
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 October, 2022

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”) announcements filed as Exhibit 99.2 and Exhibit 99.4 hereto contain 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 announcements 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 announcements filed as Exhibit 99.2 and Exhibit 99.4 hereto to reflect events or circumstances after the date of such announcements 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	Notice of Annual General Meeting dated September 26, 2022
Exhibit 99.2	ASX Announcement (Chairman’s Address to AGM), dated October 26, 2022
Exhibit 99.3	Presentation to Annual General Meeting held on October 26, 2022
Exhibit 99.4	ASX Announcement (appointment of new directors), dated October 26, 2022

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: October 26, 2022

Novonix Limited
(ACN 157 690 830)

Notice of Annual General Meeting

Notice is given that the Annual General Meeting of the Shareholders of NOVONIX Limited (ACN 157 690 830) (the **Company**) for 2022 will be hosted as a hybrid meeting (both virtually and in person) at:

Date: 26 October 2022
Time: 9:00am (Brisbane time)
Venue: Online at <https://meetings.linkgroup.com/NVX22>,
In person at the offices of Allens, Level 26, 480 Queen Street, Brisbane

(the **Meeting**).

Given the significant and ongoing health concerns attributed to the COVID-19 pandemic, the Company considers it necessary to hold the Meeting as a hybrid meeting, comprising a virtual meeting as well as an in-person meeting.

The Company will provide Shareholders with the opportunity to attend and participate in the virtual Meeting through an online meeting platform, where Shareholders will be able to watch, listen, submit written questions and vote online. Further instructions for attending via the online platform are set out in the Voting Notes below and in the Virtual Meeting Online Guide, which will be made available on the Company's website. All Shareholders and proxyholders will have an equal opportunity to participate in the Meeting regardless of their physical location.

Shareholders and proxyholders will also be able to participate in the Meeting, including asking questions either online if attending the Meeting through the online platform or via telephone if attending the Meeting through the teleconference facility. If your holding cannot be verified by the moderator, you will attend the Meeting as a visitor and will not be able to ask a question. Please note that participants will not be able to vote using the teleconference facility.

To use the teleconference facility, please contact Link Market Services on 1800 990 363 or +61 1800 990 363 before 5:00pm (Brisbane time) on Tuesday, 25 October 2022 to obtain a personalised PIN number to ask a question via the teleconference facility. You will receive instructions on how to ask a question during the Meeting from the phone moderator.

More information about online and phone participation in the Meeting (including asking questions via the virtual platform or phone) is available in the Virtual Meeting Online Guide, included as an annexure to this Notice.

Important: The resolutions set out in this Notice should be read together with the accompanying Explanatory Memorandum. The Explanatory Memorandum form part of this Notice of Meeting.

Agenda

Financial Statements and Reports

To receive and consider the financial statements of the Company and the reports of the Directors (**Directors' Report**) and Auditors for the financial year ended 30 June 2022 (**Annual Report**).

Resolution 1: Remuneration Report (Non-Binding)

To consider and, if thought fit, to pass the following resolution as a non-binding Ordinary Resolution:

'That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as set out in the Directors' Report for the financial year ended 30 June 2022.'

Voting exclusion

The Company will disregard any votes cast on this resolution by certain persons. Details of the applicable voting exclusions are set out in the 'Voting exclusions' section of the Notes to this Notice.

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Resolution 2: Re-election of Director – Mr Anthony Bellas

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

'That, Mr Anthony Bellas who retires by rotation in accordance with Listing Rule 14.4 and rule 19.3(b) of the Company's Constitution and offers himself for re-election, be re-elected as a Director.'

Resolution 3: Re-election of Director – Ms Jean Oelwang

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

'That, Ms Jean Oelwang who, having been appointed by the Board as a Director since the last Annual General Meeting, retires in accordance with Listing Rule 14.4 and rule 19.3(b) of the Company's Constitution, being eligible offers herself for election as a Director of the Company, be elected as a Director of the Company.'

Resolution 4: Approval of Performance Rights Plan

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

'That, for the purposes of Listing Rule 7.2, exception 13 and all other purposes, the Company's Performance Rights Plan, as set out in Explanatory Memorandum, and the issue of securities under the Company's Performance Rights Plan, be approved.'

Voting exclusion

The Company will disregard any votes cast on this resolution by certain persons. Details of the applicable voting exclusions are set out in the 'Voting exclusions' section of the Notes to this Notice.

Resolution 5: Issue of FY22 Performance Rights to Mr Nick Liveris

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

'That, for the purposes of Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of 667,831 Performance Rights under the Performance Rights Plan to the Chief Financial Officer, Mr Nick Liveris or his nominee, on the terms and conditions set out in the Explanatory Memorandum which accompanies this Notice.'

Voting exclusion

The Company will disregard any votes cast on this resolution by certain persons. Details of the applicable voting exclusions are set out in the 'Voting exclusions' section of the Notes to this Notice.

Resolution 6: Issue of FY23 Performance Rights to Mr Nick Liveris

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

'That, for the purposes of Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of 778,400 Performance Rights under the Performance Rights Plan to the Chief Financial Officer, Mr Nick Liveris or his nominee, on the terms and conditions set out in the Explanatory Memorandum which accompanies this Notice.'

Voting exclusion

The Company will disregard any votes cast on this resolution by certain persons. Details of the applicable voting exclusions are set out in the 'Voting exclusions' section of the Notes to this Notice.

Resolution 7: Issue of FY23 Share Rights to Mr Andrew N. Liveris AO

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 69,995 Share Rights in the capital of the Company, to Non-Executive Director Mr Andrew N. Liveris AO or his nominee, on the terms and conditions set out in the Explanatory Memorandum which accompanies this Notice."

Voting exclusion

The Company will disregard any votes cast on this resolution by certain persons. Details of the applicable voting exclusions are set out in the 'Voting exclusions' section of the Notes to this Notice.

Resolution 8: Issue of FY23 Share Rights to Mr Robert Cooper

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 69,995 Share Rights in the capital of the Company, to Non-Executive Director Mr Robert Cooper or his nominee, on the terms and conditions set out in the Explanatory Memorandum which accompanies this Notice."

Voting exclusion

The Company will disregard any votes cast on this resolution by certain persons. Details of the applicable voting exclusions are set out in the 'Voting exclusions' section of the Notes to this Notice.

Resolution 9: Issue of FY23 Share Rights to Mr Anthony Bellas

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 69,995 Share Rights in the capital of the Company, to Non-Executive Director Mr Anthony Bellas or his nominee, on the terms and conditions set out in the Explanatory Memorandum which accompanies this Notice."

Voting exclusion

The Company will disregard any votes cast on this resolution by certain persons. Details of the applicable voting exclusions are set out in the 'Voting exclusions' section of the Notes to this Notice.

Resolution 10: Issue of FY23 Share Rights to Admiral Robert Natter

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 69,995 Share Rights in the capital of the Company, to Non-Executive Director Admiral Robert Natter or his nominee, on the terms and conditions set out in the Explanatory Memorandum which accompanies this Notice."

Voting exclusion

The Company will disregard any votes cast on this resolution by certain persons. Details of the applicable voting exclusions are set out in the 'Voting exclusions' section of the Notes to this Notice.

Resolution 11: Issue of FY23 Share Rights to Phillips 66 Company

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 69,995 Share Rights in the capital of the Company, to Phillips 66 Company, on the terms and conditions set out in the Explanatory Memorandum which accompanies this Notice."

Voting exclusion

The Company will disregard any votes cast on this resolution by certain persons. Details of the applicable voting exclusions are set out in the 'Voting exclusions' section of the Notes to this Notice.

Resolution 12: Issue of FY23 Share Rights to Ms Jean Oelwang

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 69,995 Share Rights in the capital of the Company, to Non-Executive Director Ms Jean Oelwang or her nominee, on the terms and conditions set out in the Explanatory Memorandum which accompanies this Notice."

Voting exclusion

The Company will disregard any votes cast on this resolution by certain persons. Details of the applicable voting exclusions are set out in the 'Voting exclusions' section of the Notes to this Notice.

Resolution 13: Issue of FY22 Share Rights to Admiral Robert Natter

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 7,263 Share Rights in the capital of the Company, to Non-Executive Director Admiral Robert Natter or his nominee, on the terms and conditions set out in the Explanatory Memorandum which accompanies this Notice."

Voting exclusion

The Company will disregard any votes cast on this resolution by certain persons. Details of the applicable voting exclusions are set out in the 'Voting exclusions' section of the Notes to this Notice.

Resolution 14: Issue of FY22 Share Rights to Ms Jean Oelwang

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 9,170 Share Rights in the capital of the Company, to Non-Executive Director Ms Jean Oelwang or her nominee, on the terms and conditions set out in the Explanatory Memorandum which accompanies this Notice."

Voting exclusion

The Company will disregard any votes cast on this resolution by certain persons. Details of the applicable voting exclusions are set out in the 'Voting exclusions' section of the Notes to this Notice.

Detailed explanations of the background and reasons for the proposed resolutions are set out in the Explanatory Memorandum.

Novonix Limited
ACN 157 690 830

By order of the Board of Directors

/s/ Suzanne Yeates

Suzanne Yeates
Company Secretary

26 September 2022

Dated

Notes

Eligibility to Vote

Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) permits the Company to specify a time, not more than 48 hours before a general meeting, at which a 'snap-shot' of Shareholders will be taken for the purposes of determining Shareholder entitlements to vote at the Meeting.

The Board has determined that the registered holders of fully paid ordinary shares at 7:00pm (Sydney time) on 24 October 2022 will be taken to be holders of ordinary shares for the purposes of the Meeting and accordingly, will be entitled to attend and vote at the Meeting.

How to Vote

A Shareholder who is entitled to attend and vote at the Meeting may do so:

- using the online platform;
- by proxy;
- by corporate representative (if the Shareholder is a corporation); or
- by attorney.

Attending and Voting via the Online Platform

We recommend logging in to the online platform at least 15 minutes prior to the scheduled start time for the Meeting using the instructions below:

- Enter <https://meetings.linkgroup.com/NVX22> into a web browser on your computer or online device;
- Shareholders will need their SRN or HIN (printed at the top of the Proxy Form); and
- Proxyholders will need their proxy code which Link Market Services will provide via email prior to the Meeting.

Online voting will be open between 15 minutes before the commencement of the Meeting at 9:00am (Brisbane time) on 26 October 2022 and the time that is five minutes after the Chair closes the Meeting.

More information about online participation in the Meeting (including asking questions via the virtual platform or via telephone) is available in the Virtual Meeting Online Guide, included as an annexure to this Notice.

Attendance in person

The Meeting will also be held in person at the offices of Allens, Level 26, 480 Queen Street, Brisbane.

Voting by Proxy

An eligible Shareholder can vote in person at the Meeting or appoint a proxy or, where a Shareholder is entitled to two or more votes, two proxies. Where two proxies are appointed, a Shareholder may specify the number or proportion of votes to be exercised by each proxy appointed. If no number or proportion of votes is specified, each proxy appointed will be taken to exercise half of that Shareholder's votes (disregarding fractions).

An appointed proxy need not themselves be a Shareholder.

To be valid, the appointment of a proxy (made using a properly completed and executed Proxy Form) must be received by the Company no later than 9:00am (Brisbane time) on 24 October 2022.

Proxy Forms can be submitted in four ways:

- **Online** at investorcentre.linkgroup.com

- By **mail** to Link Market Services at the following postal address using the enclosed return envelope:

NOVONIX Limited
c/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

- By **facsimile** to +61 2 9287 0309

- By **hand** to:

Link Market Services Limited
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

Instructions on how to complete the Proxy Form are on the reverse of the Proxy Form attached to this Notice.

If a Proxy Form is signed by an attorney, a Shareholder must also send in the original or a certified copy of the power of attorney or other authority under which the Proxy Form is signed.

Undirected Proxies

The Chairman of the Meeting intends to vote undirected proxy votes in favour of all resolutions (subject to the voting exclusions below).

Voting by Corporate Representative

A Shareholder or proxy which is a corporation and entitled to attend and vote at the Meeting may appoint an individual to act as its corporate representative to vote at the Meeting. The appointment must comply with section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment unless it has previously been provided to Link Market Services.

