

# Notice of Annual General Meeting and Explanatory Statement

**Nova Minerals Limited**

ACN 006 690 348

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**Date:** Thursday, 29 November 2018

**Time:** 11.00am (AEDT)

**Venue:** The offices of BDO  
Collins Square  
Tower Four  
Level 18, 727 Collins Street  
Melbourne, VIC, 3008

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# NOTICE OF 2018 ANNUAL GENERAL MEETING

**NOTICE is given that the Annual General Meeting (Meeting) of Nova Minerals Limited will be held at the offices of BDO, Collins Square, Tower Four, Level 18, 727 Collins Street, Melbourne, VIC, 3008 on Thursday 29 November 2018 at 11.00am (AEDT)**

Each of the resolutions proposed to be put to shareholders at the Meeting are set out in this Notice of Annual General Meeting (**Notice**). Further details regarding those resolutions are set out in the Explanatory Statement accompanying this Notice. The details of the resolutions contained in the Explanatory Statement should be read together with, and form part of, this Notice.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that persons eligible to vote at the Meeting are those who are registered shareholders of the Company at 7.00pm (AEDT) on Tuesday, 27 November 2018.

Shareholders are invited to consider the following items of business at the Meeting:

## ORDINARY BUSINESS

### 1. Financial and related reports

<b>Financial and related reports</b>	
<b>Description</b>	To receive and consider the Annual Financial Reports of the Company including the balance sheets and profit and loss accounts of the Company and its subsidiaries and the reports of the Company's Directors and the Company's auditor in respect of the financial year ended 30 June 2018.

### 2. Adoption of Remuneration Report (Non-binding resolution)

<b>Resolution 1</b>	<b>Adoption of Remuneration Report (Non-binding resolution)</b>
<b>Resolution (Ordinary)</b>	<p>To consider and, if thought fit, pass the following resolution as a non-binding ordinary resolution:</p> <p><i>"THAT the Remuneration Report for the financial year ended 30 June 2018 included in the Directors' Report, which is attached to the Financial Statements as required under section 300A of the Corporations Act, be adopted by the Company."</i></p>
<b>Voting Exclusion</b>	<p><b>Corporations Act voting restrictions – key management personnel and their closely related parties</b></p> <p>In accordance with the Corporations Act 2001 (Cth), the Company will disregard any votes cast on this Resolution by or on behalf of a member of the Company's key management personnel within the meaning of the Corporations Act (including the Directors) or any of that person's closely related parties within the meaning of the Corporations Act (such as close family members and any controlled companies of those persons) (collectively referred to as "Restricted Voters").</p> <p>However, the Company need not disregard a vote if:</p> <ul style="list-style-type: none"><li>(a) it is a cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on this Resolution; and</li><li>(b) it is not cast on behalf of a Restricted Voter.</li></ul> <p>The Chair may cast votes on this Resolution as proxy where the written appointment of the Chair as proxy (which may include appointment of the Chair as proxy by default in the absence of another person) does not specify how the proxy is to vote on this Resolution but expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Company's key management personnel.</p>

### 3. Election of Mr Louie Simens as a Director

<b>Resolution 2</b>	<b>Election of Mr Louie Simens as a Director</b>
<b>Resolution (Ordinary)</b>	<p>To consider and, if thought fit, to pass the following resolution as an ordinary resolution:</p> <p><i>"THAT Mr Louie Simens, a Director appointed to fill a casual vacancy on 19 December 2017 and being eligible for election, be elected as a Director of the Company.</i></p>

### 4. Election of Mr Dennis Fry as a Director

<b>Resolution 3</b>	<b>Election of Mr Dennis Fry as a Director</b>
<b>Resolution (Ordinary)</b>	<p>To consider and, if thought fit, to pass the following resolution as an ordinary resolution:</p> <p><i>"THAT Mr Dennis Fry, a Director appointed to fill a casual vacancy on 19 December 2017 and being eligible for election, be elected as a Director of the Company.</i></p>

## SPECIAL BUSINESS

### 5. Ratification of prior issue of options

<b>Resolution 4</b>	<b>Ratification of prior issue of options</b>
<b>Resolution (Ordinary)</b>	<p>To consider and, if thought fit, to pass the following as an ordinary resolution:</p> <p><i>"THAT, for the purpose of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify the prior issue of 15,000,000 Options (exercisable at \$0.0325 and expiring on 31 August 2020) to Mr Peter Proska, on the terms set out in the Explanatory Statement which accompanied and formed part of this Notice."</i></p>
<b>Voting Exclusion</b>	<p><i>The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who participated in the issue or any associates of those persons.</i></p> <p><i>However, the Company need not disregard a vote on the Resolution if:</i></p> <ul style="list-style-type: none"> <li><i>(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;</i></li> <li><i>(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.</i></li> </ul>

### 6. Ratification of prior issue of options

<b>Resolution 5</b>	<b>Ratification of prior issue of options</b>
<b>Resolution (Ordinary)</b>	<p>To consider and, if thought fit, to pass the following as an ordinary resolution:</p> <p><i>"THAT, for the purpose of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify the prior issue of 5,000,000 Options (exercisable at \$0.0325 and expiring on 31 August 2020) to SA Capital Pty Ltd, on the terms set out in the Explanatory Statement which accompanied and formed part of this Notice."</i></p>
<b>Voting Exclusion</b>	<p><i>The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who participated in the issue or any associates of those persons.</i></p>

	<p>However, the Company need not disregard a vote on the Resolution if:</p> <p>(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;</p> <p>(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.</p>
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## 7. Ratification of prior issue of options

<b>Resolution 6</b>	<b>Ratification of prior issue of options</b>
<b>Resolution (Ordinary)</b>	<p>To consider and, if thought fit, to pass the following as an ordinary resolution:</p> <p><i>“THAT, for the purpose of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify the prior issue of 1,500,000 Options (exercisable at \$0.0325 and expiring on 31 August 2020) to LSI Advisory Limited, on the terms set out in the Explanatory Statement which accompanied and formed part of this Notice.”</i></p>
<b>Voting Exclusion</b>	<p>The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who participated in the issue or any associates of those persons.</p> <p>However, the Company need not disregard a vote on the Resolution if:</p> <p>(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;</p> <p>(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.</p>

## 8. Ratification of prior issue of options

<b>Resolution 7</b>	<b>Ratification of prior issue of options</b>
<b>Resolution (Ordinary)</b>	<p>To consider and, if thought fit, to pass the following as an ordinary resolution:</p> <p><i>“THAT, for the purpose of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify the prior issue of 500,000 Options (exercisable at \$0.0325 and expiring on 31 August 2020) to Mr Dale Shultz, on the terms set out in the Explanatory Statement which accompanied and formed part of this Notice.”</i></p>
<b>Voting Exclusion</b>	<p>The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who participated in the issue or any associates of those persons.</p> <p>However, the Company need not disregard a vote on the Resolution if:</p> <p>(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;</p> <p>(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.</p>

