

NOTICE OF GENERAL MEETING



10 July 2017 at 10am
McCullough Robertson Lawyers
Level 11, 66 Eagle Street
Brisbane, Queensland

Notice of General Meeting

Graphitecorp Limited ACN 157 690 830

Notice is given that a General Meeting of Graphitecorp will be held at:

| | |
|-----------------|--|
| Location | McCullough Robertson, Level 11, 66 Eagle St, Brisbane QLD 4000 |
| Date | 10 July 2017 |
| Time | 10am (Brisbane time) |

Special business

Resolution 1: Ratification and approval of previous issue of Loan Notes to sophisticated and professional investors

To consider and, if in favour, to pass the following resolution as an ordinary resolution:

- 1 'That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the previous issue of 1,333,335 Loan Notes at an issue price of \$0.60 per Loan Note, on the terms set out in the Explanatory Memorandum.'

Note: Graphitecorp will disregard any votes cast by or on behalf of any person who participated in the issue of Loan Notes and any of their associates.

The Directors unanimously recommend that you vote in favour of Resolution 1.

Resolution 2: Change of Company name

To consider and, if in favour, pass the following resolution as a special resolution:

- 2 'That, for the purpose of section 157(1)(a) Corporations Act and for all other purposes, approval be given to change the name of the Company to NOVONIX Limited.'

The Directors unanimously recommend that you vote in favour of Resolution 2.

Dated: 8 June 2017

By order of the Board



Suzanne Yeates
Company Secretary

Notes

- (a) A Shareholder who is entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy.
- (b) The proxy need not be a Shareholder of Graphitecorp. A Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
- (c) If you wish to appoint a proxy and are entitled to do so, then complete and return the **attached** proxy form.
- (d) Key management personnel (or their closely related parties) (as defined in the Corporations Act) appointed as a proxy must not vote on a resolution connected directly or indirectly with the remuneration of key management personnel if the proxy is undirected unless:
 - (i) the proxy is the person chairing the Meeting; and
 - (ii) the proxy appointment expressly authorises the person chairing the Meeting to vote undirected proxies on that resolution.
- (e) If the proxy form specifies the way the proxy is to vote on a particular resolution the proxy need not vote on a show of hands but if the proxy does so, it must vote as specified in the proxy form.
- (f) If the proxy has two or more appointments that specify different ways to vote on the resolution the proxy must not vote on a show of hands.
- (g) If the proxy is the chair of the Meeting, the proxy must vote on a poll or must vote the way specified in the proxy form.
- (h) If the proxy is not the chair of the Meeting the proxy need not vote on the poll, but if the proxy does so, the proxy must vote as specified in the proxy form.
- (i) If the proxy form specifies the way the proxy is to vote on a particular resolution and the proxy is not the chair of the Meeting and a poll is demanded and either:
 - (i) the proxy is not recorded as attending; or
 - (ii) the proxy does not vote,
 the chair of the Meeting is deemed the proxy for that resolution.
- (j) A corporation may elect to appoint a representative, rather than appoint a proxy, under the Corporations Act in which case Graphitecorp will require written proof of the representative's appointment which must be lodged with or presented to the Company before the Meeting.
- (k) Graphitecorp has determined under regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that for the purpose of voting at the General Meeting or an adjourned meeting, securities are taken to be held by those persons recorded in Graphitecorp's register of Shareholders as at 7:00pm (Sydney time) on 8 July 2017.
- (l) If you have any queries on how to cast your votes, please call Suzanne Yeates (Company Secretary) on +61 439 310 818 during business hours.

Voting restrictions

Graphitecorp will, in accordance with the Listing Rules and Corporations Act, disregard any votes cast:

Resolution 1 - Ratification and approval of previous issue of Loan Notes to sophisticated and professional investors

Any person who participated in the issue of Loan Notes and any of their associates.

However, Graphitecorp need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Explanatory Memorandum

Graphitecorp Limited ACN 157 690 830

This Explanatory Memorandum accompanies the Notice of General Meeting of Graphitecorp to be held at the office of McCullough Robertson Lawyers, Level 11, 66 Eagle Street, Brisbane, Queensland on 10 July 2017 at 10am (Brisbane time).

