



NOVO RESOURCES CORP.

(TSX: NVO; ASX: NVO; OTCQX: NSRPF)

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2024



MANAGEMENT'S DISCUSSION AND ANALYSIS

The following management's discussion and analysis ("**MD&A**") of the results of operations and financial condition of Novo Resources Corp. (the "**Company**" or "**Novo**"), dated as of November 05, 2024, should be read in conjunction with the condensed interim consolidated financial statements of Novo for the nine months ended September 30, 2024 (the "**Q3 Financial Statements**") and accompanying notes thereto. The Q3 Financial Statements are prepared in accordance with IAS 34 Interim Financial Reporting ("**IAS 34**") as issued by the International Accounting Standards Board ("**IASB**"). This MD&A includes the results of the Company's subsidiaries, Novo Resources (USA) Corp., Conglomerate Gold Exploration (B.V.I.) Ltd., Karratha Gold Exploration (B.V.I.) Ltd., Conglomerate Gold Exploration Pty. Ltd., Nullagine Gold Pty. Ltd., Beatons Creek Gold Pty. Ltd., Grant's Hill Gold Pty. Ltd., Karratha Gold Pty. Ltd., Rocklea Gold Pty. Ltd., Meentheena Gold Pty. Ltd., and Farno-McMahon Pty. Ltd.

In this MD&A:

"**Q4 2024**" means the three-month period ending December 31, 2024.

"**Q3 2024**" means the three-month period ended September 30, 2024

"**Q2 2024**" means the three-month period ended June 30, 2024.

"**Q4 2023**" means the three-month period ended December 31, 2023.

"**Q3 2023**" means the three-month period ended September 30, 2023.

All amounts are expressed in Canadian dollars unless otherwise stated. Additional information relating to the Company, including the Company's annual information form for the year ended December 31, 2023, is available under the Company's profile on SEDAR+ at www.sedarplus.ca and on ASX at www.asx.com.au.

Certain non-IFRS financial performance measuresⁱ are included in this MD&A. The Company believes that these measures, in addition to measures prepared in accordance with IFRS, provide readers with an improved ability to evaluate the Company's underlying performance and compare its results to other companies. These measures are intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS. These measures do not have any standardized meaning prescribed under IFRS, and therefore may not be comparable to similar measures presented by other issuers. The non-IFRS financial performance measures included in this MD&A are available liquidity and working capital. Refer to *Non-IFRS Measures* for further details and reconciliations of such non-IFRS measures.

Ms. De Luca (MAIG), is the qualified person, as defined under National Instrument 43-101 Standards of Disclosure for Mineral Projects, responsible for, and having reviewed and approved, the technical information contained in this MD&A, other than the technical information in relation to Belltopper for which Drs. Doyle and Dominy are responsible. Ms De Luca is Novo's General Manager Exploration.

Dr. Christopher Doyle (MAIG) and Dr. Simon Dominy (FAusIMM CPGeo; FAIG RPGeo), are the qualified persons, as defined under National Instrument 43-101 Standards of Disclosure for Mineral Projects, responsible for, and having reviewed and approved, the technical information contained in this MD&A in relation to Belltopper. Dr. Doyle is Novo's Exploration Manager - Victoria and Dr. Dominy is a Technical Advisor to Novo.



TABLE OF CONTENTS

<i>FINANCIAL AND OPERATING HIGHLIGHTS</i>	4
<i>OVERVIEW OF NOVO</i>	4
<i>SIGNIFICANT BUSINESS DEVELOPMENTS & OUTLOOK</i>	4
<i>SUSTAINABILITY</i>	15
<i>FINANCIAL RESULTS</i>	16
<i>LIQUIDITY AND CAPITAL RESOURCES</i>	19
<i>SELECTED FINANCIAL INFORMATION</i>	20
<i>SUMMARY OF QUARTERLY RESULTS</i>	21
<i>CASH RESOURCES AND GOING CONCERN</i>	21
<i>CONTRACTUAL OBLIGATIONS</i>	22
<i>OFF-BALANCE SHEET TRANSACTIONS</i>	22
<i>CONTINGENCIES</i>	22
<i>CRITICAL ACCOUNTING ESTIMATES</i>	23
<i>INTERNAL CONTROLS OVER FINANCIAL REPORTING</i>	25
<i>OUTSTANDING SHARE DATA</i>	25
<i>NON-IFRS MEASURES</i>	25
<i>JORC COMPLIANCE STATEMENTS</i>	27
<i>CAUTION ON FORWARD-LOOKING INFORMATION</i>	28



FINANCIAL AND OPERATING HIGHLIGHTS

Q3 2024 Summary

- No significant safety, environment, or community incidents were recorded during Q3 2024.
- In Q3 2024, exploration in the Pilbara saw the Company complete the reverse circulation (RC) drilling program at Nunyerry North while aircore and RC drilling continued at Becher under the Egina farm-in with De Grey.
- At the Belltopper Gold Project in Victoria, a relogging and infill sampling program on appropriate historic drill holes was completed.
- Cash and short-term investments totalled \$6,292,000 as at September 30, 2024, down from \$16,544,000 as at September 30, 2023 and down from \$11,762,000 as at December 31, 2023.
- Non-current marketable securities totalled \$41,608,000 as at September 30, 2024, up from \$25,114,000 as at September 30, 2023 and up from \$34,395,000 as at December 31, 2023. The increase was mainly as a result of the increase in the value of the Company's investment in San Cristobal Mining Inc ("**SCM**") (refer to Note 4 of the Q3 Financial Statements).

OVERVIEW OF NOVO

The Company was incorporated on October 28, 2009 pursuant to the *Business Corporations Act* (British Columbia) as Galliard Resources Corp. On June 27, 2011, the Company changed its name from Galliard Resources Corp. to Novo Resources Corp. The Company registered as a foreign company with the Australian Securities & Investments Commission on January 13, 2023. The Company's common shares trade on the Toronto Stock Exchange (the "**TSX**") under the ticker symbol "NVO" and in the United States on the OTC Market Group's OTCQX International Exchange under the symbol "NSRPF". The Company's common shares settled in the form of a CHESSE depository interest (the "**CDIs**") commenced trading on the Australian Stock Exchange (the "**ASX**") under the symbol "NVO" on September 11, 2023.

The Company is engaged primarily in the business of evaluating, acquiring, exploring, and developing natural resource properties with a focus on gold. The Company holds approximately 5,500 sq km of land in the Pilbara region of Western Australia and has an extensive exploration program designed to aggressively advance its targets. The Company has exploration tenure in Victoria, Australia, and also holds equity investments in a number of listed and unlisted companies.

SIGNIFICANT BUSINESS DEVELOPMENTS & OUTLOOK

Board and Leadership Renewal

On March 25, 2024, Ms. Karen O'Neill was appointed as a director of the Company, and on March 26, 2024, Mr. Michael Barrett resigned as a director of the Company. On June 4, 2024 Ross Hamilton resigned as a director of the Company.

The recruitment process to identify and appoint a new CEO has been suspended whilst the Company progresses its project generation work to assess new opportunities. Mr. Mike Spreadborough will remain in the role of executive Co-Chairman and acting CEO.



Exploration Program Update Q3-2024

Field exploration programs focussed on the Pilbara during Q3 2024, with a reverse circulation (“RC”) drilling program completed at Nunyerry North in July. Aircore (“AC”) and RC drilling continued at the Becher Project in the Egina farm-in and joint venture agreement (the “Egina JV”) with De Grey Mining (ASX: DEG) (“De Grey”). A review of antimony (“Sb”) prospectivity was completed across Novo’s Pilbara ground holding, with two prospects in the early stages of exploration ranking highly for antimony potential. In the East Pilbara planning for follow up reconnaissance mapping and sampling at Miralga is underway.

At the Belltopper Gold Project in Victoria a relogging and infill sampling program on appropriate historic drill holes was completed, with all results received during the period. In addition, an exploration target was defined through geological modelling of priority target reefs following completion of all 2024 drilling and receipt of all assay results (including the relogging program).

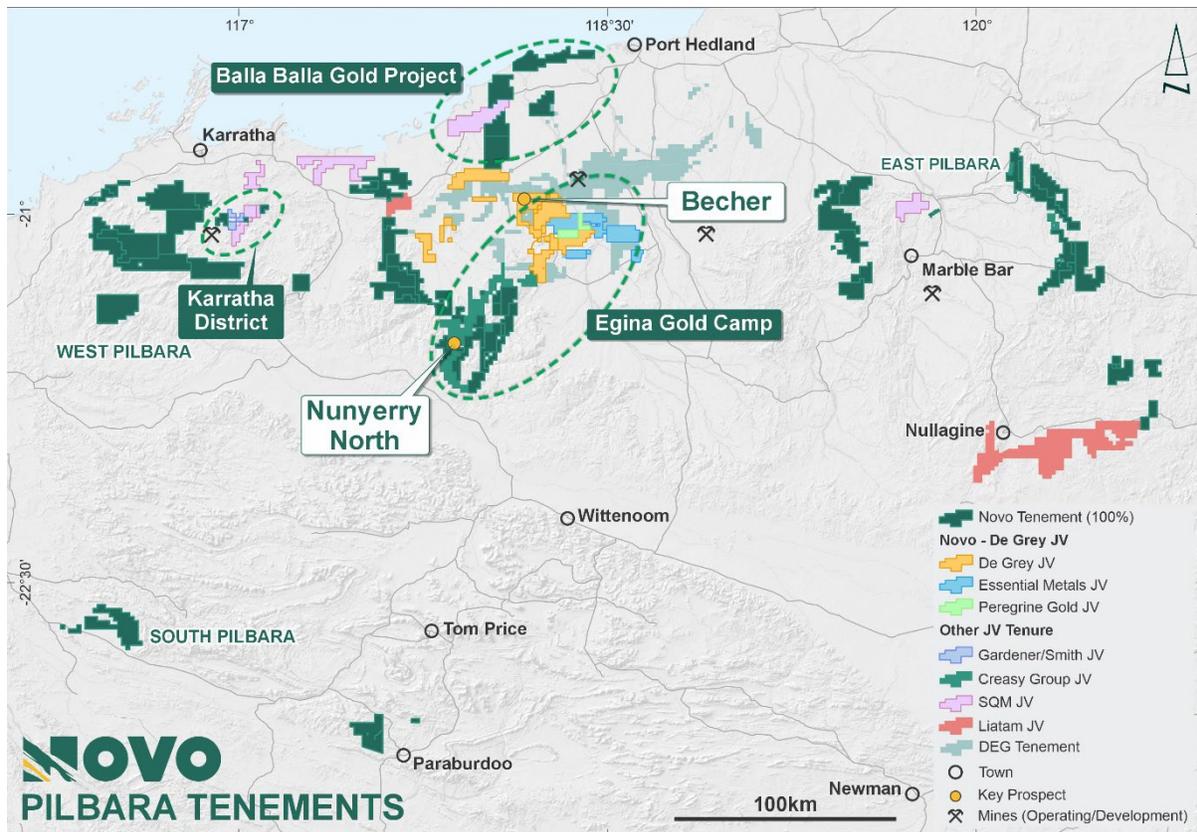


Figure 1: Novo's Pilbara landholding, Project areas and priority prospects September-2024

Pilbara Exploration

The Egina Gold Camp (the “EGC”) is an 80 km long contiguous tenement package, which hosts Novo’s current high priority Pilbara targets (Figure 1 and 2) at Nunyerry North and Becher (which De Grey is farming into under the Egina JV). The tenure is focussed on a series of structurally complex, gold-fertile corridors and is hosted by rocks of the Mallina Basin in the north and mafic / ultramafic sequences further south. This belt remains the primary focus for Novo’s Q4 2024 Pilbara exploration programs.