## 9. Approval of 10% Placement Capacity

Resolution 8	Approval of 10% placement capacity
<b>Resolution (Special)</b>	<p>To consider and, if thought fit, pass the following resolution as a <b>special resolution</b>:</p> <p><i>“THAT, for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to an additional 10% of its issued equity securities by way of placements over a 12 month period at an issue price which is not less than the minimum issue price calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.3 and on the terms and conditions set out in the Explanatory Statement which accompanied and formed part of this Notice.”</i></p>
<b>Voting Note</b>	<p>If at the time of the Meeting, the Company:</p> <p>(a) is included in the S&amp;P/ASX 300 Index; and/or</p> <p>(b) has a market capitalisation (including restricted securities and securities quoted on a deferred settlement basis) of greater than AU\$300 million,</p> <p>this Resolution will be withdrawn.</p>
<b>Voting Exclusion</b>	<p>The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who is expected to participate in the proposed issue and any persons who will obtain a material benefit as a result of the proposed issue, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any associates of those persons.</p> <p>However, the Company need not disregard a vote if it is cast by:</p> <p>(a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or;</p> <p>(b) the person chairing the Meeting as proxy for a person entitled to vote, in accordance with a direction on a proxy form to vote as the proxy decides.</p>

Dated 12 October 2018

By order of the Board of Nova Minerals Limited



**Adrien Wing**  
Company Secretary

## QUESTIONS FROM SHAREHOLDERS

To provide an equal opportunity for all shareholders to ask questions of the Board, we ask you to submit in writing any questions to the Company or to the Company's auditor in relation to the conduct of the external audit for the year ended 30 June 2018, or the content of its audit report. Please send your questions to:

The Company Secretary, Nova Minerals Limited

**Via mail:** Level 17, 500 Collins Street, Melbourne VIC 3000

**Via email:** [amwing@northernstargroup.com.au](mailto:amwing@northernstargroup.com.au)

Written questions must be received no later than **5.00pm (AEDT) on Monday 26 November 2018**.

Your questions should relate to matters that are relevant to the business of the Meeting,

In accordance with the Corporations Act and the Company's policy, a reasonable opportunity will be provided to shareholders attending the Meeting to ask questions about, or make comments upon, matters in relation to the Company including the Company's Remuneration Report for the year ended 30 June 2018.

During the course of the Meeting, the Chair will seek to address as many shareholder questions as reasonably practicable, and, where appropriate, will give the auditor's representative the opportunity to answer written questions addressed to it. However, there may be insufficient time to answer all questions at the Meeting. Please note individual responses may not be sent to shareholders.

## VOTING INFORMATION

### Entitlement to vote at the Meeting

A determination has been made by the Board of the Company under regulation 7.11.37 of the *Corporations Regulations 2001* that persons eligible to vote at the Meeting are those registered shareholders of the Company as at **7.00 pm (AEDT) on Tuesday 27 November 2018**, subject to any applicable voting exclusion.

### Voting by proxy

- (a) A shareholder entitled to attend and vote at the Meeting may appoint one proxy or, if the shareholder is entitled to cast 2 or more votes at the meeting, 2 proxies, to attend and vote instead of the shareholder.
- (b) Where 2 proxies are appointed to attend and vote at the Meeting, each proxy may be appointed to represent a specified proportion or number of the shareholder's voting rights at the meeting.
- (c) A proxy need not be a shareholder of the Company.
- (d) A proxy may be an individual or a body corporate. If a body corporate is appointed, the proxy form must indicate the full name of the body corporate and the full name or title of the individual representative of the body corporate for the meeting.
- (e) A proxy form accompanies this notice. If a shareholder wishes to appoint more than 1 proxy, they may make a copy of the proxy form attached to this notice. For the proxy form to be valid it must be received together with the power of attorney or other authority (if any) under which the form is signed, or a (notarially) certified copy of that power of authority **by 5:00 (AEDT) on Tuesday 27 November 2018**:

**by post** Nova Minerals Limited  
Level 17, 500 Collins Street  
Melbourne VIC 3000

**By facsimile** +61 3 9614 0550

## Proxy voting by the Chair

The Corporations Act imposes prohibitions on Key Management Personnel and their Closely Related Parties from voting their shares (and/or voting undirected proxies) on, amongst other things, remuneration matters. Resolutions 1, and 9 are connected, directly or indirectly, with the remuneration of Key Management Personnel of the Company,

However, the Chair of a meeting may vote an undirected proxy (i.e. a proxy that does not specify how it is to be voted), provided the shareholder who has lodged the proxy has given an express voting direction to the Chair to exercise the undirected proxy, even if the resolution is connected with the remuneration of a member of Key Management Personnel. The Chair may not vote undirected proxies cast on behalf of Key Management Personnel or their Closely Related Parties on Resolution 1.

If you complete a proxy form that authorises the Chair of the Meeting to vote on your behalf as proxy, and you do not mark any of the boxes so as to give him directions about how your vote should be cast, then you will be taken to have expressly authorised the Chair to exercise your proxy on Resolutions 1 and 8. In accordance with this express authority provided by you, the Chair will vote in favour of Resolutions 1 and 8 (unless you are a member of the Key Management Personnel or a Closely Related Party, in which case your vote can not be cast on the Resolutions). If you wish to appoint the Chair of the Meeting as your proxy, and you wish to direct him how to vote, please tick the appropriate boxes on the form.

The Company's Managing Director and Chairman, Mr Avi Kimelman, will Chair the Meeting and intends to vote all available undirected proxies in favour of each item of business.

Subject to the above, if you appoint as your proxy any Director of the Company, except the Chairman, or any other Key Management Personnel or any of their Closely Related Parties and you do not direct your proxy how to vote on Resolution 1, he or she will not vote your proxy on those items of business.

## CORPORATE REPRESENTATIVES

Any corporation which is a member of the Company may appoint a proxy, as set out above, or authorise (by certificate under common seal or other form of execution authorised by the laws of that corporation's place of incorporation, or in any other manner satisfactory to the Chair) a natural person to act as its representative at any general meeting.

Corporate representatives are requested to bring appropriate evidence of appointment as a representative in accordance with the Constitution. Attorneys are requested to bring an original or certified copy of the power of attorney pursuant to which they were appointed. Proof of identity is also required for corporate representatives and attorneys.