The Explanatory Memorandum has been prepared to assist Shareholders in determining how to vote on the resolutions proposed and ought to be read in conjunction with the Notice of Meeting.

Resolution 1: Ratification and approval of previous issue of Loan Notes to sophisticated and professional investors

Background – acquisition of NOVONIX

- 1 As previously announced, Graphitecorp executed agreements to acquire a two-thirds interest in the leading North American based battery testing equipment and testing services company, NOVONIX. Graphitecorp has now entered into a binding agreement to acquire the remaining one-third interest of NOVONIX for CAD \$1.67 million (the same value as each other third interest acquired), moving to 100% ownership.
- 2 In May 2017, Graphitecorp issued 1,333,335 unsecured convertible loan notes to sophisticated and institutional investors (**Loan Notes**). Each Loan Note:
 - (a) has a face value of \$0.60 per Loan Note;
 - (b) has a term of 13 months;
 - (c) pays interest on redemption at 10% per annum;
 - (d) may be converted, at the holder's election, to one Share; and
 are issued on the terms summarised in Schedule 1.
- 3 The proceeds from the issue of Loan Notes, together with surplus cash arising from previous capital raising cost savings and a small provision of surplus cash in the NOVONIX business, will be used to fund the acquisition of the remaining one-third interest in NOVONIX.
- 4 NOVONIX sells high precision battery testing equipment and services to tier one global customers including CATL, Apple, 3M, Panasonic, Bosch and Dyson, as well as US and Global EV and battery manufacturers. The investor presentation and announcement lodged on ASX on 2 March 2017 set out further detail on the strategic rationale for Graphitecorp's acquisition of NOVONIX.

Listing Rule 7.1

- 5 Resolution 1 seeks approval from Shareholders under Listing Rule 7.4 (and for all other purposes) to ratify the previous issues of 1,333,335 Loan Notes to sophisticated and professional investors.
- 6 Listing Rule 7.1 provides that, subject to certain exemptions, prior approval of Shareholders is required for an issue of equity securities if the securities will, when aggregated with the securities issued by Graphitecorp during the previous 12 months, exceed 15% of the number of the securities at the commencement of that 12 month period. The Loan Notes are equity securities

for the purposes of the Listing Rules. Each Loan Note is treated as a Share under Listing Rule 7.1 (reflecting the 'one for one' conversion ratio).

- 7 The issue of Loan Notes detailed in this Resolution did not exceed Graphitecorp's 15% threshold. However, Listing Rule 7.4 provides that where Graphitecorp ratifies an issue of equity securities, the issue is treated as having been made with Shareholder approval for the purpose of Listing Rule 7.1, thereby replenishing Graphitecorp's 15% capacity and enabling it to issue further equity securities up to that limit.
- 8 For the purposes of Listing Rule 7.5, Graphitecorp provides the following particulars:

| | |
|--|--|
| Allottees | Sophisticated and institutional investors |
| Number of Loan Notes | 1,333,335 Loan Notes |
| Face value (issue price) of Loan Notes | \$0.60 per Loan Note (\$800,001 total) |
| Maximum number of Shares to be issued on conversion | 1,333,335 Shares |
| Date of issue of Loan Notes | 1,666,668 Loan Notes were issued on 4 May 2017 166,667 Loan Notes were issued on 12 May 2017 Shares issued on the conversion of those Loan Notes will be subject to conversion by the holder (any time until redemption) |
| Terms of issue | Loan Note terms are summarised in Schedule 1 Shares issued on conversion of Loan Notes will be issued on the same terms as, and rank equally with, existing Shares |
| Intended use of funds | Part consideration to acquire the remaining one-third interest in NOVONIX taking Graphitecorp's ownership to 100% |

Directors' Recommendation

- 9 The Directors unanimously recommend that Shareholders vote in favour of Resolution 2.

