

NOTICE OF ANNUAL GENERAL MEETING



Thursday, 22 November 2018
PricewaterhouseCoopers
Level 22, 480 Queen Street
Brisbane, Queensland

Notice of Annual General Meeting

NOVONIX Limited ACN 157 690 830

Notice is given that the Annual General Meeting of NOVONIX will be held at:

Location	PricewaterhouseCoopers, Level 22, 480 Queen St, Brisbane QLD 4000
Date	Thursday, 22 November 2018
Time	10.00am (Brisbane time)

Business

Financial statements and reports

To consider and receive the financial report, the Directors' Report and the auditor's report for the year ended 30 June 2018.

Resolution 1: Adoption of 2018 Remuneration Report

To consider and, if in favour, pass the following resolution in accordance with section 250R(2) Corporations Act:

- 1 'That the Remuneration Report for the year ended 30 June 2018 be adopted.'

Note: This resolution is advisory only and does not bind the Company or the Directors. The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the AGM when reviewing the Company's remuneration policies.

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

Resolution 2: Re-election of Mr Andrew N. Liveris

To consider and, if in favour, pass the following resolution as an ordinary resolution:

- 2 'That Mr Andrew Liveris, who was appointed as a Director since the date of the last annual general meeting of the Company and who has held office until the date of this Annual General Meeting, and being eligible, be re-elected as a Director of the Company in accordance with Listing Rule 14.4 and rule 19.2(b) of the Company's Constitution.'

Note: Information about Mr Liveris' qualifications, experience and skills appears in the Explanatory Memorandum.

The Directors (with Mr Andrew Liveris abstaining) unanimously recommend that you vote in favour of this resolution.

Resolution 3: Ratification of appointment of Auditor

To consider and, if in favour, pass the following resolution as an ordinary resolution:

- 3 'That, for the purposes of section 372B(1) Corporations Act and for all other purposes, PricewaterhouseCoopers, having been nominated by a Shareholder and having consented in writing to act in the capacity of auditors, be appointed as auditors of the Company.'

The Directors unanimously recommend that you vote in favour of this resolution.

Resolution 4: Ratification of prior issue of Loan Notes to sophisticated and professional investors

To consider and, if in favour, pass the following resolution as an ordinary resolution:

- 4 'That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the issue of 9,166,667 unsecured Loan Notes to sophisticated and professional investors at an issue price of \$0.60 per Loan Note on the terms set out in the Explanatory Memorandum.'

The Directors unanimously recommend that you vote in favour of resolution.

Resolution 5: Approval of additional 10% placement capacity

To consider and, if in favour, pass the following resolution as a special resolution:

- 5 'That, for the purposes of Listing Rule 7.1A and for all other purposes, Shareholders approve NOVONIX having the additional capacity to issue Shares up to 10% of its issued capital, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2, over a 12 month period from the date of the Annual General Meeting, at a price no less than that determined pursuant to Listing Rule 7.1A.3 and otherwise on the terms and conditions set out in the Explanatory Memorandum.'

The Directors unanimously recommend that you vote in favour of this resolution.

Resolution 6: Approval of Performance Rights Plan

To consider and, if in favour, to pass the following resolution as an ordinary resolution:

- 6 'That, for the purposes of Listing Rule 7.2, exception 9 and all other purposes, the Company is authorised to issue performance rights under the Performance Rights Plan, the principal terms of which are set out in Explanatory Memorandum and Annexure B, as an exception to Listing Rules 7.1 and 7.1A.'

Due to the potential interest in the outcome of this resolution, the Directors abstain from making a recommendation in relation to this resolution.

Resolution 7: Grant of performance rights to Mr Philip St Baker

To consider and, if in favour, pass the following resolution as an ordinary resolution:

- 7 'That, for the purposes of Listing Rule 10.14, Chapter 2E of the Corporations Act and all other purposes, Shareholders approve the grant of 1,000,000 performance rights to Mr Philip St Baker (or entities controlled by him) under the NOVONIX Limited Performance Rights Plan and the issue of 1,000,000 Shares on exercise of those performance rights, as detailed in the Explanatory Memorandum.'

The Directors (with Mr St Baker abstaining) recommend that you vote in favour of this resolution.

Resolution 8: Grant of performance rights to Mr Gregory Baynton

To consider and, if in favour, pass the following resolution as an ordinary resolution:

- 8 That, for the purposes of Listing Rule 10.14, Chapter 2E of the Corporations Act and all other purposes, Shareholders approve the grant of 500,000 performance rights to Mr Gregory Baynton (or entities controlled by him) under the NOVONIX Limited Performance Rights Plan and the issue of 500,000 Shares on exercise of those performance rights, as detailed in the Explanatory Memorandum.

The Directors (with Mr Baynton abstaining) recommend that you vote in favour of this resolution.

Resolutions 9(a) and 9(b): Grant of securities to Mr Nicholas Liveris

To consider and, if in favour, pass the following resolutions as ordinary resolutions:

- 9 (a) 'That, for the purposes of Listing Rule 10.11, Chapter 2E of the Corporations Act and all other purposes, Shareholders approve the grant of 1,500,000 options to Mr Nicholas Liveris (or entities controlled by him) and the issue of 1,500,000 Shares on exercise of those options, as detailed out in the Explanatory Memorandum.'
- (b) 'That, for the purposes of Listing Rule 10.11, Chapter 2E of the Corporations Act and all other purposes, Shareholders approve the grant of 250,000 performance rights to Mr Nicholas Liveris (or entities controlled by him) and the issue of 250,000 Shares on exercise of those performance rights, on the terms set out in the Explanatory Memorandum.'

Note: Each resolution will be voted on separately

The Directors (with Mr Andrew Liveris abstaining) recommend that you vote in favour of resolutions 9(a) and 9(b).

Resolution 10: Grant of options to Mr Anthony Bellas

To consider and, if in favour, pass the following resolution as an ordinary resolution:

- 10 'That, for the purposes of Listing Rule 10.11, Chapter 2E Corporations Act and all other purposes, Shareholders approve the grant of 750,000 options to Mr Anthony Bellas (or entities controlled by him) and the issue of 750,000 Shares on exercise of those options, on the terms set out in the Explanatory Memorandum.'

The Directors (with Mr Bellas abstaining) recommend that you vote in favour of this resolution.

Resolution 11: Grant of options to Mr Robert Cooper

To consider and, if in favour, pass the following resolution as an ordinary resolution:

- 11 'That, for the purposes of Listing Rule 10.11, Chapter 2E Corporations Act and all other purposes, Shareholders approve the grant of 200,000 options to Mr Robert Cooper (or entities controlled by him) and the issue of 200,000 Shares on exercise of those options, on the terms set out in the Explanatory Memorandum.'

The Directors (with Mr Cooper abstaining) recommend that you vote in favour of this resolution.

Resolution 12: Grant of options to Admiral Robert Natter

To consider and, if in favour, pass the following resolution as an ordinary resolution:

- 12 'That, for the purposes of Listing Rule 10.11, Chapter 2E Corporations Act and all other purposes, Shareholders approve the grant of 2,000,000 options to Admiral Robert Natter (or entities controlled by him) and the issue of 2,000,000 Shares on exercise of those options, on the terms set out in the Explanatory Memorandum.'

The Directors (with Admiral Natter abstaining) recommend that you vote in favour of this resolution.

Dated: 23 October 2018

By order of the Board



Suzanne Yeates
Company Secretary

Notes

- (a) A Shareholder who is entitled to attend and cast a vote at the Annual General Meeting is entitled to appoint a proxy.
- (b) The proxy need not be a Shareholder of NOVONIX. A Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
- (c) If you wish to appoint a proxy and are entitled to do so, then complete and return the **attached** proxy form. To be effective, the proxy must be received at the share registry of the Company no later than 10.00am (Brisbane time) on 20 November 2018 (being, no less than 48 hours before the commencement of the Meeting).
- (d) If the proxy form specifies the way the proxy is to vote on a particular resolution the proxy need not vote on a show of hands but if the proxy does so, it must vote as specified in the proxy form.
- (e) If the proxy has two or more appointments that specify different ways to vote on the resolution the proxy must not vote on a show of hands.
- (f) If the proxy is the chair of the AGM, the proxy must vote on a poll or must vote the way specified in the proxy form.
- (g) If the proxy is not the chair of the AGM the proxy need not vote on the poll, but if the proxy does so, the proxy must vote as specified in the proxy form.
- (h) If the proxy form specifies the way the proxy is to vote on a particular resolution and the proxy is not the chair of the AGM and a poll is demanded and either:
 - (i) the proxy is not recorded as attending; or
 - (ii) the proxy does not vote,
 the chair of the AGM is deemed the proxy for that resolution.
- (i) A corporation may elect to appoint a representative, rather than appoint a proxy, under the Corporations Act in which case NOVONIX will require written proof of the representative's appointment which must be lodged with or presented to NOVONIX before the AGM.
- (j) NOVONIX has determined under regulation 7.11.37 Corporations Regulations that for the purpose of voting at the Annual General Meeting or an adjourned meeting, securities are taken to be held by those persons recorded in NOVONIX's register of Shareholders as at 7:00pm (Sydney time) on 20 November 2018.
- (k) If you have any queries on how to cast your votes, please call Suzanne Yeates (Company Secretary) on +61 438 173 330 during business hours.