## SPECIAL RESOLUTIONS

For a special resolution to be passed, at least 75% of the votes validly cast on the resolution by shareholders (by number of shares) must be in favour of the resolution. Resolution 8 is a special resolution.

# EXPLANATORY STATEMENT TO NOTICE OF 2018 ANNUAL GENERAL MEETING

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This Explanatory Statement accompanies and forms part of the Company's Notice of Annual General Meeting (**Notice**). The Notice incorporates, and should be read together with, this Explanatory Statement.

## 1. Financial and related reports

Section 317 of the Corporations Act requires the Company's Annual Financial Report, Directors' Report, Remuneration Report and Auditor's Report for the financial year ended 30 June 2018 to be laid before the Annual General Meeting (Meeting). There is no requirement that Shareholders formally approve the reports.

The Financial Report contains the financial statements of the consolidated entity consisting of the Company and its controlled entities.

As permitted by the Corporations Act, a printed copy of the Company's 2018 Annual Report has been sent only to those shareholders who have elected to receive a printed copy. A copy of the 2018 Annual Report is available from the Company's website ([www.novaminerals.com.au](http://www.novaminerals.com.au)).

The Chair of the Meeting will allow a reasonable opportunity at the Meeting for shareholders to ask questions. Shareholders will also be given a reasonable opportunity at the meeting to ask the Company's auditor questions about its audit report, the conduct of its audit of the Company's financial report for the year ended 30 June 2018, the preparation and content of its audit report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of the Company's auditor in relation to the conduct of the audit.

There is no requirement for these reports to be formally approved by shareholders. No resolution is required to be moved in respect of this item.

## 2. Resolution 1: Adoption of Remuneration Report (Non-binding resolution)

Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the Company's 2018 Annual Report and is available from the Company's website ([www.novaminerals.com.au](http://www.novaminerals.com.au)).

The Company is required pursuant to the Corporations Act to propose a non-binding resolution regarding the 2018 Remuneration Report, which forms part of the Director's Report in the 2018 Annual Financial Statements. The vote is advisory only and does not bind the Directors of the Company.

The Remuneration Report:

- describes the policies behind, and the structure of, the remuneration arrangements of the Company and the link between the remuneration of executives and the Company's performance;
- sets out the remuneration arrangements in place for each Director and for certain members of the senior management team; and
- explains the differences between the basis for remunerating non-executive Directors and senior executives, including the Chief Executive Officer (if any).

The vote on this item is advisory only and does not bind the Directors. However, the Board will take into account any discussion on this item and the outcome of the vote when considering the future remuneration policies and practices of the Company.

Under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGM's (treating this AGM as the first such meeting), shareholders will be required to vote at the second of those AGM's on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director and CEO) must be put up for re-election. The vote on the Remuneration Report contained in the Company's 2017 Annual Financial Statements was passed with the support of more than 75% of votes thus a spill resolution will not be required in the event that 25% or more of votes that are cast are against the adoption of the 2018 Remuneration Report. However, in the event that 25% or more of votes that are cast are against the adoption of the 2018

Remuneration Report, shareholders should be aware that if there is a 'no' vote of 25% or more for the same resolution at the 2018 AGM the consequences are that it may result in the re-election of the Board.

A voting exclusion statement applies to this Resolution, as set out in the Notice.

The Directors unanimously recommend shareholders vote in favour of adopting the Remuneration Report.

Subject to any restrictions, the Chair of the Meeting intends to vote all available proxies in favour of this Resolution.

### **3. Resolution 2: Election of Mr Louie Simens as a Director**

ASX Listing Rule 14.4 and rule 16.4(b)(ii) of the Constitution require that the appointment of any Director who is appointed by the other Directors to fill a casual vacancy on the Board be ratified at the next AGM following that Director's appointment.

Mr Louie Simens was appointed to the Board on 19 December 2017 to fill a casual vacancy. Accordingly, Mr Simens retires as a Director and offers himself for election pursuant to ASX Listing Rule 14.4 and rule 16.4(b)(ii) of the Constitution.

Mr Simens was appointed to the Company's Board on 19 December 2017 as a Non-Executive Director.

Mr Simens has almost a decade of experience in micro-cap equities and startup investing, has had extensive roles in corporate restructuring, due diligence, mergers & acquisitions. Mr Simens understands the fundamental parameters, strategic drivers and market requirements for growth within the junior resources sector. Mr Simens has a successful track record spanning over a decade in owning and operating contracting businesses, both in civil and building construction. Building on his early business background, he has gained a unique knowledge of corporate governance and project management, including understanding the requirements of working within budgets, putting in place adequate strategies and exceeding the fulfilment of safety regulatory requirements.

The Board, with Mr Simens abstaining from making recommendations, recommends that shareholders vote in favour of Resolution 2.

The Chair of the Meeting intends to vote all available proxies in favour of Resolution 2.

### **4. Resolution 3: Election of Mr Dennis Fry as a Director**

ASX Listing Rule 14.4 and rule 16.4(b)(ii) of the Constitution require that the appointment of any Director who is appointed by the other Directors to fill a casual vacancy on the Board be ratified at the next AGM following that Director's appointment.

Mr Dennis Fry was appointed to the Board on 19 December 2017 to fill a casual vacancy. Accordingly, Mr Fry retires as a Director and offers himself for election pursuant to ASX Listing Rule 14.4 and rule 16.4(b)(ii) of the Constitution.

Mr Fry was appointed to the Company's Board on 19 December 2017 as a Non-Executive Director.

Mr Fry has developed in the mining sector over the past 15 years as a proven entrepreneur, founding several Private Australian and International mineral exploration companies. Mr Fry has experience in all facets of geology and mineral exploration including target generation, project management, budgeting, and execution of exploration programs; and sound understanding of mining laws, regulations, and native titles. Mr Fry has proven experience in company directorship, corporate governance, and is a member of the Australian Institute of Company Directors.

Mr Fry acts as a Competent Person under the JORC 2012 code and Member of the Australasian Institute of Mining and Metallurgy (MAusIMM).

The Board, with Mr Fry abstaining from making recommendations, recommends that shareholders vote in favour of Resolution 3.

The Chair of the Meeting intends to vote all available proxies in favour of Resolution 3.



## 5. Resolution 4: Ratification of prior issue of options

Resolution 4 seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for the prior issue of 15,000,000 Options (exercisable at \$0.0325 and expiring on 31 August 2020) to Mr Peter Proska, being a non-related party to the Company. Each option was issued at a deemed issue price of \$0.003 (0.3 cents) each in lieu of cash for consulting services provided by Mr Proska to the Company (total \$45,000). These options were issued on 1 March 2018 and an Appendix 3B was released to ASX on that date.

