

PRESS RELEASE
25 November 2020

ASX/TSX: CDV
2020-39

Cardinal Takeover Offers Update

Cardinal Resources Limited (ASX / TSX: CDV) (“**Cardinal**” or “**the Company**”) refers to the following announcements made yesterday: (i) Bidder’s Statement from Engineers & Planners Company Limited (a company incorporated in Ghana) (**E&P**) and the E&P Takeover Bid (ii) Shandong Gold Mining (HongKong) Co., Ltd (**Shandong Gold**) whereby it increased its offer price from A\$1.00 to A\$1.05 per Cardinal share; and (iii) the “Best and Final Statement” announcement from Nord Gold S.E. (**Nordgold**).

Shandong Gold Announcement

Cardinal notes that following the announcement of the E&P Takeover Bid, Shandong Gold has increased the offer price under its **unconditional** off-market takeover offer for Cardinal from A\$1.00 to A\$1.05 per Cardinal share (“**Improved Shandong Gold Offer**”).

The Cardinal Board continues to unanimously recommend that Cardinal Shareholders **ACCEPT** the Improved Shandong Gold Offer (in the absence of a Superior Proposal) and that Shareholders **TAKE NO ACTION** in respect of either of the Nordgold Takeover Bid or the E&P Takeover Bid, for the following reasons:

- the offer price of A\$1.05 of the Improved Shandong Gold Offer is superior when compared to the offer price of A\$1.00 per Cardinal share offered by Nordgold (pursuant to its simultaneous on-market and off-market takeover bids); and
- while the offer price of the Improved Shandong Gold Offer is equal to that of the E&P Takeover Bid, the E&P Takeover Bid is subject to a number of **conditions** (including 50.1% minimum acceptance by Cardinal Shareholders, Foreign Investment Review Board Approval and regulatory approvals in Ghana).

E&P Takeover Bid

Cardinal will respond to the E&P Takeover Bid as necessary and as may be required in a formal target’s statement in due course.

Cardinal notes that further Australian Government regulatory relief or action may be necessary in relation to the E&P Bidder’s Statement, however in any event and for the reasons set out above, Cardinal considers that the Improved Shandong Gold Offer is superior to the E&P Takeover Bid and recommends that Shareholders **TAKE NO ACTION** in respect of the E&P Takeover Bid.

Nordgold Announcement

Cardinal notes the “Best and Final Statement” announcement from Nordgold which sets out the position of Nordgold in respect of the E&P Takeover Bid and its effect on the best and final statements made by each of Shandong Gold and Nordgold.

Cardinal is conscious that there are currently a number of proceedings before the Takeovers Panel for which Cardinal has given undertakings which extend to matters which are likely to be before the Panel, and in this context does not wish to comment on the best and final statements made by each of Shandong Gold and/or Nordgold, or the interpretation in respect of the same.

Cardinal will provide a further update to shareholders as soon as it is able.

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Cardinal's joint financial advisers are Maxit Capital LP, BMO Capital Markets, Euroz 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.

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.

**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).*

Authorised for release by the Board of Cardinal Resources Limited.

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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

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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.