
Cleansing Statement

Notice Pursuant to Section 708A(5)(e) of the Corporations Act

Nova Minerals Limited (Nova or the **Company**) (ASX: NVA, OTC: NVAAF, FSE: QM3) advises that it has issued 392,858 fully paid shares ("**Shares**") at an issue price of \$0.70 as part of the A\$20 million Share Placement by way of a placement to institutional, sophisticated and professional investors as outlined in the Company's ASX Announcement dated 21 November 2022 ("**Placement**").

As part of the Placement the Company will issue 1 unquoted option for every 2 Shares issued ("**Options**"). The Options are exercisable at \$1.10 and expire on 30 November 2024. The Company advises that 177,033 Options have been issued today. The terms of the Options are set out in **Appendix A**.

Secondary Trading Exemption:

The Act restricts the on-sale of securities issued without disclosure, unless the sale is exempt under Section 708 or 708A. By the Company giving this notice, a sale of the Securities noted above will fall within the exemption in section 708A(5) of the Act.

The Company hereby notifies the ASX under paragraph 708(A)(5)(e) of the Act that:

- (a) The Company issued the Securities without disclosure to investors under Part 6D.2 of the Act;
- (b) As at the date of this notice the Company has complied with:
 - the provisions of Chapter 2M of the Corporations Act, as they apply to the Company; and
 - Section 674 of the Corporation Act.
- (c) As at the date of this notice there is no 'excluded information' (within the meaning of sections 708A(7) and 708A(8) of the Corporations Act) required to be disclosed under section 708A(6)(e) of the Corporations Act.:
 - a. that has been excluded from a continuous disclosure notice in accordance with the Listing Rules;
 - b. the Company advised the assay laboratories on 2 November 2022 not to forward any drilling results until the Company lodges the second cleansing statement on or around 29 November 2022. The Company can confirm that all results that have been received since this date have been announced to the market (*ASX Announcement 21 December 2022*); and
 - c. that investors and their professional advisors would reasonably require for the purpose of making an informed assessment of:
 - i. The assets and liabilities, financial position and performance, profits and losses and prospects of the Company; or
 - ii. The rights and liabilities attaching to the Securities.

to the extent to which it is reasonable for investors and their professional advisers to expect to find the information in a disclosure document.



An Appendix 2A in relation to the quotation of the Shares and an Appendix 3G in relation to the issue of unquoted options will be lodged separately today.

For further information regarding Nova Minerals Limited please visit the Company's website

www.novaminerals.com.au

This announcement has been authorized for release by the Board of Directors.

Christopher Gerteisen
CEO and Executive Director
E: info@novaminerals.com.au

Ian Pamensky
Company Secretary
E: info@novaminerals.com.au

About Nova Minerals

Nova Minerals Limited (ASX: NVA) vision is developing North America's next major gold trend, Estelle, to become a world-class, tier-one, global gold producer. With decades of opportunity, of potentially multiple mines across a single project, Nova's flagship Estelle Gold Trend is a 35km long mineralized corridor of over 20 identified gold prospects, including two already defined multi-million ounce resources containing a combined 9.6 Moz Au. The project is situated in Alaska's prolific Tintina Gold Belt, a province which hosts a 220 million ounce (Moz) documented gold endowment and some of the world's largest gold mines and discoveries including Victoria Gold's Eagle Mine and Kinross Gold Corporation's Fort Knox Gold Mine.

Additionally, Nova holds a substantial interest in NASDAQ-listed lithium explorer Snow Lake Resources Ltd (NASDAQ: LITM) and a holding in Asra Minerals Limited (ASX: ASR), a gold and rare earths exploration company based in Western Australia, and a 9.9% interest in privately owned RotorX Aircraft manufacturing (www.rotorxaircraft.com/evtol/) who are seeking to list in the USA in the near future.





APPENDIX A

TERMS OF UNQUOTED OPTIONS

The Unquoted attaching options have the following terms:

- (a) Each Option entitles the holder to acquire one fully paid ordinary share (**Share**) in the capital of the Company.
- (b) The exercise price is \$1.10 (**Exercise Price**) per Option.
- (c) Each Option is exercisable at any time prior to 5:00pm Melbourne time on 30 November 2024 (**Expiry Date**).
- (d) Options may be exercised by providing written notice together with payment for the number of Shares in respect of which Options are exercised to the registered office of the Company.
- (e) Any Option that has not been exercised prior to the Expiry Date or cancelled in accordance with these terms shall automatically lapse.
- (f) 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.
- (g) Subject to compliance with applicable laws, Options are freely transferrable.
- (h) The Exercise Price is payable in full upon exercise of Options.
- (i) 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.
- (j) All Shares issued upon exercise of Options will rank pari passu in all respect with, and have the same terms as, the Company's then issued fully paid ordinary shares. The Company will apply for official quotation by ASX of all Shares issued upon exercise of Options, subject to any restriction obligations imposed by ASX and the Company being listed on ASX at the relevant time. The Options will not give any right to participate in dividends until shares are issued pursuant to the terms of the relevant Options.
- (k) There are no participation rights or entitlements inherent in the Options. Option holders are not entitled to participate in new issues of securities offers to shareholders without first exercising the Option. Prior to the Expiry Date and if required by the ASX Listing Rules, the Company will send notices to option holders in accordance with the time limits required by the ASX Listing Rules in respect of offers of securities made to shareholders.
- (l) In the event of any reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company prior to the Expiry Date, the number of Options or the exercise price of the Options or both shall be reconstructed in accordance with the ASX Listing Rules applying to a reorganisation of capital at the time of the reconstruction.
- (m) Options will otherwise have the terms as required by ASX and the ASX Listing Rules.