



WHISTLEBLOWER POLICY

December 2019

VERSION CONTROL

Version number	Approved by and date	Review due date	Review conducted
1	For Board Approval		

1. PURPOSE

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

NOVONIX encourages the reporting of any instances of suspected unethical, illegal, fraudulent or undesirable conduct involving the NOVONIX business and provides protections and measures so that those persons who make a report may do so confidentially and without fear of intimidation, disadvantage or reprisal. This policy is to provide transparency around the process of receiving and investigating matters that fall within the policy appropriately and on a timely basis.

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

2. WHO THIS POLICY APPLIES TO?

This policy applies to officers and employees of NOVONIX, persons who supply goods or services to NOVONIX, and their relatives and dependents.

3. WHAT IS REPORTABLE CONDUCT?

You may make a report under this policy if you have reasonable grounds to suspect that an NOVONIX director, officer, employee, contractor, supplier, tenderer or other person who has business dealings with NOVONIX has engaged in conduct ("**Reportable Conduct**") which:

- is dishonest, fraudulent or corrupt, including bribery;
- is illegal activity (such as theft, violence, harassment or intimidation, criminal damage to property or other breaches of state or federal law);
- is unethical or in breach of NOVONIX's policies (such as dishonestly altering company records or data, adopting questionable accounting practices or wilfully breaching NOVONIX's Code of Conduct or other policies or procedures);
- is potentially damaging to NOVONIX, a NOVONIX employee or a third party, such as unsafe work practices, environmental damage, health risks or abuse of NOVONIX's property or resources;
- amounts to an abuse of authority;
- may cause financial loss to NOVONIX or damage its reputation or be otherwise detrimental to NOVONIX' interests;
- involves harassment, discrimination, victimisation or bullying, other than personal work-related grievances as defined in the Corporations Act 2001 (Cth) ("Corporations Act"); or
- involves any other kind of misconduct or an improper state of affairs or circumstances.

Annexure A describes special protections for whistleblowers who disclose information concerning misconduct or an improper state of affairs or circumstances in relation to NOVONIX or a related body corporate under the Corporations Act.

Annexure B describes special protections for tax whistleblowers.

Disclosure of matters other Reportable Conduct does not qualify for protection under the Corporations Act (or the Taxation Administration Act, where relevant), although protection may be afforded under US

or Canadian law (where the Reportable Conduct relates to matters in those jurisdictions).

Disclosures relating to personal work-related grievances (such as interpersonal conflicts or decisions regarding terms of employment) do not qualify for protection under the Corporations Act unless in certain circumstances (such as obtaining legal advice about the operations of the whistleblower protections in the Corporations Act).

4. WHO CAN I MAKE A REPORT TO?

NOVONIX has several channels for making a report if you become aware of any issue or behaviour which you consider to be Reportable Conduct.

For the purposes of this policy to ensure appropriate escalation and timely investigation, we request that reports are made to any one of our Protected Disclosure Officers, listed below:

Company Secretary

Suzanne Yeates

Phone: 0439 310 818

Email: suzanne.yeates@oasolutions.com.au

Managing Director

Philip St Baker

Mobile: 0438 173 330

Email: phil@novonixgroup.com

Reports can also be made to ASIC (www.asic.gov.au) and, in certain limited circumstances, journalists or parliamentarians.

Reports may also be posted anonymously to c/- NOVONIX Limited, PO Box 10348, Brisbane QLD 4000 (marked to the attention of one of the Protected Disclosure Officers).

You may also raise the matter with an “officer” or “senior manager” of the company. This includes a director, or a senior manager in the company who makes, or participates in making, decisions that affect the whole, or a substantial part, of the business of the company, or who has the capacity to affect significantly the company’s financial standing. This may include the Executive Chairman or senior manager.

Matters involving the Managing Director or Company Secretary should be raised with the Company’s chairman or auditor.

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

5. NOVONIX INVESTIGATION OF REPORTABLE CONDUCT

NOVONIX will investigate all matters reported under this policy as soon as practicable after the matter has been reported. A Protected Disclosure Officer may, with your consent, appoint a person to assist in the investigation of a report. Where appropriate, NOVONIX will provide feedback to you regarding the investigation’s progress and/or outcome (subject to considerations of the privacy of those against whom allegations are made).

