



NOVA MINERALS LIMITED

ACN 006 690 348

NON-RENOUNCEABLE RIGHTS ISSUE OFFER DOCUMENT

A non-renounceable pro rata offer of New Shares at an issue price of \$0.0325 each on the basis of 1 New Share for every 16 Shares held on the Record Date, together with a free attaching New Option on a one for two basis.

**THE OFFER IS CURRENTLY SCHEDULED TO CLOSE AT 5.00PM AEST ON 11 JULY 2018
VALID APPLICATION FORMS MUST BE RECEIVED BEFORE THAT TIME.**

**PLEASE READ THE INSTRUCTIONS IN THIS RIGHTS ISSUE OFFER DOCUMENT AND ON THE
ENTITLEMENT AND ACCEPTANCE FORM REGARDING ACCEPTANCE OF
SECURITIES UNDER THE OFFER.**

**THIS IS AN IMPORTANT DOCUMENT AND REQUIRES YOUR IMMEDIATE ATTENTION.
IT SHOULD BE READ IN ITS ENTIRETY. IT IS NOT A PROSPECTUS AND DOES NOT CONTAIN ALL OF
THE INFORMATION THAT AN INVESTOR WOULD FIND IN A PROSPECTUS OR WHICH MAY BE
REQUIRED IN ORDER TO MAKE AN INFORMED INVESTMENT DECISION REGARDING, OR ABOUT
THE RIGHTS ATTACHING TO, THE SHARES BEING OFFERED BY THIS DOCUMENT**

**THE SHARES OFFERED BY THIS RIGHTS ISSUE OFFER DOCUMENT
SHOULD BE CONSIDERED SPECULATIVE IN NATURE**

**IF YOU ARE IN DOUBT ABOUT WHAT TO DO, YOU SHOULD
CONSULT YOUR PROFESSIONAL ADVISER WITHOUT DELAY.**

IMPORTANT INFORMATION

This Rights Issue Offer Document is dated 21 June 2018.

The Offer is being made without a prospectus under section 708AA of the Corporations Act 2001 and ASIC Corporations (Non-Trading Rights Issues) Instrument 2016/84. This Rights Issue Offer Document does not contain all of the information which a prospective investor may require to make an informed investment decision. The information in this Rights Issue Offer Document does not constitute financial product advice and does not take into account your investment objectives, financial situation or particular needs.

The Company may make additional announcements after the date of this Rights Issue Offer Document and throughout the period that the Offer is open that may be relevant to your consideration about whether you should participate in the Offer.

No party other than the Company has authorised or caused the issue of this Rights Issue Offer Document, or takes any responsibility for, or makes, any statements, representations or undertakings in this Rights Issue Offer Document.

Neither the Company nor any other person warrants or guarantees the future performance of the Company or any return on any investment made under this Rights Issue Offer Document. Neither ASX nor ASIC takes any responsibility for the contents of this Rights Issue Offer Document or the merits of the investment to which this Rights Issue Offer Document relates.

By returning an Entitlement and Acceptance Form or otherwise paying for your New Shares and New Options through BPAY in accordance with the instructions on the Entitlement and Acceptance Form, you acknowledge that you have read this Rights Issue Offer Document and you have acted in accordance with and agree to the terms of the Entitlement Offer detailed in this Rights Issue Offer Document.

Capitalised terms in this section have the meaning given to them in this Information Booklet.

Eligibility

Applications for New Shares and New Options by Eligible Shareholders can only be made on the original Entitlement and Acceptance Form, as sent with this Rights Issue Offer Document. The Entitlement and Acceptance Form sets out an Eligible Shareholder's entitlement to participate in the Offer.

Overseas Shareholders

No offer will be made to Shareholders resident outside Australia and New Zealand.

This Rights Issue Offer Document and accompanying Entitlement and Acceptance Form do not, and are not intended to, constitute an offer of securities in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Rights Issue Offer Document. The distribution of this Rights Issue Offer Document in jurisdictions outside Australia and New Zealand may be restricted by law and persons who come into possession of this Rights Issue Offer Document should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

Privacy

The Company collects information about each applicant provided on an Entitlement and Acceptance Form for the purposes of processing the application and, if the application is successful, to administer the applicant's security holding in the Company.

By submitting an Entitlement and Acceptance Form, each applicant agrees that the Company may use the information provided by an applicant on the Entitlement and Acceptance Form for the purposes in this privacy disclosure statement and may disclose it for those purposes to the share registry, the Company's related bodies corporate, agents, contractors and third party service providers,

including mailing houses and professional advisers, and to ASX and regulatory authorities.

If you do not provide the information required on the Entitlement and Acceptance Form, the Company may not be able to accept or process your application.

An applicant has a right to gain access to the information that the Company holds about that person subject to certain exemptions under law. A fee may be charged for access. Access requests must be made in writing to the Company's registered office.

Taxation

There will be tax implications associated with participating in the Entitlement Offer and receiving New Shares and New Options. The Company considers that it is not appropriate to give advice regarding the tax consequences of subscribing for New Shares and New Options under this Rights Issue Offer Document or the subsequent disposal of any New Shares and/or New Options. The Company recommends that you consult your professional tax adviser in connection with the Offer.

No representations

No person is authorised to give any information or to make any representation in connection with the Offer which is not contained in this Rights Issue Offer Document. Any information or representation in connection with the Offer not contained in the Rights Issue Offer Document may not be relied upon as having been authorised by the Company or any of its officers.

Past performance

Investors should note that the Company's past performance, including past share price performance, cannot be relied upon as an indicator of (and provides no guidance as to) the Company's future performance including the Company's future financial position or share price performance.

Future performance

This Rights Issue Offer Document contains certain forward-looking statements with respect to the financial condition, results of operations, projects and business of the Company and certain plans and objectives of the management of the Company. These forward-looking statements involve known and unknown risks, uncertainties and other factors which are subject to change without notice, and may involve significant elements of subjective judgement and assumptions as to future events which may or may not be correct.

