

24 October 2022

Dear Shareholder,

2022 ANNUAL GENERAL MEETING

Nova Minerals Limited (“**the Company**”) advises that the 2022 Annual General Meeting of the shareholders of the Company is scheduled as a HYBRID meeting at 11.00am (Melbourne time) on Tuesday, 29 November 2022 (“**the Meeting**”) allowing shareholders and proxyholders the option to participate in the AGM by logging in online at <https://meetings.linkgroup.com/NVA22> (refer to details in the Virtual Meeting Online Guide) or in person at **The offices of Link Group, Collins Square, Tower Four, Level 13, 727 Collins Street, Melbourne Victoria 3008.**

In accordance with the Corporations Amendment (Meetings and Documents) Act 2022 physical copies of Nova’s Notice of Annual General Meeting will not be dispatched to Shareholders who have not elected to receive it and will only be made available online at the company’s website at <https://novaminerals.com.au/investors/announcements/> with all other information and instructions necessary for Shareholders to join the meeting.

Shareholders are requested to read these documents carefully.

Conduct of the meeting

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

Further information for shareholders

Shareholders are strongly encouraged to vote by lodging a directed proxy appointing the Chairman before 11.00am (Melbourne time) on 27 November 2022. A personalised proxy form is enclosed. Proxies can be lodged in accordance with the instructions on the personalised proxy form enclosed with this letter.

Shareholders who prefer to register questions in advance of the Meeting are invited to do so. A Shareholder Question Form has been included with this letter.

In addition, the Company is happy to accept and answer questions submitted on or before 22 November 2022 by email to ian@novaminerals.com.au.

Because the conditions and potential restrictions and other requirements for meetings are rapidly changing, if it becomes necessary or appropriate to make alternative arrangements to those set out in this Notice 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”. The Company thanks shareholders for their ongoing support.

The Company recommends that shareholders and proxyholders attend the Meeting virtually.

For and on behalf of Nova Minerals Limited



Ian Pamensky
Company Secretary

NOVA MINERALS LIMITED
ACN 006 690 348
NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2022 Annual General Meeting (“**Meeting**”) of the shareholders of Nova Minerals Limited (ACN 006 690 348) (“**the Company**” or “**Nova**”) will be held as a hybrid meeting on 29 November 2022 at 11.00am (Melbourne time). Details of how to attend the Meeting are set out below. Shareholders are strongly encouraged to attend the meeting using the virtual means as set out below.

The Company intends to conduct the Meeting as a hybrid meeting allowing shareholders and proxyholders the option to participate in the AGM by attending in person, or virtually via the online platform. Details regarding how to attend the AGM are set out below.

Virtual attendance

You may also attend and participate in the AGM virtually through the online platform available at <https://meetings.linkgroup.com/NVA22>

We recommend that shareholders and proxyholders who attend the Meeting virtually to log in to the online platform at least 15 minutes prior to the scheduled start time for the Meeting using the instructions below:

Enter <https://meetings.linkgroup.com/NVA22> into a web browser on your computer or online device:

- Shareholders will need their Shareholder Reference Number (SRN) or Holder Identification Number (HIN) printed at the top of the Voting Form; and
- Proxyholders will need their proxy code which Link Market Services will provide via email within 24 hours prior to the Meeting.

Shareholders are requested to participate in the Meeting virtually via the online platform at <https://meetings.linkgroup.com/NVA22>, in person or via the appointment of a proxy.

Further information on how to participate virtually is set out in this Notice and the Online Platform Guide at www.novaminerals.com.au.

A discussion will be held on all items to be considered at the Meeting.

All shareholders will have a reasonable opportunity to ask questions during the AGM either in person, via the virtual AGM platform or orally by using the phone dial-in facility, including an opportunity to ask questions of the Company’s external auditor. Please refer to the attached Virtual Meeting Online Guide for further details.

To ensure that as many Shareholders as possible have the opportunity to speak, Shareholders are requested to observe the following:

- all Shareholder questions should be stated clearly and should be relevant to the business of the Meeting, including matters arising from the Financial Report, Directors’ Report (including the Remuneration Report) and Auditor’s Report, and general questions about the performance, business or management of the Company;
- if a Shareholder has more than one question on an item, all questions should be asked at the one time; and
- Shareholders should not ask questions at the Meeting regarding personal matters or those that are commercial in confidence.

Physical attendance

Shareholders and proxyholders who wish to attend the AGM in person may do so at the offices of Link Group, Collins Square, Tower Four, Level 13, 727 Collins Street, Melbourne VIC 3008.

Shareholders who prefer to register questions in advance of the Meeting are invited to do so. A Shareholder Question Form has been included with this Notice and is also available on the Company’s website: www.novaminerals.com.au

Because the conditions and potential restrictions and other requirements for meetings are rapidly changing, if it becomes necessary or appropriate to make alternative arrangements to those set out in this

Notice 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".

Further details in respect of each of the Resolutions proposed in this Notice of Annual General Meeting ("**Notice**") are set out in the Explanatory Memorandum ("**Memorandum**") accompanying this Notice. The details of Resolutions contained in the Memorandum should be read together with, and form part of, this Notice.

AGENDA

2022 ANNUAL FINANCIAL STATEMENTS

To lay before the meeting and consider the Annual Financial Statements of the Company in respect of the year ended 30 June 2022 and comprising the Annual Financial Report, the Directors' Report and the Auditor's Report.

RESOLUTION 1: NON-BINDING RESOLUTION TO ADOPT REMUNERATION REPORT

To consider and, if thought fit, pass the following resolution as a non-binding ordinary resolution:

"That the Company approve the adoption of the Remuneration Report, included in the Directors' Report, for the financial year ended 30 June 2022."

Voting Prohibition:

A vote on Resolution 1 must not be cast (in any capacity) by or on behalf of either of the following persons:

- *a member of the key management personnel, details of whose remuneration are included in the Remuneration Report; or*
- *a closely related party of such a member (referred to herein as **Restricted Voters**).*

*However, a person (**voter**) may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a Restricted Voter and the voter is appointed as a proxy in writing that specifies the way the proxy is to vote on Resolution 1. The Chair may also exercise undirected proxies if the vote is cast on behalf of a person entitled to vote on Resolution 1 and the proxy appointment expressly authorises the Chair to exercise the proxy even if Resolution 1 is connected directly or indirectly with the remuneration of members of the key management personnel of the Company.*

Voting Note:

Directors of the Company who are key management personnel whose remuneration details are included in the 2022 Remuneration Report, any other key management personnel whose remuneration details are included in the 2022 Remuneration Report, or any of their closely related parties, will not be able to vote on Resolution 1 or to vote undirected proxies held by them on Resolution 1.

RESOLUTION 2: RE-ELECTION OF LOUIE SIMENS AS A DIRECTOR

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

"That Louie Simens, who retires by rotation in accordance with the Company's constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."

RESOLUTION 3: ELECTION OF CRAIG BENTLEY AS A DIRECTOR

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

"That, for the purpose of the Company's constitution and for all other purposes, Craig Bentley, a Director appointed to fill a casual vacancy who retires in accordance with the constitution of the Company and, being eligible, offers himself for election, be elected as a Director."

RESOLUTION 4: ELECTION OF RODRIGO PASQUA AS A DIRECTOR

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

“That, for the purpose of the Company’s constitution and for all other purposes, Rodrigo Pasqua, a Director appointed to fill a casual vacancy who retires in accordance with the constitution of the Company and, being eligible, offers himself for election, be elected as a Director.”

RESOLUTION 5: ELECTION OF ANNA LADD-KRUGER AS A DIRECTOR

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

“That, for the purpose of the Company’s constitution and for all other purposes, Anna Ladd-Kruger, a Director appointed to fill a casual vacancy who retires in accordance with the constitution of the Company and, being eligible, offers herself for election, be elected as a Director.”

RESOLUTION 6: APPROVAL OF 10% PLACEMENT FACILITY

To consider, and if thought fit, pass the following resolution as a **special resolution**:

“That for the purposes of ASX Listing Rule 7.1A, shareholders approve the Company having the capacity to issue fully paid ordinary shares in the capital of the Company up to the maximum number permitted under ASX Listing Rule 7.1A.2 at an issue price which is not less than 75% of the volume weighted average market (closing) price of the Company’s ordinary shares calculated over the last fifteen (15) days on which trades of the Company’s ordinary shares were recorded on ASX immediately before the date on which the issue price is agreed or the date the issue is made as described in the Memorandum which accompanied and formed part of this Notice.”

Voting Note:

If as at the time of the Meeting, the Company:

- is included in the S&P/ASX 300 Index; and
- has a market capitalisation of greater than AU\$300 million,

this Resolution will be withdrawn.

RESOLUTION 7: APPROVAL TO ISSUE OPTIONS – CRAIG BENTLEY

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

“That, for the purposes of Listing Rule 10.14, section 195(4) of the Corporations Act and for all other purposes, shareholders approve the issue of 200,000 unlisted options (each with an exercise price of \$2.20, expiry date of 7 October 2023 and which, upon exercise, entitle the holder to one fully paid ordinary share in the capital of the Company) to Craig Bentley (and/or his nominee(s)), with terms and as described in the Memorandum which accompanied and formed part of this Notice.”

A voting exclusion statement, voting prohibition and proxy voting prohibition for Resolution 7 is set out below.

RESOLUTION 8: APPROVAL TO ISSUE OPTIONS – RODRIGO PASQUA

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

“That, for the purposes of Listing Rule 10.14, section 195(4) of the Corporations Act and for all other purposes, shareholders approve the issue of 250,000 unlisted options (each with an exercise price of \$1.35, expiry date of 20 May 2023 and which, upon exercise, entitle the holder to one fully paid ordinary share in the capital of the Company) to Rodrigo Pasqua (and/or his nominee(s)), with terms and as described in the Memorandum which accompanied and formed part of this Notice.”

A voting exclusion statement and proxy voting prohibition for Resolution 8 is set out below.

RESOLUTION 9: APPROVAL TO ISSUE OPTIONS – ANNA LADD-KRUGER

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

“That, for the purposes of Listing Rule 10.14, section 195(4) of the Corporations Act and for all other purposes, shareholders approve the issue of 250,000 unlisted options (each with an exercise price of \$1.35, expiry date of 20 May 2023 and which, upon exercise, entitle the holder to one fully paid ordinary share in the capital of the Company) to Anna Ladd-Kruger (and/or her nominee(s)), with terms and as described in the Memorandum which accompanied and formed part of this Notice.”

A voting exclusion statement and proxy voting prohibition for Resolution 9 is set out below.

RESOLUTION 10A: APPROVAL TO ISSUE OPTIONS – LOUIE SIMENS

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

“That, for the purposes of Listing Rule 10.14, Chapter 2E and section 195(4) of the Corporations Act and for all other purposes, shareholders approve the issue of 2,000,000 unlisted options (each with an exercise price of \$1.20, expiry date of 30 November 2025 and which, upon exercise, entitle the holder to one fully paid ordinary share in the capital of the Company) to Louie Simens (and/or his nominee(s)), with terms and as described in the Memorandum which accompanied and formed part of this Notice.”

A voting exclusion statement, voting prohibition and proxy voting prohibition for Resolution 10A is set out below.

RESOLUTION 10B: APPROVAL TO ISSUE OPTIONS – CHRISTOPHER GERTEISEN

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

“That, for the purposes of Listing Rule 10.14, Chapter 2E and section 195(4) of the Corporations Act and for all other purposes, shareholders approve the issue of 2,000,000 unlisted options (each with an exercise price of \$1.20, expiry date of 30 November 2025 and which, upon exercise, entitle the holder to one fully paid ordinary share in the capital of the Company) to Christopher Gerteisen (and/or his nominee(s)), with terms and as described in the Memorandum which accompanied and formed part of this Notice.”

