



NOVONIX Limited

(ACN 157 690 830)

Code of Conduct

Approved by the Board on August 30, 2022

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1 Overview

1.1 Purpose of the Code

NOVONIX Limited (**Company** or **NOVONIX**) is committed to conducting all of its business activities fairly, honestly with a high level of integrity, and in compliance with all applicable laws, rules and regulations. All employees and other persons acting on NOVONIX's behalf are to uphold this commitment.

We recognise that while all our actions must be lawful, mere lawfulness may not be an adequate test of integrity. High ethical standards must at all times guide the actions of all involved with NOVONIX, from staff to contractors.

This Code of Conduct (the "Code") outlines how NOVONIX expects each person who represents NOVONIX to behave and conduct business.

The objective of the Code of Conduct is to:

- (a) provide a benchmark for professional behaviour;
- (b) support NOVONIX's business reputation and corporate image within the community; and
- (c) identify the actions that should be taken where a breach occurs.

Any Company Personnel who have any questions concerning the requirements of this Code should consult with the Chief Legal and Administrative Officer.

1.2 Our values

This Code of Conduct reflects the Company's values, which require that we act honestly, conscientiously and justly, in accordance with the law, in the interests of shareholders, employees and other stakeholders. In representing NOVONIX you are expected to act in a manner consistent with the key values underpinning the Code of Conduct, namely:

- (a) our actions must be governed by the highest standards of integrity and fairness;
- (b) our decisions must be made in accordance with the spirit and letter of the applicable law; and
- (c) our business must be conducted honestly and ethically, with our best skills and judgment, and for the benefit of customers, employees, shareholders and NOVONIX alike.

2 Who the Code applies to

This Code of Conduct applies to all officers, employees, consultants, contractors and associates of NOVONIX and its related bodies corporate (**Company Personnel**) in their dealings with each other and with customers, suppliers, regulators, shareholders and other stakeholders.

The overriding principle is that all business affairs of NOVONIX must be conducted legally, ethically, safely and with strict observance of the highest standards of propriety and business ethics.

This Code is not an attempt to instruct individuals on how to conduct themselves outside their working relationships, nor to change their personal beliefs. While this Code of Conduct is designed to demonstrate NOVONIX's commitment to corporate responsibility, it does not create any rights in any employee, customer or other person or entity. It also is not intended to limit any other code of conduct Company Personnel may be subject to, including the code of conduct that applies to Directors under the Company's Corporate Governance Charter adopted by the Board.

3 How the Code interacts with other Company Policies

The Code of Conduct should be read in conjunction with all relevant Company policies, which include (but are not limited to) our policies that deal with diversity, whistleblowing, disclosure, and securities trading.

4 What to do if you suspect the Code has been breached

4.1 Reporting channels

You are required to report to your manager any behaviour or situation which you consider breaches or potentially breaches the Code of Conduct, Company policies or the law. If you know of, or have good reason to suspect, a violation of the Code of Conduct has occurred or consider that you are a victim of unacceptable behaviour in violation of the Code, you must immediately report the matter through any of the following channels:

- (a) your manager (this is usually the best place to start), depending on the circumstances;
- (b) the Vice President, Head of Human Resources; or
- (c) the Chief Legal and Administrative Officer; or
- (d) the Company's confidential ethics and compliance hotline.

All issues can also be raised with higher management as required (who will assess the appropriate action to be taken in the circumstances). NOVONIX does not and will not tolerate any disadvantage or discrimination against anyone for raising concerns or reporting issues.

4.2 Whistleblower Policy

The Company has adopted a Whistleblower Policy that applies to all Company Personnel and sets out the Company's policy regarding the reporting of, and dealing with, actual or potential breaches of this Code of Conduct, violations of law, or conduct otherwise reportable under such policy. A copy of the Whistleblower Policy is available to Company Personnel via the Company website.

To facilitate the submission of concerns under this Code in a confidential and secure manner, and in accordance with the rules of the U.S. Securities and Exchange Commission for the receipt, retention and treatment of complaints received regarding accounting, internal accounting controls or auditing matters, the Company has implemented a confidential ethics and compliance hotline. You may file a report via the hotline using either of two encrypted and secure methods: via telephone at 833-304-2392 or online at www.whistleblowerservices.com/nvx.

4.3 Investigations

Preliminary investigations of reported breaches will be administered by the Chief Legal and Administrative Officer (or such officer's designee), the Vice President, Head of Human Resources or, in certain instances, the Board or the Audit & Risk Management Committee of the Board (depending on the nature of the reported matter). Investigations of reported breaches will be conducted in as confidential a manner as possible.

