



NOVA MINERALS LIMITED
(ASX: NVA)

ASX and Media Release

30 January 2018

ADDENDUM TO NOTICE OF GENERAL MEETING

Nova Minerals Limited (**Nova** or **Company**) (ASX: NVA) has issued an Addendum to the Notice of General Meeting for the shareholders' meeting convened for 10.00am (AEDT) on 28 February 2018.

The purpose of the Addendum is to:

- add a new Resolution 5A for the approval of Placement Options to Mr Louie Simens and to update disclosure in the Explanatory Statement accordingly; and
- update disclosure in Section 6 of the Explanatory Statement to correct the stated aggregate number of Existing Options and Placement Options held by Mr Simens, and make consequential amendments.

The Addendum and updated Proxy Form is attached, and will be dispatched to shareholders accordingly.

For further information, please contact the Company Secretary on +61 3 9614 0600.

A handwritten signature in black ink, appearing to read "Ad. Wing", with a horizontal line underneath.

Adrien Wing
Company Secretary

Nova Minerals Limited
ACN 006 690 348



ADDENDUM TO NOTICE OF GENERAL MEETING

Nova Minerals Limited (**Company**) hereby gives notice to shareholders of the Company that, in relation to the Notice of General Meeting dated 29 January 2018 (**Notice of Meeting**) in respect of a general meeting of members to be held at 10:00am (AEDT) on 28 February 2018 at Level 17, 500 Collins Street, Melbourne, Victoria 3000, the Directors have determined to issue this addendum to the Notice of Meeting (**Addendum to Notice of Meeting**) for the purposes set out below.

Definitions in the Notice of Meeting have the same meaning in this Addendum to Notice of Meeting.

(a) Additional Resolution

By this Addendum to Notice of Meeting, an additional resolution, Resolution 5A, as detailed below is added to the Notice of Meeting. This relates to the issue of Placement Options to Mr Louie Simens, who at the time of the Placement Shares was not a Director but was subsequently appointed as a Director.

(b) Explanatory Statement – Update and Correction

By this Addendum to Notice of Meeting, additional disclosure and commentary is added to Section 3 as a consequence of the addition of Resolution 5A. The fully updated commentary is set out in this Addendum and replaces Section 3 of the original Explanatory Statement.

In addition, this Addendum to Notice of Meeting updates and corrects the disclosure in Section 6 in respect of the number of Existing Options and Placement Options for Mr Louie Simens.

(c) Replacement Proxy Form

Annexed to this Addendum to Notice of Meeting is a replacement Proxy Form.

If Shareholders wish to have their votes countered by proxy in respect of Resolution 5A, Shareholders MUST use this replacement Proxy Form to vote on all the Resolutions. In the event that a Shareholder provides a replacement Proxy Form, any Proxy Form dispatched with the original Notice of Meeting which has been completed by that Shareholder will be disregarded.

The Company reserves the right to accept Proxy Forms dispatched with the original Notice of Meeting received from Shareholders in the event that a new Proxy Form is not provided by the relevant Shareholder.

ENQUIRIES

Shareholders are requested to contact the Company Secretary, on +61 3 9614 0600 if they have any queries in respect of the matters set out in this Addendum to Notice of Meeting.

ADDITIONAL RESOLUTION

5A. Approval for issue of Placement Options to Louie Simens (December 2017 Placement)

Resolution (Ordinary)	<p>To consider and, if thought fit, to pass the following as an ordinary resolution:</p> <p>“THAT, for the purpose of Listing Rule 10.11, and for all other purposes, shareholders approve the issue of 10,650,000 Options to Mr Louie Simens (and/or his nominees) on the terms and conditions set out in the Explanatory Statement.”</p>
Voting Exclusion	<p>The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Simens (or his nominee/s) or any of their associates.</p> <p>However, the Company need not disregard a vote on the Resolution if:</p> <ul style="list-style-type: none">(a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form;(b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Dated 30 January 2018

By order of the Board of Nova Minerals Limited



Adrien Wing
Company Secretary

EXPLANATORY STATEMENT

REPLACEMENT OF SECTION 3

3. Resolutions 4, 5 and 5A: Approval for issue of Placement Options to Avi Kimelman, Olaf Frederickson and Louie Simens (December 2017 Placement)

Background

Pursuant to Resolution 3, the Company is seeking Shareholder approval for the issue of the attaching Options under the Placement.

