

Recommended All-Cash Takeover Offer of Cardinal Resources by Shandong Gold

Cardinal Resources Limited (ASX/TSX: CDV) (“**Cardinal**” or “**Company**”) refers to its announcement dated 22 July 2020 in relation to the revised and improved proposal for an off-market takeover offer from Shandong Gold Mining (HongKong) Co., Limited (“**Shandong Gold**”) pursuant to which Shandong Gold will offer to acquire all of the shares in Cardinal it does not presently own at a cash price of A\$0.70 per Share (the “**Revised Shandong Gold Offer**”).

Recommended Revised Shandong Gold Takeover Bid

After careful consideration of the Revised Shandong Gold Offer and Nord Gold S.E.’s (“**Nordgold**”) unconditional on-market takeover offer for Cardinal at A\$0.66 cash per share (“**Nordgold Bid**”), Cardinal’s Board of Directors (in consultation with the Special Committee, its financial and legal advisors), unanimously recommends that Cardinal shareholders:

- **ACCEPT** the Revised Shandong Gold Offer (in the absence of a superior proposal); and
- **REJECT** the Nordgold Bid.

The recommended Revised Shandong Gold Offer of A\$0.70 cash per share values Cardinal at approximately A\$395 million on a fully diluted basis and represents an attractive premium of approximately 6.1% to the Nordgold Bid of A\$0.66 cash per share announced on 15 July 2020.

The Board of Directors considered the Nordgold Bid closely and in the context of the Revised Shandong Gold Offer and took into account, amongst other matters, the price and conditionality of the two offers.

Whilst the Board acknowledges that the Nordgold Bid is unconditional, based on the information available to it at the date of this announcement, the Board has no reason to believe the conditions of the Revised Shandong Gold Offer (which include, amongst other conditions, 50.1% minimum acceptance by Cardinal shareholders and Foreign Investment Review Board (FIRB) approval), cannot be satisfied within a reasonable timeframe. Cardinal understands that Shandong Gold has received all necessary Chinese regulatory approvals, with the result that the Revised Shandong Gold Offer is no longer conditional on any Chinese regulatory approvals.

The Board also notes that there is the potential for certain shareholders to be aggrieved by the structure of the Nordgold Bid (namely those Shareholders holding Cardinal Shares in non-Australian depositories or on branch registers). While the Nordgold Bidder’s Statement alludes to a practical mechanism whereby such Cardinal Shares can be moved to an Issuer Sponsored Holding or CHES Holding in Australia in order to accept the Nordgold Bid, it is possible that the Nordgold Bid could be subject to regulatory issues (particularly in Canada) which could result in it being prevented from proceeding in the absence of corrective steps taken by Nordgold.

As the Directors have determined to continue to unanimously recommend that Cardinal Shareholders accept the Shandong Gold Offer (in the absence of a Superior Proposal), the Bid Implementation Agreement requires Cardinal and Shandong Gold to use their best endeavours to agree any amendments to the Bid Implementation Agreement which are reasonably necessary or desirable to reflect the revised and improved Shandong Gold Offer. Cardinal anticipates entering into an appropriate amending agreement to give effect to such amendments imminently.

Timetable and Next Steps

Detailed information relating to the Revised Shandong Gold Offer will be set out in the Bidder's Statement and Target's Statement, which are now expected to be dispatched to Cardinal shareholders in early August 2020. The Bidder's Statement and Target's Statement will set out important information, including how to accept the Revised Shandong Gold Offer, information about Shandong Gold and the key reasons as to why Cardinal Shareholders should accept the Revised Shandong Gold Offer.

Target's Statement in respect of Nordgold Bid

Cardinal has today lodged its Target's Statement in relation to the Nordgold Bid which sets out important information in relation to the Nordgold Bid. Cardinal encourages all shareholders to read the document in detail as it contains important information.

Advisers

Cardinal's joint financial advisers are Maxit Capital LP, BMO Capital Markets, Hartleys Limited and Canaccord Genuity Corp. Cardinal's legal advisers are HopgoodGanim Lawyers (Australia) and Bennett Jones LLP (Canada).

About Shandong Gold

Shandong Gold is principally engaged in the exploration, mining, refining and sale of gold and non-ferrous metals. Shandong Gold is listed on the main board of both the Shanghai and Hong Kong Stock Exchanges. Shandong Gold had a market capitalisation of approximately US\$14.5 billion as at 18 June 2020. In 2019, Shandong Gold produced mined gold of 1.273 million ounces and generated revenue of US\$9.0 billion and EBITDA of US\$771 million. As of 31 December 2019, Shandong Gold controlled total resources of 35.5 million ounces. Shandong Gold is 48% owned by Shandong Gold Group Co., Ltd ("**Shandong Gold Group**"), which is ultimately controlled by the State-owned Assets Supervision and Administration Commission of Shandong Province of China ("**Shandong SASAC**").

About Cardinal

Cardinal Resources Limited (ASX/TSX: CDV) is a West African gold-focused exploration and development Company that holds interests in tenements within Ghana, West Africa.

The Company is focused on the development of the Namdini Gold Project and released its Feasibility Study on 28 October 2019. The Namdini Project has a published gold Ore Reserve of 5.1 Moz (*138.6 Mt @ 1.13 g/t Au; 0.5 g/t cut-off*), inclusive of 0.4 Moz Proved (*7.4 Mt @ 1.31 g/t Au; 0.5 g/t cut-off*) and 4.7 Moz Probable (*131.2 Mt @ 1.12 g/t Au; 0.5 g/t cut-off*).