The Options the subject of Resolution 4 were issued without shareholder approval under ASX Listing Rule 7.1. ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as options), if the number of those securities exceeds 15% of the share capital of the Company on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 provides that where a company's shareholders ratify the prior issue of securities made pursuant to ASX Listing Rule 7.1 (provided that the previous issue of securities did not breach ASX Listing Rule 7.1) those securities will be deemed to have been issued with shareholder approval for the purposes of ASX Listing Rule 7.1. The Company seeks approval under Listing Rule 7.4 to refresh its capacity to make further issues without shareholder approval under Listing Rule 7.1.

The following information is provided in accordance with the requirements of ASX Listing Rule 7.5:

- The total number of Options issued were 15,000,000.
- The Options were issued at a deemed issue price of \$0.003 (0.3 cents) each, representing an invoice amount of \$45,000 for consulting services provided by Mr Proska to the Company.
- The Options have the same terms and rights as, and will rank equally with, the Company's existing listed Options (ASX:NVAO). The Options have an exercise price of \$0.0325 per Option and an expiry date of 31 August 2020. Full terms of the Options are set out in Schedule 1.
- The Options were issued to Mr Peter Proska who is a non-related party of the Company.
- Nil funds were raised from the issue of Options. The issue of Options was in lieu of cash for consulting services provided by Mr Proska to the Company and represent an invoiced amount of \$45,000. Funds received upon exercise of Options (if any) will be applied to meeting working capital requirements at the time of exercise.
- A voting exclusion statement in respect of this Resolution is contained in the Notice.

## 6. Resolution 5: Ratification of prior issue of options

Resolution 5 seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for the prior issue of 5,000,000 Options (exercisable at \$0.0325 and expiring on 31 August 2020) to SA Capital Pty Ltd, being a non-related party to the Company. Each Option was issued at a deemed issue price of \$0.008 (0.8 cents) each in lieu of cash for consulting services provided by SA Capital to the Company (total \$40,000). These options were issued on 1 March 2018 and an Appendix 3B was released to ASX on that date.

The Options the subject of Resolution 5 were issued without shareholder approval under ASX Listing Rule 7.1. ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as options), if the number of those securities exceeds 15% of the share capital of the Company on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 provides that where a company's shareholders ratify the prior issue of securities made pursuant to ASX Listing Rule 7.1 (provided that the previous issue of securities did not breach ASX Listing Rule 7.1) those securities will be deemed to have been issued with shareholder approval for the purposes of ASX Listing Rule 7.1. The Company seeks approval under Listing Rule 7.4 to refresh its capacity to make further issues without shareholder approval under Listing Rule 7.1.

The following information is provided in accordance with the requirements of ASX Listing Rule 7.5:

- The total number of Options issued were 5,000,000.
- The options were issued at a deemed issue price of \$0.008 (0.8 cents) each, representing an invoice amount of \$40,000 for consulting services provided by SA Capital Pty Ltd to the Company.
- The Options have the same terms and rights as, and will rank equally with, the Company's existing listed Options (ASX:NVAO). The Options have an exercise price of \$0.0325 per option and an expiry date of 31 August 2020. Full terms of the Options are set out in Schedule 1.
- The Options were issued to SA Capital Pty Ltd who is a non-related party of the Company.
- Nil funds were raised from the issue of options. The issue of Options was in lieu of cash for consulting services provided by SA Capital Pty Ltd to the Company and represent an invoiced amount of \$40,000.

Funds received upon exercise of Options (if any) will be applied to meeting working capital requirements at the time of exercise.

- A voting exclusion statement in respect of this Resolution is contained in the Notice.

## **7. Resolution 6: Ratification of prior issue of options**

Resolution 6 seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for the prior issue of 1,500,000 Options (exercisable at \$0.0325 and expiring on 31 August 2020) to LSI Advisors Ltd, being a non-related party to the Company. There was no issue price of Options. The Options were issued in lieu of cash for strategic advisory services provided by LSI Advisors Limited to the Company. These Options were issued on 26 March 2018 and an Appendix 3B was released to ASX on that date.

The Options the subject of Resolution 6 were issued without shareholder approval under ASX Listing Rule 7.1. ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as options), if the number of those securities exceeds 15% of the share capital of the Company on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 provides that where a company's shareholders ratify the prior issue of securities made pursuant to ASX Listing Rule 7.1 (provided that the previous issue of securities did not breach ASX Listing Rule 7.1) those securities will be deemed to have been issued with shareholder approval for the purposes of ASX Listing Rule 7.1. The Company seeks approval under Listing Rule 7.4 to refresh its capacity to make further issues without shareholder approval under Listing Rule 7.1.

The following information is provided in accordance with the requirements of ASX Listing Rule 7.5:

- The total number of Options issued were 1,500,000.
- There was no issue price for the Options. The Options were issued in lieu of cash for strategic advisory services provided by LSI Advisors Ltd to the Company.
- The Options have the same terms and rights as, and will rank equally with, the Company's existing listed Options (ASX:NVAO). The options have an exercise price of \$0.0325 per option and an expiry date of 31 August 2020. Full terms of the Options are set out in Schedule 1.
- The Options were issued to LSI Advisory Ltd who is a non-related party of the Company.
- Nil funds were raised from the issue of Options. The issue of Options was in lieu of cash for strategic advisory services provided by LSI Advisors Ltd to the Company. Funds received upon exercise of Options (if any) will be applied to meeting working capital requirements at the time of exercise.
- A voting exclusion statement in respect of this Resolution is contained in the Notice.

## **8. Resolution 7: Ratification of prior issue of options**

Resolution 7 seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for the prior issue of 500,000 Options (exercisable at \$0.0325 and expiring on 31 August 2020) to Mr Dale Shultz, being a non-related party to the Company. There was no issue price of Options. The Options were issued in lieu of cash for consulting services provided by Mr Shultz to the Company. These Options were issued on 26 March 2018 and an Appendix 3B was released to ASX on that date.

The Options the subject of Resolution 7 were issued without shareholder approval under ASX Listing Rule 7.1. ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as options), if the number of those securities exceeds 15% of the share capital of the Company on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 provides that where a company's shareholders ratify the prior issue of securities made pursuant to ASX Listing Rule 7.1 (provided that the previous issue of securities did not breach ASX Listing Rule 7.1) those securities will be deemed to have been issued with shareholder approval for the purposes of ASX Listing Rule 7.1. The Company seeks approval under Listing Rule 7.4 to refresh its capacity to make further issues without shareholder approval under Listing Rule 7.1.