Mr Avi Kimelman, a Director, and entities associated with Mr Kimelman subscribed for 4,975,610 Shares under the Placement and Mr Olaf Frederickson, a Director, and entities associated with Mr Frederickson subscribed for 5,000,000 Shares under the Placement pursuant to the authority given by Shareholders at the Company's 2017 Annual General Meeting. In addition, Mr Louie Simens, who is currently a Director but was not a Director at the time of the Placement, and entities associated with Mr Simens subscribed for 8,500,000 Shares under the Placement.

Resolutions 4, 5 and 5A seek Shareholder approval for the issue of the free-attaching Options to Mr Kimelman, Mr Frederickson and Mr Simens, and their associated entities on the same terms as the places under the Placement.

Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of Options pursuant to the Placement terms constitutes giving a financial benefit and Mr Kimelman, Mr Frederickson and Mr Simens are related parties of the Company by virtue of being Directors.

The Directors (other than Mr Kimelman, Mr Frederickson and Mr Simens in respect of the relevant Resolutions in which they have a material personal interest) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of his participation because the Options will be issued to on the same terms as Options issued to non-related party placees under the Placement and as such the giving of the financial benefit is on arm's length terms.

Listing Rule 10.11

Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in Listing Rule 10.12 applies.

It is the view of the Directors that the exceptions set out in Listing Rule 10.12 do not apply in the current circumstances.

Information required by Listing Rules

In compliance with the information requirements of Listing Rule 10.13 Shareholders are advised of the following particulars in relation to the proposed issue of the Options the subject of Resolutions 4, 5 and 5A:

- (a) *The name of the person:*

Mr Avi Kimelman and/or entities associated with Mr Kimelman.

Mr Olaf Frederickson and/or entities associated with Mr Frederickson.

Mr Louie Simens and/or entities associated with Mr Simens.

(b) *The maximum number of securities to be issued:*

Mr Avi Kimelman: 6,219,512 Options.

Mr Olaf Frederickson: 6,250,000 Options

Mr Louie Simens: 10,650,000 Options

(c) *The date by which securities will be issued:*

No later than one month after Shareholder approval in each case.

(d) *Relationship between the related party and the person:*

Each of Mr Kimelman, Mr Frederickson and Mr Simens are Directors, and are associated with the respective allottees.

(e) *Issue price and terms of issue:*

The Options are issued at a nil issue price as they are free attaching to the Shares issued under the Placement. The terms and conditions attaching to the Options are set out in Schedule 1. The Company intends to seek quotation of the Options under existing code NVAOA subject to satisfaction of the ASX quotation requirements.

(f) *Intended use of funds raised:*

No funds will be raised by the issue of the Options. Funds raised from the exercise of Options will be used to fund further exploration and development of the Company's Thompson Bros Lithium Project and its suite of Alaskan exploration assets under the proposed joint venture announced on 20 November 2017.

The Directors, other than Mr Kimelman, Mr Frederickson and Mr Simens in respect of the relevant Resolutions in which they have a material personal interest, recommend that the Shareholders vote in favour of Resolutions 4, 5 and 5A.

CORRECTIONS IN SECTION 6

The changes to the disclosures in Section 6 are made to correct the figure for the aggregate number of Existing Options and Placement Options for Mr Louie Simens, being 14,900,000 Options rather than 4,250,000 Options, and consequential amendments.

The table under the sub-heading "The financial benefit being given" in Section 6 is replaced with the following.

	Existing Options¹ and Placement Options²	Incentive Options²	Total
Avi Kimelman	25,958,743	25,000,000	50,958,743
Olaf Frederickson	6,250,000	10,000,000	16,250,000
Louie Simens	14,900,000	10,000,000	24,900,000
Dennis Fry	400,000	10,000,000	10,400,000

Notes:

1. Listed Options exercisable at \$0.0325 on or before 31 August 2020.

2. Placement Options proposed to be issued pursuant to the Placement.

3. Incentive Options proposed to be issued under Resolutions 7 to 11.

The table under the sub-heading “Amount of the financial benefit” in Section 6 is updated to correct the total number Options proposed to be held by Mr Louie Simens and the Maximum Loan Amount figures as follows.

