

Amended Bid Implementation Agreement – Shandong Gold

Cardinal Resources Limited (ASX/TSX: CDV) (“**Cardinal**” or “**Company**”) refers to its announcement dated 27 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**”).

Amended Bid Implementation Agreement

Cardinal has today entered into a deed with each of Shandong Gold Mining (HongKong) Co., Limited and Shandong Gold Mining Co., Ltd, to amend the Bid Implementation Agreement (attached as Appendix A)(“**Deed**”).

In summary, the Deed amends the BIA to, amongst other matters:

- increase the Offer Price to A\$0.70 per Share;
- note that the Offer will no longer be subject to any Chinese regulatory approvals;
- make certain changes to the proposed timetable of the Offer (refer Attachment A);
- increase the ascribed value per Cardinal Option for certain Options (refer Attachment B); and
- increase the break fee so that it continues to represent approximately 1% of the deal value.

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 on or about 13 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 (in the absence of a Superior Proposal).

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:

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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.



APPENDIX A



Shandong Gold Mining Co., Ltd
山东黄金矿业股份有限公司
Building 3 Shuntai Plaza 2000 Shunhua Road
Jinan, 250100 P.R. China
中华人民共和国山东省济南市舜华路 2000 号舜泰广场 3 号楼

29 July 2020

2020 年 7 月 29 日

The Directors
Cardinal Resources Limited
Suite 1, 28 Ord Street
West Perth WA 6005 Australia

董事
卡帝诺资源有限公司
澳大利亚西珀斯市奥德街 28 号 1 号
邮编: 6005

Dear Sirs

敬启者:

Amendment of Bid Implementation Agreement

对要约实施协议的修订

1 Background

背景

We refer to the Bid Implementation Agreement dated 18 June 2020 between Shandong Gold Mining (HongKong) Co., Limited (**SG**), Shandong Gold Mining Co., Ltd (**Guarantor**) and Cardinal Resources Limited ACN 147 325 620 (**Cardinal**) (**Bid Implementation Agreement**).

本函系关于山东黄金矿业（香港）有限公司（“**山东黄金**”）、山东黄金矿业股份有限公司（“**担保人**”）与卡帝诺资源有限公司（澳洲公司代码 147 325 620）（“**Cardinal**”）于 2020 年 6 月 18 日签订的《要约实施协议》（“**要约实施协议**”）。

Capitalised terms that are not otherwise defined in this letter have the meanings given in the Bid Implementation Agreement.

除非本函另有规定，否则本函中的大写术语具有要约实施协议所赋予的含义。

2 Purpose

目的

On 22 July 2020, SG provided a Matching Offer to Cardinal for the purposes of clause 9.7(a)(v) of the Bid Implementation Agreement, in response to the on-market takeover bid announced by Nord Gold S.E. on 15 July 2020.

针对 Nord Gold S.E. 于 2020 年 7 月 15 日发出的场内要约收购公告，山东黄金根据要约实施协议第 9.7(a)(v) 条于 2020 年 7 月 22 日向 Cardinal 提供了匹配要约。

The purpose of this letter is to amend the Bid Implementation Agreement pursuant to clause 9.7(c) of the Bid Implementation Agreement to reflect the changes required to be made to the Bid Implementation Agreement in light of the Matching Offer provided by SG.

本函旨在根据要约实施协议第 9.7 (c) 条对该协议进行修订，以体现由于山东黄金提供的匹配要约而需要对要约实施协议作出的变更。

3 Amendments

修订

On and from the date of this letter, SG, the Guarantor and Cardinal agree that the Bid Implementation Agreement is amended as follows:

自本函日期（含）起，山东黄金、担保人与 Cardinal 同意要约实施协议以如下方式被修订：

- (a) replace the definition of “Compensating Amount” in clause 1.1 with the following:

将第 1.1 条中 “赔偿额” 的定义替换为：

“Compensating Amount means A\$3,950,000.”

“赔偿额指 3,950,000 澳元。”

- (b) replace the definition of “Offer Date” in clause 1.1 with the following:

将第 1.1 条中 “要约日” 的定义替换为：

“Offer Date means:

“要约日指：

- (a) 13 August 2020; or

2020 年 8 月 13 日；或

- (b) another date agreed in writing by SG and Cardinal.”