Forward-looking statements are provided as a general guide only and there can be no assurance that actual outcomes will not differ materially from these statements. Neither the Company, nor any other person, gives any representation, warranty, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statement will actually occur. In particular, those forward-looking statements are subject to significant uncertainties and contingencies, many of which are outside the control of the Company. A number of important factors could cause actual results or performance to differ materially from the forward looking statements. Investors should consider the forward looking statements contained in this Rights Issue Offer Document in light of those disclosures.

Risks

Refer to the 'Risk factors' section 4 of this Rights Issue Offer Document.

Not a prospectus

This document is not a prospectus and has not been lodged with ASIC. It does not contain all of the information that an investor would find in a prospectus or which may be required in order to make an informed investment decision regarding, or about the rights attaching to, the Shares being offered by this document.

Table of Contents

1.	Offer Overview and Indicative Timetable	1
1.1	Offer Overview	1
1.2	Indicative Timetable	1
2.	Details of Offer	2
2.1	Offer.....	2
2.2	Top-Up Facility.....	3
2.3	Shortfall Facility	3
2.4	No underwriting	3
2.5	Use of Funds.....	4
2.6	No Rights trading	4
2.7	ASX quotation.....	4
2.8	Risk Factors.....	5
2.9	Effect of the Offer on control of the Company	5
2.10	Option Holders	6
2.11	Effect on the Company's financial position.....	6
2.12	Directors' interests in Company securities	8
2.13	Taxation implications.....	8
2.14	Overseas Shareholders	9
2.15	CHESS and issuer sponsorship.....	9
2.16	Enquiries.....	10
3.	Action Required.....	11
3.1	Acceptance of Shares under this Rights Issue Offer Document.....	11
3.2	If you wish to take up only part of your entitlement.....	12
3.3	If you do not wish to take up your entitlement	12
4.	Risk Factors.....	13
4.1	Company Specific Risks	13
4.2	General Mineral Industry Risks	18
4.3	Investment Speculative.....	19
5.	New Options Terms and Conditions	20
6.	Corporate Directory.....	22
7.	Glossary of Terms	23

1. Offer Overview and Indicative Timetable

1.1 Offer Overview

Overview	
Ratio	1 New Share for every 16 Shares held on the Record Date plus 1 free-attaching New Option for every 2 New Shares subscribed for
Issue Price	\$0.0325 per New Share
Option Terms	Listed "NVAO" Options with an exercise price of \$0.0325 and expiring on 31 August 2020
No. New Shares	Approximately 46,860,527 New Shares
No. New Options	Approximately 23,430,263 New Options
Proceeds	Approximately \$1,522,967 (before costs of the Offer)

1.2 Indicative Timetable

Event	Date
Announce Rights Issue	14 June 2018
Lodgement of Offer Document at ASX, Appendix 3B and s708AA notice	21 June 2018
Notices to Shareholders and Optionholders	21 June 2018
Existing Shares quoted on an "ex" basis	25 June 2018
Record Date	26 June 2018
Rights Issue Offer Document and Entitlement and Acceptance Form sent to Eligible Shareholders	29 June 2018
Closing Date (5.00pm AEST)	11 July 2018
Shares quoted on a deferred settlement basis	12 July 2018
Company to notify ASX of under subscriptions (if any)	16 July 2018
Anticipated date for the issue of the New Shares	18 July 2018
Deferred settlement trading ends	18 July 2018
Normal trading (on a T+2 basis) commences	19 July 2018

Subject to the Listing Rules, the Directors reserve the right to extend the Closing Date for the Offer. Any extension of the Closing Date will have a consequential effect on the anticipated date for issue of the New Shares.

2. Details of Offer

2.1 Offer

The Company is making a non-renounceable pro-rata offer of New Shares and free-attaching New Options to Shareholders whose registered address is in Australia and New Zealand (**Eligible Shareholders**) on the basis of 1 New Share for every 16 Shares held at the Record Date, each at an issue price of \$0.0325, together with 1 New Option for every 2 New Shares subscribed for (**Offer**). Where the determination of the entitlement of any Eligible Shareholder results in a fraction of a Share or Option, such fraction will be rounded down to the nearest whole Share or Option.

As at the Record Date, the Company will have 749,768,436 Shares on issue. The Company expects that up to approximately 46,860,527 New Shares and 23,430,263 New Options will be issued under the Offer.

The Company will accept Entitlement and Acceptance Forms until 5.00pm AEST on the Closing Date in Section 1.2 or such other date as the Directors in their absolute discretion shall determine, subject to the requirements of the Listing Rules.

Your entitlement is shown on the personalised Entitlement and Acceptance Form accompanying this Rights Issue Offer Document. You may accept the Offer only by applying for New Shares and New Options on the Entitlement and Acceptance Form.

Acceptances must not exceed your entitlement as shown on the Entitlement and Acceptance Form, although you may accept for all or only part of your entitlement. If your acceptance exceeds your entitlement, acceptance will be deemed to be for your maximum entitlement and any surplus application monies will be returned to you.

Acceptance of a completed Entitlement and Acceptance Form by the Company creates a legally binding contract between the applicant and the Company for the number of New Shares and corresponding New Options accepted or deemed to be accepted by the applicant. The Entitlement and Acceptance Form does not need to be signed by the applicant to be legally binding. The Offer and contract formed on acceptance are governed by the laws of Victoria.

If the Entitlement and Acceptance Form is not completed correctly it may still be treated as valid. The Directors' decision as to whether to treat the acceptance as valid and how to construe, amend or complete the Entitlement and Acceptance Form is final.

New Shares and New Options offered by this Rights Issue Offer Document are expected to be issued, and security holder statements dispatched, on the date specified in the timetable in Section 1.2.

It is the responsibility of applicants to determine their allocation prior to trading in the New Shares and New Options. Applicants who sell Shares and/or Options before they receive their holding statements will do so at their own risk.

2.2 Top-Up Facility

Eligible Shareholders will be entitled to apply for additional New Shares and New Options in excess of their entitlement, at the same price as under the Offer (**Top-Up Facility**).

Shareholders wishing to subscribe for additional New Shares and New Options under the Top-Up Facility must apply for them at the same time as they apply for New Shares and New Options under their entitlement.

There is no limit on the number of additional New Shares and New Options that Eligible Shareholders may apply for under the Top-Up Facility, however, applications under the Top-Up Facility will only be satisfied to the extent there is a shortfall under the Offer.

