

04 December 2020

Dear Shareholder,

ADDENDUM TO NOTICE OF 2020 ANNUAL GENERAL MEETING

Nova Minerals Limited (ASX: NVA) ("**the Company**") gives notice to its shareholders that, in relation to the Notice of Annual General Meeting dated 20 November 2020 ("Notice of AGM") in respect of the 2020 Annual General Meeting of the shareholders of the Company ("**2020 AGM**" or "**the Meeting**"), the Directors have determined to issue an addendum to the Notice of AGM ("**Addendum**") that includes two additional resolutions to be considered at the 2020 AGM. Further details are set out below.

The Company advises that, as set out in the Notice of AGM, the 2020 AGM is scheduled to be held by virtual technology on Monday 21 December 2020 at 11.00am (Melbourne time) ("**the Meeting**"). Further details on how to attend the meeting are set out below. An amended proxy form also accompanies this letter.

In accordance with temporary modifications to the Corporations Act under the Corporations (Coronavirus Economic Response) Determination (No. 3) 2020, hard copies of the Addendum are not being mailed to shareholders. The Addendum can be viewed, accessed and downloaded via the following direct link to the Announcements page on the Company's website: <https://novaminerals.com.au/investors/announcements/>. The Notice of AGM which was previously sent to shareholders is also available via the same link.

Reasons for the Addendum to Notice of AGM

The two additional resolutions (Resolutions 10A and 10B) as set out in the Addendum are to be added to the business to be considered at the AGM. The additional resolutions are proposed in connection with the placement announced by the Company on 25 November 2020, the details of which are set out below.

On 25 November 2020, the Company announced that it had received firm commitments for a placement of 123,529,412 fully paid ordinary shares to unrelated sophisticated and professional investors at an issue price of \$0.17 (17 cents) per share to raised approximately \$21 million before costs ("**Placement**"). In addition, the Company announced it proposed issuing 10,500,000 unlisted options (each with an exercise price of \$0.30 (30 cents), expiring 02 December 2022 and which, upon exercise, entitle the holder to one fully paid ordinary share in the capital of the Company) to Evolution Capital Advisors Pty Ltd (and/or its nominee(s)) in connection with its role in the Placement (including as Lead Manager).

The shares and options were issued on 2 December 2020 and an Appendix 2A for the shares and Appendix 3G for the options was released to ASX on that date. The shares and options were issued utilising the existing placement capacity available to the Company under Listing Rule 7.1.

The Company is seeking shareholder approval for the purposes of Listing Rule 7.4 to ratify the prior issue of the shares and options that were issued and allotted in connection with the Placement as set out above.

Conduct of the meeting

As set out in the Notice of AGM previously sent to shareholders, the Meeting will be held virtually via an online platform at: <https://agmlive.link/NVA20>. Shareholders can participate in the AGM virtually via that online platform or by appointing a proxy. When logging onto the online platform hosted by the Share Registry, Link Market Services, shareholders will need to provide their Shareholder Reference Number (SRN) or Holder Identification Number (HIN) and their postcode (or country code if outside of Australia) for verification purposes. Proxyholders will need their proxy code which will be emailed to them within 24 hours prior to the scheduled start of the Meeting or can be obtained by calling Link Market Services on 1300 554 474 the day prior to the Meeting.

Registration via the online platform will open 30 minutes prior to the scheduled 11.00am (Melbourne time) start time for the Meeting. Logging in at least 15 minutes prior is recommended. Once logged in, participants can access details on how to vote and ask questions during the Meeting.

Once the Meeting commences, participants will be able to listen to the Chair and others live and in real-time. Participants will also have the ability to ask questions via the only platform and hear all of the discussions that occur at the Meeting, subject to the connectivity of their devices.

Each Resolution considered at the Meeting will be determined by way of a poll.

Further information for shareholders

Annexed to this letter is a replacement proxy form.

If Shareholders wish to have their votes counted by proxy in respect of Resolutions 10A and 10B, Shareholders **MUST** use the replacement Proxy Form to vote on ALL Resolutions. In the event that a Shareholder provides a replacement Proxy Form, any Proxy Form dispatched with the original Notice of AGM which has been completed and submitted by that Shareholder will be disregarded.

In the event a Shareholder does not submit a replacement Proxy Form and has already submitted the Proxy Form dispatched with the original Notice of AGM, the votes cast in relation to Resolutions 1 – 9 will remain valid and the shareholder will be considered to not have been cast a vote on Resolutions 10A and 10B.

