



Whistleblower policy

NOVONIX Limited ACN 157 690 830

Adopted August 30, 2022

Whistleblower Policy

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1. PURPOSE

NOVONIX Limited ACN 157 690 830 and its subsidiaries (**NOVONIX**) are committed to the highest standards of conduct and ethical behaviour in all of its business activities and in promoting and supporting a culture of honest and ethical behaviour, corporate compliance and good corporate governance.

NOVONIX is subject to the Corporations Act 2001 (Cth) (**Corporations Act**) and the Taxation Administration Act 1953 (Cth) (**Taxation Administration Act**), and has obligations under those Acts in relation to the receipt and investigation of whistleblower disclosures. NOVONIX must take steps to protect a whistleblower's identity and ensure that whistleblowers are protected from detrimental conduct. Breaches of NOVONIX's obligations under the Corporations Act and Taxation Administration Act may constitute a criminal offence.

NOVONIX encourages the reporting of any instances of suspected unethical, illegal, fraudulent or undesirable conduct involving the NOVONIX business and provides protections and measures so that those persons who make a report may do so confidentially and without fear of intimidation, disadvantage or reprisal. This policy is to provide transparency around the process of receiving and investigating whistleblower disclosures appropriately and on a timely basis (including who can receive and deal with such disclosures), and protect those who make a whistleblower disclosure from retaliation or detrimental conduct.

This policy is prepared to ensure that NOVONIX complies with its obligations under the Corporations Act, Taxation Administration Act and other applicable (including US and Canadian) laws. NOVONIX will make it available on their website and in such other ways as will ensure the policy is available to officers and employees in the group and persons wishing to use it, and that the spirit of the policy is followed.

2. WHO THIS POLICY APPLIES TO?

This Policy applies to and provides protections in relation to a disclosure by a 'Reporting Person' in relation to 'Reportable Conduct'.

3. WHO IS A REPORTING PERSON?

For the purposes of this policy, a **Reporting Person** is an individual that is, or has in the past been:

- an employee, officer, executive or associate of NOVONIX;
- a supplier (or the employee of a supplier) of goods or services to NOVONIX, including contractors, consultants and secondees; and
- relatives, spouses or dependents of any of the above persons (including dependents of such spouses).

4. WHAT IS REPORTABLE CONDUCT?

For the purposes of this policy, **Reportable Conduct** is conduct (which can be either actual conduct or conduct that there are reasonable grounds to suspect) or a state of affairs (including tax affairs) that is dishonest, fraudulent, corrupt, illegal, in breach of law, unethical, represents a danger to the public or financial system or a breach of the NOVONIX's policies such as NOVONIX's Code of Conduct. Reportable Conduct does not generally include personal work-related grievances that affect the discloser personally and do not have significant implications for NOVONIX (such as interpersonal conflicts or decisions regarding terms of employment), unless such actions are taken because the person has made, or could make, a whistleblower

disclosure.

Disclosure of matters other than Reportable Conduct does not qualify for protection under the Corporations Act (or the Taxation Administration Act, where relevant), although protection may be afforded under US or Canadian law (where the conduct being reported relates to matters in those jurisdictions).

Employees should also consider if another avenue for raising concerns is more appropriate, for example workplace behaviours of concern may be better dealt with by discussing with their direct line manager.

5. WHO CAN I MAKE A REPORT TO?

NOVONIX has several channels for making a report if any Reporting Person becomes aware of, or has knowledge to suspect, any issue or behaviour which may be Reportable Conduct.

a. General disclosures

If any Reporting Person has knowledge of, or reason to suspect, any potential breach of NOVONIX's Code of Conduct, they should contact their direct manager immediately. If any Reporting Person feels that their direct manager is not the most appropriate contact in the situation, they should instead follow the procedure to notify a Protected Disclosure Officer below.

b. Whistleblower disclosures

In instances where any Reporting Person wishes to be protected under Australian whistleblower laws, or where they are fearful of any adverse repercussions as a result of raising a concern, the disclosure should be made by:

(i) contacting any one of the **Protected Disclosure Officers** as follows:

Company Secretary

Suzanne Yeates

Phone: 0439 310

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Email: suzanne.yeates@oasolutions.com.au

Chairman

Tony Bellas

Mobile: 0412 244 385

Email: tony@tonybellas.com]; or

(ii) reporting in person, by phone, email or in writing to any of the following:

- an officer or senior manager of NOVONIX (including the CEO and CFO);
- internal auditors, or external auditors conducting an audit, of NOVONIX;
- an actuary of NOVONIX;
- a lawyer for the purposes of advice or representation in relation to whistleblower laws; or
- if the disclosure relates to the tax affairs of NOVONIX, a registered tax agent or BAS agent of NOVONIX or the Commissioner of Taxation; or

(iii) Posting to c/o NOVONIX Limited, PO Box 10348, Brisbane QLD 4000 (marked to the attention of any one of the Protected Disclosure Officers); or

(iv) Submitting a report confidentially and anonymously through the Company's Ethics and

Compliance Hotline, either via secure web form at www.whistleblowerservices.com/nvx or phone at (US) 833-304-2392, without fear of retaliation. The Ethics and Compliance Hotline was established in accordance with the rule of the U.S. Securities and Exchange Commission for the purpose of establishing procedures for the receipt, retention and treatment of complaints received regarding accounting, internal accounting controls or auditing matters. Any reports of such matters will be secure and encrypted and will be delivered directly to the Audit and Risk Management Committee for investigation.