A voting exclusion statement, voting prohibition and proxy voting prohibition for Resolution 10B is set out below.

RESOLUTION 10C: APPROVAL TO ISSUE OPTIONS – AVI GELLER

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

“That, for the purposes of Listing Rule 10.14, Chapter 2E and section 195(4) of the Corporations Act and for all other purposes, shareholders approve the issue of 500,000 unlisted options (each with an exercise price of \$1.20, expiry date of 30 November 2025 and which, upon exercise, entitle the holder to one fully paid ordinary share in the capital of the Company) to Avi Geller (and/or his nominee(s)), with terms and as described in the Memorandum which accompanied and formed part of this Notice.”

A voting exclusion statement, voting prohibition and proxy voting prohibition for Resolution 10C is set out below.

RESOLUTION 10D: APPROVAL TO ISSUE OPTIONS – CRAIG BENTLEY

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

“That, for the purposes of Listing Rule 10.14, Chapter 2E and section 195(4) of the Corporations Act and for all other purposes, shareholders approve the issue of 750,000 unlisted options (each with an exercise price of \$1.20, expiry date of 30 November 2025 and which, upon exercise, entitle the holder to one fully paid ordinary share in the capital of the Company) to Craig Bentley (and/or his nominee(s)), with terms and as described in the Memorandum which accompanied and formed part of this Notice.”

A voting exclusion statement, voting prohibition and proxy voting prohibition for Resolution 10D is set out below.

RESOLUTION 10E: APPROVAL TO ISSUE OPTIONS – RODRIGO PASQUA

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

“That, for the purposes of Listing Rule 10.14, Chapter 2E and section 195(4) of the Corporations Act and for all other purposes, shareholders approve the issue of 250,000 unlisted options (each with an exercise price of \$1.20, expiry date of 30 November 2025 and which, upon exercise, entitle the holder to one fully paid ordinary share in the capital of the Company) to Rodrigo Pasqua (and/or his nominee(s)), with terms and as described in the Memorandum which accompanied and formed part of this Notice.”

A voting exclusion statement, voting prohibition and proxy voting prohibition for Resolution 10E is set out below.

RESOLUTION 10F: APPROVAL TO ISSUE OPTIONS – ANNA LADD-KRUGER

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

“That, for the purposes of Listing Rule 10.14, Chapter 2E and section 195(4) of the Corporations Act and for all other purposes, shareholders approve the issue of 250,000 unlisted options (each with an exercise price of \$1.20, expiry date of 30 November 2025 and which, upon exercise, entitle the holder to one fully paid ordinary share in the capital of the Company) to Anna Ladd-Kruger (and/or her nominee(s)), with terms and as described in the Memorandum which accompanied and formed part of this Notice.”

A voting exclusion statement, voting prohibition and proxy voting prohibition for Resolution 10F is set out below.

Voting Exclusion Statement – Resolutions 7 to 10F

The Company will disregard any votes cast in favour of Resolutions 7 to 10F respectively by or on behalf of a person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or any associate of that person in respect of Resolutions 7 to 10F respectively.

However, this does not apply to a vote cast in favour of Resolutions 7 to 10F 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.*

Voting Prohibition – Resolutions 10A to 10F

In accordance with section 224 of the Corporations Act, a vote on Resolutions 10A to 10F (which seek shareholder approval for the purposes of Chapter 2E of the Corporations Act) must not be cast (in any capacity) by or on behalf of:

- *a related party of the Company to whom Resolutions 10A to 10F respectively would permit a financial benefit to be given; or*

- *an associate of such a related party.*

However, the above does not prevent the casting of a vote if:

- *it is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution; and*
- *it is not cast on behalf of a related party or associate of a kind referred to above.*

Proxy Voting Prohibition – Resolutions 7 to 10F

Other than as set out below, a vote on Resolutions 7 to 10F must not be cast as proxy by a Restricted Voter.

A Restricted Voter may cast a vote on Resolutions 7 to 10F as a proxy if either:

- *the Restricted Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this resolution; or*
- *the Restricted Voter is the chair and the written appointment of the chair as proxy:*
 - *does not specify the way the proxy is to vote on this resolution; and*
 - *expressly authorises the chair to exercise the proxy even though this resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.*

RESOLUTION 11: INCREASE OF NON-EXECUTIVE DIRECTOR REMUNERATION POOL

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

“That, for the purposes of ASX Listing Rule 10.17, the Company’s constitution and for all other purposes, the maximum aggregate annual sum that may be payable collectively to the non-executive Directors of the Company be increased by \$150,000, from \$350,000 per annum to \$500,000 per annum.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a Director of the Company or any associate of that person.

However, this does not apply to a vote cast in favour of this Resolution 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.*

Voting Prohibition

Other than as set out below, a vote on this Resolution must not be cast as a proxy by a Restricted Voter.

A Restricted Voter may cast a vote on this Resolution as a proxy if either:

- *the Restricted Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or*
- *the Restricted Voter is the chair of the Meeting and the written appointment of the chair as proxy:*
 - *does not specify the way the proxy is to vote on this Resolution; and*
 - *expressly authorises the chair of the Meeting to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.*

RESOLUTION 12: AMENDMENT TO CONSTITUTION

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

“That, for the purposes of section 136(2) of the Corporations Act 2001 (Cth) and for all other purposes, the constitution of the Company be amended as set out in Annexure C of the Memorandum which accompanied and formed part of this Notice, with effect immediately upon the passing of this Resolution.”

OTHER BUSINESS

To consider any other business that may be brought before the Meeting in accordance with the Constitution of the Company and the Corporations Act.

By the order of the Board



Ian Pamensky
Company Secretary

Dated: 28 September 2022

The accompanying Proxy Instructions and Memorandum form part of this Notice.

PROXY AND VOTING INSTRUCTIONS

Proxy Instructions

A member who is entitled to vote at a meeting may appoint:

- one proxy if the member is only entitled to one vote; and
- one or two proxies if the member is entitled to more than one vote.

Where more than one proxy is appointed each proxy may be appointed to represent a specific proportion of the member's voting rights. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes in which case any fraction of votes will be disregarded.

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be lodged with the Company's share registry not less than 48 hours before the time for holding the Meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

The proxy form must be signed by the member or his/her attorney duly authorised in writing or, if the member is a corporation, in a manner permitted by the Corporations Act. A proxy given by a foreign corporation must be executed in accordance with the laws of that corporation's place of incorporation.

The proxy may, but need not, be a member of the Company.

A proxy form is attached to this Notice.

If you sign the proxy form and do not appoint a proxy, you will have appointed the chair of the Meeting as your proxy.

Corporate Representatives

Any corporation which is a member of the Company may authorise (by certificate under common seal or other form of execution authorised by the laws of that corporation's place of incorporation, or in any other manner satisfactory to the chair of the Meeting) a natural person to act as its representative at any general meeting.

Voting Entitlement

For the purposes of the Corporations Act and Corporations Regulations shareholders entered on the Company's Register of Members as at 7.00pm (Melbourne time) on 27 November 2022 are entitled to attend and vote at the meeting.

On a poll, members have one vote for every fully paid ordinary share held. Holders of options are not entitled to vote.

How the Chair Will Vote Undirected Proxies

Subject to the restrictions as set out in the Notice, the Chair of the Meeting will vote undirected proxies in favour of all of the proposed Resolutions.

Voting Restrictions on Resolution 1 (Remuneration Report)

The Remuneration Report identifies key management personnel for the year ended 30 June 2022. Their closely related parties are defined in the Corporations Act 2001 (Cth) and include specified family members, dependents and companies they control.

Directors of the Company who are key management personnel whose remuneration details are included in the 2022 Remuneration Report, any other key management personnel whose remuneration details are included in the 2022 Remuneration Report, or any of their closely related parties, will not be able to vote on Resolution 1 or to vote undirected proxies held by them on Resolution 1 provided however that the Chair may vote undirected proxies on behalf of persons eligible to vote where expressly authorised to do so on the proxy form.

Voting restrictions on Resolutions 7 to 10F

The Remuneration Report identifies key management personnel for the year ended 30 June 2022. Their closely related parties are defined in the Corporations Act 2001 (Cth) and include specified family members, dependents and companies they control.

Directors of the Company who are key management personnel whose remuneration details are included in the 2022 Remuneration Report, any other key management personnel whose remuneration details are included in the 2022 Remuneration Report, or any of their closely related parties, will not be able to vote undirected proxies held by them on Resolutions 7 to 11 provided however that the chair may vote undirected proxies on Resolutions 7 to 11 on behalf of persons eligible to vote where expressly authorised to do so on the proxy form.

Special resolution

For a special resolution to be passed, at least 75% of the votes validly cast on the resolution by shareholders (by number of shares) must be in favour of the resolution. Resolutions 6 and 12 are special resolutions.

NOVA MINERALS LIMITED
ACN 006 690 348
ANNUAL GENERAL MEETING
EXPLANATORY MEMORANDUM

This Memorandum has been prepared for the information of members of Nova Minerals Limited [ACN 006 690 348] (the "**Company**" or "**Nova**") in connection with the business to be conducted at the 2022 Annual General Meeting ("**Meeting**") of Shareholders of the Company to be held by virtual technology on 29 November 2022 at 11.00am (Melbourne time).

Please refer to the note on the front cover of the Notice regarding lodging proxies and attending the Meeting.

Shareholders are strongly encouraged to lodge their directed proxy forms in accordance with the instructions set out therein to vote before the Meeting.

This Memorandum should be read in conjunction with, and forms part of, the accompanying Notice.

BUSINESS

2022 Annual Financial Statements

Section 317 of the Corporations Act requires the Company's Annual Financial Report, Directors' Report, Remuneration Report and Auditor's Report for the financial year ended 30 June 2022 to be laid before the Annual General Meeting ("**Meeting**"). There is no requirement that Shareholders formally approve the reports.

The Financial Report contains the financial statements of the consolidated entity consisting of the Company and its controlled entities.

As permitted by the Corporations Act, a printed copy of the Company's 2022 Annual Report has been sent only to those shareholders who have elected to receive a printed copy. A copy of the 2022 Annual Report is available from the Company's website (www.novaminerals.com.au) and the ASX announcements page of the Company (www2.asx.com.au, search code "NVA").

The chair of the Meeting will allow a reasonable opportunity at the Meeting for shareholders to ask questions. Shareholders will also be given a reasonable opportunity at the meeting to ask the Company's auditor questions about its audit report, the conduct of its audit of the Company's financial report for the year ended 30 June 2022, the preparation and content of its audit report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of the Company's auditor in relation to the conduct of the audit.

There is no requirement for these reports to be formally approved by shareholders. No resolution is required to be moved in respect of this item.

Resolution 1: Non-binding Resolution - Remuneration Report

The Company is required pursuant to the Corporations Act 2001 (Cth) ("**the Corporations Act**"), to propose a non-binding resolution regarding the 2022 Remuneration Report, which forms part of the Director's Report in the 2022 Annual Financial Statements. The vote is advisory only and does not bind the Directors or the Company.

The Remuneration Report:

- describes the policies behind, and the structure of, the remuneration arrangements of the Company and the link between the remuneration of executives and the Company's performance;
- sets out the remuneration arrangements in place for each Director and for certain members of the senior management team; and
- explains the differences between the basis for remunerating non-executive Directors and senior executives, including the Chief Executive Officer.