The investigation will be conducted in an objective and fair manner, and otherwise as is reasonable and appropriate having regard to the nature of the Reportable Conduct and the circumstances.

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

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

6. PROTECTION OF WHISTLEBLOWERS

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

a. Protection against detrimental conduct

Detrimental treatment includes dismissal, demotion, harassment, discrimination, disciplinary action, bias, threats or other unfavourable treatment connected with making a report. If you are subjected to detrimental treatment as a result of making a report under this policy, you should:

- Inform a Protected Disclosure Officer, officer or senior manager within your relevant division/business unit immediately under the divisional whistleblower policy; or
- raise it in accordance with paragraph 3 of this policy.

b. Protection of your identity and confidentiality

Subject to compliance with legal requirements, upon receiving a report under this policy NOVONIX will only share your identity as a whistleblower or information likely to reveal your identity if:

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

If NOVONIX needs to investigate a report, it may disclose information that could lead to your identification, but it will take reasonable steps to reduce this risk.

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

c. Protection of files and records

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

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

The Corporations Act gives special protection to disclosures about breaches of that Act, provided certain conditions are met – refer to Annexure A for further details.

The Taxation Administration Act 1953 (Cth) ("Taxation Administration Act") also gives special protection to disclosures about breaches of any Australian tax law, provided certain conditions are met (refer to Annexure B for further details).

7. DUTIES OF EMPLOYEES IN RELATION TO REPORTABLE CONDUCT

It is expected that employees of NOVONIX who become aware of actual or suspect on reasonable grounds, potential cases of Reportable Conduct will make a report under this policy or under other applicable policies.

8. REPORTING PROCEDURES

Business Units and Protected Disclosure Officers (as appropriate) will report to the NOVONIX Board on the number and type of whistleblower incident reports annually, to enable NOVONIX to address any issues at a business unit and/or Group level. These reports will be made on a 'no names' basis, maintaining the confidentiality of matters raised under this policy.

The NOVONIX Audit and Risk Committee will receive copies of whistleblower reports, and whistleblower reports from Protected Disclosure Officers (as appropriate). In addition, serious and/or material Reportable Conduct will be considered by the Protected Disclosure Officers for immediate referral to the Chairman of the Audit and Risk Committee.

9. AMENDMENT OF THIS POLICY

This policy cannot be amended without approval of the NOVONIX Board. It will be reviewed from time to time to ensure that it remains effective and meets best practice standards and the needs of NOVONIX.

Annexure A – Special protections under the Corporations Act

The Corporations Act gives special protection to disclosures about any misconduct or improper state of affairs relating to NOVONIX if the following conditions are satisfied:

1. *the whistleblower is or has been:*

- a. an officer or employee of NOVONIX;
- b. an individual who supplies goods or services to NOVONIX or an employee of a person who supplies goods or services to NOVONIX;
- c. an individual who is an associate of NOVONIX; or
- d. a relative, dependent or dependent of the spouse of any individual referred to at (a) to (c) above.

2. *the report is made to:*

- a. a Protected Disclosure Officer;
- b. an officer or senior manager of NOVONIX concerned;
- c. NOVONIX's external auditor (or a member of that audit team);
- d. an actuary of NOVONIX;
- e. ASIC;
- f. APRA; or
- g. a legal practitioner for the purpose of obtaining legal advice or legal representation in relation to the operation of the whistleblower provisions in the Corporations Act;

The whistleblower has reasonable grounds to suspect that the information being disclosed concerns misconduct, or an improper state of affairs or circumstances in relation to the NOVONIX. This may include a breach of legislation including the Corporations Act, an offence against the Commonwealth punishable by imprisonment for 12 months or more, or conduct that represents a danger to the public or financial system.

Examples of conduct which may amount to a breach of the Corporations Act include: insider trading, insolvent trading, breach of the continuous disclosure rules, failure to keep accurate financial records, falsification of accounts, failure of a director or other officer of the Group to act with the care and diligence that a reasonable person would exercise, or to act in good faith in the best interests of the corporation or failure of a director to give notice of any material personal interest in a matter relating to the affairs of the company.

