

ASX & Media Release

30 September 2019

ASX Symbol

ARL

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Directors

Katina Law
Executive Chair

Ian Buchhorn
Technical Executive Director

Wayne Bramwell
Non-Executive Director

Issued Capital

Fully Paid Ordinary Shares
112,291,853

*Unlisted options
exercisable at \$0.25*
5,008,582

*Directors/Employee
Performance Rights*
5,161,000

ABN 30 614 289 342

Godolphin completes key IPO appointments

Industry-leading management team signed on to complete the Godolphin IPO and lead the team to become a successful explorer and developer:

- David Greenwood appointed Chief Executive Officer.
- Andrew Stewart appointed Non-Executive Director.

Panthea Capital appointed as Arranger for the IPO.

Ardea Resources Limited (Ardea or the Company) is pleased to provide an update on Godolphin Resources Limited (Godolphin), the planned spin-out of Ardea's high quality NSW gold and base metal projects.

Board and Management

David Greenwood has accepted the Chief Executive Officer role at Godolphin. David has 30 years' experience in the resources industry across a range of commodities. He was educated in the UK and worked internationally in the resources industry in exploration, production, business development and investment analysis. David has held board positions with junior resource companies, including President (CEO) of Goldminco Corporation, a previously listed Canadian exploration company with assets in the Lachlan Fold Belt, NSW. David was Executive General Manager for Straits Resources Ltd, where he was responsible for exploration, marketing, corporate affairs, investor relations and investments. With an in-depth knowledge of project evaluation and financing from exploration through to development, in addition to minerals marketing and investor relations, David is ideally placed to lead the Godolphin management team.

Dr Andrew Stewart as a Non-executive Director has joined Mark Sykes (Chair) and Ian Buchhorn (Non-executive Director) on the Board. Katina Law has stepped down as a director to facilitate Andrew's appointment. Katina's pivotal role in the formation of Godolphin is much appreciated.

Andrew is an economic geologist with over 15 years' experience in mineral exploration. Andrew has particular expertise in porphyry copper-gold and epithermal gold deposits but has worked across a diverse range of commodities. He holds a BSc (Hons) from Macquarie University and a PhD from the Centre of Ore Deposits and Exploration Studies at the University of Tasmania. During his time at world-leading explorers Ivanhoe Mines and Vale, Andrew held technical and management positions in Mongolia and Indonesia and has been involved in several greenfield discoveries. Andrew joined Xanadu Mines as Chief Geologist leading the gold and base metals project generation and evaluation team in Mongolia. In 2016, Andrew became the Managing Director and is currently Chief Executive Officer of Xanadu Mines. Andrew is particularly experienced in capital markets and corporate management.

Panthea Capital has been appointed as Arranger for the IPO. Panthea is Sydney-based, with an excellent track record in the resources sector (notably their recent funding projects include the listing of successful gold developer Yandal Resources ASX:YRL).

Panthea Managing Director Andrew Bald noted:

“Godolphin’s 3,200 km² holding around Cadia-Ridgeway and Northparkes provides exceptional exposure to the world-class Lachlan Fold Belt (LFB) gold-base metal province, with the new Boda gold discovery confirming the LFB’s pre-eminence. In addition, Godolphin already has a robust gold resource base to focus upon and expand at Lewis Ponds, Mount Aubrey and Yeoval, with drilling planned to commence soon after listing.”

Supporting Panthea’s positive market view, Ardea CEO Andrew Penkethman commented:

“The Godolphin management team is now complete with Andrew and David accepting their offers, Panthea has been appointed as Arranger for the IPO, all Prospectus expert reports have been finalised, and the Notice of Meeting for Ardea shareholders to approve the Godolphin demerger is with statutory authorities for approval. If all goes to plan, we are in line for a Q4 2019 listing on ASX.

*On the exploration front, Godolphin’s **Copper Hill East gold-copper project** in the Molong Volcanic Belt has come to the fore. The Orange-based team has completed initial field studies confirming the geological similarity of Copper Hill East geology to the recent Boda porphyry discovery, 50km north along structure, and Cadia-Ridgeway gold mining operation 50km south (refer Figure 1).*