Shareholders are strongly encouraged to vote by lodging a directed proxy appointing the Chairman before 11.00am (Melbourne time) on Saturday 19 December 2020. A replacement proxy form is enclosed. Proxies can be lodged in accordance with the instructions in the replacement proxy form enclosed with this letter.

In addition, the Company is happy to accept and answer questions submitted at least two business days prior to the Meeting by email to ian@novaminerals.com.au.

Because the conditions and potential restrictions and other requirements for meetings relating to COVID-19 are rapidly changing, if it becomes necessary or appropriate to make alternative arrangements to those set out in the Notice of AGM, the Company will announce the alternative arrangements to ASX. Shareholders are encouraged to check for announcements of the Company at the ASX website www2.asx.com.au, search code "NVA". Alternatively, shareholders can visit www.novaminerals.com.au for more information.

The Company thanks shareholders for their ongoing support.

For and on behalf of Nova Minerals Limited

A handwritten signature in blue ink, appearing to read "Ian Pamensky".

Ian Pamensky
Company Secretary

NOVA MINERALS LIMITED
ACN 006 690 348

ADDENDUM
TO THE NOTICE OF THE ANNUAL GENERAL MEETING

This addendum (**Addendum**) is an addendum to the Company's Notice of Annual General Meeting (**Notice**) dated 20 November 2020 for the Annual General Meeting (**the AGM or the Meeting**) to be held by technology at 11.00am (Melbourne time) on 21 December 2020. Details of how to attend the Meeting are set out in the Notice.

This Addendum varies the Notice and the Explanatory Memorandum (**Memorandum**) which accompanied and formed part of the Notice, and should be read together with the Notice and the Memorandum.

A new proxy form accompanies this Addendum. The new proxy form replaces the proxy form which accompanied the Notice of Meeting and includes provision to vote on the new resolutions in this Addendum. If you have already returned the old proxy form, you can complete and return the new proxy form to vote on the new resolutions (or to change your instructions for any resolutions). Otherwise your old proxy form will continue to be treated as your proxy form for the purposes of the Meeting.

NEW RESOLUTIONS

The Notice is amended to include two additional resolutions (Resolutions 10A and 10B) as set out in this Addendum in the business to be considered at the AGM. The additional resolutions are proposed in connection with the placement announced by the Company on 25 November 2020.

The below resolutions and voting exclusion statement are added to the Agenda in the Notice after Resolution 9.

RESOLUTION 10A: RATIFICATION OF PRIOR ISSUE OF SHARES

To consider and, if thought fit, to pass the following Resolution as an ordinary resolution:

"That, for the purposes of Listing Rule 7.4 and for all other purposes, shareholders ratify the prior issue of 123,529,412 fully paid ordinary shares at an issue price of \$0.17 (17 cents) per share to unrelated sophisticated and institutional investors as described in the Memorandum which accompanied and formed part of this Notice."

A voting exclusion as set out below in this Notice applies to Resolution 10A.

RESOLUTION 10B: RATIFICATION OF PRIOR ISSUE OF OPTIONS

To consider and, if thought fit, to pass the following Resolution as an ordinary resolution:

"That, for the purposes of Listing Rule 7.4 and for all other purposes, shareholders ratify the prior issue of 10,500,000 unlisted options (each with an exercise price of \$0.30 (30 cents), expiring 02 December 2022 and which, upon exercise, entitle the holder to one fully paid ordinary share in the capital of the Company) to Evolution Capital Advisors Pty Ltd (and/or its nominee(s)) as described in the Memorandum which accompanied and formed part of this Notice."

A voting exclusion as set out below in this Notice applies to Resolution 10B.

Voting Exclusion Statement – Resolutions 10A to 10B

The Company will disregard any votes cast in favour of Resolutions 10A or 10B respectively by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved or any associate of that person in respect of Resolutions 10A or 10B respectively.

However, this does not apply to a vote cast in favour of Resolutions 10A or 10B respectively by:

- *a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or*
- *the chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or*
- *a holder acting solely as nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:*
 - *the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and*
 - *the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.*

By the order of the Board



Ian Pamensky
Company Secretary

Dated: 02 December 2020

The accompanying updated Memorandum forms part of the Notice.

EXPLANATORY MEMORANDUM – AMENDMENT & ADDITIONAL INFORMATION

The Company hereby gives notice of the amendment of the Memorandum which accompanied and formed part of the Notice of the AGM as set out in this Addendum, including the following amendment and inclusion of additional information about Resolutions 10A and 10B.

The information contained herein is to follow the end of the Memorandum text for Resolution 9.

