

## **NOVO RESOURCES CORP.**

1100 – 1199 West Hastings Street  
Vancouver, BC, Canada V6E 3T5  
Telephone: +1-416-543-3120  
Fax: +1-604-632-4440

### **NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting (the “**Meeting**”) of the shareholders of Novo Resources Corp. (the “**Company**”) will be held at Level 3, 46 Ventnor Avenue, West Perth, Western Australia 6005 and virtually through the platform of AGM Connect <http://agmconnect.com/novo2024>, on Wednesday, June 26, 2024 at 8:00 a.m. (Australian Western Standard Time), being Tuesday, June 25, 2024 at 5:00 p.m. (Pacific Daylight Time), for the following purposes:

1. to receive the consolidated financial statements of the Company for the financial year ended December 31, 2023, together with the auditor’s report thereon;
2. to set the number of directors at four;
3. to elect directors for the ensuing year;
4. to appoint the auditor for the Company and to authorize the directors to fix the auditor’s remuneration;
5. to approve the Company’s amended and restated stock option and stock bonus plan (the “**Plan**”) and all unallocated options, rights and other entitlements under the Plan, as described in the Company’s information circular dated May 10, 2024; and
6. to transact such other business as may properly come before the Meeting and any adjournments thereof.

**A shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote in their stead. If you are unable to attend the Meeting in person, please read the notes to the accompanying instrument of proxy or voting instruction form and then complete and return it within the time set out in the notes. The enclosed instrument of proxy is solicited by management but you may amend it, if you so desire, by striking out the names listed therein and inserting in the space provided the name of the person you wish to represent you at the Meeting.**

**Holders of CHES Depositary Interests should refer to the information circular for the Meeting for further instructions on how to vote their underlying shares.**

**DATED** the 10<sup>th</sup> day of May, 2024.

#### **BY ORDER OF THE BOARD**

*“Michael Spreadborough”*

**Michael Spreadborough**  
**Executive Co-Chairman, Acting CEO & Director**

# NOVO RESOURCES CORP.

(the "Company")

## FORM OF PROXY

Annual General Meeting to be held at Level 3, 46 Ventnor Avenue, West Perth, Western Australia 6005, Perth, Australia on Wednesday, June 26, 2024 at 8:00 a.m. (Australian Western Standard Time), being Tuesday, June 25, 2024 at 5:00 p.m. (Pacific Daylight Time) (the "Meeting")

Proxies must be received by **5:00 p.m. (PDT)** on **June 21, 2024**

VOTING METHOD	
INTERNET	Go to <a href="https://css.olympiustrust.com/pxlogin">https://css.olympiustrust.com/pxlogin</a> and enter the 12-digit control number shown on reverse.
EMAIL	proxy@olympiustrust.com
FACSIMILE	(403) 668-8307
MAIL	Olympia Trust Company PO Box 128, STN M Calgary, AB T2P 2H6 Attn: Proxy Dept.

The undersigned hereby appoints **Michael Spreadborough**, or failing him, **Elza van der Walt** (the "Management Nominees"), or instead of either of them, the following appointee:

*Please print appointee name*

as proxyholder on behalf of the undersigned with the power of substitution to attend, act and vote for and on behalf of the undersigned in respect of all matters that may properly come before the Meeting and at any adjournment(s) or postponement(s) thereof, in accordance with voting instructions, if any, provided below.

### - SEE VOTING GUIDELINES ON REVERSE -

RESOLUTIONS – MANAGEMENT VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED** TEXT

<b>1. Number of Directors</b>	<b>FOR</b>	<b>AGAINST</b>
To set the number of directors to be elected at the Meeting at four (4)	<input type="checkbox"/>	<input type="checkbox"/>
<b>2. Election of Directors</b>	<b>FOR</b>	<b>WITHHOLD</b>
a) Quinton Hennigh	<input type="checkbox"/>	<input type="checkbox"/>
b) Greg Jones	<input type="checkbox"/>	<input type="checkbox"/>
c) Karen O'Neill	<input type="checkbox"/>	<input type="checkbox"/>
d) Michael Spreadborough	<input type="checkbox"/>	<input type="checkbox"/>
<b>3. Appointment of Auditors</b>	<b>FOR</b>	<b>WITHHOLD</b>
Appointment of Deloitte Touche Tohmatsu as auditor of the Company for the ensuing year and authorizing the directors to fix their remuneration	<input type="checkbox"/>	<input type="checkbox"/>
<b>4. Approval of Stock Option &amp; Stock Bonus Plan</b>	<b>FOR</b>	<b>AGAINST</b>
To approve the Company's stock option and stock bonus plan (the "Plan"), and all unallocated options, rights and other entitlements under the Plan, as described in the Company's information circular dated May 10, 2024	<input type="checkbox"/>	<input type="checkbox"/>
<b>5. Other Business</b>	<b>FOR</b>	<b>AGAINST</b>
To transact such other business as may properly come before the Meeting and any adjournments thereof	<input type="checkbox"/>	<input type="checkbox"/>

