



Announcement Summary

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**Entity name**

NOVA MINERALS LIMITED

**Announcement Type**

New announcement

**Date of this announcement**

24/7/2024

**The Proposed issue is:**

A placement or other type of issue

**Total number of +securities proposed to be issued for a placement or other type of issue**

<b>ASX +security code</b>	<b>+Security description</b>	<b>Maximum Number of +securities to be issued</b>
New class-code to be confirmed	Unquoted warrants exercisable for Nasdaq listed American Depositary Shares (ADSs)	31,350,000
NVA	ORDINARY FULLY PAID	31,350,000

**Proposed +issue date**

24/7/2024

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

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**1.1 Name of +Entity**

NOVA MINERALS LIMITED

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

**1.2 Registered Number Type**

ABN

**Registration Number**

84006690348

**1.3 ASX issuer code**

NVA

**1.4 The announcement is**

New announcement

**1.5 Date of this announcement**

24/7/2024

**1.6 The Proposed issue is:**

A placement or other type of issue



Part 7 - Details of proposed placement or other issue

Part 7A - Conditions

**7A.1 Do any external approvals need to be obtained or other conditions satisfied before the placement or other type of issue can proceed on an unconditional basis?**

No

Part 7B - Issue details

**Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?**

Existing class

**Will the proposed issue of this +security include an offer of attaching +securities?**

Yes

Details of +securities proposed to be issued

**ASX +security code and description**

NVA : ORDINARY FULLY PAID

**Number of +securities proposed to be issued**

31,350,000

**Offer price details**

**Are the +securities proposed to be issued being issued for a cash consideration?**

Yes

**In what currency is the cash consideration being paid?**

AUD - Australian Dollar

**What is the issue price per +security?**

AUD 0.17200

**Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?**

Yes

Attaching +Security

**Is the proposed attaching security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional +securities in a class that is already quoted or recorded by ASX)?**

New class



Attaching +Security - New class (+securities in a class that is not yet quoted or recorded by ASX)

**Details of attaching +securities proposed to be issued**

**ISIN Code (if Issuer is a foreign company and +securities do not have +CDIs issued over them)**

**Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?**  
No

**Will the entity be seeking quotation of the 'new' class of +securities on ASX?**  
No

**ASX +security code**

New class-code to be confirmed

**+Security description**

Unquoted warrants exercisable for Nasdaq listed American Depository Shares (ADSs)

**+Security type**

Options

**Number of +securities proposed to be issued**

31,350,000

**Offer price details**

**Are the +securities proposed to be issued being issued for a cash consideration?**

Yes

**In what currency is the cash consideration being paid?**

AUD - Australian Dollar

**What is the issue price per +security?**

AUD 0.18060

**Will all the +securities issued in this class rank equally in all respects from their issue date?**

Yes

Options details

**+Security currency**

AUD - Australian Dollar

**Exercise price**

AUD 0.1806

**Expiry date**

25/7/2029

**Details of the type of +security that will be issued if the option is exercised**

NVA : ORDINARY FULLY PAID

**Number of securities that will be issued if the option is exercised**

31350000

**Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.**

Refer to ASX Announcement on 24 July 2024

As stated in the Prospectus filed with the SEC at [www.sec.gov](http://www.sec.gov)

To view the filing, navigate to <https://www.sec.gov/edgar/searchedgar/companysearch.html> and type in the ticker "Nova" in the 'Company and Person Lookup' search bar.



Part 7C - Timetable

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**7C.1 Proposed +issue date**

24/7/2024

Part 7D - Listing Rule requirements

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**7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?**

Yes

**7D.1a Date of meeting or proposed meeting to approve the issue under listing rule 7.1**

31/5/2024

**7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?**

No

**7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?**

No

**7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?**

No

Part 7E - Fees and expenses

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**7E.1 Will there be a lead manager or broker to the proposed issue?**

Yes

**7E.1a Who is the lead manager/broker?**

ThinkEquity LLC

**7E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?**

The Company will pay ThinkEquity an underwriting discount or spread of 7.5% of the public offering price. ThinkEquity will also be entitled to a non-accountable expense allowance equal to 1% of the public offering price.

**7E.2 Is the proposed issue to be underwritten?**

Yes

**7E.2a Who are the underwriter(s)?**

ThinkEquity LLC, is the representative for the several underwriters of this offering, or the representative.

**7E.2b What is the extent of the underwriting (ie the amount or proportion of the proposed issue that is underwritten)?**

See 7E.2c below - Fully Underwritten

**7E.2c What fee, commission or other consideration is payable to them for acting as underwriter(s)?**

ThinkEquity will also be entitled to a non-accountable expense allowance equal to 1% of the public offering price. (See 7E.1b above).

As additional compensation for ThinkEquity's services, the Company shall issue to ThinkEquity or its designees the Closing warrants (the "Underwriter's Warrants") to purchase that number of ADSs equal to 5% of the aggregate number of Shares sold in the Offering.

**7E.2d Please provide a summary of the significant events that could lead to the underwriting being terminated.**

(i) Any domestic or international event has materially disrupted general securities markets in the US or Australia; (ii) trading on any Trading Market has been suspended or materially limited; (iii) the US or Australia has become involved in a



new war or an increase in major hostilities; (iv) a banking moratorium has been declared by a NY State, US, federal or Australian authority; (v) a moratorium on foreign exchange trading has been declared which materially adversely impacts the US or Australian securities markets; (vi) material loss by fire, flood, accident, hurricane, earthquake, theft, sabotage or other calamity or malicious act; (vii) the Company is in material breach of any of its representations, warranties or covenants; (viii) a material adverse change in the conditions or prospects of the Company, or general market conditions; or (ix) the ADSs fail to open for trading on the Exchange by the end of regular trading hours on the first trading date following the date hereof.

**7E.3 Is a party referred to in listing rule 10.11 underwriting or sub-underwriting the proposed issue?**

No

**7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue**

Part 7F - Further Information

**7F.01 The purpose(s) for which the entity is issuing the securities**

Nova plans to use the net proceeds of this offering for resource and exploration field programs, including drilling and exploration, feasibility studies, and general working capital.

**7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?**

No

**7F.2 Any other information the entity wishes to provide about the proposed issue**

For further details regarding the company's initial public offering on the Nasdaq Capital Market, refer to the announcement released on the ASX platform on 24 July 2024.

Attaching options (warrants) to be issued using the Company's Listing Rule 7.1 Capacity. Warrants to be exercised at US\$7.266 (1:60) - Equivalent to AUD\$0.1806. Unquoted warrants exercisable for Nasdaq listed American Depositary Shares (ADSs).

**7F.3 Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:**

The publication of a cleansing notice under section 708A(5), 708AA(2)(f), 1012DA(5) or 1012DAA(2)(f)