Voting by Attorney

A Shareholder entitled to attend and vote at the Meeting is entitled to appoint an attorney to attend and vote at the Meeting on the Shareholder's behalf. An attorney need not themselves be a Shareholder.

The power of attorney appointing the attorney must be signed and specify the name of each of the Shareholder, the Company and the attorney, and also specify the meeting(s) at which the appointment may be used. The appointment may be a standing one.

To be effective, the power of attorney must also be returned in the same manner, and by the same time, as specified for Proxy Forms.

Voting Exclusions

The Corporations Act and the Listing Rules require that certain persons must not vote in particular ways, and the Company must disregard particular votes cast by or on behalf of certain persons, on the resolutions to be considered at the Meeting. These voting exclusions are described below.

The Corporations Act prohibits votes being cast (in any capacity) on Resolution 1: Remuneration Report by any of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
(b) a Closely Related Party of such a member.

However, a person described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (c) the vote is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
(d) the vote is the Chair of the Meeting and the appointment of the Chair as proxy:
(i) does not specify the way the proxy is to vote on this Resolution; and
(ii) expressly authorises the Chair to exercise the proxy even if this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.

Under Listing Rule 14.11, the Company will disregard any votes cast in favour of a Resolution by or on behalf of:

- (a) the below named person or class of persons excluded from voting; or
(b) an associate of that person or those persons:

Resolution	Persons excluded from voting
Resolution 4: Approval of Performance Rights Plan	Any person who is eligible to participate in the Performance Rights Plan.
Resolution 5: Approval of issue of FY22 Performance Rights to Mr Nick Liveris	<ul style="list-style-type: none"> Nick Liveris and any Director of the Company who is eligible to participate in the Performance Rights Plan any person who is a Key Management Personnel as at the time the Resolution is voted on at the Meeting, or any of their Closely Related Parties, as a proxy
Resolution 6: Approval of issue of FY23 Performance Rights to Mr Nick Liveris	<ul style="list-style-type: none"> Nick Liveris and any Director of the Company who is eligible to participate in the Performance Rights Plan any person who is a Key Management Personnel as at the time the Resolution is voted on at the Meeting, or any of their Closely Related Parties, as a proxy
Resolution 7: Approval of issue of FY23 Share Rights to Mr Andrew N. Liveris AO	<ul style="list-style-type: none"> Andrew N. Liveris AO and any other person who will obtain a material benefit as a result of the issue of the Share Rights (except a benefit solely by reason of being a holder of Shares) any person who is a Key Management Personnel as at the time the Resolution is voted on at the Meeting, or any of their Closely Related Parties, as a proxy
Resolution 8: Approval of issue of FY23 Share Rights to Mr Robert Cooper	<ul style="list-style-type: none"> Mr Robert Cooper and any other person who will obtain a material benefit as a result of the issue of the Share Rights (except a benefit solely by reason of being a holder of Shares) any person who is a Key Management Personnel as at the time the Resolution is voted on at the Meeting, or any of their Closely Related Parties, as a proxy

Resolution	Persons excluded from voting
Resolution 9: Approval of issue of FY23 Share Rights to Mr Anthony Bellas	<ul style="list-style-type: none"> • Anthony Bellas and any other Director of the Company who is eligible to participate in the Performance Rights Plan • any person who is a Key Management Personnel as at the time the Resolution is voted on at the Meeting, or any of their Closely Related Parties, as a proxy
Resolution 10: Approval of issue of FY23 Share Rights to Admiral Robert Natter	<ul style="list-style-type: none"> • Admiral Robert Natter and any other Director of the Company who is eligible to participate in the Performance Rights Plan • any person who is a Key Management Personnel as at the time the Resolution is voted on at the Meeting, or any of their Closely Related Parties, as a proxy
Resolution 11: Approval of issue of FY23 Share Rights to Phillips 66 Company	<ul style="list-style-type: none"> • Phillips 66 Company and any other person who will obtain a material benefit as a result of the issue of the Share Rights (except a benefit solely by reason of being a holder of Shares) • any person who is a Key Management Personnel as at the time the Resolution is voted on at the Meeting, or any of their Closely Related Parties, as a proxy
Resolution 12: Approval of issue of FY23 Share Rights to Ms Jean Oelwang	<ul style="list-style-type: none"> • Jean Oelwang and any other person who will obtain a material benefit as a result of the issue of the Share Rights (except a benefit solely by reason of being a holder of Shares) • any person who is a Key Management Personnel as at the time the Resolution is voted on at the Meeting, or any of their Closely Related Parties, as a proxy
Resolution 13: Approval of issue of FY22 Share Rights to Admiral Robert Natter	<ul style="list-style-type: none"> • Admiral Robert Natter and any other Director of the Company who is eligible to participate in the Performance Rights Plan • any person who is a Key Management Personnel as at the time the Resolution is voted on at the Meeting, or any of their Closely Related Parties, as a proxy
Resolution 14: Approval of issue of FY22 Share Rights to Jean Oelwang	<ul style="list-style-type: none"> • Jean Oelwang and any other person who will obtain a material benefit as a result of the issue of the Share Rights (except a benefit solely by reason of being a holder of Shares) • any person who is a Key Management Personnel as at the time the Resolution is voted on at the Meeting, or any of their Closely Related Parties, as a proxy

However, this does not apply to a vote cast in favour of a Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely as nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Company will also apply these voting exclusions to persons appointed as attorney by a Shareholder to attend and vote at the Extraordinary General Meeting under a power of attorney, as if they were appointed as a proxy.

Resolutions

All items of business involving a vote by Shareholders require Ordinary Resolutions, which means that, to be passed, the item needs the approval of a simple majority of the votes cast by Shareholders entitled to vote on the Resolution.

Explanatory Memorandum

This Explanatory Memorandum (including any annexures) forms part of the notice convening the Annual General Meeting of Novonix Limited to be held virtually at 8:00am (AEST) on 30 November 2022.

Financial Statements and Reports

As required by section 317 of the Corporations Act, the Financial Report, Directors' Report and Auditor's Report of the Company and its consolidated entities for the most recent financial year (namely the period ended 30 June 2022) will be laid before the Meeting. Shareholders will be provided with the opportunity to ask questions about the reports.

There is no requirement for a Shareholder resolution on this item. Accordingly, there will be no resolution put to the Meeting.

In addition to asking questions at the Meeting, Shareholders may address written questions to the Chairman about the management of the Company or to the Company's auditor, PwC, if the question is relevant to:

- the content of the auditor's report; or
- the conduct of the business of the annual financial report to be considered at the meeting.

Written questions from Shareholders must be submitted by no later than 5 Business Days before the Meeting to the Company at the Company's registered office.

Resolution 1: Remuneration Report

The Remuneration Report is required to be considered by Shareholders in accordance with section 250R of the Corporations Act.

The Remuneration Report for the year ended 30 June 2022:

- explains the Board's policy for determining the nature and amount of remuneration of the Company's Directors and executive officers;
- explains the relationship between the Board's remuneration policy and the Company's performance;
- sets out remuneration details for each Director and each of the Company's executives and group executives named in the Remuneration Report for the financial year ended on 30 June 2022; and
- details and explains any performance conditions applicable to the remuneration of executive Directors and other executive officers.

The Remuneration Report, contained in the Company's 2022 Annual Report, is available on the Company's website at <https://www.novonixgroup.com/>.

Shareholders will have an opportunity to ask questions and make comments about the Remuneration Report at the Meeting. Ordinary Shareholders will be asked to vote on a resolution to adopt the Remuneration Report. Under the Corporations Act, the vote on the resolution is advisory only and does not bind the Board or the Company. The Board will take the discussion at the Meeting into consideration when determining the Company's remuneration policy and appropriately respond to any concerns Shareholders may raise in relation to remuneration issues.

Directors' recommendation

The Directors abstain, in the interests of corporate governance, from making a recommendation in relation to Resolution 1.

Resolution 2: Re-Election of Director – Mr Anthony Bellas

Listing Rule 14.4 provides that a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is the longer, and that a director appointed to fill a casual vacancy must also not hold office (without re-election) past the company's next annual general meeting.

Rule 19.2(b) of the Company's Constitution provides that no Director who is not a managing director may hold office without re-election beyond the third annual general meeting at which the Director was last elected or re-elected.

Mr Anthony Bellas' was last re-elected to the Board with the approval of Shareholders at the Company's 2019 Annual General Meeting. In accordance with the Listing Rules and the Company's Constitution, Mr Anthony Bellas retires from office and offers himself for re- election

Directors' recommendation

The Directors (with the candidate abstaining) unanimously recommend that Shareholders vote in favour of Mr Anthony Bellas' re-election as a Director.

Resolution 3: Re-election of Director – Ms Jean Oelwang

Listing Rule 14.4 and rule 19.2 of the Company's Constitution provides that a Director appointed by the Board will hold office until the conclusion of the next AGM following his or her appointment.

On 1 March 2022, the Company announced that Ms Jean Oelwang had been appointed by the Board as an addition to the Board. Accordingly, Ms Jean Oelwang (being eligible) offers herself for re-election at this Meeting.

Ms. Oelwang has 18 years of experience in helping to start and lead telecommunications companies in South Africa, Colombia, Bulgaria, Singapore, Hong Kong, Australia, and the US. This included roles in marketing, customer service, sales, and as a CEO.

Over the last 17 years, she has been the CEO and President of Virgin Unite, helping lead the incubation and start-up of several global initiatives, many with a focus on sustainability, including: The Elders, The B Team, The Carbon War Room (merged with RMI), Ocean Unite, and The Caribbean Climate Smart Accelerator. Ms. Oelwang also worked with 25 Virgin businesses across 15 industries to help embed purpose in all they do and served as a Partner in the Virgin Group leading their people strategy.

She is on the Advisory Council of The Elders, is a B Team leader, is the cofounder of Plus Wonder, and the author of the book *Partnering*.

Directors' recommendation

The Directors (with the candidate abstaining) unanimously recommend that Shareholders vote in favour of Ms Jean Oelwang's re-election as a Director.

Resolution 4: Approval of Performance Rights Plan

Resolution 4 seeks Shareholder approval of the NOVONIX Limited Performance Rights Plan for the purposes of Listing Rule 7.2, exception 13.

Background to the Performance Rights Plan

The Performance Rights Plan was established in 2015 and was subsequently approved by Shareholders at the 2018 Annual General Meeting and most recently at the 2021 Annual General Meeting. The plan has been developed to assist the Company to better align the interests of its current and future Directors and executive management and senior leadership teams with the interests of its Shareholders, by linking part of their remuneration with the financial performance of the Company and therefore, drive the Company's performance.

Under the Performance Rights Plan, NOVONIX intends to grant Performance Rights to participants at no cost. Each Performance Right, once vested, will entitle the participant to acquire one Share, at no cost to the participant.

Why is Shareholder approval sought in respect of the Performance Rights Plan?

Listing Rule 7.1 restricts the number of new securities which the Company can issue in any 12 month period to 15% of the number of Shares on issue 12 months before the issue date, unless Shareholder approval has been obtained or an exception applies (**15% Limit Rule**).

Listing Rule 7.2, exception 13 provides an exception to the 15% Limit Rule (**Exception 13**). The operation of Exception 13 is two-fold. Firstly, the Company will be permitted to issue securities under the Performance Rights Plan in circumstances where that issue would otherwise cause the Company to exceed the 15% Limit Rule. Secondly, any Shares issued under the Performance Rights Plan within 12 months of a particular Reference Date will effectively be taken to increase the number of Shares on issue as at that Reference Date for the purposes of determining whether any subsequent issue of securities would comply with the 15% Limit Rule.

Exception 13 will apply to the Performance Rights Plan if, within three years before the issue date of securities under the Performance Rights Plan, Shareholders have approved the issue of securities under the Performance Rights Plan, as an exception to Listing Rule 7.1 and the 15% Limit Rule.