The issue of additional New Shares and New Options under the Top-Up Facility is at the discretion of the Directors. Should such applications exceed the number of New Shares and New Options available, a scale-back will be applied in a manner determined by the Directors. For the avoidance of doubt, the Directors have absolute discretion as regards allocation of New Shares and New Options under the Top-Up Facility.

Please refer to Section 3.1 for further information on applying for additional New Shares and New Options under the Top-Up Facility.

2.3 Shortfall Facility

A shortfall may arise if applications received for New Shares and New Options under the Offer (including after the completion of the Top-Up Facility and the entitlements of ineligible Shareholders are taken into account) are less than the number of New Shares and New Options available under the Offer.

The Directors reserve the right, subject to the requirements of the Listing Rules and the Corporations Act, to place remaining Shortfall Securities within three months after the Closing Date to either existing Shareholders or new investors at their discretion. If issued, the Shares will be issued at a price not less than the issue price of New Shares under the Offer and New Options will be issued on the same terms as the Offer. Shareholders will not receive any payment or value for entitlements not taken up under the Offer that are subsequently taken up under this facility.

All Shortfall Securities will be allocated at the absolute discretion of the Directors.

2.4 No underwriting

The Offer is not underwritten.

2.5 Use of Funds

It is proposed that the proceeds raised from the Offer be allocated as follows:

Proposed use of funds	Amount (\$)
Conducting further prospect reviews, market evaluations and corporate development, exploration programs, testwork and feasibility studies on the Company's Thompson Brothers Lithium Project and district scale Estelle Gold Copper Project	\$1,200,000
Expenses of the Offer	\$35,000
General working capital and administration	\$287,967
Total funds raised under the offer	\$1,522,967

Actual expenditure may differ significantly from the above estimates due to a number of factors including market conditions, the development of new opportunities (including new resource projects), the results obtained from the staged approach to exploration, appraisal and development activities and other factors.

The above table is a statement of the Company's current intentions as at the date of this Rights Issue Offer Document. As with any budget, intervening events including the outcome of exploration activities and other new circumstances have the potential to affect the manner in which funds are ultimately applied. The Board reserves the right to alter the way funds are applied.

2.6 No Rights trading

The pro-rata offer of New Shares and New Options is non-renounceable, which means that Eligible Shareholders may not sell or transfer all or any part of their entitlement to subscribe for New Shares and New Options under the Offer.

2.7 ASX quotation

Application will be made to ASX for the Official Quotation of the Shares to be issued under the Offer. If permission is not granted by ASX for the Official Quotation of the Shares to be issued under the Offer, the Company will repay, as soon as practicable, without interest, all application monies received pursuant to the Offer.

Application will also be made to ASX for the Official Quotation of the Options to be issued under the Offer under existing listed Options code "NVAO". Any such application will be subject to the satisfaction of the ASX requirements for listing and the Company makes no guarantee that any such application will be successful. If the application is unsuccessful, the New Options will remain unlisted but otherwise will remain on the same terms and conditions.

2.8 Risk Factors

An investment in securities of the Company should be regarded as speculative. In addition to the general risks applicable to all investments in listed securities, there are specific risks associated with an investment in the Company which are described in Section 4.

2.9 Effect of the Offer on control of the Company

The potential effect the Offer will have on each Shareholder's percentage interest in the total issued capital is as follows:

- (a) if all Eligible Shareholders take up their entitlement, each Eligible Shareholder's percentage in the total issued Shares of the Company will remain the same and will not be diluted; and
- (b) if some but not all Eligible Shareholders take up their entitlement, and some or all of the Shortfall Securities are issued under the Top-Up Facility and otherwise at the discretion of the Directors, the percentage interest in the total issued Shares of each Eligible Shareholder who does not take up their entitlement will be diluted and the percentage interest of the total issued Shares of each Eligible Shareholder who does take up their entitlement will remain the same, and the precise level of change in the percentage interests will depend on the take up of entitlements and the number of Shortfall Securities issued.

In any event, the Board will not issue any Shortfall Securities to any party that will result in the party having voting power in the Company of 20% or more. By reason of the above, the Offer should not have a material effect on the control of the Company and any change in the voting power of Shareholders is reliant upon the take up of entitlement by Shareholders and the subsequent placing of any Shortfall Securities.

The capital structure on completion of the Offer will be as follows:

Shares	
Shares currently on issue	711,894,788
Shares to be issued under the Placement	37,873,648
Total Shares on issue on the Record Date¹	749,768,436
Shares offered under the Offer (approximately)	46,860,527
Total Shares on issue on completion of the Offer^{1,2}	796,628,963

Notes:

- Assumes no Options are exercised prior to completion of the Offer.
- Directors Avi Kimelman and Louie Simens have committed to subscribe for up to \$500,000 (representing 15,384,615 Shares and 7,692,308 Options) subject to Shareholder approval. These securities will not be issued before the Record Date however, if issued, the total number of Shares on issue will be 812,013,758.

Listed Options (ASX: NVAO)¹	
Listed Options currently on issue	393,936,702
Listed Options to be issued under the Placement	18,936,824
Listed Options offered under the Offer (approximately)	23,430,263
Total Listed Options on issue on completion of the Offer^{1,2}	436,303,790

Notes:

1. Exercisable at 3.25 cents, expiring 31 August 2020. Assumes no Options are exercised prior to completion of the Offer.
2. Directors Avi Kimelman and Louie Simens have committed to subscribe for up to \$500,000 (representing 15,384,615 Shares and 7,692,308 Options) subject to Shareholder approval. These securities will not be issued before the Record Date however, if issued, the total number of listed Options on issue will be 443,996,097.

Unlisted Options¹	
Options exercisable at 3.25 cents, exp. 17 November 2018	42,000,000
Options exercisable at 2 cents, exp. 31 August 2019	7,500,000
Total Unlisted Options on issue on completion of the Offer	49,500,000

Notes:

1. Assumes no Options are exercised prior to completion of the Offer.

2.10 Option Holders

Option holders will not be entitled to participate in the Offer unless they:

- (a) have become entitled to exercise their Options under the terms of their issue and do so prior to the Record Date; and
- (b) participate in the Offer as a result of being a holder of Shares registered on the share register on the Record Date.