The following information is provided in accordance with the requirements of ASX Listing Rule 7.5:

- The total number of Options issued were 500,000.
- There was no issue price of Options. The Options were issued in lieu of cash for consulting services provided by Mr Schulz to the Company.
- The Options have the same terms and rights as, and will rank equally with, the Company's existing listed Options (ASX:NVAO). The Options have an exercise price of \$0.0325 per option and an expiry date of 31 August 2020. Full terms of the Options are set out in Schedule 1.

- The Options were issued to Mr Dale Shultz who is a non-related party of the Company.
- Nil funds were raised from the issue of options. The issue of Options was in lieu of cash for consulting services provided by Mr Dale Shultz to the Company. Funds received upon exercise of Options (if any) will be applied to meeting working capital requirements at the time of exercise.
- A voting exclusion statement in respect of this Resolution is contained in the Notice.

## 9. Resolution 8: Approval of 10% Placement Capacity

### General

Under ASX Listing Rule 7.1, every listed entity has the ability to issue 15% of its issued capital without shareholder approval in a 12 month period. ASX Listing Rule 7.1A permits eligible small and mid-cap ASX-listed entities, subject to shareholder approval, to issue equity securities of up to an additional 10% of its issued capital by way of placements over a 12 month period, in addition to its ability to issue securities under Listing Rule 7.1 (**10% Placement Capacity**).

The Company seeks shareholder approval under ASX Listing Rule 7.1A for the 10% Placement Capacity. The effect of this Resolution will be to allow the Directors, subject to the conditions set out below, to issue equity securities under the 10% Placement Capacity without using the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 8 is a **special resolution**. Accordingly, at least 75% of votes cast by shareholders present and eligible to vote (in person or by proxy) at the meeting must be in favour of this Resolution for it to be passed.

### Eligibility

ASX-listed entities which have a market capitalisation of \$300 million or less, and which are not included in the S&P/ASX 300 Index will be considered eligible to seek shareholder approval under Listing Rule 7.1A. As at the date of this Notice, the Company, which has a market capitalisation of less than \$300 million, is not included in the S&P/ASX 300 Index. Accordingly, the Company is considered eligible to seek shareholder approval under Listing Rule 7.1A.

### Prior Approval

The Company has previously obtained shareholder approval to make issues under ASX Listing Rule 7.1A at its 2017 AGM and seeks to refresh this shareholder approval so as to continue to be able to make issue under the 10% Placement Facility after the 2018 AGM in accordance with ASX Listing Rule 7.1A.

The Company issued 37,873,648 fully paid ordinary shares on 25 June 2018 under the capacity available to it under Listing Rule 7.1A pursuant to the approval received at its 2017 AGM.

### Equity Securities

Any equity securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of equity securities of the Company. The Company, as at the date of the Notice, has two classes of quoted equity securities, ordinary shares (NVA) and listed Options (NVAO).

### Formula

The exact number of additional equity securities that the Company may issue under the 10% Placement Capacity will be determined by a formula set out Listing Rule 7.1A.2 as follows:

#### **(A x D) - E**

Where:

**A** is the number of shares on issue 12 months before the date of issue or agreement:

- plus the number of fully paid shares issued in the previous 12 months under an exception in ASX Listing Rule 7.2;
- plus the number of partly paid shares that became fully paid in the previous 12 months (there are presently no partly paid shares on issue in the Company);
- plus the number of shares issued in the previous 12 months with approval of shareholders under ASX Listing Rules 7.1 and 7.4. This does not include an issue of fully paid shares under the Company's 15% placement capacity without shareholder approval; and
- less the number of shares cancelled in the previous 12 months.

**A** has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

**D** is 10%.

**E** is the number of equity securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of shareholders under ASX Listing Rule 7.1 or 7.4.

### **Conditions of issue under the 10% Placement Capacity**

There are a number of conditions applicable to the issue of equity securities under Listing Rule 7.1A, including a limitation on the discount to prevailing market price at which they may be issued, and additional disclosure requirements. A summary of these conditions is as follows:

- (a) Equity securities issued under the 10% Placement Capacity can only be in a class of securities already quoted. At the date of this Notice, the Company only has two classes of securities which are quoted, being ordinary shares (NVA) and listed Options (NVAO).
- (b) The issue price of each equity security issued under the 10% Placement Capacity must be no less than 75% of the VWAP for equity securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before either:
  - (i) the date on which the price at which the equity securities are to be issued is agreed; or
  - (ii) if the equity securities are not issued within 5 trading days of the date in paragraph (i), the date on which the securities are issued.

### **ASX Listing Rule 7.1 and ASX Listing Rule 7.1A**

The ability of an entity to issue equity securities under ASX Listing Rule 7.1A is in addition to the entity's 15% placement capacity under ASX Listing Rule 7.1.

As at the date of this Explanatory Statement, the Company has on issue 780,495,025 ordinary shares and therefore would have capacity to issue:

- (a) 117,074,253 ordinary shares under Listing Rule 7.1 (15% capacity); and
- (b) subject to shareholders approving this Resolution 8, 78,049,502 ordinary shares under Listing Rule 7.1A (10% capacity).

The actual number of equity securities the Company will have capacity to issue under ASX Listing Rule 7.1A will be calculated at the date of issue of the equity securities in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (see above).

### **Period of validity of shareholder approval**

In the event that the Company obtains shareholder approval of Resolution 8, such approval will cease to be valid upon the earlier of:

- (a) 12 months after the date of this Meeting, being on and from 29 November 2018; or
- (b) if applicable, the date on which the Company's shareholders approve a change to the nature or scale of the Company's activities under Listing Rule 11.1.2, or the disposal of the Company's main undertaking under Listing Rule 11.2,

referred to herein as the **Placement Period**.

### **Minimum issue price**

The issue price of each equity security issued under the 10% Placement Capacity must be no less than 75% of the VWAP for Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before either:

- (a) the date on which the price at which the equity securities are to be issued is agreed; or
- (b) if the equity securities are not issued within 5 trading days of the date in paragraph (a), the date on which the securities are issued.

## Risk of dilution to shareholders

If Resolution 8 is approved by shareholders, any issue of equity securities under the 10% Placement Capacity may present a risk of economic and voting dilution of existing shareholders, including the risk that:

- the market price of the Company's equity securities may be significantly lower on the relevant issue date than on the date of this Meeting; and
- the equity securities may be issued at a price that is at a discount to the market price for the Company's equity securities on the issue date.

The table below shows the potential dilution of existing shareholders under various scenarios on the basis of an issue price of \$0.024 per share which was the closing price of the Company's shares on the ASX on 8 October 2018 and the variable 'A' being calculated as the number of fully paid ordinary shares on issue on the date of this Notice, being 780,495,025.

