

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16 UNDER THE
SECURITIES EXCHANGE ACT OF 1934**

For the month of June, 2023

001-41208

(Commission File Number)

NOVONIX LIMITED

(Translation of registrant's name into English)

Level 38

71 Eagle Street

Brisbane, QLD 4000 Australia

(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.
Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

FORWARD-LOOKING STATEMENTS

The Australian Securities Exchange (“ASX”) announcement filed as Exhibit 99.2 hereto contains forward-looking statements about us and our industry that involve substantial risks and uncertainties. All statements other than statements of historical facts contained in such presentation are forward-looking statements. In some cases, you can identify forward-looking statements because they contain words such as “anticipate,” “believe,” “contemplate,” “continue,” “could,” “estimate,” “expect,” “intend,” “may,” “plan,” “potential,” “predict,” “project,” “should,” “target,” “will,” or “would,” or the negative of these words or other similar terms or expressions. We have based these forward-looking statements largely on our current expectations and projections about future events and trends that we believe may affect our financial condition, results of operations, business strategy and financial needs. These forward-looking statements are subject to a number of known and unknown risks, uncertainties, other factors and assumptions, including those factors identified in our filings with the U.S. Securities and Exchange Commission. We undertake no obligation to update any forward-looking statements made in the ASX announcement filed as Exhibit 99.2 hereto to reflect events or circumstances after the date of such announcement or to reflect new information or the occurrence of unanticipated events, except as required by law. We may not actually achieve the plans, intentions or expectations disclosed in our forward-looking statements, and you should not place undue reliance on our forward-looking statements.

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
Exhibit 99.1	<u>ASX Announcement (Participation in Investor Conferences), dated June 6, 2023</u>
Exhibit 99.2	<u>ASX Announcement (Agreements with LG Energy Solution), dated June 7, 2023</u>
Exhibit 99.3	<u>Appendix 3B (Proposed Issue of Securities), dated June 7, 2023</u>

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NOVONIX LIMITED

By: /s/ Dr. John Christopher Burns
Dr. John Christopher Burns
Chief Executive Officer

Date: June 7, 2023

6 June 2023

NOVONIX Announces Participation in June Investor Conferences

NOVONIX Limited (NASDAQ: NVX, ASX: NVX) (“NOVONIX” or the “Company”), a leading battery materials and technology company, today announced that members of the executive team are scheduled to participate in the following upcoming investor events in June 2023:

- Benchmark Minerals Battery Gigafactory USA 2023 Conference on 8 June in Washington, DC
- Shaw and Partners, ASX Graphite Virtual Conference on 20 June in Melbourne, Australia

NOVONIX management will be hosting one-on-one and group meetings with investors at these events. Presentation materials and webcast links will be available the day of each event on the NOVONIX investor relations website.

Please note that event participation and specific dates are subject to change. For the latest event and corporate information, please visit the NOVONIX website.

This announcement has been authorized for release by NOVONIX Chairman, Admiral Robert J. Natter, USN Ret.

About NOVONIX

NOVONIX is a leading battery technology company revolutionizing the global lithium-ion battery industry with innovative, sustainable technologies, high-performance materials, and more efficient production methods. The Company manufactures industry-leading battery cell testing equipment in Canada and is growing its high-performance synthetic graphite anode material manufacturing operations in the United States. Through advanced R&D capabilities, proprietary technology, and strategic partnerships, NOVONIX has gained a prominent position in the electric vehicle and energy storage systems battery industry and is powering a cleaner energy future. To learn more, visit us at www.novonixgroup.com or on LinkedIn and Twitter.

