



Annual Information Form

**For the year ended
December 31, 2021**

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Dated: March 31, 2022

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GLOSSARY

In addition to the terms defined elsewhere in this AIF, the terms below have the meanings shown.

“2019 Beatons Creek Technical Report” means the technical report entitled *Amended and Restated NI 43-101 Technical Report, Mineral Resource Update, Beatons Creek Conglomerate Gold Project, Pilbara Region, Western Australia* dated October 22, 2020 (effective date: February 28, 2019) prepared by Dr. Simon C. Dominy, FAusIMM, CPGeo, and Dr. Quinton T. Hennigh, PGeo.

“2019 Karratha Technical Report” means the technical report entitled *Amended and Restated Technical Report on the Karratha Project, Australia* dated October 22, 2020 (effective date: April 30, 2019) prepared by Ian Glacken, FAusIMM(CP), FAIG, CEng, Dr. Christopher Doyle, MAIG, and Dr. Simon C. Dominy, FAusIMM, CPGeo, a copy of which may be found under the Company’s profile on the SEDAR website at www.sedar.com.

“2019 Resource Estimate” means the resource estimate for the Beatons Creek Property as stated in the 2019 Beatons Creek Technical Report. The 2019 Resource Estimate has been superseded by the 2021 Resource Estimate.

“2020 Egina Technical Report” means the technical report entitled *Amended and Restated NI 43-101 Technical Report: Egina Alluvial Project, Pilbara Region, Western Australia* dated October 22, 2020 (effective date: April 30, 2020) prepared by Dr. Quinton T. Hennigh, PGeo, and Dr. Simon C. Dominy, FAusIMM, CPGeo, a copy of which may be found under the Company’s profile on the SEDAR website at www.sedar.com.

“2021 Beatons Creek Technical Report” means the technical report entitled *Preliminary Economic Assessment on the Beatons Creek Gold Project, Western Australia* dated April 30, 2021 (effective date: February 5, 2021) prepared by Jason Froud, MAIG, Ian Glacken, FAusIMM FAIG, Andrew Grubb, FAusIMM, and Bill Gosling, FAusIMM, a copy of which may be found under the Company’s profile on the SEDAR website at www.sedar.com.

“2021 Resource Estimate” means the resource estimate for the Beatons Creek Property as stated in the 2021 Beatons Creek Technical Report.

“AIF” means an annual information form that is prepared pursuant to Part 6 of National Instrument 51-102 *Continuous Disclosure Obligations*.

“Artemis” means Artemis Resources Limited, a company listed on the Australian Securities Exchange.

“ASX” means the Australian Securities Exchange.

“August 2020 Listed Warrants” means the 8,596,184 Common Share purchase warrants exercisable at \$4.40, expiring on August 27, 2023, and listed for trading on the TSX under the ticker symbol “NVO.WT”.

“Beatons Creek Property” means Mining Leases 46/9, 46/10, 46/11, and 46/532, certain tenements (which are subject to a joint venture with the Creasy Group) peripheral to the said mining leases, and certain 100% owned tenements.

“CEO” means chief executive officer.

“CFO” means chief financial officer.

“**CIL**” means carbon in leach.

“**CIM**” means Canadian Institute of Mining, Metallurgy, and Petroleum.

“**CIM Definition Standards**” means the *CIM Definition Standards on Mineral Resources and Mineral Reserves* adopted by the CIM Council in May 2014.

“**Comet Well Project**” means the five tenements listed under the Comet Well JV project in Appendix B hereto.

“**Common Shares**” means the common shares without par value in the authorized capital of the Company.

“**Company**” or “**Novo**” means Novo Resources Corp. and its subsidiaries on a consolidated basis unless otherwise indicated.

“**COVID-19**” means the novel coronavirus disease outbreak declared a pandemic by the World Health Organization on March 11, 2020.

“**Creasy Group**” means Mark Gareth Creasy of Western Australia and entities controlled by him.

“**Credit Facility**” means a four-year, USD\$60,000,000 credit facility with Sprott.

“**De Grey**” means De Grey Mining Ltd., an ASX-listed entity.

“**DMIRS**” means the Department of Mines, Industry Regulation and Safety of the Government of Western Australia.

“**DWER**” means the Department of Water and Environmental Regulation of the Government of Western Australia.

“**Egina Properties**” means those tenements listed in Appendix B hereto which include *Egina* in the project description.

“**Farno-McMahon**” means Farno-McMahon Pty Ltd, a wholly-owned subsidiary of the Company.

“**Fiscal 2019**” means the Company’s fiscal year ended January 31, 2019.

“**Fiscal 2020**” means the Company’s fiscal year ended January 31, 2020.

“**Fiscal 2021**” means the Company’s fiscal year ended December 31, 2021.

“**Golden Eagle Mill**” means the Company’s processing facility in Nullagine, Western Australia, acquired pursuant to the Millennium Acquisition and operationally restored as of February 3, 2021.

“**IFRS**” means International Financial Reporting Standards.

“**IMC**” means IMC Resources Gold Holdings Pte Ltd, Heritas Capital Management (Australia) Pty Ltd., and IMC Resources Ltd, collectively.

“**Indicated Mineral Resource**” has the meaning given in the CIM Definition Standards.

“**Inferred Mineral Resource**” has the meaning given in the CIM Definition Standards.

"Intertek" means Intertek Testing Services (Australia) Pty Ltd, a wholly-owned subsidiary of Intertek Group plc (LSE: ITRK).

"IT" means information technology.

"Karratha Properties" means those tenements listed in Appendix B hereto which include *Comet Well, Comet Basin, Chichester, and Cardina* in the project description.

"May 2021 Listed Warrants" means 5,176,500 Common Share purchase warrants, each exercisable for one Common Share at a price of \$3.00 until May 4, 2024.

"Measured Mineral Resource" has the meaning given in the CIM Definition Standards.

"Millennium" means Millennium Minerals Pty Ltd., a wholly-owned subsidiary of the Company.

"Millennium Acquisition" means the Company's acquisition of all of the outstanding shares of Millennium from IMC.

"Mineral Reserve" has the meaning given in the CIM Definition Standards.

"Mineral Resource" has the meaning given in the CIM Definition Standards.

"NI 43-101" means National Instrument 43-101 *Standards of Disclosure for Mineral Projects*.

"NI 52-110" means National Instrument 52-110 *Audit Committees*.

"NGP" means the Company's Nullagine gold project, which means those tenements listed in Appendix B hereto which include *Beatons Creek, Blue Spec, Elsie, and Nullagine* in the project description.

"OTCQX" means the OTCQX® Best Market.

"PEA" means the preliminary economic assessment on the Beatons Creek Property as set out in the technical report titled "Preliminary Economic Assessment on the Beatons Creek Gold Project, Western Australia" dated April 30, 2021 (with an effective date of February 5, 2021) prepared by Mr. Jason Froud, BSc (Hons), MAIG, Mr. Ian Glacken, FAusIMM, FAIG, Mr. Andrew Grubb, FAusIMM and Mr. William Gosling FAusIMM.

"Q1 2021" means the three-month period ended March 31, 2021.

"Q2 2021" means the three-month period ended June 30, 2021.

"Q3 2021" means the three-month period ended September 30, 2021.

"Q4 2021" means the three-month period ended December 31, 2021.

"RC" means reverse circulation.

"SEC" means the U.S. Securities and Exchange Commission.

"SEC Modernization Rules" means the amendments, adopted by the SEC effective February 25, 2019, to the SEC's disclosure rules with the stated objective of modernizing the mineral property disclosure

requirements for issuers whose securities are registered with the SEC under the *Securities Exchange Act of 1934*, as amended.

“**SEDAR**” means the System for Electronic Document Analysis and Retrieval.

“**Sprott**” means Sprott Private Resource Lending II (Collector), LP.

“**Sumitomo**” means Sumitomo Corporation of Tokyo, Japan.

“**Transition Fiscal 2020**” means the Company’s 11-month fiscal year ended December 31, 2020.

“**TSX**” means Toronto Stock Exchange.

PRELIMINARY NOTES

Date of Information

Unless otherwise stated, the information herein is presented as at December 31, 2021.

Currency and Exchange Rates

Unless otherwise specified, in this AIF all references to “dollars” or to “\$” are to Canadian dollars.

“**AUD**” is used to indicate Australian dollar values. The closing rate of exchange on December 31, 2021 as reported by the Bank of Canada for the conversion of Canadian dollars into Australian dollars was C\$1.00 equals AUD\$1.0864. The following table shows the conversion of Canadian dollars into Australian dollars as reported by the Bank of Canada for each of the three years ended December 31, 2021, December 31, 2020, and January 31, 2020.

	Fiscal 2021	Transitional Fiscal 2020	Fiscal 2020
	AUD	AUD	AUD
Closing	1.0864	1.0168	1.1287
High	1.1119	1.1942	1.1287
Low	1.0022	1.0168	1.0436
Average	1.0624	1.0798	1.0899

“**USD**” is used to indicate United States dollar values. The closing rate of exchange on December 31, 2020 as reported by the Bank of Canada for the conversion of Canadian dollars into United States dollars was C\$1.00 equals USD\$0.7888. The following table shows the conversion of Canadian dollars into United States dollars as reported by the Bank of Canada for each of the three fiscal years ended December 31, 2021, December 31, 2020, and January 31, 2020.

	Fiscal 2021	Transitional Fiscal 2020	Fiscal 2020
	USD	USD	USD
Closing	0.7888	0.7854	0.7557
High	0.8306	0.7863	0.7393
Low	0.7727	0.6898	0.771
Average	0.7980	0.7444	0.7548

Cautionary Statement Regarding Forward-Looking Statements

This AIF contains “forward-looking information” within the meaning of Canadian securities laws. Forward-looking information in this AIF includes, but is not limited to, information with respect to the impact of COVID-19 on the Company’s business and future cash flows; timing of receipt of Fresh approvals; the use of proceeds from available funds; the value of certain Company assets, in particular the fair value of marketable securities held by the Company; the Company’s planned production from, and further potential of, the Company’s mineral properties; the Company’s ability to raise additional funds; the future price of minerals, particularly gold; the estimation of mineral resources; the realization of mineral resource estimates; capital expenditures; success of exploration activities; exploration and development issues; currency exchange rates; government regulation of exploration, development, and mining operations; and environmental risks. Estimates regarding the anticipated timing, amount and cost of exploration and development activities are based on numerous factors including but not limited to assumptions underlying mineral resource estimates and the realization of such estimates. Capital and development cost estimates are based on extensive research of the Company, purchase orders placed by the Company to date, recent estimates of development and operating costs and other factors. Forward-looking information is characterized by words such as “plan”, “expect”, “budget”, “target”, “schedule”, “estimate”, “forecast”, “project”, “intend”, “believe”, “anticipate” and other similar words or statements that certain events or conditions “may”, “could”, “would”, “might”, or “will” occur or be achieved. Forward-looking information is based on the opinions, assumptions and estimates of management considered reasonable at the date the statements are made, and are inherently subject to a variety of risks and uncertainties and other known and unknown factors that could cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information. Such factors include, without limitation: the timing of receipt of Fresh approvals; risks relating to the ongoing COVID-19 pandemic and measures intended to prevent its spread; the fluctuating price of gold; success of exploration, development and operations activities; the ability to comply with and maintain the Credit Facility in good standing; health, safety and environmental risks; risks relating to foreign operations and expropriation or nationalization of operations; variations in the estimation of mineral resources; uncertainty relating to mineral resources; the potential of cost overruns; risks relating to government regulation; the impact of Australian laws regarding foreign investment; access to additional capital; volatility in the market price of the Company’s securities; liquidity risk; risks relating to native title and Aboriginal heritage; risks relating to the construction and development of new operations; the availability of adequate infrastructure; the availability of adequate energy sources; seasonality and unanticipated weather conditions; limitations on insurance coverage; the prevalence of competition within the industry; currency exchange rates (such as the United States dollar and the Australian dollar versus the Canadian dollar); risks associated with foreign tax regimes; risks relating to potential litigation; risks relating to the dependence of the Company on outside parties and key management personnel; risks in the event of a potential conflict of interest; risks related to environmental permitting and approvals processes; as well as those risk factors discussed or referred to herein and in the Company’s management’s discussion and analysis for Fiscal 2021, which are incorporated herein by reference and are also available under the Company’s profile on the SEDAR website at www.sedar.com.

If any of these risks or uncertainties materialize, or if assumptions underlying the forward looking statements prove incorrect, actual results might vary materially from those anticipated in those forward looking statements. The assumptions referred to above and described in greater detail under “*Description of the Business - Risk Factors*” should be considered carefully by readers.

The Company’s forward looking statements are based on the reasonable beliefs, expectations and opinions of management on the date of this AIF (or as of the date they are otherwise stated to be made). Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. There is no assurance that such statements will prove to be accurate,

as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward looking statements. The Company does not undertake to update or revise any forward looking statements, except as, and to the extent required by, applicable securities laws in Canada.

Cautionary Note Concerning Technical Disclosure and U.S. Securities Laws

This AIF has been prepared in accordance with the requirements of the securities laws in effect in Canada, which differ in certain material respects from the disclosure requirements in the United States securities laws. Unless otherwise indicated, all resource and reserve estimates included in this presentation have been prepared in accordance with NI 43-101. The definitions used in NI 43-101 are incorporated by reference from the CIM Definition Standards.

The SEC Modernization Rules replaced the historical disclosure requirements for mining registrants that were included in SEC Industry Guide 7, which has been rescinded. As a result of the adoption of the SEC Modernization Rules, the SEC now recognizes estimates of “measured mineral resources”, “indicated mineral resources” and “inferred mineral resources”. Readers are cautioned that while the above terms are “substantially similar” to the corresponding CIM Definition Standards, there are differences in the definitions under the SEC Modernization Rules and the CIM Definition Standards. Accordingly, there is no assurance any mineral resources that the Company may report as “measured mineral resources”, “indicated mineral resources” and “inferred mineral resources” under NI 43-101 would be the same had the Company prepared mineral resource estimates under the standards adopted under the SEC Modernization Rules. Accordingly, information contained or incorporated by reference in this AIF describing the Company’s mineral deposits may not be comparable to similar information made public by United States companies subject to the reporting and disclosure requirements under the United States federal securities laws and the rules and regulations thereunder.

Qualified Person

Dr. Quinton Hennigh (P.Geo.) is the qualified person, as defined under NI 43-101, responsible for, and having reviewed and approved, the technical information contained in this AIF, excluding the appendices. Dr. Hennigh is the non-executive co-chairman and a director of Novo.

CORPORATE STRUCTURE

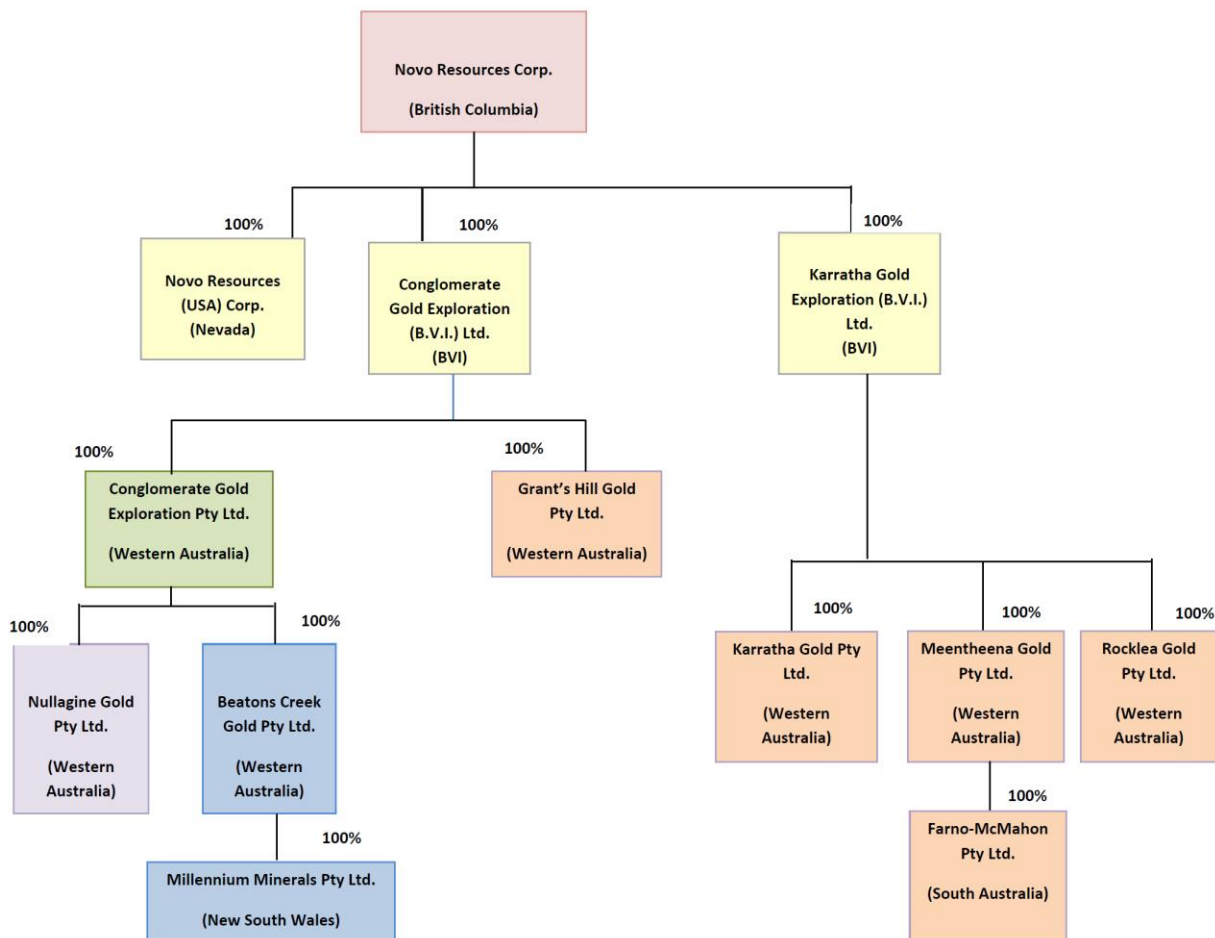
Name, Address and Incorporation

The Company was incorporated on October 28, 2009 under the laws of British Columbia pursuant to the *Business Corporations Act* (British Columbia) under the name Galliard Resources Corp. The Company changed its name to Novo Resources Corp. on June 27, 2011.

The head office of the Company is located at 580 Hornby Street, Suite 880, Vancouver, BC, Canada, V6C 3B6 and its operational office is located at Level 1, 46 Ventnor Avenue, West Perth, WA, Australia, 6005. The Company’s registered office is located at 595 Burrard Street, Suite 2900, Vancouver, BC, Canada, V7X 1J5.

Intercorporate Relationships

The following corporate organization chart shows certain of the Company’s direct subsidiaries as at the date of this AIF. The corporate jurisdiction of each entity is shown within parentheses.

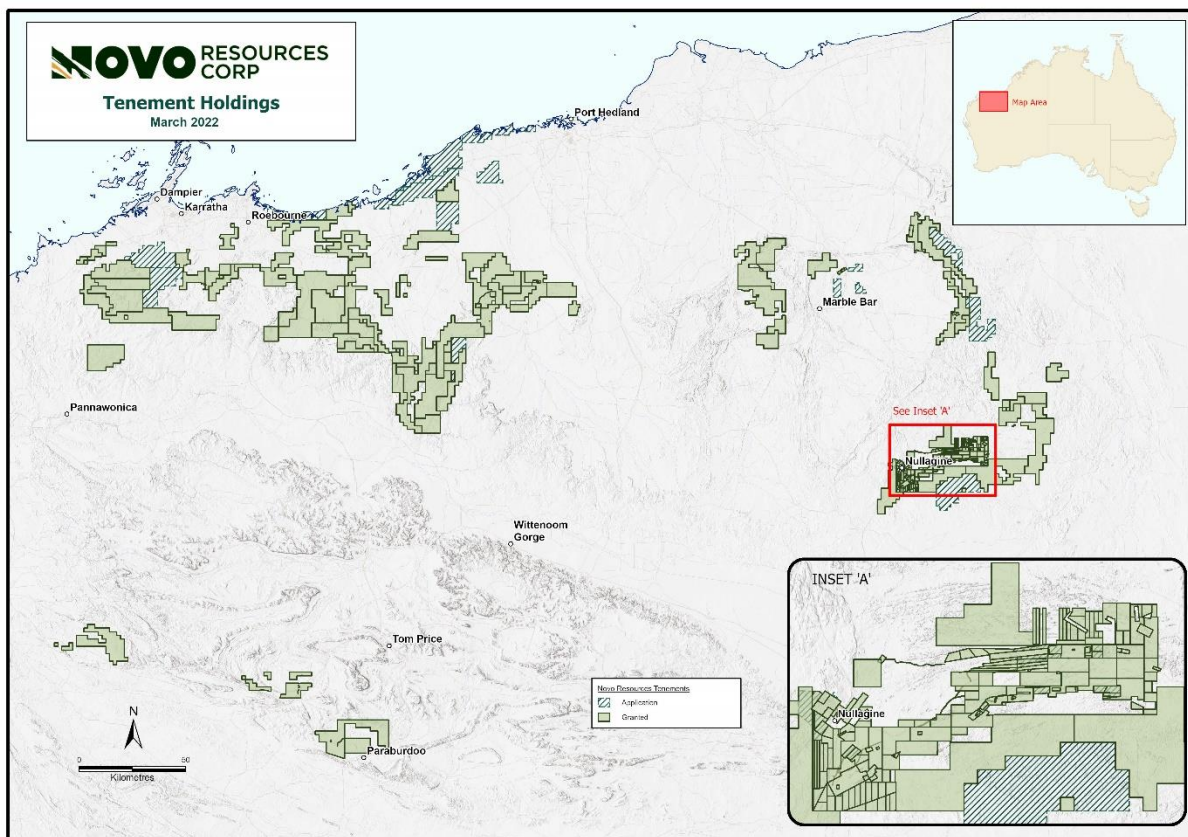


GENERAL DEVELOPMENT OF THE BUSINESS

Overview of the Business

The Company is engaged primarily in the business of evaluating, acquiring, exploring, developing, and mining natural resource properties with a focus on gold and battery metals. The Company holds approximately 12,500 km² of land in the Pilbara region of Western Australia as outlined in [Figure 1](#) below, and has an extensive exploration program designed to aggressively advance its targets, including the development of mechanical sorting technology. In early 2021, the Company commenced gold production from its Beatons Creek Property. The Company has exploration joint venture interests in Victoria, Australia, and also holds equity investments in a number of companies including a 9.1% stake in New Found Gold Corp. (TSXV: NFG).

The Company is a reporting issuer in the Canadian provinces of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, and Nova Scotia. The Common Shares trade on the TSX under the symbol “NVO” and on the OTCQX under the symbol “NSRPF”. The August 2020 Listed Warrants trade on the TSX under the symbol “NVO.WT” and the May 2021 Listed Warrants trade on the TSX under the symbol “NVO.WT.A”.



(Figure 1: Map of Novo's current tenure.)

Recent Developments

On January 21, 2022, the Company provided a drilling update for the Parnell-Vulture trend in Western Australia. The RC drilling planned at Parnell and Vulture is part of the NGP exploration program ramp-up, with forward programs currently being generated at several priority basement targets. Parnell – Vulture is located some 45 kms from the Golden Eagle Mill and is accessed by a robust, reliable haul road and associated infrastructure. Parnell - Vulture covers a strike length of approximately 2 kms. The results received show similar width and grade tenor as historical drilling intersections, improving confidence in historical data and potential strike extent.

The most significant results are located around the historic workings at Parnell, including 4 m at 10.19 g/t gold in hole 21NU0196. The main target is a ~ 10m wide E-W to WNW trending shear variably intruded by porphyry. Mineralization dips moderately to steeply to the south (generally 70 degrees). Sandstone and interbedded siltstone-sandstone sequences adjacent to the main shear are extremely bleached in the weathering profile, indicating likely sericite alteration of the original rock. Alteration is up to 50 m wide. Several other dykes are present in the area, mainly sub-parallel to stratigraphy, including a 6 m thick dolerite dyke and a hornblende porphyritic gabbro.

Results show good continuity along strike, and on section show numerous small but frequent high-grade shoot like components. Further infill and extensional drilling will be designed to test this area.

Importantly a series of significant drill intersections are located approximately 550 m along strike to the north-west including 13 m at 2.51 g/t gold from 21 m in 21NU0156, and 8 m at 3.14 g/t gold from 4 m in 21NU0156. This shows the complexity of the system at Parnell and the scale potential of the system along strike.

In addition, the 6 m at 5.28 g/t gold from 29 m in 21NU0204 is located to the north of Parnell in one of the mapped vein swarms. The vein swarm was identified from rock sampling and anomalous results in historical drilling and was tested with a single line of drilling.

Assays received to date also included the first batch from Vulture, including 8 m at 10.02 g/t gold from 11 m in 21NU0216 drilled adjacent to a historical working and in an area of complex quartz veining. Historical results in this area are sparse, and include a best result of 12 m at 2.76 g/t.

The above results are not necessarily representative of mineralization throughout Parnell-Vulture.

Three Year History

Fiscal 2021

Corporate Activity

On May 4, 2021 the Company closed a marketed private placement raising gross proceeds of \$26,400,000 by the issuance of 10,353,000 special warrants at a price of \$2.55 per special warrant. All unexercised special warrants were deemed exercised into units on May 31, 2021 following the issuance of a receipt by the British Columbia Securities Commission, as principal regulator, for the Company's final short form prospectuses qualifying the issuance of the units. Each unit consisted of one Common Share and one-half of one Common Share purchase warrant, with each whole Common Share purchase warrant being exercisable to acquire one Common Share at an exercise price of \$3.00 until May 4, 2024. On June 11, 2021, the May 2021 Listed Warrants commenced trading on the TSX under the symbol "NVO.WT.A".

On April 9, 2021, the Company entered into an agreement to amend certain terms of its outstanding Credit Facility with Sprott and drew down an additional US\$5,000,000 and renegotiated the second tranche of the Credit Facility to total US\$15,000,000 (subject to a lender's 2% cash discount), inclusive of the US\$5,000,000 mentioned above. The remaining amount expired undrawn on September 30, 2021.

On April 1, 2021, Calidus completed the purchase of a portion of the Company's Blue Spec Property in consideration for which the Company received an aggregate of AUD\$12,700,000 (\$12,353,000) cash, 13,333,333 ordinary shares of Calidus Resources Limited (ASX: CAI), and a 100% interest in prospecting license 45/3065, a tenement adjacent to the Company's Talga Talga project in the East Pilbara region of Western Australia.

