ASX Announcement

10 June 2026

NOVA MINERALS

Waiver from ASX Listing Rule 6.23.2

Nova Minerals Limited (**Nova** or the **Company**) (ASX: NVA, NASDAQ: NVA, FSE: QM3) refers to its scheme booklet dated 21 April 2026 and released to ASX on 22 April 2026 (**Scheme Booklet**) in relation to the proposed redomiciliation of the Nova group from Australia to the United States by way of schemes of arrangement between Nova and its shareholders and its listed warrantholders (**Schemes**).

Under the Schemes, Nova Minerals Corp, a newly formed corporation incorporated in the State of Nevada, United States, is to become the new parent company of the Nova group. As previously announced on ASX, the Schemes became effective on 3 June 2026 following orders made by the Supreme Court of New South Wales.

Nova is pleased to announce that ASX Limited (**ASX**) has granted Nova a waiver from ASX Listing Rule 6.23.2 to the extent necessary to permit the cancellation of Nova's unquoted options for consideration and without shareholder approval in connection with the Schemes.

ASX Listing Rule 6.23.2 provides that a change which has the effect of cancelling an option for consideration can only be made if holders of ordinary securities approve the change.

In relation to the waiver granted, ASX has advised that it considered Listing Rule 6.23.2 only and has made no statement as to Nova's compliance with any other ASX Listing Rule.

1. Effect of the waiver

The effect of the waiver is to permit Nova, in connection with the implementation of the Schemes, to cancel the relevant unquoted options for consideration without obtaining separate approval from Nova shareholders under ASX Listing Rule 6.23.2.

The waiver was granted on the conditions that full details of the cancellation and the consideration payable are set out to ASX's satisfaction in the Scheme Booklet, that the relevant scheme of arrangement becomes effective, and that Nova discloses the nature and effect of the waiver and Nova's reasons for seeking the waiver within one business day of receipt of the waiver.

Nova confirms that the Scheme Booklet was released to ASX on 22 April 2026 and included disclosure regarding the proposed treatment of Nova's unquoted options in connection with the Schemes. See section 7.9 of the Scheme Booklet for further information concerning the unquoted options that are the subject of this ASX waiver.

Nova also confirms that the Schemes became effective on 3 June 2026. This announcement is made within one business day of Nova's receipt of the waiver on 9 June 2026.

2. Reason for seeking the waiver

Nova sought the waiver to facilitate the implementation of the Schemes and the proposed redomiciliation of the Nova group to the United States. The redomiciliation is being undertaken so that Nova Minerals Corp will become the new parent company of the Nova group, with Nova securityholders holding securities in the new United States-domiciled parent company following implementation of the Schemes. The waiver is required because the proposed treatment of Nova's unquoted options involves the cancellation of options for consideration for the purposes of ASX Listing Rule 6.23.2.

The Board of the Company considers that the proposed treatment of the unquoted options is an appropriate ancillary step in the redomiciliation, because it is intended to align the option arrangements with the new group structure following implementation of the Schemes. Without the waiver, Nova would have been required to seek separate shareholder approval under ASX Listing Rule 6.23.2 to effect the cancellation of the unquoted options for consideration.

The waiver avoids the need for a separate shareholder approval process in circumstances where the treatment of the unquoted options was disclosed in the Scheme Booklet and the Schemes have become effective.

This announcement has been authorised for release by the Company Secretary, Ian Pamensky.

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About Nova Minerals Limited

Nova Minerals Limited is advancing one of the world's largest undeveloped gold deposits into production and securing a U.S. domestic supply of the critical mineral antimony. The Company is focused on the exploration and development of the Estelle Gold and Critical Minerals Project, located in Alaska, a tier-one mining jurisdiction.

Estelle hosts two defined multi-million-ounce gold resources, and more than 20 prospects distributed along a 35-kilometre mineralised trend, in the prolific Tintina Gold Belt, a province which hosts a >220 million ounce (Moz) documented gold endowment and some of the world's largest gold mines and discoveries including, Kinross Gold Corporation's Fort Knox Gold Mine. In parallel, Nova is advancing its critical minerals strategy, fully funded by a US$43.4 million U.S. Department of War award to develop a domestic antimony supply chain, targeted for production in late 2026/2027.

Website: www.novaminerals.com.au and soon to be www.novamineralscorp.com

LinkedIn: www.linkedin.com/company/nova-minerals-limited

X: @novaminerals

Cautionary Note Regarding Forward-Looking Statements

This news release contains “forward-looking information” within the meaning of applicable securities laws. Generally, any statements that are not historical facts may contain forward-looking information, and forward looking information can be identified by the use of forward-looking terminology such as “plans”, “expects” or “does not expect”, “is expected”, “budget” “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates” or “does not anticipate”, or “believes”, or variations of such words and phrases or indicates that certain actions, events or results “may”, “could”, “would”, “might” or “will be” taken, “occur” or “be achieved.” Forward-looking information is based on certain factors and assumptions management believes to be reasonable at the time such statements are made, including but not limited to, continued exploration activities, Gold and other metal prices, the estimation of initial and sustaining capital requirements, the estimation of labor costs, the estimation of mineral reserves and resources, assumptions with respect to currency fluctuations, the timing and amount of future exploration and development expenditures, receipt of required regulatory approvals, the availability of necessary financing for the Project, permitting and such other assumptions and factors as set out herein. apparent inconsistencies in the figures shown in the MRE are due to rounding Forward-looking information is subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking information, including but not limited to: risks related to changes in Gold prices; sources and cost of power and water for the Project; the estimation of initial capital requirements; the lack of historical operations; the estimation of labor costs; general global markets and economic conditions; risks associated with exploration of mineral deposits; the estimation of initial targeted mineral resource tonnage and grade for the Project; risks associated with uninsurable risks arising during the course of exploration; risks associated with currency fluctuations; environmental risks; competition faced in securing experienced personnel; access to adequate infrastructure to support exploration activities; risks associated with changes in the mining regulatory regime governing the Company and the Project; completion of the environmental assessment process; risks related to regulatory and permitting delays; risks related to potential conflicts of interest; the reliance on key personnel; financing, capitalization and liquidity risks including the risk that the financing necessary to fund continued exploration and development activities at the Project may not be available on satisfactory terms, or at all; the risk of potential dilution through the issuance of additional common shares of the Company; the risk of litigation.

Although the Company has attempted to identify important factors that cause results not to be as anticipated, estimated or intended, there can be no assurance that such forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, readers should not place undue reliance on forward-looking information. Forward looking information is made as of the date of this announcement and the Company does not undertake to update or revise any forward-looking information which is included herein, except in accordance with applicable securities laws. All drilling and exploration activities is subject to no unforeseen circumstances.