The table also shows:

- two examples where variable 'A' has increased by 50% and 100%. The number of shares on issue in the Company may increase as a result of the issue of shares that do not require approval of shareholders (for example, pro-rata entitlement issues or scrip issues under takeover offers) or future placements of shares under Listing Rule 7.1 of up to 15% of issued capital that are approved at future general meetings of shareholders; and
- two examples of where the issue price of shares has decreased by 50% and increased by 100%.

VARIABLE 'A'		Dilution		
		50% decrease in issue price \$0.012	Issue price \$0.024 (current)	100% increase in issue price \$0.048
<b>Current Variable 'A'</b> 780,495,025 shares	<b>10% voting dilution</b>	78,049,502 Shares	78,049,502 shares	78,049,502 shares
	<b>Funds raised</b>	\$936,594	\$1,873,188	\$3,746,376
<b>50% increase in current Variable 'A'</b> 1,170,742,537 shares	<b>10% voting dilution</b>	117,074,253 shares	117,074,253 shares	117,074,253 shares
	<b>Funds raised</b>	\$1,404,891	\$2,809,782	\$5,619,564
<b>100% increase in current Variable 'A'</b> 1,560,990,049 shares	<b>10% voting dilution</b>	156,099,004 shares	156,099,004 shares	156,099,004 shares
	<b>Funds raised</b>	\$1,873,188	\$3,746,376	\$7,492,752

The table has been prepared on the following assumptions:

- the Company issues the maximum number of shares available under the 10% Placement Capacity;
- the table is prepared on the basis of the number of ordinary shares on issue at the date of the Notice;
- no options to acquire shares on issue in the Company are exercised into fully paid equity securities before the date of the issue of securities under ASX Listing Rule 7.1A.;
- the 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue;
- the table does not show an example of dilution that may be caused to a particular shareholder as a result of placements under the 10% Placement Capacity based on that shareholder's holding at the date of the Meeting;

- (f) the table shows only the effect of issues of equity securities under the 10% Placement Capacity in accordance with Listing Rule 7.1A and not under the 15% placement capacity under Listing Rule 7.1;
- (g) the issue of equity securities under the 10% Placement Capacity consists only of fully paid ordinary shares and the table does not demonstrate the effect of Listed Options being issued under Listing Rule 7.1A; and
- (h) the current issue price is \$0.024, being the closing price of the Company's shares on the ASX on 8 October 2018. The deemed price is indicative only and does not consider the 25% discount to market that the securities may be placed at.

#### **Period of validity**

The Company will only issue and allot the equity securities during the Placement Period. The approval under the Resolution 8 for the issue of the equity securities will cease to be valid in the event that shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).

#### **Reason for issue of shares under 10% Placement Capacity**

The Company may seek to issue the equity securities for the following purposes:

- (a) non-cash consideration including in connection with joint venture arrangements or agreements, payment of contractors or consultants or the acquisition of new assets, businesses or investments, in which event the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or
- (b) cash consideration, the proceeds of which will be applied to fund the Company's existing and future activities, appraisal of corporate opportunities, investment in new businesses (if any), the costs incurred in undertaking placement(s) of shares under Listing Rule 7.1.A and for general working capital.

The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A 4 and 3.10.5A upon issue of any equity securities.

#### **Allocation policy**

The Company may not issue any or all the equity securities for which approval is given and may issue the equity securities progressively as the Company places the equity securities with investors.

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Capacity. The identity of the allottees of equity securities will be determined on a case-by-case basis having regard to factors such as:

1. fund raising options (and their viability) available to the Company at the relevant time;
2. the effect of the issue of the equity securities on the control of the Company;
3. the financial situation of the Company and the urgency of the requirement for funds; and
4. advice from the Company's corporate, financial, legal and broking advisers.

The allottees under the 10% Placement Capacity have not been determined as at the date of this Notice. It is intended that the allottees will be suitable professional and sophisticated investors, and other investors not requiring a disclosure document under section 708 of the Corporations Act, that are known to the Company and/or introduced by third parties.

The allottees may include existing substantial shareholders and/or new shareholders, but the allottees will not be related parties of the Company.

In the event that the shares under the 10% Placement Capacity are issued as consideration for the acquisition of businesses, assets or investments, it is likely that the allottees will be the vendors of such businesses, assets or investments.

#### **Previous Approval**

The Company has previously obtained shareholder approval under ASX Listing Rule 7.1A at its 2017 AGM. During the 12 month period preceding the proposed date of the 2018 AGM, being 29 November 2018, the Company issued a total of 498,308,391 equity securities (240,560,381 ordinary shares and 257,748,010 listed options) whereas the Company had 768,924,916 equity securities on issue as at the date of the 2017 AGM (an increase of approximately 65%).

Further details of the issues of all equity securities made by the Company during the 12 month period preceding the proposed date of the 2018 AGM are set out in Schedule 2.

**Ranking of shares**

Equity securities issued under the 10% Placement Capacity will rank equally with all other existing listed equity securities on issue in the Company.

**Voting Exclusion**

A voting exclusion statement is included in the Notice to which this Memorandum relates. At the date of that Notice, the Company has not approached any particular existing shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the equity securities. No existing shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

## Definitions

In this Notice and the Explanatory Statement the following terms have the following meanings:

<b>\$</b>	Australian dollars
<b>AEDT</b>	Australian Eastern Daylight-Savings Time
<b>AGM</b>	annual general meeting
<b>Board</b>	board of Directors of the Company from time to time
<b>Chair</b>	chair of the Meeting
<b>Company or Nova</b>	Nova Minerals Limited ACN 006 690 348
<b>Constitution</b>	Company's constitution
<b>Corporations Act</b>	<i>Corporations Act 2001</i> (Cth)
<b>Closely Related Party (of a member of KMP of an entity)</b>	a spouse or child of the member and otherwise has the meaning given in section 9 of the Corporations Act.
<b>Director</b>	director of the Company
<b>Explanatory Statement</b>	explanatory statement that is attached to the Notice.
<b>Key Management Personnel or KMP</b>	those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any Director (whether executive or otherwise) of that entity.
<b>Meeting</b>	the 2018 Annual General Meeting of the Company
<b>Notice</b>	this notice of annual general meeting
<b>Option</b>	option to acquire a Share
<b>Resolution</b>	a resolution contained in the Notice
<b>Schedule</b>	a schedule to this Notice
<b>Section</b>	a section contained in this Explanatory Statement
<b>Share</b>	fully paid ordinary share in the capital of the Company
<b>Shareholder</b>	shareholder of the Company
<b>VWAP</b>	volume weighted average price