Mr. Spreadborough was appointed as the Company's executive co-chairman on August 5, 2021, concurrently with Dr. Quinton Hennigh's transition to non-executive co-chairman.

On May 18, 2021, the Company signed a three-year agreement (with an option to extend to six years) with Intertek for the provision of on-site laboratory and sample preparation services and PhotonAssay services which will complement the Company's operations at the Beatons Creek Property and its exploration programs. The Company has committed to, and Intertek have agreed to provide, a minimum of 40,000 PhotonAssays per month.

On January 4, 2021 the Common Shares and the August 2020 Listed Warrants commenced trading on the TSX and ceased trading on the TSX Venture Exchange. As a result, the Company ceased to be a "venture issuer" within the meaning of National Instrument 51-102 *Continuous Disclosure Obligations*.

Beatons Creek Operations

The following table summarizes production from the Beatons Creek Property during Fiscal 2021:

		Q1 2021	Q2 2021	Q3 2021	Q4 2021	Fiscal 2021
Gold Production	(oz Au)	3,497	14,890	18,144	12,833	49,364
Mining	(tonnes)	174,000	477,000	478,000	434,000	1,563,000
Processing	(tonnes)	150,000	366,000	451,000	395,000	1,362,000

Production did not meet forecast in Fiscal 2021. The Company announced its optimized five-year plan, including the implementation of a revised mining approach with continued closer-spaced grade control drilling.

The decision by the Company to produce at the Beatons Creek Property was not based on a feasibility study of mineral reserves demonstrating economic and technical viability and, as a result, there is an increased uncertainty of achieving any particular level of recovery of minerals or the cost of such recovery, including increased risks associated with developing a commercially mineable deposit. Historically, such projects have a much higher risk of economic and technical failure. There is no guarantee that that anticipated production costs will be achieved. Failure to achieve the anticipated production costs would have a material adverse impact on the Company's cash flow and future profitability.

The Company's Golden Eagle Mill processed 1,362 kt in Fiscal 2021. Fiscal 2021 head grade was 1.25 g/t Au. Gold production totaled 49,364 ounces of gold. Recovery rates of approximately 93.0% were achieved in Fiscal 2021.

The Company's processing and mining rates stabilized sufficiently throughout Fiscal 2021 to enable Novo to declare commercial production effective October 1, 2021. Of particular importance was that the Golden Eagle Plant had met its performance parameters. The Company cautions that the declaration of commercial production only indicates that the Beatons Creek Property is operating at anticipated and sustainable levels and it does not indicate that economic results will be realized.

The Company's production forecast for the first half of 2022 of 27 koz – 33 koz Au remains influenced by close-spaced drilling and mine-to-mill reconciliation efforts, assumes receipt of requisite approvals, and is significantly dependent on minimal impact to operations from COVID-19.

The following indicators of potential impairment of the Beatons Creek Property were identified in Fiscal 2021:

- (i) the current uncertainty regarding the timing of the receipt of the requisite approvals for the Fresh component of the Beatons Creek Project mineral resource, and
- (ii) current indications that the Oxide component of the Beatons Creek Property's estimated economically recoverable mineral resource is not achieving forecast production due to high head grade variability.

Variability in head grades compared to forecast is due to previous reliance on wide-spaced grade control drilling which resulted in lower accuracy of the modelled high-nugget effects in the Beatons Creek Oxide mineral resource, combined with higher mining dilution associated with more complex mining areas. A revised mining approach with continued closer-spaced grade control drilling has been implemented to mitigate this risk to the extent possible.

A non-cash impairment expense of \$46.9 million was recognized in Fiscal 2021. Refer to the Company's management's discussion and analysis and note 22 of the Company's audited financial statements for the year ended December 31, 2021 for further details.

On March 31, 2021, the Company announced the completion of the PEA. See Appendix C – *Beatons Creek Property*.

On February 16, 2021, the Company poured its inaugural commissioning gold bar from the Beatons Creek Property.

On February 3, 2021 the Company received all regulatory approvals from the Western Australian Department of Mines Industry Regulation, and Safety, and the Department of Water and Environmental Regulation to allow commissioning of Beatons Creek material and deposition of Beatons Creek tailings product into its Golden Eagle Mill. This followed the completion of extensive restoration, camp upgrade and refurbishment works to the Golden Eagle Mill, which included full refurbishment of carbon in leach tanks, installation of key new gravity circuit and plant laboratory componentry, concreting works, power restoration to the site and camp upgrades.

Karratha Exploration

On November 30, 2021, the Company reported that it had recently identified and advanced a series of Au-Cu and Ni-Cu-Co targets on EL47/1745, adjacent to Azure Minerals Limited's (ASX: AZS) Andover VC-07 Ni-Cu-Co massive sulphide discovery and Artemis Resources Limited's (ASX: ARV) Carlow Castle Au-Cu-Co discovery in the West Pilbara region of Western Australia, although there is no certainty that EL47/1745 contains the same levels of mineralization as either of these discoveries.

Geochemical sampling by Novo over previously defined VTEM conductors on EL47/1745 defined several large high-order Cu, Ni and Co anomalies relating to the VTEM targets. Three weak VTEM conductors 3km WNW of Andover are present in a zone of complex geology within the Andover intrusion at Novo's Southcourt prospect, including layered gabbro and ultramafic intrusive rocks.

Detailed 20 x 20 m to 20 x 40 m spaced soil sampling undertaken by Novo utilizing a Niton XL5 pXRF has defined a high-order 500 m long Cu anomaly flanking the western two VTEM conductors. Co and Ni partially overlap the broad copper anomaly. Peak pXRF soil values include 1,456 ppm Cu, 1,521 ppm Ni, and 1,938 ppm Co. Peak rock chip results utilizing the pXRF for spot assaying on sulphide minerals or Cu-Ni oxide minerals yielded up to 19.6% Cu, 0.13% Co and 2.07% Ni. These results are not necessarily representative of mineralization throughout the entire district. Novo interprets the broad anomaly to be a zone of disseminated sulphide on the margin of potentially more substantial sulphide bodies at depth (VTEM target).

One high intensity VTEM anomaly is present at Novo's Milburn prospect, 1.4km ESE from the east end of Carlow Castle.

Detailed 20 x 20m spaced soil sampling undertaken by Novo utilizing a Niton XL5 pXRF has defined a high-order 450 m long Cu anomaly flanking the eastern side of the VTEM conductor. Peak pXRF soil values include 1,677 ppm Cu, 1,131 ppm Ni, and 238 ppm Co. Peak rock chip results utilizing the pXRF for spot assaying on sulphide minerals or Cu-NI oxide minerals yielded up to 15.2% Cu, 92 ppm Co and 0.33% Ni. These results are not necessarily representative of mineralization throughout the entire district.

On February 4, 2021, the Company made its final payment for the Comet Well Project comprised of AUD\$3,000,000 and 1,198,395 Common Shares. Novo plans to initiate Phase 3 of its mechanical sorting trials in mid-2022 to test bulk samples of up to 20,000 tonnes of potentially mineralized material, subject to approval from DWER.

Victoria Exploration

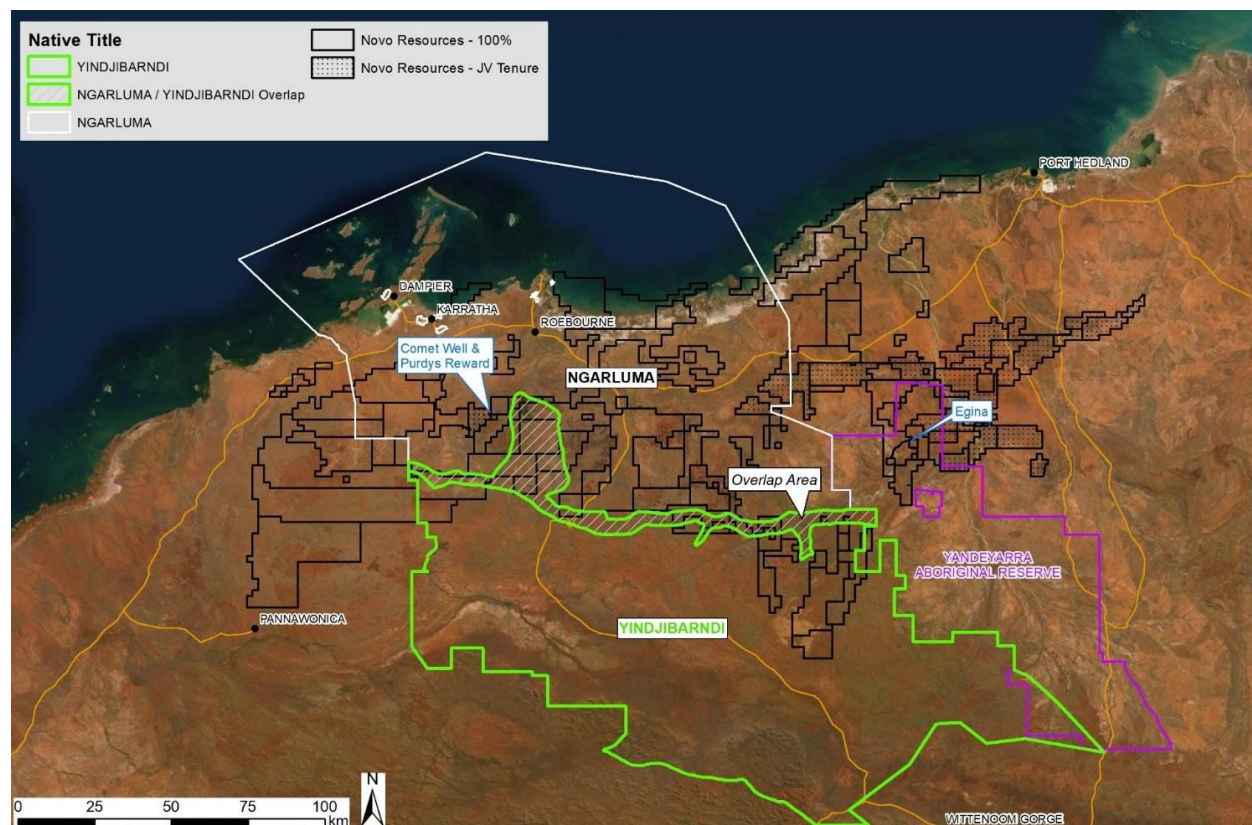
On March 22, 2021, the Company exercised its option to earn a 50% interest in the Queens gold project located in the Bendigo zone of Australia's Victorian goldfields and held by Kalamazoo Resources Limited (ASX: KZR). Novo issued 584,215 Common Shares to Kalamazoo Resources Limited as consideration for the exercise of the option.

On May 13, 2021, completed its option exercise to earn a 50% interest in the Malmsbury gold project held by GBM Resources Limited (ASX: GBZ). Novo issued 1,575,387 Common Shares to, and paid AUD\$250,000 in reimbursement of exploration expenditures incurred by, GBM Resources Limited (with such reimbursed amount being credited against Novo's earn-in amount) as consideration for the exercise of the option.

Transition Fiscal 2020

Corporate Activity

On March 25, 2020, the Company signed a heritage agreement with the Yindjibarndi Aboriginal Corporation covering 28 wholly-owned exploration tenements across 1,492 square kilometres of Yindjibarndi Country in Novo's prospective Pilbara exploration region (refer to [Figure 2](#) below for a map of the relevant area). This heritage agreement outlines processes by which Novo personnel and contractors, in consultation with the Yindjibarndi Heritage Manager, can evaluate heritage status of the landholding ahead of granting permission for ground-disturbing exploration activities to occur.



(Figure 2: Map outlining 1,492 square kilometres of Yindjibarndi Country and underlying Novo tenure along with Ngarluma Country which is currently subject to a claim-wide agreement executed in July 2018.)

On March 23, 2020, the Company dissolved the 50:50 joint operation with Artemis and terminated the agreements that had previously been entered into with Artemis. The Company also acquired a 100% interest

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in exploration licences E47/1745 (Purdy's Reward project) and E47/3443. As consideration for the foregoing, the Company issued 1,640,000 Common Shares at a deemed value of \$1.61 per share and paid AUD\$820,000 to Artemis. The Company also issued 360,000 Common Shares at a fair value of \$1.61 per share, paid AUD\$180,000, and granted a 1% net smelter returns royalty to Sorrento Resources Pty Ltd, one of Artemis' joint venture partners on the E47/3443 project.

A finder's fee of 100,000 Common Shares, issued at a deemed price of \$1.61 per share, and a cash payment of AUD\$50,000 was paid to Battle Mountain Pty Ltd in respect of Novo's acquisition of exploration licences E47/1745 and E47/3443.

Beatons Creek Corporate Activity

On September 7, 2020 the Company acquired all of the outstanding shares of Millennium from IMC. Millennium's assets, located approximately 10 km south of the Beaton's Creek Property, included processing infrastructure, a tailings storage facility, a contract power station, administration offices, an assay laboratory, and a 230-room camp.

The consideration paid for all of the outstanding ordinary shares of Millennium was 17,706,856 units of the Company at a deemed price of \$3.25 per unit for aggregate consideration of \$57,600,000. Each unit was comprised of one Common Share and one-half of one transferable Common Share purchase warrant, with each whole Common Share purchase warrant entitling the holder to acquire one Common Share at a price of \$4.40 until September 7, 2023. The Company also agreed to pay to IMC deferred consideration in the form of a fee on future gold production equal to 2% of all gold revenue generated by the Company up to the later of cumulative gold production of 600,000 ounces or cumulative payments of AUD\$20,000,000 having been made to IMC.

As part of the Millennium Acquisition agreements, the Company agreed to cause Millennium to repay funds owed to IMC following the closing of the Millennium Acquisition. On September 14, 2020, Millennium repaid its debt to IMC of approximately USD\$50,300,000 by way of payment of USD\$43,700,000 in cash and the balance by procuring the issuance by Novo of 2,656,591 units of the Company issued to IMC at a deemed price of \$3.25 per unit. Each unit was comprised of one Common Share and one-half of one transferable Common Share purchase warrant, with each whole Common Share purchase warrant entitling the holder to acquire one Common Share at a price of \$4.40 until September 14, 2023. The Company provided funding to Millennium to ensure Millennium had sufficient cash to allow repayment of the cash portion of the said debt settlement.

In connection with the Millennium Acquisition, the Company raised gross proceeds of approximately \$56,000,000 through the completion of concurrent brokered (approximately \$5,000,000) and non-brokered (approximately \$51,000,000) equity financings. In total, the Company issued 17,192,379 subscription receipts at a price of \$3.25 per subscription receipt, which included the subscription receipts issued upon the exercise of the options granted to the various agents involved in the brokered private placement. Each subscription receipts was automatically exchanged for one unit of the Company on October 30, 2020, being three business days following the issuance by the British Columbia Securities Commission, as principal regulator, of a receipt for a final short form prospectus qualifying the distribution of the said units. Each unit was comprised of one Common Share and one-half of one Common Share purchase warrant, with each whole Common Share purchase warrant entitling the holder thereof to acquire one Common Share at a price of \$4.40 until August 27, 2023.

The Company also arranged the Credit Facility. The funds from the Credit Facility were available in two tranches, with the first USD\$35,000,000 (subject to a lender's 12.286% cash discount for net proceeds of USD\$30,700,000) drawn down on September 9, 2020, and the remaining USD\$25,000,000 (subject to a lender's 2% cash discount) available to be drawn until March 31, 2021 (not drawn). Sprott concurrently subscribed for 1,453,624 units of the Company at a price of \$3.25 per unit for gross cash proceeds of

\$4,724,280. Each unit was comprised of one Common Share and one-half of one transferable Common Share purchase warrant, with each whole Common Share purchase warrant entitling Sprott to acquire one Common Share at a price of \$4.40 until September 9, 2023.

On June 13, 2020, the Company entered into a binding terms sheet with the Creasy Group, pursuant to which the Company agreed to acquire the following in consideration for 2,590,700 Common Shares:

- Creasy Group's residual interest in 20 tenements comprising 510 km² currently then subject to joint venture arrangements between the Company and the Creasy group, so as to acquire 100% ownership in those tenements;
- 100% ownership in 55 tenements comprising an additional 1,865 km² of new tenure for the Company, subject to the Creasy Group retaining limited prospecting rights on one tenement comprising 25 km²; and
- a 70% interest in 3 tenements comprising an additional 525 km² of new tenure for the Company and entry into joint venture arrangements over these tenements, pursuant to which the Company will hold a 70% interest in rights to all minerals and the Creasy Group will hold the other 30%.

Egina Corporate Activity

On December 16, 2020, the company announced that it had, in conjunction with Sumitomo, completed its earn-in obligations under a binding memorandum of agreement with ASX-listed Essential Metals Limited's (formerly Pioneer Resources Limited) dated September 17, 2018, thereby earning a 70% interest in precious metals rights on the Kangan gold project, comprised of four exploration tenements in the Egina region of Western Australia.

Fiscal 2020

Corporate Activity

On May 8, 2019, the Company announced that all of the 22,727,350 share purchase warrants issued in a private placement which closed on May 4, 2017 had been exercised, raising gross proceeds of \$20,454,615.

Beatons Creek Exploration

On November 12, 2019, the Company announced that tests of Steinert mechanical sorting equipment demonstrated recovery of fine gold nuggets as small as 0.4 mm, a significant step toward a potentially cost-effective "dry and chemical free" means of gold recovery. This mechanical sorting technology, using induction sensors as the primary means utilized to detect small gold particles, adds to the potential processing solutions available to Novo. Fine nugget sorting testwork complements Novo's tests of other technologies including eddy current separation and x-ray transmission mechanical sorting of gold-bearing conglomerate. Novo applies a combination of technologies to process its conglomeratic and lag gravel gold deposits that it is exploring across the Pilbara region, Australia, noting that Beatons Creek, in addition to coarse gold, has significant quantities of very fine gold amenable to conventional carbon in leach gold processing.

On May 14, 2019, the Company announced that environmental approvals for mining the Beatons Creek Property located in the eastern Pilbara region of Western Australia were granted. Additionally, the final mining lease required to complete the Beatons Creek Property, M46/532, was granted. The grant of this mining lease was important to Novo as it contains some of the highest-grade material and covers some of the planned waste dump footprint.

On April 1, 2019, the Company announced the 2019 Resource Estimate.

Egina Corporate Activity

On June 28, 2019, the Company announced that it entered into a binding letter of intent with De Grey in order to significantly broaden its exposure to the gold-bearing lag gravel deposits adjacent to the Company's Egina Properties. Novo secured the right to explore De Grey's tenements for gold-bearing lag gravel deposits for an initial three-year period by paying AUD\$1,000,000. Prior to the expiry of the initial period, Novo can elect to extend its exploration rights for an additional two years by paying an additional AUD\$1,000,000. Novo can elect to continue to extend its exploration rights beyond the second period in two year increments by paying an additional AUD\$1,000,000 per extension period, subject to the successful submission of a mining lease application or De Grey's waiver of this condition.

De Grey remains the primary tenement holder and will have precedence at all stages of exploration and mining for bedrock mineralization while Novo holds rights for exploration and mining for gold-bearing lag gravel deposits. Certain tenements held by De Grey are excluded, including granted mining and miscellaneous leases, existing De Grey resources with a 300 metre buffer, any future mining leases granted over the existing De Grey resources, De Grey's conglomerate gold excursion areas, and minor areas of existing gravel rights on De Grey's tenure which are currently retained by third parties.

On June 7, 2019, the Company announced that it entered into a farm-in and joint venture agreement with Sumitomo in order to advance the Egina Properties. Pursuant to this agreement, Sumitomo is entitled to earn, through farm-in arrangements, up to a 40% interest in the Egina Properties by spending up to USD\$30,000,000 over three years, with a required minimum of USD \$5,000,000 per phase defined by a program and budget. Sumitomo has the right to elect not to continue with the farm-in arrangement and, if this right is exercised, it is expected that any amounts advanced under the farm-in arrangement will be converted into Common Shares through a shares for debt settlement at the higher of \$2.00 and the minimum price permitted as at the date the right is exercised. Any Common Shares issued to Sumitomo pursuant to such a debt settlement will be subject to a twelve-month contractual hold period (inclusive of the required four-month statutory hold period) and orderly sale restrictions. This agreement with Sumitomo also contains a mechanism by which Sumitomo may participate in an expanded project area.

Egina Exploration

In December 2019, the Company announced gold assay results from the sub 1 millimetre fraction of bulk samples taken from its Egina gold project, Pilbara, Australia.

Highlights:

- Sub 1 millimetre gold accounted for a weighted average of 0.16 grams per cubic metre for all 26 samples for which complete assays were returned.
- For bulk samples collected from within the targeted swale and its margins, sub 1 millimetre gold accounted for a weighted average of 0.17 grams per cubic metre. For bulk samples collected away from the swale, sub 1 millimetre gold accounted for a weighted average of 0.15 grams per cubic metre. These results suggest a fairly consistent background level of sub 1 millimetre gold dispersed throughout gravels at Egina.
- Sub 1 millimetre gold accounted for about 15% of total gold in ten bulk samples collected from the swale and its margins. By contrast, sub 1 millimetre gold accounted for about 50% of total gold in 16 bulk samples collected in areas away from the swale.

On July 11, 2019, the Company filed the 2020 Egina Technical Report. See Appendix D – *Egina Properties – Summary* and the 2020 Egina Technical Report, available under the Company's profile on the SEDAR website at www.sedar.com.

Karratha Exploration

On July 11, 2019, the Company filed the 2019 Karratha Technical Report. See Appendix E – *Karratha Properties – Summary* and the 2019 Karratha Technical Report, available under the Company’s profile on the SEDAR website at www.sedar.com.

DESCRIPTION OF BUSINESS

Novo is engaged primarily in the business of evaluating, acquiring, exploring, developing, and mining natural resource properties with a focus on gold and battery metals. The Company’s present focus is on its 12,500 km² land package which include the Company’s flagship property, the Beatons Creek Property, in the Nullagine region of Western Australia which hosts current indicated resources of 457,000 troy ounces of gold and an additional inferred resource of 446,000 troy ounces Au (which have not been adjusted for depletion), as well as the Egina and Karratha Properties. The Company has exploration joint venture interests in Victoria, Australia, and also holds equity investments in a number of companies including a 9.1% stake in New Found Gold Corp. (TSXV: NFG).

Specialized Skill and Knowledge

The nature of the Company’s business requires specialized skills and knowledge. Such skills and knowledge include the areas of permitting, geology, drilling, engineering, mine planning, metallurgical processing, mine operations, environment compliance, government approvals, cultural approvals, stakeholder engagement, as well as finance and accounting. The Company has been able to locate and retain adequate specialized skills from its employees and consultants to enable it to carry out its operations. The Company uses its best efforts to maintain competitive compensation for its employees.

Competitive Conditions

The precious metal mineral exploration and development business is competitive in all phases of exploration, development and production. The Company competes with a number of other companies that have resources significantly in excess of those of the Company, in the search for and the acquisition of attractive precious metal mineral properties, qualified service providers, labour, equipment and suppliers. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, the terms of such financing will be favourable to the Company. The ability of the Company to acquire precious metal mineral properties in the future will depend on its ability to develop its present properties and on its ability to select and acquire suitable properties for mineral exploration and development in the future. Factors beyond the control of the Company may affect the Company’s competitive position. See *Description of Business - Risk Factors*.

Environmental Protection

The Company’s material properties are located within Australia and are subject to Australian laws and regulations concerning the environment. The Company is required to submit and adhere to environmental plans lodged in relation to all its licence areas. The financial and operational effects of environmental protection requirements on capital expenditures, earnings and the competitive position of the Company are not expected to be material during the current financial year. However, environmental protection requirements may cause additional capital expenditures, reduce earnings and affect the competitive position of the Company in the future.

Employees

As at December 31, 2021, the Company had 111 full-time employees, three part-time employees, and 14 casual employees.

Foreign Operations

The Company's material projects are located in Australia. Any changes in regulations or shifts in political attitudes in Australia, or other jurisdictions in which the Company has projects from time to time, are beyond the control of the Company and may adversely affect its business. Future development and operations may be affected in varying degrees by such factors as government regulations (or changes thereto) with respect to the restrictions on production, export controls, income taxes, expropriation of property, repatriation of profits, environmental legislation, land use, water use, land claims of local people, mine safety and receipt of necessary permits. The effect of these factors cannot be accurately predicted. See *Description of Business - Risk Factors*.

Environmental Policies

The Company seeks to conduct its activities in accordance with the highest environmental standards by complying in all material respects with all environmental laws, policies, regulations and plans, conducting extensive ongoing environmental operations, keeping environmental impacts of its operations to a minimum and rectifying or rehabilitating those impacts that necessarily occur as part of its operations. The Company established a sustainability committee in March 2018 in furtherance of its commitment to corporate social responsibility, environmentally sound and responsible resource development, and a healthy and safe work environment. The sustainability committee oversees the Company's practices and policies. The sustainability committee is comprised of at least three directors, as selected and appointed by the Company's board of directors, meeting at least once per quarter or more frequently as may circumstances require. In selecting members to serve on the sustainability committee, the Company's board of directors considers breadth of industry or relevant country experience and knowledge regarding health, safety, community, and environmental issues relating to the Company's operations.

The Company has also adopted a statement which is provided to all Company representatives and outlines its commitment to sound environmental management practices and the minimization of environmental impacts from its operations. The Company's objective is to develop the culture, protocols and procedures to maintain the integrity of the environment associated with its operation. To achieve this objective the Company:

- Applies a systematic approach to identifying environmental risks and employs practices that minimize environmental impact and prevent environmental harm;
- Complies with regulatory and ethical standards on a sustainable basis;
- Develops workforce awareness of sound environmental practices and promotes a positive personal attitude to the environment by providing information and training;
- Communicates and consults with stakeholders; and
- Continuously improves through ongoing assessment of the Company's environmental performance.

Risk Factors

The operations of the Company are subject to significant uncertainty due to the high-risk nature of its business, which is the exploration, development and operation of mining properties. The following risk factors could materially affect the Company's financial condition and/or future operating results and could cause actual events to differ materially from those described in forward-looking statements relating to the Company.

