



ASX ANNOUNCEMENT

29 May 2020

Notification under section 708AA(12) of the *Corporations Act 2001* (Cth)

This notice is given by NOVONIX Limited ACN 157 690 830 (ASX: NVX) (Company or NOVONIX) under section 708AA(12) of the *Corporations Act 2001* (Cth) (*Corporations Act*) as modified by ASIC Corporations (Non-Traditional Rights Issue) Instrument 2016/84 (*Instrument*). References in this notice to the *Corporations Act* are references to the *Corporations Act* as modified by the *Instrument*.

On 27 May 2020, the Company announced that it will undertake a \$58.28 million equity raising at an issue price of \$0.29 per Share (**Equity Raising**) consisting of a 1 for 1 pro rata accelerated non-renounceable entitlement offer to raise approximately \$37.91 million (**Entitlement Offer**), an institutional placement of up to \$5.65 million (**Institutional Placement**) and (subject to shareholder approval) a strategic placement to St Baker Energy Innovation Fund (**SBIF**) of up to 19.9% of the Company's issued shares following the Equity Raising (**Strategic Placement**). The announcement was accompanied by a notice in accordance with section 708AA(2)(f) of the *Corporations Act* (**27 May 2020 Notice**).

The purpose of this notice is to give notice of details of material changes to the Company's 27 May 2020 Notice.

As of the date of this Notice, the Company has completed the Institutional Placement and institutional component of the Entitlement Offer (**Institutional Entitlement Offer**) and received the following applications:

	Number of applications received
Institutional Placement	19,495,469
Institutional Entitlement Offer	63,195,095

The Company has today signed an Underwriting Agreement with Morgans Corporate Limited (**Underwriter**), under which the Underwriter will fully underwrite the Institutional Placement and Entitlement Offer and the Strategic Placement for a total of approximately \$58.28 million (**Underwritten Amount**). There are conditions to the underwriting and circumstances in which the Underwriting Agreement may be terminated. The Company considers those to be standard terms for arrangements of this type (and as set out in section 4.5 of the retail offer booklet for the Entitlement Offer announced to ASX on 29 May 2020). The Company will pay the Underwriter a fee of 3.5% (excluding GST) of the Underwritten Amount (reduced to 1% for holders of NOVONIX convertible notes sub-underwriting and 0% for entitlement taken up by



Directors) in consideration for the provision of the underwriting services, plus reimbursements of certain expenses incurred.

The Underwriter has entered into sub-underwriting arrangements to sub-underwrite the Entitlement Offer with holders of convertible notes issued by the Company with a total value (inclusive of interest) of \$5,827,665.85, SBIF for (subject to shareholder approval) \$4,735,706.80, and with directors Messrs Andrew Liveris, Robert Natter and Robert Cooper to sub-underwrite the Entitlement Offer for \$355,575.96, \$417,499.95 and \$126,914.44 respectively.

SBIF and the Directors sub-underwriting the Equity Raising will not receive any fee.

The Company confirms that in respect of the Entitlement Offer:

1. the Company will offer the Shares for issue without disclosure to investors under Part 6D.2 of the Corporations Act;
2. the Company is providing this notification under section 708AA(12) of the Corporations Act, updating its previous section 708AA(2)(f) notice;
3. as at the date of this notice, NOVONIX has complied with:
 - (a) the provisions of chapter 2M of the Corporations Act as they apply to NOVONIX; and
 - (b) section 674 of the Corporations Act;
4. as at the date of this notice, there is no excluded information of the type referred to in sections 708AA(8) and 708AA(9) of the Corporations Act as notionally modified by the Instrument; and
5. information regarding the potential effect of the issue of New Shares pursuant to the Entitlement Offer on the control of NOVONIX, and the consequences of that effect, is set out below.

The potential effect that the Equity Raising will have on the control of the Company and the consequences of that effect, will depend on a number of factors, including investor demand and the extent to which eligible shareholders take up their entitlement.

To date, 82,690,564 shares have been taken up under the Institutional Placement and the Institutional Entitlement Offer. If only convertible note holders, SBIF and the directors and management take up their entitlement and sub-underwriting shortfall commitments and the Strategic Placement completes, and no other entitlement is taken up under the retail component of the Entitlement Offer (an outcome NOVONIX's board and the Underwriter consider unlikely), the Underwriter will be required to subscribe for 30,135,918 shares (equating to approximately 9% of the issued capital of the Company upon completion of Equity Raising or 11% if the Strategic Placement and SBIF sub-underwriting are not approved by shareholders). The Underwriter has advised NOVONIX that whilst not a condition of the



underwriting, it has sufficient sub-underwriting commitments that as a result the Underwriter does not expect to acquire any shares.

As set out in the 27 May 2020 Notice, SBIF will, subject to shareholder approval, acquire 19.9% of NOVONIX's issued shares following the Equity Raising.

Having regard to the above, the Directors do not consider that the Equity Raising will have a material effect on the control of NOVONIX or any consequences of that effect.

This notice has been authorised for release to ASX by the board of directors of NOVONIX Limited.

A handwritten signature in black ink, appearing to read "Tony Bellas". The signature is fluid and cursive, with a long horizontal stroke at the end.

Tony Bellas
Chairman
Novonix Limited