Nunyerry North

The Nunyerry Northⁱⁱ prospect lies within Exploration License E47/2973 in the southern EGC, located 150 km from Port Hedland. The tenement is subject to a joint venture agreement, with Novo holding a 70% interest and the remaining 30% held by Rockford Metals Pty Ltd, an entity controlled by Mark Gareth Creasy (The Creasy Group).

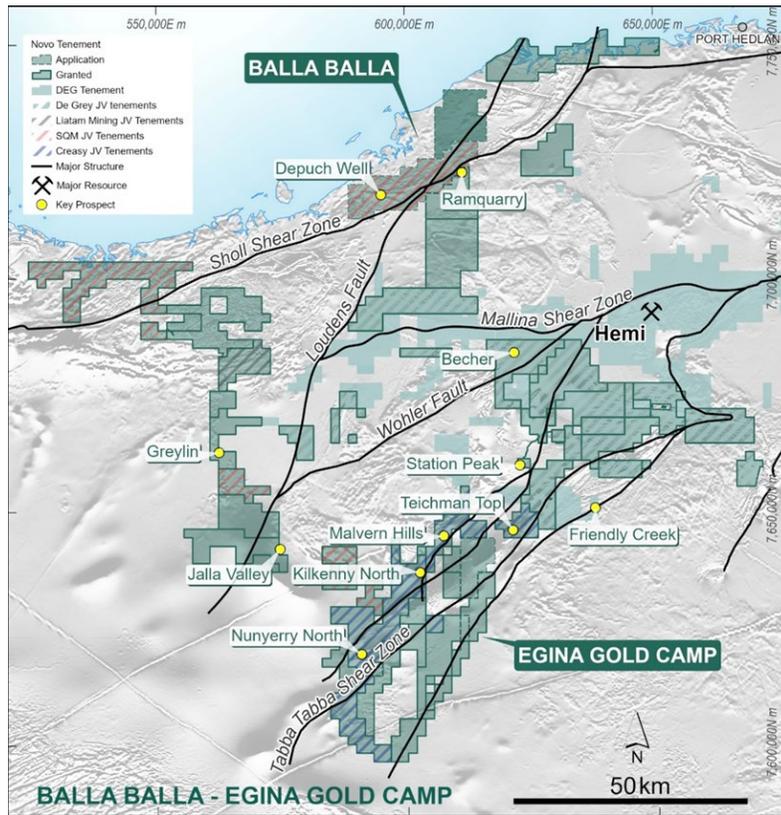


Figure 2 Novo Tenure in the Central Pilbara showing the Egina Gold Camp and Balla Balla Gold Project

Follow up RC drilling continued to completion on July 21 at Nunyerry North with final drill metrics of 34 holes for 3,942 m testing four main targets (Figure 3). Angled drill holes ranged from 66 m to 192 m in depth (average 116 m) and were drilled on 40 m to 80 m spaced sections. All holes were drilled oriented perpendicular to the interpreted mineralised trend, with the intersected widths representative of the true width of the mineralisation unless noted otherwise.

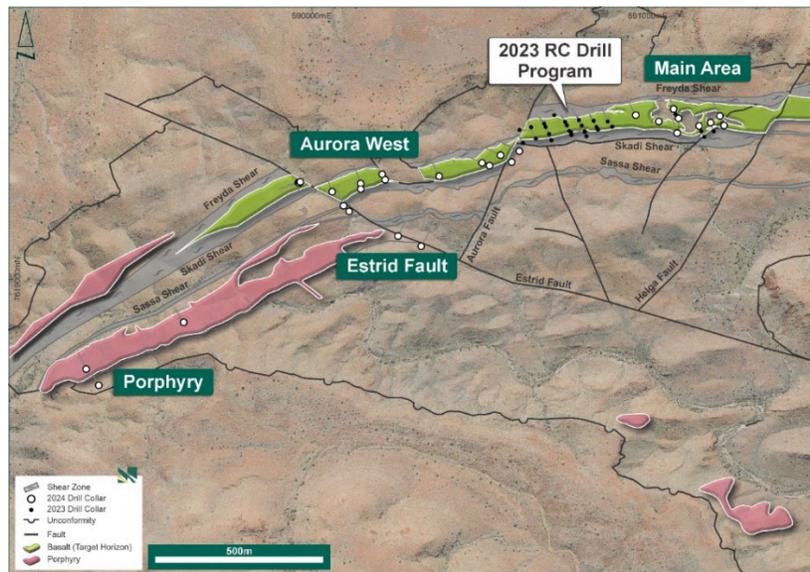


Figure 3 Nunyerry project area with interpreted geology, highlighting strike extent of favourable stratigraphy and additional structural targets.

To summarise, drilling at the Main Lode target area successfully extended known gold mineralisation by 250 m to ~ 500 m strike (see long section in Figure 4) and produced several significant intercepts (see results below).

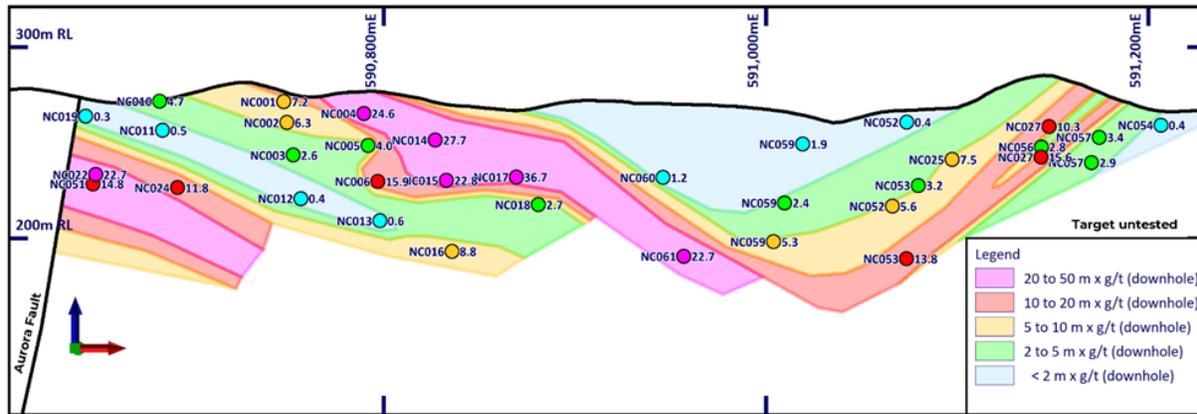


Figure 4: Nunyerry North long section (looking NNW) showing m x g/t Au (downhole width)

High-grade gold results were returned from drilling along the Estrid Fault and also require follow up.

Best results from the latest drilling includeⁱⁱ:

- 13 m at 2.68 g/t Au from 66 m, including 3 m at 10.41 g/t Au from 66 m (NC046)
- 11 m at 2.20 g/t Au from 84 m, including 1 m at 18.06 g/t Au from 86 m (NC046)
- 17 m at 1.85 g/t Au from 25 m, including 7 m at 3.55 g/t Au from 25 m (NC063)
- 9 m at 2.52 g/t Au from 87 m, including 2 m at 8.89 g/t Au from 92 m (NC061)
- 2 m at 7.38 g/t Au from 42 m (NC051)

The mineralisation presented in this section is not necessarily representative of mineralisation throughout the Nunyerry North Project. Intercepts are expressed as down-hole intersections and should not be presumed always to represent true widths, which may vary from hole to hole.

Assays from the Porphyry target include best intercept of 7 m at 0.1 g/t Au, coinciding with elevated pXRF assays on RC powder of up to 0.21% Cu; no significant intercepts were returned from the Aurora West target testing potential offset to the basalt target horizon.

Egina JV – De Grey Mining (ASX:DEG)

At the Egina Gold Project, JV partner De Grey satisfied its initial A\$7 million minimum expenditure commitment over a 15-month period through continued AC drilling at the Becher Project, with drilling at the Heckmair, Irvine, Lowe and Whillans Prospectsⁱⁱⁱ. In addition to Novo’s approx. 60,000 m AC and RC drilling completed in 2023, De Grey has now completed 34,180 m of AC drilling and 9,129 m of RC drilling to date across the four main prospects, testing prospective intrusions and regional structures.

A drone magnetic survey was also completed across parts of the northern JV tenure during the quarter, which was flown to enable more detailed structural and geological interpretation of bedrock.

Results were received from the AC program and are summarised in Figure 5 below.

Whillans Prospect

- Multiple thin anomalous gold intercepts were returned at the Whillans prospect from drillholes MSRC0074, and MSRC0076, associated with minor quartz veining and weak sericite alteration of metasedimentary arkosic sandstone and siltstone.

Heckmair Prospect

- Multiple thin intercepts were returned at the southern edge of the Heckmair sanukitoid intrusion from drillholes MSRC0012, MSRC0013, MSRC0068, MSRC0069, including 6 m @ 1.2g/t Au in MSRC0068. All intercepts were associated with minor quartz veining and weak sericite alteration and hosted within a dioritic intrusion.

Irvine and Heckmair East Prospects

- Aircore drilling at Irvine, extending to the eastern side of the Heckmair Intrusion has identified broad zones of Zn-Pb-Ag and gold anomalism within the weathered horizon. These are adjacent to the previously reported intercepts of base metal mineralisation within the Heckmair Fault that bisects the Heckmair intrusion (Figures 6 and 7).

In the Mallina basin, base metal anomalies can signal enhanced gold prospectivity. Better gold intercepts include 12 m @ 0.8g/t Au (including 4 m @ 2.1g/t Au) in MSAC0989ⁱⁱⁱ. Gold mineralisation is hosted in quartz veining within metasediments, immediately adjacent to an intrusion. Anomalous base metal intercepts include 25 m @ 0.99% Zn+Pb (MSAC0962) and 43 m @ 0.53% Zn+Pb (MSAC0963).

The mineralisation presented in this section is not necessarily representative of mineralisation throughout the Egina district.

