



Announcement Summary

Entity name

NOVONIX LIMITED

Announcement Type

New announcement

Date of this announcement

24/7/2025

The Proposed issue is:

A placement or other type of issue

Total number of +securities proposed to be issued for a placement or other type of issue

ASX +security code	+Security description	Maximum Number of +securities to be issued
New class-code to be confirmed	Convertible debentures	100,000,000
NVX	ORDINARY FULLY PAID	783,867

Proposed +issue date

25/7/2025

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

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**1.1 Name of +Entity**

NOVONIX LIMITED

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

**1.2 Registered Number Type**

ACN

**Registration Number**

157690830

**1.3 ASX issuer code**

NVX

**1.4 The announcement is**

New announcement

**1.5 Date of this announcement**

24/7/2025

**1.6 The Proposed issue is:**

A placement or other type of issue



## Part 7 - Details of proposed placement or other issue

## Part 7A - Conditions

**7A.1 Do any external approvals need to be obtained or other conditions satisfied before the placement or other type of issue can proceed on an unconditional basis?**

No

## Part 7B - Issue details

**Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?**

New class

**Will the proposed issue of this +security include an offer of attaching +securities?**

No

Details of +securities proposed to be issued

**ISIN Code (if Issuer is a foreign company and +securities do not have +CDIs issued over them)**

**Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?**

No

**Will the entity be seeking quotation of the 'new' class of +securities on ASX?**

No

**ASX +security code**

New class-code to be confirmed

**+Security description**

Convertible debentures

**+Security type**

+Convertible debt securities

**Number of +securities proposed to be issued**

100,000,000

**Offer price details**

**Are the +securities proposed to be issued being issued for a cash consideration?**

Yes

**In what currency is the cash consideration being paid?**

USD - US Dollar

**What is the issue price per +security?**

USD 0.95000

**AUD equivalent to issue price amount per +security**

1.442235

**FX rate (in format AUD 1.00 / primary currency rate):**

AUD 1.00

**FX rate (in format AUD rate/primary currency rate) Primary Currency rate**

USD 0.65870000

**Will all the +securities issued in this class rank equally in all respects from their issue date?**

Yes

**+Convertible debt securities details****These securities are:**

Convertible

**Type of security**

Convertible note or bond

**+Security currency**

USD - US Dollar

**Face value**

USD 1.0000

**Interest rate type**

Fixed rate

**Frequency of coupon/interest payments per year**

Semi-annual

**First interest payment date**

25/1/2026

**Interest rate per annum**

5.00000 %

**Is the interest rate per annum estimated at this time?**

No

**s128F of the Income Tax Assessment Act status applicable to the +security**

s128F exemption status unknown

**Is the +security perpetual (ie. no maturity date)?**

No

**Maturity date**

25/1/2027

**Select other features applicable to the +security**

Redeemable

**Is there a first trigger date on which a right of conversion, redemption, call or put can be exercised (whichever is first)?**

Yes

**If yes, what is the first trigger date**

25/7/2025

**Details of the type of +security that will be issued if the securities are converted, transformed or exchanged**

NVX : ORDINARY FULLY PAID



**Number of +securities that will be issued if the +securities are converted, transformed or exchanged (including, if applicable, any interest)**

The number of ordinary shares to be issued under the First Drawdown is 84,527,857, Second Drawdown is 122,479,139, and Additional Drawdown is 138,004,664.

**Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.**

Refer to ASX announcement on 24 July 2025, NOVONIX Announces Entry into Funding Agreement with Yorkville Advisors Global, LP.

**Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?**  
Existing class

**Will the proposed issue of this +security include an offer of attaching +securities?**  
No

Details of +securities proposed to be issued

**ASX +security code and description**

NVX : ORDINARY FULLY PAID

**Number of +securities proposed to be issued**

783,867

**Offer price details**

**Are the +securities proposed to be issued being issued for a cash consideration?**

No

**Please describe the consideration being provided for the +securities**

Prepayment of the first three months of interest payable on the First Drawdown Convertible Debentures.

**Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities**

458,562.200000

**Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?**

Yes

Part 7C - Timetable

**7C.1 Proposed +issue date**

25/7/2025



## Part 7D - Listing Rule requirements

**7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?**  
No

**7D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?**

Yes

**7D.1b ( i ) How many +securities are proposed to be issued without security holder approval using the entity's 15% placement capacity under listing rule 7.1?**

Up to 94,682,978 ordinary shares can be issued upon conversion of the first drawdown convertible debentures and 783,867 ordinary shares (Interest Equity Shares) without needing to obtain shareholder approval under listing rule 7.1.

**7D.1c Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?**

No

**7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?**

No

**7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?**

No

**7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?**

No

## Part 7E - Fees and expenses

**7E.1 Will there be a lead manager or broker to the proposed issue?**

Yes

**7E.1a Who is the lead manager/broker?**

Goldman Sachs & Co. LLC is serving as exclusive financial advisor to NOVONIX.

**7E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?**

A financial advisory fee of the greater of US\$3M and 7% of the aggregate amount committed. A further \$1,000,000 is payable by the Company if the additional drawdown of \$40M is not utilised.

**7E.2 Is the proposed issue to be underwritten?**

No

**7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue**

Legal and other advisory fees.

## Part 7F - Further Information

**7F.01 The purpose(s) for which the entity is issuing the securities**

The proceeds from these convertible notes will provide additional capital for the continued build-out of our Riverside facility in Chattanooga, Tennessee and for general corporate purposes.

**7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?**

No

**7F.2 Any other information the entity wishes to provide about the proposed issue**

Number of +securities that will be issued if the +securities are converted, transformed or exchanged disclosed in section 7B is based on the conversion price as at the date of this Appendix 3B and it may change.

**7F.3 Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:**



The publication of a cleansing notice under section 708A(5), 708AA(2)(f), 1012DA(5) or 1012DAA(2)(f)