Construction, Development, and Operation of Mines

The success of construction projects and the development and operation of any mines and associated infrastructure, including tailings storage facilities, by the Company is subject to a number of factors including the availability and performance of engineering and construction contractors, mining contractors, suppliers and consultants, the receipt of required governmental approvals and permits in connection with the construction of mining and processing facilities, the timely receipt of assay results to guide selective mining operations, and the conduct of mining operations (including environmental permits), among other operational elements. Any delay in the performance of any one or more of the contractors, suppliers, consultants or other persons on which the Company is dependent in connection with its activities, a delay in or failure to receive the required governmental approvals and permits in a timely manner or on reasonable terms, or a delay in or failure in connection with the completion and successful operation of the operational elements of a mine could delay or prevent the planned construction, development, commissioning and continued operation of any mines. There can be no assurance that current or future construction, development and operational plans implemented by the Company will be successful, that the Company will be able to obtain sufficient funds to finance additional construction, development and operational activities, that personnel and equipment will be available in a timely manner or on reasonable terms to successfully complete such projects, that the Company will be able to obtain all necessary governmental approvals and permits or that the construction, development, commissioning and ongoing operating costs associated with the development of new mines will not be significantly higher than anticipated by the Company. Any of the foregoing factors could adversely impact the operations and financial condition of the Company.

The requirements for the production and processing of materials may be affected by, among other things, technological changes, equipment failure, the accuracy of assumptions regarding ground conditions, physical and metallurgical characteristics of mineralized materials, the accuracy of the estimated costs and rates of mining and processing, and capacity of the Company's tailings storage facility. Mining, processing and development activities depend on adequate infrastructure. Reliable roads, bridges and power and water supply are important determinants that affect capital, processing and operating costs. The processing plant which comprises part of the production infrastructure held by Millennium was operational before being placed on care and maintenance in December 2019. The Company completed the refurbishment of the Millennium infrastructure and restarted the processing plant in early 2021, however there can be no assurance that nameplate capacity and treatment rates will be as anticipated or that overall gold recovery will be as expected despite the declaration of commercial production effective October 1, 2021^{Error! Bookmark not defined.}. Ongoing operational success will also depend, among other things, on sufficient electricity and water supply, sufficient tailings storage facilities, compliance with existing permits, success in obtaining and complying with further additional environmental and other permitting requirements and on the timing of access to future planned mining areas at the Beatons Creek Property, none of which can be assured. Any of the foregoing risks may materially delay operations, or cause operations to be suspended, and adversely impact the Company's financial condition and results of operations.

The Company's properties have limited operating history upon which to base estimates of future cash flow. The capital expenditures and time required to develop new mines or other projects are considerable and changes in costs or construction schedules can affect project economics. Thus, it is possible that actual costs may change significantly, and economic returns may differ materially from the Company's estimates.

Commercial viability of a new mine or development project is predicated on many factors. Mineral resources projected by technical assessments performed on the properties may not be realized, and the level of future metal prices needed to ensure commercial viability may not materialize. Consequently, there is a risk that the start-up and continued operations of any mine and development project may be subject to write-down and/or closure as they may not be commercially viable.

Mining operations are inherently hazardous and generally involve a high degree of risk. The Company's operations are subject to all of the hazards and risks normally encountered in the exploration, development and production of precious or base metals, including, without limitation, unusual and unexpected geologic formations, seismic activity, rock bursts, cave-ins, flooding and other conditions involved in the drilling and removal of material, any of which could result in damage to, or destruction of, mines and other producing facilities, personal injury or loss of life and damage to tailings dams, property, and environmental damage, all of which may result in possible legal liability. Although the Company expects that adequate precautions to minimize risk will be taken, mining operations are subject to hazards such as fire, rock falls and other geomechanical issues, equipment failure or seepage around or failure of retaining dams around tailings disposal areas which may result in environmental pollution and consequent liability. The occurrence of any of these events could result in a prolonged interruption of the Company's operations that would have a material adverse effect on its business, financial condition, results of operations and prospects. Further, the Company may be subject to liability or sustain losses in relation to certain risks and hazards against which it cannot insure or for which it may elect not to insure. The occurrence of operational risks and/or a shortfall or lack of insurance coverage could have a material adverse impact on the Company's future cash flows, earnings, results of operations and financial condition.

No Prefeasibility or Feasibility Study for the Beatons Creek Property

The Board ratified management's recommendation to mine the Beatons Creek Property. The decision by the Company to produce at the Beatons Creek Property was not based on a pre-feasibility or feasibility study and no mineral reserves demonstrating economic and technical viability has been defined for the project. As a result, there is an increased uncertainty of achieving any particular level of recovery of minerals or the cost of such recovery, including increased risks associated with developing a commercially mineable deposit. Historically, such projects have a much higher risk of economic and technical failure. There is no guarantee that anticipated production costs will be achieved. Failure to achieve the anticipated production costs would have a material adverse impact on the Company's cash flow and future profitability. Commercial production was declared by the Company to have occurred on October 1, 2021^{Error! Bookmark not defined.}. However, the Company cautions that the declaration of commercial production only indicates that the Beatons Creek Property is operating at anticipated and sustainable physical levels and it does not indicate that economic results will be realized.

The Company has published the preliminary economic assessment in respect of the Beatons Creek Property (the "PEA"). The PEA is preliminary in nature, and is based on a mineral resource estimate that includes inferred mineral resources that are considered too speculative geologically to have the economic considerations applied to them that would enable them to be categorized as mineral reserves. There is no certainty that the PEA will be realized.

Permitting and License Risks

In the ordinary course of business, the Company will be required to obtain and renew governmental licences or permits for the operation and expansion of the Beatons Creek Property, particularly the Fresh component of the mineral resource estimate, or for the development, construction and commencement of mining at any of the Company's mineral resource properties, including other areas of the Beatons Creek Property. Obtaining or renewing the necessary governmental licences or permits is a complex and time-consuming

process involving numerous jurisdictions, public hearings, and costly permitting and other legal undertakings on the part of the Company.

In Australia, as with many jurisdictions, there are various federal, state and local laws governing land, power and water use, the protection of the environment, development, occupational health and safety, waste disposal and appropriate handling of toxic substances. Such operations and exploration activities are also subject to substantial regulation under these laws by governmental agencies and require the Company to obtain permits from various governmental agencies.

Exploration generally requires one form of permit while development and production operations require numerous additional permits. There can be no assurance that all permits which the Company may require for future exploration or development, or ongoing operation of the Beatons Creek Property, will be obtainable at all or on reasonable terms. In addition, future changes in applicable laws or regulations could result in changes in legal requirements or in the terms of existing permits applicable to the Company or its properties. This could have a negative effect on the Company's exploration activities or the Company's ability to develop and operate its properties, including the Beatons Creek Property.

The duration and success of the Company's efforts to obtain and renew licences or permits are contingent upon many variables not within the Company's control, including the interpretation of applicable requirements implemented by the licensing authority, delays in processing of the Company's permitting submissions, and a lack of available resources within regulatory departments to review the Company's permitting submissions in a timely manner. The Company may not be able (and no assurances can be given with respect to its ability) to obtain or renew licences or permits that are necessary to conduct operations at the Company's property interests, including, without limitation, exploitation, operations, and environmental licences. Also, the cost to obtain or renew licences or permits may exceed what the Company believes can be recovered from its property interests if they are put into production. Any unexpected refusals of required licences or permits or delays or costs associated with the licensing or permitting process could prevent or delay the development or impede the operation of a mine, which could adversely impact the Company's operations and profitability.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment or other remedial actions.

There can be no assurance that all permits which the Company may require for future exploration, operation, or possible future development will be obtainable in a timely manner or at all or on reasonable terms. The Company also cannot be certain what conditions will be attached to such permits and licences or whether the Company will be able to fulfil such conditions. Further, any additional future laws and regulations, changes to existing laws and regulations (including, but not restricted to, the imposition of higher licence fees, mining royalties or taxes) or more stringent enforcement or restrictive interpretation of current laws and regulations by governmental authorities, or of rulings or clearances obtained from such governmental authorities, could cause additional expenditures (including capital expenditure) to be incurred or impose restrictions on, or suspensions of, the Company's operations and cause delays in the development of its properties. Moreover, these laws and regulations may allow governmental authorities and private parties to bring lawsuits based upon damage to or destruction of properties and injury to persons resulting from the environmental, health and safety impacts of the Company's past and current operations, and could lead to the imposition of substantial fines, penalties or other civil or criminal sanctions. The occurrence of any of these factors may have a material adverse effect on the Company's business, results of operations and financial condition and the price of the Common Shares.

Native Title and Aboriginal Heritage

Native title claims and Aboriginal heritage issues, including access to tenure, may affect the ability of the Company to pursue exploration, development and mining on Australian properties. Although to date the Company has been able to negotiate commercially reasonable and acceptable arrangements with Aboriginal title claimants, Aboriginal title holders, and land owners where the Company operates, including heritage agreements to access tenements for exploration efforts, there can be no assurance that claims will not be lodged in the future, including upon expiry of current tenure, which may impact the Company's ability to effectively operate in relevant geographic areas or at all. The resolution of native title and Aboriginal heritage issues is an integral part of exploration and mining operations in Australia and the Company is committed to actively managing any issues that may arise. However, in view of the inherent legal and factual uncertainties relating to such issues, no assurance can be given that material adverse consequences will not arise.

Water Supply, Management and Availability Challenges

The Company acknowledges the right to clean, safe water and recognizes that access to a reliable water supply is critical to the hygiene, livelihood and environmental health of Novo's host communities. The Company aims to balance its operational water needs to ensure the effective operation of its mines with those of the local Pilbara and Victorian communities and ecosystems. Protecting the quality and quantity of water available to host communities and other users in its catchments is a key component of Novo's sustainability strategy which will be reported upon in Fiscal 2022. Water is a critical input to Novo's mining operations, and the increasing pressure on water resources around the globe due to user demand and climate change requires the Company to consider current and future conditions in its management of water. Water scarcity is an inherent risk in the Pilbara, and rainfall can vary greatly from year to year. Novo's operations in this region face challenges related to limited supply, increased demand, and impacted water in various forms. Conversely, excessive rainfall or flooding may also result in operational difficulties, including geotechnical instability and flooding, increased dewatering demands, and additional water management requirements.

The Company's approach to management of water-related risks is based on a commitment to responsible water use, including assessing, managing and monitoring water risks and controls. Operating facilities and procedures have been designed to mitigate environmental and social impacts, including managing the quality and quantity of the water the Company uses and returns to the environment.

Although the Beatons Creek Property currently has sufficient water rights to cover operational demands, the Company cannot predict the potential outcome of pending or future proceedings or negotiations related to water rights, claims, contracts and uses, which may impact Novo's operations. The loss of water rights for the Beatons Creek Property, in whole or in part, or shortages of water to which Novo has established rights, could impact existing operations or prevent future exploration. In addition, laws and regulations may be introduced in Western Australia which could limit Novo's access to sufficient water resources. All of these events could result in increased costs or disruptions that may impact Novo's production, which in turn could adversely affect the Company's results of operations and financial position.

Dependence on Future Financing

Although the Company believes that it currently has sufficient funding for its planned operations at its Beatons Creek Property and other properties, there can be no assurance that the Company will have the funds required to carry out all of its business plans or that those expenditures will prove profitable. Obtaining additional financing would be subject to a number of factors, including market prices for minerals and commodities, investor acceptance of the Company's properties and investor sentiment. These factors may make the timing, amount, terms or conditions of additional financing unavailable to the Company. The

most likely source of future funds presently available to the Company is through equity or debt financings. Any sale of share capital will result in dilution to existing shareholders.

Dependence on Key Management Personnel

The Company is dependent upon a number of key management personnel. The Company's ability to manage its operating, development, exploration and financing activities will depend in large part on the efforts of these individuals. As the Company's business grows, it will require additional key financial, administrative, mining, marketing and public relations personnel as well as additional staff for operations. The Company faces intense competition for qualified personnel, and there can be no assurance that the Company will be able to attract and retain such personnel, particularly considering the current demand for labour in Western Australia and COVID-19 related international and inter-state travel restrictions. The loss of the services of one or more key employees or consultants or the failure to attract and retain new personnel could have a material adverse effect on the Company's ability to manage and expand the Company's business.

COVID-19

The COVID-19 outbreak was declared a pandemic by the World Health Organization on March 11, 2020.

The outbreak and the response of various governments in dealing with the pandemic is interfering with general activity levels within the community, the economy and financial markets worldwide, including the Company's operations and the operations of the companies in which the Company has invested. Restrictions on travel and the limited ability to have meetings with personnel, vendors and service providers have had, and may continue to have, an adverse effect on the Company's operations. The scale and duration of these developments remain uncertain as at the date of this AIF, but they may have an impact on the Company's future cash flows. The Company notes that the value of certain assets, in particular the fair value of marketable securities recorded in the statement of financial position in the Company's audited consolidated financial statements for the year ended December 31, 2021, determined by reference to fair or market values at December 31, 2021, may have materially changed by the date of this AIF.

The COVID-19 pandemic, including without limitation, the occurrence of new variants of the virus, has also caused, and is likely to continue to cause, severe economic, market and other disruptions worldwide. It is not possible to estimate the impact of the outbreak's near-term and longer-term effects or governments' varying efforts to combat the outbreak and support businesses. There can be no assurance that conditions in the global financial markets will not continue to deteriorate as a result of the pandemic, or that the Company's access to capital and other sources of funding will not become constrained, all of which could adversely affect the availability and terms of any future financings the Company undertakes.

Since openings its borders to domestic and international travelers in March 2022, Western Australia has experienced community spread of COVID which is affecting the Company's workforce and operations. Mandatory isolation for COVID-positive personnel and close contacts is affecting staffing levels for the Company and its contractors, and supply chain issues are causing costs of production to increase, particularly with respect to fuel and other consumables. There can be no assurance that such conditions could adversely affect the Company's ability to operate in a safe manner.

Labour and Employment Matters

Production at the Company's mining operations is dependent upon the efforts of its employees and the Company's operations would be adversely affected if it fails to maintain satisfactory labour relations. Factors such as work slowdowns or stoppages caused by high turnover, loss of key staff, and difficulties in recruiting qualified geologists and miners and hiring and training new geologists and miners could

materially adversely affect the Company's business. This would have a negative effect on the Company's business and results of operations, which might result in the Company not meeting its business objectives.

Western Australia is continuing to experience a surge in mining activity and operations, which has created significant demand for trained geologic, mining, and support staff. While the Company has sufficient skilled staff to carry on operations and there are currently no material labour shortages with the Company operating near its budgeted staffing levels, the Company may not be able to retain its staff. Loss of staff may have a material adverse effect on the Company's business, results of operations and financial condition.

In addition, relations between the Company and its employees may be affected by changes in the scheme of labour relations that may be introduced by the relevant governmental authorities in whose jurisdictions the Company carries on business. Changes in such legislation or in the relationship between the Company and its employees may have a material adverse effect on the Company's business, results of operations and financial condition.

The Australian government mandated that all site-based mine workers must have received their first dose of a COVID-19 vaccine by December 1, 2021, have been fully vaccinated against COVID-19 by January 1, 2022 and must arrange for booster vaccinations within four months of their second vaccine. The Company is working with its employees, contractors, and stakeholders to ensure orderly uptake of requisite vaccines, but there can be no assurance that all relevant personnel will adhere to such mandates and the Company may be required to terminate such personnel, which could have a material adverse impact on the Company's business, results of operations and financial condition.

Risks Related to the amended Credit Facility and Indebtedness

The amended Credit Facility has usual and customary covenants to keep the facility in good standing, including, but not limited to, repayment of the principal advanced thereunder and accrued interest, maintenance and provision of regular and up-to-date financial reports, compliance with all applicable laws and applicable securities legislation, obligation to provide notice of material events, and obligation to maintain secured assets and insurance thereon. The amended Credit Facility also contains restrictive covenants that will limit the Company's ability to engage in activities that may be in the Company's long-term best interest. If the Company defaults in respect of its obligations under the amended Credit Facility, full repayment of amounts funded under the Credit Facility may be demanded and the Company may lose the shares of certain of its international subsidiaries (which are pledged as collateral under the amended Credit Facility) and other property securing its obligations under the amended Credit Facility, all of which would have a material effect on the Company's operations. The available funding under the amended Credit Facility is currently fully drawn down. To the extent the Company incurs additional debt, the risks related to the Company's indebtedness could increase.

The Company's level of indebtedness and the terms thereof will have several important effects on its future operations, including, without limitation, that it:

- will require the Company to dedicate a portion of its cash flow from operations, if any, and under the terms of the amended Credit Facility other proceeds from divestitures, financings and insurance claims, to the payment of principal and interest on the Company's outstanding indebtedness, thereby reducing the funds available to it for operations and any future business opportunities;
- could increase the Company's vulnerability to adverse changes in general economic and industry conditions, as well as to competitive pressure;
- could decrease the Company's flexibility in planning for and reacting to changes in the industry in which it competes and place the Company at a disadvantage compared to other, less leveraged competitors; and

- depending on the levels of its outstanding debt, could increase the Company's cost of borrowing and/or limit the Company's ability to obtain additional financing for working capital, capital expenditures, general corporate and other purposes or require the Company to make other divestitures.

The Company's ability to make payments of principal and interest on its indebtedness depends upon the Company's financial condition, operating performance and expected future revenues, will be subject to prevailing economic conditions, competitive conditions, changes in the applicable interest rate, industry cycles and financial, business, legislative, regulatory and other factors affecting its operations, many of which are beyond the Company's control. If the Company's revenues are insufficient to, or the Company cannot raise sufficient funds to, meet its debt service and other obligations in the future, the Company could face substantial liquidity problems and may be required, among other things, to:

- reduce or delay investments and other capital expenditures;
- obtain additional financing in the debt or equity markets;
- refinance or restructure all or a portion of its indebtedness; and/or
- sell selected assets.

The Company cannot provide assurance that such measures will be sufficient to enable the Company to service its debt. In addition, any such financing, refinancing or sale of assets might not be available on economically favourable terms or at all. Any of the foregoing may have a material and adverse effect on the Company's financial condition and results of operations.

Obligations as a Public Company

The Company's business is subject to evolving corporate governance and public disclosure regulations that may from time to time increase both the Company's compliance costs and the risk of non-compliance, which could adversely impact the price of the Common Shares.

The Company is subject to changing securities laws and to rules and regulations promulgated by a number of governmental and self-regulated organizations having jurisdiction over the Company including, but not limited to, the TSX, the OTCQX, and the International Accounting Standards Board. These laws and regulations continue to evolve in scope and complexity creating many new requirements.

The Company's efforts to comply with the same could result in increased general and administration expenses and a diversion of management time and attention from revenue-generating activities to compliance activities.

Acquisitions and Integration

From time to time, the Company examines opportunities to acquire additional assets and businesses. Any acquisition that the Company may choose to complete may be of a significant size, may change the scale of the Company's business and operations, and may expose the Company to new geographic, political, operating, financial and geological risks. The Company's success in its acquisition activities depends on its ability to identify suitable acquisition candidates, negotiate acceptable terms for any such acquisition, and integrate the acquired operations successfully with those of the Company. Any acquisitions would be accompanied by risks. For example, there may be a significant change in commodity prices after the Company has committed to complete the transaction and established the purchase price or exchange ratio; a material ore body may prove to be below expectations; the Company may have difficulty integrating and assimilating the operations and personnel of any acquired companies, realizing anticipated synergies and maximizing the financial and strategic position of the combined enterprise, and maintaining uniform standards, policies and controls across the organization; the integration of the acquired business or assets may disrupt the Company's ongoing business and its relationships with employees, customers, suppliers

and contractors; and the acquired business or assets may have unknown liabilities which may be significant and may include risk of future prosecution against which the Company may have limited legal defense options. In the event that the Company chooses to raise debt capital to finance any such acquisition, the Company's leverage will be increased. If the Company chooses to use equity as consideration for such acquisition, existing shareholders may experience dilution. Alternatively, the Company may choose to finance any such acquisition with its existing resources. There can be no assurance that the Company would be successful in overcoming these risks or any other problems encountered in connection with such acquisitions.

Market Price of Securities

Over the last several years, the securities of many resource companies have experienced a high level of price and volume volatility and wide fluctuations in market price that have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. Factors unrelated to the financial performance or prospects of the Company include macroeconomic developments locally and globally and market perceptions of the attractiveness of particular industries. There can be no assurance that continued fluctuations in market prices will not occur.

As a result of any of these factors, the market price of the securities of the Company at any given point in time may not accurately reflect the Company's long-term value. In the past, following periods of volatility in the market price of a company's securities, shareholders have instituted class action securities litigation against those companies. Such litigation, if instituted, could result in substantial cost and diversion of management attention and resources, which could significantly harm profitability and the reputation of the Company.

A decline in the Company's market capitalization may require the Company to write-down the carrying value of the Company's assets.

Community Relations

The Company's relationships with the communities in which it operates and other stakeholders are critical to ensure the future success of its existing operations and the construction and development of its projects. There is an increasing level of public concern relating to the perceived effect of exploration and mining activities on the environment and on communities impacted by such activities. Publicity adverse to the Company, its operations or extractive industries generally, could have an adverse effect on the Company and may impact relationships with the communities in which the Company operates and other stakeholders.

While the Company is committed to operating in a socially responsible manner, there can be no assurance that its efforts in this respect will mitigate this potential risk. Further, damage to the Company's reputation can be the result of the perceived or actual occurrence of any number of events, and could include any negative publicity, whether true or not. The increased usage of social media and other web-based tools used to generate, publish and discuss user-generated content and to connect with other users has made it increasingly easy for individuals and groups to communicate and share opinions and views in regards to the Company and its activities, whether true or not. While the Company strives to uphold and maintain a positive image and reputation, the Company does not ultimately have control over how it is perceived by others. Reputation loss may lead to increased challenges in developing, maintaining community relations and advancing its projects and decreased investor confidence, all of which may have a material adverse impact on the financial performance and growth of the Company.

The Speculative Nature of the Exploration of Natural Resource Properties

While the discovery of a commercially viable ore body may result in substantial rewards, few mineral

properties that are explored are ultimately developed into producing mines. There is no assurance that any of the claims the Company will explore or acquire will contain commercially exploitable reserves of minerals. Exploration for natural resources is a speculative venture involving substantial risk. Even a combination of careful evaluation, experience and knowledge may not eliminate such risk. Hazards such as unusual or unexpected geological formations, formation pressures, cyclones, fires, power outages, labour disruptions, flooding, cave-ins, landslides and the inability of the Company to obtain suitable machinery, equipment or labour due to industry disruptions or general shortages are all risks involved with the conduct of exploration programs and the operation of mines. While appropriate precautions to mitigate these risks have been taken or are planned to be taken, operations are subject to hazards such as equipment failure or failure of structures which may result in environmental pollution and consequent liability. Even though the Company intends to maintain liability insurance in an amount which it considers adequate, the nature of these risks is such that liabilities might exceed policy limits, the liabilities and hazards might not be insurable or the Company might not elect to insure itself against such liabilities due to high premium costs or other reasons, in which event the Company could incur significant costs that could have a material adverse effect upon its financial condition.

Reclamation Costs

In the context of environmental permits, including the approval of reclamation plans, the Company must comply with standards, laws and regulations that may entail costs and delays depending on the nature of the activity to be permitted and how stringently the regulations are implemented by the regulatory authority. The reclamation liability on any of the Company's properties will be calculated based on current laws and regulations and the expected future costs to be incurred in reclaiming, restoring and closing its exploration or operating mine sites. The Company may incur costs associated with reclamation activities, which may materially exceed the provisions established by the Company for the activities. In addition, possible additional future regulatory requirements may require additional reclamation requirements creating uncertainties related to future reclamation costs. Should the Company be unable to post required financial assurance related to an environmental remediation obligation, the Company might be prohibited from starting planned operations or enter into interim compliance measures pending completion of the required remedy, which could have a material adverse effect. Furthermore, changes to the amount of financial assurance that the Company is required to post, as well as the nature of the collateral to be provided, could significantly increase the Company's costs, making the maintenance and development of new mines less economically feasible.

Although the Company has currently made provisions for certain of its reclamation obligations and is assessing provisions for the reclamation obligations from other properties, there is no assurance that these provisions will be adequate in the future. The provision required is expected to increase significantly through negotiation with regulatory authorities as the Beatons Creek Property is further operated and developed. There can be no guarantee that the Company will have sufficient capital resources to cover the costs of reclamation when they become due and payable. The Company is currently engaged in discussions with DMIRS and DWER in Western Australia, with respect to its closure plan for the Beatons Creek Property, to account for any future changes to the site through production. Only an initial amount of required reclamation work has been completed as at the date hereof.

Failure to provide regulatory authorities with the required information could potentially result in the closure of the Company's operations, which could result in a material adverse effect on its operating results and financial condition.

Nature and Climatic Conditions

The Company has properties located in Western Australia, Australia. Typically, the Western Australian's tropical wet season is from the end of November to the end of March. During the wet season, the properties

may be subject to unpredictable weather conditions such as cyclones, heavy rains, strong winds and flash flooding. During the summer, the properties may be subject to unpredictable weather conditions such as extended dry periods and bush fires. The Company has undertaken several steps to minimize the effects of the wet and dry seasons on its operations including planning exploration and mining activities around said seasons. Nonetheless, no assurance can be given that the unpredictable weather conditions will not adversely affect exploration activities.

Furthermore, the occurrence of physical climate change events may result in substantial costs to respond to the event and/or recover from the event, and to prevent recurrent damage, through either the modification of, or addition to, existing infrastructure at the Company's operations. The scientific community has predicted an increase, over time, in the frequency and severity of extraordinary or catastrophic natural phenomena as a result of climate change. The Company can provide no assurance that it will be able to predict, respond to, measure, monitor or manage the risks posed as a result.

The Company's mining and processing operations are, in some instances, energy intensive. The Company acknowledges climate change is an international and community concern. Legislation and regulations relating to emission levels and energy efficiency are becoming more rigorous and may result in increased costs at its operations. In addition, as climate change is increasingly perceived as an international and community concern, stakeholders may increase demands for emissions reductions and call-upon mining companies to better manage their consumption of climate-relevant resources. While the Company takes measures to manage the use of energy, such regulatory requirements may have an adverse impact on the Company.

Physical climate change events, and the trend toward more stringent regulations aimed at reducing the effects of climate change, could impact the Company's decisions to pursue future opportunities, or maintain existing operations, which could have an adverse effect on its business and future operations.

The Company can provide no assurance that efforts to mitigate the risks of climate changes will be effective and that the physical risks of climate change will not have an adverse effect on its operations and profitability.

Information Technology

The Company is reliant on the continuous and uninterrupted operations of its information technology ("IT") systems. User access and security of all IT systems are critical elements to the operations of the Company. The Company's operations depend, in part, on how well the Company and its suppliers protect networks, equipment, IT systems and software against damage from a number of threats, including, but not limited to, cable cuts, damage to physical plants, natural disasters, terrorism, fire, power loss, hacking, computer viruses, vandalism and theft.