Shareholders attending the Meeting will have an opportunity to discuss and put questions in respect of the Remuneration Report. The vote on this Resolution is advisory only and does not bind the Directors. However,

the Board will take into account any discussion on this Resolution and the outcome of the vote on this Resolution when considering the future remuneration policies and practices of the Company.

Under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGM's (treating this AGM as the first such meeting), shareholders will be required to vote at the second of those AGM's on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director and CEO) must be put up for re-election. The vote on the Remuneration Report contained in the Company's 2021 Annual Financial Statements was passed with the support of more than 75% of votes thus a spill resolution will not be required in the event that 25% or more of votes that are cast are against the adoption of the 2022 Remuneration Report. However, in the event that 25% or more of votes that are cast are against the adoption of the 2022 Remuneration Report, shareholders should be aware that if there is a 'no' vote of 25% or more for the same resolution at the 2023 AGM the consequences are that it may result in the re-election of the Board.

Note that a voting prohibition applies to Resolution 1 in the terms set out in the Notice. In particular, Directors and other members of the key management personnel details of whose remuneration are included in the Remuneration Report or a closely related party of those persons must not vote on Resolution 1 and must not cast a vote as proxy, unless the proxy appointment gives a direction on how to vote provided however that the Chair may vote undirected proxies on behalf of persons eligible to vote where expressly authorised to do so on the proxy form.

Resolution 2: Re-election of Mr Louie Simens as a Director

Article 59(1) of the constitution of the Company (**Constitution**) requires that one-third of the Directors (other than the Managing Director) or, if their number is not a multiple of three, then the number nearest to but not more than one-third of the Directors must retire from office at each AGM.

Article 59(3) of the Constitution provides that a retiring Director will be eligible for re-election.

Article 59(2) of the Constitution provides that the Directors to retire by rotation at each AGM are those Directors who have been longest in office since their last election or appointment or, if multiple Directors who have been longest in office since their last election or appointment were previously elected or appointed on the same day, those Directors may agree among themselves or determine by lot which of them must retire.

Article 57(2) of the Constitution provides that a Director appointed to fill a casual vacancy will not be taken into account in determining the number of Directors who must retire by rotation.

The Company has six Directors, one of which is the CEO/Managing Director. Of the five other Directors, three Directors were appointed to fill a casual vacancy prior to the Meeting and therefore are not counted in determining the number of Directors who must retire by rotation. The election of Craig Bentley, Rodrigo Pasqua and Anna Ladd-Kruger as Directors are the subject of Resolution 3 to 5 respectively.

Noting the above, Louie Simens, an Executive Director of the Company, retires by rotation in accordance with the Constitution and, being eligible, seeks re-election pursuant to Resolution 2.

Louie Simens has been an Executive Director of Nova since 2017. Mr. Simens is responsible for managing the company's core business operations which requires oversight of company-wide operational efficiencies and working with management and the board to review and implement strategic plans to facilitate growth. He has extensive experience in capital markets and running businesses, as well as in corporate restructuring, due diligence and mergers & acquisitions, where he utilizes his knowledge of corporate governance and project management. Mr. Simens has a successful track record spanning more than a decade, owning and operating contracting businesses in the fields of both civil and building construction.

Mr. Simens is currently director of his family construction group. Mr Simens has been a Director of Snow Lake Resources Ltd since November 2018 and was appointed the company's Non-Executive Chairman in December 2020. He has also served as Non-Executive Chairman of Asra Minerals Limited, and during his time at Asra, Mr. Simens was instrumental in the company's recapitalization and turnaround.

The Board, with Louie Simens abstaining from making a recommendation, recommend that shareholders vote in favour of Resolution 2.

Resolution 3: Election of Craig Bentley as a Director

Article 57(1) of the Constitution provides that the Directors may appoint any person as a Director to fill a casual vacancy or as an addition to the existing Directors. Article 57(2) of the Constitution provides that a Director appointed under Article 57(1) will hold office until the next AGM when the Director may be elected.

Craig Bentley was appointed as a Director to fill a casual vacancy on 18 February 2022 and accordingly, Craig Bentley retires as a Director and offers himself for election under Article 57(2) of the Constitution.

Mr Craig Bentley holds a Bachelor of Commerce and Administration degree, majoring in accountancy and commercial law. Mr Bentley held positions at Ernst and Young and worked internationally, including on the audit of the Bank of America and a special audit for an insurance company prior to IPO listing in the USA amongst others. In addition, he has held senior roles in multinational private enterprises. As part of his role with Nova, Mr Bentley will also be tasked with compliance and risk management, as well as assisting with the company's strategy during Nova's forecasted rapid growth period.

The Board, with Craig Bentley abstaining from making a recommendation, recommend that shareholders vote in favour of Resolution 3.

Resolution 4: Election of Rodrigo Pasqua as a Director

Article 57(1) of the Constitution provides that the Directors may appoint any person as a Director to fill a casual vacancy or as an addition to the existing Directors. Article 57(2) of the Constitution provides that a Director appointed under Article 57(1) will hold office until the next AGM when the Director may be elected.

Rodrigo Pasqua was appointed as a Director to fill a casual vacancy on 3 May 2022 and accordingly, Rodrigo Pasqua retires as a Director and offers himself for election under Article 57(2) of the Constitution.

Mr Rodrigo Pasqua is a Member of the AusIMM, holds a BEng in Mining Engineering from the University of São Paulo, a Western Australia First Class Mine Managers Certificate and specialisations in Corporate Leadership (University of Oxford), Corporate Strategy (London University) and Finance (University of Illinois and Harvard University).

Technically, Rodrigo's skills encompass most aspects of underground and open pit engineering, going from mining studies, financial valuations and project execution to systems and new technology implementation, operations management, and technical teams' supervision.

He has vast experience in unlocking the value of mining projects across the world, including specific expertise in large tonnage bulk mining operations and at his tenure at Evolution Mining Limited, as Group Head of Mining and Transformation, amongst many other projects and sites, Rodrigo was involved with the Cowal Open Pit project and was also instrumental in the Red Lake mine turnaround.

At Nova Rodrigo will provide technical and corporate advice as the Company progresses the development of its flagship Estelle Gold Project in Alaska.

The Board, with Rodrigo Pasqua abstaining from making a recommendation, recommend that shareholders vote in favour of Resolution 4.

Resolution 5: Election of Anna Ladd-Kruger as a Director

Article 57(1) of the Constitution provides that the Directors may appoint any person as a Director to fill a casual vacancy or as an addition to the existing Directors. Article 57(2) of the Constitution provides that a Director appointed under Article 57(1) will hold office until the next AGM when the Director may be elected.

Anna Ladd-Kruger was appointed as a Director to fill a casual vacancy on 29 June 2022 and accordingly, Anna Ladd-Kruger retires as a Director and offers himself for election under Article 57(2) of the Constitution.

Ms. Ladd-Kruger was the former Chief Financial Officer (CFO) of McEwen Mining Inc. (TSX: MUX, NYSE: MUX) where she was brought in to strengthen the Company's executive team leading financial and operational turnaround strategies. She was also key to the McEwen Copper Asset spin out and served as its CFO and director. Ms. Ladd-Kruger was also the previous CFO of Trevali Mining Corporation (TSX: TV), an international base metals mining company. She was part of Trevali's original executive management team that grew the company from a junior exploration market capitalization of \$30 million to a mid-tier base metals producer that reached over \$1

billion on the TSX. She has raised over \$1 billion US dollars in debt and equity throughout her career in the mining sector.

Ms. Ladd-Kruger also served as the CFO and VP Corporate Development for a number of Canadian publicly listed junior mining companies and began her career working at Vale S.A.'s Thompson and Sudbury Canadian operations before joining Kinross Gold Corporation as their North American Group Controller.

Ms. Ladd-Kruger currently sits on the board and serves as the Audit Chair of Integra Resources Corp. (TSX: ITR, NYSE MKT: ITRG), and also sits on the board of Excellon Resources Inc. (TSX: EXN, NYSE MKT: EXN). She is a Certified Public Accountant (CPA, CMA), holds the Canadian Institute of Corporate Directors designation (ICD.D), a Master's in Economics from Queen's University and a Bachelor of Commerce from the University of British Columbia.

The Board, with Anna Ladd-Kruger abstaining from making a recommendation, recommend that shareholders vote in favour of Resolution 5.

Resolution 6: Approval of 10% placement facility

ASX Listing Rule 7.1A enables eligible entities to issue equity securities (as that term is defined in the ASX Listing Rules) up to 10% of their issued share capital through placements over a 12-month period after an AGM (**10% Placement Facility**). The 10% Placement Facility is in addition to a company's 15% placement capacity under ASX Listing Rule 7.1. An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalization of \$300 million or less.

The Company is, at the date of the Notice, an eligible entity.

The Company is seeking shareholder approval by way of a special resolution to have the ability to issue equity securities under the 10% Placement Facility. The exact number of equity securities (if any) to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer below). The Company may use funds raised from any issue(s) under the 10% Placement Facility for development of its existing business and any acquired business, or funding new projects or business opportunities and/or general working capital.

The Company obtained shareholder approval to make issues under ASX Listing Rule 7.1A at its 2021 AGM. This Shareholder approval will lapse on the date of this Meeting.

The Company did not issue equity securities (fully paid ordinary shares) under the capacity available to it under ASX Listing Rule 7.1A pursuant to approval obtained at the 2021 AGM prior to lapse of this capacity under ASX Listing Rule 7.1A on the date of this Meeting.

The Company seeks to refresh the shareholder approval so as to continue to be able to make issues under the 10% Placement Facility after the Meeting in accordance with ASX Listing Rule 7.1A.

If shareholders pass Resolution 6, the Company may be able to issue the number of equity securities under the 10% Placement Facility in accordance with the formula prescribed by ASX Listing Rule 7.1A.2 (as set out below). If Resolution 6 is not passed by shareholders, the Company will not be able to issue any equity securities under the 10% Placement Facility.

The Directors of the Company believe that Resolution 6 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution 6.

DESCRIPTION OF LISTING RULE 7.1A

- Shareholder approval

The ability to issue equity securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an AGM.

- Equity securities

Any equity securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of equity securities of the Company. The Company, as at the date of the Notice, has one class of quoted equity securities, being ordinary shares (**NVA**).

- Formula for calculating 10% Placement Facility

ASX Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an AGM may, during the 10% Placement Period (defined below), issue a number of equity securities calculated in accordance with the following formula:

$(A \times D) - E$

where:

A is the number of shares on issue 12 months before the date of the issue or agreement to issue:

(i) plus the number of fully paid shares issued in the 12 months under an exception in ASX Listing Rule 7.2 other than exception 9, 16 or 17;

(ii) plus the number of fully paid ordinary shares issued in the relevant period on the conversion of convertible securities within ASX Listing Rule 7.2 where:

a. the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or

b. the issue of, or agreement to issue, the convertible securities was approved, or taken under those rules to have been approved, under ASX Listing Rule 7.1 or 7.4;

(iii) plus the number of fully paid ordinary shares issued in the relevant period under an agreement to issue securities within ASX Listing Rule 7.2 Exception 16 where:

a. the agreement was entered into before the commencement of the relevant period; or

b. the agreement or issue was approved, or taken under those rules to have been approved, under ASX Listing Rule 7.1 or 7.4;

(iv) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under ASX Listing Rules 7.1 and 7.4;

(v) plus the number of partly paid shares that became fully paid in the 12 months;

(vi) less the number of fully paid shares cancelled in the 12 months.