At the 2021 Annual General Meeting, the Performance Rights Plan was approved by Shareholders for the purposes of Exception 13 on the basis that the maximum number of equity securities proposed to be issued under the Performance Rights Plan for a three year period in reliance of Exception 13 will not exceed 10,000,000. Once this maximum number is exceeded, any issue of securities under the Performance Rights Plan will count towards the 15% Limit Rule. Since the 2021 Annual General Meeting, the Company has issued 4,625,526 Performance Rights. The Company seeks the approval of Shareholders to increase the maximum number of equity securities proposed to be issued under the Performance Rights Plan in reliance of Exception 13 to 25,000,000 Performance Rights.

The Board considers it desirable to maximise the flexibility available to the Company through exception 13 so that the Company may access capital under ASX Listing Rule 7.1 through subsequent share issues as required. If this resolution is approved by Shareholders, issues under the Performance Rights Plan (not exceeding a total of 25,000,000 securities) over the next three years will not be included in the calculation of the 15% Limit Rule. If this resolution is not approved by Shareholders, the Company may continue to rely on the Shareholder approval granted in the 2021 Annual General Meeting such that issues under the Performance Rights Plan (not exceeding a total of 10,000,000 securities) over the next two years will not be included in the calculation of the 15% Limit Rule.

The Board is empowered to operate the Performance Rights Plan and grant Performance Rights to eligible participants in accordance with the Listing Rules and on the terms set out in Annexure A of this Explanatory Memorandum.

Information required by ASX Listing Rule 7.2, Exception 13

- (a) A summary of the terms of the Performance Rights Plan is provided in Annexure A to this Explanatory Memorandum.
- (b) 4,625,526 Performance Rights have been issued under the Performance Rights Plan since it was last approved by Shareholders at the Company's 2021 AGM.
- (c) The maximum number of equity securities proposed to be issued under the Performance Rights Plan following approval of Resolution 4 in reliance of Exception 13 shall not exceed 25,000,000.

Directors' recommendation

The Directors abstain, in the interests of corporate governance, from making a recommendation in relation to Resolution 4.

Resolutions 5 and 6 – Issues of Performance Rights

Introduction

To incentivise Nick Liveris to work towards the long term growth of the Company and align his interests with the interests of Shareholders, the Company proposes, subject to Shareholder approval, to issue the following Performance Rights under the Performance Rights Plan to Nick Liveris:

Name	Number
FY22 Performance Rights	667,831 Performance Rights
FY23 Performance Rights	778,400 Performance Rights

During FY22, the Board received advice from an independent remuneration consultant and reviewed the structure of the Company's current incentive plans based on market practice and feedback received from both investors and proxy advisors. As a result of this review, the Board determined that from 1 July 2021, the payment of any long-term incentives will be structured through the issue of performance rights at the commencement of an assessment period (**Performance Rights**). Consistent with general practice for the award of long-term incentives to executives in the United States, the vesting of the LTI awards into Shares will be structured as 50% performance based and 50% time based (retention), with the dollar value of the LTI award for the relevant financial year being converted into a fixed number of Performance Rights based on the market value of Novonix Shares at the time of grant. The date of grant for the Performance Rights is to be fixed as the commencement of each financial year on 1 July.

The Performance Rights will vest and convert into Shares at the end of the assessment period, based on the satisfaction of the performance criteria set for those Performance Rights, with any unvested Performance Rights lapsing. The long-term incentives will be issued as Performance Rights under the Company's existing Performance Rights Plan, and will be issued on the terms and conditions set out in the Plan Rules for the Performance Rights Plan.

A summary of the terms of the Performance Rights Plan is set out in Annexure A.

FY22 Performance Rights

Resolution 5 seeks Shareholder approval for the grant of 667,831 Performance Rights to Nick Liveris under the Performance Rights Plan in respect of the FY22 LTI award (**FY22 Performance Rights**).

The number of FY22 Performance Rights to be issued for the relevant performance period (described below) is calculated as follows:

- FY22 component of 304,195 Performance Rights: calculated by dividing the approved FY22 LTI award of AUD \$705,733 by the closing price of the Company's shares on ASX (AUD \$2.32 per Share) as at 1 July 2021 as the issue price; *plus*
- FY21 component of 363,636 Performance Rights: calculated by dividing Nick Liveris' FY21 salary of AUD \$320,000 by the closing price of the Company's shares on ASX (AUD \$0.88 per Share) as at 1 July 2020 as the issue price.

As such, 667,831 FY22 Performance Rights will be issued to Nick Liveris.

The FY22 Performance Rights will only vest upon satisfaction of the vesting conditions (see below for further details) which are measured over the three year period from 1 July 2021 to 30 June 2024 (**FY22 Performance Period**).

Subject to the satisfaction of the vesting conditions described below and to any adjustment in accordance with the rules of the Performance Rights Plan, Nick Liveris will receive one Share for each vested FY22 Performance Right.

Vesting conditions

The number of FY22 Performance Rights which vest will depend on the extent to which the vesting conditions applicable to the FY22 Performance Rights (**Vesting Conditions**) have been satisfied for the FY22 Performance Period. The Vesting Conditions have been set so as to align the interests of key management personnel with those of Shareholders.

If any of the FY22 Performance Rights vest, Nick Liveris will be allocated the relevant number of Shares as soon as practicable following vesting (anticipated to be in August 2024).

Of the FY22 Performance Rights to be granted:

- 50% are tested against the Retention Measure; and
- 50% are tested against the Revenue Measure, as described below.

Vesting Condition 1 – Retention Measure

50% of the FY22 Performance Rights will vest if Nick Liveris remains employed by a Company group member at the end of the FY22 Performance Period.

If Nick Liveris ceases to be employed by a Company group member before the end of the FY22 Performance Period, then the Retention Measure vesting condition will not have been satisfied and 50% of the FY22 Performance Rights will lapse.

Vesting Condition 2 – Revenue Measure

50% of the FY22 Performance Rights will vest (the performance-based component) if the Company achieves certain revenue targets in respect of the 2024 Financial Year (assessed as at 30 June 2024).

The FY22 Performance Rights vest in accordance with a sliding scale once the minimum revenue performance hurdle, being 47.37% (rounded to two decimal points) of the revenue target required to vest 100% of the performance-based component of the FY22 Performance Rights, is met. On meeting the minimum performance hurdle, 50% of the performance-based component of the FY22 Performance Rights will vest.

FY23 Performance Rights

Resolution 6 seeks Shareholder approval for the grant of 778,400 Performance Rights to Nick Liveris under the Performance Rights Plan in respect of the FY23 LTI award (**FY23 Performance Rights**).

The number of FY23 Performance Rights to be issued to Nick Liveris for the relevant performance period (778,400 Performance Rights) is calculated by dividing the approved FY23 LTI award of AUD \$1,735,832 by the closing price of the Company's shares on ASX (AUD \$2.23 per Share) as at 1 July 2022 as the issue price.

The FY23 Performance Rights will only vest upon satisfaction of the vesting conditions (see below for further details) which are measured over the three-year period from 1 July 2022 to 30 June 2025 (**FY23 Performance Period**).

Subject to the satisfaction of the vesting conditions described below and to any adjustment in accordance with the rules of the Performance Rights Plan, Nick Liveris will receive one Share for each vested FY23 Performance Right.

Vesting conditions

The number of FY23 Performance Rights which vest will depend on the extent to which the vesting conditions applicable to the FY22 Performance Rights (**Vesting Conditions**) have been satisfied for the FY23 Performance Period. The Vesting Conditions have been set so as to align the interests of key management personnel with those of Shareholders.

If any of the FY23 Performance Rights vest, Nick Liveris will be allocated the relevant number of Shares as soon as practicable following vesting (anticipated to be in August 2025).

Of the FY23 Performance Rights to be granted:

- 50% are tested against the Retention Measure; and
- 50% are tested against the Revenue Measure, as described below.

Vesting Condition 1 – Retention Measure

50% of the FY23 Performance Rights will vest if Nick Liveris remains employed by a Company group member at the end of the FY23 Performance Period.

If Nick Liveris ceases to be employed by a Company group member before the end of the FY23 Performance Period, then the Retention Measure vesting condition will not have been satisfied and 50% of the FY23 Performance Rights will lapse.

Vesting Condition 2 – Revenue Measure

50% of the FY23 Performance Rights will vest (the performance-based component) if the Company achieves certain revenue targets in respect of the 2025 Financial Year (assessed as at 30 June 2025).

The FY23 Performance Rights vest in accordance with a sliding scale once the minimum revenue performance hurdle, being 41.67% (rounded to two decimal points) of the revenue target required to vest 100% of the performance-based component of the FY23 Performance Rights, is met. On meeting the minimum performance hurdle, 50% of the performance-based component of the FY23 Performance Rights will vest.

Regulatory Requirements

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party of the company unless either the giving of the financial benefit falls within one of the exceptions to the provisions; or prior shareholder approval is obtained to the giving of the financial benefit.

Related party is widely defined under the Corporations Act and includes directors of a company and the children of a director. Financial benefit is defined broadly and includes benefits from the public company's subsidiaries. It is necessary to look at the economic and commercial substance and the effect of the transaction in determining the financial benefit. The Corporations Act requires that any consideration that is given is disregarded, even if the consideration is adequate. The proposed grant of Performance Rights under the Performance Rights Plan constitutes the giving of a financial benefit, and Nick Liveris (who is the son of the director Andrew N. Liveris AO) is a related party of the Company.

The Directors consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of the Performance Rights because the grant of the Performance Rights forms part of the remuneration package of these individuals and is considered reasonable remuneration in the circumstances.

Shareholder Approval

Listing Rule 10.14 provides that a listed company must not issue or agree to issue equity securities to a related party under an employee incentive scheme unless it obtains the approval of its shareholders. The proposed issue of the Performance Rights to the above-mentioned parties under the Performance Rights Plan falls within Listing Rule 10.14.1 and therefore requires Shareholder approval under Listing Rule 10.14.

Resolutions 5 and 6 seek Shareholder approval under Listing Rule 10.14 for the issue of Performance Rights to Nick Liveris.

If Shareholder approval is given under Listing Rule 10.14, Shareholder approval is not required under Listing Rule 7.1, and the issue of the Performance Rights will not count towards the 15% Limit Rule.

If Resolutions 5 and 6 are passed, the Company will be able to validly issue the Performance Rights to Nick Liveris and without those securities being counted towards the 15% Limit Rule.

If Resolutions 5 and 6 are not passed, the Company will not be able to proceed with the issue and will seek alternative arrangements to compensate/incentivise Nick Liveris.

Resolution 5 - Information required by Listing Rule 10.15

In accordance with Listing Rule 10.15, the following information is provided in relation to Resolution 5:

- (a) The person participating in the issue is Nick Liveris (or his nominee).
- (b) Nick Liveris is the son of a Director, Mr Andrew N. Liveris AO, and therefore a related party of the Company and subject to Listing Rule 10.14.1. In the event the Performance Rights are issued to a nominee of Nick Liveris, that person will fall into the category stipulated by Listing Rule 10.14.2.
- (c) The maximum number of securities to be issued is 667,831 Performance Rights.
- (d) Nick Liveris' current total remuneration package consists of:
 - (i) Total Fixed Remuneration (**TFR**) of USD \$400,000 (comprising base salary);
 - (ii) Short Term Incentive target of 100% of TFR;
 - (iii) Long Term Incentive target of USD \$1,300,000; and
 - (iv) 3,500,000 Options currently on issue.

Further details regarding Nick Liveris' remuneration package are set out in the Remuneration Report in the Company's FY22 Annual Report.

- (e) 1,200,000 Performance Rights have previously been issued to Nick Liveris under the Performance Rights Plan. These Performance Rights were awarded to Nick Liveris for nil consideration.
- (f) A summary of the material terms of the Performance Rights and the value the Company attributes to the Performance Rights is set out above. Nick Liveris' Performance Rights have been structured as an issue of Performance Rights because Performance Rights create share price alignment between Nick Liveris and Shareholders.
- (g) The Performance Rights will be issued no later than 12 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
- (h) The Performance Rights will be issued for nil cash consideration, and therefore no funds are raised from the issue.

- (i) A summary of the material terms of the Performance Rights Plan is set out in Annexure A to this Explanatory Memorandum.
- (j) No loan has been or will be provided to Nick Liveris in relation to the issue of the Performance Rights.
- (k) Details of any securities issued to Nick Liveris under the Performance Rights Plan will be published in the Company's annual report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14. Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Performance Rights Plan after this resolution is approved and who are not named in this notice of meeting will not participate until approval is obtained under that rule.