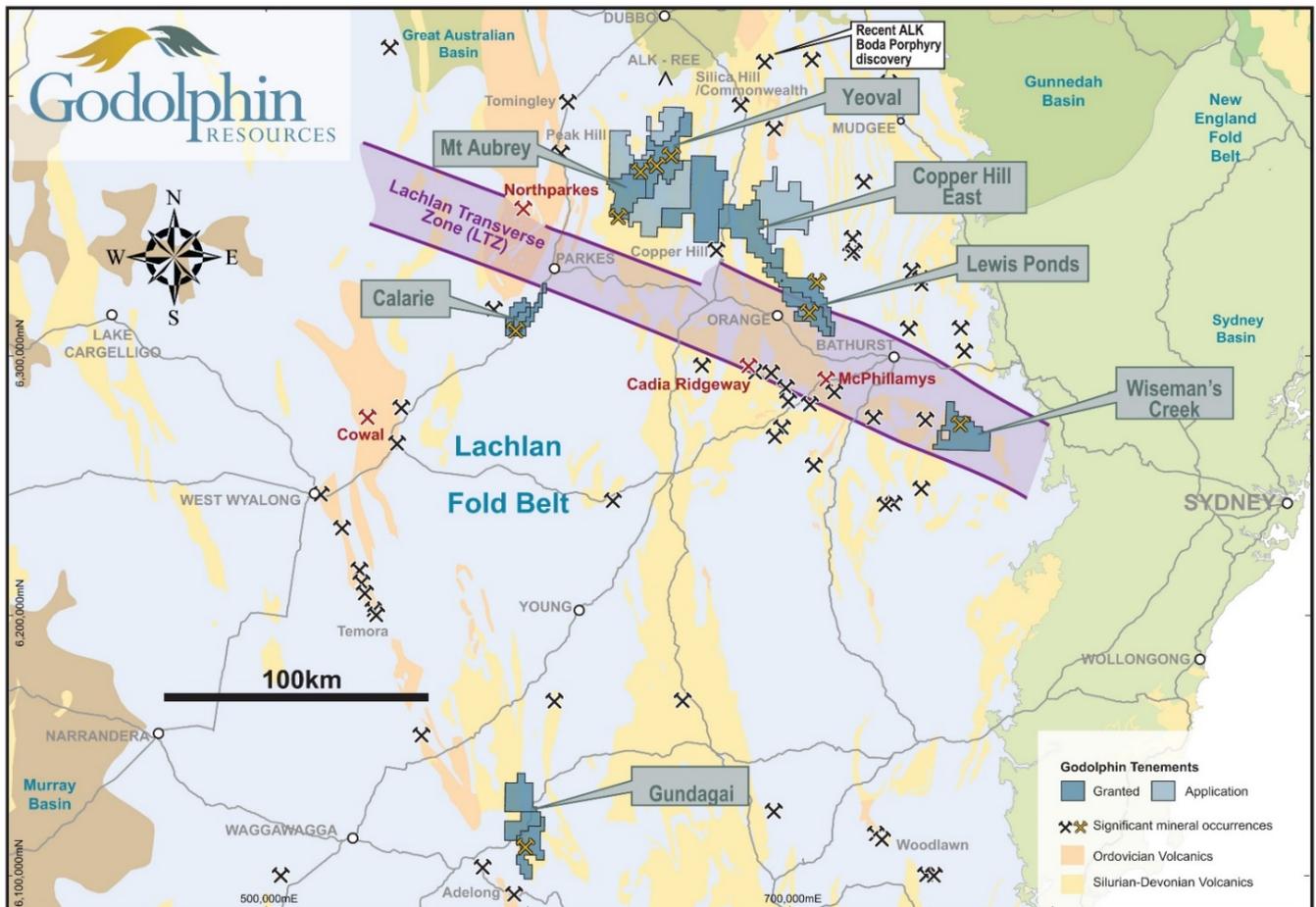


Figure 1 – Tenure map for Ardea’s forthcoming spin-out, Godolphin Resources Limited. Godolphin will have a contiguous tenement holding from Mt Aubrey to Lewis Ponds in and around the Lachlan Transverse Zone, which is the axis around which the major deposits of the Lachlan Fold Belt cluster. Note the location of the recent Boda gold-copper porphyry discovery.

Godolphin IPO

As previously announced, the Initial Public Offering (IPO) of **Godolphin Resources Limited** (Godolphin) will offer existing Ardea shareholders and new subscribers exposure to a publicly-listed company with a tenement portfolio within the highly prospective Lachlan Fold Belt (LFB) region of NSW.

Highlights of the proposed IPO include:

- Ardea shareholders to receive an in-specie distribution of 30 million Godolphin vendor shares at nil cost, plus have a priority right to subscribe for IPO shares.
- The IPO will seek to raise a minimum of \$4.5m (before costs) up to a maximum of \$8m via the issuance of up to 40 million new fully ordinary paid shares at an issue price of \$0.20 per share.