Please refer to section 2.9 for further details of the Options on issue. If any of the Options are exercised before the Record Date, it may result in a proportionate increase in the number of New Shares and New Options being issued under the Offer.

2.11 Effect on the Company's financial position

The Company's audit reviewed statement of financial position as at 31 December 2017 and the pro-forma unaudited balance sheet as at 31 December 2017 are set out on the next page.

The pro-forma balance sheet takes into account the effect of:

- (a) adjustments post 31 December 2017 (see notes to pro forma); and
- (b) the proceeds of the proposed capital raising of approximately \$1,522,967 (less costs) under the Offer.

It has been prepared on the basis of accounting policies normally adopted by the Company and reflects the changes to its financial position. It also assumes all entitlements under this Offer are accepted, no Options are exercised prior to the Record Date and includes expenses of the Offer.

The pro-forma balance sheet has been prepared to provide investors with information on the assets and liabilities of the Company and pro-forma assets and liabilities of the Company as noted above. The historical and pro-forma financial information is presented in an abbreviated form, insofar as it does not include all of the disclosures required by Australian Accounting Standards applicable to annual financial statements.

Pro-forma Statement of Financial Position

	31 Dec 2017 (Audited) \$	Adjustments \$	Notes	Proforma \$
Assets				
<i>Current Assets</i>				
Cash and cash equivalents	3,367,389	1,996,276	1, 3	6,886,632
Trade & other receivables	321,747			321,747
Other financial assets	83,094			83,094
Total current assets	3,772,230			7,291,473
<i>Non-current Assets</i>				
Exploration and evaluation expenditure	3,163,011			3,163,011
Total non-current assets	3,163,011			3,163,011
Total assets	6,935,241			10,454,484
Liabilities				
<i>Current Liabilities</i>				
Trade and other payables	276,525			276,525
Total current liabilities	276,525			276,525
Total liabilities	276,525			276,525
Net Asset	6,658,716			10,177,959
Equity				
Issued capital	67,139,271	1,993,076	1, 3, 4	70,655,314
Equity Reserves	804,448	39,200	2, 4	843,648
Accumulated losses	(61,285,003)	(36,000)	2	(61,321,003)
Total Equity	6,658,716			10,177,959

Notes:

The pro-forma Statement of Financial Position as at 31 December 2017 has been adjusted to reflect the following post-31 December 2017 and pro-forma events:

1. On 19 January 2018, 10,000,000 unlisted Options at 3.25 cents per option were exercised raising \$325,000.
2. On 26 March 2018, 2,000,000 listed Options (ASX:NVAO) were issued to advisors in lieu of fees. The last trading price of NVAO on that date was \$0.018, giving rise to a transactional value of services of \$36,000.
3. On 14 June 2018, the Company announced the Placement to raise \$1,730,894, including commitments from Directors Avi Kimelman and Louie Simens for \$500,000, subject to shareholder approval. The adjustment assumes all Placement shares are issued (including to those Directors). Pro forma balance determined after deducting costs of the Placement of \$24,618 and costs of the Offer of \$35,000.
4. In connection with the Placement, the Company has agreed to issue 2,000,000 Options to the lead manager of the Placement (as announced to ASX on 14 June 2018). The last trading price as at 14 June 2018 was \$0.016 per option giving rise to a transactional value of value of \$3,200.

2.12 Directors' interests in Company securities

The Directors and/or their nominees currently hold Shares and Options.

At the time of lodging this Rights Issue Offer Document with ASX, the Directors and their nominees have indicated that they may take up their full entitlement under the Offer however no firm commitments have been received by the Company in that regard.

The table below sets out the relevant interests of the Directors in the securities of the Company immediately prior to lodgement of this Rights Issue Offer Document with ASX together with New Shares and New Options proposed to be acquired under the Offer.

Interests include those securities held directly and indirectly.

Director	Avi Kimelman	Louie Simens	Olaf Frederickson	Dennis Fry
No. Shares on Record Date	27,815,385	26,990,001	5,000,000	1,120,000
% Issued Shares on Record Date ¹	3.71%	3.59%	0.67%	0.15%
No. Options on Record Date ^{1,3}	25,989,231	14,875,000	6,250,000	400,000
Entitlement to New Shares ¹	1,738,461	1,686,875	312,500	70,000
Entitlement to New Options ¹	869,230	843,437	156,250	35,000
No. Shares post-Offer ²	29,553,846	28,676,876	5,312,500	1,190,000
% Issued Shares post-Offer	3.71%	3.59%	0.67%	0.15%
No. Options post-Offer ^{1,3}	26,858,461	15,718,437	6,406,250	435,000
% Issued Options post-Offer	5.44%	3.18%	1.29%	0.09%

Notes:

1. Assumes Directors do not exercise their Options.
2. Assumes all Directors take up their entitlements and that the Offer is fully subscribed and no Options are exercised before the Record Date.
3. All Options are listed Options (ASX:NVAO) exercisable at 3.25 cents, expiring 31 August 2020.

2.13 Taxation implications

The Directors do not consider it appropriate to give Shareholders advice regarding the taxation consequences of subscribing for New Share and New Options under this Rights Issue Offer Document. The Company, its advisers and its officers do not accept any responsibility or liability for any such taxation consequences to Shareholders. As a result, Shareholders should consult their professional tax adviser in connection with subscribing for Shares under this Rights Issue Offer Document.

2.14 Overseas Shareholders

No Offer will be made to Shareholders resident outside Australia and New Zealand. The Company has decided that it is unreasonable to make the Offer to Shareholders outside Australia and New Zealand having regard to the small number of Shareholders with addresses in other jurisdictions, the small number and value of Shares they hold and the cost of complying with the legal requirements and the requirements of regulatory authorities in those jurisdictions.

This Rights Issue Offer Document and accompanying Entitlement and Acceptance Form do not, and are not intended to, constitute an offer of securities in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Rights Issue Offer Document. The distribution of this Rights Issue Offer Document in jurisdictions outside Australia and New Zealand may be restricted by law and persons who come into possession of this Rights Issue Offer Document should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

Notwithstanding the above, the Company may (in its absolute discretion) extend the Offer to certain shareholders who have registered addresses outside the eligible countries in accordance with applicable law.