For NOVONIX Limited

Scott Espenshade, ir@novonixgroup.com (investors)
Lori Mcleod, media@novonixgroup.com (media)

NOVONIX Limited (ASX: NVX)

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7 June 2023

NOVONIX and LG Energy Solution Enter into a JDA for Artificial Graphite Anode Material and a US\$30 Million Investment Agreement

- NOVONIX and LGES to jointly work toward developing artificial graphite anode material for lithium-ion batteries pursuant to a Joint Research and Development Agreement (“JDA”)
- NOVONIX to issue US\$30 million worth of unsecured convertible notes to LGES under a separate Unsecured Convertible Note Agreement (“Investment Agreement”)
- The JDA is intended to lead to the option for LGES to purchase up to 50,000 tons of the anode material from NOVONIX’s United States-based facility over a 10-year period from the start of mass production

BRISBANE, Australia, June 7, 2023 – NOVONIX Limited (NOVONIX; NASDAQ: NVX, ASX: NVX), a leading battery materials and technology company, and LG Energy Solution (LGES; KRX: 373220), a global battery manufacturer, today announced they signed an agreement for the joint research and development of artificial graphite anode material for lithium-ion batteries. Also, in a separate agreement, NOVONIX has agreed to issue an aggregate principal amount of US\$30 million unsecured convertible notes to LGES.

Upon successful completion of certain development work under the JDA, LGES and NOVONIX will enter into a separate purchase agreement pursuant to which LGES will have the option to purchase up to 50,000 tons of artificial graphite anode material over a 10-year period from the start of mass production.

As a leading global battery manufacturer with two stand-alone and five joint venture plants currently operating or being constructed in the U.S., LGES plans to maximize the benefits from the Inflation Reduction Act (IRA) by expanding local battery production, as well as establishing a local supply chain for battery components. In order to solidify its market leadership in North America, LGES further aims to expedite the localization of manufacturing and assembly of battery components, including electrodes, cells, and modules.

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NOVONIX aims to provide a robust, sustainable supply chain option for high performance artificial graphite in North America, a vision which LGES supports to diversify its suppliers as it expands battery cell production. NOVONIX, with current operating sites in Chattanooga, TN, will produce IRA-compliant materials for its customers in the United States. The company was selected for a US\$150 million grant by the Department of Energy to support its expansion, which demonstrates the government's commitment to the battery supply chain sector.

Since December 2022, LGES and NOVONIX have been in informal discussions towards this financing and joint development of artificial graphite anode material that meets LGES's specifications. The material will be developed at NOVONIX's current Tennessee-based facilities. Then mass production is expected to start in 2026 from NOVONIX's proposed United States-based greenfield facility.

NOVONIX's proposed greenfield facility targets an initial 30,000 tons per annum of production capacity of active anode material. NOVONIX has applied for a loan with the U.S. Department of Energy's Loan Program Office under the Advanced Technology Vehicles Manufacturing Loan Program to aid in the financing of the facility. NOVONIX continues to pursue and hold discussions with additional original equipment manufacturers and cell manufacturers for the purchase of anode materials from its greenfield facility.

"Our partnership with NOVONIX once again demonstrates LG Energy Solution's determination to establish a solid battery supply chain in the U.S., complementing our local manufacturing network to meet our customer's needs for IRA-compliant batteries," said Dongsoo Kim, Senior Vice President of Procurement Center at LG Energy Solution. "As we work with NOVONIX in developing a new source of artificial graphite anode material, we will stay committed to strengthening our product competitiveness and operation excellence, delivering the world-best quality products both in scale and with speed."

Chris Burns, CEO of NOVONIX, said, "We are excited to formalize our work with LG Energy Solution and establish the path for NOVONIX to become a supplier for LGES of artificial graphite anode material in the United States. This agreement demonstrates our leading position to establish a supply chain for high-performance artificial graphite for the battery industry in North America."

Key JDA Terms

NOVONIX Limited (ASX: NVX)

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- The purpose of the JDA is for the parties to jointly undertake the development of active anode material that meets certain product quality specifications, and the JDA shall be for a term through June 2025. The material for testing will be supplied from NOVONIX's pilot plant in 2023 and its mass production facilities in 2024 and 2025.
- Any jointly developed and owned intellectual property will be cross-licensed by LGES and NOVONIX and its subsidiaries. Upon successful development of materials, NOVONIX and LGES will enter into a purchase agreement giving LGES the option to purchase up to 50,000 tons of artificial graphite over 10 years, and if any volume increases are requested by LGES, NOVONIX shall use its best efforts to meet the increased volume. The parties have agreed to a pricing framework under which the final product price will be mutually agreed upon as part of the purchase agreement.
- The supply by NOVONIX to LGES of the products developed under the JDA would initially be subject to a six-year exclusivity period followed by a preferential period of four years (during which any supply to a third party would be subject to a minimum floor price tied to the price offered to LGES).

