



23 October 2020

**Addendum to the Notice of Meeting
for the Annual General Meeting of NOVONIX Limited
to be held on 17 November 2020 at 8:00am (AEST)**

Dear Shareholder,

As announced on 16 October 2020, NOVONIX Limited (**Company**) (ASX: NVX) is holding its annual general meeting (**AGM**) of the shareholders:

- a) on Tuesday 17 November 2020 at 8:00am (AEST); and
- b) at the office of PricewaterhouseCoopers at 480 Queen Street, Brisbane QLD 4000.

In accordance with section 5(1)(f) of the Corporations (Coronavirus Economic Response) Determination (No. 3) 2020 made by the Commonwealth Treasurer on 21 September 2020 (**Determination**), the notice of meeting, accompanying explanatory statement, and annexures for the AGM (the **Meeting Materials**) were made available to shareholders electronically. You should have received a letter from the Company advising you on where to download the Meeting Materials.

Since the announcement of Meeting Materials on 16 October 2020, the Company proposes to put an additional resolution (**Additional Resolution**) for Shareholders to consider and approve at the AGM. The Company has prepared an addendum to the Notice of Meeting for the AGM to set out the Additional Resolution, related explanatory statement and updated proxy form (the **Addendum**).

The Addendum forms part of the Meeting Materials and will be made available online to Shareholders in accordance with the Determination, and can be downloaded at the Company's website: www.novonixgroup.com and on the Company's ASX market announcements page.

New Proxy Form

A new Proxy Form incorporating the Additional Resolution accompanies this letter.

Shareholders are advised that:

- a) If you have already voted online and wish to vote on the Additional Resolution, or otherwise wish to change your proxy vote, please vote online at www.linkmarketservices.com.au.
- b) If you have already voted and do not wish to vote on the Additional Resolution, you do not need to take any action. The Proxy votes you have previously submitted remain valid.
- c) If you wish to vote by proxy, please complete and return the new Proxy Form no later than 8:00 AM (AEST) on 15 November 2020 in one of the ways specified in the Notice of Meeting.

If you are unable to access the Meeting Materials online please contact the Company Secretary on suzie@novonixgroup.com or +61 439 310 818 between 9:00am and 5:00pm (AEST) Monday to Friday, to arrange a copy.

Your sincerely

A handwritten signature in black ink, appearing to read "Suzanne Yeates".

Ms Suzanne Yeates
Company Secretary

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NOVONIX Limited
ACN 157 690 830

Addendum to the Notice of Annual General Meeting and Explanatory Statement

This addendum (**Addendum**) forms part of the NOVONIX Limited (**Company**) 2020 Notice of Annual General Meeting dated 16 October 2020 (and released to the ASX and placed on the Company's website on 16 October 2020) (**Notice of Annual General Meeting**). It is in relation to the inclusion of an additional Resolution 9 seeking re-election by Trevor St Baker AO as a Director.

Capitalized terms not defined in this Addendum have the same meaning as those defined in the Notice of Annual General Meeting.

RESOLUTION 9 - ELECTION OF DIRECTOR - TREVOR ST BAKER AO

To consider, and if thought fit, to pass the following as an **ordinary resolution**:

"That, Trevor St Baker AO, who retires in accordance with ASX Listing Rule 14.4 and rule 19.2 of the Company's Constitution and offers himself for re-election, be re-elected as a Director."

EXPLANATORY STATEMENT TO RESOLUTION 9

1.1 Introduction

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

Rules 19.2 and 19.3 of the Company's Constitution provides that a director appointed by the Board either as an addition to the existing Directors or to fill a casual vacancy holds office until the conclusion of the company's next annual general meeting and is eligible for re-election.

1.2 Trevor St Baker AO

Mr Trevor St Baker AO (**Mr St Baker**) was appointed by the Board as an additional Director on 23 September 2020. In accordance with ASX Listing Rule 14.4 and rules 19.2 and 19.3 of the Company's Constitution, Mr St Baker retires from office at this Meeting and offers himself for re-election.

Mr St Baker is the founder and director of the St Baker Energy Innovation Fund, the major shareholder in the Company. Mr St Baker has over 60 years' experience in the energy industry, including 23 years in planning and leadership roles within NSW and Queensland Electricity Commissions, 12 years as Principal of ERM Consultants then

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founding ERM Power Ltd which was acquired by Shell for \$617 million in November 2019.

Mr St Baker is currently Chairman of Sunset Power International t/a Delta Electricity and is the founder and a Director of the St Baker Energy Innovation Fund. Mr St Baker is an investor and director of leading global electric vehicle DC fast charge developer and manufacturer, Tritium Pty Ltd. Mr St Baker is also Chairman of Nth Degree Worldwide Technologies Inc, and of Printed Energy Pty Ltd, both of Tempe Arizona, and a Director of CareWear Corp, of Reno NY. Mr St Baker is also a founding director of SMR Nuclear Technology Pty Ltd. Mr St Baker also co-founded the St Baker Wilkes Indigenous Educational Foundation Limited, and Mr St Baker and his wife have established the Trevor & Judith St. Baker Philanthropic Trust.

1.3 Directors' recommendations

The Board (excluding Mr St Baker) recommends that Shareholders vote in favour of Resolution 9.

By order of the Board of Directors



Ms Suzanne Yeates
Company Secretary
23 October 2020

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
	ALL ENQUIRIES TO Telephone: 1300 554 474 Overseas: +61 1300 554 474

LODGE A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given above by **8:00am (AEST) on Sunday, 15 November 2020**, 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).	

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

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 **8:00am (AEST) on Tuesday, 17 November 2020 at PricewaterhouseCoopers, 480 Queen St, Brisbane QLD 4000** (the Meeting) and at any postponement or adjournment of the Meeting.

Important for Resolutions 1 & 8: 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, & 8, 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 Remuneration Report (non-binding)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9 Election of Director – Trevor St Baker AO	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Director – Robert Cooper	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Director – Robert Natter	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Issue of securities to a related party – Chris Burns	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Issue of securities to a related party – Nick Liveris	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Issue of securities to the Company Secretary – Suzanne Yeates	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Increase of Non-Executive Director fee pool	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



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

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).

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STEP 1

STEP 2

STEP 3