A voting exclusion statement has been included in this Notice.

Resolution 6 - Information required by Listing Rule 10.15

In accordance with Listing Rule 10.15, the following information is provided in relation to Resolution 6:

- (a) The person participating in the issue is Nick Liveris (or his nominee).
- (b) Nick Liveris is the son of a Director, Mr Andrew N. Liveris AO, and therefore a related party of the Company and subject to Listing Rule 10.14.1. In the event the Performance Rights are issued to a nominee of Nick Liveris, that person will fall into the category stipulated by Listing Rule 10.14.2.
- (c) The maximum number of securities to be issued is 778,400 Performance Rights.
- (d) Nick Liveris' current total remuneration package consists of:
 - (i) Total Fixed Remuneration (TFR) of USD \$400,000 (comprising base salary);
 - (ii) Short Term Incentive target of 100% of TFR;
 - (iii) Long Term Incentive target of USD \$1,300,000; and
 - (iv) 3,500,000 Options currently on issue.

Further details regarding Nick Liveris' remuneration package are set out in the Remuneration Report in the Company's FY22 Annual Report.

- (e) 1,200,000 Performance Rights have previously been issued to Nick Liveris under the Performance Rights Plan. These Performance Rights were awarded to Nick Liveris for nil consideration.
- (f) A summary of the material terms of the Performance Rights and the value the Company attributes to the Performance Rights is set out above. Nick Liveris' Performance Rights have been structured as an issue of Performance Rights because Performance Rights create share price alignment between Nick Liveris and Shareholders.
- (g) The Performance Rights will be issued no later than 12 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
- (h) The Performance Rights will be issued for nil cash consideration, and therefore no funds are raised from the issue.
- (i) A summary of the material terms of the Performance Rights Plan is set out in Annexure A to this Explanatory Memorandum.
- (j) No loan has been or will be provided to Nick Liveris in relation to the issue of the Performance Rights.

- (k) Details of any securities issued to Nick Liveris under the Performance Rights Plan will be published in the Company's annual report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14. Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Performance Rights Plan after this resolution is approved and who are not named in this notice of meeting will not participate until approval is obtained under that rule.

A voting exclusion statement has been included in this Notice.

Directors' recommendation

The Directors (other than Andrew Liveris, who has a special interest in Resolutions 5 and 6) recommend that Shareholders approve Resolutions 5 and 6.

Resolutions 7 to 14 – Issues of Share Rights

Introduction

As a result of the Company's increased focus and expansion on operations in the United States, in FY21 the Company undertook an independent assessment of its remuneration framework for Non-Executive Directors. The assessment concluded that, consistent with Non-Executive Director remuneration and governance practices based on peer group companies in the United States, moving forward Non- Executive Director remuneration should include the grant of annual equity awards using a value-based approach. The Board has decided to adopt this recommendation by issuing share rights to Non-Executive Directors of the Company for each financial year with a fixed US dollar value (**Share Rights**), subject to approval of Shareholders at each annual general meeting of the Company.

Ms Zhanna Golodryga is not permitted to receive remuneration, including any equity incentives (such as the Share Rights) in her personal capacity under the terms of her employment with Phillips 66 and terms of engagement with the Company. Accordingly, subject to shareholder approval, the Company proposes to issue the Share Rights that she would have received to Phillips 66 instead.

For FY23, the Company proposes, subject to Shareholder approval, to issue the following Share Rights to the Non-Executive Directors of the Company (**FY23 Share Rights**):

Name	Number
Andrew N. Liveris AO	69,995 Share Rights
Robert Cooper	69,995 Share Rights
Anthony Bellas	69,995 Share Rights
Phillips 66	69,995 Share Rights
Jean Oelwang	69,995 Share Rights
Admiral Robert Natter	69,995 Share Rights

FY22 Share Rights

In addition, Jean Oelwang, as newly appointed Non-Executive Director of the Company, will receive 9,170 Share Rights, while Admiral Robert Natter will receive 7,263 Share Rights in respect of FY22 (**FY22 Share Rights**). This is to reflect the fact that each of Jean Oelwang and Admiral Robert Natter were appointed as Non-Executive Directors of the Company during the FY22 Financial Year and were therefore entitled to a pro-rata allocation of Share Rights for the FY22 Financial Year.

The number of FY22 Share Rights to be issued to Jean Oelwang and Admiral Robert Natter comprises a pro-rata amount of the USD \$110,000 value of the Share Rights for FY22, based on the date of their respective appointment as a Non-Executive Director as a proportion of the FY22 Financial Year.

The number of FY22 Share Rights to be issued to Jean Oelwang and Admiral Robert Natter has been calculated by dividing the value of the Share Rights, as noted above, by the closing share price of the Company's Shares on ASX and the US/AUD spot rate as at 30 November 2021 (in the case of Admiral Robert Natter) and 1 March 2022 (in the case of Jean Oelwang), being the trading day immediately prior to the date that they were respectively appointed to the Board.

The issue of the FY22 Share Rights are to be approved by Shareholders under Resolutions 7 to 14.

Value of FY23 Share Rights

The FY23 Share Rights to be issued to each Non-Executive Director each have a fixed value of USD

\$110,000. The number of FY23 Share Rights to be issued has been calculated by dividing the value of the Share Rights (USD 110,000) by the closing share price of the Company's Shares on ASX on 30 June 2022 (\$2.28 per Share) and the US/AUD spot rate as at 30 June 2022.

The FY22 Share Rights will automatically vest on issue. The FY23 Share Rights will automatically vest on 30 June 2023 (**Vesting Date**), provided that the relevant Non-Executive Director holds office as a Director at the Vesting Date. Upon vesting, all Share Rights entitle the holder of the Share Rights, by written notice to the Company, to subscribe for Shares on the basis of one Share for each Share Right, for nil cash consideration. Share Rights that are not exercised before 30 June 2023 will automatically lapse.

If a Non-Executive Director ceases to hold office as a Director prior to the Vesting Date, that person's Share Rights will lapse, and they will be entitled to a pro-rata amount of Shares representing the proportion of the relevant financial year that such person was appointed as a Non-Executive Director. For example, if a Non-Executive Director who is issued FY23 Share Rights ceases to hold office on 31 December, then that Non-Executive Director's Share Rights will lapse and that Non-Executive Director will be entitled to 33,000 Shares for nil consideration (rather than the 66,000 Shares they would have been entitled to had they remained as a Director as at the Vesting Date).

There are otherwise no performance or vesting conditions attached to the Share Rights.

Share Rights – Other terms

There are no participation rights or entitlements inherent in the Share Rights and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Share Rights.

If the Company makes a bonus issue of Shares to Shareholders, the number of Shares which must be issued on the exercise of a Share Right will be increased by the number of Shares which the holder would have received if the holder had exercised the Share Right before the record date for the bonus issue. If the Company makes a rights issue of Shares pro rata to existing Shareholders, there will be no adjustments to these terms and conditions.

If there is any reconstruction of the issued share capital of the Company, the rights of the holders may be varied to comply with the Listing Rules which apply to the reconstruction at the time of the reconstruction.

The Share Rights are not transferable, assignable or able to be otherwise disposed of or encumbered.

Regulatory Requirements

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party of the company unless either the giving of the financial benefit falls within one of the exceptions to the provisions; or prior shareholder approval is obtained to the giving of the financial benefit.

Related party is widely defined under the Corporations Act, and includes directors of a company and the children of a director. Financial benefit is defined broadly and includes benefits from the public company's subsidiaries. It is necessary to look at the economic and commercial substance and the effect of the transaction in determining the financial benefit. The Corporations Act requires that any consideration that is given is disregarded, even if the consideration is adequate. The proposed grant of Share Rights constitutes the giving of a financial benefit to each of the Non-Executive Directors as they are related parties of the Company.

The Directors consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of the Share Rights because the grant of the Share Rights forms part of their remuneration package and is considered reasonable remuneration in the circumstances.

Shareholder Approval

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to a related party unless it obtains the approval of its shareholders. The proposed issue of the Share Rights to the above-mentioned parties falls within Listing Rule 10.11.1 and none of the exceptions under Listing Rule 10.12 applies, therefore requiring Shareholder approval under Listing Rule 10.11.

Resolutions 7 to 14 seek Shareholder approval under Listing Rule 10.11 for the issue of Share Rights to the above-mentioned related parties.

If Shareholder approval is given under Listing Rule 10.11, Shareholder approval is not required under Listing Rule 7.1, and the issue of the Share Rights will not count towards the 15% Limit Rule.

If Resolutions 7 to 14 are passed, the Company will be able to validly issue the Share Rights to the above mentioned parties and without those securities being counted towards the 15% Limit Rule.

If Resolutions 7 to 14 are not passed, the Company will not be able to proceed with the issue, and will seek alternative arrangements to compensate/incentivise those related parties.

Resolution 7 - Information required by Listing Rule 10.13

In accordance with Listing Rule 10.13, the following information is provided in relation to Resolution 7:

- (a) The person participating in the issue is Andrew N. Liveris AO (or his nominee).
- (b) Andrew N. Liveris AO is a director, and therefore a related party of the Company and subject to Listing Rule 10.11.1. In the event the Share Rights are issued to a nominee of Andrew N. Liveris AO, that person will fall into the category stipulated by Listing Rule 10.14.2
- (c) The maximum number of securities to be issued is 69,995 Share Rights.

- (d) The securities to be issued are Share Rights, the material terms of which are summarised above; securities issued upon the exercise of the Share Rights are fully paid ordinary shares in the capital of the Company, ranking equally with existing Shares on issue.
- (e) The Share Rights will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that the issue will occur on the same date.
- (f) The Share Rights will be issued for nil cash consideration, and therefore no funds are raised from the issue.
- (g) The issue is intended to remunerate Andrew N. Liveris AO. Details of Andrew N. Liveris AO's current total remuneration package for his role as Non-Executive Director consists of:
 - (i) Director's fees of USD \$160,000 (comprising USD \$50,000 in cash with the balance granted as Share Rights); and
 - (ii) 9,000,000 Options currently on issue.
- (h) Other than those set out in in this Explanatory Memorandum, there are no other material terms in relation to the issue.

A voting exclusion statement has been included in this Notice.

Resolution 8 - Information required by Listing Rule 10.13

In accordance with Listing Rule 10.13, the following information is provided in relation to Resolution 8:

- (a) The person participating in the issue is Robert Cooper (or his nominee).
- (b) Robert Cooper is a director, and therefore a related party of the Company and subject to Listing Rule 10.11.1. In the event the Share Rights are issued to a nominee of Robert Cooper, that person will fall into the category stipulated by Listing Rule 10.14.2
- (c) The maximum number of securities to be issued is 69,995 Share Rights.
- (d) The securities to be issued are Share Rights, the material terms of which are summarised above; securities issued upon the exercise of the Share Rights are fully paid ordinary shares in the capital of the Company, ranking equally with existing Shares on issue.
- (e) The Share Rights will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that the issue will occur on the same date.
- (f) The securities will be issued for nil cash consideration, and therefore no funds are raised from the issue.
- (g) The issue is intended to remunerate Robert Cooper. Details of Robert Cooper's current total remuneration package for his role as Non-Executive Director consists of:
 - (i) Director's fees of USD \$185,000 (comprising \$75,000 in cash with the balance granted as Share Rights);
 - (ii) 200,000 Options currently on issue.
- (h) Other than those set out in in this Explanatory Memorandum, there are no other material terms in relation to the issue.

A voting exclusion statement has been included in this Notice.