Note: "A" has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of equity securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that has not been subsequently approved by shareholders under ASX Listing Rule 7.4.

- ASX Listing Rule 7.1 and ASX Listing Rule 7.1A

The ability of an entity to issue equity securities under ASX Listing Rule 7.1A is in addition to the entity's 15% placement capacity under ASX Listing Rule 7.1.

As at the date of this Meeting, the Company is anticipated to have 183,661,275 ordinary shares on issue (which includes the shares the subject of Resolution 7A) and will therefore (subject to the passage of the other resolutions at the Meeting) have capacity to issue:

(i) 27,549,191 equity securities under Listing Rule 7.1 (15% capacity); and

(ii) 18,366,127 equity securities under Listing Rule 7.1A (10% Placement Facility).

The actual number of equity securities that the Company will have capacity to issue under ASX Listing Rule 7.1A will be calculated at the date of issue of the equity securities in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer above).

- Minimum Issue Price

The issue price of equity securities issued under ASX Listing Rule 7.1A must be not less than 75% of the VWAP of equity securities in the same class calculated over the 15 trading days immediately before:

- (i) the date on which the price at which the relevant equity securities are to be issued is agreed by the Company and the recipient of the relevant equity securities; or
- (ii) if the equity securities are not issued within 10 trading days of the date in paragraph (i) above, the date on which the equity securities are issued.

- 10% Placement Period

Shareholder approval of the 10% Placement Facility under ASX Listing Rule 7.1A is valid from the date of the AGM at which the approval is obtained and expires (and ceases to be valid) on the earlier to occur of:

- (i) the date that is 12 months after the date of the AGM at which the approval is obtained; or
- (ii) the time and date of the next AGM of the Company; or
- (iii) the date of the approval by Shareholders of a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

(10% Placement Period).

- ASX Listing Rule 7.1A

The effect of Resolution 6 will be to allow the Directors of the Company to issue the equity securities under ASX Listing Rule 7.1A during the 10% Placement Period separate to the Company's 15% placement capacity under ASX Listing Rule 7.1. Resolution 6 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative).

SPECIFIC INFORMATION REQUIRED BY ASX LISTING RULE 7.3A

Pursuant to and in accordance with ASX Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- Any equity security issued will be issued at an issue price of not less than 75% of the VWAP for the Company's equity securities over the 15 trading days immediately before:
 - (i) The date on which the price at which the relevant equity securities are to be issued is agreed by the Company and the recipient of the relevant equity securities; or
 - (ii) If the equity securities are not issued within 10 trading days of the date in paragraph (i) above, the date on which the equity securities are issued.
- If Resolution 6 is approved by the Shareholders and the Company issues equity securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company would be diluted as shown in the below table (in the case of options, only if the options are exercised). There is a risk that:
 - (i) the market price for the Company's equity securities may be significantly lower on the date of the issue of the equity securities than on the date of the Meeting; and
 - (ii) the equity securities may be issued at a price that is at a discount to the market price for the Company's equity securities on the issue date,

which may have an effect on the quantum of funds raised by the issue of the equity securities.

The table below shows the dilution of existing shareholders on the basis of the current market price of the Company's ordinary shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in ASX Listing Rule 7.1A.2 as at the date of the Notice. The table also shows:

- Two examples where variable "A" has increased by 50% and 100%. Variable "A" is based on the number of ordinary shares the Company has on issue as at the date of the Notice. The number of ordinary shares on issue may increase as a result of issues of ordinary shares that do not require shareholder approval (for example, a pro-rata entitlements issue or scrip issued under a takeover offer) or future specific placements under ASX Listing Rule 7.1 that are approved at a future shareholders' meeting.
- Two examples of where the price of ordinary shares has decreased by 50% and increased by 50% as against the deemed market price (being \$0.75 (75 cents), the closing price of the Company's ordinary shares at close of trading on 23 September 2022).

Variable "A" in ASX Listing Rule 7.1A.2		Dilution		
		\$0.375 50% decrease in Deemed Price	\$0.75 Deemed Price	\$1.50 50% Increase in Deemed Price
Current Variable A 183,661,275	10% Voting Dilution	18,366,127 shares	18,366,127 shares	18,366,127 shares
	Funds raised	\$6,887,297	\$13,774,595	\$27,549,190
50% increase in current Variable A 275,491,912	10% Voting Dilution	27,549,191 shares	27,549,191 shares	27,549,191 shares
	Funds raised	\$10,330,946	\$20,661,893	\$41,323,786
100% increase in current Variable A 367,322,550	10% Voting Dilution	36,732,255 shares	36,732,255 shares	36,732,255 shares
	Funds raised	\$13,774,595	\$27,549,191	\$55,098,382

The table above has been prepared on the following assumptions:

- The Company issues the maximum securities available under the ASX Listing Rule 7.1A being 10% of the Company's shares on issue at the date of the Meeting.
- No options are exercised or performance rights are converted into fully paid ordinary securities before the date of the issue of securities under ASX Listing Rule 7.1A.
- The table does not demonstrate an example of dilution that may be caused to a particular Shareholder by reason of placements under ASX Listing Rule 7.1A, based on that shareholder's holding at the date of the Meeting.
- The table only demonstrates the effect of issues of securities under ASX Listing Rule 7.1A. It does not consider placements made under ASX Listing Rule 7.1.

- *The deemed price in the table is indicative only and does not consider the maximum 25% discount to market that the securities may be placed at under ASX Listing Rule 7.1A.*

The Company may seek to issue the equity securities for cash consideration. In such circumstances, the Company intends to use the funds raised (if any) towards developing its existing business and any acquired business, or to fund new projects or business opportunities and/or for general working capital.

The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A.4 upon issue of any equity securities under the 10% Placement Facility.

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of equity securities will be determined on a case-by-case basis having regard to factors including but not limited to the following:

- the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
- the effect of the issue of the equity securities on the control of the Company;
- the financial situation and solvency of the Company; and
- advice from corporate, financial and broking advisers (if applicable).

Due to the forward looking nature of the approval, the allottees under the 10% Placement Facility have not been determined as at the date of the Notice but may include existing shareholders and/or new shareholders who are not related parties or associates of a related party of the Company.

Further, if the Company were to pursue an acquisition and were it to be successful in acquiring new assets or investments, it is possible that the allottees under the 10% Placement Facility will be the vendors of the new assets or investments (provided that the shares were issued for cash consideration).

The Company has previously obtained shareholder approval under ASX Listing Rule 7.1A at its 2021 AGM. During the 12-month period preceding the date of the Meeting, the Company did not issue any equity securities under the 10% Placement Capacity.

As at the date of that Notice, the Company has not approached any particular existing shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the equity securities. Accordingly, no voting exclusion applies to this Resolution 6 and no existing shareholder's votes will be excluded.

The directors of the Company unanimously recommend shareholders vote in favour of Resolution 6.

Resolutions 7 to 9: Approval to issue options to Directors

Resolutions 7 to 9 seek shareholder approval for the purposes of ASX Listing Rule 10.14 and section 195(4) of the Corporations Act to issue an aggregate of 700,000 unlisted options to the Directors of the Company (and/or their nominee(s)). The recipients and commercial terms of the unlisted options are set out in the table below:

Res #	Recipient*	Number	Exercise Price	Expiry Date
7	Craig Bentley	200,000	\$2.20	7 October 2023
8	Rodrigo Pasqua	250,000	\$1.35	20 May 2023
9	Anna Ladd-Kruger	250,000	\$1.35	20 May 2023

**options may be issued to nominee(s) as advised to the Company*

The full terms of the options other than the exercise price and expiry date are set out in Annexure A. The options the subject of Resolutions 7 to 9 vest on issue. The options are to be issued under the Employee Share Option Plan approved by shareholders at the 2020 AGM (**Plan**), the materials terms of which are summarised in Annexure B. The terms of the options the subject of Resolutions 7 to 9 were agreed with the respective recipients as part of the appointment of those recipients as Directors of the Company (subject to shareholder approval).

ASX Listing Rules

ASX Listing Rule 10.14 requires a company to obtain shareholder approval by ordinary resolution prior to the issue of securities under an employee incentive plan to a director of the company or any of their associates or any person whose relationship with either of those persons is such that in ASX's opinion the acquisition should be approved by shareholders.

Shareholder approval is being sought under Listing Rule 10.14 for Resolutions 7 to 9 and as such approval is not required under ASX Listing Rule 7.1.

If shareholders:

- Pass all of Resolutions 7 to 9, the Company will be able to issue all of the unlisted options the subject of those Resolutions. In addition, shares issued on exercise of these unlisted options (if any) will increase the placement capacity available to the Company.
- Pass some, but not all, of Resolutions 7 to 9, the Company will be able to issue the unlisted options the subject of the Resolution(s) passed by shareholders, but will not be able to issue the unlisted options the subject of the Resolution(s) not passed by shareholders. In addition, shares issued on exercise of unlisted options issued in respect of Resolution(s) approved by shareholders will increase the placement capacity of the Company.
- Do not pass Resolutions 7 to 9, the Company will not be able to issue the unlisted options.

The following information is provided in accordance with the requirements of ASX Listing Rule 10.15:

- The proposed recipients and the maximum number of securities to be acquired by each person for whom approval under ASX Listing Rule 10.14 is sought under Resolutions 7 to 9 is set out in the table below:

Res #	Recipient*	Number	Exercise Price	Expiry Date
7	Craig Bentley	200,000	\$2.20	7 October 2023
8	Rodrigo Pasqua	250,000	\$1.35	20 May 2023
9	Anna Ladd-Kruger	250,000	\$1.35	20 May 2023

**options may be issued to nominee(s) as advised to the Company*

- Each of the proposed recipients of the options are Directors and are therefore persons to whom ASX Listing Rule 10.14.1 applies with respect to the proposed issue of options under the Plan.
- Details of the total remuneration packages of each of the proposed recipients of options the subject of Resolutions 7 to 9 are set out below:
 - Craig Bentley: \$72,000 per annum for acting as a Non-Executive Director.
 - Rodrigo Pasqua: \$60,000 per annum for acting as a Non-Executive Director.
 - Anna Ladd-Kruger: CAD\$60,000 per annum for acting as a Non-Executive Chairman.
- No securities have previously been issued under the Plan to the proposed recipients. It is, however, noted that the recipients of options under Resolutions 7 to 9 are also proposed to receive options under Resolutions 10D to 10F (subject to shareholder approval).
- A summary of the key commercial terms of the options are set out in the table above. The full terms of options other than the exercise price and expiry date are set out in Annexure B. As noted above, the unlisted options are proposed to be issued as incentive options to remunerate each of the recipients. Options were chosen as a means of preserving cash reserves in the Company whilst providing valuable remuneration to each of the proposed recipients. A Black-Scholes valuation of the options as at 23 September 2022 (such Black-Scholes valuation calculated at a 85% volatility rate, 3.29% risk free rate and 0% dividend rate) attributed a value to each of the classes of options as set out below:

Res #	Recipient*	Number	Exercise Price	Expiry Date	Value per option (aggregate)
7	Craig Bentley	200,000	\$2.20	7 October 2023	\$0.0415 (\$8,293)
8	Rodrigo Pasqua	250,000	\$1.35	20 May 2023	\$0.0511 (\$12,768)
9	Anna Ladd-Kruger	250,000	\$1.35	20 May 2023	\$0.0511 (\$12,768)

- Subject to receipt of shareholder approval, the Company intends to issue the options the subject of those of Resolutions 7 to 9 as approved by shareholders shortly after the Meeting, and in any event no later than three years after the date of the Meeting.
- No funds are payable for the issue of the options, which are being issued as incentive options to remuneration each of the proposed recipients.
- The material terms of the Plan are set out in Annexure B.
- No is being provided in connection with the issue of options the subject of Resolutions 7 to 9.
- The Company confirms the following:
 - Details of any securities issued under the Plan will be published in the annual report of the Company relating to the period within which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.
 - Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after Resolutions 7 to 9 are approved and who were not named in the Notice will not participate until approval is obtained under that rule.
- A voting exclusion statement and proxy voting prohibition for Resolutions 7 to 9 is contained in the Notice accompanying this Memorandum.