The Company's operations also depend on the timely maintenance, upgrade and replacement of networks, equipment, IT systems and software, as well as pre-emptive expenses to mitigate the risks of failures. Any IT failure pertaining to availability, access or system security could result in disruption for personnel and could adversely affect the reputation, operations or financial performance of the Company.

The Company's IT systems could be compromised by unauthorized parties attempting to extract business sensitive, confidential or personal information, corrupting information or disrupting business processes or by inadvertent or intentional actions on the part of the Company's employees or vendors. A cyber security incident resulting in a security breach or failure to identify a security threat, could disrupt business and could result in the loss of business sensitive, confidential or personal information or other assets, as well as litigation, regulatory enforcement, violation of privacy and security laws and regulations and remediation costs.

Although, to date, the Company has not experienced any material losses relating to cyber-attacks or other information security breaches, there can be no assurance that it will not incur such losses in the future. The Company's risk and exposure to these matters cannot be fully mitigated because of, among other things, the evolving nature of these threats. As a result, cyber security and the continued development and enhancement of controls, processes and practices designed to protect systems, computers, software, data and networks from attack, damage or unauthorized access remain a priority. As cyber threats continue to evolve, the Company may be required to expend additional resources to continue to modify or enhance protective measures or to investigate and remediate any security vulnerabilities.

Insurance and Uninsured Risks

The Company's business is subject to a number of risks and hazards generally, including: adverse environmental conditions; industrial accidents; unusual or unexpected geological conditions; ground failures; changes in the regulatory environment; and natural phenomena such as inclement weather conditions, floods and earthquakes. Such occurrences could result in damage to mineral properties, including but not limited to the Beatons Creek Property and associated infrastructure, personal injury or death, environmental damage to the Company's properties or the properties of others, monetary losses and possible legal liability.

The businesses and properties of the Company are insured against loss or damage, subject to a number of limitations and qualifications. Such insurance will not cover all the potential risks associated with an exploration company's operations. The Company may also be unable to maintain insurance to cover these risks at economically feasible premiums. Insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. Moreover, insurance against risks such as environmental pollution or other hazards as a result of exploration is not generally available to the Company or to other companies in the exploration industry on acceptable terms. The Company might also become subject to liability for pollution or other hazards that it may not be insured against or that the Company may elect not to insure against because of premium costs or other reasons. The Company may suffer a material adverse effect on its business, results of operations, and financial position if it incurs a material loss related to any significant event that is not covered, or adequately covered, by its insurance policies.

Dependence on Principal Exploration Stage Projects

The Company currently carries out exploration activities on several properties, but is focused on the NGP, Egina, and Karratha properties. These properties may never develop into commercially viable deposits, which would have a material adverse effect on the Company's potential mineral resource production, profitability, financial performance and results of operation.

Previous Work on the Egina, Beatons Creek, and Karratha Properties May Give Rise to Environmental Liabilities

There can be no assurance that historic (prior to the Company's ownership) activities on the Egina, Beatons Creek, and Karratha Properties, as well as on tenements held by Millennium, were conducted in full compliance with the various government and environmental regulations required under the Australian mining regime. To the extent that any of the activities were not in compliance with applicable environmental laws, regulations and permitting requirements, enforcement actions thereunder, including orders of regulatory or judicial authorities, may be taken against the Company as a result of its interest in the Egina, Beatons Creek, and Karratha Properties, and on tenements held by Millennium. Any such actions or orders may cause increases in expenses, capital expenditures or production costs or reduction in levels of production, or require abandonment or delays.

Negative Operating Cash Flow

The Company has generally incurred losses since inception and may continue to incur losses as it proceeds with exploration and development of its mineral properties while operating the Beatons Creek Property. The Company's efforts to date have been focused on acquiring and exploring its mineral properties. All but one of the Company's properties are in the exploration stage and none have mineral reserves.

The Company has only recently begun the production of gold and silver from its Beatons Creek Property and has significant cash requirements to meet its exploration and development commitments and administrative overhead, and to maintain its mineral interests. The Company will continue to incur losses in respect of the Beatons Creek Property until it generates sufficient revenue to fund continuing operations. There can be no assurance that problems will not be encountered at the Beatons Creek Property that result in mining operations not being profitable. If this occurs, additional funds will need to be raised.

Uncertainty in Global Markets and Economic Conditions

There remains considerable volatility in global markets and economic conditions together with the volatility in the price of gold and in the availability and price of critical supplies, including fuel. This continues to generate uncertainty for the mining sector worldwide.

As discussed above, the Company has and will continue to rely on the capital markets for necessary capital expenditures.

As a result, the business, financial condition and operations of the Company could be adversely affected by: (i) continued disruption and volatility in financial markets; (ii) continued capital and liquidity concerns regarding financial institutions generally and hindering the Company's counterparties specifically; (iii) limitations resulting from governmental action in an effort to stabilize or provide additional regulation of the financial system; or (iv) recessionary conditions that are deeper or last longer than currently anticipated.

Price of Gold

The Company's profitability and long-term viability depend, in large part, upon the market price of gold. Metal prices fluctuate widely and are affected by numerous factors beyond the Company's control, including global and regional supply and demand for industrial products containing metals generally; changes in global or regional investment or consumption patterns; increased production due to new mine developments and improved mining and production methods; decreased production due to mine closures; interest rates and interest rate expectation; expectations with respect to the rate of inflation or deflation; currency rate fluctuations; availability and costs of metal substitutes; global or regional political or economic conditions; and sales by central banks, holders, speculators and other producers of metals in response to any of the above factors.

There can be no assurance that metal prices will remain at current levels or that such prices will improve. A decrease in the market prices could adversely affect the profitability of the Company's existing mines and projects as well as its ability to finance the exploration and development of additional properties, which would have a material adverse effect on the Company's results of operations, cash flows and financial position. A decline in metal prices may require the Company to write-down mineral resource estimates (or mineral reserve estimates if ever established in the future), which could result in material write-downs of investments in mining properties. Further, if revenue from metal sales declines, the Company may experience liquidity difficulties. Its cash flow from mining operations may be insufficient to meet its operating needs, and as a result the Company could be forced to discontinue production and could lose its interest in, or be forced to sell, some or all of its properties.

Joint Ventures

The Company is and will be subject to the risks normally associated with the conduct of joint ventures, which include disagreements as to how to develop, operate and finance a project, inequality of bargaining power, incompatible strategic and economic objectives and possible litigation between the participants regarding joint venture matters. These matters may have an adverse effect on the Company's ability to realize the full economic benefits of its interest in the property that is the subject of a joint venture, which could affect its results of operations and financial condition as well as the price of the Company's Common Shares.

Danger of Exploration and Development Activities

Exploration and development activities involve various types of risks and hazards, including but not limited to:

- environmental hazards;
- industrial accidents;
- metallurgical and other processing problems;
- unusual or unexpected rock formations;
- structural cave-ins or slides;
- flooding and fires; and
- periodic interruptions due to inclement or hazardous weather conditions.

These risks could result in damage to, or destruction of, mineral properties or other properties; personal injury; environmental damage; delays in activities; monetary losses; and possible legal liability. The Company may not be able to obtain insurance to cover these risks at economically feasible premiums. Insurance against certain environmental risks, including potential liability for pollution or other hazards as a result of the disposal of waste products occurring from production, is not generally available to the Company or to other companies within the mining industry. The Company may suffer a material adverse impact on its business if it incurs losses related to any significant events that are not covered by its insurance policies.

Exploration and Mining Tenements May be Subject to Forfeiture

The Australian title registration system provides for application for forfeiture of exploration and mining licences where there is, or has been, non-compliance with the prescribed royalties, rents or expenditure conditions. Forfeiture may occur in one of a number of ways. A third party may file a plaint (an application for forfeiture) with the mining warden, who may (in the case of prospecting or miscellaneous licences) elect to forfeit the tenement or impose a fine not exceeding AUD \$10,000 for non-compliance with expenditure conditions and not exceeding AUD \$50,000 in any other case, or (in the case of exploration licences, mining and general purpose leases) make a recommendation to the Minister for Mines and Petroleum; Energy; Industrial Relations (the "**Minister**") for or against forfeiture.

In the latter case, the Minister may decide to forfeit the tenement, impose a fine not exceeding AUD \$50,000 per tenement, or impose no penalty. A tenement may not be forfeited or recommended for forfeiture unless non-compliance is of sufficient gravity to justify forfeiture. Alternatively, the Minister may himself institute forfeiture measures where non-compliance has occurred (or impose a fine not exceeding AUD \$50,000 per tenement which, if unpaid, results in deemed forfeiture).

Uncertainty in the Estimation of Mineral Resources and Mineral Reserves

Mineral resources that are not mineral reserves do not have demonstrated economic viability. The Company's publicly disclosed mineral resource figures contained in this AIF are estimates only and no assurance can be given that these will ever be upgraded to higher categories of mineral resources or to mineral reserves. Even if mineral reserves are established in the future, there is no assurance that the anticipated tonnages and grades will be achieved, that the indicated level of recovery will be realized or that mineral reserves will be mined or processed profitably. Actual mineral resources may not conform to geological, metallurgical or other expectations, and the volume and grade of mineralized material recovered may differ from estimated levels. There are numerous uncertainties inherent in estimating mineral resources and mineral reserves, including many factors beyond the Company's control. Such estimation is a subjective process, and the accuracy of any mineral resource or mineral reserve estimate is a function of the quantity and quality of available data and of the assumptions made and judgments used in engineering and geological interpretation.

Short-term operating factors relating to the Company's mineral resources (and mineral reserves if ever established in the future), such as the need for orderly development of the mineralized material or the processing of new or different mineralized material grades, may cause the mining operation to be unprofitable in any particular accounting period. In addition, there can be no assurance that gold recoveries in small scale laboratory tests will be duplicated in larger scale tests under on-site conditions or during production. Lower market prices, increased production costs, reduced recovery rates and other factors may result in a revision of mineral resource estimates from time to time or may render the Company's mineral resource uneconomic to exploit. Mineral resource data is not indicative of future results of operations. If the Company's actual mineral resources (and mineral reserves if ever established in the future) are less than current estimates or if the Company fails to develop its mineral resource base through the realization of identified mineralized potential, its results of operations or financial condition may be materially and adversely affected. Evaluation of mineral resources occurs from time to time and estimates of mineral resources (and mineral reserves if ever established in the future) may change depending on further geological interpretation, drilling results and metal prices, which could have a negative effect on the Company's operations. The category of inferred mineral resource is the least reliable mineral resource category and is subject to the most variability. Due to the uncertainty which may attach to inferred mineral resources, there is no assurance that inferred mineral resources will be upgraded to an indicated or measured mineral resource category as a result of continued exploration. There is no certainty that any mineral resources (or mineral reserves, if any) identified on any of the Company's properties will in fact be realized or will ever qualify as a commercially mineable (or viable) deposit which can be legally and economically exploited. Until a deposit is actually mined and processed, the quantity of mineral resources (or mineral reserves, if any) and grade must be considered as estimates only and the Company may ultimately never realize production on any of its properties.

Government Regulation

The Company's business, mining operations and exploration and development activities are subject to extensive federal, territorial and local laws and regulations governing exploration, development, production, exports, taxes, labour standards, waste disposal, protection of the environment, reclamation, historic and cultural resource preservation, mine safety and occupational health, control of toxic substances, reporting and other matters. Although the Company believes that its exploration activities are currently carried out in accordance with all applicable rules and regulations, new rules and regulations may be enacted and existing rules and regulations may be applied in a manner that could limit or curtail production or development of the Company's properties. Amendments to current laws and regulations governing the operations and activities of the Company or more stringent implementation thereof could have a material adverse effect on the Company's business, financial condition and results of operations.

Competition

The mining industry is intensely competitive in all of its phases and the Company competes with many companies possessing greater financial and technical resources than itself. Competition in the precious metals mining industry is primarily for mineral rich properties that can be developed and produced economically; the technical expertise to find, develop, and operate such properties; the labour to operate the properties; and the capital for the purpose of funding such properties. Many competitors not only explore for and mine precious metals, but also conduct refining and marketing operations on a global basis. Such competition may result in the Company being unable to acquire desired properties, to recruit or retain qualified employees or to acquire the capital necessary to fund its operations and develop its properties. Existing or future competition in the mining industry could materially adversely affect the Company's prospects for mineral exploration and success in the future.

Currency Fluctuations

Currency fluctuations may affect the Company's capital costs and the costs that the Company incurs at its operations. Gold is sold throughout the world based principally on a United States dollar price, but most of the Company's operating and capital expenses are incurred in Australian and Canadian dollars and the Company recognizes revenues in Australian dollars. Changes in these foreign currencies could materially and adversely affect the Company's profitability, results of operations and financial position.

Litigation

All industries, including the mining industry, are subject to legal claims, with and without merit. Legal proceedings arise from time to time in the course of the Company's business. Such litigation may be brought against the Company or one or more of its subsidiaries in the future from time to time or the Company or one or more of its subsidiaries may be subject to another form of litigation. Defense and settlement costs of legal claims can be substantial, even with respect to claims that have no merit. Due to the inherent uncertainty of the litigation process, should a claim be brought against the Company, the process of defending such claims could take away from management time and effort and the resolution of any particular legal proceeding to which the Company or one or more of its subsidiaries may become subject could have a material adverse effect on the Company's financial position and results of operations.

Enforcement of Civil Liabilities

Substantially all of the Company's assets are located outside of Canada and certain of the directors and officers of the Company are or may be resident outside of Canada. As a result, it may be difficult or impossible to enforce judgments granted by a court in Canada against the assets of the Company or the Company's directors and officers residing outside of Canada.

No Cash Dividends on Common Shares

Shareholders should not anticipate receiving cash dividends on the Common Shares. The Company has never declared or paid any cash dividends or distributions on the Common Shares. It is currently expected that the Company will retain future earnings, if any, to support operations and to finance explorations and therefore not pay any cash dividends on the Common Shares in the foreseeable future.

Conflicts of Interest

Certain of the directors and officers of the Company also serve as directors and/or officers of other companies involved in natural resource exploration and development and, consequently, there exists the

possibility for such directors and officers to be in a position of conflict. The Company expects that any decision made by any of such directors and officers involving the Company will be made in accordance with their duties and obligations to deal fairly and in good faith with a view to the best interests of the Company and its shareholders, but there can be no assurance in this regard. In addition, each of the Company's directors is required to declare and refrain from voting on any matter in which such directors may have a conflict of interest or which are governed by the procedures set forth in the *Business Corporations Act* (British Columbia) and any other applicable law.

The Company's ESG practices and reporting may be considered inadequate which may impact its reputation and/or ability to obtain financing

In the last several years, the importance of environmental, social and governance (“ESG”) performance requirements, standards, and disclosure and reporting of material items has increased significantly across all stakeholder groups. While the Company is advancing its ESG strategy and plans to issue its inaugural sustainability statement in 2022, there is no assurance that the Company will be able to adequately address all ESG related expectations of priority stakeholders.

ESG factors, including climate change, are increasingly becoming a metric for institutional shareholders to review and assess the performance of the Company and a significant factor in investment decisions. The Company is advancing its strategy and framework to monitor ESG matters at its operations and to ensure proper and complete reporting thereof. However, there are no assurances that the Company's efforts will be sufficient or meet all or any of the standards and frameworks set by various ESG analysts or institutional or other investors, or that the Company's efforts will accurately be reported on, which can adversely impact the Company's reputation and valuation. In addition, the Company's ability to obtain future financing or access capital may be impacted by its practices in respect of, and reporting on, ESG matters and the evaluation of the Company's practices by third party rating agencies on ESG matters.

Tax Matters

The Company's taxes are affected by a number of factors, some of which are outside of its control, including the application and interpretation of the relevant tax laws and treaties. If the Company's filing position, application of tax incentives or similar “holidays” or benefits were to be challenged for any reason, this could have a material adverse effect on the Company's business, results of operations and financial condition.

The Company is subject to routine tax audits by various tax authorities. Tax audits may result in additional tax, interest payments and penalties which would negatively affect the Company's financial condition and operating results. New laws and regulations or changes in tax rules and regulations or the interpretation of tax laws by the courts or the tax authorities may also have a substantial negative impact on the Company's business. There is no assurance that the Company's current financial condition will not be materially adversely affected in the future due to such changes.

Foreign Mining Tax Regimes

Mining tax regimes in foreign jurisdictions are subject to differing interpretations and are subject to constant change. The Company's interpretation of taxation law as applied to its transactions and activities may not coincide with that of the tax authorities. As a result, transactions may be challenged by tax authorities and the Company's operations may be assessed, which could result in significant additional taxes, penalties and interest. In addition, proposed changes to mining tax regimes in foreign jurisdictions could result in significant additional taxes payable by the Company, which would have a negative impact on the financial results of Novo.

Disclosure and Internal Controls

Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. Disclosure controls and procedures are designed to ensure that the information required to be disclosed by the Company in reports filed with securities regulatory agencies is recorded, processed, summarized and reported on a timely basis and is accumulated and communicated to the Company's management, as appropriate, to allow timely decisions regarding required actions. The Company has invested resources to document and analyze its system of disclosure controls and its internal control over financial reporting. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance with respect to the reliability of financial reporting and financial statement preparation. The Company's failure to satisfy the requirements of applicable Canadian securities laws on an ongoing, timely basis could result in the loss of investor confidence in the reliability of its financial statements, which in turn could harm its business and negatively impact the trading price of the Common Shares. In addition, any failure to implement required new or improved controls, or difficulties encountered in their implementation, could harm the Company's operating results or cause it to fail to meet its reporting obligations.

Beatons Creek Property

See Appendix C for information relating to the Beatons Creek Property which is extracted from the 2021 Beatons Creek Technical Report. The complete 2021 Beatons Creek Technical Report is incorporated by reference into this AIF.

Egina Properties

See Appendix D for information relating to the Egina Properties which is extracted from the 2020 Egina Technical Report. The complete 2020 Egina Technical Report is incorporated by reference into this AIF.

Karratha Properties

See Appendix E for information relating to the Karratha Properties which is extracted from the 2019 Karratha Technical Report. The complete 2019 Karratha Technical Report is incorporated by reference into this AIF.

DIVIDENDS

The Company has never declared or paid any cash or stock dividends on its Common Shares since its inception. There is no restriction preventing the Company from paying dividends or distribution, however the Company currently has a policy of investing earnings in the expansion of its business and accordingly does not anticipate paying cash or stock dividends on its Common Shares for the foreseeable future. Future dividends will be determined by the board of directors in light of circumstances existing at the time, including its earnings and financial condition. There is no assurance that dividends will ever be paid.

DESCRIPTION OF CAPITAL STRUCTURE

Common Shares

The Company is authorized to issue an unlimited number of Common Shares. Holders of Common Shares are entitled to receive notice of any meetings of shareholders of the Company, to attend and to cast one vote

per Common Share at all such meetings. All of the issued Common Shares rank equally as to dividends, voting rights and distribution of assets on winding up or liquidation, after payment of debts and other liabilities.

MARKET FOR SECURITIES

Market

The Common Shares are currently listed and posted for trading on the TSX under the symbol “NVO” and on the OTCQX under the symbol “NSRPF”. The August 2020 Listed Warrants are currently listed and posted for trading on the TSX under the symbol “NVO.WT” and the May 2021 Listed Warrants are currently listed and posted for trading on the TSX under the symbol “NVO.WT.A”.

Trading Price and Volume

The following table sets forth the particulars of the trading of the Common Shares on the TSX during Fiscal 2021:

Month	High (\$)	Low (\$)	Close (\$)	Volume
January 2021	2.58	2.2	2.26	7,222,097
February 2021	3.7	2.2	3	9,052,774
March 2021	3.44	2.82	2.95	9,669,974
April 2021	3.05	2.24	2.31	6,241,694
May 2021	2.58	2.16	2.42	4,191,298
June 2021	2.68	1.97	2.09	4,864,010
July 2021	2.31	1.9	2.2	3,505,764
August 2021	2.27	1.83	1.9	3,681,459
September 2021	2.05	1.7	1.74	4,965,379
October 2021	1.8	1.56	1.64	3,713,532
November 2021	1.75	1.39	1.41	5,140,377
December 2021	1.47	1.23	1.43	5,087,897

DIRECTORS AND OFFICERS

Name, Occupation and Security Holding

The following sets forth certain information concerning the directors and executive officers of the Company as of the date of this AIF:

Name, Position, Province or State and Country of Residence	Principal Occupation or Employment for the Past Five Years	Director Since
MICHAEL SPREADBOROUGH Western Australia, Australia <i>Executive Co-Chairman and Director</i>	Executive Co-Chairman and Co-Chairman; Former CEO of Metals X Limited, Managing Director and CEO of Nusantara Resources Limited, and Director of CleanTeQ Holdings Limited	January 12, 2021

Name, Position, Province or State and Country of Residence	Principal Occupation or Employment for the Past Five Years	Director Since
QUINTON HENNIGH Colorado, U.S.A. <i>Non-Executive Co-Chairman and Director</i>	Non-Executive Co-Chairman of the Company; previously, the Company's president and CEO	October 28, 2009
ROBERT HUMPHRYSON Western Australia, Australia <i>CEO and Director</i>	CEO and director of the Company	October 20, 2017
RONAN SABO-WALSH British Columbia, Canada <i>CFO and Corporate Secretary</i>	CFO and Corporate Secretary of the Company	N/A
LEO KARABELAS Ontario, Canada <i>Vice-President, Corporate Communications</i>	Corporate communications consultant	N/A
MICHAEL BARRETT ^{1,2,3} Western Australia, Australia <i>Director</i>	Former National Lead Partner, Deloitte Risk Advisory Energy and Resources	October 20, 2017
ROSS HAMILTON ^{1,2,3} Western Australia, Australia <i>Director</i>	Consultant to the Company since April 2017 and formerly, Director, Environment and SocioEconomic Development – International Council on Mining and Metals (London), August 2013 to March 2017	December 17, 2020
AMY JO STEFONICK ^{1,2,3} Colorado, USA <i>Director</i>	Associate corporate counsel, Jazz Pharmaceuticals	June 22, 2021

1. Member of the audit, risk and corporate governance committee

2. Member of the compensation and nomination committee

3. Member of the sustainability committee

Term of Office

The term of office for each of the Company's directors expires immediately before each annual meeting of shareholders.

Share Ownership

As of March 31, 2022, the directors and executive officers of the Company, as a group, beneficially own, directly or indirectly, or exercise control or direction over an aggregate of 3,241,050 Common Shares, which together represent approximately 1.32% of the Company's issued and outstanding Common Shares. The statement as to the number of Common Shares beneficially owned, directly or indirectly, or over which control or direction is exercised by the directors and executive officers of the Company as a group is based upon information furnished by the directors and executive officers.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

Except as disclosed below, none of the directors or executive officers of the Company, is at the date of this AIF, or was within the past ten years before the date of this AIF, a director, chief executive officer or chief financial officer of any company (including the Company), that:

- (a) was subject to an order (as defined below) that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer; or
- (b) was subject to an order that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer and chief financial officer.

In this section, “order” means:

- (a) a cease trade order;
- (b) an order similar to a cease trade order; or
- (c) an order that denied the relevant company access to any exemption under securities legislation.

On May 2, 2017, a management cease trade order (the “**MCTO**”) was issued by the Manitoba Securities Commission and the British Columbia Securities Commission against and at the request of the directors, CEO and CFO of Winston Gold Corp. (“**Winston**”), of which Ronan Sabo-Walsh, CFO of Novo, was the CFO. The MCTO was issued in connection with the late filing of Winston’s financial statements for the year ended December 31, 2016. The MCTO was revoked on June 2, 2017. Mr. Sabo-Walsh subsequently resigned as Winston’s CFO and currently holds no position with that company.

None of the directors or executive officers of the Company or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company:

- (a) are, or have been within the past ten years, a director or executive officer of any company (including the Company) that, while acting in that capacity, or within a year of ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with any creditors or had a receiver, receiver manager or trustee appointed to hold the assets of that company; or
- (b) has, within the past ten years, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder.

None of the directors or executive officers of the Company or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company has been subject to:

- (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

Conflicts of Interest

To the best of the Company's knowledge, and other than as disclosed herein, there are no known existing or potential conflicts of interest between the Company and any directors or officers of the Company, except that certain of the directors and officers serve as directors and officers of other public or private companies and therefore it is possible that a conflict may arise between their duties as a director or officer of the Company and their duties as a director or officer of such other companies.

The directors and officers of the Company are required by law to act honestly and in good faith with a view to the best interests of the Company and to disclose any interests that they may have in any project or opportunity of the Company. If a conflict of interest arises at a meeting of the board of directors, any director in a conflict is required to disclose his interest and abstain from voting on such matter in accordance with the *Business Corporations Act* (British Columbia).

Legal Proceedings

The Company and its properties or holdings are not subject to any legal or other actions, current or pending, which may materially affect the Company's operating results, financial position or property ownership, nor to the Company's knowledge are any such legal proceedings contemplated.

Regulatory Actions

The Company has not:

- (a) had any penalties or sanctions imposed against it by a court relating to securities legislation or by a securities regulatory authority during the most recently completed financial year;
- (b) had any other penalties or sanctions imposed against it by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision; or
- (c) entered into any settlement agreements with a court relating to securities legislation or with a securities regulatory authority during the most recently completed financial year.

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

For the purposes of this AIF, "informed person" means:

- (a) a director or executive officer of the Company;
- (b) a person or company that beneficially owns, or controls or directs, directly or indirectly, more than 10% of any class or series of the outstanding voting securities of the Company; and
- (c) any associate or affiliate of any of the persons or companies referred to in paragraphs (a) or (b) above.

No informed person, no proposed director of the Company and no associate or affiliate of any such informed person or proposed director, has or has had any material interest, direct or indirect, in any transaction undertaken by the Company during its three most recently completed fiscal years or during the current fiscal year or in any proposed transaction, which, in either case, has materially affected or will materially affect the Company or any of its subsidiaries.

TRANSFER AGENT AND REGISTRAR

The registrar and transfer agent of the Company is Olympia Trust Company, 925 West Georgia Street, Suite 1900, Vancouver, BC, Canada, V6C 3L2.

MATERIAL CONTRACTS

There were no material contracts entered into during the year ended December 31, 2021, nor were there any material contracts entered into prior to the year ended December 31, 2021 which remain in effect as of the date of this AIF except for the agreement entered into with Sprott concerning the Credit Facility, as amended. For details, see *General Development of the Business – Three Year History – Transition Fiscal 2020 – Corporate Activity – Beatons Creek Corporate Activity* and *General Development of the Business – Three Year History – Fiscal 2021 – Corporate Activity*.