This proxy revokes and supersedes all earlier dated proxies and **MUST BE SIGNED**

*PLEASE PRINT NAME*

*Signature of registered owner(s)*

*Date (MM/DD/YYYY)*

#### Request for Financial Statements

In accordance with securities regulations, security holders may elect to receive Annual Financial Statements, Interim Financial Statements and MD&As.

**Instead of receiving the financial statements by mail, you may choose to view these documents on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).**

**I am currently a security holder of the Company and as such request the following:**

**Interim Financial Statements with MD&A** – Check the box to the right if you would like to **RECEIVE** interim financial statements and accompanying Management's Discussion & Analysis by mail.

☐

**Annual Financial Statements with MD&A** – Check the box to the right if you would like to **RECEIVE** the Annual Financial Statements and accompanying Management's Discussion and Analysis by mail.

☐



## Proxy Voting – Guidelines and Conditions

1. **THIS PROXY IS SOLICITED BY MANAGEMENT OF THE COMPANY.**
2. **THIS PROXY SHOULD BE READ IN CONJUNCTION WITH THE MEETING MATERIALS PRIOR TO VOTING.**
3. If you appoint the Management Nominees to vote your securities, they will vote in accordance with your instructions or, if no instructions are given, in accordance with the Management Voting Recommendations highlighted for each Resolution on the reverse. If you appoint someone else to vote your securities, they will also vote in accordance with your instructions or, if no instructions are given, as they in their discretion choose.
4. Each security holder has the right to appoint a person other than the Management Nominees specified herein to represent them at the Meeting or any adjournment or postponement thereof. Such right may be exercised by inserting in the space labeled "*Please print appointee name*", the name of the person to be appointed, who need not be a security holder of the Company.
5. The proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting or other matters that properly come before the meeting or any adjournment or postponement thereof.
6. To be valid, this proxy should be signed in the exact manner as the name appears on the proxy. If the proxy is not dated, it is deemed to bear the date of its mailing to the security holders of the Company.
7. To be valid, this proxy must be filed using one of the Voting Methods and must be received by Olympia Trust Company before the date noted on the reverse, or in the case of any adjournment or postponement of the Meeting not less than 48 hours (Saturdays, Sundays and holidays excepted) before the time of the adjourned or postponed meeting.
8. Guidelines for proper execution of the proxy are available at [www.stac.ca](http://www.stac.ca). Please refer to the Proxy Protocol.

**NOVO RESOURCES CORP.**  
(the "Company")

**VOTING INSTRUCTION FORM ("VIF")**

Annual General Meeting to be held at Level 3, 46 Ventnor Avenue, West Perth, Western Australia 6005, Perth, Australia on Wednesday, June 26, 2024 at 8:00 a.m. (Australian Western Standard Time), being Tuesday, June 25, 2024 at 5:00 p.m. (Pacific Daylight Time) (the "**Meeting**")

Proxies must be received by **5:00 p.m.** (PDT) on **June 21, 2024**

VOTING METHOD	
<b>INTERNET</b>	Go to <a href="https://css.olympiustrust.com/pxlogin">https://css.olympiustrust.com/pxlogin</a> and enter the 12-digit control number shown on reverse.
<b>EMAIL</b>	proxy@olympiustrust.com
<b>FACSIMILE</b>	(403) 668-8307
<b>MAIL</b>	Olympia Trust Company PO Box 128, STN M Calgary, AB T2P 2H6 Attn: Proxy Dept.

The undersigned hereby appoints **Michael Spreadborough**, or failing him, **Elza van der Walt** (the "**Management Nominees**"), or instead of either of them, the following appointee:

*Please print appointee name*

as appointee on behalf of the undersigned with the power of substitution to attend, act and vote for and on behalf of the undersigned in respect of all matters that may properly come before the Meeting and at any adjournment(s) or postponement(s) thereof, in accordance with voting instructions, if any, provided below.