Voting exclusions

Resolutions	Voting exclusions
Resolution 1 - Directors Remuneration Report	<p>The Company will disregard any votes cast on resolution 1:</p> <ul style="list-style-type: none"> (a) by or on behalf of a member of the Key Management Personnel (KMP) named in the Remuneration Report for the year ended 30 June 2018, or a closely related party of that KMP, regardless of the capacity in which the vote is cast; and (b) as proxy of a member of the KMP at the date of the AGM, or a closed related party of that KMP, unless the vote is cast as proxy for a person who is entitled to vote on resolution 1: <ul style="list-style-type: none"> (i) in accordance with their directions on how to vote as set out in the proxy appointment (e.g. for, against, abstain); or (ii) by the Chairman of the AGM and the appointment of the Chairman as proxy expressly authorises the Chairman to exercise the proxy even if this resolution is connected directly or indirectly with the remuneration of a member of the KMP.
Resolution 4 – Ratification of prior issue of Loan Notes to sophisticated and professional investors	<p>In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of resolution 4 by or on behalf of a person who was issued Loan Notes or an Associate of such person (or persons). However, the Company need not disregard a vote if it is cast by:</p> <ul style="list-style-type: none"> (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form (e.g. for, against, abstain); or (b) the Chairman of the AGM as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides (e.g. for, against or abstain).

Resolutions	Voting exclusions
Resolution 5 - Approval of additional 10% placement capacity	<p>In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of resolution 5 by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of equity securities in the Company (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an Associate of such person (or persons). However, the Company need not disregard a vote if it is cast by:</p> <ul style="list-style-type: none"> (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form (e.g. for, against, abstain); or (b) the Chairman of the AGM as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides (e.g. for, against or abstain).
Resolution 6 – Approval of Performance Rights Plan Resolution 7 – Grant of Performance Rights to Mr Philip St Baker Resolution 8 – Grant of Performance Rights to Mr Gregory Baynton Resolution 9(a) – Grant of Options to Mr Nicholas Liveris Resolution 9(b) – Grant of Performance Rights to Mr Nicholas Liveris Resolution 10 – Grant of options to Mr Anthony Bellas Resolution 11 - Grant of options to Mr Robert Cooper Resolution 112 - Grant of options to Admiral Robert Natter	<p>The vote must not be cast on any of these resolutions:</p> <ul style="list-style-type: none"> (a) as proxy by a member of the KMP or a closely related party of any KMP where the appointment as proxy does not specify the way the proxy is to vote on the resolutions (e.g. for, against, abstain); or (b) as proxy by the Chairman of the AGM where the appointment of the chair as proxy does not specify the way the proxy is to vote on the resolution (in accordance with section 224 of the Corporations Act, notwithstanding section 250BD(2)(b) of the Corporations Act); or (c) by or on behalf of a related party or associate of a related party of the Company to whom the resolution would permit a financial benefit to be given, unless: <ul style="list-style-type: none"> (i) the vote is cast by that person as a proxy appointed in writing that specifies the way the proxy is to vote on the Resolutions and it is not being cast on; and (ii) it is not being cast on behalf of a related party or an associate of a related party to whom the resolution would permit a financial benefit to be given. <p>In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of these resolutions by:</p> <ul style="list-style-type: none"> (a) in respect of resolution 6, 7 and 8 by any Director of the Company (given each Director is entitled to participate in the Performance Rights Plan) and their associates; (b) in respect of resolutions 9(a) and 9(b), Mr Nicholas Liveris and his associates; (c) in respect of resolutions 10 Mr Anthony Bellas and his associates; and (d) in respect of resolution 11, Mr Robert Cooper and his associates; and (e) In respect of resolution 12, Admiral Robert Natter and his associates. <p>However, the Company need not disregard a vote on any of the resolutions 6, 7, 8, 9(a), 9(b), 10, 11 or 12 if the vote is cast by:</p> <ul style="list-style-type: none"> (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form (e.g. for, against, abstain); or (b) the Chairman of the AGM as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides (e.g. for, against or abstain).

Voting intentions of the Chairman

The Chairman intends to vote undirected proxies on, and in favour of, all resolutions set out in the Notice of Meeting. If there is a change to how the Chairman intends to vote undirected proxies, NOVONIX will make an announcement to the market.

Explanatory Memorandum

NOVONIX Limited ACN 157 690 830

This Explanatory Memorandum accompanies the Notice of Meeting of NOVONIX to be held at the office of PricewaterhouseCoopers, Level 22, 480 Queen Street, Brisbane, Queensland on Thursday, 22 November 2018 at 10.00am (Brisbane time).

The Explanatory Memorandum has been prepared to assist Shareholders in determining how to vote on the resolutions proposed and ought to be read in conjunction with the Notice of Meeting.

Financial statements and reports

- 1 The Corporations Act requires that the report of the Directors, the auditor's report and the financial report for the year ended 30 June 2018 be laid before the Annual General Meeting.
- 2 Apart from the matters involving remuneration which are required to be voted upon, neither the Corporations Act nor the Constitution requires a vote of Shareholders at the Annual General Meeting on the financial statements and reports.
- 3 Shareholders will be given a reasonable opportunity at the meeting to raise questions and make comments on these reports.
- 4 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, PricewaterhouseCoopers, if the question is relevant to:
 - (a) the content of the auditor's report; or
 - (b) the conduct of its audit of the annual financial report to be considered at the meeting.

Note: Under section 250PA(1) Corporations Act, a Shareholder must submit the question to the Company no later than the fifth business day before the day on which the Annual General Meeting is held.

- 5 Please send any written questions for PricewaterhouseCoopers to:

Company Secretary
PO Box 10348
BRISBANE QLD 4000

or via email to: contact@NOVONIXgroup.com

- 6 The financial report, the Directors' report and the auditor's report are contained in the Annual Report and available on the Company's website www.NOVONIXgroup.com

Resolution 1: Remuneration Report

- 7 Shareholders are asked to adopt the Remuneration Report of the Company for the financial year ended 30 June 2018. This report is included in the Directors' Report in NOVONIX's 2018 Annual Report and is available on the Company's website www.NOVONIXgroup.com.
- 8 The Remuneration Report:
 - (a) reports and explains the remuneration arrangements in place for Non-Executive Directors, Executive Directors and senior management; and

- (b) explains Board policies in relation to the nature and value of remuneration paid to Non-Executive Directors, Executives and senior managers within the Company.
- 9 The Chairman will allow a reasonable opportunity for Shareholders to ask questions about, or to make comments on, the Remuneration Report.
- 10 This resolution is advisory only and not binding on the Company or the Directors. 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.
- 11 A voting exclusion applies to this resolution, as set out earlier in this Notice of Meeting.

Directors' recommendation

- 12 As resolution 1 relates to matters including the remuneration of the Directors, the Board, as a matter of corporate governance and in accordance with the spirit of section 250R(4) Corporations Act, makes no recommendation regarding this resolution.

Resolution 2: Re-election of Mr Andrew N. Liveris

- 13 Listing Rule 14.4 and rule 19.2(b) of the Constitution provide that a director appointed as an addition to the Board must not hold office (without re-election) past the next annual general meeting of the Company. Since the last annual general meeting was held on 21 November 2017, Mr Andrew N. Liveris was appointed by the Board as a Non-Executive Director and now (being eligible) offers himself for re-election at this Annual General Meeting.
- 14 The Directors consider Mr Liveris' skills complement and are valuable to the Board's existing skills and experience. Further information regarding Mr Liveris' qualifications, experience and skills is set out below.
- 15 Mr Liveris was a member of Dow's Board of Directors since February 2004, CEO since November 2004 and was elected as Dow's Chairman of the Board effective 1 April 2006. He was appointed Executive Chairman of DowDuPont in May 2016, and assumed that role until recently, following the close of the merger transaction between Dow and DuPont on 31 August 2017.
- 16 Mr Liveris also currently sits on the board of directors of IBM and Saudi Aramco, is Vice Chair of the Business Roundtable, an executive committee member and past chairman of the U.S. Business Council, and a member of the Concordia Leadership Council and the Australian government's Industry Growth Centres Advisory Committee. He serves on the Board of Trustees of The King Abdullah University of Science and Technology, California Institute of Technology and the United States Council for International Business.
- 17 Born in Darwin, Australia, Mr Liveris attended the University of Queensland in Brisbane, graduating with a bachelor's degree (first-class honours) in Chemical Engineering. He is a Chartered Engineer and a Fellow of The Institute of Chemical Engineers as well as a Fellow of the Australian Academy of Technological Sciences and Engineering.

Directors' recommendation

- 18 The Directors (with Mr Liveris abstaining) recommend that Shareholders vote in favour of resolution 2.

Resolution 3: Appointment of Auditor

- 19 On 6 December 2017, the Company announced that BDO Audit Pty Ltd (**BDO**) had sought and received consent from ASIC to resign from the office of auditor of the Company and, in accordance

with section 327C(1) of the Corporations Act, the Board appointed PricewaterhouseCoopers (**PwC**) to act as the Company's auditor with effect from that date.

- 20 In accordance with section 327C(2) of the Corporations Act, an auditor appointed under section 327C(1) of the Corporations Act holds office until the company's next annual general meeting. The ongoing appointment of the auditor must then be approved by Shareholders under section 327B of the Corporations Act.
- 21 NOVONIX has sought and obtained a nomination from a Shareholder for a nomination from a Shareholder for PwC to be appointed as the Company's auditor in accordance with section 328B(1) of the Corporations Act. A copy of that nomination is attached to this Explanatory Memorandum as Annexure A.
- 22 PwC has given its written a consent to act as auditor of the Company under section 328A Corporations Act.

Directors' recommendation

- 23 The Directors unanimously recommend that Shareholders vote in favour of resolution 3.