Background to Resolutions 10A and 10B: Ratification of prior issue of securities

On 25 November 2020, the Company announced it had received firm commitments for 123,529,412 fully paid ordinary shares (**Placement Shares**) at an issue price of \$0.17 (17 cents) per Placement Share to raise \$21 million before costs (**Placement**). Evolution Capital Advisors Pty Ltd (**Evolution**) acted as Lead Manager of the Placement.

The participants in the Placement were unrelated sophisticated and institutional investors exempt from who were clients of, or identified by, Evolution as the Lead Manager of the Placement.

Placement Shares were issued on 02 December 2020 and an Appendix 2A was released to ASX on that date. Placement Shares were issued under the placement capacity available to the Company under Listing Rule 7.1.

In connection with its role in the Placement, Evolution (and/or its nominee(s)) was issued 10,500,000 unlisted options (each with an exercise price of \$0.30 (30 cents), expiry date of 02 December 2022 and which, upon exercise, entitle the holder to one fully paid ordinary share in the Company) (**Lead Manager Options**).

Lead Manager Options were issued on 02 December 2020 and an Appendix 3G was release to ASX on that date. Lead Manager Options were issued under the placement capacity available to the Company under Listing Rule 7.1.

The Company seeks shareholder approval for the ratification of the prior issue of the Placement Shares (Resolution 10A) and the Lead Manager Options (Resolution 10B).

ASX Listing Rules – Resolution 10A

The Placement Shares were issued on 02 December 2020 and an Appendix 2A for issue of the Placement Shares was released to ASX on that date. Placement Shares were issued without shareholder approval under the placement capacity available to the Company under ASX Listing Rule 7.1.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions including ASX Listing Rule 7.1A, issue or agree to issue during any twelve (12) month period any equity securities, or other securities with rights to conversion to equity, if the number of those securities exceeds 15% of the share capital of the Company at the commencement of that twelve (12) month period.

ASX Listing Rule 7.4 provides that where a company's shareholders ratify the prior issue of securities, or an agreement to issue securities, made pursuant to ASX Listing Rule 7.1 (provided the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been issued or agreed to be issued with shareholder approval for the purposes of ASX Listing Rule 7.1. The Company seeks approval under ASX Listing Rule 7.4 to refresh its capacity to make further issues without shareholder approval under ASX Listing Rule 7.1.

If shareholders pass Resolution 10A, the Placement Shares the subject of Resolution 10A will be treated as not having used placement capacity of the Company under the ASX Listing Rules and the Company will be able to issue equity securities using the refreshed placement capacity without shareholder approval. The Placement Shares will also increase the placement capacity available to the Company under the ASX Listing Rules. If shareholders do not pass Resolution 10A the Placement Shares will continue to use the placement capacity that is available to the Company under the ASX Listing Rules.

The following information is provided in accordance with the requirements of ASX Listing Rule 7.5:

- The Placement Shares were issued to unrelated sophisticated and institutional investors exempt from who were clients of, or identified by, Evolution as the Lead Manager of the Placement.
- The total number of securities issued was 123,529,412 fully paid ordinary shares (**Placement Shares**).
- Placement Shares have the same terms and rights as, and will rank equally with, the Company's other fully paid ordinary shares.
- Placement Shares were issued on 02 December 2020 and an Appendix 2A was released to ASX on that date.
- \$21 million before costs was raised from the issue of the Placement Shares, which were issued at \$0.17 (17 cents) per Placement Share. Funds raised will be allocated to a range of additional areas, including ongoing extension and definition of drilling to expand the current 3.3Moz Korbelt Main deposit, continuous drilling to expand resource inventory at Korbelt Main throughout 2021 across Korbelt Main (Block A and Block B), the Block B South-eastern extension, Blocks C and D, Cathedral, You Beauty, Isabella and Sweet Jenny, regional exploration of advanced targets, lower drilling costs through establishing core crushing infrastructure on site, initiate Environmental Assessment works, completion of Preliminary Economic Assessment and Pre-Feasibility Study and for general working capital and offer costs.
- A voting exclusion for Resolution 10A is contained in the Addendum accompanying this Memorandum.

ASX Listing Rules – Resolution 10B

The Lead Manager Options were issued on 02 December 2020 and an Appendix 3G for issue of the Lead Manager Options was released to ASX on that date. Lead Manager Options were issued without shareholder approval under the placement capacity available to the Company under ASX Listing Rule 7.1.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions including ASX Listing Rule 7.1A, issue or agree to issue during any twelve (12) month period any equity securities, or other securities with rights to conversion to equity, if the number of those securities exceeds 15% of the share capital of the Company at the commencement of that twelve (12) month period.

