

January 27, 2022

Christopher Burns  
Chief Executive Officer  
NOVONIX Limited  
Level 8  
46 Edward Street  
Brisbane QLD 4000  
Australia

Re: NOVONIX Limited  
Registration

Statement on Form 20-FR

2022

Registration Statement on Form 20-FR

2022

Filed January 7,

Amendment No. 1 to

Filed January 25,

File No. 001-41208

Dear Dr. Burns:

We have reviewed your filing and have the following comments. In some of our comments, we may ask you to provide us with information so we may better understand your disclosure.

Please respond to these comments within ten business days by providing the requested information or advise us as soon as possible when you will respond. If you do not believe our comments apply to your facts and circumstances, please tell us why in your response.

After reviewing your response and any amendment you may file in response to these comments, we may have additional comments.

Amendment No. 1 to Registration Statement on Form 20-FR filed January 25, 2022

ADS holders rights to pursue claims is limited by the terms of the deposit agreement, page 30

1. The scope of the jurisdiction provision, as disclosed here, appears to be inconsistent with the scope discussed in Exhibit 2.1. For example, that exhibit does not discuss the Securities Act or Exchange Act or whether the provision applies to claims under those laws. Likewise, you disclose here that the scope involves jurisdiction "over any suit, action or proceeding against or involving us or the depository, arising out of or relating in any way to the deposit agreement or the transactions contemplated thereby or by virtue of owning the ADSs."

However, Section 7.6 of that exhibit includes no such statement;

Christopher Burns  
NOVONIX Limited  
January 27, 2022  
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rather, it indicates only that the "Company" consents to the jurisdiction in New York.

Please revise.

American Depositary Shares, page 115

2. Please revise the disclosure in Item 12.D. beginning on page 115 to include a discussion

of the exclusive forum provision in the deposit agreement.

We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action

or absence of  
action by the staff.

You may contact Heather Clark, Staff Accountant, at 202-551-3624 or  
Melissa Gilmore,  
Senior Accountant, at 202-551-3777 if you have questions regarding comments on  
the financial  
statements and related matters. Please contact Thomas Jones, Staff Attorney, at  
202-551-3602 or  
Geoff Kruczek, Senior Attorney, at 202-551-3641 with any other questions.

FirstName LastNameChristopher Burns

Corporation Finance  
Comapany NameNOVONIX Limited

Manufacturing  
January 27, 2022 Page 2  
cc: Kimberly C. Petillo-D cossard  
FirstName LastName

Sincerely,  
Division of  
Office of