Corporations Act

Under Chapter 2E of the Corporations Act, a public company cannot give a “financial benefit” to a “related party” unless one of the exceptions to the section apply or shareholders have in a general meeting approved the giving of that financial benefit to the related party.

Each of the proposed recipients of the options under Resolutions 7 to 9 inclusive are related parties of the Company as defined under the Corporations Act.

Section 211 of the Corporations Act provides that one of the exceptions to the requirement to obtain shareholder approval for giving a financial benefit to a related party is where the benefit is given to the related party as an officer of the Company and to give the remuneration would be reasonable given:

- (a) the circumstances of the Company; and
- (b) the related party’s circumstances (including the responsibilities involved in the office or employment).

The Company considers the proposed issue is reasonable remuneration and, as such, fall within the exception set out in section 211 of the Corporations Act.

In reaching this view, the Company has considered the respective proposed positions and responsibilities of each of the Directors, the Company’s reliance on a limited number of personnel, the need for the Company to effectively incentivise each of the Directors while aligning the incentive with increasing shareholder value, the desirability of preserving cash resources within the Company, and the terms of the options.

The Company considers that the issue of the options is an effective tool which preserves the cash reserves of the Company whilst providing valuable consideration for the Directors.

Notwithstanding the above, and although no Director participated in the decision making process in respect of options proposed to be issued to them, the Directors acknowledge that Resolutions 7 to 9 separately relate to the issue of options to half of the Board. Accordingly, Directors propose that Resolutions 7 to 9 each also be put to shareholders for the purposes of section 195(4) of the Corporations Act such that shareholders determine if the named related parties will be issued the options set out in the table on page 18 of this Memorandum.

If Resolutions 7 to 9 are passed and the options, the related parties noted in the table on page 18 of this Memorandum will be issued the options set out in the table on page 18 of this Memorandum.

Resolutions 10A to 10F: Approval to issue options to Directors

Resolutions 10A to 10E seek shareholder approval for the purposes of ASX Listing Rule 10.14 and section 195(4) of the Corporations Act to issue an aggregate of 5,750,000 unlisted options to the Directors of the Company (and/or their nominee(s)). The recipients and commercial terms of the options are set out in the table below:

Res #	Recipient*	Number	Exercise Price	Expiry Date
10A	Louie Simens	2,000,000	\$1.20	30 November 2025
10B	Christopher Gerteisen	2,000,000	\$1.20	30 November 2025
10C	Avi Geller	500,000	\$1.20	30 November 2025
10D	Craig Bentley	750,000	\$1.20	30 November 2025
10E	Rodrigo Pasqua	250,000	\$1.20	30 November 2025
10F	Anna Ladd-Kruger	250,000	\$1.20	30 November 2025

**options may be issued to nominee(s) as advised to the Company*

Vesting of the options the subject of Resolutions 10A to 10F is dependent upon the announcement, on or before the Expiry Date of the Options, of a Pre-Tax NPV of at least \$1 Billion on the Estelle Gold Project, in either the Phase 2 Scoping Study or PFS, in accordance with the guidelines prescribed by the JORC Code, independently verified by an Independent Technical Consultant.

Unvested options will lapse on the earlier to occur of:

- the holder (or in the case of a nominee holder the individual who nominated the holder) ceasing to be an employee, consultant, director or officer of the Company (**eligible person**) (other than retirement as a director by rotation in accordance with the ASX Listing Rules and Corporations Act 2001 (Cth)); or
- the expiry date of the Options.

Options the subject of Resolutions 10A and 10F can be exercised any time after vesting.

The full terms of the options the subject of Resolutions 10A to 10F other than the exercise price and expiry date are set out in Annexure A. The options are to be issued under the Plan, the materials terms of which are summarised in Annexure B.

ASX Listing Rules

ASX Listing Rule 10.14 requires a company to obtain shareholder approval by ordinary resolution prior to the issue of securities under an employee incentive plan to a director of the company or any of their associates or

any person whose relationship with either of those persons is such that in ASX's opinion the acquisition should be approved by shareholders.

Shareholder approval is being sought under Listing Rule 10.14 for Resolutions 10A to 10F and as such approval is not required under ASX Listing Rule 7.1.

If shareholders:

- Pass all of Resolutions 10A to 10F, the Company will be able to issue all of the unlisted options the subject of those Resolutions. In addition, shares issued on exercise of these unlisted options (if any) will increase the placement capacity available to the Company.
- Pass some, but not all, of Resolutions 10A to 10F, the Company will be able to issue the unlisted options the subject of the Resolution(s) passed by shareholders, but will not be able to issue the unlisted options the subject of the Resolution(s) not passed by shareholders. In addition, shares issued on exercise of unlisted options issued in respect of Resolution(s) approved by shareholders will increase the placement capacity of the Company.
- Do not pass Resolutions 10A to 10F, the Company will not be able to issue the unlisted options.

The following information is provided in accordance with the requirements of ASX Listing Rule 10.15:

- The proposed recipients and the maximum number and class of securities to be acquired by each person under Resolutions 10A to 10F is set out in the table below:

Res #	Recipient*	Number	Exercise Price	Expiry Date
10A	Louie Simens	2,000,000	\$1.20	30 November 2025
10B	Christopher Gerteisen	2,000,000	\$1.20	30 November 2025
10C	Avi Geller	500,000	\$1.20	30 November 2025
10D	Craig Bentley	750,000	\$1.20	30 November 2025
10E	Rodrigo Pasqua	250,000	\$1.20	30 November 2025
10F	Anna Ladd-Kruger	250,000	\$1.20	30 November 2025

**options may be issued to nominee(s) as advised to the Company*

- Each of the proposed recipients of the options are Directors and are therefore persons to whom ASX Listing Rule 10.14.1 applies with respect to the proposed issue of options under the Plan.
- Details of the total remuneration packages of each of the proposed recipients of options the subject of Resolutions 10A to 10F are set out below:
 - Louie Simens: \$272,000 per annum for acting as an Executive Director.
 - Christopher Gerteisen: \$300,000 per annum for acting as an Executive Director and CEO.
 - Avi Geller: \$60,000 per annum for acting as a Non-Executive Director.
 - Craig Bentley: \$72,000 per annum for acting as a Non-Executive Director.
 - Rodrigo Pasqua: \$60,000 per annum for acting as a Non-Executive Director.
 - Anna Ladd-Kruger: CAD\$60,000 per annum for acting as a Non-Executive Chairman.
- No securities have previously been issued under the Plan to the proposed recipients. It is, however, noted that the recipients of options under Resolutions 10D to 10F are also proposed to receive options under Resolutions 7 to 9 (subject to shareholder approval).

- A summary of the key commercial terms of the options are set out in the table above. The full terms of options other than the exercise price and expiry date are set out in Annexure B. As noted above, the unlisted options are proposed to be issued as incentive options to remunerate each of the recipients. Options were chosen as a means of preserving cash reserves in the Company whilst providing valuable remuneration to each of the proposed recipients. A Black-Scholes valuation of the options as at 23 September 2022 (such Black-Scholes valuation calculated at a 85% volatility rate, 3.71% risk free rate and 0% dividend rate) attributed a value to the options as set out below:

Res #	Recipient*	Number	Exercise Price	Expiry Date	Value per option (aggregate)
10A	Louie Simens	2,000,000	\$1.20	30 November 2025	\$0.3481 (\$696,110)
10B	Christopher Gerteisen	2,000,000	\$1.20	30 November 2025	\$0.3481 (\$696,110)
10C	Avi Geller	500,000	\$1.20	30 November 2025	\$0.3481 (\$174,027)
10D	Craig Bentley	750,000	\$1.20	30 November 2025	\$0.3481 (\$261,041)
10E	Rodrigo Pasqua	250,000	\$1.20	30 November 2025	\$0.3481 (\$87,014)
10F	Anna Ladd-Kruger	250,000	\$1.20	30 November 2025	\$0.3481 (\$87,014)

- Subject to receipt of shareholder approval, the Company intends to issue the options the subject of those of Resolutions 10A to 10F as approved by shareholders shortly after the Meeting, and in any event no later than three years after the date of the Meeting.
- No funds are payable for the issue of the options, which are being issued as incentive options to remunerate each of the proposed recipients.
- The material terms of the Plan are set out in Annexure B.
- No loan is being provided in connection with the issue of options the subject of Resolutions 10A to 10F.
- The Company confirms the following:
 - Details of any securities issued under the Plan will be published in the annual report of the Company relating to the period within which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.
 - Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after Resolutions 10A to 10F are approved and who were not named in the Notice will not participate until approval is obtained under that rule.
- A voting exclusion statement and proxy voting prohibition for Resolutions 10A to 10F is contained in the Notice accompanying this Memorandum.

Corporations Act

Under Chapter 2E of the Corporations Act, a public company cannot give a “financial benefit” to a “related party” unless one of the exceptions to the section apply or shareholders have in a general meeting approved the giving of that financial benefit to the related party.

Each of the proposed recipients is a related party of the Company under the Corporations Act. The issue of options to each of the proposed recipients (and/or their nominee(s)) constitutes the giving of a financial benefit

to a related party. Noting this, Resolutions 10A to 10F seek shareholder approval for the purposes of Chapter 2E of the Corporations Act.

Although no Director participated in the discussion or decision making process in respect of the options proposed to be issued to them, the Directors acknowledge that Resolutions 10A to 10F separately relate to a majority of the current Directors of the Company. Accordingly, the Directors propose that Resolutions 10A to 10F each also be put to shareholders for the purposes of section 195(4) of the Corporations Act such that shareholders determine whether the related parties will be issued options as set out in the table on pages 19 and 20 of this Memorandum.

A voting prohibition and proxy voting prohibition in respect of Resolutions 10A to 10E is contained in the Notice which this Memorandum accompanies.

Recipients of options

The proposed related party recipients of options and the number of options to be issued to each is set out below:

Res #	Recipient*	Number	Exercise Price	Expiry Date
10A	Louie Simens	2,000,000	\$1.20	30 November 2025
10B	Christopher Gerteisen	2,000,000	\$1.20	30 November 2025
10C	Avi Geller	500,000	\$1.20	30 November 2025
10D	Craig Bentley	750,000	\$1.20	30 November 2025
10E	Rodrigo Pasqua	250,000	\$1.20	30 November 2025
10F	Anna Ladd-Kruger	250,000	\$1.20	30 November 2025

**options may be issued to nominee(s) as advised to the Company*

Nature of financial benefit

Each of the proposed related party recipients will have a relevant interest in the number of options set out against their name in the above table upon issue of the options the subject of Resolutions 10A to 10F (which are subject to receipt of shareholder approval). Full terms of the options are set out in Annexure A.