ASX Listing Rule 7.4 provides that where a company's shareholders ratify the prior issue of securities, or an agreement to issue securities, made pursuant to ASX Listing Rule 7.1 (provided the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been issued or agreed to be issued with shareholder approval for the purposes of ASX Listing Rule 7.1. The Company seeks approval under ASX Listing Rule 7.4 to refresh its capacity to make further issues without shareholder approval under ASX Listing Rule 7.1.

If shareholders pass Resolution 10B, the Lead Manager Options the subject of Resolution 10B will be treated as not having used placement capacity of the Company under the ASX Listing Rules and the Company will be able to issue equity securities using the refreshed placement capacity without shareholder approval. Shares issued on exercise of the Lead Manager Options (if any) will also increase the placement capacity available to the Company under the ASX Listing Rules. If shareholders do not pass Resolution 10B the Lead Manager Options will continue to use the placement capacity that is available to the Company under the ASX Listing Rules.

The following information is provided in accordance with the requirements of ASX Listing Rule 7.5:

- The Lead Manager Options were issued to Evolution Capital Advisors Pty Ltd (and/or its nominee(s)), who was not, and is not, a related party of the Company.
- The total number of securities issued was 10,500,000 unlisted options (**Lead Manager Options**).
- Lead Manager Options each have an exercise price of \$0.30 (30 cents), expiry date of 02 December 2022 and, upon exercise, entitle the holder to one fully paid ordinary share in the Company. Full terms of the Lead Manager Options are set out in Annexure E.

- Lead Manager Options were issued on 02 December 2020 and an Appendix 3G was released to ASX on that date.
- No funds were raised from issue of the Lead Manager Options, which were issued to Evolution in connection with its role in the Placement. Funds raised upon exercise of Lead Manager Options (if any) will be applied to meeting working capital requirements at the time of exercise.
- A voting exclusion for Resolution 10B is contained in the Addendum accompanying this Memorandum.

Director recommendations

The Directors unanimously recommend that shareholders vote in favour of Resolutions 10A and 10B.

Note: all monetary amounts are in Australian dollars.

Note: this Annexure E is to follow Annexure D to the Memorandum.

ANNEXURE E
TERMS OF OPTIONS ISSUED TO EVOLUTION CAPITAL ADVISORS PTY LTD (AND/OR NOMINEE(S))

The terms of the options that were issued to Evolution Capital Advisors Pty Ltd (and/or its nominee(s)) which are sought to be ratified under Resolution 6B of the Notice are set out below:

(a) Entitlement

- (i) Each Option entitles an Optionholder to subscribe for, and be allotted, one ordinary Share in the capital of the Company.
- (ii) Shares issued on the exercise of Options will rank equally with all existing Shares on issue, as at the exercise date, and will be subject to the provisions of the Constitution of the Company and any escrow restrictions imposed on them by the ASX.

(b) Issue Price

Nil.

(c) Exercise of Option

- (i) The Options are exercisable at any time prior to the second anniversary of the issue date.
- (ii) The final date and time for exercise of the Options is 5:00pm (Melbourne time) on 02 December 2022. If such date falls on a day that is not a Business Day, the final date will be the next Business Day.
- (iii) The exercise price per option is \$0.30 (30 cents).
- (iv) Each Option is exercisable by the Optionholder signing and delivering a notice of exercise of Option together with the exercise price in full for each Share to be issued upon exercise of each Option to the Company's share registry. Unless a holder is exercising all of their Options, Options must be exercised in parcels of not less than 500,000.
- (v) The Options cannot be exercised if, as a result of the exercise, the Optionholder or any of its associates would breach the provisions of Chapter 6 (and specifically section 606) of the Corporations Act.
- (vi) All Options will lapse on the earlier of the:
 - (A) receipt by the Company of notice from the Optionholder that the Optionholder has elected to surrender the Option; and
 - (B) expiry of the final date and time for exercise of the Option.
- (vii) In the event of liquidation of the Company, all unexercised Options will lapse.

(d) Quotation

- (i) The Options will be unlisted and the Company will not apply for quotation of Options.
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- (ii) If the Shares of the Company are quoted on the ASX, the Company will apply to the ASX for, and will use its best endeavours to obtain, quotation of all Shares issued on the exercise of any Options within 10 Business Days (as defined in the Listing Rules) of issue. The Company gives no assurance that such quotation will be granted.