Resolution 4: Ratification of prior issue of Loan Notes to sophisticated and professional investors

- 24 As announced on 10 August 2018, NOVONIX issued 9,166,667 Loan Notes to institutional and sophisticated investors to raise approximately \$5.5 million in additional working capital to support the transition of the PUREgraphite business into production, sales and an expected positive cash flow position in calendar year 2019. Resolution 4 seeks approval from Shareholders under Listing Rule 7.4 (and for all other purposes) to approve and ratify the issue of those 9,166,667 Loan Notes.
- 25 Listing Rule 7.1 provides that, subject to certain exemptions, prior approval of Shareholders is required for an issue of equity securities if the securities will, when aggregated with the securities issued by NOVONIX during the previous 12 months, exceed 15% of the number of the securities at the commencement of that 12 month period. The Loan Notes are equity securities for the purposes of the Listing Rules and were issued under NOVONIX's Listing Rule 7.1 placement capacity.
- 26 Listing Rule 7.4 provides that where NOVONIX ratifies an issue of equity securities, the issue is treated as having been made with Shareholder approval for the purpose of Listing Rule 7.1, thereby replenishing NOVONIX'S 15% placement capacity and giving it the flexibility to issue further equity securities up to that limit.
- 27 For the purposes of Listing Rule 7.5, NOVONIX provides the following particulars:

Term	Details
Allottees	Sophisticated and institutional investors
Number of Loan Notes	9,166,667 Loan Notes
Face value (issue price) of Loan Notes	\$0.60 per Loan Note
Maximum number of Shares to be issued on conversion	9,166,667 Shares
Date of issue of Loan Notes	9,166,667 Loan Notes were issued on 10 August 2017 Loan Notes will be subject to conversion by the holder (any time until redemption)

Term	Details
Terms of issue	Loan Note terms are summarised in paragraph 28. Shares issued on conversion of Loan Notes will be issued on the same terms as, and rank equally with, existing Shares
Intended use of funds	To provide additional working capital as the PUREgraphite business transitions into production, sales and to an expected positive cash flow position in the 2019 calendar year.

- 28 Each Loan Note
- (a) has a face value of \$0.60 per Loan Note;
 - (b) is not listed or tradeable;
 - (c) pays interest on redemption at 10% per annum;
 - (d) may be converted, at the holder's election, to one Share; and
 - (e) has a term of 24 months; and
 - (f) may be redeemed at any time upon NOVONIX giving 5 business days' notice in writing to the holder and subject to payment of the first 13 months interest (plus accrued interest if redeemed after 13 months).

Directors' Recommendation

- 29 The Directors unanimously recommend that Shareholders vote in favour of resolution 4.

Resolution 5: Approval of additional 10% placement capacity

- 30 Resolution 5 seeks Shareholder approval to permit NOVONIX to issue an additional 10% of its issued capital over a 12 month period in accordance with Listing Rule 7.1A (**Additional Placement Facility**).
- 31 Listing Rule 7.1 permits NOVONIX to issue a maximum of 15% of its capital in any 12 month period without requiring Shareholder approval. Under Listing Rule 7.1A, companies that are outside the S&P/ASX 300 index with a market capitalisation of \$300 million or less can issue a further 10% of their share capital in 12 months on a non-pro rata basis without having to obtain shareholder approval, provided that Shareholders approve this by special resolution at the AGM. This requires at least 75% of the votes cast in favour of the resolution by Shareholders entitled to vote.
- 32 NOVONIX is an eligible entity as at the date of this Notice of Meeting.
- 33 Under the Additional Placement Facility, NOVONIX must issue equity securities belonging to an existing quoted class of the Company's equity securities. As at the date of this Notice of Meeting, the Company has the following equity securities on issue:
- (a) 123,137,680 fully paid ordinary shares;
 - (b) 1,645,833 unquoted performance rights;
 - (c) 18,725,000 unquoted options; and
 - (d) 9,166,667 Loan Notes.

34 The number of Shares that may be issued (if Shareholder approval is obtained at the Annual General Meeting) will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2, as set out below:

(A x D) – E

Where:

A = The number of fully paid ordinary securities on issue 12 months before the date of the issue or agreement,

- (i) plus the number of fully paid ordinary securities issued in the 12 months under an exception in Listing Rule 7.2,
- (ii) plus the number of partly paid ordinary securities that became fully paid in the 12 months,
- (iii) plus the number of fully paid ordinary securities issued in the 12 months with approval of holders of ordinary securities under Listing Rule 7.1 or Listing Rule 7.4. This does not include an issue of fully paid shares under the Company’s 15% placement capacity without Shareholder approval,
- (iv) less the number of fully paid ordinary securities cancelled in the 12 months.

D = 10%

E = The number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of holders of ordinary securities under Listing Rule 7.1 or Listing Rule 7.4.

35 For the purposes of Listing Rule 7.3A, NOVONIX provides the following information:

Term	Details
Minimum price at which the equity securities may be issued	<p>The issue price of each share must be no less than 75% of the VWAP for the Shares calculated over the 15 trading days on which trades in that class were recorded immediately before:</p> <ul style="list-style-type: none"> (a) the date on which the price, at which the securities are to be issued, is agreed; or (b) if the securities are not issued within five trading days of the date in paragraph (a), the date on which the securities are issued.
Risk of economic and voting dilution	<p>An issue of Shares under Listing Rule 7.1A involves the risk of economic and voting dilution for existing Shareholders. The risks include:</p> <ul style="list-style-type: none"> (a) the market price for Shares may be significantly lower on the issue date than on the date of the approval under Listing Rule 7.1A; and (b) the equity securities may be issued at a price that is at a discount to the market price for the shares on the issue date, <p>which may have an effect on the amount of funds raised by the issue of equity securities.</p> <p>In accordance with Listing Rule 7.3A.2, Table [1] below describes the notional possible dilution, based upon various assumptions as stated.</p>
Date by which the Company may issue the securities	<p>The period commencing on the date of the AGM (to which this Notice relates) at which approval is obtained and expiring on the first to occur:</p> <ul style="list-style-type: none"> (a) the date which is 12 months after the date of the AGM at which approval is obtained; and (b) the date of the approval by Shareholders of a transaction under Listing Rules 11.1.2 or 11.2.

Term	Details
	The approval under Listing Rule 7.1A will cease to be valid if Shareholders approve a transaction under Listing Rules 11.1.2 or 11.2.
Purposes for which the equity securities may be issued, including whether the Company may issue them for non-cash consideration	<p>It is the Board's current intention that any funds raised under an issue of equity securities will be applied towards the Company's growth strategies, which would principally include to further progress (by organic growth or acquisition) NOVONIX's battery anode research and commercialisation strategy, including:</p> <ul style="list-style-type: none"> (a) to raise cash to fund working capital; (b) to purchase plant and equipment as customer demand requires the business to grow; and (c) new acquisitions or investments (including their associated expenses). <p>The Company reserves the right to issue Shares for non-cash consideration, including for payment of service or consultancy fees and costs.</p>
Details of NOVONIX's allocation policy for issues under approval	<p>The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to Listing Rule 7.1A. The identity of the allottees will be determined on a case-by-case basis having regard to factors including but not limited to the following:</p> <ul style="list-style-type: none"> (a) the methods of raising funds that are available to the Company including but not limited to, rights issue or other issue in which existing security holders can participate; (b) the effect of the issue of the Listing Rule 7.1A shares on the control of the Company; (c) the financial situation and solvency of the Company; and (d) advice from corporate, financial and broking advisers (if applicable). <p>The allottees under the Additional Placement Facility have not been determined as at the date of this Notice of Meeting but may include existing substantial Shareholders and new shareholders who are not related parties or associates of a related party of the Company. Further, if the Company is successful in acquiring new assets or investments, it is likely that the allottees under the Additional Placement Facility will be or include the vendors of the new assets or investments.</p>
Previous approvals under ASX Listing Rule 7.1A	Approval was previously obtained at the 2017 annual general meeting held on 21 November 2017.

Information under Listing Rule 7.3A.2

Table 1

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		\$0.2975 (50% decrease in issue price)	\$0.595 (issue price)	\$1.19 (100% increase in issue price)
Current variable A* 123,137,680 Shares	10% voting dilution	12,313,768	12,313,768	12,313,768
	Funds raised	\$3,663,345.98	\$5,495,018.97	\$7,340,079.46
50% increase in current variable A 184,706,520 Shares	10% voting dilution	18,470,652	18,470,652	18,470,652
	Funds raised	\$7,326,691.96	\$10,990,037.94	\$14,680,158.92
100% increase in current variable A 246,275,360 Shares	10% voting dilution	24,672,536	24,627,536	24,627,536
	Funds raised	\$14,653,383.92	\$21,980,075.88	\$29,360,317.84

*Current Variable A refers to securities on issue as at the date of this Notice of Meeting. Table 1 has been prepared on the assumptions set out below.

- (a) The Company issues the Shares for cash under the Additional Placement Facility.
- (b) The Company issues the maximum number of Shares allowed under the Additional Placement Facility (being 10% of the number of the Shares on issue).
- (c) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- (d) Table [1] does not show an example of dilution that may be caused to a particular Shareholder by reason of Shares issued under Listing Rule 7.1A, based on that Shareholder's holding at the date of this Notice of Meeting.
- (e) Table [1] shows only the effect of issues of equity securities under Listing Rule 7.1A (i.e. under the Additional Placement Facility), not under the 15% placement capacity under Listing Rule 7.1.
- (f) Other than as indicated in Table [1], the Company does not issue any additional equity securities during the 12 month period.
- (g) The issue price is \$0.595, being the closing price of the Shares on ASX on 28 September 2018.