山东黄金与 Cardinal 书面同意的其他日期。”

- (c) replace the definition of “Timetable” in clause 1.1 with the following:

将第 1.1 条中 “时间表” 的定义替换为：

“Timetable means the timetable set out in Schedule 1, as amended from time to time by agreement in writing between SG and Cardinal.”

“时间表指附件 1 中所列的时间表，可由山东黄金与 Cardinal 经达成书面一致后不时进行修改。”

- (d) insert the following as a new clause 1.7:

增加以下条款作为第 1.7 条：

“Subject to Canadian securities laws

“受限于加拿大证券法

The parties agree that, if SG is required by Canadian securities laws to also make a takeover bid in Canada and/or specifically extend the Offers into Canada, this agreement will be read subject to all applicable Canadian securities laws and the parties will take (and will consult in good faith with each other in respect of the taking of) all such additional actions as are reasonably required or desirable in respect of such Canadian securities laws with a view to complying with both Australian and Canadian laws and regulations to the extent practicable.”

各方在此同意，如果加拿大证券法要求山东黄金在加拿大进行要约收购和/或将要约范围扩大到加拿大，则对本协议的解读将受限于适用的加拿大证券法，且各方将采取（并将互相善意协商以采取）该等加拿大证券法项下合理要求或值得采取的所有额外行动，以在可行的范围内同时遵守澳大利亚和加拿大的法律法规。”

- (e) replace clause 2.2 with the following:

将第 2.2 条替换为:

“The offer price for each Cardinal Share will be \$0.70 (**Offer Price**).”

“每股 Cardinal 股份的要约价格为 0.70 澳元（**要约价格**）。”

- (f) replace the content of Schedule 1 with the content set out in Attachment A to this letter.

以本函附件 A 的内容代替附件 1 的内容。

- (g) replace the content of Schedule 7 with the content set out in Attachment B to this letter.

以本函附件 B 的内容代替附件 7 的内容。

4 Satisfaction of Conditions

要约条件的满足

SG has received the approvals in relation to the acquisition of all of the Cardinal Shares by SG from each of the Shandong Provincial Branch of the National Development and Reform Commission of the People’s Republic of China and the Shandong Provincial Branch of the Ministry of Commerce of the People’s Republic of China, and confirms the Conditions in paragraphs 3(a) and 3(b) of Schedule 2 of the Bid Implementation Agreement have been satisfied.

山东黄金已经收到山东省发展和改革委员会与山东省商务厅对其收购全部 Cardinal 股份事宜的批准，并确认要约实施协议附件 2 第 3 (a) 与 3(b)条中的要约条件已经满足。

In addition, SG has waived the Condition in paragraph 3(c) of Schedule 2 of the Bid Implementation Agreement.

此外，山东黄金放弃要约实施协议附件 2 第 3 (c) 条中的要约条件。

As a result, the Offer shall not be subject to the Condition in paragraph 3 of Schedule 2 of the Bid Implementation Agreement.

因此，要约将不再受要约实施协议附件 2 第 3 条中要约条件的约束。

5 Agreement

协议

Please confirm Cardinal's agreement to amend the Bid Implementation Agreement in accordance with this letter agreement by arranging for Cardinal to countersign a copy of this letter agreement.

请安排 Cardinal 会签一份本信函协议副本，以确认 Cardinal 同意根据本信函协议对要约实施协议进行修订。

6 General

通用条款

Each party executes this letter with the intention that it will be immediately legally bound by this letter which will take effect as a deed. To avoid any doubt, there will be no need for further delivery of this document.

各方签署本函的意图是立即受本函（将作为契约生效）约束。为免疑问，各方无需进一步递交本文件。

The parties agree that subject to the amendments stated in this letter, all the terms of the Bid Implementation Agreement remain in full force and effect.

各方在此同意，除本函所述修改外，要约实施协议所有其他条款仍完全有效。

This letter and the deed resulting from acceptance of the same is governed by and construed in accordance with the laws of Western Australia. The parties submit to the non-exclusive jurisdiction of the Courts of Western Australia and courts competent to determine appeals from those courts.