The options are proposed to be issued to incentivise the proposed recipients in connection with their respective roles in the Company. The Board is of the view that remunerating its directors and management through the issue of equity is a useful tool for the Company to retain cash reserves whilst also providing valuable remuneration to its directors and management that aligns their interests with those of shareholders.

The number of options was determined having regard to the capital structure of the Company and the desire to provide balanced incentives to the proposed related party recipients.

Valuation

- As set out on pages 21 and 22, a Black-Scholes valuation of the options as at 23 September 2022 (such Black-Scholes valuation calculated at a 85% volatility rate, 3.41% risk free rate and 0% dividend rate) attributed a value to the options as set out below:

Res #	Recipient*	Number	Exercise Price	Expiry Date	Value per option (aggregate)
10A	Louie Simens	2,000,000	\$1.20	30 November 2025	\$0.3481 (\$696,110)
10B	Christopher Gerteisen	2,000,000	\$1.20	30 November 2025	\$0.3481 (\$696,110)

10C	Avi Geller	500,000	\$1.20	30 November 2025	\$0.3481 (\$174,027)
10D	Craig Bentley	750,000	\$1.20	30 November 2025	\$0.3481 (\$261,041)
10E	Rodrigo Pasqua	250,000	\$1.20	30 November 2025	\$0.3481 (\$87,014)
10F	Anna Ladd-Kruger	250,000	\$1.20	30 November 2025	\$0.3481 (\$87,014)

Related party remuneration

- As set out on pages 20 and 21, the total remuneration packages of each of the proposed recipients of options the subject of Resolutions 10A to 10F are set out below:
 - Louie Simens: \$288,000 per annum for acting as an Executive Director.
 - Christopher Gerteisen: US\$252,000 per annum for acting as an Executive Director and CEO.
 - Avi Geller: \$60,000 per annum for acting as a Non-Executive Director.
 - Craig Bentley: \$120,000 per annum for acting as a Executive Director.
 - Rodrigo Pasqua: \$60,000 per annum for acting as a Non-Executive Director.
 - Anna Ladd-Kruger: CAD\$60,000 per annum for acting as a Non-Executive Chairman.

Existing interests of related parties

The existing direct and indirect interests of the proposed related party recipients are set out in the tables below:

SHARES

Recipient	Shares held ^	Current % *
Louie Simens	7,657,094	4.17%
Christopher Gerteisen	680,281	0.37%
Avrohom (Avi) Geller	2,190,177	1.19%
Craig Bentley	1,745,780	0.95%
Rodrigo Pasqua	Nil	Nil
Anna Ladd-Kruger	Nil	Nil
Total	12,273,332	6.68%

EXISTING CONVERTIBLE SECURITIES

Recipient	Options *	Class A Performance Rights	Class B Performance Rights	Class C Performance Rights
Louie Simens	Nil	200,000	200,000	400,000
Christopher Gerteisen	500,000	200,000	200,000	400,000

Craig Bentley	Nil**	Nil	Nil	Nil
Avrohom (Avi) Geller	Nil	Nil	Nil	Nil
Rodrigo Pasqua	Nil**	Nil	Nil	Nil
Anna Ladd-Kruger	Nil**	Nil	Nil	Nil
Total	500,000	400,000	400,000	800,000

**Does not include options the subject of Resolutions 7 to 10F. Existing options have an exercise price of \$0.75 and expire on 29 December 2023.*

*** Resolutions 7 to 9 seek shareholder approval to issue options to these Directors (and/or their nominee(s)). Further details are set out above.*

The terms of the existing performance rights are set out below:

Class of Performance Rights	Applicable Milestone	Lapse Date
Class A Performance Rights	Completion of either a pre-feasibility study or a definitive feasibility study of the Korbel Main deposit that demonstrates at the time of reporting that extraction is reasonably justified and economically mineable indicating an internal rate of return to the Company of greater than 20% and an independently verified JORC classified mineral reserve equal to or greater than 1,500,000 oz Au with an average grade of not less than 0.4g/t for not less than 116Mt.	25 November 2026
Class B Performance Rights	Completion of the first gold pour (defined as a minimum quantity of 500 oz.) from the Korbel Main deposit.	25 November 2026
Class C Performance Rights	Achievement of an EBITDA of more than \$20m in the second half-year reporting period following the commencement of commercial operations at the Korbel Main deposit.	25 November 2026

If Shareholders approve Resolutions 10A to 10F each of the related party recipients will obtain a relevant interest in the number of options as set out in the table on pages 19 and 20 of the Memorandum.

The below table shows the interest of each of the proposed related party recipient of options based on their existing holdings in the Company plus the number of shares issued on exercise of all of the options the subject of Resolutions 10A to 10F:

Recipient	Shares held	Current %	Shares after option exercise	% of total post-exercise
Louie Simens	7,657,094	4.17%	9,657,094	5.10%
Christopher Gerteisen	680,281	0.37%	2,680,281	1.42%
Avrohom (Avi) Geller	2,190,177	1.19%	2,690,177	1.42%
Craig Bentley	1,745,780	0.95%	2,495,780	1.32%
Rodrigo Pasqua	Nil	Nil	250,000	0.13%
Anna Ladd-Kruger	Nil	Nil	250,000	0.13%
Total	12,273,332	6.68%	18,023,332	9.52%

The percentages in the above table is subject to rounding and does not include any additional securities other than those issued upon conversion of options the subject of Resolutions 10A to 10F, including the conversion of any convertible securities held by the holders and/or the issue of additional shares in the Company.

Potential dilutive effect of the issue of options

The issue of options the subject of Resolutions 10A to 10F will not result in dilution of the interests of shareholders of the Company until the exercise and conversion of such options into ordinary shares. There is no guarantee that a certain number of options will be exercised and convert to shares, if any.

An example of the potential dilutive impact of all of the exercise of options the subject of Resolutions 10A to 10F is set out in the table below:

Example shareholder	Existing	Post-exercise of Options
500,000	0.27%	0.26%
1,000,000	0.54%	0.53%
2,000,000	1.09%	1.06%
5,000,000	2.72%	2.64%
7,500,000	4.08%	3.96%

All percentages are subject to rounding. The percentages in the above table is subject to rounding and does not include any additional securities other than those issued upon conversion of options the subject of Resolutions 10A to 10F, including the conversion of any convertible securities held by the holders and/or the issue of additional shares in the Company.

Director recommendations

The Directors do not make any recommendations with respect to resolutions 10A to 10F as such recommendations are in connection with the remuneration of each of the Directors of the Company and therefore may be considered to be a conflict of interest as set out in ASIC guidance in ASIC Regulatory Guide 76.

Resolution 11: Increase of Non-Executive Director Remuneration Pool

In accordance with the Constitution of the Company and ASX Listing Rule 10.17, shareholder approval is sought to increase the maximum aggregate amount that may be paid by the Company to its non-executive Directors (**Fee Pool**) by \$150,000, from \$350,000 per annum to \$500,000 per annum.

Under the ASX Listing Rules, the term “directors’ fees” includes committee fees, superannuation contributions and fees for which a director sacrifices for other benefits, but does not include reimbursement of genuine out-of-pocket expenses, genuine “special exertion” fees or securities issued to non-executive directors with the approval of shareholders in accordance with the ASX Listing Rules.

The Company is seeking shareholder approval to increase the Fee Pool for the following reasons:

- The increase in the Fee Pool will provide the Board with the ability to attract and appoint additional directors as needed with the requisite skill and experience as appropriate; and
- The increase will ensure the Company has the ability to pay non-executive Directors’ remuneration commensurate with market rates and as necessary to attract and retain non-executive Directors of the highest calibre.

The level of non-executive directors’ remuneration of the Company is reviewed periodically to ensure alignment with market rates. The directors are satisfied the proposed Fee Pool will be within the average bands applying to companies within the Company’s industry of a similar size and profitability and have similar growth and risk profiles (including following completion of the Transaction) and that the proposed increase to the Fee Pool is appropriate for the reasons set out above. This does not imply that the full amount of the Fee Pool will be used.

The following information is provided in accordance with ASX Listing Rule 10.17:

- The amount of the proposed increase is \$150,000.
- The maximum aggregate amount of directors fees that may be paid collectively to the non-executive Directors is currently \$350,000 and, if Resolution 11 is approved, will increase to \$500,000.
- The Company has issued the following securities to non-executive Directors (each of whom has since resigned) under ASX Listing Rule 10.11 or 10.14 over the last three years (on a post-consolidation basis):
 - 800,000 performance rights were issued to Colin Belshaw, a former Non-Executive Director (and/or his nominee(s)), on 25 November 2021. The performance rights were issued in accordance with the shareholder approval obtained by the Company for the issue at the 2021 AGM.
 - 500,000 options were issued to David Hershman, the former Non-Executive Chairman of the Company, (and/or his nominee(s)) on 29 December 2020. The options were issued in accordance with the shareholder approval obtained by the Company for the issue at the 2020 AGM.

The Company also proposes issuing the options to Non-Executive Directors as set out in Resolutions 10C to 10F of the Notice shortly after the Meeting, subject to receipt of required prior shareholder approval.

- A voting exclusion and proxy voting prohibition for Resolution 11 is contained in the Notice accompanying this Memorandum.

Resolution 12: Amendment to Constitution

It is proposed that the constitution of the Company (**Constitution**) be amended as set out in Annexure C. The Company is seeking to amend the Constitution to clarify and expand upon provisions relating to the conduct of shareholder meetings by electronic means, including without the need for a physical location, for the benefit and convenience of the shareholders of the Company.

The Company also proposes amending provisions that relate to resolutions at general meetings to be determined on a show of hands to instead state that such resolutions are to be determined by a poll.

The specific amendments for which approval is sought are set out in Annexure C. Resolution 12 is a special resolution and therefore requires approval of 75% of the votes cast by shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate shareholder, corporate representative).

Note: references in the Notice and the Memorandum to "\$" are to Australian currency.

ANNEXURE A
TERMS OF OPTIONS

Options have exercise prices, vesting condition (if any) and expiry dates as set out in Resolutions 7 to 10F as set out in the Notice and the Memorandum to which these terms are annexed and otherwise have the terms set out below. These terms of options do not include functions that may be applied under the terms of the Plan, including cashless exercise or the provision of loans. Further details of the Plan are set out in Annexure B:

- Each Option entitles the holder to subscribe for and be allotted one Share.
- The exercise price is a price to exercise each Option as set out in the Memorandum to which these terms are Annexed (**Exercise Price**).
- The Options expire at 5pm (Melbourne time) on the date set out in the Memorandum (**Expiry Date**).
- The vesting condition (if any) applicable to the Options are set out in the Memorandum to which these terms are Annexed. Unvested Options will lapse as set out in the Memorandum to which these terms are Annexed.
- Vested Options (which for the avoidance of doubt includes Options to which vesting conditions do not apply) are exercisable at any time prior to the Expiry Date by notice in writing to the Directors of the Company accompanied by payment of the exercise price and during one of the Company's trading windows (subject to the Company's Securities Trading Policy).
- In the event of fraud, dishonesty or material misstatement of the financial statements, the Board may make a determination (subject to applicable law), including lapsing unexercised Options or 'clawing back' Shares acquired on exercise, to ensure that no unfair benefit is obtained by a participant. The holder agrees to do all things necessary to give effect to such determination of the Board.
- Any Option that has not been exercised prior to the Expiry Date or cancelled in accordance with these terms shall automatically lapse.
- An Option shall not be able to be exercised (and the Company will not be required to issue Shares upon such exercise) if it would be unlawful to do so.
- The Options are non-transferable unless required by law.
- Where an Option holder determines to exercise some, but not all, of their held Options, the total aggregate amount payable to exercise the Options must be a minimum of \$1,000.
- All Shares issued upon exercise of the Options will rank pari passu in all respects with the Company's then existing ordinary fully paid shares. The Company will apply for Official Quotation by the ASX of all shares issued upon exercise of the Options if the Company is listed on the ASX at the time of exercise.
- There are not participation rights or entitlements inherent in the Options and the holders will not be entitled to participate in new issues of capital offered to shareholders prior to the Expiry Date. However, if from time to time on or prior to the Expiry Date the Company makes an issue of new Shares to shareholders or there is another form of capital re-organisation, the Board retains discretion to adjust the number of Options or the exercise price of Options such that holders are not better off or worse off as a result of the re-organisation (subject to compliance with the applicable Listing Rules).