36 Details of the voting exclusions which apply to this resolution are set out in the Notice of Meeting.

Information under Listing Rule 7.3A.6(a)

37 A total of 21,974,242 equity securities were issued by NOVONIX during the 12 months preceding the date of the Annual General Meeting, which represents 18.35% of the equity securities on issue as at the commencement of that period. Annexure C sets out details of all equity securities issued by NOVONIX during the 12 months preceding the date of the Meeting.

Directors' Recommendation

38 The Directors unanimously recommend that Shareholders vote in favour of resolution 5.

Resolution 6: Approval of Performance Rights Plan

39 Resolution 6 seeks Shareholder approval of the NOVONIX Limited Performance Rights Plan (**Performance Rights Plan**) for the purposes of Listing Rule 7.2, exception 9.

Background to the Performance Rights Plan

40 The Performance Rights Plan was established in 2015. 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 Novonix and therefore, drive NOVONIX's performance.

41 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?

42 Listing Rule 7.1 restricts the number of new securities in the Company which NOVONIX can issue in any 12 month period to 15% of the number of Shares on issue 12 months before the issue date

(Reference Date), unless Shareholder approval has been obtained or an exception applies (**15% Limit Rule**).

- 43 Listing Rule 7.2, exception 9 provides an exception to the 15% Limit Rule. The operation of exception 9 is two-fold. Firstly, NOVONIX will be permitted to issue securities under the Performance Rights Plan in circumstances where that issue would otherwise cause NOVONIX 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.
- 44 Exception 9 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. As the Performance Rights Plan was last approved three years ago, the Company seeks the approval of Shareholders to the Performance Rights Plan so that it may rely on exception 9 of Listing Rule 7.2 with respect to issues made under the Performance Rights Plan (other than to Directors and related parties, for which separate approval is required under Chapter 10 of the Listing Rules).
- 45 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 B of this Explanatory Memorandum.

Number of securities issued under the Performance Rights Plan

- 46 As noted above, the Performance Rights Plan in 2015 was established prior to the Company's listing and has not previously been approved by Shareholders.
- 47 Since its inception, 2,312,500 performance rights have been granted under the Performance Rights Plan of which:
- (a) 1,562,500 performance rights were granted to Mr Philip St Baker, Managing Director of NOVONIX. In December 2017, Mr Philip St Baker has exercised 666,667 of these performance rights;
 - (b) 500,000 performance rights were granted to Dr Chris Burns, Chief Operating Officer of the NOVONIX Group; and
 - (c) 250,000 performance rights were granted to Dr David Stevens, Chief Technology Officer of the NOVONIX Group.

The balance of unvested performance rights as at the date of this Notice is 750,000.

Directors' recommendation

- 48 As the Directors are each able to participate in the Performance Rights Plan, each Director abstains from making a recommendation on this resolution.

Background to resolutions 7, 8 and 9(a) and 9(b): Grants of long-term incentives to NOVONIX Executives

- 49 Resolutions 7 to 9 (inclusive) seek Shareholder approval for the grant of certain long-term incentives to NOVONIX executives. The purpose of NOVONIX's long term incentive policy is to align executive remuneration with sustainable growth in shareholder value over time and to act as a retention mechanism for key executives. Long-term incentives are to be issued in the form of options or performance rights, subject to Shareholder approval for Directors and their associates.

50 Resolutions 7 and 8 seek approval for the issue of performance rights to NOVONIX's Executive Directors, Mr Philip St Baker and Mr Gregory Baynton, under the Performance Rights Plan, for the purposes of Listing Rule 10.14 and Chapter 2E Corporations Act.

51 Resolutions 9(a) and 9(b) seek approval for the issue of incentive options and performance rights, respectively, to Mr Nicholas Liveris, Vice President of Business Development for NOVONIX Corp, LLC (a wholly owned subsidiary of NOVONIX).

Why is Shareholder approval sought?

52 Listing Rule 10.11 restricts NOVONIX from issuing equity securities to:

- (a) a related party of the Company; or
- (b) any person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained,

without the approval of Shareholders, unless an exception applies. An issue of securities under an employee incentive scheme made with the approval of shareholders under Listing Rule 10.14 is an exception to the general prohibition in Listing Rule 10.11.

53 Both Mr Baynton and Mr St Baker are related parties of NOVONIX under the Listing Rules and the Corporations Act by virtue of them being Executive Directors. Mr Nicholas Liveris is also a related party under section 228(3)(b) of the Corporations Act and the Listing Rules as he is the son of Mr Andrew Liveris, a Non-Executive Director of NOVONIX.

54 As the proposed issue of performance rights to the Executive Directors, Mr Baynton and Mr St Baker, are made under the Performance Rights Plan, NOVONIX is seeking approval of Shareholders under Listing Rule 10.14 and Chapter 2E of the Corporations Act to those issues of securities.

55 Resolutions 9(a) and 9(b) seek Shareholder approval for the issue of options and performance rights, respectively, to Mr Nicholas Liveris under Listing Rule 10.11 and Chapter 2E of the Corporations Act as part of his long-term incentive based remuneration.

56 Where approval is obtained under Listing Rule 10.11 or Listing Rule 10.14, approval for those issues is not required under Listing Rule 7.1 as exception 14 in Listing Rule 7.2 applies.

Corporations Act

57 Section 208(1) of the Corporations Act provides that a public company must not, without the approval of the company's members, give a financial benefit to a related party. As set out at paragraph 53 above, each of Mr Baynton, Mr St Baker and Mr Nicholas Liveris are considered related parties of NOVONIX under section 228 of the Corporations Act. The grant of options and performance rights in accordance with resolutions 7, 8 and 9(a) and (b) will constitute the giving of a financial benefit to a related party for the purposes of section 229(3)(e) Corporations Act.

58 It is the view of the Board that each of the financial benefits proposed to be given to the Executives, being the grant of performance rights and options, in conjunction with other components of each of those Executive's remuneration as set out below, comprises reasonable remuneration having regard to NOVONIX's circumstances, and would therefore fall within an exception set out in sections 210 to 216 of the Corporations Act. However, as a matter of sound corporate governance, the Board felt it prudent to seek Shareholder approval under Chapter 2E of the Corporations Act for the issue of performance rights under Chapter 2E to Mr St Baker, Mr Baynton and Mr Nicholas Liveris and the grant of incentive options to Mr Nick Liveris.

Resolution 7: Grant of performance rights to Mr Philip St Baker

59 Resolution 7 seeks Shareholder approval for the grant of 1,000,000 performance rights to Mr Philip St Baker, NOVONIX's Managing Director, under the Performance Rights Plan. This is the maximum number of performance rights that will be granted to Mr St Baker and represents the long-term incentive (LTI) component of his remuneration package.

What are the key terms of proposed LTI grant?

60 Table 2 below sets out a summary of the key terms of the performance rights offered to Mr St Baker. The performance rights are otherwise subject to the terms and conditions in the Performance Rights Plan, a summary of which is set out in Annexure B of this Explanatory Memorandum.

Table 2

Information	Particulars
Entitlement	Each performance right is a right to acquire one Share in NOVONIX, subject to the achievement of the performance conditions set out below. The performance rights do not carry any dividend or voting rights prior to vesting and are non-transferrable, except with the express approval of the Board or by force of law.
Grant date	If Shareholder approval is obtained, the performance rights will be granted to Mr St Baker as soon as practicable, and in any event within 12 months, after the date of the AGM.
Exercise price	The performance rights are granted as part of the remuneration package of Mr St Baker. There is no cost payable by Mr St Baker, and no loan made by NOVONIX to him, in relation to the grant of the performance rights or the allocation of Shares on vesting of the rights. The performance rights will not have an exercise price and accordingly will not raise capital.
Vesting date and conditions	Each performance right will vest on satisfaction of vesting conditions related to sales, production and share price by 1 January 2020. These performance conditions include: Share price: NOVONIX's share price (10 day VWAP) at the vesting date being 75% greater than the Company's share price at 31 December 2017. The share price at 31 December 2017 was AUD\$0.90 per Share. Sales and production conditions: The specific targets for Mr St Baker cannot be disclosed, as they are strategic and confidential at the date of the 2018 Annual General Meeting because they relate to the current financial year.
Expiry date	Any unvested performance rights will expire five years after the vesting date. All unvested performance rights held by Mr St Baker will lapse if he ceases to be employed by the NOVONIX Group.
Change of control	In the event of a change of control, the Board has discretion to determine whether the performance rights should vest but if the share price of the Company at the time of the change of control event is higher than as at 31 December 2017 (being, AUD \$0.90), the performance rights will automatically vest and the Company will buy-back the performance rights from Mr St Baker.
Further information disclosed in accordance with Listing Rules 10.14 and 10.15	<ul style="list-style-type: none"> All directors are currently eligible to participate in a grant of any equity securities under the Performance Rights Plan Mr St Baker was granted 1,562,500 performance rights under the Performance Rights Plan in 2015. Dr Chris Burns (Group COO) was granted 500,000 performance rights under the Performance Rights Plan. Dr David Stevens (Group CTO) was granted 250,000 performance rights under the Performance Rights Plan. No consideration was payable by Mr St Baker, Dr Burns or Dr Stevens in respect of any of those performance rights.

Valuation of the financial benefit

- 61 If Shareholder approval is obtained, a maximum of 1,000,000 performance rights will be granted to Mr St Baker in connection with resolution 7. The Board has valued those performance rights using a widely adopted actuarial simulation methodology known as the Monte Carlo simulation. The basic assumptions underlying the valuation are set out in the table below.