本函和因接受本函形成的契约受西澳大利亚州法律管辖，并依其进行解释。各方接受西澳大利亚州法院和有权裁定就该等法院之判决所作上诉的法院的非排他管辖权。

This letter and the deed resulting from acceptance of the same may be executed in any number of counterparts and by the parties on separate counterparts. Each counterpart constitutes an original of this letter, and all together constitute one agreement.

本函和因接受本函形成的契约可签署任意数量的副本，且各方可分别签署不同的副本。每份副本均为本函原件，但所有副本共同构成同一份协议。

7 English language prevails

英文文本优先

This document has been prepared in English and translated into Chinese. The parties agree that in the event of any inconsistency, difference or contradictions between the English language provisions and the Chinese language provisions, the English language provisions will prevail.

本文件以英文起草，并被翻译为中文。各方同意，如英文文本和中文文本之间有任何不一致、差异或冲突，应以英文文本为准。

EXECUTED as a deed.

作为协议进行签署

EXECUTED by **LIU QIN** as authorised representative for **SHANDONG GOLD MINING (HONGKONG) CO., LIMITED** in the presence of:
由刘钦作为山东黄金矿业（香港）有限公司授权代表在如下人员见证下签署

signed by Duan Huijie

Signature of witness
见证人签名

DUAN HUIJIE

Name of witness (block letters)
见证人姓名（清晰印刷体）

signed by Liu Qin

By executing this document the signatory warrants that the signatory is duly authorised to execute this document on behalf of **SHANDONG GOLD MINING (HONGKONG) CO., LIMITED**

通过签署本文件，签字人保证其拥有正式授权以代表山东黄金矿业（香港）有限公司签署本文件

EXECUTED by **LI TAO** as authorised representative for **SHANDONG GOLD MINING CO., LTD** in the presence of:
由李涛作为山东黄金矿业股份有限公司授权代表在如下人员见证下签署：

signed by Duan Huijie

Signature of witness
见证人签名

DUAN HUIJIE

Name of witness (block letters)
见证人姓名（清晰印刷体）

signed by Li Tao

By executing this document the signatory warrants that the signatory is duly authorised to execute this document on behalf of **SHANDONG GOLD MINING CO., LTD**

通过签署本文件，签字人保证其拥有正式授权以代表山东黄金矿业股份有限公司签署本文件

EXECUTED by CARDINAL)
RESOURCES LIMITED in accordance)
with section 127(1) of the *Corporations*)
Act 2001 (Cth) by authority of its)
directors:)
由 **CARDINAL RESOURCES LIMITED**)
董事根据 2001 年公司法（联邦）第)
127（1）条签署)

signed by Michele Muscillo)
.....)
Signature of director)
董事签名)

MICHELE MUSCILLO)
.....)
Name of director (block letters))
董事姓名（清晰印刷体）)

signed by Archie Koimtsidis)
.....)
Signature of director/company)
secretary*)
董事/公司秘书签名)
*delete whichever is not applicable)
*如不适用请删除)

ARCHIE KOIMTSIDIS)
.....)
Name of director/company secretary*)
(block letters))
董事/公司秘书姓名（清晰印刷体）)
*delete whichever is not applicable)
*如不适用请删除)

