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ASX Listings Compliance
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17 June 2026

ASX RELEASE | 17 June 2026 | Nova Minerals Corp – Pre-Quotation Disclosure

Nova Minerals Corp ARBN 696 085 346 (**US Holdco**) provides the following information in respect of its admission to the Official List of ASX and the quotation of its CHESD Depository Interests (**US Holdco CDIs**), representing beneficial ownership in shares of common stock in US Holdco, on ASX.

Unless the context requires otherwise, capitalised terms which are not otherwise defined in this document have the meanings given to them in the scheme booklet released by Nova Minerals Limited to ASX on 22 April (the **Scheme Booklet**).

1. Conditions Precedent

US Holdco confirms that all Conditions Precedent to the Schemes described in the Scheme Booklet have been satisfied, including approval of the Share Scheme by the Shareholders and the Warrant Scheme by the Listed Warrantholders, Court approval of the Schemes, and the lodgement of the Court's orders approving the Schemes with ASIC.

2. Scheme Implementation Deed, Share Scheme Deed Poll and Warrant Scheme Deed Poll

US Holdco confirms that the Scheme Implementation Deed dated 3 March 2026, the Share Scheme Deed Poll dated 16 April 2026 and the Warrant Scheme Deed Poll dated 16 April 2026 each remain in full force and effect.

3. Compliance with Continuous Disclosure Obligations

Nova Minerals Limited has confirmed to US Holdco that it was in compliance with ASX Listing Rule 3.1 at the time Nova Minerals Limited ceased trading on ASX.

4. Compliance with Ongoing ASX Listing Rule Requirements

Nova Minerals Limited has confirmed to US Holdco that it was in compliance with ASX Listing Rules 12.1, 12.2 and 12.4 at the time Nova Minerals Limited ceased trading on ASX.

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5. Board of Directors

US Holdco confirms that Mr Christopher Gerteisen, Mr Craig Bentley, Mr Richard Beazley, Mr Avi Geller and Mr Chaim D. Berger have each been appointed as directors of US Holdco.

6. Number of shares of common stock to be settled in the form of CDIs at time of admission

US Holdco will have 222,477,876 CDIs on issue at the time of admission to ASX. Each US Holdco CDI will represent beneficial ownership in 1/12th of a US Holdco Share, such that the 222,477,876 CDIs on issue at the time of admission will represent 18,539,823 shares of common stock.

7. Capital structure of US Holdco

At the commencement of quotation on ASX, US Holdco's capital structure will be as follows:

- a) 222,477,876 US Holdco CDIs;
- b) 38,181,044 US Holdco Shares (including the 18,539,823 US Holdco Shares represented by US Holdco CDIs);
- c) 332,361 US Holdco Listed Warrants;
- d) US Holdco Unlisted Warrants to purchase 40,690 US Holdco Shares;
- e) 1,281,244 US Holdco Options; and
- f) 199,995 US Holdco Performance Rights.

As explained in the Scheme Booklet, US Holdco Shares and US Holdco Listed Warrants will be issued pursuant to the Schemes and will be listed on NYSE. The US Holdco Unlisted Warrants, US Holdco Options and US Holdco Performance Rights are unquoted securities that will replace the equivalent unquoted securities in Nova Minerals Limited.

8. Statement of the top 20 holders of US Holdco CDIs

Set out in [Annexure A](#) is a statement of the top 20 holders of US Holdco CDIs, as at the commencement of quotation on ASX, based on the Nova Minerals Limited share register as at 7:00pm (Sydney time) on 9 June 2026.

9. Distribution schedule of holds of US Holdco CDIs

Set out in [Annexure B](#) is a distribution schedule of the holders of US Holdco CDIs, as at the commencement of quotation on ASX, based on the Nova Minerals Limited share register as at 7:00pm (Sydney time) on 9 June 2026, categorised by the size of their holdings of US Holdco CDIs.

10. Waivers

Set out in [Annexure C](#) is a summary of the waivers granted by ASX to US Holdco, and the reasons for seeking those waivers.

11. Further information

In addition to the documents already described in this announcement, the following documents will be released on the ASX Market Announcements Platform at the same time as this pre-quotations disclosure:

- a) ASX Listing Application for US Holdco: Appendix 1A and Information Form and Checklist, Annexure I Mining Entities and Annexure III Foreign Entities;
- b) US Holdco's articles of incorporation and bylaws;
- c) US Holdco's Insider Trading, Dissemination of Inside Information and Securities; Dealing Policy;
- d) US Holdco's Corporate Governance Statement; and
- e) US Holdco's Equity Incentive Plan.