Assumptions	
Underlying price per Share ¹	\$0.75 per Share
Exercise price	\$0.00
Vesting date	1 January 2020
Expiry date	Five years after vesting
Vesting period	1.88 years
Risk free rate	3.57%
Dividend yield (estimate)	0.00%
Volatility	79.23%
Performance right value	\$0.33
Total fair value ²	\$330,000

Notes

- 1 Share price represents the closing price on 13 February 2018, the day on which the Board resolved to grant the performance rights under the LTI component to Mr St Baker, subject to Shareholders approving this resolution.
- 2 Represents the theoretical value for the performance rights only. Any change in the variables applied in the Monte Carlo methodology between the date of the valuation (being, 13 February 2018) and the date the performance rights are granted would have an impact on their value.

Interests in NOVONIX and remuneration package

- 62 Mr St Baker currently has an interest (either directly or indirectly) in 9,976,903 Shares, 5,000,000 options and 895,833 performance rights. If Shareholders approve this resolution, the effect will be to dilute the holdings of existing Shareholders by an equivalent amount as follows:

	Current share capital		Share capital on exercise of performance rights ¹	
	Shares	%	Shares	%
Mr Philip St Baker	9,976,903 ¹	8.10%	10,976,903 ²	8.84%
Existing Shareholders	115,160,777	91.90%	113,160,777	91.16%
Total	123,137,680	100%	124,137,680	100%

Notes

- 1 This is based on Mr St Baker's current shareholding only and does not include the existing performance rights and options held by Mr St Baker or in which he has a relevant interest.
 - 2 Includes 1,000,000 performance rights to be granted (subject to Shareholder approval being granted) to Mr St Baker pursuant to this resolution and is not calculated on a fully diluted basis (i.e. does not include shares issued on exercise of the options and previously granted performance rights referred to in paragraph 62).
- 63 Excluding the value of the performance rights, Mr St Baker is paid \$150,000 per annum for his services as Managing Director (**Base Salary**). Mr St Baker is also entitled to receive up to 100% of his Base Salary payable in cash at the end of each financial year subject to achievement of KPIs set for Mr Baker (**STI Bonus**). The Board has the discretion to satisfy the STI Bonus by issuing Shares calculated on the basis of a 1.5 multiple using the 10 day VWAP for NOVONIX Shares as at the last date of the financial year.

64 Details on the voting exclusion which applies to this resolution can be found earlier in this Notice of Meeting.

Directors' recommendation

65 The Directors (with Mr St Baker abstaining) unanimously recommend that Shareholders vote in favour of resolution 7. Mr St Baker abstains from making a recommendation given his personal interest in the outcome of the voting on this resolution.

Resolution 8: Grant of performance rights to Mr Gregory Baynton

66 Resolution 8 seeks Shareholder approval for the grant of 500,000 performance rights to NOVONIX's Executive Director, Mr Gregory Baynton, under the Performance Rights Plan. This is the maximum number of performance rights that will be granted to Mr Baynton and represents the LTI component of his remuneration package.

What are the key terms of Mr Baynton's performance rights?

67 Table 3 below includes a summary of the key terms of the performance rights offered to Mr Baynton. The performance rights are otherwise subject to the terms and conditions in the Performance Rights Plan, a summary of which is set out in Annexure B of this Explanatory Memorandum.

Table 3

Information	Particulars
Entitlement	Mr Baynton will be granted 500,000 performance rights. Each performance right is a right to acquire one Share in NOVONIX, subject to the achievement of the performance conditions set out below. The performance rights do not carry any dividend or voting rights prior to vesting and are non-transferrable, except with the express approval of the Board or by force of law.
Grant date	If Shareholder approval is obtained, the performance rights will be granted to Mr Baynton as soon as practicable, and in any event within 12 months, after the date of the AGM.
Exercise price	The performance rights are granted as part of the remuneration package of Mr Baynton. There is no cost payable by Mr Baynton, and no loan made by NOVONIX to him, in relation to the grant of the performance rights or the allocation of Shares on vesting of the rights. The performance rights will not have an exercise price and accordingly do not raise capital.
Vesting conditions and date	Each performance right will vest on satisfaction of vesting conditions related to sales, production and share price by 1 January 2020. These performance conditions include: Share price: NOVONIX's share price (10 day VWAP) at the vesting date being 75% greater than the Company's share price at 31 December 2017. The share price at 31 December 2017 was AUD\$0.90 per Share. Sales and production conditions: The specific targets for Mr Baynton cannot be disclosed, as they are strategic and confidential at the date of the 2018 Annual General Meeting because they relate to the current financial year.
Expiry date	Any unvested performance rights will expire five years after the vesting date. All unvested performance rights held by Mr Baynton will lapse if he ceases to be employed by the NOVONIX Group
Change of control	In the event of a change of control, the Board has discretion to determine whether the performance rights should vest but if the share price of the Company at the time of the change of control event is higher than as at 31 December 2017 (being, AUD\$0.90), the performance rights will automatically vest and the Company will buy-back the performance rights from Mr Baynton.

Information	Particulars
Further information disclosed in accordance with Listing Rules 10.14 and 10.15	<ul style="list-style-type: none"> All directors are currently eligible to participate in a grant of any equity securities under the Performance Rights Plan Mr St Baker was granted 1,562,500 performance rights under the Performance Rights Plan in 2015. Dr Chris Burns (Group COO) was granted 500,000 performance rights under the Performance Rights Plan. Dr David Stevens (Group CTO) was granted 250,000 performance rights under the Performance Rights Plan. No consideration was payable by Mr St Baker, Dr Burns or Dr Stevens in respect of those performance rights.

Valuation of the financial benefit

- 68 If Shareholder approval is obtained, a maximum of 500,000 performance rights will be granted to Mr Baynton in connection with resolution 8. The Board has valued those performance rights using a widely adopted actuarial simulation methodology known as the Monte Carlo simulation.
- 69 Inherent in the application of the Monte Carlo methodology are a number of inputs, some of which must be assumed. The data relied upon in applying the methodology is set out in the table below.

Assumptions	
Underlying price per Share ¹	\$0.75
Exercise price	\$0.00
Risk free rate	3.57%
Dividend yield (estimate)	0.00%
Volatility	79.23%
Vesting date	1.88 years
Expiry date	Five years after vesting
Performance right value	\$0.33
Total fair value ²	\$165,000

Notes

- 1 Share price represents the closing price on 13 February 2018, the day on which the Board resolved to grant the performance rights under the LTI component to Mr Baynton, subject to Shareholders approving this resolution.
- 2 Represent the theoretical value for the performance rights only. Any change in the variables applied in the Monte Carlo methodology between the date of the valuation (being, 13 February 2018) and the date the performance rights are granted would have an impact on their value.

Mr Baynton's interest in NOVONIX and remuneration package

- 70 Mr Baynton currently has an interest (either directly or indirectly) in 29,561,827 Shares. If Shareholders approve this resolution, the effect will be to dilute the holdings of existing Shareholders by an equivalent amount as follows:

	Current share capital		Share capital on exercise of Performance Rights	
	Shares	%	Shares	%
Mr Gregory Baynton	29,561,827	24.01%	30,061,827 ¹	24.31%
Existing Shareholders	93,575,853	75.99%	93,575,853	75.69%
Total	123,137,680	100%	123,637,680²	100%

Notes

- 1 Includes performance rights to be granted pursuant to this resolution, subject to Shareholder approval being obtained, and is not calculated on a fully diluted basis (i.e. does not include shares issued on exercise of the options and previously granted performance rights).
- 2 Assumes that no other securities are issued by the Company, other than the Shares issued upon exercise of the performance rights granted to Mr Baynton pursuant to this resolution.

- 71 Excluding the value of the performance rights, Mr Baynton is paid \$100,000 per annum for his services as an Executive Director (**Base Salary**). Mr Baynton is also entitled to receive up to 100% of his Base Salary payable in cash or in shares (at the Board’s discretion) at the end of each financial year subject to achievement of KPIs set for Mr Baynton (**STI Bonus**). If the Board elects to issue the STI Bonus in shares, the number of shares to be issued will be calculated on the basis of a 1.5 multiple using the 10 day VWAP for NOVONIX Shares as at the last date of the financial year.
- 72 Details on the voting exclusion which applies to this resolution can be found earlier in this Notice of Meeting.

Directors’ recommendation

- 73 The Directors (with Mr Baynton abstaining) unanimously recommend that Shareholders vote in favour of resolution 8. Mr Baynton abstains from making a recommendation given his personal interest in the outcome of the voting on this resolution.

Resolutions 9(a) and 9(b) - Grant of securities to Mr Nicholas Liveris

- 74 Resolutions 9(a) and 9(b) seek Shareholder approval under Listing Rule 10.11 and Chapter 2E for the grant of:
- (a) a total of 1,500,000 incentive options; and
 - (b) a total of 500,000 performance rights;

respectively, to Mr Nicholas Liveris on the terms set out below. Mr Nicholas Liveris is the Vice President for Business Development of NOVONIX Corp, LLC and, as noted above, is the son of Non-Executive Director, Andrew Liveris.

Terms	Options Resolution 9(a)	Performance rights Resolution 9(b)
Maximum number of securities to be granted	1,500,000 options. Each option, once vested, will entitle Mr N. Liveris to one Share in NOVONIX. The options do not carry any dividend or voting rights prior to vesting and are non-transferrable.	250,000 performance rights. Each performance right, once vested, will entitle Mr N. Liveris to one Share in NOVONIX. The performance rights do not carry any dividend or voting rights prior to vesting and are non-transferrable, except with the express approval of the Board or by force of law.
Issue price per security	Both the options and performance rights will be granted at no cost to Mr N. Liveris.	
Exercise price per security and intended use of funds	Each option will have an exercise price of AUD\$0.80. Funds raised through the exercise of the options will be used for additional working capital.	The performance rights will not have an exercise price and accordingly do not raise capital.