Resolution 9 - Information required by Listing Rule 10.13

In accordance with Listing Rule 10.13, the following information is provided in relation to Resolution 9:

- (a) The person participating in the issue is Anthony Bellas (or his nominee).
- (b) Anthony Bellas is a Director, and therefore a related party of the Company and subject to Listing Rule 10.11.1. In the event the Share Rights are issued to a nominee of Anthony Bellas, that person will fall into the category stipulated by Listing Rule 10.14.2
- (c) The maximum number of securities to be issued is 69,995 Share Rights.
- (d) The securities to be issued are Share Rights, the material terms of which are summarised above; securities issued upon the exercise of the Share Rights are fully paid ordinary shares in the capital of the Company, ranking equally with existing Shares on issue.
- (e) The Share Rights will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that the issue will occur on the same date.
- (f) The Share Rights will be issued for nil cash consideration, and therefore no funds are raised from the issue.
- (g) The issue is intended to remunerate Anthony Bellas. Details of Anthony Bellas' current total remuneration package for his role as Non-Executive Director consists of Director's fees of USD \$207,500 (comprising USD \$97,500 in cash with the balance granted as Share Rights).
- (h) Other than those set out in in this Explanatory Memorandum; there are no other material terms in relation to the issue.

A voting exclusion statement has been included in this Notice.

Resolution 10 - Information required by Listing Rule 10.13

In accordance with Listing Rule 10.13, the following information is provided in relation to Resolution 10:

- (a) The person participating in the issue is Admiral Robert Natter (or his nominee).
- (b) Admiral Robert Natter is a director, and therefore a related party of the Company and subject to Listing Rule 10.11.1. In the event the Share Rights are issued to a nominee of Admiral Robert Natter, that person will fall into the category stipulated by Listing Rule 10.14.2.
- (c) The maximum number of securities to be issued is 69,995 Share Rights.
- (d) The securities to be issued are Share Rights, the material terms of which are summarised above; securities issued upon the exercise of the Share Rights are fully paid ordinary shares in the capital of the Company, ranking equally with existing Shares on issue.
- (e) The Share Rights will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that the issue will occur on the same date.
- (f) The Share Rights will be issued for nil cash consideration, and therefore no funds are raised from the issue.
- (g) The issue is intended to remunerate Admiral Robert Natter. Details of Admiral Robert Natter's current total remuneration package for his role as a Non-Executive Director consists of:

- (i) Director's fees of USD \$216,000 (comprising USD \$106,000 in cash with the balance granted as Share Rights);
 - (ii) 1,500,000 Options currently on issue.
- (h) Other than those set out in in this Explanatory Memorandum, there are no other material terms in relation to the issue.

A voting exclusion statement has been included in this Notice.

Resolution 11 - Information required by Listing Rule 10.13

In accordance with Listing Rule 10.13, the following information is provided in relation to Resolution 11:

- (a) The person participating in the issue is Phillips 66 Company.
- (b) Phillips 66 Company is a substantial (10%) holder in the Company and has nominated a director to the board of the Company, and therefore a related party of the Company and subject to Listing Rule 10.11.3.
- (c) The maximum number of securities to be issued is 69,995 Share Rights.
- (d) The securities to be issued are Share Rights, the material terms of which are summarised above; securities issued upon the exercise of the Share Rights are fully paid ordinary shares in the capital of the Company, ranking equally with existing Shares on issue.
- (e) The Share Rights will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that the issue will occur on the same date.
- (f) The Share Rights will be issued for nil cash consideration, and therefore no funds are raised from the issue.
- (g) The issue is to provide Phillips 66 with equity in the Company in lieu of providing remuneration to Ms Zhanna Golodryga in her capacity as a Director of the Company.
- (h) Other than those set out in in this Explanatory Memorandum, there are no other material terms in relation to the issue.

A voting exclusion statement has been included in this Notice.

Resolution 12 - Information required by Listing Rule 10.13

In accordance with Listing Rule 10.13, the following information is provided in relation to Resolution 12:

- (a) The person participating in the issue is Jean Oelwang (or her nominee).
- (b) Jean Oelwang is a director, and therefore a related party of the Company and subject to Listing Rule 10.11.1. In the event the Share Rights are issued to a nominee of Jean Oelwang, that person will fall into the category stipulated by Listing Rule 10.14.2.
- (c) The maximum number of securities to be issued is 69,995 Share Rights.
- (d) The securities to be issued are Share Rights, the material terms of which are summarised above; securities issued upon the exercise of the Share Rights are fully paid ordinary shares in the capital of the Company, ranking equally with existing Shares on issue.
- (e) The Share Rights will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that the issue will occur on the same date.

- (f) The Share Rights will be issued for nil cash consideration, and therefore no funds are raised from the issue.
- (g) The issue is intended to remunerate Jean Oelwang. Details of Jean Oelwang's current total remuneration package for her role as a Non-Executive Director consists of Director's fees of USD \$167,500 (comprising USD \$57,500 in cash with the balance granted as Share Rights).
- (h) Other than those set out in in this Explanatory Memorandum, there are no other material terms in relation to the issue.

A voting exclusion statement has been included in this Notice.

Resolution 13 - Information required by Listing Rule 10.13

In accordance with Listing Rule 10.13, the following information is provided in relation to Resolution 13:

- (a) The person participating in the issue is Admiral Robert Natter (or his nominee).
- (b) Admiral Robert Natter is a director, and therefore a related party of the Company and subject to Listing Rule 10.11.1. In the event the Share Rights are issued to a nominee of Admiral Robert Natter, that person will fall into the category stipulated by Listing Rule 10.14.2.
- (c) The maximum number of securities to be issued is 7,263 Share Rights.
- (d) The securities to be issued are Share Rights, the material terms of which are summarised above; securities issued upon the exercise of the Share Rights are fully paid ordinary shares in the capital of the Company, ranking equally with existing Shares on issue.
- (e) The Share Rights will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that the issue will occur on the same date.
- (f) The Share Rights will be issued for nil cash consideration, and therefore no funds are raised from the issue.
- (g) The issue is intended to remunerate Admiral Robert Natter. Details of Admiral Robert Natter's current total remuneration package for his role as a Non-Executive Director consists of:
 - (i) Director's fees of USD \$216,000 (comprising USD \$106,000 in cash with the balance granted as Share Rights);
 - (ii) 1,500,000 Options currently on issue.
- (h) Other than those set out in in this Explanatory Memorandum, there are no other material terms in relation to the issue.

A voting exclusion statement has been included in this Notice.

Resolution 14 - Information required by Listing Rule 10.13

In accordance with Listing Rule 10.13, the following information is provided in relation to Resolution 14:

- (a) The person participating in the issue is Jean Oelwang (or her nominee).
- (b) Jean Oelwang is a director, and therefore a related party of the Company and subject to Listing Rule 10.11.1. In the event the Share Rights are issued to a nominee of Jean Oelwang, that person will fall into the category stipulated by Listing Rule 10.14.2.
- (c) The maximum number of securities to be issued is 9,170 Share Rights.

- (d) The securities to be issued are Share Rights, the material terms of which are summarised above; securities issued upon the exercise of the Share Rights are fully paid ordinary shares in the capital of the Company, ranking equally with existing Shares on issue.
- (e) The Share Rights will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that the issue will occur on the same date.
- (f) The Share Rights will be issued for nil cash consideration, and therefore no funds are raised from the issue.
- (g) The issue is intended to remunerate Jean Oelwang. Details of Jean Oelwang's current total remuneration package for her role as a Non-Executive Director consists of Director's fees of USD \$167,500 (comprising USD \$57,500 in cash with the balance granted as Share Rights);
- (h) Other than those set out in in this Explanatory Memorandum, there are no other material terms in relation to the issue.

A voting exclusion statement has been included in this Notice.

Directors' recommendation:

The Directors (other than Andrew N. Liveris AO, who has a special interest in Resolution 7) recommend that Shareholders approve Resolution 7.

The Directors (other than Mr Robert Cooper, who has a special interest in Resolution 8) recommend that Shareholders approve Resolution 8.

The Directors (other than Anthony Bellas, who has a special interest in Resolution 9) recommend that Shareholders approve Resolution 9.

The Directors (other than Admiral Robert Natter, who has a special interest in Resolution 10) recommend that Shareholders approve Resolution 10.

The Directors (other than Zhanna Golodryga, who has a special interest in Resolution 11) recommend that Shareholders approve Resolution 11.

The Directors (other than Jean Oelwang, who has a special interest in Resolution 12) recommend that Shareholders approve Resolution 12.

The Directors (other than Admiral Robert Natter, who has a special interest in Resolution 13) recommend that Shareholders approve Resolution 13.

The Directors (other than Jean Oelwang, who has a special interest in Resolution 14) recommend that Shareholders approve Resolution 14.

Glossary

The following terms used in the Notice and Explanatory Memorandum are defined as follows:

15% Limit Rule has the meaning given to that term in the Explanatory Memorandum.

ASX means the ASX Limited or the securities exchange operated by it (as the case requires).

Board means the board of Directors of the Company from time to time.

Chairman means the person appointed Chairman of the Meeting.

Closely Related Party of a member of the Key Management Personnel means a spouse or child of the member; or a child of the member's spouse; or a dependent of the member or the member's spouse; or anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity or a company the member controls; or a person prescribed by the Corporations Regulations 2001 (Cth).

Company means Novonix Limited ACN 157 690 830.

Constitution means the constitution of the Company as amended from time to time.

Corporations Act means the *Corporations Act 2001* (Cth) as amended from time to time.

Directors means the directors of the Company from time to time.

Explanatory Memorandum means the explanatory memorandum accompanying this Notice.

Key Management Personnel has the same meaning given in the Listing Rules.

Listing Rules means the official listing rules of the ASX as amended from time to time.

Meeting means the Annual General Meeting of Shareholders to be held on 18 November 2022 as convened by the accompanying Notice.

Notice means the notice of meeting giving notice to Shareholders of the Meeting, accompanying this Explanatory Memorandum.

Option means an option to be issued a Share, issued under the Option Plan.

Option Plan means the Company's Executive Option Plan.

Ordinary Resolution means a resolution passed by more than 50% of the votes cast by those entitled to vote on the resolution.

Performance Right means a performance right issued under the Performance Rights Plan.

Performance Rights Plan means the Company's Performance Rights Plan.

Proxy Form means the proxy form accompanying the Notice.

Shareholder means a holder of Shares.

Share means a fully paid ordinary share in the Company.

Share Right has the meaning given to that term in the Explanatory Memorandum.

Vesting Date has the meaning given to that term in the Explanatory Memorandum.

Annexure A

Summary of the terms of the Performance Rights Plan

Term	Summary of term
Administration and terms of grant	A grant of Performance Rights under the Performance Rights Plan is subject to the rules of the Performance Rights Plan and if relevant, the terms of the specific grant. The Board has a wide discretion to determine any vesting conditions, and the terms of, Performance Rights granted under the Performance Rights Plan.
Eligibility to participate	The Performance Rights Plan will be open to eligible participants (including Directors, employees and consultants) of the Company or any of its subsidiaries who the Board designates as being eligible.
Grant of Performance Rights	Performance Rights will be offered to eligible participants for no consideration under the Performance Rights Plan. The offer must be in writing, dated and specify, amongst other things, the number of Performance Rights for which the participants may accept and the date for acceptance, the date on which the Performance Rights vest and any conditions to be satisfied before vesting, and any other terms attaching to the rights.
Permitted Nominee	A participant that receives an offer for the grant of Performance Rights may nominate a body corporate Controlled by that participant, or any other entity to hold the rights on their behalf and the Board has discretion whether or not to accept such a nomination.
Vesting of Performance Rights	The Performances Rights vest upon satisfaction of any vesting conditions and any other conditions contained in the offer, provided any acquisition of Shares does not breach Corporations Act or the Listing Rules, if applicable. Each vested Performance Right entitles the holder to be issued one Share after the vesting date.
Cash settlement	The Board may, in its discretion, substitute the issue of Shares on vesting of Performance Rights by making a cash payment in an amount equivalent in value to the number of Shares to which the holder would otherwise be entitled on vesting of the Performance Rights multiplied by the market value of the Share on the date the Performance Rights vested.
Lapse	Unless the Board determines otherwise, unvested Performance Rights shall lapse immediately upon lawful termination or resignation of employment or consultancy arrangement, or if the rights are held by a permitted nominee and the grantee of the rights loses 'control' of that nominee, those rights will lapse immediately.
Rights of participants	Performance Rights issued under the Performance Rights Plan do not entitle the holder to notice of, or to vote at, or attend shareholders' meetings, or to receive any dividends declared by the Company. Should the Company undergo a reorganisation or reconstruction of capital or any other such change, the number of Shares over which a Right exists will be adjusted (as appropriate) to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital.
Quotation	Performance rights will not be quoted on the ASX. the Company will apply for official quotation of any Shares issued under the Performance Rights Plan in accordance with the Listing Rules and having regard to any disposal restrictions.
Assignment	Performance rights are not transferable or assignable without the prior written consent of the Board.