The protections given by the Corporations Act when these conditions are met are:

1. the whistleblower is immune from any civil, criminal or administrative legal action (including disciplinary action) for making the disclosure;

2. no contractual or other remedies may be enforced, and no contractual or other right may be exercised, against the whistleblower for making the report;
3. in some circumstances, the reported information is not admissible against the whistleblower in criminal proceedings or in proceedings for the imposition of a penalty;
4. anyone who causes or threatens to cause detriment to a whistleblower or another person in the belief or suspicion that a report has been made, or may have been made, proposes to or could be made, may be guilty of an offence and may be liable for damages;
5. a whistleblower's identity cannot be disclosed to a Court or tribunal except where considered necessary; and
6. See Part 9.4AAA of the *Corporations Act 2001 (Cth)*.

NOVONIX's external auditor can be found in its Annual Report and as at as at December 2019 was PwC with Michael Shewan as Lead Partner.

Confidentiality

If a report is made, the identity of the discloser must be kept confidential unless one of the following exceptions applies:

- a. the discloser consents to the disclosure of their identity;
- b. disclosure of details that might reveal the discloser's identity is reasonably necessary for the effective investigation of the matter;
- c. the concern is reported to ASIC, APRA, or the AFP; or
- d. the concern is raised with a lawyer for the purpose of obtaining legal advice or representation.

The person receiving the report commits an offence if they disclose the substance of the report or the whistleblower's identity, without the whistleblower's consent, to anyone except ASIC, APRA, the AFP or a lawyer for the purpose of obtaining legal advice or representation in relation to the report.

Annexure B – Special Protections under the Taxation Administration Act

The Taxation Administration Act gives special protection to disclosures about a breach of any Australian tax law by NOVONIX or misconduct in relation to NOVONIX's tax affairs if the following conditions are satisfied:

1. the whistleblower is or has been:
 - a. an officer or employee of NOVONIX;
 - b. an individual who supplies goods or services to NOVONIX or an employee of a person who supplies goods or services to NOVONIX;
 - c. an individual who is an associate of NOVONIX;
 - d. a spouse, child, dependent or dependent of the spouse of any individual referred to at (a) to (c) above;
2. the report is made to:
 - a. a Protected Disclosure Officer;
 - b. a director, secretary or senior manager of NOVONIX concerned;
 - c. any NOVONIX Company external auditor (or a member of that audit team);
 - d. a registered tax agent or BAS agent who provides tax or BAS services to any itelliHR group company;
 - e. any other employee or officer of NOVONIX who has functions or duties relating to tax affairs of the company (e.g. an internal accountant) ("NOVONIX recipients");
 - f. the Commissioner of Taxation; or
 - g. a lawyer for the purpose of obtaining legal advice or representation in relation to a report; and
3. if the report is made to a NOVONIX recipient, the whistleblower:
 - a. has reasonable grounds to suspect that the information indicates misconduct, or an improper state of affairs or circumstances, in relation to the tax affairs of NOVONIX or an associate of that company; and
 - b. considers that the information may assist the NOVONIX recipient to perform functions or duties in relation to the tax affairs of NOVONIX or an associate of the company; and
4. if the report is made to the Commissioner of Taxation, the whistleblower considers that the information may assist the NOVONIX recipient to perform functions or duties in relation to the tax affairs of NOVONIX or an associate of the company.

The protections given by the Taxation Administration Act when these conditions are met are:

- a. the whistleblower is immune from any civil, criminal or administrative legal action (including disciplinary action) for making the disclosure;

- b. no contractual or other remedies may be enforced, and no contractual or other right may be exercised, against the whistleblower for making the report;
- c. where the disclosure was made to the Commissioner of Taxation, the reported information is not admissible against the whistleblower in criminal proceedings or in proceedings for the imposition of a penalty, except where the proceedings are concerned with whether the information is false;
- d. unless the whistleblower has acted unreasonably, a whistleblower cannot be ordered to pay costs in any legal proceedings in relation to a report;
- e. anyone who causes or threatens to cause detriment to a whistleblower or another person in the belief or suspicion that a report has been made, or may have been made, proposes to or could be made, may be guilty of an offence and liable to pay damages;
- f. a whistleblower's identity cannot be disclosed to a Court or tribunal except where considered necessary;

NOVONIX's external auditor can be found in its Annual Report and as at as at December 2019 was PwC with Michael Shewan as the Lead Partner.