## SCHEDULE 1: OPTION TERMS

The options (**Options**) entitle the holder to subscribe for fully paid ordinary shares of the Company (**Shares**) on the following terms and conditions:

- (a) Each Option gives the Optionholder the right to subscribe for one Share. To obtain the right given by each Option, the Optionholder must exercise the Options in accordance with these terms and conditions.
- (b) If the Company makes an application for listing in the future quotation of the Options will be subject to the satisfaction of the ASX requirements for listing. The Company makes no guarantee that any such application will be made or, if made, would be successful.
- (c) The Options will expire at 5.00pm (Melbourne time) on 31 August 2020 (**Expiry Date**). Any Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (d) The amount payable upon exercise of each Option will be \$0.0325 (**Exercise Price**).
- (e) The Options may be exercised in whole or in part, and if exercised in part, multiples of 1,000 must be exercised on each occasion
- (f) Optionholders may exercise their Options by lodging with the Company, before the Expiry Date, a written notice of exercise of Options specifying the number of Options being exercised and a cheque or electronic funds transfer for the Exercise Price for the number of Options being exercised;
- (g) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
- (h) Within 10 business days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will allot the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice.
- (i) The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities law.
- (j) All Shares allotted upon exercise of Options will, upon allotment, rank pari passu in all respects with other Shares.
- (k) As an entity admitted to the official list of ASX, the Company will apply for quotation of all Shares allotted pursuant to the exercise of the Options on ASX within 10 Business Days after the date of allotment of those Shares. The Company is entitled, at its discretion, to apply for quotation of the Options on ASX.
- (l) If at any time the issued capital of the Company is reconstructed, all rights of the Optionholder are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.
- (m) There are no participating rights or entitlements inherent in the Options and the Optionholder will not be entitled to participate in new issues of capital offered to shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least three business days after the issue is announced. This will give the Optionholder the opportunity to exercise the Options prior to the date for determining entitlements to participate in any such issue.
- (n) An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

## SCHEDULE 2: LISTING RULE 7.3A.6 DISCLOSURE

Date of Issue	Number	Class	Persons to whom the securities were issued	Issue price (A\$)	Discount/Premium to market price (per cent.)	Consideration
7 December 2017	151,957,144	NVA	Professional, Sophisticated and other exempt investors who were clients of Baker Young and SA Capital Pty Ltd	\$0.0205	Market price at date of issue was \$0.030. Discount of approximately 31%	Cash (\$3,115,121). Funds raised from the issue have been allocated towards the further development of the existing exploration assets of the Company, to working capital and to meeting the costs of the offer of securities.
7 December 2017	5,000,000	NVA	Professional, Sophisticated and other exempt investors who were clients of Baker Young and SA Capital Pty Ltd	\$0.0205	Market price at date of issue was \$0.030. Discount of approximately 31%	Cash (\$102,500). Funds raised from the issue have been allocated towards the further development of the existing exploration assets of the Company, to working capital and to meeting the costs of the offer of securities.
19 December 2017	5,000,000	NVA	Mr Oli Frederickson (via a nominee)	\$0.0205	Market price at date of issue was \$0.041. Discount of approximately 50%	Cash (\$102,500). Funds raised from the issue have been allocated towards the further development of the existing exploration assets of the Company, to working capital and to meeting the costs of the offer of securities.
19 January 2018	10,000,000	NVA	Existing option holder	\$0.0325	Not applicable – exercise of existing Options	Cash (325,000). Paid at the time of exercise of existing options. Funds raised have been applied to meeting the working capital requirements of the Company.
1 March 2018	179,321,430	NVAO	Professional, Sophisticated and other exempt investors who were clients of Baker Young and SA Capital Pty Ltd	Not applicable free-attaching	Not applicable – issued as free-attaching options	Non-cash, issued as free-attaching options. Listed options have an exercise price of 3.25 cents and expiry date of 31 August 2020. Current value of the options are approximately \$2,510,500 based on the price of \$0.014 per option (being the closing price of NVAO on 26 September 2018).
1 March 2018	6,250,000	NVAO	Mr Avi Kimelman (via a nominee)	Not applicable free-attaching	Not applicable – issued as free-attaching options	Non-cash, issued as free-attaching options. Listed options have an exercise price of 3.25 cents and expiry date of 31 August 2020. Current value of the options are approximately \$87,500 based on the price of \$0.014 per option (being the closing price of NVAO on 26 September 2018).
1 March 2018	10,625,000	NVAO	Mr Louie Simens (via a nominee)	Not applicable free-attaching	Not applicable – issued as free-attaching options	Non-cash, issued as free-attaching options. Listed options have an exercise price of 3.25 cents and expiry date of 31 August 2020. Current value of the options are approximately \$148,750 based on the price of \$0.014 per option (being the closing price of NVAO on 26 September 2018).
1 March 2018	6,250,000	NVAO	Mr Oli Frederickson (via a nominee)	Not applicable free-attaching	Not applicable – issued as free-attaching options	Non-cash, issued as free-attaching options. Listed options have an exercise price of 3.25 cents and expiry date of 31 August 2020. Current value of the options are approximately \$87,500 based on the price of \$0.014 per option (being the closing price of NVAO on 26 September 2018).