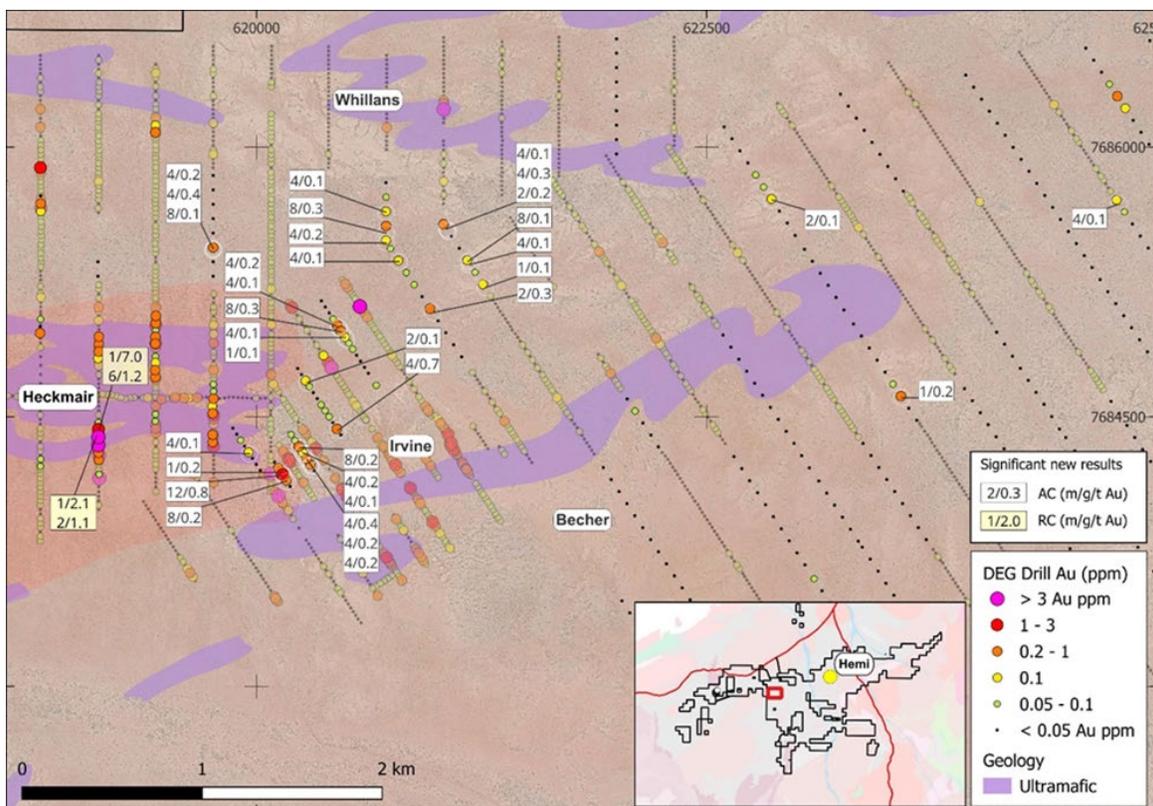


Figure 5 Egina anomalous gold intercepts and drilling

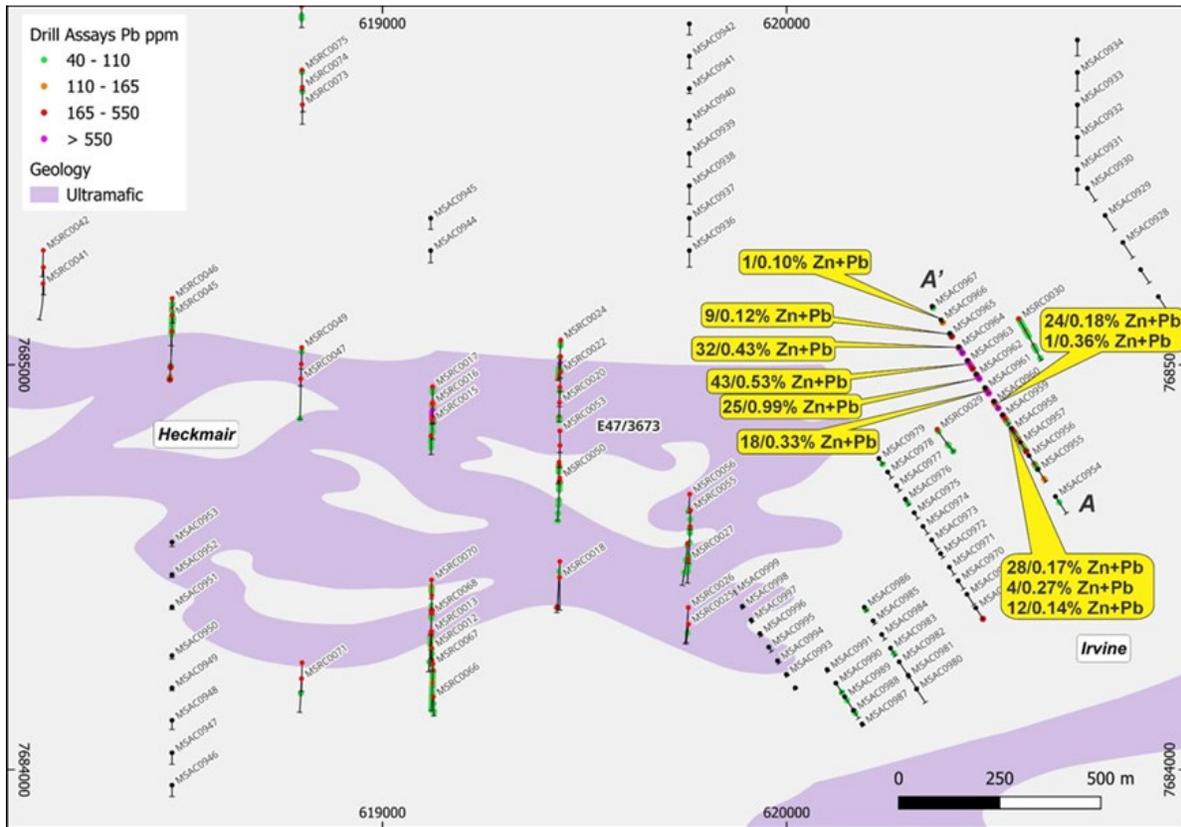


Figure 6 Plan showing anomalous base metal results in AC drilling at Heckmair East

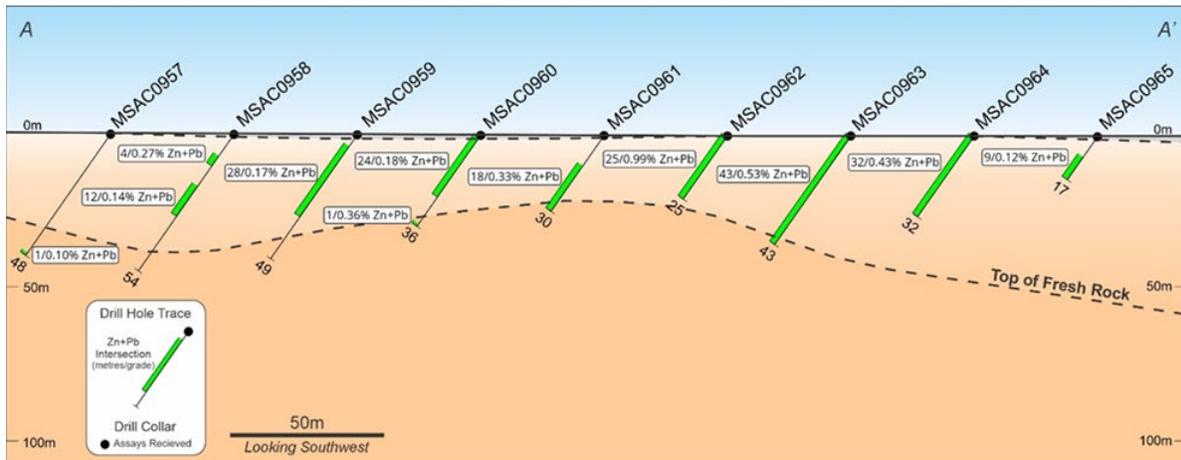


Figure 7 Section showing anomalous base metal (Zn+Pb) results in AC drilling at Heckmair East

Tabba Tabba Corridor

Further southwest along the Egina Gold Camp, exploration work by Novo has commenced on multiple high priority targets along the ~ 60 km long fertile Tabba Tabba Corridor (Figure 8). The latter is underexplored, as access is difficult and significant parts of the corridor are covered with shallow alluvium and colluvium or overlain by Fortescue Group basalt.

Several conceptual targets have been identified from recent re-interpretation, with most having received little to no historical exploration. Conceptual targets focus on structural intersections of faults and shears within the Tabba Tabba Shear Corridor, particularly where folded stratigraphy and / or minor intrusions are noted.

The Kilkenny prospect was explored by Kilkenny Gold NL (“Kilkenny”) in the late 1990s and comprised several short costeans and 18 shallow percussion holes for a total of 530 m drilled, following up a coherent gold in soil anomaly. Despite the very small program, Kilkenny returned best costean samples of 8 m at 4.2 g/t Au, 8 m at 2.1 g/t Au, and drilling results of 5 m at 5.0 g/t Au from 9 m (ACN05) and 5m at 1.7 g/t Au from 14 m, including 2 m at 3.5 from 14 m (ACN13)^{iv}.

At Teichman Top, several historic workings are present, and modern exploration includes results of 25.5 g/t Au and 32.3 g/t Au from rock samples^v. This prospect is located within the Yandeyarra Reserve and has not been accessible in recent years due to the requirement to complete access agreements.

Drilling and surface sample results may not be representative of mineralisation in the district.

Novo has recently completed a mapping and surface sampling campaign over these prospective parts of the Tabba Tabba Corridor to delineate targets for potential future drill testing. The initial program comprised six mapping areas and approximately 1,200 surface soil samples, with opportunistic rock and stream sediment samples where appropriate. Results are awaited.