2.15 CHESS and issuer sponsorship

The Company participates in the Clearing House Electronic Subregister System, known as CHESS. All trading on ASX in Shares and listed Options will be settled through CHESS. ASX Settlement, a wholly owned subsidiary of ASX, operates CHESS in accordance with the Listing Rules and the ASX Settlement Rules.

The Registry operates an electronic issuer-sponsored sub-register and an electronic CHESS sub-register. Both these sub-registers constitute the Company's principal register of Shareholders.

Shareholders and Optionholders will not receive a certificate but will receive a statement of their holding of securities.

If you are broker sponsored or other participant in CHESS, ASX Settlement will send you a CHESS statement. The CHESS statement will set out the number of Shares and Options issued under this Rights Issue Offer Document, provide details of your holder identification number, and provide the participant identification number of the sponsor and the terms and conditions applicable to the Shares and Options, including a notice to exercise the Options.

If you are registered on the Issuer Sponsored subregister, your statement will be dispatched by the Registry and will contain the number of Shares and Options issued to you under this Rights Issue Offer Document and your security holder reference number.

A CHESS statement or issuer sponsored statement will routinely be sent to Shareholders at the end of any calendar month during which the balance of their Shareholding changes. Shareholders may request a statement at any other time, however, a charge may be made for additional statements.

2.16 Enquiries

Enquiries concerning the Entitlement and Acceptance Form and general enquires in relation to the Company can be made to the company secretary at Level 17, 500 Collins Street, Melbourne Vic. 3000 or by telephone on (03) 9614 0600.

Information may also be obtained by visiting the Company's website at www.novaminerals.com.au.

The address for mailing Entitlement and Acceptance Forms is:

Nova Minerals Limited
c/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia

3. Action Required

3.1 Acceptance of Shares under this Rights Issue Offer Document

Should you wish to accept all of your entitlement to subscribe for New Shares and corresponding New Options, then applications for New Shares and New Options under this Rights Issue Offer Document must be made on the Entitlement and Acceptance Form which accompanies this Rights Issue Offer Document or by completing a BPAY payment, in accordance with the instructions referred to in this Rights Issue Offer Document and on the Entitlement and Acceptance Form. Please read the instructions carefully.

If you have applied to take up all of your entitlement, you may also apply for additional New Shares and corresponding New Options under the Top Up Facility.

If you wish to pay by cheque please complete the Entitlement and Acceptance Form which must be accompanied by a cheque in Australian dollars, crossed 'Not Negotiable' and made payable to 'Nova Minerals Limited' and lodged at any time after the issue of this Rights Issue Offer Document and on or before the Closing Date at Company's share registry by post to the address in Section 2.16 above.

If you wish to pay via BPAY you must follow the instructions in the Entitlement and Acceptance Form. Eligible Shareholders who elect to pay via BPAY will not need to return their completed Entitlement and Acceptance Form. Please read the instructions carefully.

If you do not return the Entitlement and Acceptance Form, amounts received by the Company in excess of the issue price under the Offer (\$0.0325 per Share) multiplied by your entitlement (**Excess Amount**) may be treated as an application to apply for as many additional New Shares and New Options under the Top Up Facility as your Excess Amount will pay for in full.

If you apply for additional New Shares and New Options under the Top Up Facility and your application is successful (in whole or in part) your New Shares and New Options will be issued at the same time that other New Shares and New Options are issued under the Offer. There is no guarantee you will receive any New Shares and New Options under the Top Up Facility. The Directors reserve their right to allot and issue New Shares and New Options under the Top Up Facility at their discretion.

Refund amounts, if any, will be paid by cheque sent by ordinary post to your address as recorded on the share register (the registered address of the first-named in the case of joint holders).

3.2 If you wish to take up only part of your entitlement

Should you wish to take up only part of your entitlement, then applications for New Shares and New Options under this Rights Issue Offer Document must be made on the Entitlement and Acceptance Form which accompanies this Rights Issue Offer Document or by completing a BPAY payment in respect of the portion of your entitlement you wish to take up in accordance with the instructions referred to in this Rights Issue Offer Document and on the Entitlement and Acceptance Form. Please read the instructions carefully.

Any New Shares and New Options that relate to the portion of your entitlement that has not been accepted may be acquired under the Top Up Facility or otherwise issued as Shortfall Securities.

If you wish to pay by cheque please complete the Entitlement and Acceptance Form by filling in the details in the spaces provided, including the number of New Shares and corresponding New Options you wish to accept and the amount payable (calculated at \$0.0325 per New Share accepted). Completed Entitlement and Acceptance Forms must be accompanied by a cheque in Australian dollars, crossed 'Not Negotiable' and made payable to 'Nova Minerals Limited' and lodged at any time after the issue of this Rights Issue Offer Document and on or before the Closing Date at the Company's share registry by post at the address in Section 2.16 above.

If you wish to pay via BPAY you must follow the instructions in the Entitlement and Acceptance Form. Eligible Shareholders who elect to pay via BPAY will not need to return their completed Entitlement and Acceptance Form. Please read the instructions carefully.

3.3 If you do not wish to take up your entitlement

If you do not wish to accept any of your entitlement, you are not obliged to do anything.

In that case, any New Shares and New Options that you would have otherwise been entitled to under the Offer (or New Shares and New Options that relate to the portion of your entitlement that has not been accepted) may be acquired under the Top Up Facility or otherwise issued as Shortfall Securities.

The number of Shares you hold and the rights attaching to those Shares will not be affected should you choose not to accept any part of your entitlement, however your percentage holding in the capital of the Company will be diluted.

4. Risk Factors

This Section discusses some of the key risks associated with an investment in securities of the Company. A number of risks and uncertainties, which are both specific to the Company and of a more general nature, may adversely affect the operating and financial performance or position of the Company, which in turn may affect the value of the Shares and Options, and the value of an investment in the Company.

The risks and uncertainties described below are not an exhaustive list of the risks facing the Company or associated with an investment in the Company. Additional risks and uncertainties may also become important factors that adversely affect the Company's operating and financial performance or position.

