



FIRST SUPPLEMENTARY BIDDER'S STATEMENT

1. Introduction

This document is the first supplementary bidder's statement issued by Nord Gold S.E. (**Nordgold**) (**First Supplementary Bidder's Statement**) to the bidder's statement dated 15 July 2020 which was issued by Nordgold in relation to its on-market takeover bid to acquire all of the ordinary shares in Cardinal Resources Limited ACN 147 325 620 (**Cardinal**) that it and its associates did not already own (**Offer**) (**Bidder's Statement**). The First Supplementary Bidder's Statement supplements, and should be read together with, the Bidder's Statement. The First Supplementary Bidder's Statement will prevail to the extent of any inconsistency with the Bidder's Statement.

This First Supplementary Bidder's Statement is given pursuant to Division 4 of Part 6.5 of the *Corporations Act 2001* (Cth) (**Corporations Act**) and in accordance with the requirements of section 643 of the Corporations Act.

2. Important notices

A copy of the First Supplementary Bidder's Statement was lodged with the Australian Securities and Investments Commission (**ASIC**) on 2 September 2020. Neither ASIC, ASX, nor any of their respective officers takes any responsibility for the contents of this First Supplementary Bidder's Statement or the merits of the Offer.

A copy of this document and the Bidder's Statement can be obtained from the Nordgold Offer website at <http://nordgold.com/investors-and-media/news/>.

3. Defined terms

Unless the context otherwise requires, capitalised terms in this First Supplementary Bidder's Statement have the same meaning given to them in the glossary at section 12.1 of the Bidder's Statement. The rules of interpretation set out in section 12.2 of the Bidder's Statement also apply to this First Supplementary Bidder's Statement, unless the context otherwise requires.

4. Queries

If you have any enquiries about the Offer, please contact the Offer Information Line on 1800 645 237 (within Australia) or +61 1800 645 237 (outside Australia) between 8:30am and 5:30pm (Sydney time) or contact your legal, financial or other professional adviser.

5. Increase of Offer Price

The Offer Price has been increased from A\$0.66 to **A\$0.90** per Cardinal Share.

The variation to the Offer by increasing the Offer Price was made in an announcement to the ASX on 2 September 2020 by Taylor Collison (as broker to the Offer) (**Supplementary Broker Announcement**). A copy of the Supplementary Broker Announcement is set out in Appendix A to this First Supplementary Bidder's Statement.

The Offer is currently scheduled to close at 4:00pm (Sydney time) on 10 September 2020, unless extended or withdrawn in accordance with the *Corporations Act 2001* (Cth).

6. Funding

The consideration for the acquisition of Cardinal Shares to which the Offer relates will be satisfied wholly in cash. If the Offer is accepted in respect of all Cardinal Shares not held by the Bidder or its Associates, the consideration will be approximately A\$420,455,727.90 (assuming all Cardinal Options are exercised during the Offer Period).

The Bidder will fund the cash consideration payable under the Offer using cash at hand, and the Bidder is of the opinion that it has a reasonable basis for forming the view, and it holds the view, that it will be able to satisfy its payment obligations under the Offer.

7. Dealings in Cardinal Shares

On 2 September 2020, Nordgold entered into a share purchase agreement with Mr John Prineas and his controlled entity Zeus Private Equity Pty Ltd (**Zeus**), under which Nordgold has agreed to purchase 1,918,026 Cardinal Shares from Zeus for consideration of A\$0.90 per Cardinal Share, and a further share purchase agreement with Sinclair Capital LLP (**Sinclair Capital**), under which Nordgold has agreed to purchase 4,000,000 Cardinal Shares from Sinclair Capital also for consideration of A\$0.90 per Cardinal Share.

As a result, as at the release of this First Supplementary Bidder's Statement, Nordgold and its associates had a Relevant Interest in 104,361,619 Cardinal Shares, representing voting power of approximately 19.8%.

Pursuant to the share purchase agreement with Zeus, Nordgold also granted Zeus a call option (**Zeus Call Option**) to purchase a number of Cardinal Shares equal to or less than 1,918,026 Cardinal Shares that Nordgold owns at the time the Zeus Call Option is exercised, for A\$0.90 per Cardinal Share.

The Zeus Call Option may be exercised during the 5 business day period commencing upon Nordgold acquiring a Relevant Interest in not less than 50.1% of Cardinal Shares as a result of acceptances under the Offer, provided the Offer Price at that time is above A\$0.90 per Cardinal Share.


Accordingly, the Zeus Call Option may become exercisable if Nordgold subsequently increases its Offer Price and acquires a Relevant interest in 50.1% or more of all Cardinal Shares pursuant to the Offer. If the Zeus Call Option is exercised, Zeus has undertaken to accept the Offer.

8. Approval of First Supplementary Bidder's Statement

The First Supplementary Bidder's Statement has been approved by a resolution passed by the directors of Nordgold.

Dated 2 September 2020

Signed on behalf of Nord Gold S.E. (Company number SE000102)

A handwritten signature in blue ink, appearing to read 'N. Zelenskiy', is positioned above the printed name.

Nikolay Zelenskiy

Director and CEO

Nord Gold S.E. (Company number SE000102)

Appendix A – Supplementary Broker Announcement



TAYLOR COLLISON

Sharebrokers and Investment Advisers
www.taylorcollison.com.au

2 September 2020

The Company Announcements Platform
ASX Limited
Exchange Centre
20 Bridge Street
Sydney NSW 2000

For immediate release to the market

**INCREASE IN OFFER PRICE FOR UNCONDITIONAL ON-MARKET ALL CASH OFFER
FOR ALL THE ORDINARY SHARES IN CARDINAL RESOURCES LIMITED**

**BY
NORD GOLD SE**

Increase in Offer Price of Unconditional Cash Offer

Nord Gold SE (Nordgold) increases its offer price under its unconditional on-market takeover offer for **Cardinal Resources Limited (ABN 56 147 325 620) (Cardinal)** from \$0.66 to **\$0.90 cash per share**.

In relation to Nordgold's on-market takeover bid for all of the fully paid ordinary shares in Cardinal (**Offer**), as required by rule 5.12.2(a) of the *ASIC Market Integrity Rules (Securities Markets) 2017*, Taylor Collison Limited (**Taylor Collison**), as broker to the Offer, announces that the Offer Price has been **increased to \$0.90 per Cardinal share**.

No other terms of the Offer have changed, and accordingly the Offer will remain open for acceptance until the close of trading on 10 September 2020, unless extended or withdrawn by Nordgold in accordance with the *Corporations Act 2001 (Cth)*.

Signed for and on behalf of Taylor Collison

Matthew Davies

Director of Taylor Collison Limited