	Total Options	Maximum Loan Amount
Avi Kimelman	50,958,743	2,343,659.15
Olaf Frederickson	16,250,000	803,125.00
Louie Simens	24,900,000	1,409,250.00
Dennis Fry	10,400,000	613,000.00
Total	91,858,743	\$5,169,034.15

The table under the sub-heading “Current Shares and Options held by related party & dilution effect” in Section 6 is updated to correct the total number Options proposed to be held by Mr Louie Simens and percentage dilution figures as follows.

	Total Options	%Dilution
Avi Kimelman	50,958,743	7.15%
Olaf Frederickson	16,250,000	2.28%
Louie Simens	24,900,000	3.49%
Dennis Fry	10,400,000	1.46%
Total	102,508,743	14.40%

**PROXY FORM
NOVA MINERALS LIMITED
ACN 006 690 348**

I/We

of:

being a Shareholder entitled to attend and vote at the Meeting, hereby appoint:

Name:

OR: ☐ the Chair of the Meeting as my/our proxy.

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Meeting to be held at Level 17, 500 Collins Street, Melbourne Victoria 3000 on 23 February 2018 at 10:00am (AEDT), and at any adjournment thereof.

This proxy is authorized to exercise votes/ % of my/our total voting rights.

☐

If the Chair of the meeting is appointed as your proxy, or may be appointed by default and you do **not** wish to direct your proxy how to vote as your proxy, please place a mark in the box

By marking this box you acknowledge that the Chair may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him other than as proxy holder will otherwise be disregarded because of that interest and further authorise the Chair to vote undirected proxies, even if the resolution is connected directly or indirectly with the remuneration of the Company's key management personnel. The Chair intends voting undirected proxies in favour of the resolutions in which he is permitted to vote.

VOTING DIRECTIONS FOR YOUR PROXY

To instruct your proxy how to vote, insert 'X' in the appropriate column against each resolution set out below. If you do not instruct your proxy how to vote on a resolution, your proxy may vote as he/she thinks fit or abstain from voting.

I/We direct my/our proxy to vote as indicated below:

		FOR	AGAINST	ABSTAIN
Resolution 1	Ratification of prior issue of shares (LR7.1)			
Resolution 2	Ratification of prior issue of shares (LR7.1A)			
Resolution 3	Issue of Options (Dec 2017 Placement)			
Resolution 4	Issue of Options – Avi Kimelman (Dec 2017 Placement)			
Resolution 5	Issue of Options – Olaf Frederickson (Dec 2017 Placement)			
Resolution 5A	Issue of Options – Louie Simens (Dec 2017 Placement)			
Resolution 6	Adoption of Employee Share Option Plan			
Resolution 7	Issue of Incentive Options – Avi Kimelman			
Resolution 8	Issue of Incentive Options – Olaf Frederickson			
Resolution 9	Issue of Incentive Options – Eliahu Bernstein			
Resolution 10	Issue of Incentive Options – Louie Simens			
Resolution 11	Issue of Incentive Options – Dennis Fry			
Resolution 12	Financial Assistance to Directors			

<p>If a person:</p> <p>_____</p> <p>(Signature)</p> <p>_____</p> <p>Name (print)</p> <p>Date: ____/____/____</p>	<p>If a company:</p> <p>EXECUTED by: _____</p> <p style="text-align: right;">Name of company (print)</p> <p>in accordance with the Corporations Act</p> <p>_____</p> <p>(Signature)</p> <p>Date: ____/____/____</p> <p style="text-align: right;">_____</p> <p style="text-align: right;">(Signature)</p>
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This proxy and any power of attorney or other authority under which it is signed (or a certified copy) must be lodged by 10:00am (AEDT) on 21 February 2018, being not less than 48 hours before the time for holding the meeting or adjourned meeting as the case may be:

- by mail to Level 17, 500 Collins Street, Melbourne VIC 3000; or
- personally at Level 17, 500 Collins Street, Melbourne VIC 3000; or
- by facsimile on +61 3 9614 0550.