INTERESTS OF EXPERTS

The Company's current auditor, Ernst & Young, of 11 Mounts Bay Road, Perth, Western Australia, Australia 6000, has reported on the Company's consolidated financial statements for Fiscal 2021, Transition Fiscal 2020 and Fiscal 2020, which have been filed with the relevant securities regulatory authorities. Ernst & Young is independent from the Company within the meaning of the relevant rules and related interpretations prescribed by the Chartered Professional Accountants of British Columbia.

Jason Froud, Ian Glacken, Andrew Grubb and Bill Gosling are the authors of the 2021 Beatons Creek Technical Report. Dr. Quinton Hennigh and Dr. Simon Dominy are the authors of the 2020 Egina Technical Report. Ian Glacken, Dr. Christopher Doyle and Dr. Simon Dominy of the 2019 Karratha Technical Report. In addition, Dr. Quinton Hennigh (P.Geo.) is the qualified person, as defined under NI 43-101, responsible for, and having reviewed and approved, the technical information contained in this AIF. To the knowledge of the Company, Jason Froud, Ian Glacken, Andrew Grubb, Bill Gosling, Dr. Dominy and Dr. Christopher Doyle, along with their respective employers, as a group, beneficially own, directly or indirectly, less than one percent of the outstanding Common Shares. Dr. Quinton Hennigh, the Company's non-executive co-chairman and a director, owns 3,160,000 Common Shares which represents approximately 1.28% of the outstanding Common Shares. Dr. Hennigh also holds 1,000,000 stock options exercisable into Common Shares at \$1.57 per Common Share, 725,000 stock options exercisable into Common Shares at \$3.57 per Common Share, and 300,000 stock options exercisable into Common Shares at \$7.70 per Common Share.

ADDITIONAL INFORMATION

Audit, Risk, and Corporate Governance Committee (the "Audit Committee")

Pursuant to the provisions of NI 52-110, reporting issuers in those jurisdictions which have adopted NI 52-110 are required to provide disclosure with respect to its Audit Committee including the text of the Audit Committee's charter, composition of the committee, and the fees paid to the external auditor. The Company's Audit Committee charter is attached as Appendix A.

Composition of Audit Committee

The Audit Committee is comprised of Michael Barrett, Amy Jo Stefonick, and Ross Hamilton. All members of the Audit Committee are independent directors of the Company within the meaning of NI 52-110. The chairman of the Audit Committee is Michael Barrett. All members of the Audit Committee are financially

literate. The Company considers “financial literacy” to be the ability to read and understand a company’s fundamental financial statements, including a company’s balance sheet, statement of income (loss) and cash flow. The members of the Audit Committee are appointed by the board of directors at its first meeting following the annual shareholders’ meeting to serve one year terms and are permitted to serve an unlimited number of consecutive terms.

Relevant Education and Experience

In addition to each member’s general business experience, the education and experience of each Audit Committee member that is relevant to the performance of his responsibilities as an audit committee member is as follows:

Michael Barrett is a Chartered Accountant and Graduate of the Australian Institute of Company Directors with over 28 years’ international experience in finance, strategy, corporate development, capital markets, investor relations, risk management and corporate governance across the energy and resources industry. From 2004 to 2015, Mr. Barrett was chief financial officer of Rio Tinto’s US Energy business where he was instrumental in leading Rio’s divestment and initial public offering of the business as Cloud Peak Energy on the New York Stock Exchange. After returning to Perth in 2015, Mr. Barrett spent two years as National Lead Partner for Deloitte’s Risk Advisory Energy and Resources practice, where he specialized in Corporate Governance, Board advisory and Risk Management for many of the largest mining and energy and resources companies nationally. Mr. Barrett is currently a non-executive director of ASX-listed Pearl Global Limited. He is also a consulting chief financial officer helping develop businesses across the energy and resources industry. Prior to his ten years with Cloud Peak Energy, Mr. Barrett held senior mining sector roles in Western Australia, including with Rio Tinto Iron Ore and WMC Resources Ltd. He started his career with Price Waterhouse in London in 1991.

Ross Hamilton has over 20 years of international experience in sustainability, environmental stewardship, climate change, community engagement, indigenous affairs and stakeholder relations within the mining, metals and large infrastructure sectors. Mr. Hamilton is the founder and director of an environmental, social and corporate governance focused advisory firm and serves as an expert advisor to the International Finance Corporation and the UN Global Compact. He previously served as a director at the International Council on Mining and Metals based in London, UK, and in several leadership roles at BHP in Western Australia. Mr. Hamilton holds a Bachelor of Science (First Class Honours) degree from Monash University and a Master’s degree in Sustainability Management from Curtin University.

Amy Jo Stefonick has nearly 20 years of experience as a corporate and securities attorney across multiple industries where she advises public companies and their boards of directors and board committees on multi-jurisdictional corporate governance matters, U.S. securities laws and complex M&A transactions. Ms. Stefonick is currently engaged as associate corporate counsel for Jazz Pharmaceuticals, a global biopharmaceuticals company, where she focuses on supporting the company’s Alliance Management and Corporate Development groups. Previously, she served as senior legal talent for Axiom Global Inc., a global leader in high-caliber, on-demand legal talent, where she served as senior corporate and securities counsel for two Nasdaq-listed biotechnology firms, advising on complex corporate and securities matters. She has also served as assistant vice president and senior corporate counsel for Janus Henderson Group plc, a global asset management firm headquartered in London and dual-listed on the NYSE and ASX, and was corporate secretary and corporate counsel for Cloud Peak Energy Inc., a coal mining company listed on the NYSE with operations in Wyoming and Montana. Ms. Stefonick has extensive experience preparing and reviewing financial public disclosure documents including annual and interim financial statements and management’s discussion and analysis in Canadian, American, and international formats, as well as advising board audit committees for NYSE-, Nasdaq- and ASX-listed companies. Ms. Stefonick holds a Bachelor of Arts degree from Jamestown College (now University of Jamestown) and received her law degree from the University of Denver College of Law.

Reliance on Certain Exemptions

At no time since the commencement of the Company's most recently completed financial year, has the Company relied on the exemption in sections 2.4 (De Minimis Non-audit Services), 3.2 (Initial Public Offerings), 3.4 (Events Outside Control of Member), 3.5 (Death, Disability or Resignation of Audit Committee Member) of NI 52-110, or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

Reliance of the Exemption in Subsection 3.3(2) or Section 3.6

At no time since the commencement of the Company's most recently completed financial year, has the Company relied on the exemption in subsection 3.3(2) (Controlled Companies) or section 3.6 (Temporary Exemption for Limited and Exception Circumstances) of NI 52-110.

Reliance on Section 3.8

At no time since the commencement of the Company's most recently completed financial year, has the Company relied on section 3.8 (Acquisition of Financial Literacy) of NI 52-110.

Audit Committee Oversight

At no time since the commencement of the Company's most recently completed financial year, was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the board of directors.

Pre-Approval Policies and Procedures

The Audit Committee is required to approve the engagement of the Company's external auditor in respect of non-audit services.

The aggregate fees billed by the Company's external auditor in each of the last two financial years for audit fees are as follows:

Financial Year Ending	Audit Fees	Audit Related Fees¹	Tax Fees²	All Other Fees³
December 31, 2021	\$236,455	\$31,750	Nil	\$61,604
December 31, 2020	\$108,506	Nil	Nil	\$219,656

¹ Fees charged for assurance and related services reasonably related to the performance of an audit, and not included under "Audit Fees", including the audit of certain of the Company's subsidiaries to ensure compliance with the Australian Corporations Act 2001.

² Fees charged for tax compliance, tax advice and tax planning services.

³ Fees for services other than disclosed in any other column.

General

Additional information relating to the Company may be found under the Company's profile on the SEDAR website at www.sedar.com.

Additional information, including directors' and officers' remuneration and indebtedness, principal holders of the Company's securities, and securities authorized for issuance under equity compensation plans, will be contained in the Company's information circular for its next annual meeting (which has not yet been scheduled) when it is filed under the Company's profile on the SEDAR website at www.sedar.com.

Additional financial information is provided in the Company's audited consolidated financial statements and management discussion and analysis for Fiscal 2021 which are available under the Company's profile on the SEDAR website at www.sedar.com.

APPENDIX A



AUDIT, RISK, AND CORPORATE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS

CHARTER

At Novo, we embrace innovation to responsibly transform minerals for the benefit of our stakeholders.

Purpose

The purpose of the Committee is to assist the Board in overseeing, monitoring, and reviewing the Company's practices and governance in the following areas:

- accounting and financial reporting processes;
- integrity of the Company's financial statements;
- overall adequacy and maintenance of the systems of internal controls;
- overall responsibility for the Company's external and internal audit processes, including the external Auditor's qualifications, independence, performance, and compensation;
- compliance with legal and regulatory requirements;
- overall risk management framework and processes and management of said risks; and
- developing the Company's approach to, and reviewing the Company's effectiveness with respect to, corporate governance.

Duties and Responsibilities

The Committee will review and report to, and where appropriate, recommend for approval by, the Board in relation to:

Audit

1. the Company's accounting policies and any material change to such policies and the appropriateness of the material accounting judgements exercised by management in preparing the Company's financial statements;
2. the Company's quarterly and annual financial statements (prepared in accordance with International Financial Reporting Standards) and associated disclosure documents which accompany such financial statements to determine whether they provide a true and fair view of the financial position and performance of the Company;
3. the effectiveness of the Company's corporate reporting processes and management's internal controls over the Company's business processes;
4. the independence and compensation of the external auditors and their performance, considered at least on an annual basis;
5. the procedures of the external auditors and rotation of audit partners;
6. the provision of non-audit services by the external auditors;
7. the appointment or dismissal of the external auditors and their terms of engagement;
8. the scope, programme, objectivity, performance, and resourcing of the internal audit function, along with performance review of the internal audit function;
9. the reports of the external and internal auditors and any material issues arising from their audits;

Risk

10. the overall adequacy of the Company's risk framework, risk identification, and assessment process and methodology and risk culture of the Company, including coordination of responsibility for some of these matters which may be allocated to other Board committees from time to time;
11. the Company's public disclosure of material risks;
12. the Company's compliance with applicable financial laws and regulations (including in relation to taxation) and accounting standards to the extent that the Company's financial position may be impacted;
13. the overall adequacy and effectiveness of compliance framework, the culture of compliance, within the Company, and the Company's compliance with relevant regulatory requirements, considered at least on an annual basis;
14. any material claims or issues in relation to taxation;
15. management of the Company's treasury and associated risks, including credit and foreign exchange risk;
16. the Company's policies, practices, and systems for detecting, reporting, and preventing fraud, serious breaches of conduct, and whistle-blowing procedures, including assistance with handling of any concerns raised by individuals pursuant to the Company's whistle-blower policy;
17. any material incident which has occurred involving the Company's internal controls;
18. the standard of corporate conduct in areas such as related party transactions and possible conflicts of interest;

Governance

19. the Company's overall approach to corporate governance and implementation and administration of corporate governance systems;
20. review and assessment of the Company's corporate governance policies and practices;
21. annual review of the Board's mandate and Committee charters; and
22. review of any disclosure regarding the Company's corporate governance practices.

Membership

The Committee is appointed by the Board and must be comprised of at least three directors, one of whom acts as Chairperson of the Committee and all of whom must be "independent" and "financially literate" as required by Canadian National Instrument 52-110 *Audit Committees*.

The Committee's activities are to be fully supported by the Executive Chairperson of the Board, the Chief Executive Officer, and the Chief Financial Officer and Corporate Secretary. This executive group is responsible for ensuring that adequate information is provided to enable the Committee to make assessments and judgements consistent with the stated purpose.

Authority

The Committee is a review and advice committee with no decision-making authority and no delegated authority from the Board, except as expressly authorized by the Board through a formal Board action. In carrying out its duties, the Committee shall have the authority to discuss directly with management, internal auditors, external auditors, and legal counsel any issues within its remit and to request information respecting the Company.

The Committee is authorized by the Board to engage separate independent legal counsel and advisers if it considers this necessary.

The Committee will meet with the Chief Financial Officer, with or without other members of management present as considered appropriate by the Committee, and at times desired by the Committee or requested by the Chief Financial Officer.

Meetings

A majority of the Committee members will constitute a quorum. The Committee will meet as required but a minimum of four times a year. The Chairperson may call a meeting with the Company's internal or external auditors independent of management.

The Chairperson will prepare the meeting agenda with the Company Secretary acting as secretariat for the Committee.

Review Date: 2 March 2022

APPENDIX B

LIST OF TENEMENTS

Lease	Lease Status	Grant Date	Project
E45/3724	Granted	15/11/2011	Bamboo
E45/4921	Granted	12/12/2017	Bamboo
E45/5868	Application	N/A	Bamboo
M45/202	Granted	3/04/1986	Bamboo
E46/1363	Granted	16/04/2021	Beatons Creek
E46/797	Granted	22/04/2010	Beatons Creek
L46/127	Granted	9/12/2020	Beatons Creek
L46/147	Application	N/A	Beatons Creek
M46/10	Granted	12/12/1984	Beatons Creek
M46/11	Granted	17/01/1985	Beatons Creek
M46/532	Granted	8/05/2019	Beatons Creek
M46/544	Application	N/A	Beatons Creek
M46/9	Granted	6/03/1985	Beatons Creek
P46/1743	Granted	6/02/2013	Beatons Creek
P46/1744	Granted	6/02/2013	Beatons Creek
P46/1789	Granted	15/03/2013	Beatons Creek
P46/1790	Granted	22/02/2013	Beatons Creek
P46/1808	Granted	15/12/2016	Beatons Creek
P46/1809	Granted	15/12/2016	Beatons Creek
P46/1810	Granted	5/05/2016	Beatons Creek
P46/1821	Granted	3/03/2015	Beatons Creek
P46/1822	Granted	4/03/2015	Beatons Creek
P46/1836	Granted	30/03/2017	Beatons Creek
P46/1837	Granted	18/07/2017	Beatons Creek
P46/1838	Granted	30/03/2017	Beatons Creek
P46/1839	Granted	30/03/2017	Beatons Creek
P46/1840	Granted	30/03/2017	Beatons Creek
P46/1841	Granted	30/03/2017	Beatons Creek
P46/1842	Granted	30/03/2017	Beatons Creek
P46/1843	Granted	30/03/2017	Beatons Creek
P46/1844	Granted	30/03/2017	Beatons Creek
P46/1845	Granted	4/04/2017	Beatons Creek
P46/1846	Granted	30/03/2017	Beatons Creek
P46/1847	Granted	30/03/2017	Beatons Creek
P46/1848	Granted	30/03/2017	Beatons Creek
P46/1849	Granted	30/03/2017	Beatons Creek
P46/1850	Granted	30/03/2017	Beatons Creek
P46/1851	Granted	30/03/2017	Beatons Creek
P46/1852	Granted	30/03/2017	Beatons Creek
P46/1853	Granted	30/03/2017	Beatons Creek

Lease	Lease Status	Grant Date	Project
P46/1966	Granted	3/06/2020	Beatons Creek
P46/1967	Granted	3/06/2020	Beatons Creek
P46/1968	Granted	3/06/2020	Beatons Creek
P46/1969	Granted	3/06/2020	Beatons Creek
P46/1970	Granted	3/06/2020	Beatons Creek
P46/1973	Granted	11/08/2020	Beatons Creek
P46/2015	Granted	2/06/2021	Beatons Creek
P46/2016	Granted	7/04/2021	Beatons Creek
P46/2017	Granted	7/04/2021	Beatons Creek
P46/2024	Granted	19/08/2021	Beatons Creek
E47/3555	Granted	23/11/2017	Bellary Dome Option
E46/934	Granted	24/07/2013	Blue Spec
L46/109	Granted	11/09/2013	Blue Spec
L46/22	Granted	17/08/1990	Blue Spec
L46/24	Granted	18/01/1991	Blue Spec
M46/165	Granted	23/08/1995	Blue Spec
M46/540	Application	N/A	Blue Spec
P46/1669	Granted	19/03/2012	Blue Spec
P46/1681	Granted	23/03/2012	Blue Spec
P46/1682	Granted	19/03/2012	Blue Spec
P46/1683	Granted	29/03/2012	Blue Spec
P46/1684	Granted	19/03/2012	Blue Spec
P46/1872	Granted	8/05/2017	Blue Spec
P46/1883	Granted	8/05/2017	Blue Spec
P46/1884	Granted	8/05/2017	Blue Spec
P46/1885	Granted	8/05/2017	Blue Spec
P46/1886	Granted	8/05/2017	Blue Spec
P46/1979	Granted	17/09/2021	Blue Spec
P46/1980	Granted	17/09/2021	Blue Spec
P46/1981	Granted	30/09/2021	Blue Spec
P46/1982	Granted	17/09/2021	Blue Spec
P46/1983	Granted	17/09/2021	Blue Spec
P46/1984	Granted	17/09/2021	Blue Spec
P46/1990	Granted	17/09/2021	Blue Spec
P46/1991	Granted	17/09/2021	Blue Spec
P46/1992	Granted	17/09/2021	Blue Spec
P46/1993	Granted	17/09/2021	Blue Spec
P46/1994	Granted	17/09/2021	Blue Spec
P46/1995	Granted	17/09/2021	Blue Spec
P46/1996	Granted	17/09/2021	Blue Spec
P46/1997	Granted	17/09/2021	Blue Spec
P46/1998	Granted	17/09/2021	Blue Spec
P46/1999	Granted	17/09/2021	Blue Spec
P46/2000	Granted	17/09/2021	Blue Spec

Lease	Lease Status	Grant Date	Project
P46/2003	Granted	17/09/2021	Blue Spec
P46/2004	Granted	17/09/2021	Blue Spec
P46/2005	Granted	17/09/2021	Blue Spec
P46/2006	Granted	17/09/2021	Blue Spec
P46/2007	Granted	17/09/2021	Blue Spec
P46/2008	Granted	17/09/2021	Blue Spec
E47/3680	Granted	19/09/2018	Cardina
E47/3813	Granted	31/07/2018	Cardina
E47/3814	Granted	31/07/2018	Cardina
E47/3815	Granted	31/07/2018	Cardina
E47/3816	Granted	31/07/2018	Cardina
E47/3610	Granted	20/09/2017	Chichester
E47/3777	Granted	19/07/2018	Chichester
E47/3778	Granted	1/08/2018	Chichester
E47/3779	Granted	19/07/2018	Chichester
E47/3818	Granted	28/03/2019	Chichester
E47/3819	Granted	28/03/2019	Chichester
E47/3820	Granted	28/03/2019	Chichester
E47/4353	Application	N/A	Chichester
E47/4354	Application	N/A	Chichester
E47/3656	Granted	16/07/2018	Comet Basin
E47/3770	Granted	27/02/2018	Comet Basin
E47/3771	Granted	27/02/2018	Comet Basin
E47/3597	Granted	13/12/2017	Comet Well
E47/3601	Granted	13/12/2017	Comet Well
P47/1845	Granted	14/12/2017	Comet Well
P47/1846	Granted	14/12/2017	Comet Well
P47/1847	Granted	14/12/2017	Comet Well
E47/4162	Application	N/A	Cossack Coast
E47/4313	Application	N/A	Cossack Coast
E47/4319	Granted	17/07/2020	Cossack Coast
E47/4459	Application	N/A	Cossack Coast
E47/4460	Application	N/A	Cossack Coast
E47/4461	Granted	27/07/2021	Cossack Coast
E47/2973	Granted	24/11/2016	Croydon
E47/3467	Granted	27/03/2018	Croydon
E47/3646	Granted	19/01/2018	Egina
E47/3673	Granted	19/01/2018	Egina
E47/3962	Granted	26/09/2018	Egina
E47/3963	Granted	2/04/2019	Egina
E47/4056	Granted	6/03/2019	Egina
M47/560	Granted	5/07/2006	Egina
E47/3625	Granted	2/11/2018	Egina Station Peak
E47/3783	Granted	26/03/2019	Egina Station Peak

Lease	Lease Status	Grant Date	Project
E47/3812	Granted	16/05/2019	Egina Station Peak
M47/561	Granted	5/07/2006	Egina Station Peak
E45/4198	Granted	28/07/2014	Elsie
E45/4837	Granted	17/05/2017	Elsie
E45/5074	Granted	6/07/2018	Elsie
E45/5263	Granted	18/11/2019	Elsie
E45/5453	Granted	6/11/2019	Elsie
E46/951	Granted	21/06/2012	Elsie
E47/2502	Granted	14/12/2011	Farno-McMahon
L47/776	Granted	26/10/2017	Farno-McMahon
E45/4948	Granted	17/02/2020	Kangan Pool
E47/3318	Granted	1/04/2016	Kangan Pool
E47/3321	Granted	21/01/2016	Kangan Pool
E47/3945	Granted	2/10/2018	Kangan Pool
E47/3611	Granted	27/07/2018	Langwell Creek
E47/3615	Granted	27/07/2018	Langwell Creek
E47/3622	Granted	3/10/2017	Langwell Creek
E47/3817	Granted	28/03/2019	Langwell Creek
E47/3821	Granted	28/03/2019	Langwell Creek
E47/3822	Granted	28/03/2019	Langwell Creek
E47/3823	Granted	31/07/2018	Langwell Creek
E47/3825	Granted	28/03/2019	Langwell Creek
E47/3826	Granted	28/03/2019	Langwell Creek
E47/3712	Granted	4/05/2017	Mallina
E47/3773	Granted	21/08/2017	Mallina
E47/3774	Granted	21/08/2017	Mallina
E47/3775	Granted	21/08/2017	Mallina
E47/3776	Granted	21/08/2017	Mallina
E47/3780	Granted	21/08/2017	Mallina
E47/3782	Granted	21/08/2017	Mallina
E45/3674	Granted	22/02/2012	Marble Bar
E45/3675	Granted	26/03/2012	Marble Bar
E45/3717	Granted	22/02/2012	Marble Bar
E45/4169	Granted	4/11/2013	Marble Bar
E45/4915	Granted	12/12/2017	Meentheena
E45/5281	Application	N/A	Meentheena
E45/5282	Granted	6/06/2019	Meentheena
E45/5329	Application	N/A	Meentheena
E45/4922	Granted	15/02/2018	Miralga
E45/4923	Granted	3/10/2018	Miralga
E46/1332	Granted	25/03/2020	Nullagine
G46/2	Granted	6/03/1985	Nullagine
L46/105	Granted	31/08/2012	Nullagine
L46/115	Granted	23/02/2015	Nullagine

Lease	Lease Status	Grant Date	Project
L46/122	Granted	1/03/2017	Nullagine
L46/33	Granted	20/06/2003	Nullagine
L46/45	Granted	31/03/2006	Nullagine
L46/88	Granted	18/07/2012	Nullagine
L46/89	Granted	25/02/2011	Nullagine
L46/90	Granted	25/02/2011	Nullagine
L46/91	Granted	25/02/2011	Nullagine
L46/92	Granted	25/02/2011	Nullagine
L46/98	Granted	16/12/2011	Nullagine
M46/129	Granted	9/06/1992	Nullagine
M46/138	Granted	29/12/1993	Nullagine
M46/146	Granted	11/01/1994	Nullagine
M46/163	Granted	23/12/1994	Nullagine
M46/164	Granted	11/01/1995	Nullagine
M46/166	Granted	29/12/1995	Nullagine
M46/167	Granted	29/12/1995	Nullagine
M46/170	Granted	9/10/1995	Nullagine
M46/182	Granted	24/02/1997	Nullagine
M46/186	Granted	6/06/1997	Nullagine
M46/187	Granted	6/06/1997	Nullagine
M46/189	Granted	6/06/1997	Nullagine
M46/192	Granted	2/09/2015	Nullagine
M46/198	Granted	1/06/1999	Nullagine
M46/199	Granted	1/06/1999	Nullagine
M46/200	Granted	12/01/2011	Nullagine
M46/225	Granted	23/06/2006	Nullagine
M46/245	Granted	26/07/2012	Nullagine
M46/261	Granted	23/06/2006	Nullagine
M46/262	Granted	23/06/2006	Nullagine
M46/263	Granted	26/07/2012	Nullagine
M46/264	Granted	4/04/2011	Nullagine
M46/265	Granted	4/04/2011	Nullagine
M46/266	Granted	4/04/2011	Nullagine
M46/267	Granted	16/04/2012	Nullagine
M46/272	Granted	26/07/2012	Nullagine
M46/273	Granted	14/12/2011	Nullagine
M46/274	Granted	14/12/2011	Nullagine
M46/275	Granted	26/07/2012	Nullagine
M46/276	Granted	26/07/2012	Nullagine
M46/277	Granted	26/07/2012	Nullagine
M46/278	Granted	26/07/2012	Nullagine
M46/279	Granted	26/07/2012	Nullagine
M46/282	Granted	14/12/2011	Nullagine
M46/283	Granted	26/07/2012	Nullagine

Lease	Lease Status	Grant Date	Project
M46/3	Granted	9/05/1984	Nullagine
M46/300	Granted	23/06/2006	Nullagine
M46/302	Granted	14/12/2011	Nullagine
M46/303	Granted	25/07/2012	Nullagine
M46/426	Granted	25/07/2012	Nullagine
M46/427	Granted	26/07/2012	Nullagine
M46/428	Granted	26/07/2012	Nullagine
M46/429	Granted	26/07/2012	Nullagine
M46/430	Granted	26/07/2012	Nullagine
M46/431	Granted	14/12/2011	Nullagine
M46/432	Granted	26/07/2012	Nullagine
M46/433	Granted	14/12/2011	Nullagine
M46/434	Granted	26/07/2012	Nullagine
M46/436	Granted	16/04/2012	Nullagine
M46/441	Granted	1/11/2005	Nullagine
M46/442	Granted	1/11/2005	Nullagine
M46/443	Granted	16/04/2012	Nullagine
M46/444	Granted	26/07/2011	Nullagine
M46/445	Granted	22/07/2008	Nullagine
M46/446	Granted	14/12/2011	Nullagine
M46/447	Granted	26/07/2012	Nullagine
M46/448	Granted	21/01/2011	Nullagine
M46/47	Granted	19/05/1987	Nullagine
M46/50	Granted	19/05/1987	Nullagine
M46/527	Granted	24/03/2016	Nullagine
M46/536	Application	N/A	Nullagine
M46/539	Application	N/A	Nullagine
M46/541	Application	N/A	Nullagine
M46/543	Application	N/A	Nullagine
M46/56	Granted	19/05/1988	Nullagine
M46/57	Granted	23/03/1988	Nullagine
M46/64	Granted	19/05/1988	Nullagine
M46/98	Granted	19/09/1989	Nullagine
P46/1675	Granted	19/03/2012	Nullagine
P46/1704	Granted	30/09/2011	Nullagine
P46/1705	Granted	30/09/2011	Nullagine
P46/1706	Granted	30/09/2011	Nullagine
P46/1755	Granted	30/11/2012	Nullagine
P46/1756	Granted	30/11/2012	Nullagine
P46/1757	Granted	2/04/2012	Nullagine
P46/1758	Granted	2/04/2012	Nullagine
P46/1823	Granted	24/09/2014	Nullagine
P46/1824	Granted	24/09/2014	Nullagine
P46/1855	Granted	4/04/2016	Nullagine