The Notice of Meeting is now with regulators and the Prospectus for Godolphin will be lodged immediately after the meeting of shareholders is concluded.

The Boards of both Ardea and Godolphin are working towards a listing of Godolphin before the end of 2019.

Additional updates will be provided as the Godolphin IPO continues to gain momentum.

About Ardea Resources

Ardea Resources (ASX:ARL) is an ASX listed resources company, with 100%-controlled Australian-based projects, prioritising a three-pronged value creation strategy which is:

- development of the Goongarrie Nickel Cobalt Project, which is part of the larger Kalgoorlie Nickel Project, a globally significant series of nickel-cobalt deposits which host the largest nickel-cobalt resource in the developed world, coincidentally located as a cover sequence overlying fertile orogenic gold targets;
- advanced-stage exploration at WA gold and nickel sulphide targets within the Eastern Goldfields world-class nickel-gold province; and
- the Godolphin Resources Limited demerger of the NSW gold and base metal assets with in-specie share distribution, with all projects located within the Lachlan Fold Belt world-class gold-copper province, specifically within the Lachlan Transverse Zone (hosts McPhillamy's gold and Cadia and Northparkes gold-copper) and splay fault of the Gilmore Suture (hosts Cowal gold).

For further information regarding Ardea, please visit www.ardearesources.com.au or contact:

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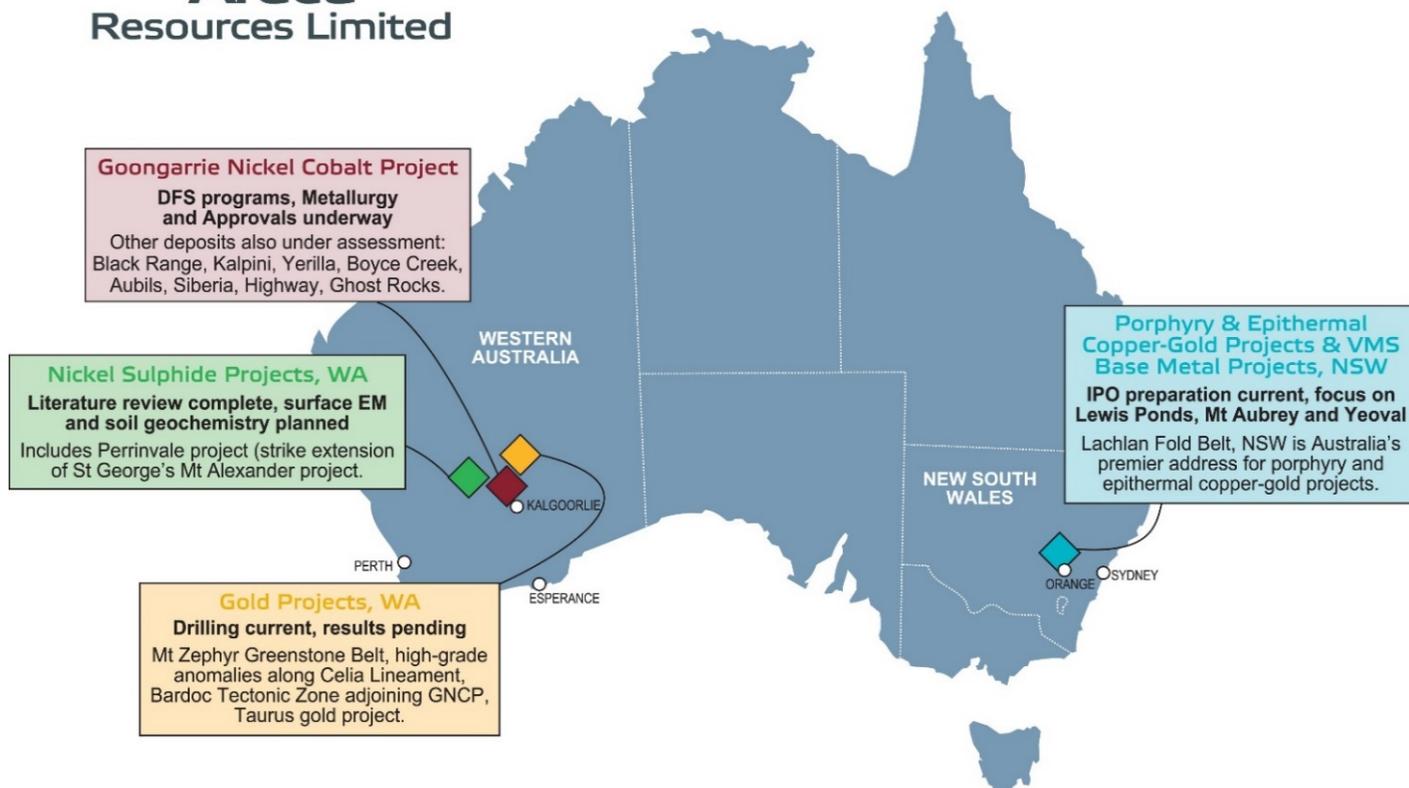
For more information regarding the proposed IPO of Godolphin, please contact:

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Project Portfolio



Appendix 1

A summary of the material terms agreed for David Greenwood's Executive Services Agreement:

Commencement Date	1 November 2019.
Total Fixed Remuneration (TFR)	\$275,000 plus statutory superannuation.
Short Term Incentive	David will be entitled to short term incentive payments of up to \$50,000 on a gross basis for meeting criteria determined by the Godolphin Board.
Long Term Incentive	Entitled to participate in Godolphin's long-term incentive option plan. At the time of listing, David will be entitled to receive 500,000 incentive options with an exercise price of \$0.25 per option and vesting conditions determined by the Godolphin Board.
Termination and Notice	Either party may terminate the agreement without cause by providing three months' written notice. This period may be paid out at the election of Godolphin.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION

This news release contains forward-looking statements and forward-looking information within the meaning of applicable Australian securities laws, which are based on expectations, estimates and projections as of the date of this news release.

This forward-looking information includes, or may be based upon, without limitation, estimates, forecasts and statements as to management's expectations with respect to, among other things, the timing and ability to complete the Ardea spin-out of Godolphin Resources Limited, the timing and amount of funding required to execute the Company's exploration, development and business plans, capital and exploration expenditures, the effect on the Company of any changes to existing legislation or policy, government regulation of mining operations, the length of time required to obtain permits, certifications and approvals, the success of exploration, development and mining activities, the geology of the Company's properties, environmental risks, the availability of labour, the focus of the Company in the future, demand and market outlook for precious metals and the prices thereof, progress in development of mineral properties, the Company's ability to raise funding privately or on a public market in the future, the Company's future growth, results of operations, performance, and business prospects and opportunities. Wherever possible, words such as "anticipate", "believe", "expect", "intend", "may" and similar expressions have been used to identify such forward-looking information. Forward-looking information is based on the opinions and estimates of management at the date the information is given, and on information available to management at such time.

Forward-looking information involves significant risks, uncertainties, assumptions and other factors that could cause actual results, performance or achievements to differ materially from the results discussed or implied in the forward-looking information. These factors, including, but not limited to, the ability to complete the Ardea spin-out of Godolphin Resources Limited on the basis of the proposed terms and timing or at all, fluctuations in currency markets, fluctuations in commodity prices, the ability of the Company to access sufficient capital on favourable terms or at all, changes in national and local government legislation, taxation, controls, regulations, political or economic developments in Australia or other countries in which the Company does business or may carry on business in the future, operational or technical difficulties in connection with exploration or development activities, employee relations, the speculative nature of mineral exploration and development, obtaining necessary licenses and permits, diminishing quantities and grades of mineral reserves, contests over title to properties, especially title to undeveloped properties, the inherent risks involved in the exploration and development of mineral properties, the uncertainties involved in interpreting drill results and other geological data, environmental hazards, industrial accidents, unusual or unexpected formations, pressures, cave-ins and flooding, limitations of insurance coverage and the possibility of project cost overruns or unanticipated costs and expenses, and should be considered carefully. Many of these uncertainties and contingencies can affect the Company's actual results and could cause actual results to differ materially from those expressed or implied in any forward-looking statements made by, or on behalf of, the Company. Prospective investors should not place undue reliance on any forward-looking information.

Although the forward-looking information contained in this news release is based upon what management believes, or believed at the time, to be reasonable assumptions, the Company cannot assure prospective purchasers that actual results will be consistent with such forward-looking information, as there may be other factors that cause results not to be as anticipated, estimated or intended, and neither the Company nor any other person assumes responsibility for the accuracy and completeness of any such forward-looking information. The Company does not undertake, and assumes no obligation, to update or revise any such forward-looking statements or forward-looking information contained herein to reflect new events or circumstances, except as may be required by law.

No stock exchange, regulation services provider, securities commission or other regulatory authority has approved or disapproved the information contained in this news release.