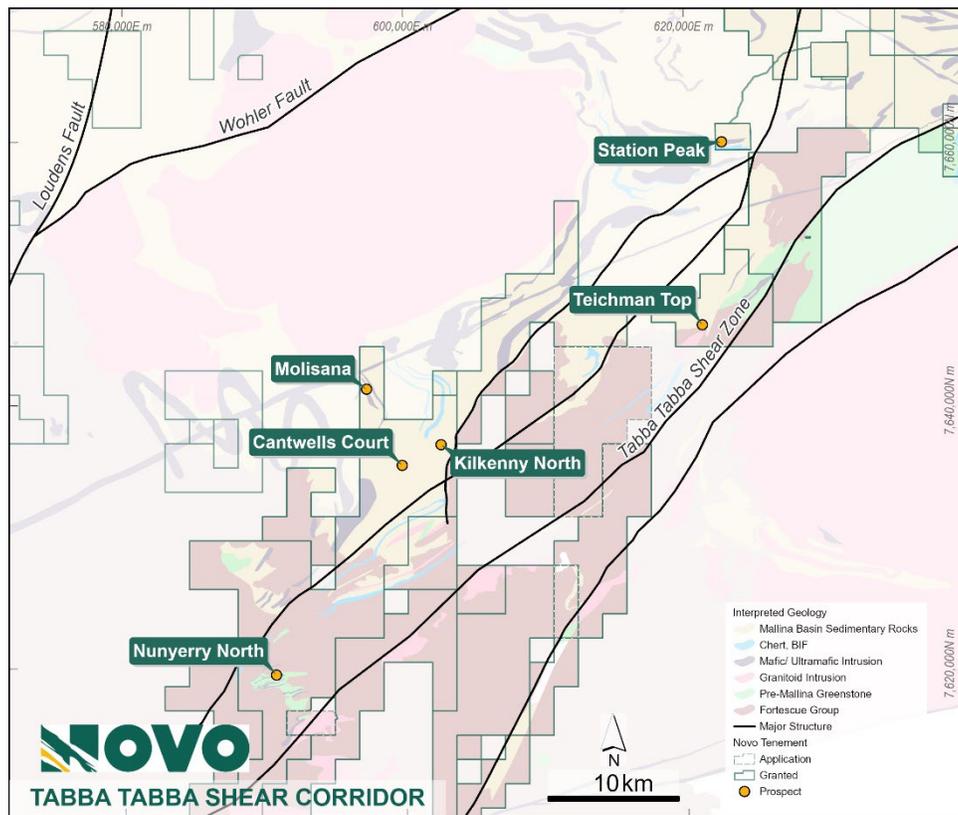


Figure 8 Geological context and main prospects of the Tabba Tabba Corridor

Balla Balla Gold Project

Balla Balla is an emerging exploration project centred on the Sholl Shear and associated potentially fertile structural corridors undercover (Figure 2). The Project is considered prospective for intrusion-hosted gold mineralisation, in addition to structurally controlled gold. Geophysical interpretation and research of historical data completed in 2023 advanced the Company’s understanding of prospectivity in the project area and further delineated priority targets. The Company is awaiting tenement grant prior to commencing on-ground exploration programs, including AC drilling.

Antimony (Sb) Review

A review of antimony prospectivity was completed across Novo’s Pilbara ground holding, with two prospects in the early stages of exploration ranking highly for antimony potential (Figure 9).

The Sherlock Crossing (Clarke) antimony mine was discovered in 1906 and operated during 1907 to 1916. According to historic records, the mine initially produced 16 tonnes of concentrate grading 53% Sb and 10.9 g/t Au to 72.9 g/t Au and in 1916, a further 5.66 tonnes of concentrate grading 42.2% Sb and 15.6 g/t Au^{vi}. *No assurance can be given that Novo will achieve similar results as part of its exploration activities at Sherlock Crossing.*

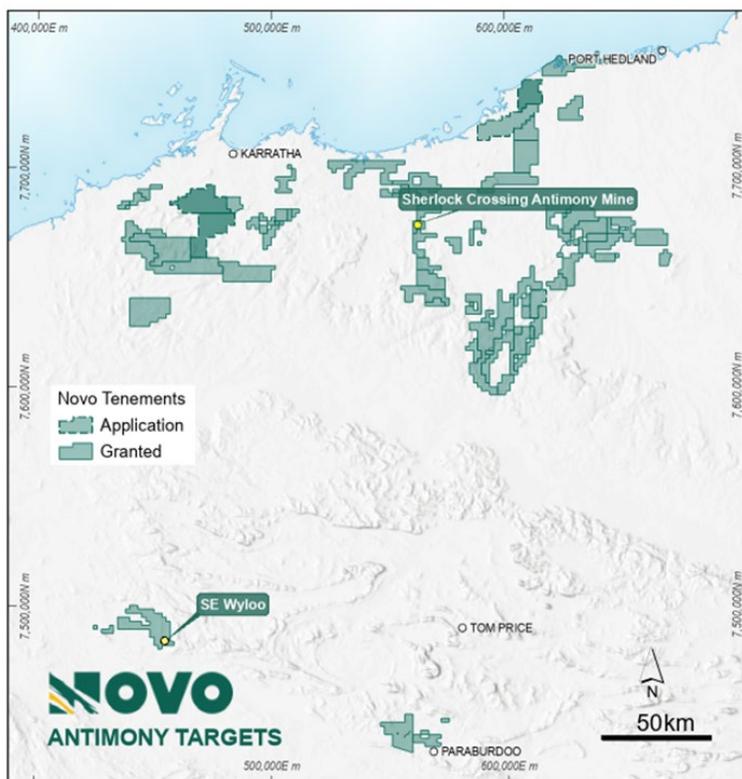


Figure 9: Location map of the Sherlock Crossing antimony mine and SE Wyloo targets.

Novo conducted reconnaissance work, collected rock chip samples and undertook soil sampling at Sherlock Crossing in 2022 with peak results of 1.71 g/t Au and 592 ppm Sb^{vii}. Follow up mapping and sampling was conducted during the quarter to further test the high grade historical record, with assays awaited.

Southeast Wyloo includes two, 2km-strike high-order Sb (\pm Au) stream sediment anomalies, where reconnaissance rock chip sampling completed by Novo in mid-2023 yielded peak results of 387 g/t Ag, 5.0% Pb, 1.6% Zn, 2.4% Cu, 0.38% Sb, and 0.52 g/t Au^{vii}.

Both projects will require detailed follow-up exploration work.

Forward Programs – Pilbara

In the Egina JV, De Grey is currently awaiting final assay results from Becher including AC re-splits. Work will continue compiling and analysing results from recently completed work programs in addition to generating additional targets and developing follow-up programs.

Follow up sampling and mapping is planned on the antimony targets at Sherlock Crossing/Clarke and Southeast Wyloo. Regional reconnaissance work will continue in the East Pilbara at Miralga, prior to the onset of more challenging conditions throughout the Australian summer.

Victoria Exploration

The Belltopper Gold Project^{viii} (**Belltopper**) is located 120 km northwest of Melbourne and approximately 50 km south of Agnico Eagle's (TSX: AEM) Fosterville Gold Mine (Figure 10) in the Bendigo Zone, an area with historical gold production of more than 60 million ounces. No assurance can be given that a similar (or any) commercially mineable deposit will be determined at Belltopper. The tenure at Belltopper is 100% owned by Novo.

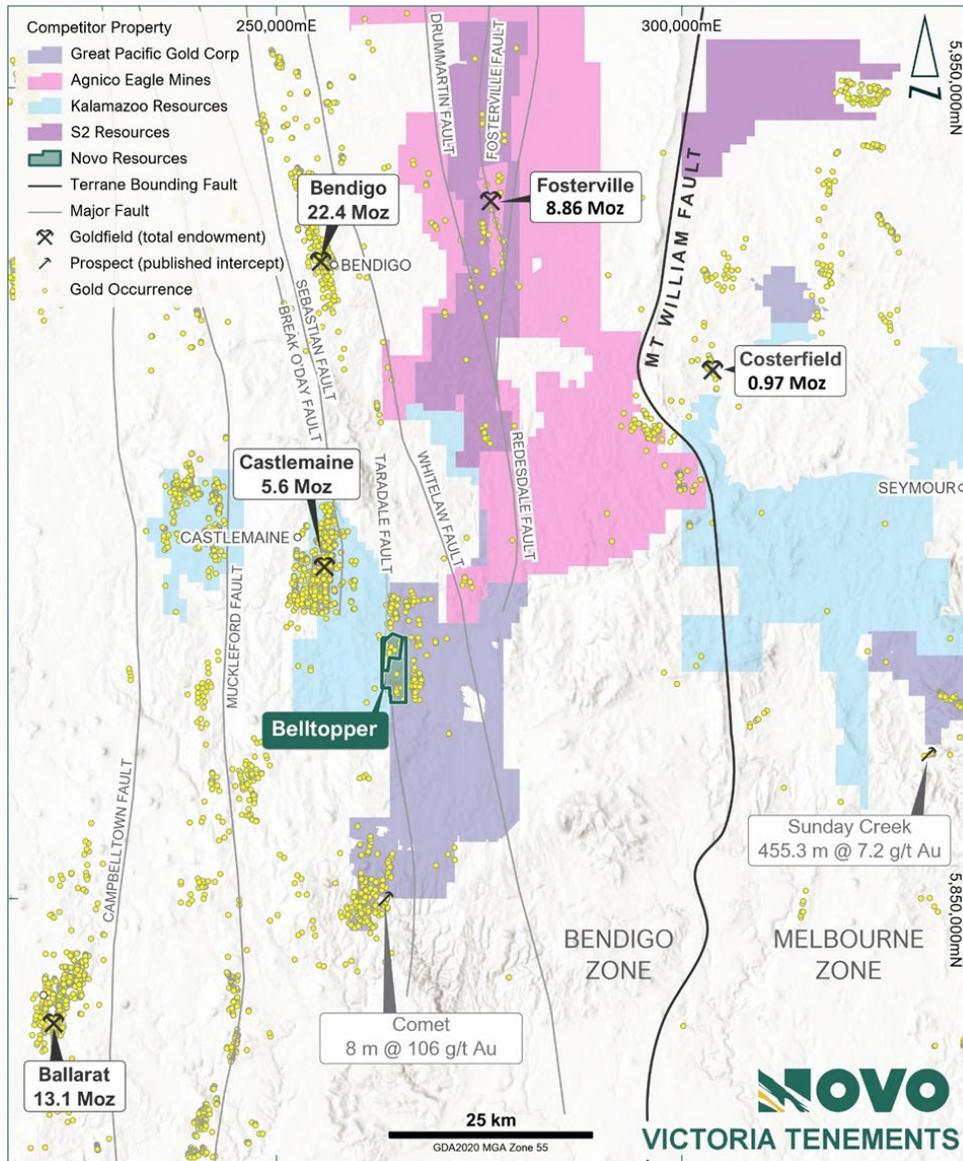


Figure 10 Belltopper Gold Project location map with regional gold occurrences and major structures^{ix}.

During Q3 2024 a relogging and infill sampling program was conducted across 11 previously under sampled, historic drill holes with all results received during the period. In addition, an exploration target was defined at Belltopper (the **“Exploration Target”**) through geological modelling of priority target reefs following completion of all 2024 drilling and receipt of all assay results (including the relogging program).