Terms	Options Resolution 9(a)	Performance rights Resolution 9(b)
Vesting date	The options will vest on 28 July 2019. There are no other conditions, other than continued employment with the NOVONIX Group, which are required to be met in order for the options to vest. Vested options may be exercised by delivery of an exercise notice and payment of the exercise price.	Each performance right will vest on satisfaction of vesting conditions related to sales, production and share price by 1 January 2020. These performance conditions include: Share price: NOVONIX's share price (10 day VWAP) at the vesting date being 75% greater than the Company's share price at 31 December 2017. NOVONIX Share price as at 31 December was \$0.90. Sales and production targets: The specific targets for Mr N. Liveris cannot be disclosed, as they are strategic and confidential at the date of the 2018 Annual General Meeting.
Expiry date	Cessation of Mr N. Liveris' employment.	Five years after the vesting date.
Lapsing	The options will lapse upon the earlier of the termination of employment, death or disablement of Mr N. Liveris.	All unvested performance rights held by Mr N. Liveris will lapse if he ceases to be employed by the NOVONIX Group.
Date the securities will be granted	If Shareholder approval is obtained, the options and performance rights will be granted to Mr Nicholas Liveris as soon as practicable and in any event within one month after the date of the AGM.	
Change of control	In the event of a change of control of the Company, all unvested options will automatically vest and may be exercised. The Company may buy-back options, arrange for options in any bidder for the Company to be granted to Mr Liveris on the same terms, or allow options to continue, or any combination of the foregoing.	In the event of a change of control, the Board has discretion to determine whether the performance rights should vest but if the share price of the Company at the time of the change of control event is higher than as at 31 December 2017 (being, AUD \$0.90), the performance rights will automatically vest and the Company will buy-back the performance rights from Mr N. Liveris.

Valuation of the financial benefit

- 75 The Board has valued the incentive options to be granted to Mr Nicholas Liveris using a Cox, Ross and Rubinstein Binomial Tree option valuation model. The performance rights have been valued using the Monte Carlo simulation model. The basic assumptions underlying each of those valuations are set out in the table below.

Assumptions	Options Resolution 9(a)	Performance rights Resolution 9(b)
Underlying price per Share	\$0.795 per Share ¹	\$0.795 per Share ¹
Exercise price	\$0.80	\$0
Risk free rate	3.95%	3.49%
Dividend yield (estimate)	0.00%	0.00%
Volatility	79.23%	79.23%
Vesting date	28 July 2019	1 January 2020
Expiry date	Cessation of employment ²	Five years after the vesting date
Value of security	\$0.5678 per option ³	\$0.36 per performance right ⁴
No. of securities granted	1,500,000 options	250,000 performance rights
Total estimated value ⁵	\$851,700	\$90,000

Notes

- 1 Share price represents the closing price on 15 March 2018, being the day on which terms and conditions were agreed between the Company and Mr Nicholas Liveris, subject to obtaining Shareholder approval.
- 2 A period of 10 years has been applied for the purposes of the valuation model.
- 3 Cox, Ross & Rubenstein Call option value.
- 4 Monte Carlo simulation model.
- 5 Represent the theoretical value for the options and performance rights only. Any change in the variables applied in the valuation methodologies between the date of the valuation (being, 15 March 2018) and the date the options exercise and the performance rights are granted would have an impact on their value.

Mr Nicholas Liveris' interest in NOVONIX and remuneration package

- 76 Mr Liveris does not currently have an interest (either directly or indirectly) in any NOVONIX Shares. If Shareholders approve this resolution, the effect will be to dilute the holdings of existing Shareholders by an equivalent amount as follows:

	Current share capital		Share capital on exercise of the options and performance rights ¹	
	Shares	%	Shares	%
Mr Nicholas Liveris	0	0%	1,750,000	1.40%
Existing Shareholders	123,137,680	100%	123,137,680	98.60%
Total	123,137,680	100%	124,887,680²	100%

Notes

- 1 Includes the options and performance to be granted to Mr Liveris pursuant to be this resolution.
 - 2 Assumes that no other securities are issued by the Company, other than the Shares issued upon exercise of the options and performance rights granted to Mr Liveris pursuant to resolutions 9(a) and 9(b).
- 48 Excluding the value of the options and performance rights, Mr Nicholas Liveris is paid a salary of USD\$1,500,000 per annum for his services as Vice President of business development of NOVONIX Corp, LLC (**Base Salary**). In addition to his Base Salary, he is entitled to receive a cash bonus of up to USD\$150,000 at the end of each financial year subject to achievement of KPIs (which may be satisfied by issue of shares, at the Board's discretion, on the basis of a 1.5 multiple using the 10 day VWAP of NOVONIX Shares as at the last day of the relevant financial year).
- 49 A voting exclusion applies to resolutions 9(a) and 9(b) as set out in the Notice of Meeting.

Directors' recommendation

- 50 The Directors (with Mr Andrew Liveris abstaining) unanimously recommend that Shareholders vote in favour of resolutions 9(a) and 9(b) Mr Andrew Liveris abstains from making a recommendation given his personal interest in the outcome of the voting on these resolution.

Background to resolutions 10, 11 and 12 – Grant of options to Non-Executive Directors

- 51 Resolutions 10, 11 and 12 seek Shareholder approval for the grant of options to Mr Anthony Bellas, Mr Robert Cooper, and Admiral Robert Natter, respectively, for the purposes of Listing Rule 10.11 and Chapter 2E of the Corporations Act.

Why is Shareholder approval sought?

- 52 Listing Rule 10.11 restricts NOVONIX from issuing equity securities to a related party of the Company without the approval of Shareholders, unless an exception applies. If Shareholder approval is obtained pursuant to Listing Rule 10.11, NOVONIX is entitled to rely on Listing Rule 7.2, exception 14 as an exception to Listing Rule 7.1.
- 53 In addition, Chapter 2E of the Corporations Act prohibits NOVONIX from giving a financial benefit to a related party of the Company unless an exception applies.
- 54 As Mr Bellas, Mr Cooper, and Admiral Natter are each Non-Executive Directors of NOVONIX, they (and entities they control) are related parties of the Company.
- 55 The Board considers the financial benefits proposed to be given to the Non-Executive Directors, comprises reasonable remuneration having regard to NOVONIX's circumstances, and would therefore fall within an exception to the requirement for Chapter 2E approval. Notwithstanding this, as a matter of sound corporate governance, the Board felt it prudent to seek Shareholder approval under Chapter 2E of the Corporations Act for the issue of options to the Non-Executive Directors.

Resolution 10: Grant of options to Mr Anthony Bellas

- 56 Resolution 10 seeks Shareholder approval for the grant of 750,000 incentive options to Non-Executive Director and Chairman, Mr Bellas. Further details are set out below.

Information	Particulars																				
Maximum number of securities to be granted	750,000 options over unissued Shares. Each option, once vested, will entitle Mr Bellas to one Share in NOVONIX. The options do not carry any dividend or voting rights prior to vesting.																				
Terms of grant	<p>The options granted to Mr Bellas will vest in equal proportions over</p> <table border="1"> <thead> <tr> <th></th> <th>Tranche 1</th> <th>Tranche 2</th> <th>Tranche 3</th> </tr> </thead> <tbody> <tr> <td>Number of options</td> <td>250,000</td> <td>250,000</td> <td>250,000</td> </tr> <tr> <td>Exercise price</td> <td>\$0.90</td> <td>\$1.20</td> <td>\$1.40</td> </tr> <tr> <td>Vesting date</td> <td>Immediately¹</td> <td>6 March 2019</td> <td>6 March 2020</td> </tr> <tr> <td>Expiry date</td> <td>6 March 2023</td> <td>6 March 2023</td> <td>6 March 2023</td> </tr> </tbody> </table> <p>The options will also vest in the event of a change of control, which will be deemed to occur if any person holds voting power in NOVONIX of 50% or more. There are no other conditions which are required to be met in order for the options to vest.</p>		Tranche 1	Tranche 2	Tranche 3	Number of options	250,000	250,000	250,000	Exercise price	\$0.90	\$1.20	\$1.40	Vesting date	Immediately ¹	6 March 2019	6 March 2020	Expiry date	6 March 2023	6 March 2023	6 March 2023
	Tranche 1	Tranche 2	Tranche 3																		
Number of options	250,000	250,000	250,000																		
Exercise price	\$0.90	\$1.20	\$1.40																		
Vesting date	Immediately ¹	6 March 2019	6 March 2020																		
Expiry date	6 March 2023	6 March 2023	6 March 2023																		
Date the options will be granted	If Shareholder approval is obtained, the options will be granted to Mr Bellas as soon as practicable, and in any event within one month, after the date of the AGM.																				

Information	Particulars
Issue price and intended use of funds	The options will be granted at no cost to Mr Bellas. Funds raised through the exercise of the options will be used for additional working capital.

Notes

- 1 Subject to Shareholders approving this resolution at the Meeting

Valuation of the financial benefit

- 57 The Board has valued the options using the Cox, Ross and Rubinstein Binomial Tree option valuation model. The basic assumptions underlying the option valuation are:

Key terms	Tranche One	Tranche Two	Tranche Three
Underlying price per Share ¹	\$0.76	\$0.76	\$0.76
Exercise price	\$0.90	\$1.20	\$1.40
Risk free rate	3.17%	3.17%	3.17%
Dividend yield (estimate)	0.00%	0.00%	0.00%
Volatility	77.75%	77.75%	77.75%
Vesting date	Immediately ²	6 March 2019	6 March 2020
Expiry date	6 March 2023	6 March 2023	6 March 2023
Option value	\$0.4377	\$0.4020	\$0.3853
No. of Options granted	250,000	250,000	250,000
Total employee benefit expense ³	\$109,425	\$100,500	\$96,325

Notes

- 1 Share price represents the closing price on 6 March 2018, being the day on which the Board resolved to grant Mr Bellas the options (subject to Shareholders approving this resolution).
- 2 Subject to Shareholders approving this resolution at the Meeting
- 3 Represent the theoretical value for the options only. Any change in the variables applied in the methodology between the date of the valuation (being, 6 March 2018) and the date the options are exercised would have an impact on their value.

