

## Lodgement of Target's Statement and Minimum deposit period

**Cardinal Resources Limited (ASX/TSX: CDV)** ("**Cardinal**" or "**Company**") refers to its announcement dated 29 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**").

### Lodgement of Target's Statement

Cardinal has today lodged its Target's Statement in respect of the Revised Shandong Gold Offer. Cardinal notes that Shandong Gold lodged its Bidder's Statement earlier today, a copy of which is available on ASX.

### Minimum deposit period

For the purposes of Canadian regulatory requirements, the directors of Cardinal have consented to the minimum deposit period of the Revised Shandong Gold Offer being 35 days.<sup>1</sup>

### Letter to Shareholders

Appendix A contains a letter that will be dispatched to Shareholders together with the Bidder's Statement and Target's Statement.

### 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 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](http://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

<sup>1</sup> Cardinal notes the disclosure by Shandong Gold in the Bidder's Statement that it intends to make an application to the Canadian Securities Regulatory Authorities for an exemption from certain Canadian requirements of a take-over, including the minimum deposit period.

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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.

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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](http://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

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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**

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Dear Cardinal Shareholder,

You are receiving this parcel of documents in relation to your shareholding in Cardinal Resources Limited ("**Cardinal**"), and the recommended off-market takeover offer from Shandong Gold Mining (HongKong) Co., Limited (a subsidiary of Shandong Gold Mining Co., Ltd.) ("**Shandong Gold**").

Shandong Gold has offered to acquire 100% of the issued ordinary shares in Cardinal at a price of A\$0.70 cash per share, by way of an off-market takeover offer ("**Offer**").

Enclosed you will find:

- a) Shandong Gold's Bidder's Statement;
- b) Cardinal's Target's Statement; and
- c) a Personalised Acceptance Form for the Offer.

The directors of Cardinal ("**Directors**") unanimously recommend that you ACCEPT the Offer, in the absence of a Superior Proposal. In addition, each of the Directors intend to ACCEPT the Offer on the Acceptance Date (as defined in the Target's Statement) in respect of all Cardinal Shares that they own or control, in the absence of a Superior Proposal.

The rationale for the Directors' unanimous recommendation is set out in detail in the section titled "KEY REASONS TO ACCEPT THE OFFER" of the enclosed Target's Statement. You are encouraged to read the Target's Statement in full as it sets out the Board's formal response to the Bidder's Statement, their recommendation and other important information to enable you to consider the Offer having regard to your personal circumstances.

We also encourage you to seek your own independent financial, legal and taxation advice in respect of the Offer.

If you have any questions regarding the Offer or the documents contained within this package, please contact:

- for questions regarding the Target's Statement, Cardinal or the Offer generally, the Cardinal Shareholder Information Line on the toll free number of 1300 502 987 or +61 2 8022 7944 (for callers outside Australia) Monday to Friday between 9.00am and 5.00pm (AEST); or
- for questions regarding the Bidder's Statement, Shandong Gold or the Offer generally, the Shandong Gold Information Line on the toll free number of 1300 148 804, or +61 3 9415 4305 (from outside Australia), Monday to Friday between 9.00am and 5.00pm (Sydney Time).

Yours faithfully,



Kevin Tomlinson

Non-Executive Chairman

**Cardinal Resources Limited**