(e) Participation in a Reorganisation of Capital

- (i) In the event of any reconstruction or reorganisation (including consolidation, sub-division, reduction or return of the capital of the Company), the rights of an Optionholder will be changed in accordance with the Listing Rules of the ASX applying to a restructure or reorganisation of the capital at the time of that restructure or reorganisation, provided always that the changes to the terms of the Options do not result in any benefit being conferred on the Optionholder which is not conferred on shareholders of the Company.
- (ii) In any reorganisation as referred to in paragraph (e)(i), Options will be treated in the following manner:
 - (A) in the event of a consolidation of the share capital of the Company, the number of Options will be consolidated in the same ratio as the ordinary share capital of the Company and the exercise price will be amended in inverse proportion to that ratio;
 - (B) in the event of a subdivision of the share capital of the Company, the number of Options will be subdivided in the same ratio as the ordinary share capital of the Company and the exercise price will be amended in inverse proportion to that ratio;
 - (C) in the event of a return of the share capital of the Company, the number of Options will remain the same and the exercise price will be reduced by the same amount as the amount returned in relation to each ordinary share;
 - (D) in the event of a reduction of the share capital of the Company by a cancellation of paid up capital that is lost or not represented by available assets where no securities are cancelled the number of Options and the exercise price of each Option will remain unaltered;
 - (E) in the event of a pro-rata cancellation of shares in the Company, the number of Options will be reduced in the same ratio as the ordinary share capital of the Company and the exercise price of each Option will be amended in inverse proportion to that ratio; and
 - (F) in the event of any other reorganisation of the issued capital of the Company, the number of Options or the exercise price or both will be reorganised (as appropriate) in a manner which will not result in any benefits being conferred on the Optionholder which are not conferred on shareholders.

(f) Adjustments to Options and Exercise Price

- (i) Adjustments to the number of Shares over which Options exist and/or the exercise price may be made as described in paragraph (f)(ii) to take account of changes to the capital structure of the Company by way of pro-rata bonus and cash issues.
- (ii) The method of adjustment for the purpose of paragraph (f)(i) shall be in accordance with the Listing Rules of the ASX from time to time, which, under Listing Rules 6.22.2 and 6.22.3, currently provide:

(A) Pro Rata Cash Issues

Where a pro-rata issue is made (except a bonus issue) to the holders of underlying securities, the exercise price of an Option may (at the discretion of the Board) be reduced according to the following formula:

$$O = O \cdot E[P - (S + D)]$$

N + 1

where:

O = the new exercise price of the

O = the old exercise price of the Option.

E = the number of underlying securities into which one Option is Exercisable.

P = the average market price per security (weighted by reference to volume) of the underlying securities during the 5 trading days ending on the day before the ex rights date or ex entitlements date.

S = the subscription price for a security under the pro-rata issue.

D = the dividend due but not yet paid on the existing underlying securities (except those to be issued under the pro-rata issue).

N = the number of securities with rights or entitlements that must be held to receive a right to one new security.

(g) *ASX requirements*

Whilst the Company is admitted to the Official List of ASX, these Option Terms may be varied as required to comply with the requirements of ASX and the ASX Listing Rules.



Nova Minerals Limited
ACN 006 690 348

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

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



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138



ALL ENQUIRIES TO

Telephone: 1300 554 474 Overseas: +61 1300 554 474

LODGE A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given above by **11:00am (AEDT) on Saturday, 19 December 2020**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.

QR Code



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name and email address of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at registrars@linkmarketservices.com.au prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

NAME SURNAME
ADDRESS LINE 1
ADDRESS LINE 2
ADDRESS LINE 3
ADDRESS LINE 4
ADDRESS LINE 5
ADDRESS LINE 6



X99999999999

PROXY FORM

I/We being a member(s) of Nova Minerals Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY



the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **11:00am (AEDT) on Monday, 21 December 2020 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a virtual meeting and you can participate by logging in: Online at <https://agmlive.link/NVA20> (refer to details in the Virtual Meeting Online Guide).

Important for Resolutions 1, 7A, 7B, 7C & 9: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 1, 7A, 7B, 7C & 9, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Adoption of Remuneration Report (Non-binding resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7A Approval To Issue Options – Christopher Gerteisen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Mr Louie Simens as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7B Approval To Issue Options – David Hersham	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of David Hersham as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7C Financial Assistance to Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval of 10% placement facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8 Approval For Issue Of Options – Ian Pamensky	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Appointment Of Auditor – RSM Australia Partners	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9 Adoption Of Employee Incentive Scheme	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6A Ratification Of Prior Issue Of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10A Ratification Of Prior Issue Of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6B Ratification Of Prior Issue Of Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10B Ratification Of Prior Issue Of Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6C Ratification Of Prior Issue Of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				



* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

NVA PRX2002N