Resolution 2: Change of Company name

Overview

- 10 Resolution 2 seeks Shareholder approval to effect a change in the Company's name from 'Graphitecorp Limited' to 'NOVONIX Limited'.
- 11 Resolution 2 is a special resolution and can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on the resolution (whether by direct voting or in person, or by proxy, attorney or representative) are voted in favour of this Resolution.
- 12 If Resolution 2 is passed, Graphitecorp must lodge a copy of the special resolution with ASIC within 14 days of the Meeting. The change of name takes effect when ASIC alters the details of Graphitecorp's registration.

Rationale for the Resolution

- 13 Shareholders will be aware that the nature and scope of Graphitecorp's business has expanded following the transactions with two North American groups, Coulometrics and NOVONIX, and

launch of its downstream integration strategy into the high-value, high-growth battery materials market. Specifically, the acquisition of NOVONIX has transformed the business into a supplier of advanced battery materials, equipment and services to the global lithium ion battery market.

- 14 The Board confirms that graphite and graphite-related product development and marketing will remain an important core part of Graphitecorp's overall business. The Board is confident that the proposed new name will help to facilitate an improved understanding of Graphitecorp's businesses and growth strategy while capitalising on the established 'NOVONIX' brand and providing a more generic name for its portfolio of related business activities.
- 15 If Resolution 2 is passed, Graphitecorp also intends to change its ASX ticker code from 'GRA' to 'NVX'.

Directors' Recommendation

- 16 The Directors unanimously recommend that Shareholders vote in favour of Resolution 2.

Glossary

| Term | Definition |
|----------------------------|---|
| \$ | the lawful currency of Australia. |
| ASIC | Australian Securities and Investments Commission. |
| ASX | ASX Limited ACN 008 624 691 or the securities exchange operated by it (as the case requires). |
| Board | the board of directors of the Company. |
| CAD | the lawful currency of Canada. |
| Company or Graphitecorp | Graphitecorp Limited ACN 157 690 830. |
| Corporations Act | <i>Corporations Act 2001</i> (Cth). |
| Corporations Regulations | <i>Corporations Regulations 2001</i> (Cth). |
| Coulometrics | Edward Buil Consulting, LLC DBA Coulometrics |
| Director | a director of the Company from time to time. |
| Explanatory Memorandum | the explanatory memorandum attached to the Notice of Meeting. |
| General Meeting or Meeting | Graphitecorp's general meeting the subject of this Notice of Meeting. |
| Listing Rules | the listing rules of ASX. |
| Loan Notes | the unsecured convertible loan notes, the terms of which are summarised in Schedule 1. |
| Notice of Meeting | this notice of meeting and includes the Explanatory Memorandum. |
| NOVONIX | NOVONIX Battery Testing Services Inc., a corporation incorporated under the laws of Canada. |
| Resolution | a resolution proposed in this Notice of Meeting. |
| Shares | the fully paid ordinary shares in the capital of Graphitecorp. |
| Shareholder | a person who is the registered holder of Shares. |

Schedule 1

Loan Note terms (summary)

Face value: Each Loan Note has a face value of \$0.60 (**Face Value**).

Redemption date: Each Loan Note, if not converted, must be redeemed on the date that is 13 months after the issue date and may be redeemed on an earlier date nominated by the Company (**Redemption Date**). If the Company intends to issue a notice of early redemption, it intends to give holders notice of that intention, so holders may convert outstanding Loan Notes.

Payment of redemption: On redemption of the Loan Notes, the Company must pay the holder the Face Value of each Loan Note and all accrued and unpaid interest on such Loan Note, which, irrespective of the Redemption Date, is deemed to be an amount of interest that would have applied to the redeemed Notes had they been redeemed 13 months after the date of issue.

Interest: Interest, at 10% per annum, is payable on each Loan Note and is paid in arrears by the Company on the Redemption Date (with the first and only interest payment to be made on the Redemption Date). No interest is payable if the holder elects to convert the Loan Note.

Conversion on 1 for 1 basis: Each Loan Note converts, at the holder's election, into one fully paid ordinary share in the Company.