Historical Core - Relogging and Sampling Programⁱⁱⁱ

The relogging and infill sampling program delivered multiple new significant gold intercepts across a range of known and emerging targets, including the following:

- 6.0 m @ 4.37 g/t Au from 169 m (including 5.0 m @ 5.18 g/t Au from 169 m) in DDHMA1 on the Never Despair Reef.
- 2.0 m @ 7.19 g/t Au from 52 m (including 1.15 m @ 12.01 g/t Au from 52 m) and 2.0 m @ 3.87 g/t Au from 43 m (including 1.0 m @ 6.92 g/t Au from 43 m) in MD04 on the emerging Butchers Gully Fault target, a layer parallel structure to the high-grade Leven Star Reef.
- 3.1 m @ 3.29 g/t Au from 36 m (including 1.3 m @ 7.26 g/t Au from 37.3 m) in MD06A, also on the Butchers Gully Fault.
- 2.1 m @ 3.82 g/t Au from 78.9 m (including 0.6 m @ 9.74 g/t Au from 79.3 m) in MD07 on NW Fault 9, an important, west-dipping, sub-parallel trending structure to the high-priority Missing Link Reef target.
- 13 m @ 0.64 g/t Au from 90 m (including 1 m @ 1.92 g/t Au from 94 m) in DDHMA2 on the West Panama Reef.

The re-logging program has confirmed controls on higher-grade mineralisation and refined the position of several target reefs and key structural features such as modelled high-grade shoots and high priority target anticline corridors.

The mineralisation presented in this section is not necessarily representative of mineralisation throughout Belltopper. Intercepts are expressed as down-hole intersections and should not be presumed to represent true widths, which vary from hole to hole and between reefs.

Belltopper Exploration Target^x

Integrating all results from the current 2024 exploration program, the Company have developed an updated 3D model of priority target reefs at Belltopper (Figure 11.11), which has been utilised in the definition of an Exploration Target. A characteristic feature at Belltopper is the dense network of apparent high-grade gold ± antimony reefs that cluster in the northwest quadrant of the project adjacent to the regional Taradale Fault.

The Exploration Target (Table 1) has been generated for the Project area based on seven individual reefs (Figure 11) considered to show high prospectivity based on geological, drilling and/or historical data. This Target delineates up to 2.1 million tonnes grading between 6.6 and 8.4 g/t Au for between 320,000 and 570,000 oz Au.

Table 1 Exploration Target for the Belltopper Project, Victoria. Figures may not compute due to rounding.

Metric	Low case (approximation)	High case (approximation)
Tonnage range	1.5 Mt	2.1 Mt
Grade range	6.6 g/t Au	8.4 g/t Au
Contained Au range	320 koz Au	570 koz Au

Clarification statement: An Exploration Target as defined in the JORC Code (2012) is a statement or estimate of the exploration potential of a mineral deposit in a defined geological setting where the statement or estimate, quoted as a range of tonnes and a range of grade (or quality), relates to mineralisation for which there has been insufficient exploration to

estimate a Mineral Resource. Accordingly, these figures are not Mineral Resource or Ore Reserve estimates as defined in the JORC Code (2012).

The potential quantities and grades referred to above are conceptual in nature and there has been insufficient exploration to estimate a Mineral Resource and it is uncertain if further exploration will result in the estimation of a Mineral Resource. These figures are based on the interpreted continuity of mineralisation and projection into unexplored ground often around historical workings. The Exploration Target has been prepared in accordance with the JORC Code (2012).

The mineralisation presented herein is not necessarily representative of mineralisation throughout Belltopper. Intercepts are expressed as down-hole intersections and should not be presumed to represent true widths, which vary from hole to hole and between reefs. In addition, all references herein to tonnage, grade, contained Au and associated ranges are expressed as approximations.

In addition to the Exploration Target model, several deeper conceptual targets are also being developed, designed to test underlying stratigraphy and key mineralised structures at depth.

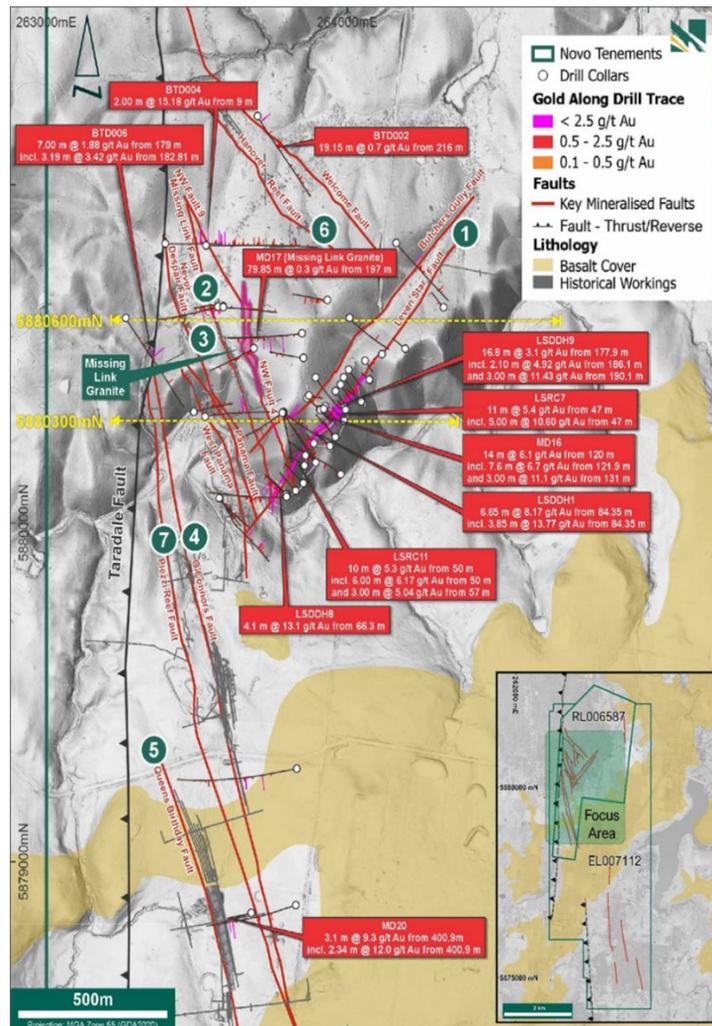


Figure 11 Location map for Exploration Target reefs labelled #1 through #7. Callouts highlight key significant intercepts on the project*.

Forward Programs - Victoria

Work during Q4 2024 will focus on continued development of targets for drilling in 2025.



SUSTAINABILITY

Health and Safety

The health and safety of the Company's employees, contractors, and communities in which Novo operates is paramount. The Company's total recordable injury frequency rate (12 month rolling average) at the end of Q3 2024 was 19.5. This is up from 15.9 at the end of Q2 2024. The increase is due to the lagging influence of the hours worked when Novo was still operating the Beatons Creek Mine. There were no lost time or restricted work injuries during Q3 2024. The Company continues to streamline its health and safety management systems and procedures in line with current activities and risk. A key focus is revising remote work protocols and simplifying systems and processes in consultation with the Pilbara and Victoria teams, as well as ensuring key risks are being monitored through critical control verifications and field engagements by leaders.

Environment

The Company works closely with the West Australian regulatory bodies, particularly the Department of Energy, Mines, Industry Regulation and Safety (**DEMIRS**), the Department of Water and Environmental Regulation (**DWER**), and the Environmental Protection Authority (**EPA**), in order to ensure compliance with requisite regulations. Other state departments the Company is in communication with are the Department of Biodiversity, Conservation and Attractions and Water Corporation. The Company is committed to environmental stewardship, particularly considering its vast landholdings in the Pilbara.

Climate change risks have been identified and are included within our corporate risk management plan. The Company's ongoing climate risk mitigation focuses on reducing operational greenhouse gas emissions, improving resources efficiency, the responsible use of water, and responding to the impact of extreme weather events.

Community and Traditional Owners

As a committed corporate citizen of the Pilbara region of Western Australia, the Company values its relationships with the Indigenous communities and local residents, and communities surrounding the Company's projects. Novo works closely with the nine Traditional owners who hold interests in the Company's vast Pilbara-wide tenure holdings.

The Company also endeavours to invest in its communities outside the parameters of its contractual obligations, including providing support to community, cultural, education, and sport initiatives.

Novo's sustainability strategy has been guided by several key global frameworks, including the Global Reporting Initiative, and the International Council of Mining and Metals Mining Principles.





Figure 12: Novo sustainability strategy

FINANCIAL RESULTS

The following table contains quarterly information derived from the Q3 Financial Statements.

	For the three months ended		For the nine months ended	
	September 30, 2024 \$'000	September 30, 2023 \$'000 (restated)	September 30, 2024 \$'000	September 30, 2023 \$'000 (restated)
General and exploration expenditure	(4,833)	(6,015)	(16,717)	(21,682)
Other expenses, net	(595)	(45)	(439)	(803)
Finance items	(258)	45	(708)	287
Income tax expense	-	137	(70)	31
Loss from discontinued operation	-	(3,675)	-	(14,759)
Net loss for the period after tax	(5,686)	(9,553)	(17,934)	(36,926)
Basic and diluted loss per common share	(0.02)	(0.02)	(0.05)	(0.08)

Three Months Ended September 30, 2024 Compared to Three Months Ended September 30, 2023

Net loss after tax in Q3 2024 was \$5,686,000 (Q3 2023 – \$9,553,000), as a result of exploration expenditure and general administration expenditure. The loss in Q3 2023 has been restated to reflect the divestment of the Nullagine Gold Project as a discontinued operation in December 2023.

General and Exploration Expenditure

General administration costs in Q3 2024 were \$2,064,000 as compared to \$2,290,000 in Q3 2023. The decrease was primarily due to lower depreciation and salaries and wages incurred during the quarter. In Q3 2023, general administration costs included a credit to consulting fees due to the capitalisation of share issue costs as part of the Company's ASX listing.

Exploration expenditure in Q3 2024 totalled \$2,769,000 as compared to \$3,725,000 in Q3 2023. The decrease was due to less fieldwork resulting from relinquishment and sale of several tenements in Q4 2023. Refer to Note 5 of the Q3 Financial Statements.

The Nullagine Gold Project was divested in Q4 2023 resulting in a restatement of the Q3 2023 balances. All care and maintenance, general administration and exploration expenditure balances totalling \$3,675,000 are accounted for as part of the loss on discontinued operation. Refer to Note 17 of the Q3 Financial Statements.

Other Expenses

Other expenses recognized during Q3 2024 totaled \$595,000 (Q3 2023 – expense \$45,000) and relate to a non-cash \$3,000 foreign exchange loss (Q3 2023 – loss \$45,000) and a loss on sale of property, plant and equipment of \$592,000 (Q3 2023 – Nil) relating to the sale of the Company's mechanical ore sorter.