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Annexure A: Statement of top 20 holders of US Holdco CDIs



NOVA MINERALS CORP

CHESS DEPOSITARY INTERESTS

Top Holders Snapshot - Ungrouped

| Rank | Name | Address | Units | % of Units |
|------|--|---------|------------|------------|
| 1. | BNP PARIBAS NOMS PTY LTD | | 15,976,812 | 7.18 |
| 2. | BNP PARIBAS NOMINEES PTY LTD <CLEARSTREAM> | | 8,003,688 | 3.60 |
| 3. | CITICORP NOMINEES PTY LIMITED | | 8,002,392 | 3.60 |
| 4. | BNP PARIBAS NOMINEES PTY LTD <IB AU NOMS RETAILCLIENT> | | 7,402,680 | 3.33 |
| 5. | SL INVESTORS PTY LTD <SL SUPERFUND A/C> | | 6,441,396 | 2.90 |
| 6. | SWIFT GLOBAL LTD | | 5,486,004 | 2.47 |
| 7. | KUSHKUSH INVESTMENTS PTY LTD <ALEXANDRA DISCRETIONARY A/C> | | 5,300,004 | 2.38 |
| 8. | KIKCETO PTY LTD <BENJAMIN DISCRETIONARY A/C> | | 3,077,952 | 1.38 |
| 9. | MURTAGH BROS VINEYARDS PTY LTD | | 2,532,504 | 1.14 |
| 10. | MR JAGDISH MANJI VARSANI <PINDORIA FAMILY AC A/C> | | 2,500,008 | 1.12 |
| 11. | MR MAHMOUD EL HERR | | 2,465,004 | 1.11 |
| 12. | PATRON PARTNERS PTY LTD <AP & RL MURTAGH FAMILY A/C> | | 2,405,724 | 1.08 |
| 13. | MR JUSTIN BRUCE GARE + MRS KRISTIN DENISE PHILLIPS <TINTIN INVESTMENT A/C> | | 2,327,304 | 1.05 |
| 14. | KREN ENTERPRISE PTY LTD <KREN INVESTMENT A/C> | | 2,320,008 | 1.04 |
| 15. | MR CRAIG EDWIN BENTLEY | | 2,259,672 | 1.02 |

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Annexure B: Distribution schedule of US Holdco CDIs



NOVA MINERALS CORP

CHESS DEPOSITARY INTERESTS

Range of Units Snapshot

| Range | Total holders | Units | % of Issued Capital |
|-------------------------|---------------|--------------------|---------------------|
| 1 - 1,000 | 410 | 312,996 | 0.14 |
| 1,001 - 5,000 | 2,348 | 5,434,152 | 2.44 |
| 5,001 - 10,000 | 832 | 5,488,524 | 2.47 |
| 10,001 - 100,000 | 1,471 | 40,512,756 | 18.21 |
| 100,001 - 9,999,999,999 | 301 | 170,729,448 | 76.74 |
| Rounding | | | 0.00 |
| Total | 5,362 | 222,477,876 | 100.00 |

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Annexure C: Waivers granted

ASX has granted waivers from certain ASX Listing Rules, as set out below. The waivers were sought in order to facilitate the admission of US Holdco to the official list of ASX and the quotation of US Holdco CDIs on ASX, and avoid the duplication of certain requirements in circumstances where US Holdco will have its primary listing in the United States.

The nature and effect of these waivers, as well as the reasons for seeking them, are set out below.

