



Heron Resources Limited

ASX/TSX Release

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Ardea Resources Limited

Satisfaction of Conditions for Spin-off

Heron Resources Limited ("Heron") is pleased to announce that each of the conditions to the spin-off of Ardea Resources Limited ("Ardea") have now been satisfied and the Offer closed on 20 January 2017:

- Approximately \$5.2 million has been raised under Ardea's public offer (subject to cleared funds on or before 27 January 2017). This well exceeds the \$3.5 million Minimum Subscription condition.
- Positive take up by foreign Heron shareholders under the Sale Facility, with the final number of Ardea shares sold to be confirmed prior to commencement of Ardea trading on ASX.
- Ardea is now proceeding to complete the acquisition of Heron's non-Woodlawn assets.
- Ardea in-specie shares on a 1 for 10 basis will be transferred to eligible Heron shareholders on or before 1 February 2017.
- Holding statements will be sent to Ardea shareholders on or about 2 February 2017.
- Trading of Ardea shares is expected to commence on ASX on or before 9 February 2017.

The ASX has provided a conditional admission letter confirming the admission of Ardea to ASX and the conditions for Ardea's admission.

Ardea shareholders are reminded that a 1 for 3 Loyalty Option will be issued for all Ardea shares held (both in-specie and subscribed) three months from listing, being around 9 May 2017.

On operational matters, the drill program for Lewis Ponds has been approved by the NSW Department of Industry and the application for drilling at the KNP Cobalt Zone is underway. Drilling at both projects is expected to commence in February 2017 shortly after listing.

The Board of Heron wishes to acknowledge the Heron shareholders who have so well supported the Ardea spin-off through their Priority Offer, and welcomes the new Ardea shareholders joining through the Public Offer.

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

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CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION

*This report contains forward-looking statements and forward-looking information within the meaning of applicable Canadian securities laws, which are based on expectations, estimates and projections as of the date of this report. 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 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, 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 Canada, 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 report 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 report.***