Key Investment Agreement Terms

- NOVONIX has agreed to issue US\$30 million worth of unsecured convertible notes to LGES with a four percent coupon and a maturity date of June 7, 2028.
- The convertible notes will mandatorily convert into ordinary shares upon acceptance of the first purchase order under the purchase agreement, although LGES may elect to convert some or all of the notes prior to such time. No interest would be payable on the notes in these circumstances.
- The convertible notes may be redeemed or converted (at the election of LGES) on the maturity date, in which case interest is payable in cash (in respect of a redemption) or "in-kind" (in the case of conversion). The convertible notes will be issued with a conversion price of AUD\$1.60 per ordinary share.
- NOVONIX plans to utilize the proceeds for continued development of anode materials, operational needs and general corporate purposes.

This announcement has been authorized for release by NOVONIX Chairman, Admiral Robert J. Natter, USN Ret.

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About NOVONIX

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NOVONIX is a leading battery technology company revolutionizing the global lithium-ion battery industry with innovative, sustainable technologies, high-performance materials, and more efficient production methods. The Company manufactures industry-leading battery cell testing equipment in Canada and is growing its high-performance synthetic graphite anode material manufacturing operations in the United States. Through advanced R&D capabilities, proprietary technology, and strategic partnerships, NOVONIX has gained a prominent position in the electric vehicle and energy storage systems battery industry and is powering a cleaner energy future. To learn more, visit us at www.novonixgroup.com or on LinkedIn, and Twitter.

About LG Energy Solution

LG Energy Solution (KRX: 373220), a split-off from LG Chem, is a leading global manufacturer of lithium-ion batteries for electric vehicles, mobility, IT, and energy storage systems. With 30 years of experience in revolutionary battery technology and extensive research and development (R&D), the company is the top battery-related patent holder in the world with over 25,000 patents. Its robust global network, which spans North America, Europe, Asia, and Australia, includes battery manufacturing facilities established through joint ventures with major automakers such as General Motors, Stellantis N.V., Hyundai Motor Group, and Honda Motor Co., Ltd. At the forefront of green business and sustainability, LG Energy Solution aims to achieve carbon neutral operations by 2050, while embodying the value of shared growth and promoting diverse and inclusive corporate culture. To learn more about LG Energy Solution's ideas and innovations, visit .

Media Contacts:

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Forward-Looking Statements

NOVONIX Limited (ASX: NVX)

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This communication contains forward-looking statements about the Company and the industry in which we operate. Forward-looking statements can generally be identified by use of words such as “anticipate,” “believe,” “contemplate,” “continue,” “could,” “estimate,” “expect,” “intend,” “may,” “plan,” “potential,” “predict,” “project,” “should,” “target,” “will,” or “would,” or other similar expressions. Examples of forward-looking statements in this communication include, among others, statements we make regarding our joint research and development agreement with LG Energy Solution, including the qualifications of the anode material, future supply commitments or the development of NOVONIX’s proposed new facility for the production of anode materials for EV batteries and the anticipated performance and benefits. We have based such statements on our current expectations and projections about future events and trends that we believe may affect our financial condition, results of operations, business strategy and financial needs. Such forward-looking statements involve and are subject to known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information. Such factors include, among others, our ability to achieve the objectives and financial benefits of the joint research and development agreement and potential purchase agreement, the accuracy of our estimates regarding expenses, future revenue, capital requirements and needs for additional financing, and regulatory developments in the United States, Australia and other jurisdictions. Detailed information regarding these and other factors that could affect our business and results is included in our filings, including the Company’s most recent transition and annual reports on Form 20-F, particularly the “Operating and Financial Review and Prospects” and “Risk Factors” sections of those reports. Copies of these filings may be obtained by visiting our Investor Relations website at www.novonixgroup.com or the SEC’s website at www.sec.gov.

Forward-looking statements are not guarantees of future performance or outcomes, and actual performance and outcomes may differ materially from those made in or suggested by the forward-looking statements contained in this communication. Accordingly, you should not place undue reliance on forward-looking statements. Any forward-looking statement in this communication is based only on information currently available to us and speaks only as of the date on which it is made. We undertake no obligation to publicly update any forward-looking statement, whether written or oral, that may be made from time to time, whether as a result of new information, future developments or otherwise.