Lease	Lease Status	Grant Date	Project
P46/1868	Granted	8/05/2017	Nullagine
P46/1869	Granted	8/05/2017	Nullagine
P46/1874	Granted	9/08/2017	Nullagine
P46/1875	Granted	9/08/2017	Nullagine
P46/1878	Granted	14/03/2017	Nullagine
P46/1879	Granted	14/03/2017	Nullagine
P46/1880	Granted	14/03/2017	Nullagine
P46/1881	Granted	14/03/2017	Nullagine
P46/1882	Granted	14/03/2017	Nullagine
P46/1888	Granted	8/05/2017	Nullagine
P46/1922	Granted	29/11/2017	Nullagine
P46/1923	Granted	22/05/2018	Nullagine
P46/1932	Granted	2/05/2018	Nullagine
P46/1934	Granted	2/07/2018	Nullagine
P46/1935	Granted	2/07/2018	Nullagine
P46/1936	Granted	17/09/2018	Nullagine
P46/1937	Granted	17/09/2018	Nullagine
P46/1941	Granted	11/03/2020	Nullagine
P46/1955	Granted	24/03/2020	Nullagine
P46/1956	Granted	24/03/2020	Nullagine
P46/1957	Granted	24/03/2020	Nullagine
P46/1958	Granted	24/03/2020	Nullagine
P46/1960	Granted	24/03/2020	Nullagine
P46/1974	Granted	25/01/2021	Nullagine
P46/2001	Granted	4/10/2021	Nullagine
P46/2002	Granted	4/10/2021	Nullagine
P46/2027	Granted	4/10/2021	Nullagine
E47/3700	Granted	3/07/2019	Pinder
E47/4013	Granted	6/02/2019	Pinder
E47/4127	Granted	23/01/2020	Pinder
E47/4091	Granted	21/05/2021	Portland
E46/1317	Application	N/A	Quartz Hill
E46/794	Granted	28/11/2011	Quartz Hill
E46/795	Granted	21/06/2012	Quartz Hill
E46/796	Granted	21/06/2012	Quartz Hill
E47/3697	Granted	29/05/2018	Rocklea
E47/4208	Granted	16/10/2020	Rocklea
E47/4209	Granted	16/10/2020	Rocklea
E47/4210	Granted	16/10/2020	Rocklea
E47/4211	Granted	16/10/2020	Rocklea
E47/4214	Granted	4/06/2020	Rocklea
E47/3677	Granted	20/12/2018	Sherlock Bay
E47/3713	Granted	20/12/2018	Sherlock Bay
E47/4116	Granted	26/07/2019	Sherlock Bay

Lease	Lease Status	Grant Date	Project
E47/4157	Application	N/A	Sherlock Bay
E47/4158	Application	N/A	Sherlock Bay
E47/4347	Application	N/A	Sherlock Bay
E47/4527	Granted	20/12/2021	Sherlock Bay
E45/3332	Granted	6/04/2010	Strattons
E45/3952	Granted	12/06/2012	Strattons
E45/5870	Application	Pending	Talga Talga
E45/5872	Application	Pending	Talga Talga
E45/5874	Application	Pending	Talga Talga
M45/618	Granted	1/09/1994	Talga Talga
P45/3065	Granted	30/03/2020	Talga Talga
P45/3128	Granted	19/12/2019	Talga Talga
P45/3133	Granted	23/03/2020	Talga Talga
P45/3134	Granted	23/03/2020	Talga Talga
E08/2990	Granted	24/09/2019	Wyloo
E47/4016	Granted	23/09/2019	Wyloo
E47/4213	Granted	4/06/2020	Wyloo
E47/1745	Granted	16/05/2008	Yannery Well
E47/3443	Granted	1/03/2018	Yannery Well
E47/3608	Granted	16/07/2018	Yannery Well
E47/3632	Granted	16/07/2018	Yannery Well
E47/3637	Granted	16/07/2018	Yanyare
E47/3659	Granted	3/07/2019	Yanyare
E47/3660	Granted	3/07/2019	Yanyare
E47/3701	Granted	3/07/2019	Yanyare
E47/3772	Granted	2/07/2019	Yanyare
E47/4012	Granted	6/02/2019	Yanyare
E47/4041	Granted	4/04/2019	Yanyare
E47/4090	Application	N/A	Yanyare
E47/4092	Application	N/A	Yanyare
M45/1163	Granted	15/05/2018	YC-7
E45/5947	Application	N/A	Yule River
E47/4295	Granted	11/06/2020	Yule River
E47/4331	Application	N/A	Yule River

APPENDIX C

BEATONS CREEK PROPERTY

The summary that follows is an extract from the 2021 Beatons Creek Technical Report, without material modification, and all defined terms used in the summary have the meanings ascribed to them in the 2021 Beatons Creek Technical Report. The complete 2021 Beatons Creek Technical Report is incorporated by reference into this AIF.

The following summary is subject to all the assumptions, qualifications and exclusions set out in the 2021 Beatons Creek Technical Report and is qualified in its entirety with reference to the full text of the 2021 Beatons Creek Technical Report, which has been filed with certain Canadian securities regulatory authorities pursuant to NI 43-101 and is available for review under the Company's profile on SEDAR at www.sedar.com.

Summary

1. Introduction

Novo Resources Corp. (Novo), a company listed on the Toronto Stock Exchange (TSX), is a mineral exploration company focused primarily on the exploration and development of conglomerate gold projects in the Pilbara region of Western Australia. One of Novo's projects in the Pilbara region is the Beatons Creek Gold Project (referred to as 'the Beatons Creek Project').

Novo commissioned Optiro Pty Ltd (Optiro) to prepare a Preliminary Economic Assessment (PEA) and corresponding NI43-101 Technical Report (Technical Report) for the Beatons Creek Project.

This Technical Report has been written to comply with the reporting requirements of National Instrument 43-101 *Standards of Disclosure for Mineral Projects* (NI 43-101 or the Instrument) and has an effective date of 5 February 2021.

2. Project Overview and History

The Beatons Creek Project is located in the north western part of Western Australia in the East Pilbara Shire, between the major regional centres of Newman and Port Hedland. The Beatons Creek Project area is situated west of the town of Nullagine (population c. 200). By road, Nullagine is 296 km southeast of Port Hedland, nearly 170 km north of Newman and 1,370 km north-northeast of Perth.

The Beatons Creek Project consists of auriferous conglomerate reefs hosted by the Hamersley Basin of late Archaean-Paleoproterozoic age within the East Pilbara granite-greenstone terrain of the Early to Late Archaean Pilbara Craton on the north western part of Western Australia. The auriferous conglomerates of the Beatons Creek Project are hosted by the Lower Fortescue Group sedimentary sequence and appear at different stratigraphic levels in the Fortescue Group within the Nullagine sub-basin, occurring in the mid-to-upper parts of the Hardey Formation.

Various operators have conducted work on the Beatons Creek Project since 1968, but limited information pertaining to tenement and land acquisition deal structures are available for this period. Novo activities for development of the Beatons Creek Project have been during the period from 2011 to 2015.

The Beatons Creek Project area is held through 16 granted and predominantly contiguous tenements totalling 159.7 km²; the tenements include Exploration, Prospecting and Mining Leases held by Nullagine

Gold Pty Ltd (12 Exploration and Prospecting Licences); by Grant's Hill Gold Pty Ltd (four Exploration and Prospecting Licences and one Mining Lease); and Beatons Creek Gold Pty Ltd (three Mining Leases) for durations of four, five and 21 renewal years. Nullagine Gold Pty Ltd, Grant's Hill Gold Pty Ltd, and Beatons Creek Gold Pty Ltd are all wholly-owned subsidiaries for Novo Resources Corp. (Novo).

Novo has obtained all environmental approvals required to commence mining of the Beatons Creek Project, including mining proposal and mine closure plans, haulage licences, waste disposal licences, native vegetation clearing permits and groundwater abstraction rights.

All of the Beatons Creek Project tenements are within the boundaries of native title claims (both registered and unregistered) and/or native title determinations. Registered native title claimants and holders of native title are entitled to certain rights under the Future Act Provisions in respect of land in which native title may continue to subsist. Novo may be liable to pay compensation to the relevant native title holders for the impact of a tenement on native title.

Optiro is satisfied that all tenements are valid under the Native Title Act (NTA). Novo has pre-existing native title and heritage agreements with the Palyku people and the Njamal people over the Beatons Creek Project.

Ad valorem royalty is applicable to the Beatons Creek Project, as prescribed by the WA Mining Act 1978. Ad valorem is calculated as a proportion of the 'royalty value' of the mineral. The current rate of royalty payable, within Western Australia, for gold metal produced after 30 June 2000 is 2.5% of the royalty value of the gold metal produced.

In addition to the State Government royalty, there are third party royalties payable on gold production from the Beatons Creek Project. These royalties are payable to IMC Resources Gold Holdings Pte Ltd and native title holders. The individual terms of these royalties are considered commercial-in-confidence but amount to a total royalty of 4.75% payable on gold production.

Nullagine, the only town in the area, is located on the Marble Bar Road which connects Newman to Port Hedland. The road is part gravel and part asphalt over its length. Access to the Beatons Creek Project area which lies adjacent to and west of the town, is via road from Newman or Port Hedland with the preferred route being from Newman. Newman has multiple daily flights to and from Perth (approximate 2-hour flight). The town of Nullagine also has a small, unsealed airstrip suitable for small aircraft charter operations.

The East Pilbara region has an arid continental climate with very large daytime temperature variations (>13.2°C) throughout the year. December and January are the hottest months with average maximum temperatures above 40°C and record highs over 48°C. June and August are the coldest months with average maximum temperatures below 30°C and average minimum temperatures are 12 to 13°C. The region is influenced by both northern (tropical cyclone) and southern (temperate) rainfall systems, which bring rains in the summer and winter months, respectively. However, rainfall in the region is generally light and infrequent. Nullagine has an average annual rainfall of 357 mm, mostly falling between January and March. Because a high proportion of the rainfall can be from a small number of large storms, flooding near major river and creek systems is not unusual and roads can become impassable for short periods. Field work is generally conducted between late autumn and early spring (April–September), when temperatures and the likelihood of heavy rains are both lowest.

Alluvial gold was first discovered in Nullagine in 1888, and by 1893 Nullagine had become the principal alluvial gold field in the region. A hard-rock source for alluvial deposits at Nullagine was identified in 1888, while the township was formerly declared in 1889. Most estimates suggest total gold production from 1897 (when Gold records commenced) was <10,000 t of material for <4,000 oz gold at average grades of 15 to 20 g/t gold (Maitland, 1919).

The mineral potential of the Pilbara Craton has in recent history been generally downplayed and, as a result, the region has been much less extensively explored than many other Archaean cratons throughout the world. From 1968 to 1982 uranium was the major focus of the Fortescue Group. There was some sporadic gold and diamond exploration however the Nullagine sub-basin remained under-explored.

Since 1983, exploration activities have largely concentrated on the Nullagine sub-basin, principally in the immediate area of the Beatons Creek goldfield near Nullagine.

3. Geology and Mineralisation

Gold mineralisation occurs within the Beatons Creek conglomerate member of the Hardey Sandstone formation, which constitutes part of the Fortescue Group (MacLeod and others, 1963). Gold is present as fine (<100 µm) to coarse (>100 µm) particles within the matrix of multiple, narrow stacked and unclassified ferruginous-conglomeritic reef horizons, which are interbedded with un-mineralised conglomerate, sandstones and grits with minor intercalations of shale, mudstone, siltstone and tuffs. The mineralisation lateral extent has been identified as ranging up to 2 km.

Gold occurs as free particles up to several millimetres across within the ferruginous matrix of mineralised conglomerates and is closely associated with detrital pyrite and authigenic nodules (2 to 65 mm in diameter), which are locally referred to as buckshot pyrite.

A number of gold-bearing conglomerates have been identified at several stratigraphic levels, from surface to approximately 200 m depth, within the Beatons Creek Member of the Hardey Formation in the Nullagine sub-basin.

4. Exploration, Drilling, Sampling and Analysis

Exploration activities conducted by Novo consist of surface geological mapping, trench chip-channel sampling of surface outcrops, diamond core drilling and RC drilling conducted between 2011 and 2018. A bulk sampling program was undertaken during 2018. Historical exploration activities include geochemical and geophysical surveys, geologic mapping and drilling by various operators between 1968 and 2007. The presence of extensive surface exposures of gold-bearing conglomerates provided an opportunity to undertake an extensive trench sampling program to compliment RC drilling and to provide data to support resource estimation. Where it was possible to access a full profile of the conglomerate horizon from top to bottom, samples were collected at approximately 20 m to 70 m spacing along strike from small trenches dug with an excavator. Forty kilogram samples were collected over a broad face to obtain reasonable representation. The 2018 program used an excavator on all trenches to ensure the hanging-wall and foot-wall contacts were exposed and cleaned using an air compressor prior to sampling across the full profile. Samples were placed into polyweave bags for shipment from the Nullagine freight yard to Intertek Laboratory Services in Perth on a weekly basis.

From 2011, a total of 724 RC drill holes were drilled for a total of 36,130 m. In 2013 and 2018 Novo completed 35 diamond drill holes for a total of 4,960 m for the purposes of grade, geological, metallurgical, geotechnical and density testwork.

Mineral Resources were estimated from 3,909 samples, sourced from 2,422 samples from reverse circulation holes, 302 samples from diamond core holes, and 1,185 trench 'channel' samples. The majority of assays used for the estimate were determined using the LeachWELL (cyanide leaching) technique, with the 2018 diamond drilling and trench programs also analysing the LeachWELL residues by fire assay.

RC drilling from the 2013 and 2017 programs were not included in the resource estimate as these displayed highly variable recoveries. During 2013, there was no dust suppressor in use, and in 2017 the excessive use of high pressure compressed air may have resulted in excessive dust loss.

The sample preparation, analyses and security procedures implemented by SGS, MinAnalytical and Intertek in Western Australia meet standard practices and are monitored using control samples. The data collected is acceptable and of adequate quality and reliability to support the estimation of Mineral Resources.

5. Mineral Processing, Metallurgical Testing and Recovery Methods

A metallurgical testwork program was undertaken on oxide and fresh material from Grant's Hill (M1 and M2 reefs) and reported in the Technical Report released by Novo in October 2020. Latter testwork on the South Hill (CH1 and CH2 reefs) has been reported in section 13 of this report.

Comminution testwork on the Grant's Hill oxide ore indicated an average crushing work index of 7.4 kWh/t, and an average Bond ball mill index of 14.2 kWh/t. Oxide A*b values average 86.7 and the averaged Bond abrasion Index is 0.26.

Comminution testwork shows that the Beatons Creek Project fresh material is competent with an average Bond ball mill work index of 18.8 kWh/t for both Grant's Hill and South Hill. SMC test data for Grant's Hill indicates that the fresh mineralisation is moderately competent with an average A*b of 47.8 and a range of 38.0 (hard) to 56.6 (soft). No SMC testing was completed for South Hill.

The results from the South Hill test work are broadly consistent with the earlier work reported for Grant's Hill. The fresh ore is hard and is cyanide leach amenable with a high proportion of gravity recoverable gold.

In 2020 Novo acquired all of the outstanding shares of privately held Millennium Minerals Limited (Millennium) and via this transaction Novo became the owner of a processing plant now known as the Golden Eagle Mill. It is proposed to process ore through this mill, which was designed for a feed rate of 1.5 Mt/a, although it is understood to have operated in excess of this feed rate at times in the past. Feed rate varies dependent on the physical properties of the material treated.

The Golden Eagle Mill process plant includes the following unit processes. A comminution circuit with a single stage jaw crusher (approx. 400 t/h capacity), a single stage SAG mill of 6.7m diameter x 5.65m EGL with a 4 MW motor and a grinding capacity of approximately 180 to 190 tph to 150 µm . Gravity Gold recovery is via centrifugal concentrator and intensive cyanidation leach reactor. Leaching in two leach tanks followed by seven carbon in leach tanks, with oxygen addition in the first three tanks. Tailings are thickened to 55% solids prior to disposal in a tailings storage facility (TSF) and return of decant water. Stripping of loaded carbon is in a split (Anglo American Research Laboratories) column. Gold recovery is via electrowinning cells. Ancillary facilities are present for the bulk delivery, storage and distribution of reagents. Air and water services are reticulated throughout.

6. Mineral Resources

Oxide and fresh open pit versus underground Mineral Resources have been estimated by multi-pass ordinary kriging of top-cut drillholes and channel samples. The Indicated and Inferred Mineral Resources are given in Table 1.1.

Table 1.1 Beatons Creek Project Mineral Resource estimate reported at 28 February 2019 (Dominy and Hennigh, 2019)

Open Pit Mineral Resources (oxide and fresh mineralisation)

Classification	Cut-off grade (g/t)	Tonnes	Gold grade (g/t)	Contained gold (oz)
Indicated	0.5	6,645,000	2.1	457,000
Inferred	0.5	3,410,000	2.7	294,000

Open Pit Mineral Resources (oxide mineralisation only)

Classification	Cut-off grade (g/t)	Tonnes	Gold grade (g/t)	Contained gold (oz)
Indicated	0.5	4,500,000	1.9	272,000
Inferred	0.5	765,000	1.8	44,000

Open Pit Mineral Resources (fresh mineralisation only)

Classification	Cut-off grade (g/t)	Tonnes	Gold grade (g/t)	Contained gold (oz)
Indicated	0.5	2,145,000	2.7	185,000
Inferred	0.5	2,645,000	2.9	250,000

Underground Mineral Resources (fresh mineralisation)

Classification	Cut-off grade (g/t)	Tonnes	Gold grade (g/t)	Contained gold (oz)
Indicated	-	-	-	-
Inferred	3.5	885,000	5.3	152,000

Total Mineral Resources (oxide and fresh mineralisation, open pit and underground)

Classification	Cut-off grade (g/t)	Tonnes	Gold grade (g/t)	Contained gold (oz)
Indicated	0.5	6,645,000	2.1	457,000
Inferred	0.5, 3.5	4,295,000	3.2	446,000

Notes:

- Open pit Mineral Resources contain oxide and fresh mineralisation within an optimised shell and constrained within a mineralised wireframe. A cut-off grade of 0.5 g/t gold was applied.
- An optimised Whittle pit shell was estimated with the following indicative parameters:
 - US\$1,311 (AU\$ \$1,850) / troy ounce
 - Metallurgical recoveries of 95% oxide and 90% fresh
 - SGs applied: Oxide 2.40 t/m³ and fresh 2.85 t/m³ based on measurements taken on drill core
 - US\$2.40 / tonne mining cost for oxide and US\$3.68 / tonne for fresh
 - US\$17.00 / tonne oxide and US\$19.00 / tonne fresh processing cost
 - US\$3.00 / tonne general and administrative costs.
- Underground Mineral Resources contain fresh mineralisation outside the optimised shell. Underground resources are constrained to discrete areas of contiguous mineralisation. A cut-off grade for underground resources of 3.5 g/t gold has been applied.
- Totals may not sum due to rounding.

Mineral Resources were estimated from 3,909 samples, sourced from 2,422 samples from reverse circulation holes, 302 samples from diamond core holes, and 1,185 trench 'channel' samples. Top-cuts were defined for each reef using histograms and probability plots to determine where high-grade distribution tails became erratic and deviated from lognormal. Sampled intervals from all data sources were composited to 1 m. The lag (reef) wireframes were constructed in Micromine by Novo staff; a summary of their extents is shown in Figure 1.1. The colours indicate the different lag (reef) extents and show the stacking of the lags, the influence of the incised topography and the effects of faulting. Composites from oxide and fresh domains for each reef were used for estimation. Resulting block grades are shown in Figure 1.2.

Figure 1.1 Extents of geological wireframes

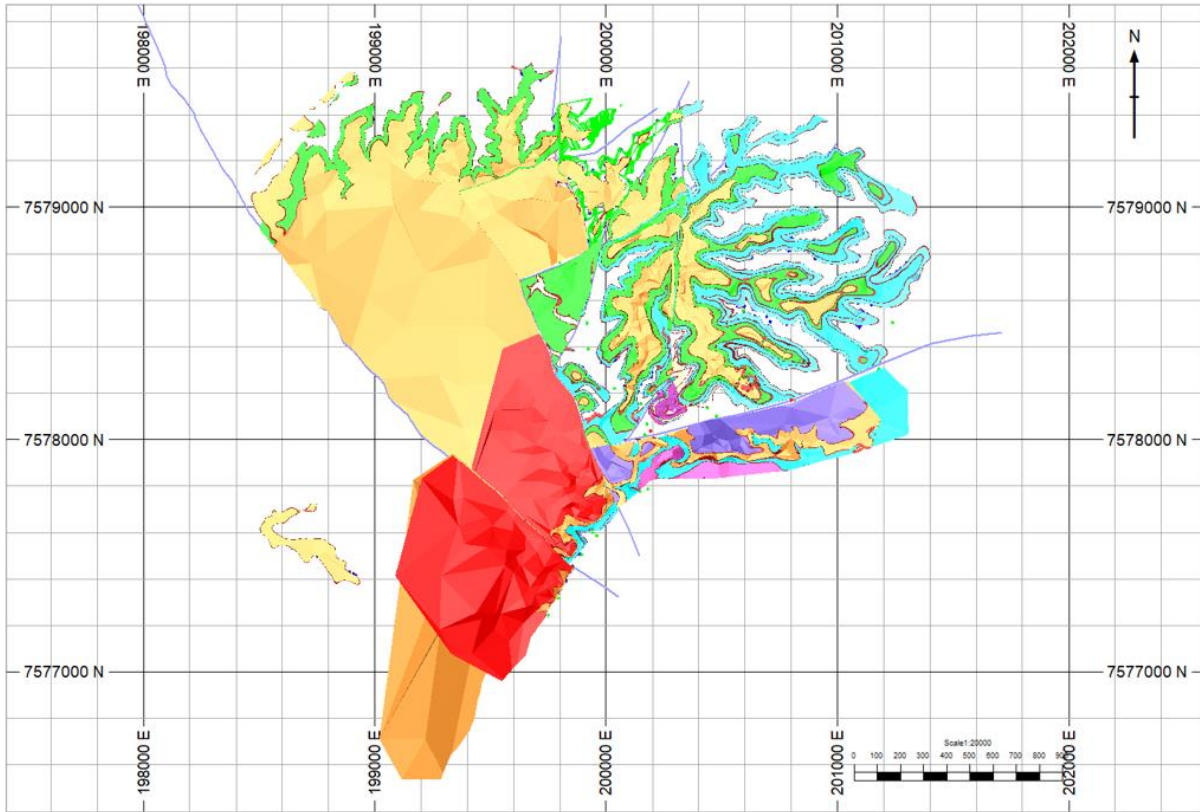
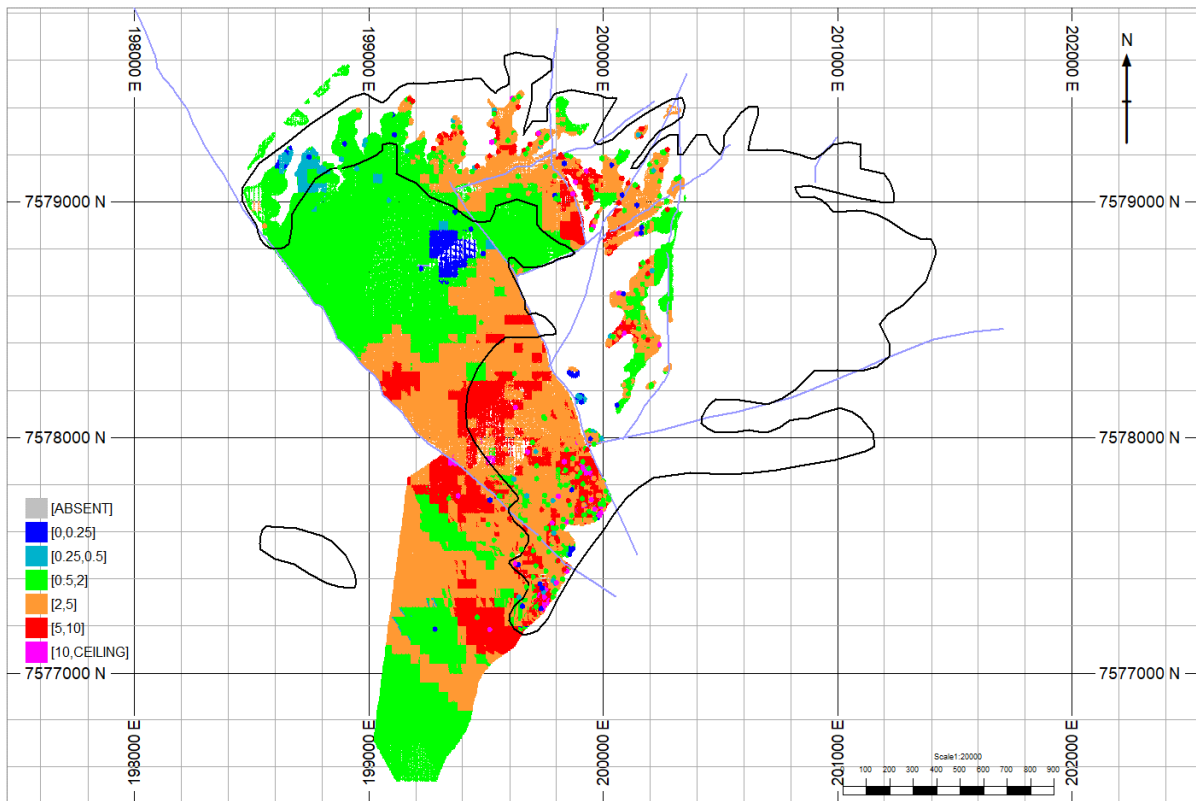


Figure 1.2 Plan view showing estimated block gold grades in the M1 reef



Resource classification was assessed by estimation pass, and included consideration of data type, quality and distribution, and SG measurement availability. Reasonable prospects for eventual economic extraction (RPEEE) via open pit mining have been evaluated within a potentially exploitable shell. RPEEE via underground mining has been considered outside of that pit shell. Mineralisation located within the optimised pit shell (Indicated and Inferred Mineral Resources) was subjected to a 0.5 g/t gold cut-off. Underground Mineral Resources outside of the optimised shell and constrained to discrete areas of contiguous mineralisation was reported at a 3.5 g/t gold cut-off. Estimates have been verified by visual review, swath plots, volume-to-tonnage comparisons and sensitivity analysis.

