Issue of Options to Related Party - Kevin Tomlinson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
8	Issue of Options to Related Party - Archie Koimtsidis	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
9	Issue of Options to Related Party - Dr. Kenneth G. Thomas	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /
Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