Finance Items

The Company incurred interest and finance costs of \$258,000 during Q3 2024 (Q3 2023 – income \$45,000); this includes interest earned of \$72,000 (Q3 2023 - \$151,000) offset by non-cash interest expenses of \$13,000 (Q3 2023 – \$6,000) related to leases recognized pursuant to IFRS 16 *Leases* ("**IFRS 16**") and a non-cash interest expense of \$317,000 (Q3 2023 - Nil) relating to the deferred consideration owing to IMC Resources Gold Holdings Pte Ltd, Heritas Capital Management (Australia) Pty Ltd, and IMC Resources Ltd (collectively, "**IMC**").

At the time of acquiring Millenium Mineral Pty Ltd ("**Millennium**"), the Company entered into a deferred consideration deed with IMC (the primary shareholder of Millennium). Under the terms of that deed, the Company was required to pay deferred consideration, in certain circumstances, up to a total amount of A\$20,000,000. As part of the sale of Nullagine Gold Project (and given that the Company will no longer be able to satisfy any obligation to make payment from any gold produced by Millennium), the Company has renegotiated the terms of the deferred consideration deed with IMC. Under the revised arrangement, the Company has agreed to pay a balance of A\$15,600,000 (C\$14,559,000) to IMC by December 2026, with a mechanism for reductions for early payments by the Company. Refer to Notes 7, 9 and 10 of the Q3 Financial Statements.

Other Comprehensive Income

During Q3 2024, a non-cash loss of \$680,000 (Q3 2023 – gain \$305,000) represented movements in the fair value of the Company's marketable securities. The Company's portfolio consists of holdings in listed and unlisted entities, including GBM Resources Limited ("**GBM**"), Kalamazoo Resources Limited ("**KZR**"), Elementum 3D Inc. ("**E3D**"), Calidus Resources Limited ("**CAI**"), Kali Metals Limited ("**KM1**") and SCM.



During Q3 2024, the Company also recognized non-cash gains of \$783,000 (Q3 2023 – loss - \$2,569,000) pertaining to the foreign exchange impact of the translation of subsidiary financial information. The Company's Australian subsidiaries, which incur most of the Company's expenditure, have an Australian dollar functional currency. Gains or losses are recognized upon translation of income and expenses and assets and liabilities denominated by the Company's Australian subsidiaries in Australian dollars into the Company's Canadian dollar presentation currency. The average foreign exchange rate was AUD \$0.9006 to CAD \$1.00 during Q3 2024 (Q3 2023 – AUD \$0.9000 to CAD \$1.00).

Nine Months Ended September 30, 2024 Compared to Nine Months Ended September 30, 2023

Net loss after tax for the nine months ended September 30, 2024 was \$17,934,000 (September 30 2023 – \$36,926,000), incurred as a result of exploration expenditure and general administration expenditure. The loss has been restated to reflect the divestment of the Nullagine Gold Project as a discontinued operation in December 2023.

General and Exploration Expenditure

General administration costs for the nine months ended September 30, 2024, were \$7,372,000 as compared to \$10,498,000 for the nine months ended September 30, 2023. Exploration expenditure for the nine months ended September 30, 2024, totalled \$9,244,000 as compared to \$11,184,000 for the nine months ended September 30, 2023. The Nullagine Gold Project was divested in Q4 2023 resulting in a restatement of the nine months ended September 30, 2023, balances totalling \$14,759,000. *Refer to Financial Results - Three Months Ended September 30, 2024, Compared to Three Months Ended September 30, 2023 – General and Exploration Expenditure.*

Other Expenses

Other expenses recognized for the nine months ended September 30, 2024, totaled \$438,000 (September 30, 2023 – expense \$803,000) and relates to a non-cash \$14,000 foreign exchange loss (September 30, 2023– loss \$922,000) and a loss on sale of property, plant and equipment of \$1,503,000 (September 30, 2023 – income \$42,000). This was offset by other income of \$229,000 (September 30, 2023 - \$85,000), an in-specie distribution of \$127,000 received from KZR resulting in the recognition of the KM1 ordinary shares which commenced trading on the ASX on January 8, 2024 – Refer to Note 4 of the Q3 Financial Statements. Deferred revenue of \$723,000 was recognized in the statement of profit and loss as SQM Australia Ptd Ltd (“SQM”) advised the Company that several options to acquire tenements would not be exercised. Refer to Note 5 of the Q3 Financial Statements.

Finance Items

The Company incurred interest and finance costs of \$708,000 for the nine months ended September 30, 2024 (September 30, 2023 – income \$287,000). This includes interest earned of \$299,000 (September 30, 202 - \$604,000) offset by non-cash interest expenses of \$70,000 (September 30, 2023 – \$29,000) related to leases recognized pursuant to IFRS 16 and a non-cash interest expense of \$937,000 (September 30, 2023 - Nil) related to the deferred consideration owing to IMC. *Refer to Financial Results - Three Months Ended September 30, 2024 Compared to Three Months Ended September 30, 2023 – Finance Items.*



Other Comprehensive Income

During the nine months ended September 30, 2024, a non-cash gain of \$6,099,000 (September 30, 2023 – \$3,773,000) represented movements in the fair value of the Company's marketable securities. The September 30, 2024 gain is mostly derived from the revaluation of the Company's SCM holding from US\$5.38 per share to US\$8.00 per share pursuant to the private placement that closed in April 2024. Refer to Note 4 of the Q3 Financial Statements. CAI was placed into administration on June 28, 2024, the Company impaired the value of the investment \$147,600 as at June 30, 2024.

During the nine months ended September 30, 2024, the Company also recognized non-cash gains of \$1,282,000 (September 30, 2023 – loss \$7,900,000) pertaining to the foreign exchange impact of the translation of subsidiary financial information. The Company's Australian subsidiaries, which incur most of the Company's expenditure, have an Australian dollar functional currency. Gains or losses are recognized upon translation of income and expenses and assets and liabilities denominated by the Company's Australian subsidiaries in Australian dollars into the Company's Canadian dollar presentation currency.

LIQUIDITY AND CAPITAL RESOURCES

	September 30, 2024 \$'000	December 31, 2023 \$'000	December 31, 2022 \$'000
Cash	6,170	11,613	47,925
Short-term investments	122	149	152
Working capital	517	14,886	33,695
Marketable securities	41,608	34,395	20,701
Available liquidity ⁱ	7,758	23,738	53,146
Total assets	95,954	106,451	256,161
Current liabilities excluding current portion of financial liabilities	1,967	3,446	12,365
Non-current liabilities excluding non-current portion of financial liabilities	-	-	41,935
Financial liabilities (current and non-current)	19,377	18,083	13,893
Total liabilities	21,344	21,529	68,193
Shareholders' equity	74,610	84,922	187,968

Available liquidityⁱ, which represents the value of the Company's realizable assets, totalled \$7,758,000 as at September 30, 2024 (December 31, 2023 - \$23,738,000). Refer to *Non-IFRS Measures* below. The Company's available liquidity ^{Error! B} ~~bookmark not defined.~~ and working capitalⁱ has decreased since December 31, 2023 due to ongoing ordinary course of business expenditure.

The Company has prepared a cash flow forecast that looks beyond this period and through to the end of November 2025. That extended cash flow forecast takes into account working capital and operating cost assumptions, exploration costs, and capital expenditures, along with foreign exchange rates, and the ability to further realize marketable securities. Based on this, management has concluded that this could indicate a material uncertainty that may cast doubt about the Company's ability to continue as a going concern. Refer to Note 2 in the Q3 Financial Statements.



	For the three months ended		For the nine months ended	
	September 30, 2024	September 30, 2023	September 30, 2024	September 30, 2023
	\$'000	\$'000 (restated)	\$'000	\$'000 (restated)
Cash flow information				
Net cash used in operating activities	(4,342)	(15,216)	(13,593)	(41,088)
Net cash generated from / (used in) investing activities	-	(5)	9,120	(1,512)
Net cash generated from / (used in) financing activities	(34)	4,778	(1,154)	11,093
Change in cash	(4,376)	(10,443)	(5,627)	(31,507)

Operating cash outflows totalled \$4,342,000 in Q3 2024 (Q3 2023 – outflows \$15,216,000). The net outflows primarily relate to the net loss generated from ongoing ordinary course of business and exploration expenditures.

Investing cash outflows totalled Nil in Q3 2024 (Q3 2023 – outflows \$5,000). The Q3 2023 outflows related to the Bellary Dome option extension (refer to Note 5 in the Q3 Financial Statements).

During Q3 2024, the Company recognized \$34,000 (Q3 2023 – \$659,000) in financing cash outflows relating to the principal portion of lease liabilities incurred pursuant to IFRS 16. In Q3 2023 cash inflows related to the dual listing on the ASX where 37,500,000 common shares/CDIs at AUD \$0.20 (\$0.18) were issued raising gross proceeds of \$6,554,000 (AUD \$7,500,000) This was offset by \$1,119,000 of share issue costs.

Operating cash outflows totalled \$13,593,000 for the nine months ended September 30, 2024 (September 30, 2023 – \$41,088,000). The net outflows primarily relate to the net loss generated from ongoing ordinary course of business and exploration expenditures. 2023 outflows related primarily to a net loss generated from ongoing ordinary course of business, exploration, and care and maintenance expenditures.

Investing cash inflows totalled \$9,120,000 for the nine months ended September 30, 2024 (September 30, 2023 – outflow of \$1,512,000) and relate to the net proceeds from the sale of certain property, plant and equipment and \$9,001,000 cash consideration received from SQM for the Harding Battery Metals Joint Operation transaction. September 30, 2023 outflows included the acquisition of remaining interest in KZR and GBM totalling \$1,543,000.

During the nine months ended September 30, 2024, financing outflows totalled \$1,154,000 (September 30, 2023 – inflows of \$11,093,000). The Company recognized \$1,154,000 (September 30, 2023 – \$2,683,000) in cash outflows relating to the principal portion of lease liabilities incurred pursuant to IFRS 16. For the nine months ended September 30, 2023 the cash inflows of \$8,972,000 related to the private placement in which De Grey acquired 35,223,670 shares in the Company and the proceeds from the dual listing on the ASX of \$6,554,000. These proceeds were offset by share costs of \$1,750,000.

SELECTED FINANCIAL INFORMATION

Management is responsible for the Q3 Financial Statements referred to in this MD&A and provides officers' disclosure certifications filed with the securities regulators of the Canadian jurisdictions in which Novo is a reporting issuer. Although the Company's audit committee reviews the Q3 Financial Statements and MD&A and makes recommendations to the Company's board of directors (the "Board"), the Board has final approval of the Q3 Financial Statements and MD&A.



SUMMARY OF QUARTERLY RESULTS

The following information is derived from and should be read in conjunction with the Q3 Financial Statements and the consolidated financial statements for each of the past eight quarters which have been prepared in accordance with IFRS applicable to interim financial reporting, including IAS 34.

