

Nord Gold S.E. Off-Market Bid – Take No Action

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[Cardinal Resources Ltd.](#) (ASX / TSX: CDV) (“Cardinal” or “the Company”) notes the announcement this morning made by [Nord Gold S.E.](#) (Nordgold) which states that Nordgold will not be dispatching the bidder’s statement for its off-market takeover bid (Off-Market Takeover Bid) to Cardinal Shareholders.

Cardinal cannot reconcile the position taken by Nordgold with the relevant law, given that Nordgold has:

- made numerous statements and representations in respect of its Off-Market Takeover Bid¹; and
- on 23 November 2020:
 - lodged the bidder’s statement with ASIC in respect of its Off-Market Takeover Bid; and
 - given a copy of the bidder's statement to Cardinal and the ASX.

Having taken the above steps, Nordgold is required by law (item 6, section 633 of the *Corporations Act 2001* (Cth) (Corporations Act)) to dispatch the bidder’s statement and offers for its Off-Market Takeover Bid to Cardinal Shareholders within 14-28 days after the bidder’s statement is sent to Cardinal. Nordgold sent the bidder’s statement to Cardinal on 23 November 2020 and accordingly, is required by law to send the bidder’s statement and offers in respect of its Off-Market Takeover Bid to Cardinal Shareholders by no later than 21 December 2020.

Based on the announcement made by Nordgold today that it does not intend to dispatch its bidder's statement to Cardinal Shareholders as it is required by law to do (absent relevant regulatory relief), Cardinal will now immediately proceed to take all action that it considers necessary or desirable, including raising the matter directly with the Australian Securities and Investments Commission (ASIC).

Cardinal expects that ASIC will require Nordgold to comply with the Corporations Act and dispatch the bidder’s statement and offers for its Off-Market Takeover Bid to Cardinal shareholders.

By making today’s announcement in disregard of the requirements under the Corporations Act, Nordgold appears to be trying to pressure Cardinal shareholders to accept its simultaneous on-market takeover bid by 23 December 2020 (its current closing date) – on the basis that the Nordgold Off-Market Takeover Bid will not proceed.

Cardinal shareholders are advised to TAKE NO ACTION, pending discussions with ASIC in respect of these matters, as well as any potential response from Shandong Gold Mining (HongKong) Co., Ltd. (Shandong Gold).

Nordgold’s On-Market Takeover Bid

Cardinal shareholders are also reminded that:

- as announced on the ASX on 18 December 2020, Nordgold is unable to extend its simultaneous on-market takeover bid except in limited circumstances – including where Shandong Gold increases the offer price under its off-market takeover bid; and
- any shares sold on-market lose the ability to participate in any potential share price upside in the event of a higher bid, whereas any shareholders who accept the Shandong Gold off-market takeover bid will benefit from any potential increase in Shandong Gold’s offer price under the Shandong Gold off-market takeover bid.

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

¹ Refer to ASX announcements by Nordgold on 23 November 2020, 18 November 2020 and 28 October 2020.

ABOUT CARDINAL

[Cardinal Resources Ltd.](#) (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 Ltd.](#)

For further information contact:

Sarah Shipway
Company Secretary
[Cardinal Resources Ltd.](#)
P: +61 8 6558 0573
E: sarah@cardinalresources.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 Ltd.](#) (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, 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.

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