Reportable Conduct involving the Chairman or Company Secretary should be raised with the Chair of the Audit & Risk Management (ARM) Committee or the auditor of NOVONIX.

Persons to whom this policy applies may wish to seek additional information from either the Protected Disclosure Officers or an independent legal advisor before making formal disclosure. Any approaches will be treated in strict confidence.

Nothing in this Policy prevents a person from:

- reporting misconduct to the ASIC or APRA, or if the disclosure relates to the tax affairs of NOVONIX, the Commissioner of Taxation; or
- seeking legal advice on their rights under the whistleblower laws.

Reporting Persons may choose to make their report anonymously in the manners described above. However, in some circumstances it may not be possible to investigate the Reporting Person's concerns where you choose to remain anonymous. This Policy exists to protect the identity of Reporting Persons who make reports.

6. NOVONIX INVESTIGATION OF REPORTABLE CONDUCT

Where it is appropriate to investigate a disclosure and except as it relates to matters submitted for review by the ARM Committee as contemplated in Section 5(b)(iv) of this Policy or otherwise required by law, preliminary investigations will be administered by a person assigned by a Protected Disclosure Officer. These preliminary investigations may include the Reporting Person being contacted to discuss the report made where the report was not made anonymously. Where appropriate, NOVONIX will provide feedback to you regarding the investigation's progress and/or outcome (subject to considerations of the privacy of those against whom allegations are made and confidentiality).

The investigation will be conducted in an objective and fair manner, and otherwise as is reasonable and appropriate having regard to the nature of the Reportable Conduct and the circumstances. All employees and officers mentioned in a disclosure will be treated fairly and in accordance with principles of natural justice.

Where necessary, NOVONIX may engage external resources to assist with an investigation. Any persons implicated in the Reportable Conduct will have no involvement in the investigation of a disclosure.

While the particular investigation process and enquiries adopted will be determined by the nature and substance of the report, in general, as soon as practicable upon receipt of the report, if the report is not anonymous, a Protected Disclosure Officer or investigator will contact you to discuss the investigation process including who may be contacted and such other matters as are relevant to the investigation.

Where a report is submitted anonymously, NOVONIX will conduct the investigation and its enquiries based on the information provided to it.

7. PROTECTION OF WHISTLEBLOWERS

NOVONIX is committed to ensuring confidentiality in respect of all matters raised under this policy, and that those who make a report are treated fairly and do not suffer detriment.

a. Protection against detrimental conduct

NOVONIX will not tolerate any retaliation or detrimental conduct against a person because they have or could make a whistleblower disclosure under this Policy.

Detrimental treatment includes dismissal, demotion, loss of opportunity for promotion, detrimental alteration of position or duties, harassment, victimisation, intimidation, discrimination, disciplinary action, current or future bias, harm or injury (including psychological harm), damage to property, reputation or position, threats or other unfavourable treatment connected with making a report.

Detrimental conduct will be treated seriously and may result in disciplinary action. If you are subjected to detrimental treatment as a result of making a report under this policy, you should immediately inform an officer or senior manager of NOVONIX.

b. Protection of your identity and confidentiality

If a Reporting Person makes a whistleblower disclosure in accordance with this policy, NOVONIX will only share the Reporting Person's identity as a whistleblower or information likely to reveal their identity if:

- the Reporting Person consents;
- the concern is reported by NOVONIX to the Australian Securities and Investments Commission (**ASIC**), the Australian Prudential Regulation Authority (**APRA**), the Tax Commissioner or the Australian Federal Police (**AFP**); or
- the concern is raised by NOVONIX with a lawyer for the purpose of obtaining legal advice or representation.

If NOVONIX needs to investigate a report, it may also disclose information that could lead to your identification (but not your identity) if it is reasonably necessary to investigate the disclosure, but it will take reasonable steps to reduce this risk.

Any disclosures of your identity or information likely to reveal your identity will be made on a strictly confidential basis.

c. Protection of files and records

All files and records created from an investigation will be retained securely. Unauthorised release of information to someone not involved in the investigation (other than senior managers or directors who need to know to take appropriate action, or for corporate governance purposes) without the consent of the Reporting Person as a whistleblower will be a breach of this policy.

Whistleblowers are assured that a release of information in breach of this policy will be regarded as a serious matter and will be dealt with under NOVONIX's disciplinary procedures.

d. Other protections

The protections that NOVONIX will make available to protect the Reporting Persons will vary depending on the circumstances, but may include:

- monitoring and managing the behaviour of other employees;

- offering a leave of absence while a matter is investigated;
- relocating employees (which may, but will not necessarily, include the whistleblower) to a different working group or department; and
- rectifying any detriment a whistleblower has suffered.

Whistleblowers may also be entitled to other protections under Australian law, including:

- protection from civil, criminal or administrative legal action for making a whistleblower disclosure;
- protection from contractual or other remedies being sought against the whistleblower on the basis of the whistleblower disclosure;
- the information provided may not be admissible in evidence against the whistleblower in legal proceedings (unless the information is false); or
- if the whistleblower suffers detrimental conduct, compensation or other remedy.

8. REPORTING PROCEDURES

Any material incidents reported under this Whistleblower Policy will be notified to the ARM Committee and, where appropriate, the Board.

9. REVIEW

This policy will be reviewed from time to time by the Board to ensure that it remains effective and meets best practice standards and the needs of NOVONIX. This policy may be amended by resolution of the Board.