		3rd Quarter 2024 September 30, 2024	2nd Quarter 2024 June 30, 2024	1st Quarter 2024 March 31, 2024	4th Quarter 2023 December 31, 2023	3rd Quarter 2023 September 30, 2023	2nd Quarter 2023 June 30, 2023	1st Quarter 2023 March 31, 2023	4th Quarter 2022 December 31, 2022	3rd Quarter 2022 September 30, 2022
Revenue	\$'000	-	-	-	-	-	-	-	2,496	27,987
Net Profit / (Loss)	\$'000	(5,686)	(7,185)	(5,064)	(48,894)	(9,553)	(11,187)	(16,186)	(14,562)	(60,713)
Basic and Diluted Income (Loss)	\$/share	(0.02)	(0.02)	(0.01)	(0.16)	(0.04)	(0.04)	(0.06)	(0.42)	(0.24)

Variations over the last eight quarters are primarily due to the following factors:

- The Nullagine Gold project was placed into care and maintenance in Quarter 3, 2022 and subsequently divested in Quarter 4, 2023.
- Reduction in corporate activities and personnel costs in line with the divestment.
- Further investments in exploration evaluation assets and property and equipment to support the current exploration projects.

CASH RESOURCES AND GOING CONCERN

The Q3 Financial Statements have been prepared on a going concern basis, which contemplates continuity of business activities and the realization of assets and settlement of liabilities in the normal course of business.

For the nine months ended September 30, 2024, the Company reported a net loss before tax of \$17,862,000 (September 30, 2023: \$36,957,000) and had operating net cash outflows of \$13,594,000 (September 30, 2023 outflows: \$41,088,000). The Company had cash on hand and short-term investments of \$4,965,000 at November 05, 2024 and \$6,170,000 at September 30, 2024.

The Directors, in their consideration of the appropriateness of the going concern basis for the preparation of the condensed interim consolidated financial statements have prepared a cash flow forecast demonstrating that the Company will have access to sufficient funds to meet its commitments and working capital requirements for the 12-month period from the date of signing these consolidated interim financial statements.

This cash flow forecast has been prepared on the following basis:

- Operating costs and exploration expenditures sufficient to meet the Company's minimum contractual requirements are maintained;
- Discretionary expenditure is controlled in line with the Company's prudent working capital management strategy;
- Additional liquidity is generated from the disposal of certain of the Company's assets, which includes the receipt of cash following the sale of a mechanical ore sorter executed in May 2024;
- Novo's Board has resolved to seek interest from parties to acquire Novo's interest in San Cristobal Mining Inc; and
- Novo's Board has resolved to seek interest from parties to acquire, or be part of a joint venture in relation to, the Comet Well and Purdy's North project.



Based on this cash flow forecast, the Company's directors are satisfied that the Company will have access to sufficient cash to continue as a going concern.

If the Company is not able to achieve the assumptions included in the cash flow forecast, it may need to rely on alternative options to secure additional funding progressively from March 2025, which may include the raising of capital from equity markets.

The conditions above indicate that a material uncertainty exists that may cast significant doubt about the Company's ability to continue as a going concern and, therefore, whether it will be able to realize its assets and extinguish its liabilities in the normal course of business and at the amounts stated in the condensed interim consolidated financial statements. The condensed interim consolidated financial statements do not include any adjustments relating to the recoverability and classification of asset carrying amounts or to the amount and classification of liabilities that might result should the Company be unable to continue as a going concern.

CONTRACTUAL OBLIGATIONS

As at September 30, 2024, the following contractual obligations were outstanding:

As at September 30, 2024	Within 1 year \$'000	Within 1-2 years \$'000	Within 2-3 years \$'000	Within 3+ years \$'000	Total \$'000
Trade and other payables	1,967	-	-	-	1,967
Deferred consideration	2,790	2,427	9,333	-	14,550
Leases	167	172	177	30	546

As at December 31, 2023	Within 1 year \$'000	Within 1-2 years \$'000	Within 2-3 years \$'000	Within 3+ years \$'000	Total \$'000
Trade and other payables	3,446	-	-	-	3,446
Deferred consideration	2,700	2,340	9,001	-	14,041
Leases	1,260	168	173	162	1,763

Note: Deferred consideration - Refer to Financial Results - Three Months Ended September 30, 2024 Compared to Three Months Ended September 30, 2023 - Finance Items.

OFF-BALANCE SHEET TRANSACTIONS

There are currently no off-balance sheet arrangements which have, or are reasonably likely to have, a current or future effect on the financial performance or the financial condition of the Company.

CONTINGENCIES

From time to time, the Company is involved in various claims, litigation and other matters in the ordinary course and conduct of business. Some of these pending matters may take a number of years to resolve. While it is not possible to determine the ultimate outcome of such actions at this time, and inherent uncertainties exist in predicting such outcomes, it is the Company's belief that the ultimate resolution of any such current actions is not reasonably likely to have a material adverse effect on its consolidated financial position or results of operations except as otherwise disclosed.



RELATED PARTY TRANSACTIONS

During Q3 2024 and the nine months ended September 30, 2024, the following amounts were incurred with related parties in the normal course of operations and were measured at the exchange value which represented the amount of consideration established and agreed to by the related parties:

Name	Nature of Compensation	For the three months ended		For the nine months ended	
		September 30, 2024 \$'000	September 30, 2023 \$'000 (restated)	September 30, 2024 \$'000	September 30, 2023 \$'000 (restated)
Non Executive Co-Chairman & Director	Director fees	34	33	102	103
Executive Co-Chairman & Director	Salary	94	110	298	338
CFO & Corporate Secretary	Salary	69	152	203	317
Former VP, Corporate Communications	Consulting Fees	-	45	-	135
Independent Directors	Director Fees	38	60	146	189
Share Based Payments	Stock Options	84	210	250	622
Total		319	610	999	1,704

Details of these compensation arrangements are outlined in the Company's most recently filed Form 51-102F5 *Information Circular* (available under the Company's profile on SEDAR+ at www.sedarplus.ca with a filing date of May 31, 2024).

From time to time, the Board incentivizes the Company's management, employees, and consultants by issuing incentive stock options. Amounts outlined in the table above represent such portion of the Company's share-based payment expenses which relate to incentive stock options granted to the Company's management and Board, namely the non-executive co-chairman/director, the executive co-chairman/director, an independent director, and the chief financial officer/corporate secretary. On January 15, 2024 and March 20, 2024, the Company issued 3,684,824 shares at a fair value of \$0.17 per share, based on the closing price of the Company's common shares on the TSX, pursuant to its employees stock options and stock bonus plan.

The Company's methodology for calculating the fair value of share-based payments is outlined in Note 2 of the Q3 Financial Statements. Share-based payments relating to these key management personnel and directors totalled \$84,000 during Q3 2024 (Q3 2023 - \$210,000) and \$250,000 for the nine months ended September 30, 2024 (September 30, 2023- \$622,000).

CRITICAL ACCOUNTING ESTIMATES

The accounting policies and methods of application applied by the Company are outlined in the Q3 Financial Statements (refer to Note 2).

FINANCIAL INSTRUMENTS

a) Fair value

The Company's financial instruments include cash, short-term investments, other receivables, marketable securities, accounts payable, lease liabilities, deferred consideration liability, deferred revenue and accrued liabilities. The fair value hierarchy reflects the significance of inputs in making fair value measurements as follows:

- Level 1 - applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities.



- Level 2 - applies to assets or liabilities for which there are inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly such as quoted prices for similar assets or liabilities in active markets or indirectly such as quoted prices for identical assets or liabilities in markets with insufficient volume or infrequent transactions.
- Level 3 - applies to assets or liabilities for which there is unobservable market data.

The recorded amounts of cash, short-term investments, other receivables, accounts payable, accrued liabilities, deferred consideration liability, deferred revenue and lease liabilities approximate their respective fair values due to their short-term nature.

Financial Instruments carried at fair value:

- The marketable securities for listed shares are measured using Level 1 inputs. The fair value of marketable securities are measured at the closing market price obtained from the Australian Securities Exchange.
- The marketable securities balance held in E3D is measured using Level 3 inputs. The value of the shares held in E3D was determined using the fair value of USD \$6.82 per share which represents the price at which E3D raised funds with sophisticated third-party investors from August 2023 to January 2024. The share price which is at arm's length and occurred close to balance sheet date is an unobservable input and is considered to be an appropriate measure of fair value of the E3D shares. A 5% movement in the transaction price of E3D shares would have resulted in a movement of \$826,000 in net assets (December 31, 2023: \$810,000) Refer to Note 4 of the Q3 Financial Statements.
- The marketable securities balance held in SCM is measured using Level 3 inputs. The US \$8.00 per share fair value represents the price at which SCM raised funds through a private placement that completed in April 2024. A 5% movement in the transaction price of SCM shares would have resulted in a movement of \$934,000 in net assets. Refer to Note 4 of the Q3 Financial Statements. As at December 31, 2023, the US\$5.38 per share fair value was determined considering a number of factors including the fair value by SCM by an independent valuer upon acquisition of the San Cristobel Mine further supported by the December 31, 2023 cashflow model. Key assumptions underlying the cashflow model were commodity prices and discount rate. A 5% increase/decrease in the commodity prices would have resulted in a \$2,860,000 increase or \$3,477,000 decrease in net assets respectively. A 5% increase/decrease in the discount rate would have resulted in a movement of \$320,000 in net assets.

	Fair Value Hierarchy			Total \$'000
	Level 1 \$'000	Level 2 \$'000	Level 3 \$'000	
As at September 30, 2024				
Financial assets at Fair Value				
Marketable securities	891	-	40,717	41,608
Total September 30, 2024	891	-	40,717	41,608
As at December 31, 2023				
Financial assets at Fair Value				
Marketable Securities	1,432	-	32,963	34,395
Total December 31, 2023	1,432	-	32,963	34,395

INTERNAL CONTROLS OVER FINANCIAL REPORTING

Management formally assessed the effectiveness of the Company's internal control over financial reporting as at September 30, 2024, and continues to do so on an on-going basis. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission in Internal Control – Integrated Framework (**COSO 2013**).

Management is responsible for establishing and maintaining adequate internal control over financial reporting. The Company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. Any system of internal control over financial reporting, no matter how well designed, has inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable, not absolute, assurance with respect to financial statement preparation and presentation.

There have been no significant changes in the Company's internal controls during the period ended September 30, 2024 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

OUTSTANDING SHARE DATA

The Company is authorized to issue an unlimited number of common shares without par value ("**Common Shares**"). All issued Common Shares are fully paid and non-assessable.

