



**GOLD FIELDS**

**CORPORATE INTERNATIONAL HOLDINGS BV**

Crown Business Centre  
Key-Point Sixth Floor,  
Schipholweg 103 Leiden  
2316 XC  
The Netherlands

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[www.goldfields.co.za](http://www.goldfields.co.za)

3 April 2017

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

**Attention: Company Secretary**

Dear Ms Shipway

**Gold Fields Substantial Shareholder Notice**

Please find following a Form 603 Notice of Initial Substantial Holder lodged on behalf of the Gold Fields Limited group.

We note that in addition to the relevant interest set out in the notice, Corporate International Holdings BV (a wholly owned subsidiary of Gold Fields Limited) is, or is entitled to be, the registered holder of 24,887,425 listed options in Cardinal Resources Limited (ASX:CDVOA).

Yours sincerely

**Alan Gibson**

**Gold Fields**

Vice President: Corporate Development

Head of Legal

**Form 603****Corporations Act 2001  
Section 671B****Notice of initial substantial holder**To Company Name/Scheme Cardinal Resources LimitedACN/ARSN 147 325 620**1. Details of substantial holder (1)**Name Corporate International Holdings BV and each of the companies listed in Annexure A (together, the **Gold Fields Group**)ACN/ARSN (if applicable) See Annexure AThe holder became a substantial holder on 31 March 2017**2. Details of voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary shares	19,443,977	19,443,977	6.4%

**3. Details of relevant interests**

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Corporate International Holdings BV	Corporate International Holdings BV has a relevant interest in the securities referred to in Section 2 above as registered holder.	19,443,977 ordinary shares
Each member of Gold Fields Group, other than Corporate International Holdings BV	Each member of Gold Fields Group, other than Corporate International Holdings BV, has the relevant interest in such securities by virtue of section 608(3) of the <i>Corporations Act</i> .	19,443,977 ordinary shares

**4. Details of present registered holders**

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interests	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Corporate International Holdings BV	Corporate International Holdings BV	Corporate International Holdings BV	19,443,977 ordinary shares
Each member of Gold Fields Group, other than Corporate International Holdings BV	Corporate International Holdings BV	Corporate International Holdings BV	19,443,977 ordinary shares

**5. Consideration**

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)	Class and number of securities
See details in Annexure B			

**6. Associates**

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

**7. Addresses**

The addresses of persons named in this form are as follows:

Name	Address
Corporate International Holdings BV	Sixth Floor, Schipholweg 103 Leiden 2316 XC The Netherlands
Each of the companies listed in Annexure A other than Corporate International Holdings BV	c/o – Gold Fields Australia Pty Ltd, Level 5, 50 Colin Street West Perth WA 6005

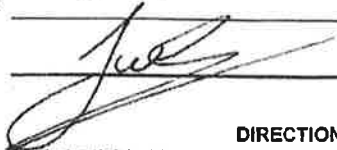
Signature

**L.W. Lor**  
**Managing Director**

print name

capacity Director

sign here



Date 2 April 2017

**DIRECTIONS**

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
  - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

**Annexure A**

This is Annexure A of 4 pages (including this page) referred to in Form 603, Notice of initial substantial holder, given by Gold Fields Group.

Dated: 2 April 2017

Signed:

Name:



**L.W. Lor**  
**Managing Director**

Director  
Corporate International Holdings BV

<b>Company</b>	<b>ACN/ABN/ARSN/Company number</b>
Gold Fields Limited	N/A
GFL Mining Services Ltd	N/A
Gold Fields Holdings Company (BVI) Limited	N/A
Gold Fields Australia Pty Ltd	098 385 285
Gold Fields Australasia Pty Ltd	087 624 600
St Ives Holding Company Pty Ltd	165 234 515
St Ives Gold Mining Company Pty Ltd	098 386 273
Agnew Holding Company Pty Ltd	165 234 659
Agnew Gold Mining Company Pty Ltd	098 385 883
Agnew Heritage Pty Ltd	155 888 949
Darlot Holding Company Pty Ltd	165 234 300
GSM Holding Company Pty Ltd	165 234 051
Darlot Mining Company Pty Ltd	165 235 245
GSM Mining Company Pty Ltd	165 235 030
Gruyere Holdings Pty Ltd	615 728 491
Gruyere Mining Company Pty Ltd	615 729 005
Gruyere Management Pty Ltd	615 728 795
Gold Fields Orogen Holding (BVI) Limited	N/A
Gold Fields Australasia (BVI) Limited	N/A
Gold Fields Corona (BVI) Limited	N/A
Gold Fields Peru Holdings (BVI) Limited	N/A
Gold Fields Latin America (BVI) Limited	N/A
Gold Fields Guinea (BVI) Limited	N/A
Gold Fields Fujian (BVI) Limited	N/A
Gold Fields Essakane (BVI) Ltd	N/A
Gold Fields Salares Norte Holdings (BVI) Ltd	N/A
Transmisora Norperuana Holdings (BVI) Ltd	N/A
Gold Fields Pircas (BVI) Ltd	N/A
Gold Fields Central Ashanti Holdings Limited.	N/A
Gold Fields PDN Holdings Limited.	N/A
Gold Fields Ghana Holdings (BVI) Ltd	N/A
FSE Services Limited	N/A
Gold Fields Netherlands Cooperatief U.A.	N/A
Gold Fields Netherlands Services BV	N/A
Gold Fields Metals BV	N/A