Attachment A - “Schedule 1 - Timetable

附件 A—“附件 1—时间表

Date 日期	Event 事件
19 June 2020 (pre-market open) 2020 年 6 月 19 日 (开市前)	Announcement Date 公告日 Parties issue a press release and Cardinal files a material change report and SG files an early warning report with the Canadian Securities Regulatory Authorities 各方发布新闻稿，Cardinal 提交重大变更报告，山东黄金向加拿大证券监管机构提交早期预先报告
11 August 2020 2020 年 8 月 11 日	Lodgement Date 交存日 Date SG lodges Bidder’s Statement with ASIC and the Canadian Securities Regulatory Authorities and serves it on Cardinal and ASX 山东黄金向澳大利亚证券投资委员会和加拿大证券监管机构交存要约人声明，并向 Cardinal 和澳交所提交的日期
11 August 2020 2020 年 8 月 11 日	Register Date 注册日 Date set by SG pursuant to section 633(3) of the Corporations Act 山东黄金根据公司法第 633（3）条确定的日期
11 August 2020 2020 年 8 月 11 日	Cardinal lodges Target’s Statement with ASIC and the Canadian Securities Regulatory Authorities and serves it on SG and ASX Cardinal 向澳大利亚证券投资委员会和加拿大证券监管机构交存目标公司声明，并提交至山东黄金和澳交所
12 August 2020 2020 年 8 月 12 日	Cardinal to provide SG with list of members as at 11 August 2020 pursuant to section 641 of the Corporations Act 根据《公司法》第 641 条，Cardinal 向山东黄金提供截至 2020 年 8 月 11 日的股东名单

Date	Event
日期	事件
13 August 2020 2020年8月13日	Offer Date 要约日 SG dispatches the Bidder's Statement to Cardinal Shareholders 山东黄金 向 Cardinal 股东发出要约人声明
13 August 2020 2020年8月13日	Cardinal dispatches the Target's Statement to Cardinal Shareholders Cardinal 向 Cardinal 股东发出目标公司声明
13 October 2020 2020年10月13日	Offer Period ends - unless extended in accordance with the Corporations Act 要约期终止- 除非根据《公司法》被延长 Cardinal files a press release and a material change report with the Canadian Securities Regulatory Authorities regarding completion of the Offer" Cardinal 向加拿大证券监管机构提交关于完成要约的新闻稿和重大变更报告”

Attachment B - “Schedule 7 – Cardinal Options

附件 B— “附件 7—Cardinal 期权

	Class 类别	Total number 总数	Ascribed Value per Cardinal Option (\$) 每份 Cardinal 期权的 赋予价值 (澳元)
1	Expiring 12 March 2021, exercisable at \$1.00 per share 2021 年 3 月 12 日到期, 行权价每股 1 澳元 Designated “OP6” 指定为 “OP6”	1,867,817	\$0.0679 0.0679 澳元
2	Expiring 12 April 2022, exercisable at \$0.50 per share 2022 年 4 月 12 日到期, 行权价每股 0.5 澳元 Designated “OP2” 指定为 “OP2”	18,500,000	Final Offer Price less \$0.50 最终要约价格减去 0.50 澳元
3	Expiring 21 December 2022, exercisable at \$0.59 per share 2022 年 12 月 21 日到期, 行权价每股 0.59 澳元 Designated “OP8” 指定为 “OP8”	2,180,049	Final Offer Price less \$0.59 最终要约价格减去 0.59 澳元
4	Expiring 21 December 2022, exercisable at \$0.679 per share 2022 年 12 月 21 日到期, 行权价每股 0.679 澳元 Designated “OP7” 指定为 “OP7”	2,180,049	\$0.1005 0.1005 澳元
5	Expiring 21 December 2022, exercisable at \$0.75 per share 2022 年 12 月 21 日到期, 行权价每股 0.75 澳元 Designated “OP5” 指定为 “OP5”	1,000,000	\$0.1312 0.1312 澳元

	Class 类别	Total number 总数	Ascribed Value per Cardinal Option (\$) 每份 Cardinal 期权的 赋予价值 (澳元)
6	Expiring 21 December 2022, exercisable at \$0.965 per share 2022 年 12 月 21 日到期，行权价每股 0.965 澳元 Designated “OP4” 指定为 “OP4”	2,018,100	\$0.0744 0.0744 澳元
7	Expiring 10 December 2024, no exercise price 2024 年 12 月 10 日到期，无行权价 Designated “OP9” 指定为 “OP9”	5,476,530	N/A 不适用
8	Expiring 10 December 2024, no exercise price 2024 年 12 月 10 日到期，无行权价 Designated “OP11” 指定为 “OP11”	6,369,557	N/A 不适用
	TOTAL 合计	39,592,102	

In this Schedule 7, Final Offer Price means the Offer Price at the time of acquisition of the relevant Cardinal Option.”

本附件 7 中，‘最终要约价格’指在收购相关 Cardinal 期权时的要约价格。”