Before investing in the New Shares and New Options, you should consider whether an investment in the Company is suitable for you. Potential investors should consider publicly available information on the Company (such as that available on the websites of the Company and ASX), carefully consider their personal circumstances and consult their stockbroker, solicitor, accountant or other professional adviser before making an investment decision.

4.1 Company Specific Risks

(a) Exploration and Evaluation Risks

The mineral tenements that the Company owns or has the right to exploit are located in Australia, Canada and United States of America and are at various stages of exploration. Shareholders and potential investors should understand that mineral exploration and development are high-risk undertakings, and only occasionally provide high rewards. There can be no assurance that exploration of the Company's projects, or any other projects that may be acquired in the future, will result in the discovery of an economic mineral deposit. In addition, there may be high average costs of discovery of an economic deposit, factors such as demand for commodities, stock market fluctuations affecting access to new capital, sovereign risk, environmental issues, labour disruption, project financing difficulties, foreign currency fluctuations and technical problems all affect the ability of a company to profit from any discovery. There is no assurance that exploration and development of the mineral interests owned by the Company, or any other projects that may be acquired in the future can be profitably exploited.

(b) Future Capital Requirements and Additional Funding

The future capital requirements of the Company will depend on many factors including the results of future exploration and business development activities. Should the Company require additional funding there can be no assurance that additional financing will be available on acceptable terms, or at all. Any additional equity financing may be dilutive to Shareholders and any debt financing if available may involve restrictive covenants, which may limit the Company's operations and business strategy. Any inability to obtain additional finance, if required, would have

a material adverse effect on the Company's business and its financial condition and performance.

(c) Development risks and costs

Possible future development of mining operations at any of the Company's projects is dependent on a number of factors and avoiding various risks, including, but not limited to, failure to acquire and/or delineate economically recoverable mineral bodies, unfavourable geological conditions, failing to receive the necessary approvals from all relevant authorities and parties, unseasonal weather patterns, excessive seasonal weather patterns, unanticipated technical and operational difficulties encountered in extraction and production activities, mechanical failure of operating plant and equipment, unexpected shortages or increases in the price of consumables, spare parts and plant and equipment, cost overruns, risk of access to the required level of funding and contracting risk from third parties providing essential services. In addition, the construction of any proposed future and current development may exceed the expected timeframe or cost for a variety of reasons out of the Company's control. Any delays to project development could adversely affect the Company's operations and financial results and may require the Company to raise further funds to complete the project development and commence operations.

(d) Operating risks

The possible future development of a mining operation at any of the Company's projects is dependent on a number of factors. There is no assurance that can be given to the level of viability that the Company's operations may achieve. Unless and until the Company is able to realise value from its projects, it is likely to incur ongoing operating losses. Lower than expected productivity and technical difficulties and late delivery of materials and equipment could have an adverse impact on any future construction and commissioning schedules. No assurance can be given that the intended production schedules will be met or that the estimated operating cash costs and development costs will be accurate. Further, the operations of the Company (if production commences) may have to be shut down or may otherwise be disrupted by a variety of risks and hazards which are beyond the control of the Company, including environmental hazards, industrial accidents, technical failures, labour disputes, weather conditions, fire, explosions and other accidents at the mine, processing plant or related facilities beyond the control of the Company. The occurrence of any of the risks and hazards could also result in damage to, or destruction of, amongst other things, production facilities, personal injury, environmental damage, business interruption, monetary losses and possible legal liability. The Company intends to apply for insurance within ranges of coverage consistent with industry practice, no assurance can be given that the Company will be able to obtain such insurance coverage at reasonable rates (or at all, or that any coverage it obtains will be adequate and available to cover any such claims).

(e) Environmental Risks and Regulations

The Company's operations are mainly subject to North American (Canada and United States of America) Provincial, State and Federal environmental laws and regulations. As with most exploration projects and mining operations, the Company's activities are expected to have an impact on the environment, particularly if advanced exploration or mine development proceeds. The Company attempts to conduct its activities to the highest standard of environmental obligation, including compliance with all environmental laws. Government authorities may, from time to time, review the environmental bonds that are placed on permits. The Directors are not in a position to state whether a review is imminent or whether the outcome of such a review would be detrimental to the funding needs of the Company.

Further, the Company may require approval from the relevant authorities before it can undertake exploration or development activities that are likely to impact the environment. Failure to obtain such approvals will prevent the Company from undertaking its desired activities. The Company is unable to predict the effect of additional environmental laws and regulations, which may be adopted in the future, including whether any such laws or regulations would materially increase the Company's cost of doing business or affect its operations in any area. There can be no assurances that new environmental laws, regulations or stricter enforcement policies, once implemented, will not oblige the Company to incur significant expenses and undertake significant investments in such respect which could have a material adverse effect on the Company's business, financial condition and results of operations.

(f) Licences, permits and payment obligations

The Company's activities are dependent upon the grant, or as the case may be, the maintenance of appropriate licences, claims, concessions, leases, permits and regulatory consents which may be withdrawn or made subject to limitations. The Company cannot guarantee that those mining tenements that are applications will ultimately be granted (in whole or in part). The maintaining of tenements, obtaining renewals, or getting tenements granted, often depends on the Company being successful in obtaining the required statutory approvals for its proposed activities and that the licences, concessions, leases, permits or consents it holds will be renewed as and when required. There is no assurance that such renewals will be given as a matter of course and there is no assurance that new conditions will not be imposed in connection therewith. Pursuant to the licences comprising the Company's projects, the Company will become subject to payment and other obligations. In particular, licence holders are required to expend the funds necessary to meet the minimum work commitments attaching to the tenements. Failure to meet these work commitments may render the licence subject to forfeiture or result in the holders being liable for fees. Further, if any contractual obligations are not complied with when due, in addition to any other remedies that may be available to other parties, this could result in dilution or forfeiture of the Company's interest in its projects.