1 March 2018	15,000,000	NVAO	Mr Peter Proska	Deemed issue price \$0.03	Market price at date of issue was \$0.031. Discount of approximately 3%	Non-cash, issue in lieu of cash for consulting services provided to the Company. Listed options have an exercise price of 3.25 cents and expiry date of 31 August 2020. Current value of the options are approximately \$21,000 based on the price of \$0.014 per option (being the closing price of NVAO on 26 September 2018).
1 March 2018	5,000,000	NVAO	SA Capital Pty Ltd	Deemed issue price \$0.08	Market price at date of issue was \$0.031. Premium of approximately 158%	Non-cash, issue in lieu of cash for consulting services provided to the Company. Listed options have an exercise price of 3.25 cents and expiry date of 31 August 2020. Current value of the options are approximately \$7,000 based on the price of \$0.014 per option (being the closing price of NVAO on 26 September 2018).
26 March 2018	500,000	NVAO	Mr Dale Shultz	Nil	Not applicable as nil issue price for options	Non-cash, issue for consulting services provided to the Company. Listed options have an exercise price of 3.25 cents and expiry date of 31 August 2020. Current value of the options are approximately \$7,000 based on the price of \$0.014 per option (being the closing price of NVAO on 26 September 2018).
26 March 2018	1,500,000	NVAO	LSI Advisors Limited	Nil	Not applicable as nil issue price for options	Non-cash, issue for consulting services provided to the Company. Listed options have an exercise price of 3.25 cents and expiry date of 31 August 2020. Current value of the options are approximately \$21,000 based on the price of \$0.014 per option (being the closing price of NVAO on 26 September 2018).
25 June 2018	37,873,648	NVA	Professional, Sophisticated and other exempt investors who were clients of Emerald Capital Australia Pty Ltd	\$0.0325	Market price at date of issue was \$0.030. Premium of approximately 8%	Cash (1,230,893). Of the funds raised from the issue, \$229,603 been used to accelerate project development across the Company's Thompson Brothers Lithium Project and district scale Estelle Gold-Copper project and for general working capital and administration purposes. The remaining \$1,001,290 is proposed to be used for the same purpose.
25 June 2018	18,936,824	NVAO	Professional, Sophisticated and other exempt investors who were clients of Emerald Capital Australia Pty Ltd	Not applicable free-attaching	Not applicable – issued as free-attaching options	Non-cash, issued as free-attaching options. Listed options have an exercise price of 3.25 cents and expiry date of 31 August 2020. Current value of the options are approximately \$265,115 based on the price of \$0.014 per option (being the closing price of NVAO on 26 September 2018).
18 July 2018	15,344,975	NVA	Existing shareholders under an entitlement offer	\$0.0325	Market price at date of issue was \$0.029. Premium of approximately 12%	Cash (498,711). Funds raised from the issue will be used to accelerate project development across the Company's Thompson Brothers Lithium Project and district scale Estelle Gold-Copper project and for general working capital and administration purposes.
18 July 2018	18,936,824	NVAO	Existing shareholders under an entitlement offer	Not applicable free-attaching	Not applicable – issued as free-attaching options	Non-cash, issued as free-attaching options. Listed options have an exercise price of 3.25 cents and expiry date of 31 August 2020. Current value of the options are approximately \$265,115 based on the price of \$0.014 per option (being the closing price of NVAO on 26 September 2018).

20 September 2018	6,000,000	NVA	Mr Avi Kimelman (via a nominee)	\$0.0325	Market price at date of issue was \$0.025. Premium of approximately 30%	Cash (195,000). Funds raised from the issue will be used to accelerate project development across the Company's Thompson Brothers Lithium Project and district scale Estelle Gold-Copper project and for general working capital and administration purposes.
20 September 2018	3,000,000	NVAO	Mr Avi Kimelman (via a nominee)	Not applicable free-attaching	Not applicable – issued as free-attaching options	Non-cash, issued as free-attaching options. Listed options have an exercise price of 3.25 cents and expiry date of 31 August 2020. Current value of the options are approximately \$42,000 based on the price of \$0.014 per option (being the closing price of NVAO on 26 September 2018).
20 September 2018	6,000,000	NVA	Mr Louie Simens (via a nominee)	\$0.0325	Market price at date of issue was \$0.025. Premium of approximately 30%	Cash (195,000). Funds raised from the issue will be used to accelerate project development across the Company's Thompson Brothers Lithium Project and district scale Estelle Gold-Copper project and for general working capital and administration purposes.
20 September 2018	3,000,000	NVAO	Mr Louie Simens (via a nominee)	Not applicable free-attaching	Not applicable – issued as free-attaching options	Non-cash, issued as free-attaching options. Listed options have an exercise price of 3.25 cents and expiry date of 31 August 2020. Current value of the options are approximately \$42,000 based on the price of \$0.014 per option (being the closing price of NVAO on 26 September 2018).
20 September 2018	3,384,614	NVA	Professional, Sophisticated and other exempt investors who were clients of Emerald Capital Australia Pty Ltd	\$0.0325	Market price at date of issue was \$0.025. Premium of approximately 30%	Cash (109,999). Funds raised from the issue will be used to accelerate project development across the Company's Thompson Brothers Lithium Project and district scale Estelle Gold-Copper project and for general working capital and administration purposes.
20 September 2018	1,692,307	NVAO	Professional, Sophisticated and other exempt investors who were clients of Emerald Capital Australia Pty Ltd	Not applicable free-attaching	Not applicable – issued as free-attaching options	Non-cash, issued as free-attaching options. Listed options have an exercise price of 3.25 cents and expiry date of 31 August 2020. Current value of the options are approximately \$23,692 based on the price of \$0.014 per option (being the closing price of NVAO on 26 September 2018).
20 September 2018	3,500,000	NVAO	Mr Avi Kimelman (via a nominee)	Not applicable issued with shareholder approval for no issue price	Not applicable – no issue price	Non-cash, issued as incentive options with shareholder approval. Listed options have an exercise price of 3.25 cents and expiry date of 31 August 2020. Current value of the options are approximately \$49,000 based on the price of \$0.014 per option (being the closing price of NVAO on 26 September 2018).
20 September 2018	3,500,000	NVAO	Mr Louie Simens (via a nominee)	Not applicable issued with shareholder approval for no issue price	Not applicable – no issue price	Non-cash, issued as incentive options with shareholder approval. Listed options have an exercise price of 3.25 cents and expiry date of 31 August 2020. Current value of the options are approximately \$49,000 based on the price of \$0.014 per option (being the closing price of NVAO on 26 September 2018).

20 September 2018	2,000,000	NVAO	Emerald Capital Pty Ltd	Nil	Not applicable as nil issue price for options	Non-cash, issue for consulting services provided to the Company. Listed options have an exercise price of 3.25 cents and expiry date of 31 August 2020. Current value of the options are approximately \$28,000 based on the price of \$0.014 per option (being the closing price of NVAO on 26 September 2018).
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**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 offices of BDO, Collins Square, Tower Four, Level 18, 727 Collins Street, Melbourne, VIC, 3008 on Thursday 29 November 2018 at 11.00am (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	Non-binding Resolution – Remuneration Report			
Resolution 2	Election of Mr Louie Simens as a Director			
Resolution 3	Election of Mr Dennis Fry as a Director			
Resolution 4	Ratification of prior issue of options			
Resolution 5	Ratification of prior issue of options			
Resolution 6	Ratification of prior issue of options			
Resolution 7	Ratification of prior issue of options			
Resolution 8	Approval of 10% placement capacity			

<p>If a person:</p> <p>_____ (Signature)</p> <p>_____ Name (print)</p> <p>Date: ____/____/____</p>	<p>If a company:</p> <p>EXECUTED by: _____ Name of company (print)</p> <p>in accordance with the Corporations Act</p> <p>_____ (Signature)</p> <p>Date: ____/____/____</p> <p>_____ (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 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 by 11:00am (AEDT) on 27 November 2018, being not less than 48 hours before the time for holding the meeting or adjourned meeting as the case may be.