**- SEE VOTING GUIDELINES ON REVERSE -**

RESOLUTIONS – MANAGEMENT VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED** TEXT

**1. Number of Directors**

To set the number of directors to be elected at the Meeting at four (4)

**FOR**

☐

**AGAINST**

☐

**2. Election of Directors**

- a) Quinton Hennigh
- b) Greg Jones
- c) Karen O'Neill
- d) Michael Spreadborough

**FOR**

☐☐☐☐

**WITHHOLD**

☐☐☐☐

**3. Appointment of Auditors**

Appointment of Deloitte Touche Tohmatsu as auditor of the Company for the ensuing year and authorizing the directors to fix their remuneration

**FOR**

☐

**WITHHOLD**

☐

**4. Approval of Stock Option & Stock Bonus Plan**

To approve the Company's stock option and stock bonus plan (the "**Plan**"), and all unallocated options, rights and other entitlements under the Plan, as described in the Company's information circular dated May 10, 2024

**FOR**

☐

**AGAINST**

☐

**5. Other Business**

To transact such other business as may properly come before the Meeting and any adjournments thereof

**FOR**

☐

**AGAINST**

☐

This proxy revokes and supersedes all earlier dated VIFs and **MUST BE SIGNED**

*PLEASE PRINT NAME*

*Signature of registered owner(s)*

*Date (MM/DD/YYYY)*

**Request for Financial Statements**

In accordance with securities regulations, security holders may elect to receive Annual Financial Statements, Interim Financial Statements and MD&As.

Instead of receiving the financial statements by mail, you may choose to view these documents on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

I am currently a security holder of the Company and as such request the following:

**Interim Financial Statements with MD&A** – Check the box to the right if you would like to **RECEIVE** interim financial statements and accompanying Management's Discussion & Analysis by mail.

☐

**Annual Financial Statements with MD&A** – Check the box to the right if you would like to **RECEIVE** the Annual Financial Statements and accompanying Management's Discussion and Analysis by mail.

☐



## **Voting Instruction Form ("VIF") – Guidelines and Conditions**

- 1. THIS VIF IS SOLICITED BY MANAGEMENT OF THE COMPANY.**
- 2. THIS VIF SHOULD BE READ IN CONJUNCTION WITH THE MEETING MATERIALS PRIOR TO VOTING.**
3. If you appoint the Management Nominees to vote your securities, they will vote in accordance with your instructions or, if no instructions are given, in accordance with the management voting recommendations highlighted for each resolution on the reverse. If you appoint someone else to vote your securities, they will also vote in accordance with your instructions or, if no instructions are given, as they in their discretion choose.
4. Each security holder has the right to appoint a person other than the Management Nominees specified herein to represent them at the Meeting or any adjournment or postponement thereof. Such right may be exercised by inserting in the space labeled "*Please print appointee name*", the name of the person to be appointed, who need not be a security holder of the Company.
5. To be valid, this VIF should be signed in the exact manner as the name appears on the VIF. If the VIF is not dated, it is deemed to bear the date of its mailing to the security holders of the Company.
6. To be valid, this VIF must be filed using one of the voting methods and must be received by Olympia Trust Company before the date noted on the reverse, or in the case of any adjournment or postponement of the Meeting not less than 48 hours (Saturdays, Sundays and holidays excepted) before the time of the adjourned or postponed meeting.
7. Guidelines for proper execution of the VIF are available at [www.stac.ca](http://www.stac.ca). Please refer to the proxy protocol.

# NOVO RESOURCES CORP

(the "Corporation")

## 2024 NI 51-102 Request Form

### TO BENEFICIAL SECURITYHOLDERS

National Instrument 51-102 requires that the Corporation send annually to the beneficial owners of its securities a request form to allow the securityholders to elect to receive a copy of the Corporation's financial statements. If you wish to receive the Corporation's financial statements or other selective securityholder communications, please complete and return this form.

Please note that this card will be mailed each year and beneficial securityholders must return this card each year to remain on the Corporation's distribution list.

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### PLEASE RETURN TO:

#### NOVO RESOURCES CORP

c/o Olympia Trust Company

PO Box 128, STN M

Calgary, AB T2P 2H6

Fax: 403-668-8307

Email: MailListRequests@olympiatrust.com

The undersigned securityholder of the Corporation hereby elects to receive:

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(A) Annual financial statements and MD&A of the Corporation, or

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(B) Interim financial statements and MD&A of the Corporation, or

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(C) Both (A) and (B) as described above.

**NAME:** (Please print)

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**ADDRESS:**

(REQUIRED)

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**SIGNATURE:**

I certify that I am a securityholder of the Corporation

**DATE:**

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The Canadian Securities Administrators recognize that developments in information technology allow companies to disseminate documents to securityholders and investors in a more timely and cost efficient manner than by traditional paper methods. By providing an e-mail address, you will be deemed to be consenting to the electronic delivery to you at such e-mail address of the financial statements and reports, if electronic delivery is allowed by applicable regulatory rules and policies.

**E-MAIL (optional):**

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