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Announcement Summary

Entity name

NOVONIX LIMITED

Announcement Type

New announcement

Date of this announcement

7/6/2023

The Proposed issue is:

A placement or other type of issue

Total number of +securities proposed to be issued for a placement or other type of issue

ASX +security code	+Security description	Maximum Number of +securities to be issued
New class-code to be confirmed	Convertible notes	45,351,474

Proposed +issue date

21/6/2023

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of +Entity

NOVONIX LIMITED

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

1.2 Registered Number Type

ABN

Registration Number

54157690830

1.3 ASX issuer code

NVX

1.4 The announcement is

New announcement

1.5 Date of this announcement

7/6/2023

1.6 The Proposed issue is:

A placement or other type of issue



Part 7 - Details of proposed placement or other issue

Part 7A - Conditions

7A.1 Do any external approvals need to be obtained or other conditions satisfied before the placement or other type of issue can proceed on an unconditional basis?

No

Part 7B - Issue details

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

New class

Will the proposed issue of this +security include an offer of attaching +securities?

No

Details of +securities proposed to be issued

ISIN Code (if Issuer is a foreign company and +securities are non CDIs)

Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?

No

Will the entity be seeking quotation of the 'new' class of +securities on ASX?

No

ASX +security code

New class-code to be confirmed

+Security description

Convertible notes

+Security type

+Convertible debt securities

Number of +securities proposed to be issued

45,351,474

Offer price details

Are the +securities proposed to be issued being issued for a cash consideration?

Yes

In what currency is the cash consideration being paid?

AUD - Australian Dollar

What is the issue price per +security?

AUD 1.00000

Will all the +securities issued in this class rank equally in all respects from their issue date?

Yes



+Convertible debt securities details

These securities are:

Convertible

Type of security

Convertible note or bond

+Security currency

AUD - Australian Dollar

Face value

AUD 1.0000

Interest rate type

Fixed rate

Frequency of coupon/interest payments per year

No coupon/interest payments

s128F of the Income Tax Assessment Act status applicable to the +security

Not applicable

Is the +security perpetual (ie. no maturity date)? No**Maturity date**

7/6/2028

Select other features applicable to the +security Redeemable**Is there a first trigger date on which a right of conversion, redemption, call or put can be exercised (whichever is first)?** No**Details of the type of +security that will be issued if the securities are converted, transformed or exchanged**

NVX : ORDINARY FULLY PAID

Number of +securities that will be issued if the +securities are converted, transformed or exchanged (including, if applicable, any interest)

88,510,426 shares (assuming convertible notes converted at maturity, in which case interest is capitalised).

Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.

Information provided in ASX announcement "NOVONIX and LG Energy Solution Enter into a JDA for Artificial Graphite Anode Material and a US\$30 Million Investment Agreement" on 7 June 2023. A cleansing notice will be issued on the date of issue of securities which will include further terms of the convertible notes.

Part 7C - Timetable

7C.1 Proposed +issue date

21/6/2023



Part 7D - Listing Rule requirements

7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?

No

7D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?

Yes

7D.1b (i) How many +securities are proposed to be issued without security holder approval using the entity's 15% placement capacity under listing rule 7.1?

45,351,474 convertible notes

7D.1c Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?

No

7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?

No

7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?

No

7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?

No

Part 7E - Fees and expenses

7E.1 Will there be a lead manager or broker to the proposed issue?

No

7E.2 Is the proposed issue to be underwritten?

No

7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue



Part 7F - Further Information

7F.01 The purpose(s) for which the entity is issuing the securities

NOVONIX plans to utilize the proceeds for continued development of anode materials, operational needs and general corporate purposes.

7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?

No

7F.2 Any other information the entity wishes to provide about the proposed issue

The convertible notes will mandatorily convert into ordinary shares upon acceptance of the first purchase order under the purchase agreement (referred to in ASX announcement dated 7 June 2023), although LGES may elect to convert some or all of the notes prior to such time. No interest would be payable on the notes in these circumstances.