Term	Summary of term
Termination or amendment	The Performance Rights Plan may be terminated or suspended at any time by the Board. To the extent permitted by the Corporations Act and the Listing Rules, the Board retains the discretion to vary the terms and conditions of the Performance Rights Plan except where the amendment would have the effect of materially adversely affecting or prejudicing the rights of any participant holding Performance Rights.
Change of control	In the event of a change of control event, the Board has discretion to determine whether unvested Performance Rights (or a pro-rata proportion of such rights) will automatically vest. If the Board determines that the rights will not vest, the rights will lapse or the Board may arrange for rights in the bidder to be granted to the holders on terms decided by the Board. If the Board determines that unvested rights will vest, the Board may issue shares to the holders of such rights, or arrange for shares or rights to be issued to holders of Performance Rights by the bidder, or any combination of the foregoing.

LODGE YOUR VOTE

 ONLINE https://investorcentre.linkgroup.com
 BY MAIL NOVONIX Limited C/- Link Market Services Limited Locked Bag A14 Sydney South NSW 1235 Australia
 BY FAX +61 2 9287 0309
 BY HAND Link Market Services Limited Parramatta Square, Level 22, Tower 6, 10 Darcy Street, Parramatta NSW 2150
 ALL ENQUIRIES TO Telephone: 1300 554 474 Overseas: +61 1300 554 474

LODGE A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given above by 9:00am (AEST) on Monday, 24 October 2022, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:

 ONLINE https://investorcentre.linkgroup.com Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).
--

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM**YOUR NAME AND ADDRESS**

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2007) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at registrars@linkmarketservices.com.au prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

NAME SURNAME
ADDRESS LINE 1
ADDRESS LINE 2
ADDRESS LINE 3
ADDRESS LINE 4
ADDRESS LINE 5
ADDRESS LINE 6



X9999999999

PROXY FORM

I/We being a member(s) of NOVONIX Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are NOT appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy

Name

Email

STEP 1

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at 9:00am (AEST) on Wednesday, 26 October 2022 (the Meeting) and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a hybrid event. You can participate by attending in person at the offices of Allens, Level 26, 480 Queen Street, Brisbane or logging in online at <https://meetings.linkgroup.com/NVX22> (refer to details in the Virtual Meeting Online Guide).

Important for Resolutions 1, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13 and 14: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 1, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13 and 14, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an .

STEP 2

Resolutions	For			Against			Abstain*		
	For	Against	Abstain*	For	Against	Abstain*	For	Against	Abstain*
1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Director – Mr Anthony Bellas	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Director – Ms Jean Oelwang	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval of Performance Rights Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Issue of FY22 Performance Rights to Mr Nick Liversis	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Issue of FY23 Performance Rights to Mr Nick Liversis	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Issue of FY23 Share Rights to Mr Andrew N. Liversis AO	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Issue of FY23 Share Rights to Mr Robert Cooper	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 Issue of FY23 Share Rights to Mr Anthony Bellas	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10 Issue of FY23 Share Rights to Admiral Robert Natter	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11 Issue of FY23 Share Rights to Phillips 66 Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12 Issue of FY23 Share Rights to Ms Jean Oelwang	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13 Issue of FY22 Share Rights to Admiral Robert Natter	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14 Issue of FY22 Share Rights to Ms Jean Oelwang	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted in computing the required majority on a poll.

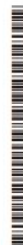
SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual) _____ Joint Shareholder 2 (Individual) _____ Joint Shareholder 3 (Individual) _____
Sole Director and Sole Company Secretary _____ Director/Company Secretary (Delete one) _____ Director _____

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2007 (Cth).

STEP 3

NVX PRX2201N





ASX ANNOUNCEMENT
(ASX: NVX)

26 October 2022

Chairman's Address to AGM

I am honored to be here today for my first AGM as Chairman of Novonix.

I want to especially thank Mr Anthony Bellas for his service as our founding Chairman and his stellar leadership in shepherding Novonix from a start-up Queensland company to an ASX listed 200 company, to an American listed Nasdaq company, to where we are today.

Our meteoric growth in so few years is a testament to Tony's leadership, and sometimes patience, in an important new and exciting energy industry...and of course we are continuing to depend on Mr Bellas as our Deputy Chair because of our continuing presence in Australia and our responsibilities to our Shareholders here as well as those in North America and beyond. Not to mention the time zone challenges associated with operating in two geographically distant markets.

A major reason I was asked to become Chairman is because of our recent listing in the US and because all our employees and operations are in North America. As well, our target market is North America where demand for battery materials continues to grow much faster than any domestic supply. The need for US-based supply of these key battery materials has been further underpinned by recent United States legislation incentivizing local content.

In this context, just last week, the Company announced that it had been successful in its application for a US Government grant of US\$150 million. At the current exchange rate, that equates to around A\$240 million. These funds will be applied to our planned expansion of anode material production capacity at a new site in the US.

Notwithstanding the progress the company has been making, our share price has gyrated along with the rest of the market. The technology sector, and battery technology specifically, has seen even greater volatility and, as a battery technology start-up, we have been part of that and probably felt it to greater degree than many in our sector.

As a Board and management team, we cannot control the share price. What we can control are the decisions we take to ensure we have a sound strategy and that management is executing that strategy to deliver on our long term goals. If we continue to deliver against our key operating milestones, the share price will respond appropriately.

Turning to our Board, I am pleased to announce the Board's decision in our meeting earlier today to welcome two new directors effective tomorrow, 27 October, Mr Dan Akerson and Mr Ron Edmonds. They will stand for shareholder election at our next AGM in 2023.

Mr. Akerson has served as an executive and director for multiple Fortune 100 companies, including as the former Chairman and Chief Executive Officer of General Motors from 2010 to 2014.

NOVONIX Limited (ASX: NVX)

ACN 157 690 830
Level 38, 71 Eagle Street
Brisbane QLD 4000
AUSTRALIA

Mr. Edmonds is a highly accomplished finance executive, currently serving as Chief Accounting Officer at Dow, a \$55 billion global materials science company.

These new directors will join an already stellar and more diverse Board than what we were only a year ago.

Speaking of growth, the Board has refined and updated its governance and oversight of the Company's strategy, operations, fiscal controls, and remuneration processes. In the area of remuneration, because of our management and employee base in a very competitive North American market, we contracted AON, a leading compensation consultant to assist us. AON guided our Remuneration Committee in establishing a better compensation structure appropriate for our company in size and stage of growth so we can attract and retain top quality management leadership and employees, as well as Directors. Our structure is now competitive with comparable U.S. companies in our related fields allowing us to continue to hire the high skill positions we need to deliver on our operational milestones.

In closing, I would like to thank the rest of the board and our staff for their superb efforts over the past year and for their continuing efforts.

Finally, I would like to thank our shareholders for their faith in, and ongoing support for, our Company. I will now hand over to Chris Burns for his presentation.

This announcement was authorised by the Chairman, Admiral Robert Natter.

About NOVONIX

NOVONIX is a leading battery technology company with operations in Canada and the United States. NOVONIX provides advanced high-performance materials, equipment, and services for the global lithium-ion battery industry with sales in 14 countries. We develop materials and technologies to support longer-life and lower-cost batteries that fuel a cleaner energy future.

Our NOVONIX Battery Technology Solutions division, based in Halifax, Nova Scotia, Canada, focuses on innovative battery research and development, along with providing advanced battery testing equipment and services on a global scale.

Our NOVONIX Anode Materials division, located in Chattanooga, Tennessee, USA, manufactures our synthetic graphite anode materials used to make lithium-ion batteries which power electric vehicles, personal electronics, medical devices, and energy storage units. To address growing industry demand, we are working to increase production capacity to 10,000 metric tons of synthetic graphite per annum (tpa) by 2023, with further targets of 40,000 tpa by 2025, and 150,000 tpa by 2030.

To learn more about NOVONIX visit us on [LinkedIn](#), [Twitter](#), or www.novonixgroup.com

For NOVONIX Limited

Stefan Norbom, ir@novonixgroup.com (investors)

Chantal Theoret, media@novonixgroup.com (media)

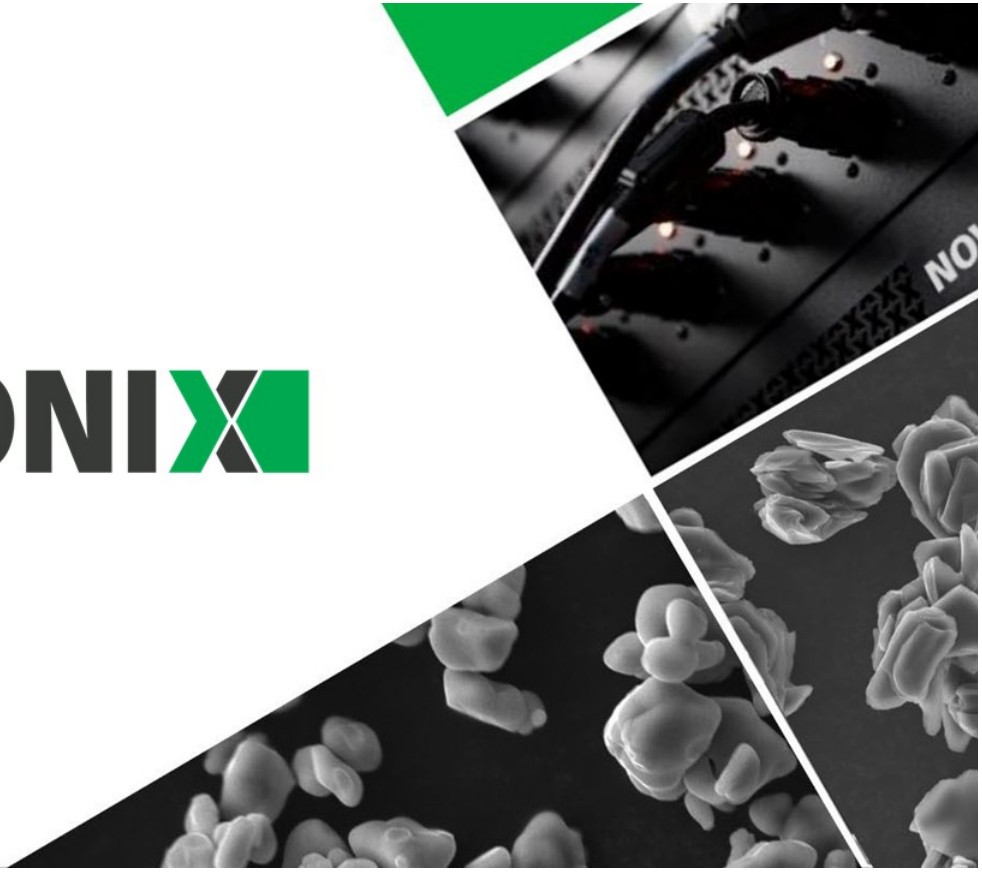
NOVONIX Limited (ASX: NVX)

ACN 157 690 830
Level 38, 71 Eagle Street
Brisbane QLD 4000
AUSTRALIA



NOVONIX

▶ 2022 AGM



Important Notice and Disclaimers

The information contained in this presentation (the "Presentation") has been prepared by NOVONIX Limited (ACN 157 690 830) ("the Company" or "NOVONIX") solely for information purposes and the Company is solely responsible for the contents of this Presentation. It is intended to be a summary of certain information relating to the Company as at the date of the Presentation and does not purport to be a complete description of NOVONIX or contain all the information necessary to make an investment decision. Accordingly, this Presentation is not intended to, and should not, form the basis for any investment, divestment or other financial decision with respect to the Company. Any reproduction or distribution of the Presentation, in whole or in part, or the disclosure of its contents, without prior consent of the Company, is prohibited.