Notice of conversion: The holder may, at any time before the Company gives an early redemption notice, elect to convert any number of Loan Notes, in which case the Company must, within 40 business days, issue one fully paid ordinary share in the Company for each Loan Note, apply for quotation of such Loan Note on ASX.

Payments: Payments made on redemption of a Loan Note (including interest) will be paid by transfer to the bank account nominated by the holder from time to time.

Transfer: The Notes may be transferred by an instrument of transfer approved by the Company and accompanied by the relevant Loan Note certificate.

Register: The Company must establish and maintain the register of Loan Note holders and need only recognise the registered holder as the owner of a Loan Note and is not bound to take notice or see to the execution of any trust to which any Loan Note may be subject. Payment to the registered holder shall be a good discharge for the Company notwithstanding any notice it may have of the right, title or interest of any other person to or in the Loan Notes or such moneys. If several persons are entered in the Register as joint holders of any Notes then the payment to any one of such persons of any amount from time to time payable in respect of such Notes will be an effective discharge to the Company for the moneys so paid.

Loan Note certificates: The Company must issue Loan Note certificates to each holder. If any certificate becomes worn out or defaced then upon its production to the Company it may cancel the same and issue a new certificate. If any certificate is lost or destroyed then upon proof to the satisfaction of the Company and upon such indemnity as the Company may require being given, a replacement certificate shall be given to the Investor. Any certificate that is returned to the Company in connection with the conversion or transfer of any Notes must be cancelled by the Company when the conversion or transfer is recorded in the register.

General covenants: The Company agrees with each holder that it will, so long as Loan Notes remain outstanding: (a) comply with the Loan Note terms; (b) maintain its corporate existence; (c) prepare and maintain proper books of account in accordance with the Corporations Act; and (d) notify the holder in writing of any Event of Default or a potential Event of Default as soon as the Company becomes aware of the occurrence.


Events of default: It is an Event of Default if one of the following events occur: (a) **(non-payment)** the Company fails to pay any amount payable under this document at the time that it is due; (b) **(involuntary winding up)** an application or order is made for the winding up of the Company or for the appointment of a liquidator; (c) **(voluntary winding up)** the Company passes a resolution for its winding up; (d) **(receiver)** a receiver, controller (within the meaning of section 9 Corporations Act) or analogous person is appointed to take possession of all, or any part of the assets of the Company; (e) **(insolvency)** the Company: (i) becomes an externally-administered body corporate within the meaning of the Corporations Act; (ii) becomes subject to administration under Part 5.3A Chapter 5 Corporations Act; or (iii) is, or states that it is, or is deemed by applicable law to be, unable to pay its debts; or (f) **(compromise or arrangement)** the Company takes any step for the purpose of entering into a compromise or arrangement with any, of its members or creditors except for the purpose of a reconstruction, amalgamation, merger or consolidation on terms approved by the members of the Company.


If an Event of Default occurs an Investor may by written notice to the Company require the Notes held by such person to be repaid, and the Company must repay such Notes plus the interest accrued on such Notes within 40 Business Days after receipt of such notice.


LODGE YOUR VOTE

 **ONLINE**
www.linkmarketservices.com.au

 **BY MAIL**
Graphitecorp Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

 **BY FAX**
+61 2 9287 0309

 **BY HAND**
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138; or
Level 12, 680 George Street, Sydney NSW 2000

 **ALL ENQUIRIES TO**
Telephone: 1300 554 474 Overseas: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of Graphitecorp Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

STEP 1

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the General Meeting of the Company to be held at **10:00am on Monday, 10 July 2017 at McCullough Robertson, Level 11, 66 Eagle St, Brisbane QLD 4000 (the Meeting)** and at any postponement or adjournment of the Meeting.
The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.


VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an

Resolutions

| | For | Against | Abstain* |
|---|--------------------------|--------------------------|--------------------------|
| 1 Ratification and approval of previous issue of Loan Notes to sophisticated and professional investors | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2 Change of Company name | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

STEP 2

 * If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

STEP 3



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am on Saturday, 8 July 2017**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

Graphitecorp Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138

or

Level 12
680 George Street
Sydney NSW 2000

* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**