As of November 05, 2024, the following Common Shares, Common Share purchase warrants ("**Warrants**"), and stock options were issued and outstanding:

	Number of shares	Exercise Price (C\$)	Expiry date
Common Shares *	354,630,279	-	-
Stock Options	2,190,000	3.57	January 26, 2025
Stock Options	3,000,000	1.89	November 22, 2026
Warrants	3,205,128	0.60	December 22, 2024
Warrants	641,025	0.60	December 22, 2025
Warrants	2,018,936	0.60	April 24, 2025
Fully Diluted	365,685,368		

* Common shares include 111,866,718 CDIs listed on the ASX.

NON-IFRS MEASURES

Certain non-IFRS measures have been included in this MD&A. The Company believes that these measures, in addition to measures prepared in accordance with IFRS, provide readers with an improved ability to evaluate its underlying performance and to compare it to information reported by other companies. The non-IFRS measures are intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS.



Available liquidity

The Company believes that available liquidity provides an accurate measure of the Company's ability to liquidate assets in order to satisfy its liabilities. The Company uses this metric to help monitor its risk profile.

Available liquidity includes cash, short-term investments, and assets which are readily saleable within the next 12 months, including cash, receivables, marketable securities (to the extent that an established market exists for such marketable securities, they are free of any long-term trading restrictions, and sufficient historical volume exists to liquidate holdings within 12 months), and gold specimens. Refer to Notes 3 and 4 of the Q3 Financial Statements.

The following table reconciles this non-IFRS measure to the most directly comparable IFRS measure disclosed in the Q3 Financial Statements.

September 30, 2024				
	# of shares	Share price	Foreign exchange	Adjusted value \$'000
Kalamazoo Resources Limited Ordinary Shares	10,000,000	\$0.078	0.933	728
GBM Resources Limited Ordinary Shares	11,363,637	\$0.009	0.933	95
Calidus Resources Limited Ordinary Shares	1,347,089	\$0.000	0.933	-
Kali Metals Limited Ordinary Shares	566,947	\$0.130	0.933	68
				891

December 31, 2023				
	# of shares	Share price	Foreign exchange	Adjusted value \$'000
Kalamazoo Resources Limited Ordinary Shares	10,000,000	\$0.12	0.900	1,080
GBM Resources Limited Ordinary Shares	11,363,637	\$0.01	0.900	92
Calidus Resources Limited Ordinary Shares	1,347,089	\$0.22	0.900	262
				1,434

Adjusted working capital

Adjusted working capital is defined as current assets less current liabilities (adjusted for non-cash related items that do not represent an immediate cash obligation) and is used to monitor the Company's liquidity.

The following table reconciles this non-IFRS measure to the most directly comparable IFRS measure disclosed in the Q3 Financial Statements.

	September 30, 2024 \$'000	December 31, 2023 \$'000
Current assets	7,363	23,862
Current liabilities	6,846	8,976
Non cash items - deferred revenue	(1,244)	(1,934)
Adjusted working capital	1,761	16,820



JORC COMPLIANCE STATEMENTS

The information in this MD&A that relates to Exploration Results from Novo's Western Australian Gold Portfolio is extracted from the following ASX announcements:

- (a) Nunyerry North High-Grade Gold Zone Extended and Egina Gold Camp Exploration Targets Advanced dated 29 August 2024 (and released to ASX on 30 August 2024);
- (b) De Grey Reaches \$A7m Minimum Spend at Egina Gold Project and Continues Investment dated 9 August 2024 (and released to ASX on 10 October 2024); and
- (c) Evaluation of Pilbara Antimony-Gold Potential Generates Positive Results dated 11 September 2024 (and released to ASX on 12 September 2024),

each of which is available to view at www.asx.com.au.

The Company confirms that it is not aware of any new information or data that materially affects the information in the original market announcements and that the form and context in which the Competent Person's findings are presented have not been materially modified from the original market announcements.

The information in this MD&A that relates to the previously reported exploration target at Belltopper is extracted from Novo's ASX announcement titled Belltopper Mineralisation Modelling Defines Prospectivity dated 24 September 2024 (and released to ASX on 25 September 2024), which is available to view at www.asx.com.au. The Company confirms that it is not aware of any new information that materially affects the information included in the original market announcement and that all material assumptions and technical parameters underpinning the estimates in the original market announcement continue to apply and have not materially changed.

The information in this MD&A that relates to Exploration Results at Belltopper is extracted from the following ASX announcements:

- (a) Significant Results from Diamond Drilling at Belltopper, Victoria dated 4 June 2024 (and released to ASX on 5 June 2024); and
- (b) Significant Results from Historical Drill Hole Infill Assay Program at Belltopper dated 21 August 2024 (and released to ASX on 22 August 2024),

both of which are available to view at www.asx.com.au.

The Company confirms that it is not aware of any new information or data that materially affects the information in the original market announcements and that the form and context in which the Competent Person's findings are presented have not been materially modified from the original market announcements.



CAUTION ON FORWARD-LOOKING INFORMATION

This MD&A contains “forward-looking information” within the meaning of Canadian and Australian securities laws. Forward-looking information in this MD&A includes, but is not limited to, the value of certain Company assets, in particular the fair value of marketable securities held by the Company; the Company’s further potential of its mineral properties; the Company’s planned exploration activities; the Company’s ability to raise additional funds; the Company’s ability to continue as a going concern; the future price of minerals, particularly gold; the estimation of mineral resources; the realization of mineral resource estimates; capital expenditures; success of exploration activities; exploration and development issues; currency exchange rates; government regulation of exploration, development; and social and environmental risks. Estimates regarding the anticipated timing, amount and cost of exploration and development activities are based on numerous factors including but not limited to assumptions underlying mineral resource estimates and the realization of such estimates.

Forward-looking information is characterized by words such as “plan”, “expect”, “budget”, “target”, “schedule”, “estimate”, “forecast”, “project”, “intend”, “believe”, “anticipate” and other similar words or statements that certain events or conditions “may”, “could”, “would”, “might”, or “will” occur or be achieved. Forward-looking information is based on the opinions, assumptions and estimates of management considered reasonable at the date the statements are made, and are inherently subject to a variety of risks and uncertainties and other known and unknown factors that could cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information.

Such factors include (but are not limited to): the fluctuating price of gold; reliance on third parties to provide technical services and information, particularly with respect to assay turnaround timeframes; success of exploration, development; health, safety and environmental risks; variations in the estimation of mineral resources; uncertainty relating to mineral resources; the potential of cost overruns; risks relating to government regulation; the impact of Australian laws regarding foreign investment; access to additional capital; volatility in the market price of the Company’s securities; liquidity risk; risks relating to native title and Aboriginal heritage; the availability of adequate infrastructure; the availability of adequate energy sources; seasonality and unanticipated weather conditions; limitations on insurance coverage; the prevalence of competition within the industry; currency exchange rates (such as the United States dollar and the Australian dollar versus the Canadian dollar); risks associated with foreign tax regimes; risks relating to potential litigation; risks relating to the dependence of the Company on outside parties and key management personnel; and risks in the event of a potential conflict of interest.

If any of these risks or uncertainties materialize, or if assumptions underlying the forward-looking statements prove incorrect, actual results might vary materially from those anticipated in those forward-looking statements. The assumptions referred to above should be considered carefully by readers.

The Company’s forward-looking statements are based on the reasonable beliefs, expectations and opinions of management on the date of this MD&A (or as of the date they are otherwise stated to be made). Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. There is no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The Company does not undertake to update or revise any forward-looking statements, except as, and to the extent required by, applicable securities laws in Canada and Australia. If the Company updates any forward-looking statement(s), no inference should be drawn that the Company will make additional updates with respect to those or other forward-looking statements.



REFERENCES:

- ⁱ Refer to Non-IFRS Measures on page 20.
- ⁱⁱ Refer to Novo's announcement dated 29 August 2024 (released to ASX on 30 August 2024) – Nunyerry North High-Grade Gold Zone extended and Egina Gold Camp Exploration Targets Advanced.
- ⁱⁱⁱ Refer to Novo's announcement dated 10 October 2024 – De Grey reaches A\$7m Minimum Spend at Egina Gold Project and Continues Investment.
- ^{iv} Refer to WAMEX Australia Limited Kilkenny Gold NL Explored, 1998 (A54099, A54394), Kilkenny Gold NL Gold, 2004 (A68128). Novo has not independently validated these results and therefore is not to be regarded as reporting, adopting or endorsing the results. No assurance can be given that Novo will achieve similar results as part of its exploration activities at the Kilkenny prospect.
- ^v Refer to De Grey's ASX news release dated 22 January 2008 available at www.asx.com.au.
- ^{vi} Maitland, A. Gibb, (1919) Antimony deposits in Western Australia, Geological Survey of Western Australia, State Government of Western Australia. No assurance can be given that Novo will achieve similar results as part of its exploration activities at Sherlock Crossing.
- ^{vii} Refer to Novo's announcement dated 11 September 2024 (released to ASX on 12 September 2024) – Evaluation of Pilbara Antimony-Gold Potential Generates Positive Results.
- ^{viii} Refer to Novo's announcement dated 21 August 2024 (released to ASX on 22 August 2024) – Significant Results from Historical Drill Hole Infill Assay Program at Belltopper.
- ^{ix} See the following for source documents in relation to the historical gold production figures for Bendigo, Fosterville, Costerfield, Castlemaine and Ballarat. Wilson, C. J. L., Moore, D. H., Vollgger, S. A., & Madeley, H. E. (2020). Structural evolution of the orogenic gold deposits in central Victoria, Australia: The role of regional stress change and the tectonic regime. *Ore Geology Reviews*, 120, 103390. Phillips, G. N., & Hughes, M. J. (1996). The geology and gold deposits of the Victorian gold province. *Ore Geology Reviews*, 11(5), 255-302. Costerfield Operation, Victoria, Australia, NI 43-101 Technical Report, March 2024; Agnico Eagle Mines Detailed Mineral Reserve and Mineral Resources Statement (as of December 31, 2023). Agnico Eagle Mines Limited. Fosterville Gold Mine. Retrieved August 21, 2024, from Agnico Eagle Website. For Comet and Sunday Creek exploration results, refer: Great Pacific Gold (TSXV:GPAC) Company TSXV release dated 11 January 2024, and Southern Cross Gold (ASX: SXG) Company ASX release dated 5 March 2024, respectively. Production figures for Bendigo, Castlemaine and Ballarat include combined alluvial and hard rock production. Gold endowment for Fosterville include historic production + reserves + resources as at 31/12/2023. Gold endowment for Costerfield equals historic production + resource (including reserves) as at 28/03/2024. Novo has not conducted data verification (as that term is defined in National Instrument 43-101 Standards of Disclosure for Mineral Projects and JORC 2012) in respect of the data set out in Figure 10 and therefore is not to be regarded as reporting, adopting or endorsing those results/figures. No assurance can be given that Novo will achieve similar results at Belltopper.
- ^x Refer to Novo's announcement dated 25 September 2024 – Belltopper Mineralisation Modelling Defines Prospectivity.