Not an Offer

This Presentation does not constitute, nor does it form part of an offer to sell or purchase, or the solicitation of an offer to sell or purchase, any securities of the Company. This Presentation may not be used in connection with any offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not permitted by law or in which the person making the offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make such offer or solicitation. Any offering of securities will be made only by means of a registration statement (including a prospectus) filed with the U.S. Securities and Exchange Commission (the "SEC"), after such registration statement becomes effective, or pursuant to an exemption from, or in a transaction not subject to, the registration requirements under the U.S. Securities Act of 1933, as amended. No such registration statement has become effective, as of the date of this Presentation.

Forward-Looking Statements

This Presentation contains forward-looking statements about the Company and the industry in which it operates. 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. The Company has based such statements on its current expectations and projections about future events and trends that it believes may affect its 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 the actual results, performance or achievements of the Company and/or its subsidiaries to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information. Such factors include, among others, regulatory developments in the United States, Australia and other jurisdictions, the continuation of the Company's partnership with the Research Group of Dr. Mark Obrovac at Dalhousie University for the development of the Company's technology, the Company's ability to scale-up production of its anode or cathode materials and the Company's ability to attract and retain key management and technology personnel. Forward-looking statements are not guarantees of future performance or outcomes and that actual performance and outcomes may differ materially from those made in or suggested by the forward-looking statements contained in this Presentation. Accordingly, recipients of this Presentation should not place undue reliance on forward looking statements. The Company disclaims any obligation to update any forward-looking statements made in this Presentation to reflect events or circumstances after its date or to reflect new information or the occurrence of unanticipated events, except as required by law.

Industry and Market Data

This Presentation contains estimates and information concerning our industry and our business, including estimated market size and projected growth rates of the markets for our products. Unless otherwise expressly stated, we obtained this industry, business, market, and other information from reports, research surveys, studies and similar data prepared by third parties, industry, and general publications, government data and similar sources. This Presentation also includes certain information and data that is derived from internal research. While we believe that our internal research is reliable, such research has not been verified by any third party.

Estimates and information concerning our industry and our business involve a number of assumptions and limitations. Although we are responsible for all of the disclosure contained in this Presentation and we believe the third-party market position, market opportunity and market size data included in this Presentation are reliable, we have not independently verified the accuracy or completeness of this third-party data. Information that is based on projections, assumptions and estimates of our future performance and the future performance of the industry in which we operate is necessarily subject to a high degree of uncertainty and risk due to a variety of factors, which could cause results to differ materially from those expressed in these publications and reports.

Trademarks, Service Marks and Trade Names

Throughout this Presentation, there are references to various trademarks, service marks and trade names that are used in the Company's business. "NOVONIX," the NOVONIX logo and other trademarks or service marks of NOVONIX appearing in this Presentation are the property of NOVONIX or its subsidiaries. Solely for convenience, the trademarks, service marks and trade names referred to in this Presentation are listed without the ® or ™ symbol, as applicable, but such references should not be construed as any indicator that their respective owners will not assert, to the fullest extent under applicable law, their right thereto. All other trademarks, trade names and service marks appearing in this Presentation are the property of their respective owners.



ASX: NVX Nasdaq: NVX OTCQX: NVNXF

TOC

- NOVONIX Year in Review
- Commercial Progress
- Government Tailwinds
- NOVONIX Anode Materials (NAM)
- Battery Technology Solutions (BTS)

NOVONIX Investment Highlights



Our proprietary process technology and capabilities across the value chain drive innovation and commercial opportunities



We develop and supply industry leading battery testing equipment



We are the largest and fastest growing US based supplier of battery grade synthetic graphite with a GWh-scale contract with KORE Power



Our offerings are directly compatible with today's installed and planned battery manufacturing technology



Demand for our technologies underpinned by exponential growth in EV sales and energy storage demand over the next decade and beyond



We have a clear path to profitability with global tier 1 customer base



Our leadership team is highly credentialed, continuing to successfully execute growth agenda

NOVONIX Notable Milestones



NOVONIX Continues to Progress from 'Win' to 'Win' in its Commercialization Plan



2017: BTS enabling NAM to accelerate sampling of anode product



2019: Foundational Agreements and Strategic Relationships



Jan 2022: Largest US based battery grade synthetic graphite contract signed with KORE Power



Oct 2022: \$150 Million in DOE grand funding awarded to NOVONIX to expand its domestic production of high-performance, synthetic graphite anode materials



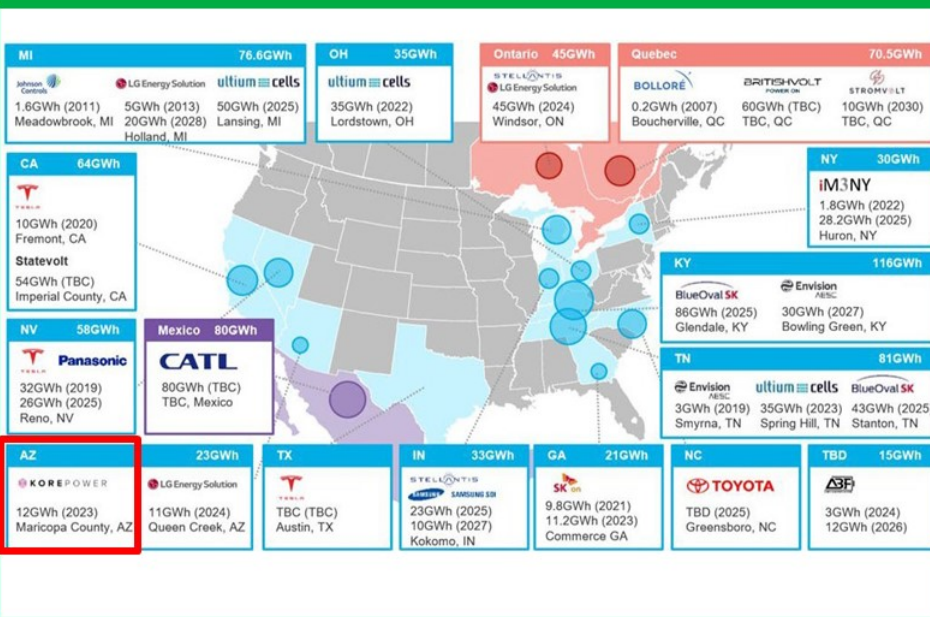
Tier-1 Contracts to Support 30,000+ tonnes Greenfield Facilities



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Battery Manufacturers and Auto OEMs Have Announced New Gigafactories to Support North American EV and ESS Growth

North American Battery Initiatives



Source: Bloomberg BNEF October 2022

Key Observations

- Over 800 GWh across 55 manufacturing plants planned in North America
 - Announcements for new plants with clusters in the Midwest, Southeast and Ontario
 - The US Inflation Reduction Act will likely lead to more announcements.
 - Current capacity ~50 GWh
- KORE announced on 29 July 2021 the intention to build KOREplex, a one million square foot manufacturing that will support up to 12 GWh of battery cell production in Buckeye, AZ
 - NOVONIX will be the exclusive supplier of graphite anode material to KOREplex which when in full production will be close to 12,000 tonnes per year of material

U.S. Legislation is Providing Direct Support to NOVONIX's Business Plan

IRA Tax Credits & Consumer Credit

- **Inflation Reduction Act of 2022 ("IRA") includes an estimated \$369 billion in investments** related to "climate change and energy security", including tax and other incentives to promote US production of electric vehicles ("EVs"), renewable energy technologies, and critical minerals, representing the "**single biggest climate investment in U.S. history**", according to Senator Chuck Schumer.
- The IRA includes several provisions aimed at bolstering domestic and regional production of critical minerals. These include:
 - **\$7,500 federal consumer tax credit, starting in 2023 based on the origin of materials and localization of manufacturing**
 - New "advanced manufacturing" and production tax credits
 - \$500 million appropriation for "enhanced" use of the Defense Production Act economic support under banner of national security
 - \$40 billion authorized for loan guarantees under Title XVII of the Energy Policy Act of 2005

Section 301 Tariffs

- From the Trade Act of 1974, if taken off suspension, would see tariffs imposed on foreign imports of graphite to help remove unfair market distortions imposed by China's anticompetitive behaviors and size advantage in the battery materials sector.
- **Includes a 25% tariff on artificial graphite imported from China.** A waiver was applied to this material which is due to expire at the end of this year.
- A determination by the administration is anticipated after the mid-term election next month.

DOE Loans

- DOE Loan Program Office (LPO) has \$15.1 billion in loan authority to support the manufacture of eligible light-duty vehicles and qualifying components under the Advanced Technology Vehicles Manufacturing Loan Program (ATVM), authorized by the Energy Independence and Security Act of 2007, providing debt capital at U.S. Treasury rates.

NOVONIX Selected as Recipient of US\$150 million in DOE Grant Funding

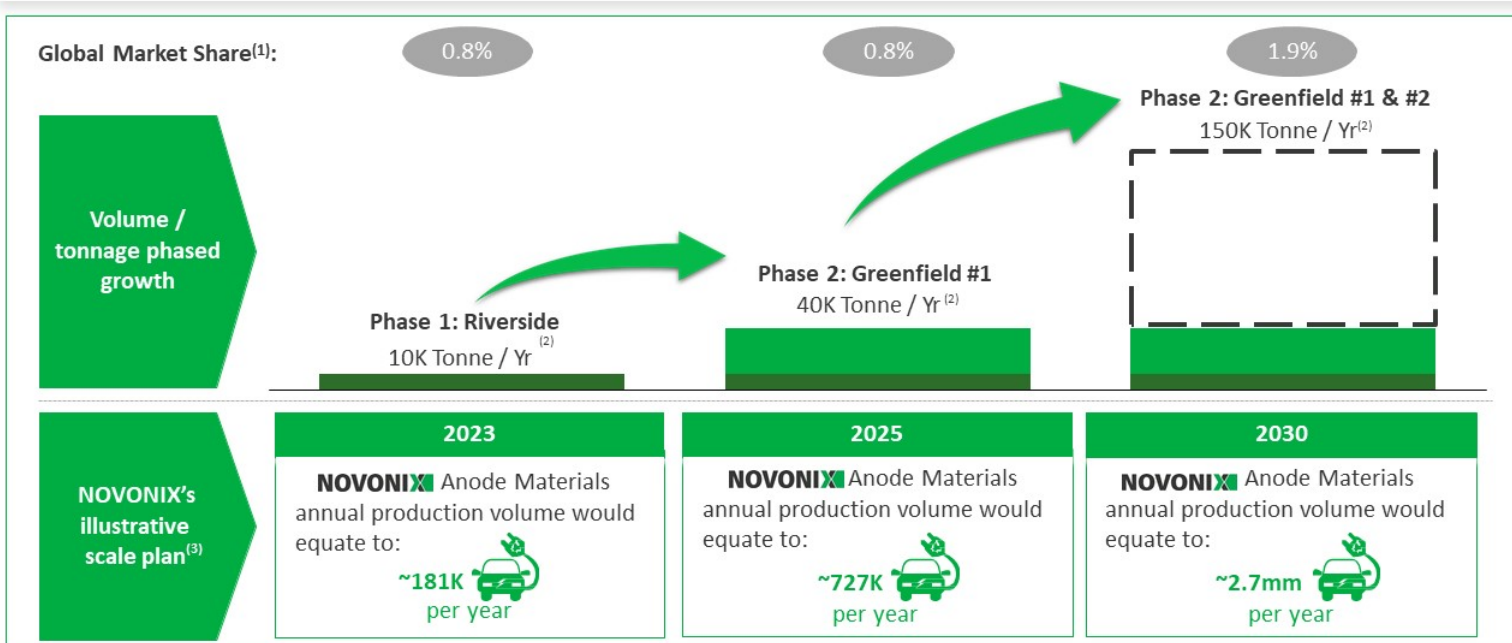
Department of Energy Grant Funding

- A total of \$7 billion in grant funding under President Biden's Bipartisan Infrastructure Law (BIL) has been appropriated to strengthen the North American battery supply chain amidst surging demand and growing calls to onshore these critical industries
- On October 19, 2022, \$2.8 billion was provided by DOE's Office of Manufacturing and Energy Supply Chains (MESCC) in collaboration with the Office of Energy Efficiency and Renewable Energy (EERE), authorized by last year's BIL to boost domestic battery manufacturing and supply chains
- US\$150 million of grant funding was awarded to NOVONIX by the Department of Energy (DOE) to expand NAM's domestic production of high-performance, synthetic graphite anode materials – one of 21 winners across 12 categories
- Specifically, the grant funds will be dedicated to the Company's construction of a new U.S. manufacturing facility, including site selection, plant layout, and engineering design to allow for additional expansion after installation of an initial 30,000 tonnes per annum (tpa) of production equipment



Wednesday, October 19, 2022, DOE announced that NOVONIX was selected to enter negotiations to receive US\$150 Million in grant funding to support a 30,000 tonnes per annum (tpa) synthetic graphite U.S. manufacturing facility

Phased Growth Plan Underway for NOVONIX Anode Materials



(1) Market share based off implied global graphite demand in 2021, 2025, and 2031. Source: Benchmark Mineral Intelligence Gigafactory Assessment – June 2022. Based on announced capacity. Assumes full utilization.
 (2) Company expectations, which may or may not materialize.
 (3) Assumes 55kg of graphite per EV.