- Listing Rule 1.1, Condition 6:
 - Nature and effect: To permit US Holdco to apply for quotation only of those fully paid common shares issued into the Australian market (to be settled on ASX in the form of CDIs) on the condition that ASX is satisfied that US Holdco will be admitted to NYSE on or around 16 June 2026, and US Holdco releases details of this waiver to the market as a pre-quotation disclosure.
 - Reason for seeking the waiver: US Holdco's primary listing will be on NYSE and it is proposed that only a subset of its common shares will be quoted on the ASX, being those share represented by CDIs issued into the Australian market.
- Listing Rule 1.1, Condition 8:
 - Nature and effect: To permit US Holdco to be admitted to the official list of ASX without satisfying the spread requirement of at least 300 non-affiliated security holders, on the condition that Nova Minerals is in compliance with ASX Listing Rule 12.4 at the time it ceases to trade on ASX.
 - Reason for seeking the waiver: Although US Holdco will not have at least 300 security holders at the time it seeks admission to the ASX (as a newly-incorporated entity), US Holdco is the successor entity to Nova Minerals and, following implementation of the Schemes, will have the same security holders as Nova Minerals. Nova Minerals is currently satisfying the ongoing spread requirement in ASX Listing Rule 12.4.
- Listing Rule 1.1, Condition 9:
 - Nature and effect: To permit US Holdco to be admitted to the official list of ASX without complying with either the profit test in ASX Listing Rule 1.2 or the assets test in ASX Listing Rule 1.3, on the condition that Nova Minerals is in compliance with ASX Listing Rules 12.1 and 12.2 at the time it ceases to trade on ASX.
 - Reason for seeking the waiver: Although US Holdco will have no assets or operations at the time it seeks admission to the ASX (as a newly-incorporated entity), following implementation of the Schemes, US Holdco will have a financial position and level of operations reflective of Nova Minerals, which is meeting the ongoing requirements in ASX Listing Rules 12.1 and 12.2.

- Listing Rule 1.1, Condition 12:
 - Nature and effect: To permit US Holdco to have performance rights on issue with an exercise price of less than A\$0.20.
 - Reason for seeking the waiver: US Holdco's performance rights will mirror the terms of Nova Minerals' existing performance rights, which have a nil exercise price (consistent with the existing Nova Minerals Performance Rights). Nova Minerals' existing securities have a minimum value suitable for a listed entity, and the transaction is not expected to result in a change to the effective interests of its securityholders.
- Listing Rule 1.4.1:
 - Nature and effect: To permit the Scheme Booklet (which is an information memorandum for the purposes of US Holdco's listing application) to omit a statement that it contains all information that would otherwise be required under section 710 of the Corporations Act, subject to the certain conditions (including that US Holdco releases all of the documents incorporated by reference into the Scheme Booklet to the market as pre-quotation disclosure and provides a statement to the market that Nova Minerals has confirmed that it was in compliance with ASX Listing Rule 3.1 at the time it ceased trading on ASX).
 - Reason for seeking the waiver: The US Holdco CDIs will be issued to existing holders of Nova Minerals ASX Shares. The Proposed Transaction involves no change to the business activities of Nova Minerals and the market is already informed of those activities through Nova Minerals' continuous disclosure. The Scheme Booklet explains the key features of the Proposed Transaction and the CDIs, and sufficient information will be available to inform the market.
- Listing Rule 1.4.7:
 - Nature and effect: To permit the Scheme Booklet (which is an information memorandum for the purposes of US Holdco's listing application) to not include a statement that US Holdco has not raised any capital for the three months before the date of issue of the Scheme Booklet and will not need to raise capital in the three months after that date.
 - Reason for seeking the waiver: US Holdco may seek to raise capital in the three month period after the issuance of the Scheme Booklet, and is replacing Nova Minerals, which is already listed and not restricted in undertaking capital raisings.
- Listing Rule 1.4.8:
 - Nature and effect: To permit the Scheme Booklet (which is an information memorandum for the purposes of US Holdco's listing application) to not include a statement that a supplementary information memorandum will be issued if US Holdco becomes aware of certain matters between the date of issue of the Scheme Booklet and the date its CDIs are quoted on ASX, on the condition that Nova Minerals undertakes to release such information on the ASX market announcements platform.

- Reason for seeking the waiver: Nova Minerals will continue to be subject to ASX Listing Rule 3.1 until the Schemes become effective, and will be required to announce to the market any matters that are material to it (and therefore material to US Holdco).

- Listing Rule 2.1, Condition 2:

- Nature and effect: To permit US Holdco's CDIs to have an issue price of less than \$0.20 at the time of admission to the official list of ASX.
- Reason for seeking the waiver: The market has already valued the assets of Nova Minerals and US Holdco is the successor entity. Although it is anticipated that US Holdco's CDIs will have an issue price above 20 cents, this waiver was sought as a precaution, in case the price dropped prior to US Holdco's admission.

- Listing Rule 2.4:

- Nature and effect: To permit US Holdco to apply for quotation only of those fully paid common shares issued into the Australian market (to be settled on ASX in the form of CDIs), provided US Holdco applies for quotation of shares issued into the Australian market on a monthly basis and provides the market with a monthly update of the net changes in the number of shares over which CDIs are issued.
- Reason for seeking the waiver: This complements the waiver of ASX Listing Rule 1.1, Condition 6. As US Holdco's primary listing will be on NYSE, it is appropriate to allow only those shares represented by CDIs to be quoted on ASX.