The terms “Mineral Resource”, “Inferred Mineral Resource” and “Indicated Mineral Resource” have the meanings given in the CIM Definition Standards on Mineral Resources and Mineral Reserves adopted by the Canadian Institute of Mining, Metallurgy and Petroleum Council (CIM, 2014). Mineral Resources are not Mineral Reserves and do not have demonstrated economic viability; it is uncertain if applying economic modifying factors will convert Measured and Indicated Mineral Resources to Mineral Reserves. The estimate of Mineral Resources may be materially affected by environmental, permitting, legal, title, taxation, socio-political, marketing, or other relevant issues, however, no material issues are known at this time. The quantity and grade of reported Inferred Mineral Resources in this estimation are uncertain in nature and there has been insufficient exploration to define these Inferred Mineral Resources as an Indicated or Measured Mineral Resource. It is uncertain if further exploration will result in upgrading them to an Indicated or Measured Mineral Resource category.

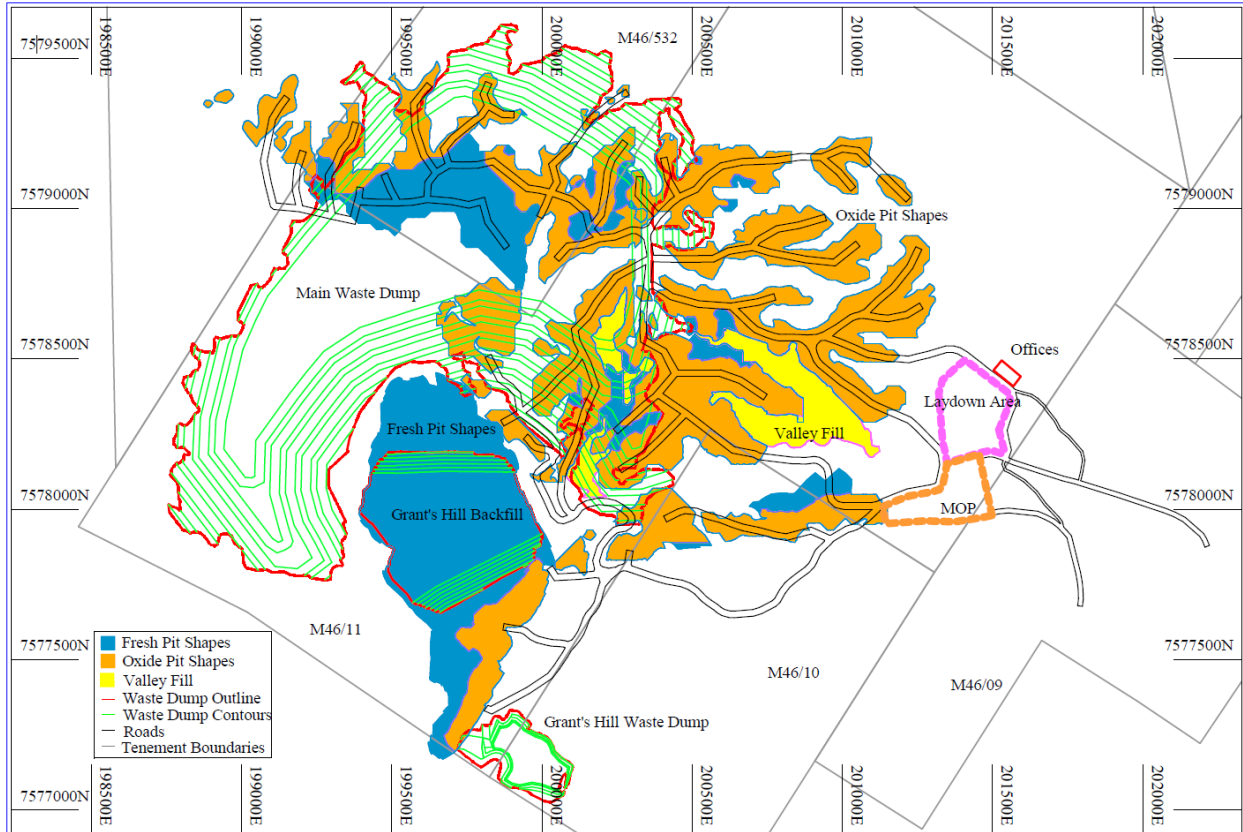
7. Mining

The gold-bearing conglomerates (mineralised reefs) at the Beatons Creek Project are generally flat lying and have an average thickness of about 1.5m. The mineralised reefs vary in thickness and grade continuity across the mining area. The terrain is undulating with the mineralised reefs daylighting on the flanks of ridges.

Small scale surface and underground mining has been undertaken on the Beatons Creek Project site as early as the late 1800s and more recently some alluvial mining operations have worked the area.

The conceptual mine development will be the first large-scale mining operation undertaken on the leases. The conceptual mine design and site layout used to prepare the PEA production schedule is shown in Figure 1.3.

Figure 1.3 Beatons Creek site layout

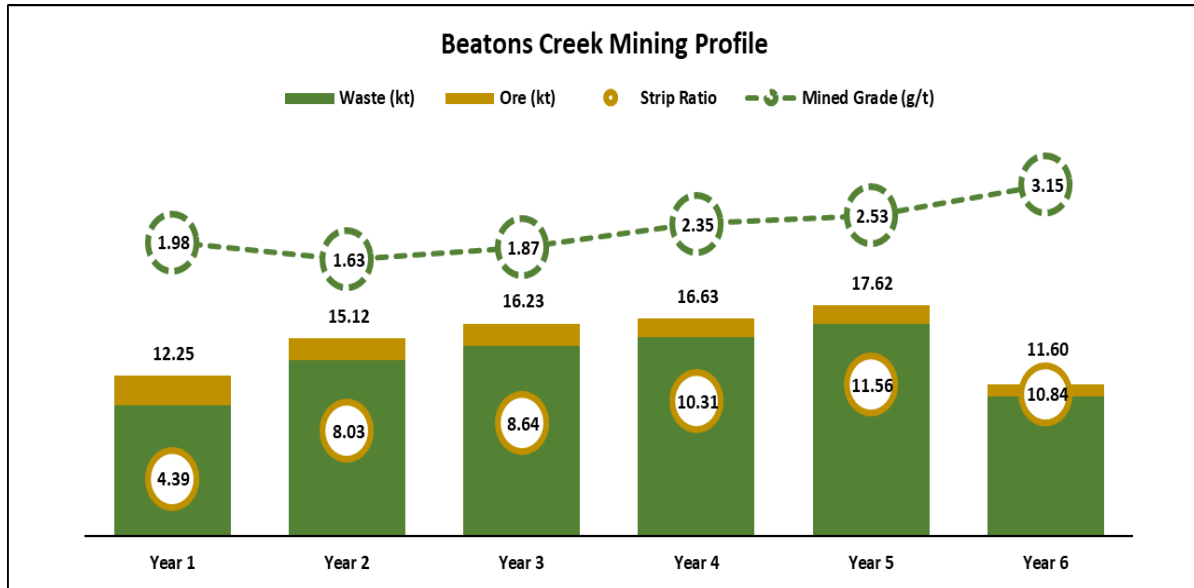


The potential mine development utilises conventional open pit mining methods involving hydraulic excavators in backhoe configuration for loading trucks. It is assumed that drilling and blasting will be required for the mining of most of the oxide waste and all the fresh mineralised reefs and waste. Dozers are planned to be used to rip oxide waste to assist excavator productivity, push-up mineralised material and push waste to adjacent valley-fill areas.

Plant feed will be trucked to a Mine Ore Pad (MOP) from which it can be road-hauled to the nearby Golden Eagle Mill.

A conceptual mine plan and production schedule have been developed for the PEA and is shown in Figure 1.4.

Figure 1.4 Beatons Creek mining profile



The development of this plan included several technical aspects:

- pit optimisation analysis to select the optimal shell for the mine design
- creation of a conceptual mine design, including haul road layout and waste dumping strategies
- selection of mining phases to facilitate production scheduling
- preparation of life-of-mine (LOM) production and processing schedules
- estimation of mining equipment fleet and manpower requirements.

8. Infrastructure

Vehicle access to the mine and processing facility is via the part sealed Newman to Port Hedland road (State Route 138, Marble Bar Road). The 600 m unsealed access road to the Beatons Creek mine is located 800 m north from the Nullagine township. The Golden Eagle Mill is 8.9 km south from the township. The 3.5 km access road crosses a creek floodway which is dry most of the year.

The workforce will be employed on a fly in fly out basis. The airstrip to be utilised by Novo is still under consideration. Newman has a commercial airport with frequent services to and from Perth. Several private airstrips closer to Nullagine may be options, however, access to them will need to be negotiated. The existing airstrip at Nullagine is unsealed, further investigation and potential upgrade would be required if considered for regular use. The operations workforce will be transferred from the preferred airport to the plant site by a bus service provided by Novo.

Beatons Creek mine infrastructure (offices, crib, toilets) would be established adjacent to the proposed Beatons creek MOP pad. Mobile equipment maintenance facilities would be placed adjacent to the Golden Eagle mill.

The existing Golden Eagle mill includes the process plant, administration buildings, workshop, warehouse, laboratory, power station, communications network, water supply and storage, water treatment and wastewater treatment as well as a nearby 230 room accommodation village.

Power is provided by an on-site power station comprising ten by 1 MW diesel generators and transmitted via 11 kV overhead transmission line to the processing plant and the village. The TSF decant pumps are powered by local gen-sets. The facility is owned and operated by a contractor.

An existing fuel farm comprises of six diesel storage tanks with a total storage capacity of 560 kL. It is used to supply the power station and provide mobile equipment refuelling.

Water supply for the plant site is via borefield networks, pit dewatering and tailings decant, with some capture of suitable stormwater. A raw water pond and process water pond provide storage at the process plant. Potable water for the site and accommodation village will be supplied by existing RO plants.

Plant sewage is treated via a fully contained wastewater treatment plant and treated effluent is disposed into the rock ring of the TSF per license conditions.

The Golden Eagle Mill has a decommissioned tailings storage facility (TSF1) and an active facility (TSF2). TSF2 is ready for use in a re-commencement of mining, having recently received an embankment raise and pipework installation. TSF 2 has two cells and it is planned to combine these with a central decant. It is planned to raise the wall of this TSF to provide an initial 3.5 years of operation.

9. Environment

Environmental studies in this PEA have focussed on the Project mining area at Beatons Creek noting no further disturbance is required at the Golden Eagle Mill or TSF2.

The site lies predominantly within the Pilbara Bioregion in the north-west of Western Australia which is characterised by vast coastal plains and inland mountain ranges with cliffs and deep gorges. The Beatons Creek Project area is located within the Capricorn and Mosquito land systems of the Pilbara Region. Most of the area lies between 200 m to 500 m above sea level in the Beatons Creek Project region. Two large rivers, the Nullagine and the Oakover, flow northwards across the area and eventually join to form the De Grey River. The annual evaporation of 3,600 mm is ten times the total annual rainfall and vegetation is sparse distant from the major rivers.

Soils within the site area primarily consist of stony soils, with some areas containing loams and clay. Soil samples have been collected from the mine area to assess suitability in rehabilitation.

The Beatons Creek Project is located west of the Nullagine River, a major, ephemeral watercourse in the Nullagine area. Five water catchments have been identified as part of surface water assessment and the surface water identified is generally fresh.

Hydrological modelling for operations and closure has been undertaken for the approved Mining Proposal (MP) and Mine Closure Plan (MCP) and will require updating to encompass the mining of the revised footprint associated with the PEA mine schedule. The Beatons Creek Project is located within a Proclaimed Surface Water Area under state government acts. This requires Department of Water and Environmental Regulation (DWER) approval to be sought before interference with any watercourse.

Groundwater quality is brackish to saline, with elevated concentrations of metals and pH generally neutral to acidic, with elevated acidity in the vicinity of former mine workings. The watercourse at the proposed mine appears to be a different watercourse to the town of Nullagine. The Beatons Creek Project is located within a Public Drinking Water Source Area (PDWSA) (Priority 1), Nullagine Water Reserve. The Priority 1 protection areas are defined to ensure that there is no degradation of the water source. Activities at the proposed mine therefore need to be conducted in accordance with a protection plan. The PEA mine schedule includes mining of significant volumes of Potentially Acid-Forming (PAF) waste material and mining activities below the groundwater table. The compatibility of these activities within the P1 PDWSA and impacts as a result of mining below the water table (and associated drawdown) will require discussion with DWER.

The approved MP identifies mineralisation at the site as being in an oxide and sulphide zone. Waste characterisation has determined that the oxide comprises two different material types: NAF oxide and alunitic oxide. The alunitic oxide is a source of solution aluminium acidity, although it is significantly less than the strong acidity generated from pyritic PAF waste rock, it cannot be placed on the outside of landforms or in drainage lines. It is understood this material contains sulphides and this PAF material will require encapsulation. NAF Oxide will be stockpiled separately from the other products to be used to encase the PAF material. Mining below the groundwater table and mining of significant volumes of PAF material within the P1 PDWSA will require discussion with DWER.

Tailings from Beatons Creek Project material (to be disposed at the Golden Eagle Mill TSF2) are limited largely to oxide ore and contain the mineral alunite. These tailings are considered to be functionally classified as NAF. Tailings from fresh rock material show long lag PAF material, due to trace amounts of pyrite. Further characterisation of tailings generated from this material will be required.

The Beatons Creek Project area is lightly vegetated, with a ubiquitous ground cover of Spinifex grass and scattered shrubs. Larger trees are confined to the immediate vicinity of drainage lines. A detailed Level 2 flora survey was completed in 2014 which identified three flora species of conservation significance protected under the *Biodiversity Conservation Act*. A small number of Priority 1 flora are located within the southern operations of the Beatons Creek Project however, given the number of records of the species at sites outside of the impact area, this is not expected to have a significant impact on the species. Given the timing since the previous survey, updated database searches to identify any new records or change in conservation listings since the 2014 surveys should be completed.

A detailed fauna survey was completed in October 2014 and five species of conservation significance were directly observed during the field survey. Subsequent to the October 2014 survey, targeted surveys for two of the species were undertaken and it was concluded there would be no significant impact to these species as a result of the Beatons Creek Project. Given the timing since the previous survey, updated database searches to identify any new records or change in conservation listings since the 2014 surveys should be completed.

A Short Range Endemic (SRE) desktop review restricted to tenement M46/352 concluded it was unlikely the Beatons Creek Project will affect the conservation status of any SRE species in the local region.

A desktop assessment of subterranean fauna (stygo fauna and troglotaunal) was undertaken to evaluate the risk associated with the mining of the oxide deposits above the groundwater table. Given the species are distributed in the regionally interconnected groundwater system of the Mosquito Creek Formation Aquifer there is no impact anticipated. However, as mining progresses below the groundwater table and more than 70% of the material to be mined is PAF, further consideration of the potential risks and impact on subterranean fauna species associated with mining below the groundwater table and mining (and disposal) of PAF material should be completed.

As at the effective date of this report, Novo has Mining Act approval via a Mining Proposal (MP) and Mine Closure Plan (MCP) (Reg ID 89975) from DMIRS for alluvial operations, mining of oxide deposits, disposal of PAF and bulk sample processing of oxide ores. These approvals cover specified tenements (ML's). The initial MP is for a two-year period. The Beatons Creek Project also has an EP Act Part V approval for the processing of ore, a clearing permit (CPS 7440/3) for 270 ha of native vegetation clearing and a ground water abstraction licence. Further information on the extent, restrictions and tenure of these licences may be found in section 20.3.2 of this report.

A MP and MCP was approved For the Golden Eagle mill which included a revised TSF2 design to that previously approved and haulage and processing of mineralised material from the Beatons Creek Project for gold processing at the Golden Eagle Mill with tailings discharge to TSF2. DWER licences for the TSF

conversion and upgrade has been obtained. It is noted these licences refer to oxide material from Beatons Creek and further assessment for Fresh rock is required.

Two registered Native Title claims exist across the Beatons Creek Project area; the Njamal and Palyku groups. Novo has been engaged with these groups to discuss the Beatons Creek Project. Heritage surveys have been conducted across the project area and two heritage/cultural sites were identified. These have been excised from the disturbance footprint and will not be disturbed unless approval is obtained under the Act. The approved MP includes a commitment that the Beatons Creek Project will not impact upon any heritage values and acknowledges that both claimant groups support the proposed development and associated protection measures for all heritage considerations that will be implemented by Novo.

The Nullagine townsite is located 1 km southeast of Beatons Creek. To ensure no impact to the Nullagine community from the Beatons Creek Project, an air quality assessment and noise emission modelling was undertaken. The modelling confirmed that with sufficient controls air quality and noise emissions will comply with acceptable levels.

The Beatons Creek Project has an environmental management system, a PAF Management Procedure and a Groundwater quality management plan in place.

The approved MCP includes a closure work program for achieving the closure outcomes, with implementation strategies and timeframes for each domain and/or feature of the mining operations, closure designs for landforms and contingencies for premature or early closure or suspension of operations. A revised MCP, covering the mining of PAF until Year 6 will need to be developed and submitted to DMIRS for approval to ensure adequate encapsulation of PAF material at closure and in the long term to ensure all water resources are protected. Novo will continue to pay 1% of the overall Beatons Creek Project rehabilitation liabilities annually to the *WA Mining Rehabilitation Fund 2016* (MRF).

10. Capital and Operating Costs

The Beatons Creek Project capital cost (mining, processing and infrastructure) estimate developed for the PEA is based upon an Engineering, Procurement and Construction (EPC) approach for the process plant restart and infrastructure refurbishment, and contract mining for mine development. The mining pre-production capital costs and operating costs are based on the selected mining methods.

A summary of the LOM capital costs for the projected life of the production schedule from Year 1 to Year 6 is provided in Table 1.2. The schedule assumes mining operations commence during Year 1. Mining capital costs involve mobilising and establishing the mining contractors and pre-production waste stripping in Year 1 on site at Beaton’s Creek are provided in Table 1.3.

Table 1.2 LOM Capital Cost Summary

Facility	Cost (\$'000)
Mining pre-production	1,975
Camp refurbishment	560
Processing plant refurbishment	6,225
Borefield upgrade	4,500
PAF waste rock encapsulation	37,500
Mine closure provision	8,800
Estimate Total (±35%)	59,560

Table 1.3 Mining pre-production capital cost

Item	Cost (\$'000)
Load and Haul fleet mobilisation	430
Drill and Blast mobilisation	190
Road haulage mobilisation	50
Sit preparation including offices, access, security, communications	750
Pre-stripping	1,230
Estimated total	1,975

Sustaining capital costs for the projected life of the production schedule from Year 1 to Year 6 are provided in Table 1.4. Note that the TSF design and government approvals will be required for the lifts proposed for Years 3 to 6.

Table 1.4 LOM sustaining capital cost summary

Facility	Year 1 (\$'000)	Year 2 (\$'000)	Year 3 (\$'000)	Year 4 (\$'000)	Year 5 (\$'000)	Total (\$'000)
Process Plant		262	262	262	262	1,050
TSF2 lifts (Cell 1&2, 2 m)	1,500	1,500	1,500	1,500	1,500	7,500
Estimate Total (±50%)	1,500	1,762	1,762	1,762	1,762	8,550

Processing and infrastructure operating costs have been estimated from historical site data and are summarised in Table 1.5. If the material treated is different from that processed previously then the operating costs will change accordingly. If the mill throughput is reduced below the scheduled rate by the proportion of fresh ore, then the processing unit cost rate will increase.

Table 1.5 Processing operating costs

Description	Unit	Quantity
Employee Overheads	\$'000/a	4,249
Other Fixed Costs	\$'000/a	2,588
Maintenance Cost – Fixed	\$'000/a	8,783
Variable Cost	\$/t	6.51
Total Operating Cost	\$/t	17.18

Mining operating costs have been developed on the basis of Novo providing management and technical support (Geology, Mining Engineering and Survey) with specialist, individual contracts for each of:

- grade control drilling
- production drill and blast
- load and haul of waste and plant feed
- road haulage of plant feed to the ROM pad.

All costs for contract mining activities have been developed from detailed budget estimates from reputable service providers with experience of operating in the Pilbara region. The costs are comprised of fixed and variable components with the resultant unit cost provisions are summarised in Table 1.6.

Table 1.6 Mining unit costs

Cost Item	\$/t mined	\$/t processed
Grade Control	0.20	2.25
Drill and Blast	0.40	3.74
Load and Haul	1.50	14.10
Road Haulage	0.70	3.75
Mine Management and Technical Services	0.80	7.47
Total	3.60	31.31

11. Economic Analysis

The PEA is preliminary in nature. It includes Inferred Mineral Resources that are considered too speculative geologically to have the economic considerations applied to them that would enable them to be categorised as Mineral Reserves. There is no certainty that the results of the PEA will be realised.

The economic analysis is based on a discounted cash flow model. The model includes the life of-mine production plan, operating costs, capital costs and market assumptions discussed in this Technical Report, in addition to financial assumptions introduced in this section. Net present value (NPV) is calculated in the model and reported after taxes. Internal rate of return (IRR) and payback period is not reported here as the capital costs are largely sunk through Novo's previous acquisition of Millennium and these measures are therefore mostly irrelevant.

The high-level economic assessment of the proposed open pit operation of the Beatons Creek Project is expected to generate an after tax NPV of approximately US\$250 M at 5% discount rate.

Key results of the economic analysis over the life of mine are provided in Table 1.7. Cash cost and AISC costs per ounce of production and unlevered free cash flow is show in Figure 1.5 and Figure 1.6.

Cash costs are a non-IFRS measure reported on an ounce of gold sold basis. Cash costs include mining, processing, refining, general and administration costs and royalties, but exclude depreciation, reclamation, income taxes, capital, and exploration costs for the LOM. AISC is a non-IFRS measure reported on a per ounce of gold sold basis that includes all cash costs noted above as well as sustaining capital and closure costs, but excludes depreciation, capital costs, and income taxes. These measures have no standardised meaning under IFRS.

Table 1.7 Key outputs of the PEA

Item	Unit	PEA output
Mine life	Years	6.5
Processing rate	Mtpa	1.5
LOM average grade	g/t gold	2.16
LOM average mill recovery	%	95
LOM average gold production	koz gold pa	101
LOM sustaining capex	\$M	36.2
LOM cash cost	US\$/oz gold	702
LOM AISC	US\$/oz gold	974
LOM gold price	US\$/oz gold	1,700
LOM exchange rate	A\$:US\$	0.75
After-tax NPV (5%)	US\$M	250

Figure 1.5 Cash Cost and AISC

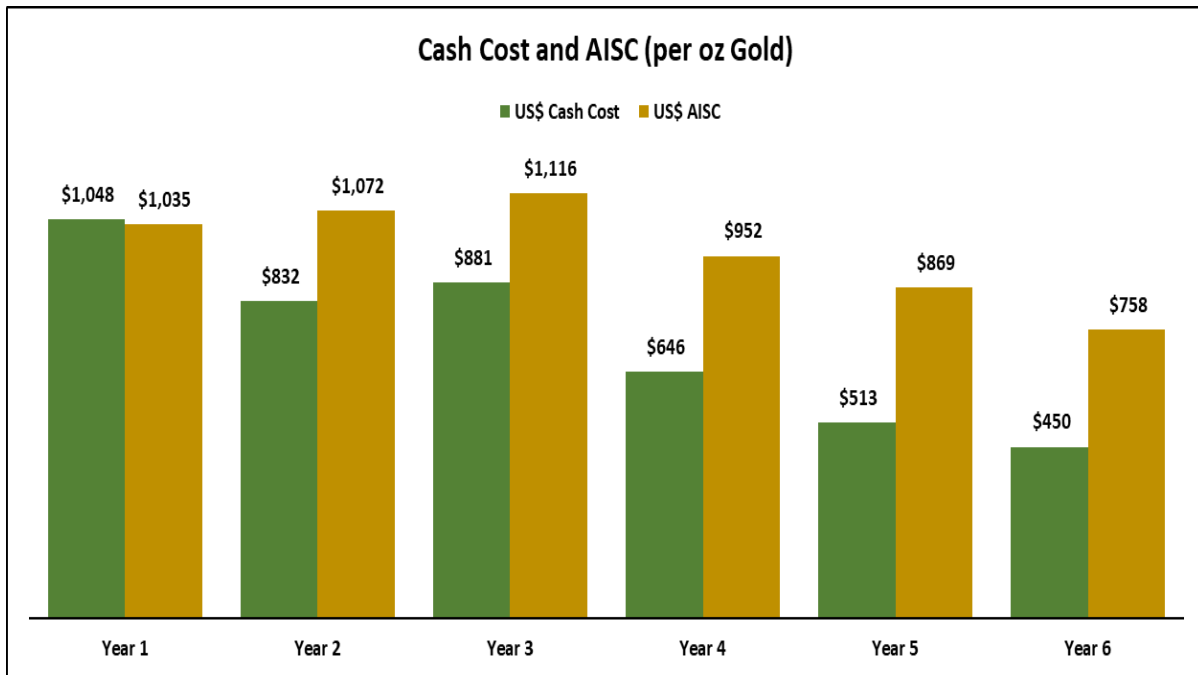
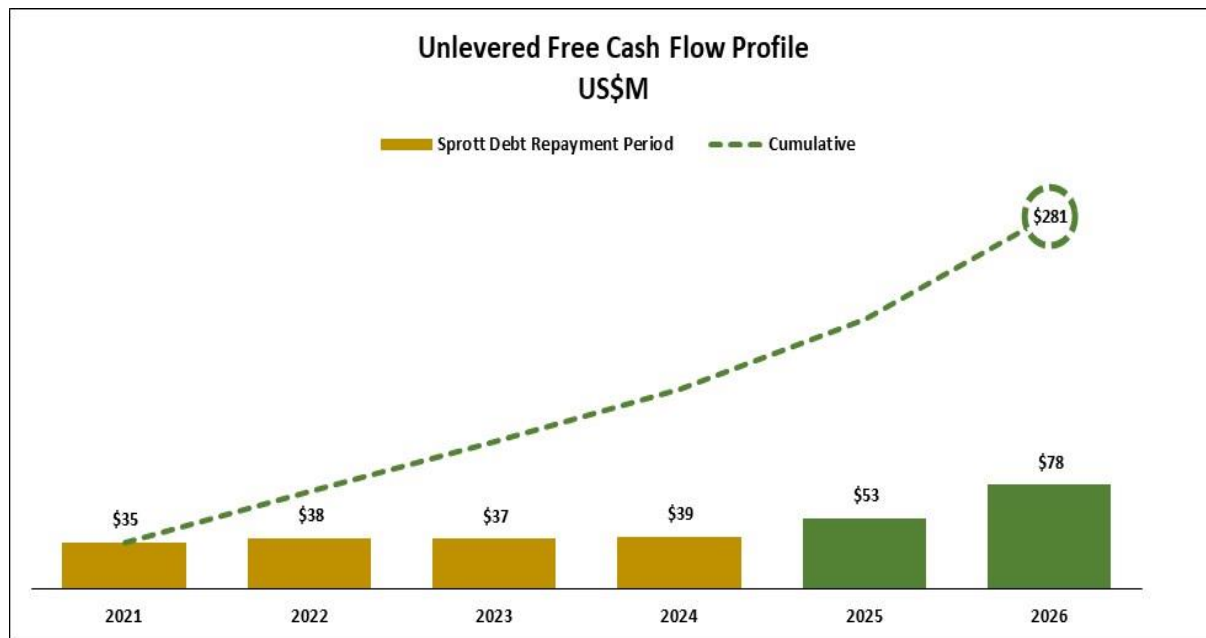


Figure 1.6 Unlevered free cash flow summary



12. Conclusions and Recommendations

The preliminary economic analysis indicates that the Beatons Creek Project shows an attractive financial return and should be progressed to the next stage of study. The PEA shows an after tax NPV of US\$250 M, a LOM cash cost of US\$702 M and a LOM AISC of US\$974 M.