Where necessary NOVONIX may engage external resources to assist with an investigation.

4.4 Prohibition of Retaliation

The Company does not tolerate acts of retaliation against any officer or employee who makes a good faith report of known or suspected acts of misconduct or other violations of this Code. Any such retaliation may result in disciplinary action, up to and including termination of employment.

5 Consequences of breaching the Code

It should be clearly understood that any breach of this Code of Conduct may result in disciplinary action or other penalties including, in extreme circumstances, termination of employment or termination of the contract or engagement.

Depending on the nature of the breach, and subject to applicable employment laws, penalties may be imposed ranging from counselling to dismissal or termination of the contract or engagement.

NOVONIX reserves the right to inform the appropriate authorities where it has determined or reasonably believes that there has been criminal activity or a violation of the law or is otherwise required by law to do so.

Any material breaches of this Code of Conduct will be notified to the Board.

5.1 Waivers

(a) Each of the Board of Directors or independent committee thereof (in the case of a violation by a director or executive officer) and the Chief Legal and Administrative Officer (in the case of a violation by any other person) may, in its discretion, waive any violation of this Code of Conduct.

(b) Any waiver for a director or an executive officer shall be disclosed when required by law.

6 Who to speak to if you have questions

The Code of Conduct does not address:

- every ethical issue that an employee might face; or
- every law and policy that applies to NOVONIX.

If you have any questions regarding the Code of Conduct or any of NOVONIX's policies at any time, you should feel free to contact your manager, the the Chief Legal and Administrative Officer (or such officer's designee).

7 Compliance with laws and regulations

You should be aware of, and comply with, your duties and obligations under all laws, rules and regulations relating to your work.

Company Personnel should comply, in both in letter and spirit, with all applicable laws, rules and regulations in the cities, states, provinces and countries in which the Company operates;

Although you are not expected to know the details of all applicable laws, rules and regulations, it is important to know enough to determine when to seek advice from appropriate personnel.

Questions about compliance should be addressed to the Chief Legal & Administrative Officer (or such officer's designee);

(a) You must attend any training provided by the Company regarding applicable laws, rules and regulations; and

(b) You are expected to be committed to maintaining the Company's reputation for integrity by complying with all applicable laws, rules and regulations and remaining aware of and, as appropriate, reporting any violations of the same. .

If you have a question as to whether particular laws apply or how they should be interpreted, please contact either your manager, the the Chief Legal and Administrative Officer (or such officer's designee) .

8 Fair dealing

NOVONIX aspires for all its employees to maintain the highest standard of ethical behaviour in conducting business and to behave with integrity in dealings with employees, customers, suppliers, shareholders, government, and the community.

When dealing with others, you must:

- (a) perform your duties in a professional manner;
- (b) act with the utmost integrity and objectivity;
- (c) strive at all times to enhance NOVONIX's reputation and performance; and
- (d) avoid taking unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of facts or any other unfair dealing practice.

9 Conflicts of interest and third parties

Each individual is expected to avoid placing themselves in a position where their private interests conflict directly or indirectly with to the interests of NOVONIX. A conflict of interest can arise where there is a personal, family or associated commercial interest which may interfere, or appear to interfere, with the interests of NOVONIX as a whole and influence the individual in the effective and objective performance of his or her duties and responsibilities because of divided loyalties.

Examples include:

- (a) being involved in or having significant ownership of, or a personal financial interest in, other enterprises where a conflict may arise with the member of staff's obligations to NOVONIX;
- (b) participating in activities or discussions where there may be a conflict with their duties and responsibilities to NOVONIX;
- (c) soliciting or receiving benefits such as cash or gifts (including hospitality or entertainment) in connection with, or as a reward for, any service or business of NOVONIX, where the benefits, because of the frequency or value of the offers, or the circumstances and timing in which they are offered, affects, or could be perceived as affecting, the individual's objectivity in making a business decision in the best interests of the Company;
- (d) taking advantage of property, information or other opportunities arising from your position in NOVONIX for your personal benefit;
- (e) conflicts of interest arising from a family, business or personal relationship; or
- (f) conflicts arising from activities outside employment (such as involvement in community activities and professional organisations).

Any conflict of interest or potential conflict of interest should be reported to the individual's manager. A manager may not authorize or approve conflict of interest matters or make determinations as to whether a problematic conflict of interest exists without first providing the the Chief Legal and Administrative Officer (or such officer's designee), with a written description of the activity and seeking such officer's written approval. If the manager or such officer is involved in the potential or actual conflict, the matter should instead be discussed directly with the Chief Legal and Administrative Officer. To the extent the matter involves an executive officer, such matter should be referred to the Audit & Risk Committee, another independent Board committee or the full Board of Directors.

