



Announcement Summary

Entity name

NOVA MINERALS LIMITED

Announcement Type

New announcement

Date of this announcement

20/9/2024

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

ASX +security code	+Security description	Maximum Number of +securities to be issued
New class-code to be confirmed	Unquoted Underwriter warrants exercisable for Nasdaq listed American Depositary Shares (ADSs)	1,419,000

Proposed +issue date

25/9/2024

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

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

ACN

Registration Number

006690348

1.3 ASX issuer code

NVA

1.4 The announcement is

New announcement

1.5 Date of this announcement

20/9/2024

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?

Yes

7A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
+Security holder approval	14/11/2024	Estimated	No

Comments

The Exercise Price of the Underwriter Options is to be determined. The exercise price is based on the final price for the US Offering announced to the ASX on 20 September 2024.

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)?

New class

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

No

Details of +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 Underwriter warrants exercisable for Nasdaq listed American Depositary Shares (ADSs)

+Security type

Options

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

1,419,000

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

No

Please describe the consideration being provided for the +securities

Underwriter Options (Warrants)

Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities

132,369.000000

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

Yes

Options details

+Security currency	Exercise price	Expiry date
USD - US Dollar	USD 9.7950	25/3/2029

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

1419000

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.<https://www.asx.com.au/asx/statistics/displayAnnouncement.do?display=pdf&idsId=02856080>As stated in the Registration Statement (Form F-1) filed with the SEC at www.sec.govTo 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.<https://www.sec.gov/ix?doc=/Archives/edgar/data/1852551/000149315224037137/formf-1.htm>

Part 7C - Timetable

7C.1 Proposed +issue date

25/9/2024

Part 7D - Listing Rule requirements

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

14/11/2024

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

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

Yes

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

ThinEquity LLC and/ or representatives - This is for the US Offering

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 7.0% 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?

No

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

NOTE - Exercise Price will be 150% of the issue price of shares issued under the Offering (assumed US\$6.53*150% for the Appendix 3B)
It is proposed in the Form F-1 filed with the SEC that an Underwriting Agreement will be signed. This is to be confirmed.

Part 7F - Further Information

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

Refer to the ASX Announcement on 20 September 2024

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

Underwriter warrants (Options) - The exercise price per warrant in the USA is 150% of the Offering (ADS-to-ordinary-share ratio of 1 to 60).
It is proposed that the Offering will be underwritten. Details to be confirmed - refer to Form F-1 lodged with the SEC - <https://www.sec.gov/ix?doc=/Archives/edgar/data/1852551/000149315224037137/formf-1.htm>