



Announcement Summary

Entity name

NOVA MINERALS LIMITED

Announcement Type

New announcement

Date of this announcement

12/12/2024

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	Convertible Loan Note	1

Proposed +issue date

11/12/2024

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

ABN

Registration Number

84006690348

1.3 ASX issuer code

NVA

1.4 The announcement is

New announcement

1.5 Date of this announcement

12/12/2024

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	Actual	Yes

Comments

Issue of Convertible Loan Note to Nebari (Note) approved at AGM on 14 November 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

Convertible Loan Note

+Security type

+Convertible debt securities

Number of +securities proposed to be issued

1

**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

US\$5,000,000 Loan Facility plus accrued/ capitalised interest. The total Loan capitalised is US\$5,420,933.7 (A\$8,408,459.36). The total loan amount is as at the date of this Appendix 3B. The loan amount was received by Nova in November 2022 pursuant to the Nebari loan facility. No further funds are to be received by Nova in connection with the issue of the Note.

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

8,408,459.360000

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

Yes

+Convertible debt securities details**These securities are:**

Convertible

Type of security

Convertible note or bond

+Security currency

AUD - Australian Dollar

Face value

AUD 8,408,459.3600

Interest rate type

Zero coupon/no interest

Frequency of coupon/interest payments per year

No coupon/interest payments

s128F of the Income Tax Assessment Act status applicable to the +security

Not applicable

Is the +security perpetual (ie. no maturity date)?

No

Maturity date

29/11/2026

Select other features applicable to the +security

None of the above

Is there a first trigger date on which a right of conversion, redemption, call or put can be exercised (whichever is first)?

No

**Details of the type of +security that will be issued if the securities are converted, transformed or exchanged**

NVA : ORDINARY FULLY PAID

Number of +securities that will be issued if the +securities are converted, transformed or exchanged (including, if applicable, any interest)

33633838

Refer Comments detailed below.

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.

Changes announced on 20 September 2024 - <https://announcements.asx.com.au/asxpdf/20240920/pdf/06835tpcn6lmmm.pdf>

The Note is the mechanism to provide for the issue of securities under the Nebari loan facility. Refer to pages 24 to 27 of the notice of 2024 AGM released to ASX on 14 October 2024 - <https://www.asx.com.au/asx/v2/statistics/displayAnnouncement.do?display=pdf&idsId=02867371>

The Note is the mechanism for the issue of securities (shares and options) under the Nebari loan facility, if any. Refer to pages 24 to 27 of the notice of 2024 AGM released to ASX on 14 October 2024 for the method by which the number and type of securities will be calculated, which is dependent upon the conversion event in respect of the Nebari loan facility. The only securities to be issued on conversion of the Note will be the securities issuable on repayment of the Nebari loan facility (if any) under the agreement between Nova and Nebari.

Part 7C - Timetable**7C.1 Proposed +issue date**

11/12/2024

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?**

No



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

N/A

Part 7F - Further Information

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

The Note is the mechanism for issuance of securities under the Nebari loan facility. Refer to pages 24 to 27 of the notice of the 2024 AGM released to ASX on 14 October 2024 - Refer to Link in 7F.2 below.

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

<https://www.asx.com.au/asx/v2/statistics/displayAnnouncement.do?display=pdf&idsId=02867371>