Mr Bellas' interest in NOVONIX and remuneration package

- 58 Mr Bellas currently has an interest (either directly or indirectly) in 3,929,354 Shares. If Shareholders approve this resolution, the effect will be to dilute the holdings of existing Shareholders by an equivalent amount as follows:

	Current share capital		Share capital on exercise of the options	
	Shares	%	Shares	%
Mr Bellas	3,929,354	3.19%	4,679,354 ¹	3.78%
Existing Shareholders	119,208,326	96.81%	119,208,326	96.22%
Total	123,137,680	100%	123,887,680²	100%

Notes

- 1 Includes options to be issued to Mr Bellas pursuant to this resolution.
- 2 Assumes that no other securities are issued by the Company, other than the Shares issued upon exercise of the options granted to Mr Bellas pursuant to this resolution.

- 59 Excluding the value of the options, Mr Bellas has been paid a fee of \$50,000 per annum for his services as a Non-Executive Director and Chairman of NOVONIX.

60 Details on the voting exclusion which applies to this resolution can be found earlier in this Notice of Meeting.

Directors' recommendation

61 The Directors (with Mr Bellas abstaining) unanimously recommend that Shareholders vote in favour of resolution 10. Mr Bellas abstains from making a recommendation given his personal interest in the outcome of the voting on this resolution.

Resolution 11: Grant of options to Mr Robert Cooper

62 Resolution 11 seeks Shareholder approval for the grant of 200,000 incentive options to Non-Executive Director, Mr Robert Cooper.

Information	Particulars																				
Maximum number of securities to be granted	200,000 options over unissued Shares. Each option, once vested, will entitle Mr Cooper to one Share in NOVONIX. The options do not carry any dividend or voting rights prior to vesting.																				
Terms of grant	<p>The options will vest in the following years in equal proportions.</p> <table border="1"> <thead> <tr> <th></th> <th>Tranche 1</th> <th>Tranche 2</th> <th>Tranche 3</th> </tr> </thead> <tbody> <tr> <td>Number of options</td> <td>66,666</td> <td>66,667</td> <td>66,667</td> </tr> <tr> <td>Exercise price</td> <td>\$0.90</td> <td>\$1.20</td> <td>\$1.40</td> </tr> <tr> <td>Vesting date</td> <td>Immediately¹</td> <td>6 March 2019</td> <td>6 March 2020</td> </tr> <tr> <td>Expiry date</td> <td>6 March 2023</td> <td>6 March 2023</td> <td>6 March 2023</td> </tr> </tbody> </table> <p>The options will also vest in the event of a change of control, which will be deemed to occur if any person holds voting power in NOVONIX of 50% or more. There are no other conditions which are required to be met in order for the options to vest.</p>		Tranche 1	Tranche 2	Tranche 3	Number of options	66,666	66,667	66,667	Exercise price	\$0.90	\$1.20	\$1.40	Vesting date	Immediately ¹	6 March 2019	6 March 2020	Expiry date	6 March 2023	6 March 2023	6 March 2023
	Tranche 1	Tranche 2	Tranche 3																		
Number of options	66,666	66,667	66,667																		
Exercise price	\$0.90	\$1.20	\$1.40																		
Vesting date	Immediately ¹	6 March 2019	6 March 2020																		
Expiry date	6 March 2023	6 March 2023	6 March 2023																		
Date the options will be granted	If Shareholder approval is obtained, the options will be granted to Mr Cooper as soon as practicable, and in any event within one month, after the date of the AGM.																				
Issue price and intended use of funds	The options will be granted at no cost to Mr Cooper. Funds raised through the exercise of the options will be used for additional working capital.																				

Notes

1 Subject to Shareholders approving this resolution at the Meeting

Valuation of the financial benefit

63 The Board has valued the options using the Cox, Ross and Rubinstein Binomial Tree option valuation model. The basic assumptions underlying the Option valuation are:

Assumptions	Tranche One	Tranche Two	Tranche Three
Underlying price per Share¹	\$0.76	\$0.76	\$0.76
Exercise price	\$0.90	\$1.20	\$1.40
Risk free rate	3.17%	3.17%	3.17%
Dividend yield (estimate)	0.00%	0.00%	0.00%
Volatility	77.75%	77.75%	77.75%
Vesting date	Immediately ²	6 March 2019	6 March 2020
Expiry date	6 March 2023	6 March 2023	6 March 2023

Assumptions	Tranche One	Tranche Two	Tranche Three
Option value	\$0.4377	\$0.4020	\$0.3853
Total number of Options issued	66,666	66,667	66,667
Total employee benefit expense ³	\$29,180	\$26,800	\$25,687

Notes

- 1 Share price represents the closing price on 6 March 2018, being the day on which the Board resolved to grant Mr Cooper the Options (subject to Shareholders approving this resolution).
- 2 Subject to Shareholders approving this resolution at the Meeting
- 3 Represent the theoretical value for the Options only. Any change in the variables applied in the methodology between the date of the valuation (being, 16 March 2018) and the date the Options are exercised would have an impact on their value.

Mr Cooper’s interest in NOVONIX and remuneration package

- 64 Mr Cooper currently has an interest (either directly or indirectly) in 200,000 Shares. If Shareholders approve this resolution, the effect will be to dilute the holdings of existing Shareholders by an equivalent amount as follows:

	Current share capital		Share capital on exercise of the options	
	Shares	%	Shares	%
Mr Cooper	200,000	0.16%	400,000 ¹	0.32%
Existing Shareholders	122,937,680	99.84%	122,937,680	99.68%
Total	123,137,680	100%	123,337,680²	100%

Notes

- 1 Includes options to be issued to Mr Cooper pursuant to this resolution.
- 2 Assumes that no other securities are issued by the Company, other than the Shares issued upon exercise of the options granted to Mr Cooper pursuant to this resolution.

- 65 Excluding the value of the options, Mr Cooper has been paid a \$30,000 per annum fee for his services as a Non-Executive Director.
- 66 Details on the voting exclusion which applies to this resolution can be found earlier in this Notice of Meeting.

Directors’ recommendation

- 67 The Directors (with Mr Cooper abstaining) unanimously recommend that Shareholders vote in favour of resolution 11. Mr Cooper abstains from making a recommendation given his personal interest in the outcome of the voting on this resolution.

Resolution 12: Grant of options to Admiral Robert Natter

- 68 Resolution 12 seeks Shareholder approval for the grant of 2,000,000 incentive options to Non-Executive Director, Admiral Robert Natter.

Information	Particulars				
Maximum number of securities to be granted	2,000,000 options over unissued Shares. Each option, once vested, will entitle Admiral Natter to one Share in NOVONIX. The options do not carry any dividend or voting rights prior to vesting.				
Terms of grant	The options will vest in the following years in equal proportions.				
	<table border="0"> <tr> <td>Tranche 1</td> <td>Tranche 2</td> <td>Tranche 3</td> <td>Tranche 4</td> </tr> </table>	Tranche 1	Tranche 2	Tranche 3	Tranche 4
Tranche 1	Tranche 2	Tranche 3	Tranche 4		

Information	Particulars				
	No. of options	500,000	500,000	500,000	500,000
	Exercise price	\$0.70	\$0.90	\$1.20	\$1.40
	Vesting date	Immediately ¹	29 August 2019	29 August 2020	29 August 2021
	Expiry date	29 August 2023	29 August 2023	29 August 2023	29 August 2023
	The options will also vest in the event of a change of control, which will be deemed to occur if any person holds voting power in NOVONIX of 50% or more. There are no other conditions which are required to be met in order for the options to vest.				
Date the options will be granted	If Shareholder approval is obtained, the options will be granted to Admiral Natter as soon as practicable, and in any event within one month, after the date of the AGM.				
Issue price and intended use of funds	The options will be granted at no cost to Admiral Natter. Funds raised through the exercise of the options will be used for additional working capital.				

Notes

- 1 Subject to Shareholders approving this resolution at the Meeting

Valuation of the financial benefit

- 69 The Board has valued the options using the Cox, Ross and Rubinstein Binomial Tree option valuation model. The basic assumptions underlying the Option valuation are:

Assumptions	Tranche One	Tranche Two	Tranche Three	Tranche Four
Underlying price per Share¹	\$0.595	\$0.595	\$0.595	\$0.595
Exercise price	\$0.70	\$0.90	\$1.20	\$1.40
Risk free rate	3.10%	3.10%	3.10%	3.10%
Dividend yield (estimate)	0%	0%	0%	0%
Volatility	79.5%	79.5%	79.5%	79.5%
Vesting date	Immediately ²	29 August 2019	29 August 2020	29 August 2021
Expiry date	29 August 2023	29 August 2023	29 August 2023	29 August 2023
Option value	\$0.3461	\$0.3220	\$0.2947	\$0.2817
Total number of options granted	500,000	500,000	500,000	500,000
Total employee benefit³	\$173,050	\$161,000	\$147,350	\$140,850

Notes

- 1 Share price represents the closing price on 28 September 2018, being the day on which the Board resolved to grant Admiral Natter the options (subject to Shareholders approving this resolution).
- 2 Subject to Shareholders approving this resolution at the Meeting
- 3 Represent the theoretical value for the Options only. Any change in the variables applied in the methodology between the date of the valuation (being, 28 September 2018) and the date the Options are exercised would have an impact on their value.