ANNEXURE B
TERMS OF EMPLOYEE SHARE OPTION PLAN

The key terms of the 2020 Employee Share Option Plan (**ESOP** in this Annexure B) are as follows:

- (a) **Eligibility:** Participants in the ESOP may be:
- (i) a Director (whether executive or non-executive) of the Company, its subsidiaries and any other related body corporate of the Company (**Group Company**);
 - (ii) a full or part time employee of any Group Company;
 - (iii) a casual employee or contractor of a Group Company to the extent permitted by ASIC Class Order 14/1000 (or any amendment to or replacement of that Class Order) (**Class Order**); or
 - (iv) a prospective participant, being a person to whom the offer is made but who can only accept the offer if an arrangement has been entered into that will result in the person becoming a Participant under clauses (a), (b) or (c) above,
- who is declared by the Board to be eligible to receive grants of Options under the ESOP or an approved nominee (**Participants**).
- (b) **ESOP Limit:** The maximum number of securities which may be issued under the Plan from time to time is 15,000,000. Shares issued on exercise of an option or exercise or conversion of an interest issued under the Plan, and options which have been cancelled or which have lapsed are not counted in determining the number of Options issued under the Plan.
- (c) **Administration of ESOP:** The Board (or its delegated authority) is responsible for the operation of the ESOP and has a broad discretion to determine which Participants will be offered Options under the ESOP.
- (d) **Offer:** The Board may issue an offer to a Participant to participate in the ESOP. The offer:
- (i) set out the number of Options offered under the ESOP;
 - (ii) will specify the exercise price and expiry date of the Options;
 - (iii) will specify any vesting and exercise conditions and restriction periods applying to the Options (and Shares when Options are exercised);
 - (iv) will specify an acceptance period; and
 - (v) specify any other terms and conditions attaching to the Options.
- (d) **Issue price:** unless the Options are quoted on the ASX, Options issued under the ESOP will be issued for no more than nominal cash consideration.
- (e) **Exercise Conditions:** Participants may only exercise vested Options by paying the Exercise Price. Vested Options must be exercised during one of the Company's trading windows (subject to the Company's Trading in Securities Policy). An Option may be made subject to such other exercise conditions as determined by the Board in its discretion and as specified in the offer for the Option.
- (f) **Cashless exercise facility:** If determined by the Board (in its discretion) and specified in an Invitation, the holder of Options may elect to pay the Exercise Price for an Option by setting off the exercise price against the relevant number of Shares which they are entitled to receive upon exercise or, if the circumstances are deemed appropriate at the time, the Company may cancel or procure the acquisition of the relevant number of vested Options in consideration for the relevant Exercise Price that would have been payable (**Cashless Exercise Facility**). By using the Cashless Exercise Facility, the holder will receive Shares to the value of the surplus after the Exercise Price has been set off. If a holder elects to use the Cashless Exercise Facility, the holder will only be issued that number of Shares (rounded down to the nearest whole number) as are equal in value to the difference between the total Exercise Price otherwise payable for the Options on the Options being exercised and the then market value of the Shares at the time of exercise (determined as the volume weighted average of the prices at which Shares were traded on the ASX during the one week period immediately preceding the exercise date) calculated in accordance with the following formula:

$$S = \frac{0 \times (MSP - EP)}{MSP}$$

Where:

S Number of Shares to be issued on exercise of the Options.

O Number of Options.

MSP Market value of the Shares (calculated using the volume weighted average prices at which Shares were traded on the ASX over the one week period immediately preceding the exercise date).

EP Option exercise price.

If the difference between the total Exercise Price otherwise payable for the Options on the Options being exercised and the then market value of the Shares at the time of exercise (calculated in accordance with the above formula) is zero or negative, then a holder will not be entitled to use the Cashless Exercise Facility.

- (g) **Loans:** A Participant may apply for loan to fund the exercise of Options in the manner determined by the Board. The loans may bear interest or be interest-free at the discretion of the Board taking into consideration, among other things, the likelihood of adverse taxation consequences for the Company. Upon expiry of the loan to the Participant, they will have the choice of either repaying the loan in full or selling the Shares. The Board may extend the period of repayment of the loan where it sees fit. Shares acquired using the loans will be subject to a holding lock which will effectively prevent the Shares from being transferred unless the loan is either repaid or the Shares are sold to enable the loan to be repaid. The loans will also be of limited recourse in that the total amount under the loan that the participant will be liable for, including any interest, will be no greater than the value of the Shares acquired under the loan. That is, in the event the Shares obtained under the loan are sold for an amount less than the amount of the loan, the participant will only be required to repay the loan, including any interest, to the amount of the sale proceeds (in proportion to the number of Shares sold). The Company will have no other recourse against the participant in respect of the balance of the loan and any interest not met by the sale proceeds. In the event that the Shares obtained under the loan are sold for an amount greater than the amount of the loan, the Participant would be entitled to any excess of the sale proceeds over the outstanding amount of the loan (in proportion to the number of Shares sold). The Board may only approve a loan to a Participant if they remain a Participant at the time the application for a loan is made, and if the market value of the Shares underlying the Options proposed to be exercised is greater than the aggregate exercise price payable by the Participant in respect of those Options. The provision of any loan is subject to applicable law including without limitation compliance with Chapter 2E of the Corporations Act.
- (h) **Restriction Periods:** A Share issued on exercise of an Option may be made subject to a restriction period as determined by the Board in with the ESOP and as specified in the Offer for the Option.
- (i) **Change of Control:** All vested Options must be exercised within 30 days of a change of control. Where vesting conditions apply, all unvested Options will vest unless the Board determines otherwise.
- (j) **Lapse of Options:** Subject to this ESOP, a Participant's unexercised Option will lapse immediately and all rights in respect of that Option will be lost if, in respect of the Option:
- (i) the relevant person ceases to be an employee (permanent or otherwise) of the Company, director of the Company or ceases to provide services to the Company for any reason (including without limitation resignation or termination for cause) unless the reason is due to death, total and permanent disability or redundancy and:
 - (A) any vesting conditions have not been met by the date the relevant person ceases to be a Participant (**Ceasing Date**); or
 - (B) where any vesting conditions have been met by the Ceasing Date or the Option is not subject to any exercise conditions, the Participant does not exercise the Option within a period of three months after the Ceasing Date (or a further date as determined by the Board after the Ceasing Date);
 - (ii) any vesting conditions are unable to be met; or
 - (iii) the expiry date for the Options has passed,
- whichever is earlier.

- (k) **Power of attorney:** Each Participant, in consideration of an offer, irrevocably appoints the Company and any person nominated from time to time by the Company (each an "attorney"), severally, as the Participant's attorney to complete and execute any documents including applications for Shares and Share transfers and to do all acts or things on behalf of and in the name of the Participant which may be convenient or necessary for the purpose of giving effect to the provisions of the ESOP.
- (m) **Restriction on transfer:** Options will not be transferable except to the extent provided for by the ESOP or unless the Offer provides otherwise.
- (n) **Quotation on ASX:** Options will not be quoted on the ASX, except to the extent provided for by the ESOP or unless the Offer provides otherwise.
- (o) **Rights attaching to Shares:** Each Share issued on exercise of an Option will have the same terms and conditions as the Company's issued Shares (other than in respect of transfer restrictions imposed by the ESOP) and it will rank equally with all other issued Shares from the issue date except for entitlements which have a record date before the issue date.

**ANNEXURE C
CONSTITUTION AMENDMENTS**

References in this Annexure to amendments to clauses are to amendments proposed to the constitution of the Company and to clauses of the constitution of the Company:

Add new clause 31(4) as follows:

A general meeting (which includes an annual general meeting) is permitted to be held:

- (a) at one physical location; or*
- (b) at one or more physical locations using virtual meeting technology; or*
- (c) using virtually meeting technology only without the need for a physical location.*

Replace clause 32(4)(a) in full with the following:

Specify the date, time and, unless the meeting is to be held solely by audio/visual or other electronic means where able and/or permitted by law to be so held, the place of the meeting (and if the meeting is to be held in two (2) or more places or is to be held solely by audio, video and/or other communications technology, the technology that will be used to facilitate this);

Add the following text to the end of clause 35(1):

A Member may be present in person, by proxy, by attorney or by Representative. A Member or their proxy, attorney or Representative participating in the meeting solely by audio, video and/or other communications technology is (if the meeting is able and/or permitted by law to be so held) treated as being present for all purposes including determining that a quorum is present.

In clause 38(2), replace “from the initial meeting” after “venue” and before “.” with the following:

(or if able and/or permitted by law to be so held, solely by audio, video and/or other communications technology without requiring a physical venue), and/or by use of different technology from the initial meeting and/or at a venue instead of by communications technology

Replace clause 39 in full with the following:

39. DECISIONS

- (1) Subject to the Act in relation to Special Resolutions, a resolution is carried if a majority of the votes cast on the resolution are in favour of the resolution.*
- (2) A resolution, other than a procedural resolution which shall include the election of a Chairperson, put to the vote of a meeting is decided by a poll in accordance with the Act unless otherwise determined by the Chairperson.*
- (3) Notwithstanding Article 39(2), a poll may be demanded at the times and in the circumstances permitted by the Act. The demand for a poll may be withdrawn.*
- (4) If a resolution is determined by a show of hands:
 - (a) a declaration by the Chairperson that a resolution has been carried, carried by a specified majority, or not passed; and*
 - (b) an entry to that effect in the minutes of the meeting,**is conclusive evidence of the fact without proof of the number or proportion of the votes in favour of or against the resolution.**
- (6) A decision of a general meeting may not be impeached or invalidated on the ground that a person voting at the meeting was not entitled to do so.*

Replace clause 40(4) with the following:

A poll cannot be demanded on any procedural resolution, including a resolution concerning the election of the Chairperson of a meeting.

Add new clause 48(5) as follows:

A proxy vote which the Listing Rules (during the Listed Period) or the Act require the Company to disregard is not valid.



Nova Minerals Limited
ACN 006 690 348

LODGE YOUR VOTE


 **ONLINE**
<https://investorcentre.linkgroup.com>

 **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
Level 12, 680 George Street, Sydney NSW 2000

*During business hours Monday to Friday

 **ALL ENQUIRIES TO**
Telephone: 1300 554 474 Overseas: +61 1300 554 474


LODGEMENT OF 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 (Melbourne time) on Sunday, 27 November 2022**, 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**
<https://investorcentre.linkgroup.com>

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 <https://investorcentre.linkgroup.com> 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 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:

STEP 1

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. An email will be sent to your appointed proxy with details on how to access the virtual meeting.