(g) No Production Revenues

At present, the Company is not generating any revenues from its projects nor has the Company commenced commercial production on any of its properties. There can be no assurance that significant additional losses will not occur in the near future or that the Company will be profitable in the future. The Company's operating expenses and capital expenditures may increase in subsequent years as additional consultants, personnel and equipment associated with advancing exploration, development and commercial production of the Company's projects are added. The amounts and timing of expenditures will depend on the progress of ongoing exploration and development, the results of consultants' analyses and recommendations, the rate at which are beyond the Company's control. The Company expects to continue to incur losses unless and until such time as its projects enter into commercial production and generates sufficient revenues to fund its continuing operations. The development of the Company's projects will require the commitment of substantial resources to conduct the time-consuming exploration and development activities. There can be no assurance that the Company will generate any revenues or achieve profitability. There can be no assurance that the underlying assumed levels of expenses will prove to be accurate.

(h) Potential Acquisitions

As part of its business strategy, the Company may make acquisitions of or significant investments in other resource projects. Any such future transactions would be accompanied by the risks commonly encountered in making acquisitions of resource projects.

(i) Native Title and Aboriginal Heritage Risks

It is possible that, in relation to tenements which the Company has an interest in or will in the future acquire such an interest, there may be areas over which legitimate common law native title rights of Indigenous Australian's, American Native Indians or other cultures exist. If native title rights do exist, the ability of the Company to gain access to tenements (through obtaining consent of any relevant landowner), or to progress from the exploration phase to the development and mining phases of operations, may be affected. The Directors will closely monitor the potential effect of native title claims involving tenements in which the Company has or may have an interest.

The Company notes that there are no registered Aboriginal sites in the boundaries of its tenements. There is a risk that unregistered Aboriginal sites and objects may exist on the land the subject of its tenements, the existence of which may preclude or limit mining activities in certain areas of its tenements. Further, the disturbance of such sites and objects is likely to be an offence under the applicable legislation, exposing the Company to fines and other penalties.

(j) Access and third party risks

The Company may be required to obtain the consent from the holders of third party interests which overlay areas within its tenements or future tenements granted to the Company, prior to accessing or commencing any exploration or mining activities on the affected areas within its existing tenements or future tenements. The Company's existing tenements are in areas that have been the subject of exploration activities. Given the history of the areas, the Directors believe that third party risk to access the tenements is low. As part of the process of submitting a program of works for any ground disturbing activities, any underlying stake holders will be notified and the Company will work to minimise disturbance in relation to the proposed activities in accordance with applicable law. The Directors however acknowledge that delays may be caused to commencement of exploration programs. The activities contemplated by the Company under all of the tenement work programs are in and around areas historically disturbed by past exploration activities. Given that the exploration activities contemplated by the Company are proximate to or otherwise in areas that have already been actively explored to some extent, the Directors consider the risk of any impediments with respect to underlying stake holders to be low. However, the Company acknowledges that exploration success may result in extended work programs that may require further consents.

(k) Reliance on Key Personnel

The Company's future depends, in part, on its ability to attract and retain key personnel. It may not be able to hire and retain such personnel at compensation levels consistent with its existing compensation and salary structure. Its future also depends on the continued contributions of its executive management team and other key management and technical personnel, the loss of whose services would be difficult to replace. In addition, the inability to continue to attract appropriately qualified personnel could have a material adverse effect on the Company's business.

(l) Joint Venture Parties, Agents and Contractors

The Directors are unable to predict the risk of financial failure or default by a participant in any joint venture to which the Company is or may become a party or the insolvency or managerial failure by any of the contractors used by the Company in any of its activities or the insolvency or other managerial failure by any of the other service providers used by the Company for any activity.

(m) Insurance and Uninsured Risks

The Company, where economically feasible, may insure its operations in accordance with industry practice. However, even if insurance is taken out, in certain circumstances the Company's insurance may not be of a nature or level to provide adequate insurance cover. The occurrence of an event that is not covered, or fully covered, by insurance could have a material adverse effect on the business, financial condition and results of the

Company. Insurance of all risks associated with mineral exploration and production is not always available and, where available, the costs can be prohibitive.

(n) Commodity Price and Exchange Rate Risks

To the extent the Company is involved in mineral production the revenue derived through the sale of commodities may expose the potential income of the Company to commodity price and exchange rate risks. The prices of gold, copper, uranium, lithium and manganese and other minerals fluctuate widely and are affected by numerous factors beyond the control of the Company, such as industrial and retail supply and demand, exchange rates, inflation rates, changes in global economies, confidence in the global monetary system, forward sales of metals by producers and speculators as well as other global or regional political, social or economic events. Future serious price declines in the market values of gold, copper, uranium, lithium and manganese could cause the development of, and eventually the commercial production from, the Company's projects and the Company's other properties to be rendered uneconomic. Depending on the prices of commodities, the Company could be forced to discontinue production or development and may lose its interest in, or may be forced to sell, some of its properties. There is no assurance that, even as commercial quantities of gold, copper, uranium, lithium and/or manganese are produced, a profitable market will exist for it. Furthermore, international prices of various commodities are denominated in United States dollars, whereas the income and expenditure of the Company are and will be taken into account in Australian currency, exposing the Company to the fluctuations and volatility of the rate of exchange between the United States dollar and the Australian dollar as determined in international markets. In addition to adversely affecting any reserve estimates of the Company and its financial condition, declining commodity prices can impact operations by requiring a reassessment of the feasibility of a particular project. Such a reassessment may be the result of a management decision or may be required under financing arrangements related to a particular project. Even if a project is ultimately determined to be economically viable, the need to conduct such a reassessment may cause substantial delays or may interrupt operations until the reassessment can be completed.

4.2 General Mineral Industry Risks

(a) Market conditions

The market price of the Company's securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general and resource exploration stocks in particular. Further, share market conditions may affect the value of the Company's quoted Securities regardless of the Company's operating performance. Share market conditions are affected by many factors such as:

- (i) general economic outlook;

- (ii) interest rates and inflation rates;
- (iii) currency fluctuations;
- (iv) changes in investor sentiment;
- (v) the demand for, and supply of, capital; and
- (vi) terrorism or other hostilities.

Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

(b) Government and legal risk

Changes in government, monetary policies, taxation and other laws can have a significant impact on the Company's assets, operations and ultimately the financial performance of the Company and its securities. Such changes are likely to be beyond the control of the Company and may affect industry profitability as well as the Company's capacity to explore and mine. The Company is not aware of any reviews or changes that would affect its tenements. However, changes in community attitudes on matters such as taxation, competition policy and environmental issues may bring about reviews and possibly changes in government policies. There is a risk that such changes may affect the Company's development plans or its rights and obligations in respect of its permits. Any such government action may also require increased capital or operating expenditures and could prevent or delay certain operations by the Company.

(c) Litigation risks

The Company is exposed to possible litigation risks including native title claims, tenure disputes, environmental claims, occupational health and safety claims and employee claims. Further, the Company may be involved in disputes with other parties in the future which may result in litigation. Any such claim or dispute if proven, may impact adversely on the Company's operations, financial performance and financial position. The Company is not currently engaged in any litigation.

4.3 Investment Speculative

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the securities offered under this Rights Issue Offer Document. Therefore, the securities to be issued pursuant to this Rights Issue Offer Document carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those securities. Potential investors should consider that the investment in the Company is speculative and should consult their professional adviser before deciding whether to apply for New Shares and New Options pursuant to this Rights Issue Offer Document.

5. New Options Terms and Conditions

The New Options entitle the holder to subscribe for Shares on the following terms and conditions:

- (a) Each New Option gives the Optionholder the right to subscribe for one Share. To obtain the right given by each New Option, the Optionholder must exercise the New Options in accordance with these terms and conditions.
- (b) The Company will make an application for quotation of the New Options under existing listed Options code "NVAO". Any such application will be subject to the satisfaction of the ASX requirements for listing and the Company makes no guarantee that any such application will be successful.
- (c) The New Options will expire at 5.00pm (Melbourne time) on 31 August 2020 (**Expiry Date**). Any New Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (d) The amount payable upon exercise of each New Option will be \$0.0325 (**Exercise Price**).
- (e) The New Options may be exercised in whole or in part, and if exercised in part, multiples of 1,000 must be exercised on each occasion.
- (f) Optionholders may exercise their New Options by lodging with the Company, before the Expiry Date, a written notice of exercise of New Options specifying the number of New Options being exercised and a cheque or electronic funds transfer for the Exercise Price for the number of New Options being exercised.
- (g) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
- (h) Within 10 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will allot the number of Shares required under these terms and conditions in respect of the number of New Options specified in the Exercise Notice.
- (i) The New Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities law.
- (j) All Shares allotted upon exercise of New Options will, upon allotment, rank pari passu in all respects with other Shares.
- (k) As an entity admitted to the official list of ASX, the Company will apply for quotation of all Shares allotted pursuant to the exercise of the New Options on ASX within 10 Business Days after the date of allotment of those Shares. The Company is entitled, at its discretion, to apply for quotation of the New Options on ASX.

- (l) If at any time the issued capital of the Company is reconstructed, all rights of the Optionholder are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.
- (m) There are no participating rights or entitlements inherent in the New Options and the Optionholder will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the New Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least three business days after the issue is announced. This will give the Optionholder the opportunity to exercise the New Options prior to the date for determining entitlements to participate in any such issue.
- (n) A New Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the New Option can be exercised.

6. Corporate Directory

Directors

Mr Avi Kimelman (Executive Chairman and CEO)
Mr Louie Simens (Non-Executive Director)
Mr Olaf Frederickson (Non-Executive Director)
Mr Dennis Fry (Non-Executive Director)

Company Secretary

Mr Adrien Wing

Registered and Business Office

Level 17, 500 Collins Street
Melbourne Vic. 3000
Tel: +61 3 9614 0600
Fax: +61 3 9614 0550
Website: www.novaminerals.com.au

Share Registry*

Link Market Services Limited
Tower 4, 727 Collins Street
Docklands Vic. 3008
Tel: 1300 554 474

*This party is named for informational purposes only and was not involved in the preparation of this document

7. Glossary of Terms

\$ means Australian dollars.

AEST means Australian Eastern Standard Time.

ASIC means Australian Securities and Investments Commission.

ASX means ASX Limited ACN 008 624 691 and where the context permits the Australian Securities Exchange operated by ASX Limited.

ASX Settlement means ASX Settlement Pty Ltd ACN 008 504 532.

Business Day has the same meaning as in the Listing Rules.

CHESS means ASX Clearing House Electronic Subregister System.

Closing Date means the date identified as such in the indicative timetable, or such other date as announced to ASX by the Company.

Company means Nova Minerals Limited ACN 006 690 348.

Corporations Act means the *Corporations Act 2001 (Cth)*.

Directors mean the directors of the Company as at the date of this Rights Issue Offer Document.

Eligible Shareholder means a person registered as the holder of Shares on the Record Date whose registered address is in Australia or New Zealand.

Entitlement and Acceptance Form means the personalised entitlement and acceptance form attached to this Rights Issue Offer Document.

GST means goods and services tax as defined in the *A New Tax System (Goods and Services Tax) Act 1999 (Cth)*.

Issuer Sponsored means securities issued by an issuer that are held in uncertificated form without the holder entering into a sponsorship agreement with a broker or without the holder being admitted as an institutional participant in CHESS.

Listing Rules means the Listing Rules of ASX.

New Option means an Option proposed to be issued pursuant to this Offer on the terms and condition set out in Section 5.

New Share means a Share proposed to be issued pursuant to this Offer.

Offer is defined in Section 2.1.

Official Quotation means quotation of New Shares on the Official List of ASX.

Opening Date means the date identified as such in the indicative timetable, or such other date as announced to ASX by the Company.

Option means option to acquire a Share.

Optionholder means a holder of an Option.

Placement means the placement of Shares and Options to professional and sophisticated investors as announced to ASX on 14 June 2018.

Record Date means 5:00pm (AEST) on the date identified as such in the indicative timetable, or such other date as announced to ASX by the Company.

Registry means the Company's share registry, Link Market Services Limited.

Rights Issue Offer Document means this document.

Section means a section of this Rights Issue Offer Document.

Share means an ordinary fully paid share in the capital of the Company.

Shareholder means a holder of Shares.

Shortfall or **Shortfall Securities** means those New Shares and New Options for which valid Applications have not been received by the Closing Date.

Top-Up Facility is defined in Section 2.2