Admiral Natter's interest in NOVONIX and remuneration package

- 70 Admiral Natter currently has an interest (either directly or indirectly) in 750,000 Shares and 750,000 options. If Shareholders approve this resolution, the effect will be to dilute the holdings of existing Shareholders by an equivalent amount as follows:

	Current share capital		Share capital on exercise of the options	
	Shares	%	Shares	%
Admiral Natter	750,000	0.61%	3,500,000	2.78%
Existing Shareholders	122,387,680	99.39%	122,387,680	97.22%
Total	123,137,680	100%	125,887,680²	100%

Notes

- 1 Assumes that the 750,000 options currently held by Admiral Natter have also been exercised.
 - 2 Assumes that no other securities are issued by the Company, other than the Shares issued upon exercise of the 750,000 options currently held by Admiral Natter and the options granted to Admiral Natter pursuant to this resolution.
- 71 Excluding the value of the options, Admiral Natter has been paid a \$30,000 per annum fee for his services as a Non-Executive Director.
- 72 Details on the voting exclusion which applies to this resolution can be found earlier in this Notice of Meeting.

Directors' recommendation

- 73 The Directors (with Admiral Natter abstaining) unanimously recommend that Shareholders vote in favour of resolution 12. Admiral Natter abstains from making a recommendation given his personal interest in the outcome of the voting on this resolution.

Glossary

Term	Definition
\$	means the lawful currency of Australia.
Additional Placement Capacity	has the meaning given to that term in paragraph 30.
AGM or Annual General Meeting or Meeting	means the 2018 annual general meeting of NOVONIX, the subject of this Notice of Meeting.
Annual Report	means the 2018 Annual Report of the Company.
ASIC	means Australian Securities and Investments Commission.
ASX	means ASX Limited ACN 008 624 691 or the securities exchange operated by it (as the case requires).
Board	means the board of directors of the Company.
Chairman	means the Chairman of the Annual General Meeting.
Company or NOVONIX	means NOVONIX Limited ACN 157 690 830 (ASX:NVX).
Corporations Act	means <i>Corporations Act 2001</i> (Cth).
Corporations Regulations	means <i>Corporations Regulations 2001</i> (Cth).
Director	means a director of the Company from time to time.
Explanatory Memorandum	means the explanatory memorandum attached to the Notice of Meeting.
Key Management Personnel or KMP	means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (executive or non-executive). The KMP for the Company during the year ended 30 June 2018 are identified in the Directors' Report.
Listing Rules	means the listing rules of ASX.
Notice of Meeting	means this notice of meeting and includes the Explanatory Memorandum.
Remuneration Report	means the section of the Directors' report for the 2018 financial year that is included under section 300A(1) of the Corporations Act.
Performance Rights Plan	means the performance rights plan the terms of which are summarised in Annexure B, the approval of which is the subject of resolution 6.
Shares	means fully paid ordinary shares in the capital of NOVONIX.
Shareholder	means a person who is the registered holder of Shares.
USD	means the lawful currency of the United States.
VWAP	means the volume weighted average price of trading in NOVONIX's Shares on the ASX over the relevant period.

Annexure A

Nomination of auditor

20 October 2017

Ms S Yeates
Company Secretary
NOVONIX Limited
Level 8, 46 Edward Street
BRISBANE QLD 4000

Dear Suzanne

Notification of nomination of auditor for NOVONIX Limited

In accordance with section 328B(1) of the *Corporations Act 2001* (Cth), Loch Exploration Pty Ltd, being a member of NOVONIX Limited ACN 157 690 830 (NOVONIX), hereby nominates PricewaterhouseCoopers to be considered for appointment as auditor for NOVONIX.

It is intended that this nomination will be put forward and enacted outside of the 2017 Annual General Meeting of NOVONIX.

Yours sincerely



Anthony Bellas
Director
Loch Exploration Pty Ltd

Annexure B

Summary of 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 NOVONIX 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 right 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 NOVONIX. Should NOVONIX 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. NOVONIX 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.
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.

Annexure C

Details of Equity Securities issued in last 12 months

Issue Date	Number issued	Class and summary of terms	Grantee	Issue price and discount to market price	Total cash consideration and use/intended use of capital	Non-cash consideration (and value)
20.12.2017	1,507,575	Ordinary shares ranking equally with other ordinary shares on issue	Rob Natter and Andrew Liveris	\$0.66 issue price (the 10 day VWAP was \$1.173) so represents a 43.73% discount)	\$994,999.50 (working capital)	Not applicable.
20.12.2017	750,000	Options (a) 250,000 (tranche 1) options have an exercise price of \$0.80 per share and vest immediately; (b) 250,000 options (tranche 2) are exercisable for \$0.95 per share and vest on achievement of one year service as a Director of NOVONIX; and (c) 250,000 options (tranche 3) exercisable at \$1.10 per share vesting on achievement of two years service as a director of the company. All three tranches expire on 14 July 2020.	Admiral Robert Natter	Nil	Not applicable.	Board valued the financial benefit to Admiral Natter at \$384,750, representing the difference between the issue price and the 10 day VWAP (\$1.173) of the 750,000 Shares to 4 October 2017.
20.12.2017	5,000,000	Andrew Liveris' 5 million options were granted in three tranches, each exercisable at \$0.66 per share and expiring on 2 July 2021. First tranche of 1,000,000 options vest immediately, 2,000,000 vest on achievement of one year's service as director and the last 2,000,000 vest on achievement of two years service as director.	Andrew Liveris	Nil	Not applicable.	Board valued the financial benefit to Mr Liveris at \$388,635.47, representing the difference between the issue price and the 10 day VWAP (\$1.173) of the 757,575 Shares to 4 October 2017
29.12.2017	2,000,000	Ordinary shares ranking equally with other ordinary shares on issue	Phil St Baker	\$0.30 (share price was \$0.90 so represents a 66.67% discount)	\$600,000 (working capital)	Not applicable.
16.02.2018	200,000	Options exercisable at \$0.785 each and vesting on 31 December 2019 and expiring on 13/2/2023	Issued as part of contractor and employee remuneration package	Nil	Not applicable.	Options were granted for nil consideration

Issue Date	Number issued	Class and summary of terms	Grantee	Issue price and discount to market price	Total cash consideration and use/intended use of capital	Non-cash consideration (and value)
16.02.2018	800,000	Options exercisable at \$0.60 and vesting on 30 June 2019. 300,000 options are automatically exercised on 1/7/2019 ("first tranche"), 250,000 are automatically exercised on 1/8/2019 ("second tranche") and 250,000 are automatically exercised on 1/9/2019 ("third tranche"), provided the fair market value of the underlying share is greater than the exercise price of the option at the exercise date. If the market price of Novonix shares is greater than the option exercise price at the exercise date for the first and/or second tranche of options, the exercise date for that tranche will be the exercise date for the next tranche of options. If the option exercise price is greater than the market price for Novonix shares as at the tranche 3 exercise date, any vested and unexercised options (including tranche 1 and tranche 2 options) will be cancelled.	Issued as part of contractor and employee remuneration package	Nil	Not applicable.	Options were granted for nil consideration
16.02.2018	750,000	Performance rights which vest on or before 1 January 2020 subject to the satisfaction of vesting conditions related to sales, production and share price.	Issued as part of contractor and employee remuneration package	Nil	Not applicable.	Performance rights were granted for nil consideration
10.08.2018	9,166,667	Unsecured loan note (a) Convertible at the option of the holder on 1 for 1 basis; (b) Redeemable by NOVONIX at any time (with 5 business days' notice), subject to payment of the first 13 months interest plus accrued interest if redeemed after 13 months' (c) The notes are not listed or tradeable; and (d) Settlement on or before Friday, 10 August 2018	Institutional and sophisticated investors	AUD \$0.60 per note	\$5.5 million to raise additional working capital as the PUREgraphite business transitions into production and sales	Not applicable.

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



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
1A Homebush Bay Drive, Rhodes NSW 2138; or
Level 12, 680 George Street, Sydney NSW 2000



ALL ENQUIRIES TO

Telephone: 1300 554 474 Overseas: +61 1300 554 474

LODGE MENT OF 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 **10:00am (Brisbane time) on Tuesday, 20 November 2018**, 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

www.linkmarketservices.com.au

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) as shown on the reverse of this Proxy Form).

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 2001*) 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 the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

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



X99999999999

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 of the person or body corporate you are appointing as your proxy

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 **10:00am (Brisbane time) on Thursday, 22 November 2018 at PricewaterhouseCoopers, Level 22, 480 Queen Street, Brisbane QLD 4000** (the Meeting) and at any postponement or adjournment of the Meeting.

Important for Resolutions 1, 4, 6, 7, 8, 9a, 9b, 10, 11 and 12: 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, 6, 7, 8, 9a, 9b, 10, 11 and 12, 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

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Adoption of 2018 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9a Grant of options to Mr Nicholas Liveris	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Mr Andrew N Liveris	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9b Grant of performance rights to Mr Nicholas Liveris	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Ratification of appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10 Grant of options to Mr Anthony Bellas	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Ratification of prior issue of Loan Notes to sophisticated and professional investors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11 Grant of options to Mr Robert Cooper	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Approval of additional 10% placement capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12 Grant of options to Admiral Robert Natter	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Approval of Performance Rights Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
7 Grant of performance rights to Mr Philip St Baker	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
8 Grant of performance rights to Mr Gregory Baynton	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

STEP 2



* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or 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

STEP 3

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 2001* (Cth).

NVX PRX1801D