The mineralisation controls at the Beatons Creek Project are well understood but the nature of the gold mineralisation is highly nuggety with coarse gold particles regularly visible. Accordingly, the definition of Measured Mineral Resources at the Beatons Creek Project cannot be justified.

The PEA mining schedule Table 16.5 includes provisions for a production ramp-up in Year 1 and then maintains a Total Material Movement capacity of up to 17.6 Mtpa (plant feed + waste). This production capacity supports the plant throughput of 1.5 Mtpa. Total plant feed over the LOM comprises 4,745 kt at 1.7 g/t of oxide and 4,741 kt at 2.6 g/t of fresh (total feed of 8,894 kt at 2.2 g/t gold).

Overall, the PEA mining schedule includes:

- About 10% of the oxide plant feed is based on Inferred Mineral Resources.
- About 56% of the fresh plant feed is based on Inferred Mineral Resources.

On the basis of the outcomes of this PEA, the following recommendations for further work are made:

- Infill drilling to improve confidence and reclassify current Inferred Mineral Resources to Indicated Mineral Resources or better.
- Undertake further metallurgical testwork on fresh mineralisation.
- Undertake further waste characterisation, particularly for AMD potential on fresh inter-reef material.
- Continue environmental and permitting activities for full fresh rock mining approval.
- Complete a PFS or FS.

A breakdown of estimated costs for these activities is provided in Section 26 of the 2019 Beatons Creek Technical Report, available under the Company's profile on the SEDAR website at www.sedar.com.

APPENDIX D -

EGINA PROPERTIES

The summary that follows is an extract from the 2020 Egina Technical Report, without material modification, and all defined terms used in the summary have the meanings ascribed to them in the 2020 Egina Technical Report. The complete 2020 Egina Technical Report is incorporated by reference into this AIF.

The following summary is subject to all the assumptions, qualifications and exclusions set out in the 2020 Egina Technical Report and is qualified in its entirety with reference to the full text of the 2020 Egina Technical Report, which has been filed with certain Canadian securities regulatory authorities pursuant to NI 43-101 and is available for review under the Company's profile on SEDAR at www.sedar.com.

Summary

Project Description

This Technical Report is a summary of work undertaken through April 30, 2020 on Novo Resources Corporation's ("Novo" or the "Company") Egina project. The Egina project refers to a number of wholly-owned tenements and farm-in and joint venture arrangements south of Port Hedland in Western Australia. The Egina project is highly prospective for gold, with coarse gold nuggets having been located at numerous locations on the Novo and joint venture tenements.

Gold is located primarily in shallow Cenozoic gravels. Gold is likely sourced from conglomerate horizons within the Fortescue Formation conglomerates; or from other basement-hosted systems that have eroded away, with the gravels trapped in local depressions and swales.

The effective date of this Technical Report is April 30, 2020. At this date, Novo had carried out extensive non-mechanised costean sampling; mechanised mini-bulk and large bulk sampling, and very-large trench bulk sampling (>700 t and approx. 100 t); reverse circulation ("RC"), water bore percussion and auger drilling, high resolution aerial photography, and ground penetrating radar ("GPR") at Egina. The large and very-large bulk samples were processed through an IGR 3000 wet plant on site at the Station Peak Mining Lease.

This report includes a summary of Novo's agreements with various parties and a description of the property and the regional and local geology. The trenching, bulk sampling and drilling is described in detail.

There is no Mineral Resource estimate at any of the Egina prospects.

Agreements

The Egina project comprises 16 leases, which include (at the date of the report) two granted Mining Leases, 13 granted Exploration Licences, and one granted Miscellaneous License (the "Egina Project"). These can be subdivided into four groups, namely:

- 100% Novo Resources tenure;
- The De Grey joint venture area;
- The Pioneer joint venture area; and
- The New Frontier joint venture area.

The Egina Project is also subject to a farm-in and joint venture arrangement with Sumitomo Corporation of Tokyo, Japan, and its wholly-owned Australian subsidiary (together, “Sumitomo”).

On June 7, 2019, the Company announced that it entered into a USD\$30 million Farm-In and Joint Venture Agreement (the “Sumitomo Agreement”) with Sumitomo in order to advance the Egina Properties.

Pursuant to the Sumitomo Agreement, Sumitomo is entitled to earn, through farm-in arrangements, up to a 40% interest in the Egina Properties by spending up to USD\$30 million (approximately \$40.2 million) over three years, with a required minimum of USD\$5 million per phase defined by a program and budget (approximately C\$6.7 million). Sumitomo has the right to elect not to continue with the farm-in arrangement and, if this right is exercised, it is expected that any amounts advanced under the farm-in arrangement will be converted into Common Shares through a shares for debt settlement at the higher of C\$2.00 and the minimum price permitted as at the date the right is exercised, subject to receipt of TSX approval. Any Common Shares issued to Sumitomo pursuant to such a debt settlement will be subject to a twelve-month contractual hold period (inclusive of the required four-month statutory hold period) and orderly sale restrictions. The Sumitomo Agreement also contains a mechanism by which Sumitomo can participate in an expanded project area.

In September 2018, the Company entered into a share purchase agreement whereby the Company acquired 100% of the issued and outstanding shares of Farno-McMahon Pty Ltd (“Farno-McMahon”), an Australian proprietary limited exploration company. Farno-McMahon holds a 100% interest in four key tenements in the Egina region of Western Australia, including two mining leases. One of these (an exploration licence) is subject to a joint venture arrangement with De Grey Mining Ltd.

The Company and one of its Australian subsidiaries also entered into a binding memorandum of agreement with ASX-listed Pioneer Resources Limited in September 2018. Pursuant to the memorandum of agreement, Novo is entitled to earn, via farm-in arrangements, a 70% interest in precious metal rights on four exploration tenements in the Egina region of Western Australia which comprise the Kangan gold project.

In addition to the wholly-owned tenure and various farm-in and joint venture arrangements (which have various private royalty agreements), there is a Western Australian state royalty of 2.5% of the produced gold value applicable to any production from the Egina Project.

Geology and Mineralisation

The Egina project encompasses Archean granite-greenstone terranes of the Pilbara Craton and volcano-sedimentary Fortescue Basin cover sequences. The Craton and Basin sequences have subsequently eroded and deposited Cenozoic and Quaternary gravels, sheetwash, colluvium overlain by variable thicknesses of sand.

The Egina gold mineralisation currently being explored by Novo comprises coarse gold (predominantly nuggets) in gravels, deposited within a localised Cenozoic swale at the north-eastern extent of the Egina Mining Lease ML47/560 (denoted the ‘Farno’ area). The gravel is a polymict and poorly sorted material with clasts to cobble size. Clasts include Mallina Formation sandstone and siltstone, and Fortescue Formation conglomerate. Sampling of individual clasts and outcrop of remnant Fortescue Formation suggest that this sequence is a likely source for the gold in the gravel.

The mineralised channel has been mapped and sampled over a length of approximately 1 km and is between 50 m to 200 m wide. The width of the gravels is up to 2 m, and averages about 1 m. Gravels continue east

beyond the edge of the Mining Lease, although the bulk of the gold recognised within the channel currently appears defined within a 500 m by 100 m zone.

Mapped unconformities within the Fortescue Formation are used as a primary input for planning exploration programs, although the depositional model also allows for mineralised unconformities that are no longer present. Due to the flat-lying nature of the Fortescue Formation conglomerates, some targets may contain Fortescue clasts with no mappable source remaining. The depositional model effectively assumes gold traveling vertically from eroding Fortescue Formation and being trapped into Cenozoic and / or modern drainage. Basement-hosted gold systems are also considered as a source of gold mineralisation.

Sampling and Assaying

Exploration activities conducted by Novo on the Egina Project have included: mapping, GPR surveys, metal detecting and auger drilling; along with pitting and trenching to collect costean samples (c. 25 kg), mini-bulk samples (c. 1 t) and large bulk samples (c. 100 t). Mapping and GPR are used to better define targets and allow target ranking.

The costean samples, auger drilling and mini-bulk samples are used as a qualitative test. Due to the gold particle size, these samples are treated as indicative only, with low level gold potentially useable for target ranking, but never utilised as an actual grade estimate. The Mobile Alluvial Knudsen (“MAK”) mini-bulk samples give an indication of fine gold content (< 1 mm) of an area, but are generally too small to represent any coarse gold (> 1 mm) in the system.

Large bulk samples of 100 t or over are the only means to get a quantitative estimate of gravel grade. The bulk samples are processed in full, with sub-samples of the various tails outfall streams to yield both head and recovered grades.

All sample types are collected or supervised by a Novo geologist and captured in a digital database including qualitative and quantitative sample descriptions.

Mineral Resources

No Mineral Resources have been declared for the Egina Project.

Social and Environmental

The Kariyarra Aboriginal Corporation are the sole Native Title Party holders for the greater Egina Project area. Novo and Kariyarra have developed a good working relationship since discussions on heritage agreements and heritage surveys began in November 2018 post the Farno-McMahon Agreement was finalized.

Two Mining Agreements are in place at the tenements hosting the Station Peak (M47/561) and Egina (M47/560) Project areas and multiple further heritage agreements to permit exploration activities are in place across the regional project area (discussed in detail below). Roughly 19 km² of the current project area has been heritage-surveyed and approved for ground disturbing exploration activities such as trenching, and mini- and large bulk sampling.

Novo’s environmental team have completed a preliminary baseline environmental characterisation of the ecological considerations of the Station Peak and Egina tenements in anticipation of expanding environmental studies for an eventual Mining Proposal submission once an economic mining project has been identified.

The characterisation work undertaken included, but was not limited to, the following:

- Desktop and field reconnaissance fauna, flora and vegetation survey assessments;
- Preliminary geochemical characterization of the ore and waste rock within the project;
- Initial hydrogeological assessment for regional groundwater monitoring locations; and
- Initial soils assessment.

Conclusions and Recommendations

Exploration to date has delineated a number of Cenozoic gravel targets containing elevated gold. The main Farno area is now defined over a length of approximately 1 km and is between 50 m to 200 m across assumed strike.

Exploration is focussed on discovering additional gravel targets of similar or better scale and tenor to the Farno area. It will also aim to determine whether Mallina Basin-hosted or Fortescue conglomerate sourced gold can both lead to mineralised Cenozoic gravel targets, and whether a combination of sources is ideal.

Regolith and geology mapping and sampling are on-going to resolve some of these queries and are also used to further prioritise the Egina Project area for follow up testing. Test pits and MAK mini-bulk samples will be utilised to rapidly test the prioritised target areas for the presence of gravels and fine gold. Best delineated targets will be followed by large bulk samples to samples quantify a head and recovered grades.

Proposed work will be similar in nature to that already completed at the Farno area, with bulk sample spacings volumes depending on the gold particle size distribution encountered at each new target area.

APPENDIX E

KARRATHA PROPERTIES

The summary that follows is an extract from the 2019 Karratha Technical Report, without material modification, and all defined terms used in the summary have the meanings ascribed to them in the 2019 Karratha Technical Report. The complete 2019 Karratha Technical Report is incorporated by reference into this AIF.

The following summary is subject to all the assumptions, qualifications and exclusions set out in the 2019 Karratha Technical Report and is qualified in its entirety with reference to the full text of the 2019 Karratha Technical Report, which has been filed with certain Canadian securities regulatory authorities pursuant to NI 43-101 and is available for review under the Company's profile on SEDAR at www.sedar.com.

Summary

Project Description

This Technical Report is a summary of work carried out to 30 April 2019 on Novo Resources Corp.'s (Novo's) Karratha Project. The Karratha Project refers to a number of wholly owned tenements and joint venture and sale and purchase arrangements south of Karratha in Western Australia. The Karratha Project is highly prospective for gold, with coarse gold nuggets having been located at numerous locations on the Novo and joint venture tenements. The gold appears to be located primarily in a series of conglomerate horizons at the base of the Fortescue Formation, where it sits unconformably on the older Archaean basement.

The effective date of this Technical Report is 30 April 2019. At this date Novo had carried out extensive non-mechanised surface sampling, mechanised trenching and bulk sampling and RC water bore, percussion and diamond drilling, high resolution aerial photography, multispectral satellite data commissioning, petrology and geochronology at its Purdy's Reward and Comet Well project areas.

Novo has drilled 219 PQ (85mm) and HQ (63 mm) diamond drill core holes (132 at Comet Well and 76 at Purdy's Reward) and 10 large diameter (15 – 17 inch) percussion holes (Purdy's Reward), from which a total of 5229 samples (1653 PQ core and 294 Percussion samples from Purdy's Reward, and 3282 PQ core samples from Comet Well) were collected. The percussion samples are not being used for quantitative gold determination. The diamond holes were drilled to test the stratigraphy and define the extent of key conglomerate horizons for incorporation into a 3-D geological model. Due to the coarse nature of the gold, drill hole core samples were not expected to provide representative gold assays, although they have been assayed for gold. Individual core assays returned values up to 89 g/t gold.

Detailed mapping has been carried out over the Comet Well and Purdy's Reward areas and this, together with the diamond drilling, has helped Novo to establish a generalised mine sequence stratigraphy, including a number of gold-bearing horizons (two at Comet Well and one at Purdy's Reward), from which both coarse nuggets and fine gold have been obtained.

A total of 228 drum and bulk samples have been collected from 77 trenches and costeans at Purdy's Reward, and a total of 87 >5t bulk samples from 38 trenches at Comet Well were collected. At the effective Technical Report date, 49 of these had returned preliminary and final gold assay grades, with a maximum (preliminary) bulk sample grade of 10.4 g/t gold.

All sampling from the trenches/costeans was supervised by an independent group of scrutineers who certified and ensured chain of custody for the samples from collection through to delivery at the assay laboratory in Perth.

From February 2018 to the end of the bulk sampling programme, bulk samples were being processed through a facility owned by SGS in Perth, Western Australia. The flowsheet includes crushing, metal detection, gravity concentration and head and tails gold assays.

This Technical Report includes a summary of Novo's agreements with various parties and a description of the property and the local and regional geology. The trenching, bulk sampling, diamond and percussion drilling is described in detail, along with the details of the scrutineering and chain of custody assurance for the bulk samples.

There has been no Mineral Resource estimate or Mineral Reserve estimate yet calculated on any of the deposits at the Karratha Project. Novo is considering a large scale bulk sampling programme at up to five locations across the Comet Well and Purdy's Reward areas, which may require the submission of a Mineralisation Report to the Western Australian Department of Minerals, Industry, Regulation and Safety as a precursor to the granting of one or more Mining Leases. A draft Mineralisation Report has been generated but not yet submitted. The large scale bulk sampling (up to 100,000 t) will provide a much clearer picture of gold grades which may be realised during a commercial operation.

Agreements

The Karratha Project comprises 47 tenements which include (at the date of the Technical Report) 2 granted Mining Leases, 32 granted Exploration Licences (with another 8 under application), 3 Prospecting Licences and 1 granted Miscellaneous Lease (with another 1 under application). These can be subdivided into a number of groups, namely:

- 100% Novo Resources tenure
- the Artemis joint venture area
- the Gardner/Smith joint venture area.

Some of the tenements and joint ventures referred to in a previous version of this Technical Report have been reallocated by Novo to other project areas. This Technical Report focusses on the Purdy's Reward, Comet Well and immediate surrounding tenements.

The agreement with Artemis Resources Limited (Artemis) was entered into on May 26 2017 as a preliminary binding memorandum of agreement. Novo had the right to farm-in to 50% of the gold rights in Artemis' current and future tenements within 100 km of Karratha by expending AUD\$2 million on exploration within two years of satisfying a number of conditions. Definitive agreements were signed with Artemis on August 15, 2017. On 27 November 2017, Novo reached its AUD\$2 million expenditure requirement and sent notice to such effect to Artemis. As such, effective November 27, 2017, the 50:50 joint venture was deemed to have been formed between Karratha Gold (one of Novo's Australian subsidiaries) and Artemis' subsidiaries.

Novo has an agreement over the Comet Well leases which is called the Gardner/Smith Novo Joint Venture. The agreement is complex, but essentially Novo has the right to earn an 80% interest in certain tenements relating to the Comet Well project through the provision of a combination of cash and shares and an initial earn-in threshold of AUD\$4 million. On 28 May 2018, Novo reached its AUD\$4 million requirement and sent notice to such effect to Gardner/Smith.

In addition to the various farm-ins (which have various royalty agreements as described in section 4.6 of the 2019 Karratha Technical Report, available under the Company's profile on the SEDAR website at www.sedar.com), there is a Western Australian state royalty of 2.5% of the produced gold value applicable to any production from the Karratha Project.

Geology and Mineralisation

Novo's two main project areas, Purdy's Reward and Comet Well, have been subject to detailed surface and trench mapping by Novo and its consultants. The key horizons sit at the base of the Mount Roe package, which is the basal sequence of the Fortescue Group. The Mount Roe sequence abuts overlying sedimentary and felsic volcanic rocks of the Hardey Formation, separated at least locally by a faulted contact. Felsic through mafic volcanic rocks with local gabbroic basement underlies the Mount Roe package.

At Comet Well, nuggets have been demonstrated to occur along two distinct horizons; a Lower gold horizon where gold occurs within a variety of coarse polymictic conglomerates that occur immediately above the Fortescue – Basement unconformity; and an Upper gold horizon that occurs within a variety of coarse polymictic, sandy conglomerates that occur immediately above a distinct volcanoclastic package. At Purdy's Reward, nuggets tend to be associated with a thin-skin of conglomerate and chloritic (potentially mafic) sands and muds that directly overlie the Fortescue – Basement unconformity.

Novo believes that the closest modern analogue to its Karratha gold occurrence is the marine placers both offshore and onshore at Nome, Alaska, USA. This deposit represents the reworking and redeposition of gold transported over relatively short distances and initially laid down as placers in river channels. Novo believes that biogenic (organic) activity has contributed to the reworking of the gold and has possibly generated the ubiquitous haloes of fine gold occurring within a few millimetres of most nuggets. This idea is supported by the presence of relatively rare clasts of stromatolites, or ancient layered microbial reefs, which are among the earliest indications of life on Earth.

Sampling and Assaying

Sampling to date has been focused at Purdy's Reward and Comet Well, where Novo was granted programmes of work. Sampling comprises the following:

- At the effective date of the Technical Report 315 bag, drum or bulk samples, weighing between 50 kg and 7400 kg, had been collected from 77 costeans and trenches at Purdy's Reward and 38 trenches at Comet Well.
- Early sampling at Purdy's Reward involved collecting 50 kg bagged samples from trenches; however, the nuggety and uneven particle size of the gold distribution warranted an increase in sample size. Subsequently, 300-400 kg samples were collected by jack-hammering and excavating material from previously created trenches. The samples were then sealed by the independent scrutineers, stored in steel drums and dispatched to Novo's secure storage facility in Karratha, thence onto the NAGROM or ALS processing laboratories in Perth. As gold character understanding improved further, sample sizes were increased to 5-7 tonnes from a 2 m by 2 m by ~0.5 m block, in line with preliminary recommendations from a Size by Analysis study. These samples are collected using an excavator, dumping material directly from the bucket into a bulka bag inside a wooden crate. Fine material not captured by the bucket is brushed by hand into plastic buckets and added to the bulka bag. The box is securely tagged, recorded and sealed by the scrutineer to comply with Novo's Chain of Custody procedures. Samples are then loaded for transport to SGS Laboratories in Perth by truck. A scrutineer at SGS checks numbers and tags as they are unloaded, ensuring the Chain of Custody.
- Since February 2018 bulk (> 5 t) samples have been processed at a sampling plant operated by SGS in Perth, Western Australia. The SGS sampling facility comprises a front-end crushing circuit

designed to reduce the particle size of the entire sample down to 2.5 mm; a metal detection circuit, with collection of all nuggets in the oversize portion followed by fire assay to extinction; and a gravity concentration circuit, comprising an iCON gravity concentrator with the option of a Wilfley table.

- Half or one-metre samples collected from ten large diameter percussion holes and stored in large poly-weave bags. These 294 samples are currently all stored in Karratha, and Novo has no plans to submit them for gold analysis.
- The scrutineering team ensured that the collection of samples was appropriate and repeatable, and that the samples were secured on site and not opened until their delivery to the designated laboratory in Perth. Scrutineers monitored the samples onto the trucks in Karratha and off in Perth. The overall purpose of the scrutineering programme is to ensure that there has been no opportunity for tampering with the bulk samples collected for quantitative gold determination.
- Novo has also collected orientation samples from the drill core (PQ size) and from the trenches, which are all relatively small in volume. These have not been scrutineered and will not contribute to any quantitative assessment of the gold concentration.

Mineral Resources

No Mineral Resources have been declared for the Karratha Project.

Social and Environmental

Heritage clearance has been obtained for the Purdy's Reward-Comet Well area, allowing drilling and sampling to take place as described, following surveys with members of the Ngarluma Aboriginal Corporation, the traditional owners of the land containing the Purdy's Reward and Comet Well Projects. As at May 2019, Novo's environmental team have completed a comprehensive baseline environmental characterisation of the wider Comet Well/Purdy's Reward area to satisfy clearing permit and mining proposal approvals. The characterisation work undertaken included, but was not limited to, the following:

- two season fauna, flora and vegetation survey assessments
- detailed geochemical characterization of the ore and waste rock within the project
- detailed hydrogeological assessment
- stygofauna assessment
- soils assessment.

Conclusions and Recommendations

Through geological mapping, trenching, sampling and diamond drilling, Novo has defined a strike length of favourable gold-bearing conglomerate trend which is continuous over approximately 10 km at and beyond the Comet Well and Purdy's Reward locations. However, the most advanced understanding of the geology and gold occurrence of an area of this style of mineralisation is at Comet Well and Purdy's Reward. Novo has carried out extensive exploration since mid-2017, including soil sampling, geophysical and geochemical surveys, trenching, detailed mapping, diamond drilling and bulk (5-7 t) samples. Generally large diameter core drilling has been instrumental, along with mapping, in delineating a number of prospective gold-bearing horizons as part of the local 'mine sequence' stratigraphy. While some of the approximately 4,500 drill core assays have returned mineralised gold values, it has been recognised and acknowledged that the very coarse nature of most of the gold precludes the use of drill core alone to define mineralisation leading to a potential Mineral Resource estimate.

Novo has therefore taken 178 bulk samples, with masses ranging between 1.0 t to 13 t (and averaging 5.6 t) using a robust sampling approach, which has been independently scrutineered, ensuring a secure chain of custody from collection to processing. These bulk samples have been subjected to a relatively complex

preparation protocol at a certified laboratory and pilot-scale processing facility (SGS in Malaga, Perth, Western Australia), resulting in three products – gold nuggets, a sample concentrate and tailings. Each of these products has been assayed using industry best practice techniques and accompanied by full QAQC processes. The bulk samples have returned calculated (composite) head grades varying between 0.01 g/t to 10.4 g/t gold.

Novo believes that there is the potential to extract commercial quantities of gold from these leases and has identified five priority areas where large scale bulk sampling, totaling around 100,000 t, will assist in defining the potential for a mining operation. Studies have shown that while appropriate for evaluation, there is still an error associated with the grades from the existing 5-7 t bulk samples. The proposed large scale bulk samples will assist in reducing the error in the determination of gold grades. Further exploration diamond drilling may also be required on the Comet Well and Purdy's Reward tenements to assist in further defining the stratigraphy and structural setting of the favourable mineralised horizons. It is important to note that the proposed large scale bulk sampling is not intended to be a commercial mining operation.

A key aspect of Novo's future work at the Karratha Project is further geological evaluation, which will involve mapping, drilling and small scale (5-7 t) bulk samples as required. This will continue to help to develop the understanding and distribution of the favourable conglomerate horizons which host both the coarse (nugget) and associated fine gold.

As part of the proposed large scale bulk sample programme Novo is investigating potential grade control techniques suitable for the very coarse gold, with the understanding that conventional techniques such as chip or channel sampling and reverse circulation drilling will not provide sufficient precision. The use of mechanical ore sorting techniques has the potential to provide a relatively quick and accurate determination of the local gold grade. Novo believes that there is potential to use ore sorting as a grade control technique, processing individual parcels (or truckloads) of material to gain an idea of the quantity of gold and thus provide a local picture of gold mineralisation, leading to a three-dimensional model of the gold distribution.

The QP endorses the research and pilot testing of ore sorting, which has the potential to become a relatively cheap and quick bulk grade control technique. A key will be the establishment of a mobile ore sorting facility to be used at various locations over the Karratha Project mineralised zones.