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 (Melbourne time) on Tuesday, 29 November 2022** (the Meeting) and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a hybrid meeting and you can participate by logging in online at <https://meetings.linkgroup.com/NVA22> (refer to details in the Virtual Meeting Online Guide) or in person at **The offices of Link Group, Collins Square, Tower Four, Level 13, 727 Collins Street, Melbourne Victoria 3008.**

Important for Resolutions 1, 7 - 10F & 11: 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, 7 - 10F & 11, 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.

STEP 2

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 Non-binding Resolution - Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10a Approval to Issue Options – Louie Simens	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-Election of Louie Simens as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10b Approval to Issue Options – Christopher Gerteisen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of Craig Bentley as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10c Approval to Issue Options – Avi Geller	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Election of Rodrigo Pasqua as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10d Approval to Issue Options – Craig Bentley	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Election of Anna Ladd-Kruger as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10e Approval to Issue Options – Rodrigo Pasqua	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10f Approval to Issue Options – Anna Ladd-Kruger	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Approval to Issue Options – Craig Bentley	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11 Increase of Non-Executive Director Remuneration Pool	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Approval to Issue Options – Rodrigo Pasqua	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12 Amendment to Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 Approval to Issue Options – Anna Ladd-Kruger	<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 show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3

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).

NVE PRX2201N



Virtual Meeting Online Guide

Before you begin

Ensure your browser is compatible. Check your current browser by going to the website: **whatismybrowser.com**

Supported browsers are:

- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 & OS X v10.10 and after
- Internet Explorer – 11 and up
- Microsoft Edge – 92.0 and after

To attend and vote you must have your securityholder number and postcode.

Appointed Proxy: Your proxy number will be provided by Link before the meeting.

Please make sure you have this information before proceeding.

Virtual Meeting Online Guide

Step 1

Open your web browser and go to <https://meetings.linkgroup.com/NVA2022>

Step 2

Log in to the portal using your full name, mobile number, email address, and participant type.

Please read and accept the terms and conditions before clicking on the blue **'Register and Watch Meeting'** button.

- On the left – a live webcast of the Meeting starts automatically once the meeting has commenced. If the webcast does not start automatically please press the play button and ensure the audio on your computer or device is turned on.
- On the right – the presentation slides that will be addressed during the Meeting
- At the bottom – buttons for 'Get a Voting Card', 'Ask a Question' and a list of company documents to download

Note: If you close your browser, your session will expire and you will need to re-register. If using the same email address, you can request a link to be emailed to you to log back in.

1. Get a Voting Card

To register to vote – click on the 'Get a Voting Card' button.

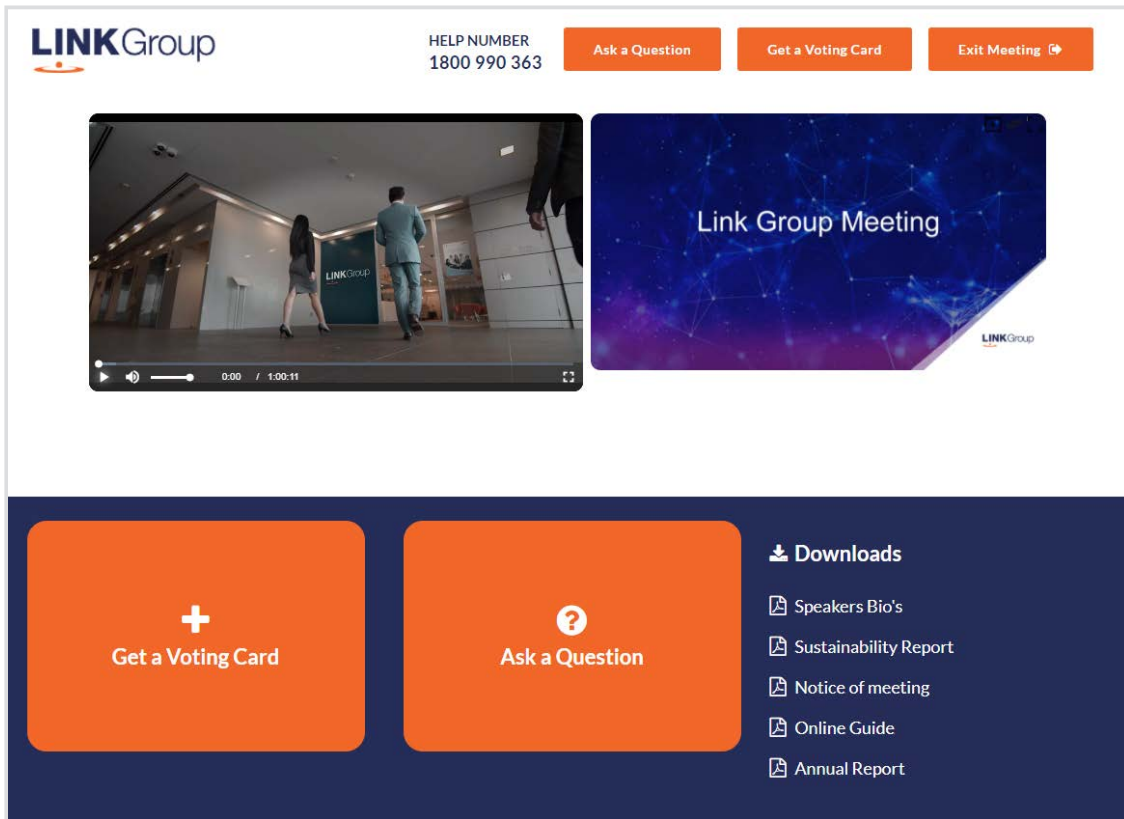
This will bring up a box which looks like this.

If you are an individual or joint securityholder you will need to register and provide validation by entering your securityholder number and postcode.

If you are an appointed Proxy, please enter the Proxy Number issued by Link in the PROXY DETAILS section. Then click the **'SUBMIT DETAILS AND VOTE'** button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by securityholders at the Meeting (as set out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to view all resolutions.

Securityholders and proxies can either submit a Full Vote or Partial Vote.



Full Votes

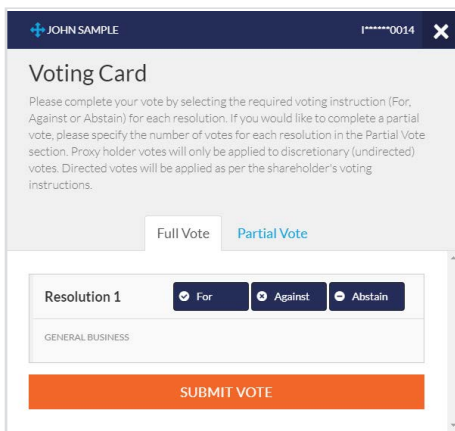
To submit a full vote on a resolution ensure you are in the **'Full Vote'** tab. Place your vote by clicking on the **'For'**, **'Against'**, or **'Abstain'** voting buttons.

Partial Votes

To submit a partial vote on a resolution ensure you are in the **'Partial Vote'** tab. You can enter the number of votes (for any or all) resolution/s. The total amount of votes that you are entitled to vote for will be listed under each resolution. When you enter the number of votes it will automatically tally how many votes you have left.

Note: If you are submitting a partial vote and do not use all of your entitled votes, the un-voted portion will be submitted as No Instruction and therefore will not be counted.

Once you have finished voting on the resolutions scroll down to the bottom of the box and click on the **'Submit Vote'** or **'Submit Partial Vote'** button.



Note: You can close your voting card without submitting your vote at any time while voting remains open. Any votes you have already made will be saved for the next time you open up the voting card. The voting card will appear on the bottom left corner of the webpage. The message **'Not yet submitted'** will appear at the bottom of the page.

You can edit your voting card at any point while voting is open by clicking on **'Edit Card'**. This will reopen the voting card with any previous votes made.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time. Please make any changes and submit your voting cards.

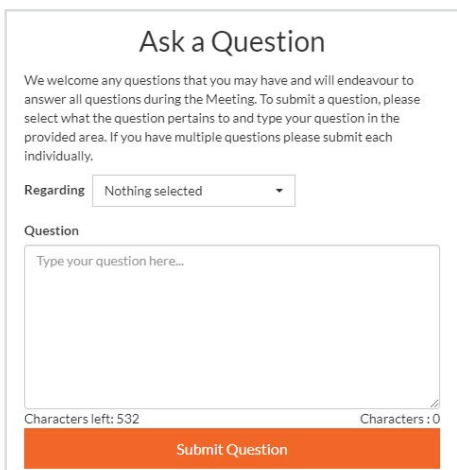
Once voting has been closed all submitted voting cards cannot be changed.

2. How to ask a question

Note: Only verified Securityholders, Proxyholders and Company Representatives are eligible to ask questions.

If you have yet to obtain a voting card, you will be prompted to enter your securityholder number or proxy details before you can ask a question. To ask a question, click on the 'Ask a Question' button either at the top or bottom of the webpage.

The 'Ask a Question' box will then pop up with two sections for completion.



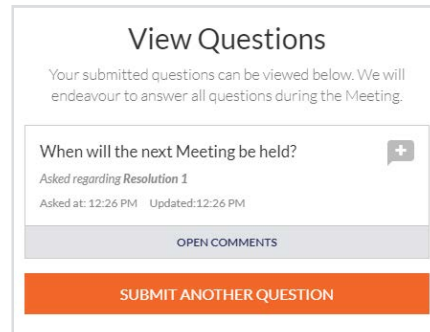
In the 'Regarding' section click on the drop down arrow and select the category/resolution for your question.

Click in the 'Question' section and type your question and click on 'Submit'.

A 'View Questions' box will appear where you can view your questions at any point. Only you can see the questions you have asked.

If your question has been answered and you would like to exercise your right of reply, you can submit another question.

Note that not all questions are guaranteed to be answered during the Meeting, but we will do our best to address your concerns.



3. Downloads

View relevant documentation in the Downloads section.

4. Voting closing

Voting will end 5 minutes after the close of the Meeting.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide screens advising the remaining voting time. If you have not submitted your vote, you should do so now.

5. Phone Participation

What you will need

- a) Land line or mobile phone
- b) The name and securityholder number of your holding/s
- c) To obtain your unique PIN, please contact Link Market Services on +61 1800 990 363

Joining the Meeting via Phone

Step 1

From your land line or mobile device,
call: 1800 941 125 (within Australia)
+61 2 9189 8865 (International)

Step 2

You will be greeted with a welcome message and provided with instructions on how to participate in the Meeting. Please listen to the instructions carefully.

At the end of the welcome message you will be asked to provide your PIN by the moderator. This will verify you as a securityholder and allow you to ask a question on the resolutions at the Meeting.

Step 3

Once the moderator has verified your details you will be placed into a waiting room where you will hear music playing.

Note: If your holding cannot be verified by the moderator, you will attend the Meeting as a visitor and will not be able to ask a question.

Step 4

At the commencement of the Meeting, you will be admitted to the Meeting where you will be able to listen to proceedings.

Asking a Question

Step 1

When the Chairman calls for questions or comments on each item of business, **press *1** on your keypad for the item of business that your questions or comments relates to. If at any time you no longer wish to ask a question or make a comment, you can lower your hand by **pressing *2** on your keypad.

Step 2

When it is time to ask your question or make your comment, the moderator will introduce you to the meeting. Your line will be unmuted and you will be prompted to speak. If you have also joined the Meeting online, please mute your laptop, desktop, tablet or mobile device before you speak to avoid technical difficulties for you and other shareholders.

Step 3

Your line will be muted once your question or comment has been asked / responded to

Contact us

Australia

T +61 1800 990 363

E info@linkmarketservices.com.au