10 Anti-Bribery and Anti-Corruption

. Consistent with our commitment to integrity and compliance with applicable laws, as a matter of policy, the Company strictly prohibits all forms of corruption and bribery and will take all necessary steps to ensure that corruption and bribery do not occur in its business activities. Under the U.S. Foreign Corrupt Practices Act of 1977 ("FCPA"), it is illegal for U.S. persons, including U.S. companies or any companies traded on U.S. exchanges, like NOVONIX, and their subsidiaries, directors, officers, employees, and agents, to bribe non-U.S. government officials. The concept of prohibiting bribery is simple. However, understanding the full scope of the FCPA and other non-U.S. anti-corruption laws, is essential as these laws may directly affect everyday business interactions between the Company and foreign governments and government-owned or government-controlled entities.

Company Personnel are prohibited from directly or indirectly making, promising, authorizing, or offering anything of value to a non-U.S. or other foreign government official on behalf of the Company to secure an improper advantage, obtain or retain business, or direct business to any other person or entity. This prohibition includes payments to third parties where the Company employee or agent knows, or has reason to know, that the third party will use any part of the payment for bribes.

If you have any questions as to whether any business activity may violate applicable anti-bribery and anti-corruption laws, please contact the Chief Legal and Administrative Officer (or such officer's designee).

11 Improper use or theft of Company property, assets and information

NOVONIX has property and other assets, including confidential information, of value. Protecting these assets is critical to the interests of NOVONIX.

Employees must not improperly disclose or improperly use in any manner confidential information about NOVONIX, its customers or any third parties to whom NOVONIX has obligations of confidentiality, that they acquire during employment with NOVONIX. This obligation continues to apply to employees after they leave NOVONIX.

Confidentiality obligations are normally specified in employment and other contracts.

(a) Definition

Confidential information in this context means any information in respect of NOVONIX's business that is not available to the public and includes documents, books, accounts, processes or other 'know how' that is:

- (i) supplied to the employee by NOVONIX; or
- (ii) generated by an employee in the course of performing his or her work with NOVONIX.

(b) Examples

Examples of confidential information are:

- (i) intellectual property;
- (ii) trade secrets;
- (iii) price lists/cost sheets;
- (iv) lists of customers and customer data;
- (v) employee (personal) details;

- (vi) details of marketing programs;
- (vii) technical and systems information (including algorithms);
- (viii) information about suppliers;
- (ix) computer systems; and
- (x) business strategies.

Company Personnel may not use Company assets, property, information or their position for personal gain. NOVONIX property and assets include, among other things, cash, securities, business plans, third party information, intellectual property (including computer programs, software, models and other items), confidential information, office equipment and supplies.

You must:

- (a) return all NOVONIX property, including any documents or confidential information, on resignation or termination or on the request of NOVONIX or its representative; and
- (b) if requested by NOVONIX or its representative, destroy or delete any confidential information stored in electronic, magnetic or optical form so that it cannot be retrieved or reconstructed.

You are responsible for protecting any NOVONIX property and assets that are under your control, and you should safeguard them from loss, theft and unauthorised use.

You must not:

- use NOVONIX assets for any unlawful purpose or unauthorised personal benefit;
- remove NOVONIX property and documents from official premises without a good and proper reason, and, if required to be removed, they should be stored in a secure manner and covered by appropriate insurances; and
- make improper disclosure, including inadvertent or careless disclosure, of competitive business strategies and plans, special methods of operation and other information that is of competitive value to NOVONIX. If you are unsure whether information is of a confidential nature, seek advice from your manager before disclosure.

As set out in NOVONIX's policies, you are encouraged to use common sense and observe standards of good taste regarding content and language when creating documents that may be retained by NOVONIX or a third party. NOVONIX's electronic communications systems should not be used to access or post material that violates NOVONIX's policies or any laws or regulations. Personal non-business use of NOVONIX electronic communications systems must also be consistent with NOVONIX's policies.

12 Public communications and disclosures and accurate recordkeeping

You are responsible for the integrity of the information, reports and records under your control, and you are expected to exercise the highest standard of care in preparing materials for public communications.

Those documents and materials should:

- (a) comply with any applicable legal requirements;
- (b) fairly and accurately reflect the transactions or occurrences to which they relate;
- (c) not contain any false or intentionally misleading information, nor intentionally misclassify information; and

- (d) be in reasonable detail and recorded in the proper account and in the proper accounting period.

Media statements and official announcements may only be made by the CEO or the Chairman or by persons expressly authorised by the CEO or the Chairman to do so. If you receive a request for information and you are not authorised to respond to the enquiry, refer the request to the Chief Financial Officer or the Chief Legal and Administrative Officer or such officer's designee.