- Listing Rules 4.2A.2 and 4.2B:

- Nature and effect: To permit US Holdco to submit, in lieu of half yearly accounts: (i) each Form 10-Q it is required to file with the SEC for its fiscal quarters and (ii) a Form 10-K for the fiscal year (including audited financial statements and an audit report) in accordance with its obligation under US laws and the SEC timetable.
- Reason for seeking the waiver: US Holdco will be subject to SEC reporting obligations. The Form 10-Q contains detailed financial information. There would be duplication if US Holdco were required to lodge both Australian and US-form accounts.

- Listing Rules 5.3 and 5.5:

- Nature and effect: To permit US Holdco (as a mining exploration entity) to submit: (i) in lieu of an Appendix 5B and quarterly activity report for the first, second and third quarters, a copy of the Form 10-Qs filed with the U.S Securities and Exchange Commission (**SEC**) for those quarters; and (ii) in lieu of an Appendix 5B and quarterly activity report for the fourth quarter, a copy of the Form 10-K filed with the SEC for that fiscal year, in each case after filing with the SEC and no later than the date on which it is due to be filed with the SEC.
- Reason for seeking the waiver: US Holdco will be subject to reporting obligations prescribed by the SEC, including quarterly reports on Form 10-Q and an annual report on

Form 10-K, containing detailed financial information. To avoid duplication, it is appropriate for US Holdco to provide its SEC filings in lieu of ASX quarterly reports.

• Listing Rule 6.10.3:

- Nature and effect: To permit US Holdco to comply with the laws of Nevada on securityholders' rights to vote, rather than the method prescribed under Listing Rule 6.10.3, which refers to the Corporations Regulations 2001 (Cth).
- Reason for seeking the waiver: US Holdco is incorporated under the laws of the State of Nevada and will be subject to the laws of Nevada regarding voting rights, rather than the Corporations Act 2001 (Cth) and related instruments.

• Listing Rule 7.1

- Nature and effect: To permit US Holdco, between the date of its admission to ASX and the earlier of:
 - i. 10 November 2026,
 - ii. the date of the Company's next annual general meeting; and
 - iii. the date on which the Company's shareholders approve a transaction under Listing Rule 11.1.2 (change to nature or scale of activities) or Listing Rule 11.2 (change to main undertaking),

to issue the number of equity securities calculated in accordance with Listing Rule 7.1A.2 and the additional capacity approved by Nova Mineral Limited's shareholders on 10 November 2025, as if that approval related to US Holdco rather than Nova Minerals Limited.

- Reason for seeking the waiver: The shareholders of Nova Minerals Limited approved the additional 10% placement capacity at Nova Minerals Limited's latest AGM, consistent with Nova Minerals Limited's practice of obtaining such approval at AGMs.

As an exploration stage mining company, US Holdco seeks to preserve the flexibility to raise capital to fund its operating expenditure, particularly in light of the seasonality of its Alaska operations. US Holdco will effectively replace Nova Minerals Limited on the ASX. In these circumstances, it is appropriate for US Holdco to have the ability to utilise the additional placement capacity approved by Nova Minerals Limited's shareholders in November 2025.

• Listing Rule 7.26.2:

- Nature and effect: To permit US Holdco's bylaws not to include a provision stipulating that former holders of cancelled or forfeited shares remain liable for any amount called but unpaid on the shares, on the condition that US Holdco undertakes not to issue partly paid shares without the written consent of ASX.

- Reason for seeking the waiver: Nova Mineral Corp is regulated by U.S. law and will be subject to the laws of Nevada. Nevada law does not include the concept of partly paid shares. US Holdco does not currently have any partly paid shares on issue and will undertake not to issue any without the prior written consent of ASX.

- Listing Rule 14.4:

- Nature and effect: To permit US Holdco to allow a director appointed by the board to fill a casual vacancy or as an additional director to hold office beyond the next annual general meeting after that person's appointment, if the term of office of the class of director into which that person has been appointed expires at a later annual meeting in accordance with US Holdco's constituent documents.
- Reason for seeking the waiver: To allow US Holdco to comply with its constituent documents, under which a director appointed to fill a casual vacancy can hold office until the next election of the relevant class of director, and until a successor has been duly elected and qualified, which may extend beyond the next annual meeting