NOVONIX Anode Materials is Executing on its Phase 1 Growth Plan



28 July 2021: Purchased 'Riverside' a 400,000+ square-foot plant that will allow for 10,000 tonnes per year of synthetic graphite anode material.



Q4 2022: Completed all major building and utility upgrades to Riverside facility needed for production and laboratory work.



Q4 2022: Ordered additional furnaces and supporting equipment for full Riverside capacity build out to 10,000 tons per year in support of supply contract with KORE Power.



6 Oct 2022: Launched the NOVONIX Institute of Advanced Battery Technology in partnership with Hamilton County Future Ready Institute, Tennessee helping to support a battery industry focused workforce for the future.

July 2022

Today



23 Nov 2021: Ceremonial opening of NOVONIX's new Riverside facility attended by US Secretary of Energy, Jennifer Granholm.



Q4 2022: Accomplished successful operational trials of first Gen3 furnace system, collecting operational data to enable continued engineering and optimization for long-term reliability and performance.



29 Jun 2022: Announced final results of a Life Cycle Assessment (LCA) conducted by Minviro, demonstrating NOVONIX's GX-23 synthetic anode graphite provides an approximate 60% decrease in global warming potential relative to conventional anode grades.



19 Oct 2022: Recipient of US\$150 million in DOE grant funding to support build-out of NOVONIX's next 30,000 tonnes synthetic graphite manufacturing facility.



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NOVONIX Anode Materials Phase 2: Greenfield Site Selection Underway

Greenfield Plan Overview

- NAM is planning a new greenfield facility to support an initial 30,000 tonnes per annum (tpa) by 2025, with potential to expand up to 75,000 tonnes
- Site selection process currently underway with several jurisdictions currently being considered
- \$150 Million in DOE grant funding was awarded to NOVONIX to support buildout of this facility for domestic production of high-performance, synthetic graphite anode materials

Site Rendering



Battery Technology Solutions (BTS) and Cathode Activities

Battery Technology Solutions Activities

- Completed year on target for growth in hardware sales and service revenue
- Continued to grow key customer accounts and add new strategic accounts
- Shipped first Microgrid Energy Storage System prototype system out testing with Emera before potential field testing
- Launched a new 10 Amp Ultra High Precision Cycler system showcased at The Battery Show (September)



Cathode Synthesis Technology Activities

- Expanding internal cathode development team and capabilities
- Continued progress development internally and collaboratively with Dr. Obrovac's group at Dalhousie pursuing new IP
- Completed installation of analytical lab to support full analysis of materials on-site
- Continued focus on high nickel and cobalt free materials benchmarking to industry leading materials
- Began installation for all key equipment to support 10 tonnes per year pilot line to be commissioned by December 2022
- Hosting Grand Opening event of location November 8th, 2022
 - Canadian Provincial Premier Tim Houston will be in attendance for celebration



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



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APPENDIX

NOVONIX

NOVONIX's Proprietary Graphitization Process is Leading the Clean Energy Transformation



Inputs

- Clean Power Sources¹
 - Energy input 57% carbon-free (15% renewable) with target to be net-zero by 2050
- Highest Purity Input Materials
 - Minimizes emissions and contaminants
- Sourcing Input Materials to use in Electric Vehicles and Energy Storage System Applications that would Otherwise be Used in Higher Emission Sectors



Process

- Proprietary Furnace Technology
 - Increased energy efficiency
 - No chemical purification



Outputs

- NOVONIX's Anode Materials Support Higher Performance Lithium-Ion Batteries Resulting in the Need for Less Future Input Materials
- Negligible Facility Emissions

The Life Cycle Assessment (LCA) conducted by Minviro Ltd. demonstrated a ~60% decrease in global warming potential (GWP) relative to conventional anode grade synthetic graphite produced in Inner Mongolia, China and a ~30% decrease in GWP when compared to the anode grade natural graphite in Heilongjiang Province, China

1. May FY2021 figures from Tennessee Valley Authority.



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Secretary of Energy, Jennifer M. Granholm Celebrates NOVONIX's New Riverside Facility



Key Observations

- Purchased on July 28th, 2021, this 400,000+ square-foot plant will allow for 10,000 tonnes per year of synthetic graphite anode material production by 2023
- On November 22nd, 2021, NOVONIX celebrated Riverside Recharged to inaugurate the new Riverside facility with keynote speaker Secretary of Energy Jennifer M. Granholm
- Other speakers included:
 - Director Andrew Liveris AO
 - Director Zhanna Golodryga
 - CEO Chris Burns
 - U.S. Rep. Chuck Fleischmann
 - TN ECD Commissioner Bob Rolfe
 - Hamilton County Mayor Jim Copping
 - City of Chattanooga Mayor Tim Kelly
 - Former U.S. Senator Bob Corker
- “The local support for this means not just something for Chattanooga, and it's not just for Tennessee, but it really is for the country. The fact that we're at a facility that once employed about 230 people and that now is going to employ 300 people, making the future of our transportation energy system secure, is such a great day for America.” - Secretary of Energy Jennifer M. Granholm

Strategic Relationship with KORE Power

Highlights of Agreements



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Kore Power to invest \$1B in Buckeye

www.westvalleyview.com

- KORE Power is a leading US based developer of battery cell technology for clean energy industries
- NOVONIX and KORE Power have worked together since 2019 through NOVONIX's BTS division to improve and validate KORE's battery technology
- KORE announced on 29 July 2021 the intention to build KOREPlex, a one million square foot manufacturing that will support up to 12 GWh of battery cell production in Buckeye, AZ
- KOREPlex scheduled to begin production in early 2024
- Through the signed Supply Agreement, NOVONIX will be the exclusive supplier of graphite anode material to KOREPlex which when in full production will be close to 12,000 tonnes per year of material
- NOVONIX invested \$25M USD to acquire a roughly 5% stake in KORE Power

Mr. Akerson Joins Board of Directors

About Mr. Akerson

- Mr. Akerson has served as an executive and director for multiple Fortune 100 companies, including as the former Chairman and Chief Executive Officer of General Motors from 2010 to 2014.
- Under his leadership, the company completed a successful IPO in November 2010, reported a record 15 consecutive quarters of profitability, reinvested nearly \$9 billion, and created or retained more than 25,000 jobs at its U.S. plants.
- In 2002, he joined The Carlyle Group as a Global Partner and Co-Head of U.S. Buyout, and then became head of the firm's Global Buyout operations. During his tenure, Carlyle's assets under management rose from \$30 to \$100 billion.
- In addition to his executive positions, Mr. Akerson currently serves as lead director on the Lockheed Martin Board of Directors and was previously Chairman of the United States Naval Academy Foundation.



Mr. Edmonds Joins Board of Directors

About Mr. Edmonds

- Mr. Edmonds is a highly accomplished finance executive, currently serving as Chief Accounting Officer at Dow, a \$55 billion global materials science company.
- In that role, he spearheaded all financial activity supporting Dow's historic \$86-billion merger with DuPont unlocking new sources of value, and creating three independent, publicly traded companies in materials science, agriculture, and specialty products sectors.
- Prior to Dow, he served in finance and accounting roles at Chiquita Brands International, The Upjohn Company, and Arthur Andersen & Company.





ASX ANNOUNCEMENT
(ASX: NVX)

26 October 2022

**NOVONIX Announces Appointment of Daniel Akerson and
Ron Edmonds to Board of Directors**

- New directors collectively bring decades of sector expertise and proven track records of helping companies execute on strategic initiatives -

Brisbane, Australia, October 26, 2022 – NOVONIX Limited (NASDAQ: NVX, ASX: NVX, OTCQX: NVNXXF) (“NOVONIX”), a leading battery materials and technology company, announces the appointment of Daniel Akerson and Ron Edmonds to its Board of Directors, effective October 27, 2022.

“I am pleased to announce the board appointments of two individuals with proven track records of driving profitable growth and operational expertise relevant to the battery supply chain,” said Chairman Robert J. Natter. “Mr. Akerson is a seasoned executive with experience across automotive, finance, and information services, including former service as Chairman and CEO of General Motors. Mr. Edmonds has a strong background in finance, people management, culture, and operations gained through his experience leading major company transitions. Both will bring exceptional leadership and unique perspectives to NOVONIX as we work toward establishing a domestic battery supply chain.”

I am excited to join the NOVONIX Board of Directors,” said Mr. Akerson. “I’m a firm believer in the company’s investment in a domestic battery supply chain and its mission to foster innovation and develop technologies that will drive a more sustainable, energy efficient future.”

“I look forward to working alongside some of the greatest minds in technology, as NOVONIX aims to establish the U.S. as a global leader in battery materials technology and accelerate the transition to cleaner energy,” said Mr. Edmonds. “While demand for electrification currently outweighs supply, NOVONIX is in a strong position to make a meaningful impact.”

Daniel Akerson

Mr. Akerson has served as an executive and director for multiple Fortune 100 companies, including as the former Chairman and Chief Executive Officer of General Motors from 2010 to 2014. Under his leadership, the company completed a successful IPO in November 2010, reported a record 15 consecutive quarters of profitability, reinvested nearly \$9 billion, and created or retained more than 25,000 jobs at its U.S. plants. In 2002, he joined The Carlyle Group as a Global Partner and Co-Head of U.S. Buyout, and then became head of the firm’s Global Buyout operations. During his tenure, Carlyle’s assets under management rose from \$30 to \$100 billion. In addition to his executive positions, Mr. Akerson currently serves as lead director on the Lockheed Martin Board of Directors and was previously Chairman of the United States Naval Academy Foundation.

Ron Edmonds

Mr. Edmonds is a highly accomplished finance executive, currently serving as Chief Accounting Officer at Dow, a \$55 billion global materials science company. In that role, he spearheaded all financial activity supporting Dow’s historic \$86-billion merger with DuPont unlocking new sources of value, and creating three independent, publicly traded companies in materials science, agriculture, and specialty products sectors. Prior to Dow, he served in finance and accounting roles at Chiquita Brands International, The Upjohn Company, and Arthur Andersen & Company.

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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 with operations in both Canada and the United States. NOVONIX provides advanced, high-performance materials, equipment, and services for the global lithium-ion battery industry with sales in 14 countries. We develop materials and technologies to support longer-life and lower-cost batteries that are powering us towards a cleaner energy future.

Our NOVONIX Battery Technology Solutions division, based in Halifax, Nova Scotia, Canada, focuses on innovative battery research and development, along with providing advanced battery testing equipment and services on a global scale.

Our NOVONIX Anode Materials division, located in Chattanooga, Tennessee, USA, manufactures our synthetic graphite anode materials used to make lithium-ion batteries which power electric vehicles, personal electronics, medical devices, and energy storage units. To address the growing industry demand, we are working to increase the production capacity to 10,000 metric tons of synthetic graphite per annum (tpa) by 2023, with further targets of 40,000 tpa by 2025 and 150,000 tpa by 2030.

To learn more about NOVONIX visit us on [LinkedIn](#), [Twitter](#), or www.novonixgroup.com

For NOVONIX Limited

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