The Company has adopted a Continuous Disclosure Policy as a means of ensuring compliance with its continuous disclosure and communication obligations under the Corporations Act and the ASX Listing Rules. The aim of the Continuous Disclosure Policy is to keep the market fully informed of information that may have a material effect on the price or value of the Company's securities, and to correct any material mistake or misinformation in the market.

You should ensure that you are aware of and comply with the requirements of the Continuous Disclosure Policy to the extent it applies to you.

A copy of the Continuous Disclosure Policy is available to Company Personnel via the Company website.

13 Equal opportunity, anti-discrimination and diversity

NOVONIX is committed to:

- (e) equal employment opportunity;
- (f) compliance with fair employment practices and anti-discrimination laws;
- (g) a workplace free from any kind of discrimination, bullying, harassment or intimidation of employees; and
- (h) diversity within the organisation.

NOVONIX will promptly investigate all allegations of harassment, bullying, victimisation or discrimination and will take appropriate corrective action. Retaliation against individuals for raising claims of harassment or discrimination will not be tolerated and may result in disciplinary action, up to and including termination of employment.

14 Workplace health and safety

NOVONIX is committed to maintaining a healthy and safe working environment for its employees. All appropriate laws and internal regulations (including workplace health and safety laws) should be fully complied with. All people have obligations to assist in maintaining this situation.

Misusing controlled substances or alcohol or selling, manufacturing, distributing, possessing, using or being under the influence of illegal drugs on the job will not be tolerated.

You should familiarise yourself with NOVONIX's workplace health and safety policies and all relevant procedures to provide a workplace that is safe and without risk to the health of others and yourself. You should follow any lawful and reasonable instructions consistent with that policy and those procedures.

15 Company reputation

Employees must not act in any way that could cause harm to NOVONIX's reputation or market position during their employment. Employees have a duty to act in a manner that merits the continued trust and confidence of the public.

16 Securities trading

The Company has adopted a Securities Trading Policy that:

- (i) explains the types of conduct in dealing in securities that are prohibited under the Corporations Act. Such prohibitions apply to all Directors and personnel of the Company and its related bodies corporate; and
- (j) establish a best practice procedure for the buying and selling of securities that protects the Company, its Directors and personnel against the misuse of unpublished information which could materially affect the value of securities.

You should familiarise yourself with the Securities Trading Policy and act in accordance with it in conducting any dealing in the Company's securities.

A copy of the Securities Trading Policy is available to Company Personnel via the Company website.

17 Community; political contributions

NOVONIX is a responsible corporate citizen and actively supports the communities in which we live and work. Each employee is expected to uphold NOVONIX's commitment to pursue good corporate citizenship while engaging in its corporate activity. NOVONIX supports and encourages you to actively contribute to the needs of the community.

Individual Company Personnel or agents may not make political contributions on behalf of NOVONIX or its affiliates. Company Personnel may, of course, exercise their personal right to make charitable donations from their own resources, providing this does not give rise to any actual or apparent conflict of interest or appearance of impropriety for NOVONIX.

18 Environmental stewardship

NOVONIX is committed to doing business in an environmentally responsible manner and to identifying and mitigating environmental risks that may arise out of its operations. You must abide by all applicable laws and regulations and are expected to respect and care for the environment in which we operate.

All employees are responsible for making sure that NOVONIX business is conducted in compliance with all applicable laws and in a way that is protective of the environment. Employees whose work affects environmental compliance must be completely familiar with the permits, laws, and regulations that apply to their work.

19 [Intentionally Omitted]

20 Review

The Board will review this Code of Conduct periodically to ensure it remains relevant to the current needs of the Company and the Board and check it is operating effectively. This Policy may be amended by resolution of the Board. All employees and officers of the Company are expected to read and understand the contents and comply with the policies and procedures of the Code of Conduct and are required to acknowledge the same on an annual basis.

ACKNOWLEDGMENT OF RECEIPT AND REVIEW

[To be signed and returned to the Vice President, Head of Human Resources]

I, _____, acknowledge that I have received and read a copy of the NOVONIX Limited Code of Conduct. I understand the contents of the Code and I agree to comply with the policies and procedures set out in the Code.

I understand that I should approach the Chief Legal & Administrative Officer or the Vice President, Head of Human Resources, if I have any questions about the Code generally or any questions about reporting a suspected conflict of interest or other violation of the Code.

	<p>_____</p> <p>[NAME]</p> <p>_____</p> <p>[PRINTED NAME]</p> <p>_____</p> <p>[DATE]</p>
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