Gold Fields Exploration BV	N/A
Gold Fields Canada Exploration BV	N/A
Gold Fields Philippines Holdings BV	N/A
Gold Fields La Cima S.A	N/A
Gold Fields Peru Exploraciones S.A.	N/A
Minera Gold Fields Peru S.A.	N/A
Compania Transmisora Norperuana SRL	N/A
Gold Fields Central Ashanti Venture Limited	N/A
Abosso Goldfields Ltd	N/A
Gold Fields Ghana Ltd	N/A
Gold Fields Exploration Ghana Ltd	N/A
Repadre Ventures (BVI) Inc	N/A
Repadre Finance (BVI) Inc	N/A
Orogen Investment SA	N/A
Gold Fields International Services Limited	N/A
Gold Fields Exploration Inc.	N/A
Toodoggone Exploration Corporation	N/A
Gold Fields Selwyn Exploration Corp	N/A
Gold Fields Abitibi Exploration Corp	N/A
Gold Fields Sudbury Exploration Corp	N/A
GFE Exploration Corp	N/A
Gold Fields Canada Exploration Holdings Inc.	N/A
38978 Yukon Inc.	N/A
Gold Fields Pircas Ltda	N/A
Minera Gold Fields Salares Norte Limitada	N/A
Gold Fields Chile S.A.	N/A
Gold Fields Pedernales Ltda	N/A
Gold Fields Finland OY	N/A
Gold Fields Arctic Platinum OY	N/A
Gold Fields Finland Holding OY	N/A
Gold Fields Do Brasil Mineracao	N/A
Gold Fields Switzerland Holdings A.G.	N/A
Far Southeast Gold Resources Inc. (40%)	N/A
Bolivar Gold Corporation	N/A
Hualgayoc Holdings S.A.C	N/A
Consolidada de Hualgayoc S.A.	N/A
Gold Fields Argentina Holdings BV	N/A
Gold Fields Argentina SA	N/A

GRF Corp BV	N/A
Gold Fields Dominicana Exploraciones SA	N/A
Gold Fields Guinea SARL	N/A
Minera Gold Fields S.A	N/A
Gold Fields KR Limited Liability Company	N/A
Gold Fields Philippines Corporation	N/A
Gold Fields Philippines Exploration Corporation	N/A

**Annexure B**

This is Annexure B of 2 pages (including this page) referred to in Form 603, Notice of initial substantial holder, given by Gold Fields Group. Annexure B is a true copy of the original[s].

Dated: 2 April 2017

Signed:

  
**L.W. Lor**  
**Managing Director**

Name

Director  
Corporate International Holdings BV



Holder of relevant interest	Date of acquisition	Consideration	Class and number of securities
Corporate International Holdings BV	22-Feb-17	\$76,960	200,000 ordinary shares
Corporate International Holdings BV	23-Feb-17	\$77,560	200,000 ordinary shares
Corporate International Holdings BV	24-Feb-17	\$80,500	200,000 ordinary shares
Corporate International Holdings BV	27-Feb-17	\$38,880	100,000 ordinary shares
Corporate International Holdings BV	1-Mar-17	\$14,347	36,396 ordinary shares
Corporate International Holdings BV	3-Mar-17	\$32,613	77,650 ordinary shares
Corporate International Holdings BV	7-Mar-17	\$46,200	110,000 ordinary shares
Corporate International Holdings BV	8-Mar-17	\$52,500	125,000 ordinary shares
Corporate International Holdings BV	29-Mar-17	\$173,614	366,970 ordinary shares
Corporate International Holdings BV	31-Mar-17	\$2,226,587	4,327,691 ordinary shares