



21 April 2023

Renee Hutchens  
ASX Compliance Pty Limited  
Level 4, Exchange Centre  
20 Bridge Street  
Sydney NSW 2000

Dear Renee,

### **RESPONSE TO ASX REQUEST FOR INFORMATION**

In response to your request for information in your letter dated 19 April 2023 NOVONIX Limited ("NVX") offers the following:

**1. Please explain why the Appendix 3Y was lodged late?**

The Appendix 3Y was lodged late due to an oversight by the Company Secretary. The Appendix 3Y was for the issue of shares on the exercise of options by Mr. Cooper, as reported in the Appendix 2A lodged with the ASX on 23 March 2023. The Appendix 3Y was prepared, however due to an oversight, was not lodged with the ASX within the required timeframe.

**2. What arrangements does NVX have in place under Listing Rule 3.19B with its directors to ensure that it is able to meet its disclosure obligations under Listing Rule 3.19A?**

Section 6.1 of NVX's Securities Trading Policy requires all Directors to give written notice immediately to the Company Secretary when they buy or sell shares in the Company, so that the Company Secretary can facilitate the timely lodgment of Appendix 3Y's.

**3. If the current arrangements are inadequate or not being enforced, what additional steps does NVX intend to take to ensure compliance with Listing Rule 3.19B?**

NVX has a good history of compliance with the Listing Rules and routinely complies with its continuous disclosure obligations. NVX believes the current arrangements are adequate.

Yours sincerely,

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

**Suzanne Yeates**  
**Company Secretary**

NOVONIX Limited (ASX: NVX)  
ACN 157 690 830  
Level 38, 71 Eagle Street  
Brisbane QLD 4000  
AUSTRALIA



19 April 2023

Reference: 72522

Ms Suzanne Yeates  
Company Secretary  
Novonix Limited

By email: Suzanne.yeates@oasolutions.com.au

Dear Ms Yeates

### **Novonix Limited ('NVX'): Appendix 3Y – Change of Director's Interest Notice Query**

ASX refers to the following:

1. NVX's Appendix 3Y lodged on the ASX Market Announcements Platform ('MAP') on 6 April 2023 for Mr Robert Cooper (the 'Notice');
2. Listing Rule 3.19A which requires an entity to tell ASX the following:

**3.19A.1** *'The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the following times.*

- *On the date that the entity is admitted to the official list.*
- *On the date that a director is appointed.*

*The entity must complete Appendix 3X and give it to ASX no more than 5 business days after the entity's admission or a director's appointment.*

**3.19A.2** *A change to a notifiable interest of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) including whether the change occurred during a closed period where prior written clearance was required and, if so, whether prior written clearance was provided. The entity must complete Appendix 3Y and give it to ASX no more than 5 business days after the change occurs.*

**3.19A.3** *The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the date that the director ceases to be a director. The entity must complete Appendix 3Z and give it to ASX no more than 5 business days after the director ceases to be a director.'*

3. Listing rule 3.19B which states that:

*'An entity must make such arrangements as are necessary with a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) to ensure that the director discloses to the entity all the information required by the entity to give ASX completed Appendices 3X, 3Y and 3Z within the time period allowed by listing rule 3.19.A. The entity must enforce the arrangements with the director.'*

The Notice indicates that a change in Mr Cooper's notifiable interest occurred on 23 March 2023. It appears that the Notice should have been lodged with ASX by 30 March 2023. Consequently, NVX may have breached Listing Rules 3.19A and/or 3.19B.

### **Request for Information**

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Under Listing Rule 18.7, we ask that you answer each of the following questions having regard to Listing Rules 3.19A and 3.19B and *Guidance Note 22: Director Disclosure of Interests and Transactions in Securities - Obligations of Listed Entities*.

1. Please explain why the Appendix 3Y was lodged late.
2. What arrangements does NVX have in place under Listing Rule 3.19B with its directors to ensure that it is able to meet its disclosure obligations under Listing Rule 3.19A?
3. If the current arrangements are inadequate or not being enforced, what additional steps does NVX intend to take to ensure compliance with Listing Rule 3.19B?

### **When and where to send your response**

This request is made under Listing Rule 18.7. Your response is required as soon as reasonably possible and, in any event, by no later than **9:00 AM AEST Monday, 24 April 2023**. You should note that if the information requested by this letter is information required to be given to ASX under Listing Rule 3.1 and it does not fall within the exceptions mentioned in Listing Rule 3.1A, NVX's obligation is to disclose the information 'immediately'. This may require the information to be disclosed before the deadline set out in the previous paragraph and may require NVX to request a trading halt immediately.

Your response should be sent to me by e-mail at [ListingsComplianceSydney@asx.com.au](mailto:ListingsComplianceSydney@asx.com.au). It should not be sent directly to the ASX Market Announcements Office. This is to allow me to review your response to confirm that it is in a form appropriate for release to the market, before it is published on the ASX Market Announcements Platform.

### **Trading halt**

If you are unable to respond to this letter by the time specified above, you should discuss with us whether it is appropriate to request a trading halt in NVX's securities under Listing Rule 17.1. If you wish a trading halt, you must tell us:

- the reasons for the trading halt;
- how long you want the trading halt to last;
- the event you expect to happen that will end the trading halt;
- that you are not aware of any reason why the trading halt should not be granted; and
- any other information necessary to inform the market about the trading halt, or that we ask for.

We require the request for a trading halt to be in writing. The trading halt cannot extend past the commencement of normal trading on the second day after the day on which it is granted. You can find further information about trading halts in *Guidance Note 16 Trading Halts & Voluntary Suspensions*.

### **Suspension**

If you are unable to respond to this letter by the time specified above, ASX will likely suspend trading in NVX's securities under Listing Rule 17.3.

### **Listing Rules 3.1 and 3.1A**

In responding to this letter, you should have regard to NVX's obligations under Listing Rules 3.1 and 3.1A and also to *Guidance Note 8 Continuous Disclosure: Listing Rules 3.1 – 3.1B*. It should be noted that NVX's obligation

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to disclose information under Listing Rule 3.1 is not confined to, nor is it necessarily satisfied by, answering the questions set out in this letter.

**Release of correspondence between ASX and entity**

We reserve the right to release a copy of this letter, your reply and any other related correspondence between us to the market under Listing Rule 18.7A.

**Questions**

If you have any questions in relation to the above, please do not hesitate to contact me.

Kind regards

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**Renee Hutchens**  
Adviser, Listings Compliance