The Company announced completion of the Feasibility Study (FS), which was released 28 October 2019. The technical report on the FS, prepared in accordance with NI 43-101 of the Canadian Securities Administrators, was issued on SEDAR at www.sedar.com on 28 November 2019.

Cardinal confirms that it is not aware of any new information or data that materially affects the information included in its announcement of the Ore Reserve of 15 October 2019 and included in the Company's completed Feasibility dated 28 October 2019. All material assumptions and technical parameters underpinning this estimate continue to apply and have not materially changed.

This release has been authorised by the Board of Directors of Cardinal.

For further information contact:

Sarah Shipway
Company Secretary
Cardinal Resources Limited (Australia)
P: +61 8 6558 0573

Alec Rowlands
IR / Corp Dev
Cardinal Resources Limited (Canada)
P: +1 647 256 1922

Cannings Purple (Investor Relations, Australia)
Peta Baldwin or Warrick Hazeldine
E: pbaldwin@canningspurple.com.au
E: whazeldine@canningspurple.com.au

Competent / Qualified Person Statement

The scientific and technical information in this announcement that relates to Exploration Results, Mineral Resources and Ore Reserves at the Namdini Gold Project has been reviewed and approved by Mr. Richard Bray, a Registered Professional Geologist with the Australian Institute of Geoscientists and Mr. Ekow Taylor, a Chartered Professional Geologist with the Australasian Institute of Mining and Metallurgy. Mr. Bray and Mr. Taylor have more than five years' experience relevant to the styles of mineralisation and type of deposits under consideration and to the activity which is being undertaken to qualify as a Competent Person, as defined in the 2012 Edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves" and as a Qualified Person for the purposes of NI43-101. Mr. Bray and Mr. Taylor are full-time employees of Cardinal and hold equity securities in the Company.

For further information on the Namdini project please see the Feasibility Study (FS) for the Namdini Gold Project, titled "Namdini Gold Project Feasibility Study 43-101 Report" by David Gordon, FAusIMM, Daryl Evans, FAusIMM, Nicolas Johnson, MAIG MPRm and Glenn Turnbull, FIMMM, MAusIMM, which was released on October 28, 2019. The technical report on the Feasibility Study, pursuant to NI 43-101 of the Canadian Securities Administrators, was issued on SEDAR at www.sedar.com on November 28, 2019.

Disclaimer

Cardinal confirms that it is not aware of any new information or data that materially affects the information included in its announcement of the Ore Reserve of April 3, 2019. All material assumptions and technical parameters underpinning this estimate continue to apply and have not materially changed.

This ASX / TSX press release has been prepared by Cardinal Resources Limited (ABN: 56 147 325 620) ("Cardinal" or "the Company"). Neither the ASX or the TSX, nor their regulation service providers accept responsibility for the adequacy or accuracy of this press release.

This press release contains summary information about Cardinal, its subsidiaries and their activities, which is current as at the date of this press release. The information in this press release is of a general nature and does not purport to be complete nor does it contain all the information, which a prospective investor may require in evaluating a possible investment in Cardinal.

By its very nature exploration for minerals is a high-risk business and is not suitable for certain investors. Cardinal's securities are speculative. Potential investors should consult their stockbroker or financial advisor. There are a number of risks, both specific to Cardinal and of a general nature which may affect the future operating and financial performance of Cardinal and the value of an investment in Cardinal including but not limited to economic conditions, stock market fluctuations, gold price movements, regional infrastructure constraints, timing of approvals from relevant authorities, regulatory risks, operational risks and reliance on key personnel and foreign currency fluctuations.

Except for statutory liability which cannot be excluded and subject to applicable law, each of Cardinal's officers, employees and advisors expressly disclaim any responsibility for the accuracy or completeness of the material contained in this press release and excludes all liability whatsoever (including in negligence) for any loss or damage which may be

suffered by any person as a consequence of any information in this Announcement or any error or omission here from. Except as required by applicable law, the Company is under no obligation to update any person regarding any inaccuracy, omission or change in information in this press release or any other information made available to a person nor any obligation to furnish the person with any further information. Recipients of this press release should make their own independent assessment and determination as to the Company's prospects, its business, assets and liabilities as well as the matters covered in this press release.

Forward-looking statements

Certain statements contained in this press release, including information as to the future financial or operating performance of Cardinal and its projects may also include statements which are 'forward-looking statements' that may include, amongst other things, statements regarding targets, anticipated timing of the feasibility study (FS) on the Namdini project, estimates and assumptions in respect of mineral resources and anticipated grades and recovery rates, production and prices, recovery costs and results, capital expenditures and are or may be based on assumptions and estimates related to future technical, economic, market, political, social and other conditions. These 'forward – looking statements' are necessarily based upon a number of estimates and assumptions that, while considered reasonable by Cardinal, are inherently subject to significant technical, business, economic, competitive, political and social uncertainties and contingencies and involve known and unknown risks and uncertainties that could cause actual events or results to differ materially from estimated or anticipated events or results reflected in such forward-looking statements.

Cardinal disclaims any intent or obligation to update publicly or release any revisions to any forward-looking statements, whether as a result of new information, future events, circumstances or results or otherwise after today's date or to reflect the occurrence of unanticipated events, other than required by the Corporations Act and ASX and TSX Listing Rules. The words 'believe', 'expect', 'anticipate', 'indicate', 'contemplate', 'target', 'plan', 'intends', 'continue', 'budget', 'estimate', 'may', 'will', 'schedule' and similar expressions identify forward-looking statements.

All forward-looking statements made in this press release are qualified by the foregoing cautionary statements. Investors are cautioned that forward-looking statements are not guarantees of future performance and accordingly investors are cautioned not to put undue reliance on forward-looking statements due to the inherent uncertainty therein.