

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

NOXOPHARM LIMITED

ABN

84 608 966 123

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|---|---------------------------------------|
| 1 | +Class of +securities issued or to be issued | Fully Paid Ordinary Shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 16,666,667 Fully Paid Ordinary Shares |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Fully Paid Ordinary Shares |

4	<p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	Yes
5	Issue price or consideration	\$0.33 cents per share, raising a total of \$5,500,000
6	<p>Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Placement of shares to Sophisticated and Professional Investors to fund clinical trials, research & development and additional working capital as announced to the ASX on 24 August 2017.</p>
6a	<p>Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h <i>in relation to the +securities the subject of this Appendix 3B</i>, and comply with section 6i</p>	Yes
6b	The date the security holder resolution under rule 7.1A was passed	23 November 2016
6c	Number of +securities issued without security holder approval under rule 7.1	8,149,525 Ordinary Fully Paid Shares
6d	Number of +securities issued with security holder approval under rule 7.1A	8,517,142 Fully Paid Ordinary
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Nil

+ See chapter 19 for defined terms.

6f Number of +securities issued under an exception in rule 7.2 Nil

6g If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.

15 day VWAP to 1 September 2017 = \$0.3723 (Source: IRESS)
 75% VWAP = \$0.2793 (Source: IRESS)
 Issue Price: \$0.33
 Issue Date: 4 September 2017

6h If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements N/A

6i Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements See Annexure 1

7 +Issue dates 4 September 2017

Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.

Cross reference: item 33 of Appendix 3B.

	Number	+Class
8 Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	38,285,964 +	Fully Paid Ordinary Shares (NOX)
	16,666,667	
	54,952,631	

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	46,885,465	Fully Paid Ordinary Shares (NOXESC3) Escrow to 09/08/2018
	357,500	Unlisted Option Expiry 28/02/21, Exercisable @ \$0.30 (NOXOPTESC1)
	3,277,858	Unlisted Option Expiry 28/02/21, Exercisable @ \$0.30 (NOXOPTESC2)
	18,950,358	Unlisted Option Expiry 28/02/21, Exercisable @ \$0.30 (NOXOPTESC3) Escrow to 09/08/2018

Number	+Class
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10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	The Company currently does not have a dividend policy
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Part 2 - Pro rata issue

- | | |
|---|--|
| 11 Is security holder approval required? | |
| 12 Is the issue renounceable or non-renounceable? | |
| 13 Ratio in which the +securities will be offered | |
| 14 +Class of +securities to which the offer relates | |
| 15 +Record date to determine entitlements | |
| 16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements? | |
| 17 Policy for deciding entitlements in relation to fractions | |
| 18 Names of countries in which the entity has security holders who will not be sent new offer documents

<small>Note: Security holders must be told how their entitlements are to be dealt with.
Cross reference: rule 7.7.</small> | |
| 19 Closing date for receipt of acceptances or renunciations | |
| 20 Names of any underwriters | |
| 21 Amount of any underwriting fee or commission | |
| 22 Names of any brokers to the issue | |
| 23 Fee or commission payable to the broker to the issue | |

+ See chapter 19 for defined terms.

- 24 Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders
- 25 If the issue is contingent on security holders' approval, the date of the meeting
- 26 Date entitlement and acceptance form and offer documents will be sent to persons entitled
- 27 If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders
- 28 Date rights trading will begin (if applicable)
- 29 Date rights trading will end (if applicable)
- 30 How do security holders sell their entitlements *in full* through a broker?
- 31 How do security holders sell *part* of their entitlements through a broker and accept for the balance?
- 32 How do security holders dispose of their entitlements (except by sale through a broker)?
- 33 ⁺Issue date

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

- 34 Type of ⁺securities
(tick one)
- (a) ⁺Securities described in Part 1
- (b) All other ⁺securities
Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders
- 36 If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
 1 - 1,000
 1,001 - 5,000
 5,001 - 10,000
 10,001 - 100,000
 100,001 and over
- 37 A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b)

38 Number of +securities for which +quotation is sought

39 +Class of +securities for which quotation is sought

40 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?

If the additional +securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another +security, clearly identify that other +security)

	Number	+Class
42 Number and +class of all +securities quoted on ASX (including the +securities in clause 38)	<input style="width: 100%; height: 40px;" type="text"/>	<input style="width: 100%; height: 40px;" type="text"/>

+ See chapter 19 for defined terms.

Quotation agreement

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
 - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those +securities should not be granted +quotation.
 - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
 - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
 - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:



(Company Secretary)

Date: 4 September 2017

Print name:

David Franks

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+ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	75,171,429
Add the following: <ol style="list-style-type: none"> 1) Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 2) Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval 3) Number of partly paid +ordinary securities that became fully paid in that 12 month period <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	10,000,000
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	0
“A”	85,171,429

+ See chapter 19 for defined terms.

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	12,775,714
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<p>Insert number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <p>Note:</p> <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	
“C”	8,149,525
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	12,775,714
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	8,149,525
Total [“A” x 0.15] – “C”	4,626,189 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	85,171,429
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	8,517,142
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A <i>Notes:</i> <ul style="list-style-type: none"> • <i>This applies to equity securities – not just ordinary securities</i> • <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	
“E”	8,517,142

+ See chapter 19 for defined terms.

Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	8,517,142
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	8,517,142
Total [“A” x 0.10] – “E”	0 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.



Date: 4 September 2017

Sydney, Australia

ASX: NOX

Noxopharm Limited

ABN 50 608 966 123

Registered Office:

Suite 1 Level 6
50 Queen St
Melbourne VIC 3000
Australia

Operational Office:

Suite 3, Level 4
828 Pacific Highway
Gordon NSW 2072
Australia

Board of Directors

Mr Peter Marks

Chairman
Non-Executive
Director

Dr Graham Kelly

Chief Executive Officer
Managing Director

Dr Ian Dixon

Non-Executive
Director

ASX Limited
20 Bridge Street
SYDNEY NSW 2000

NOTICE UNDER SECTION 708A(5)(E) OF THE CORPORATIONS ACT 2001 (CTH)

Noxopharm Limited (ASX: NOX) (**Noxopharm** or the **Company**) has today issued 16,666,667 new fully paid ordinary shares in the Company (**New Shares**) to Sophisticated and Professional Investors, at an issue price of A\$0.33 per New Share. The New Shares were issued under the Private Placement detailed in the announcement to ASX on 24 August 2017.

NOX gives notice under section 708A(5)(e) of the *Corporations Act 2001* (Cth) (**Corporations Act**) that:

- 1 The New Shares were issued without disclosure to investors under Part 6D.2 of the Corporations Act.
- 2 As at the date of this notice, NOX has complied with:
 - (a) the provisions of Chapter 2M of the Corporations Act as they apply to NOX; and
 - (b) section 674 of the Corporations Act.
- 3 As at the date of this notice, there is no information that is "excluded information" of the type referred to in sections 708A(7) and 708A(8) of the Corporations Act that is required to be disclosed by the Company under section 708A(6)(e) of the Corporations Act.

For and on behalf of the Board,

Yours faithfully,

David Franks
Company Secretary



Date: 4 September 2017

Sydney, Australia

ASX: NOX

Noxopharm Limited

ABN 50 608 966 123

Registered Office:

Suite 1 Level 6
50 Queen St
Melbourne VIC 3000
Australia

Operational Office:

Suite 3, Level 4
828 Pacific Highway
Gordon NSW 2072
Australia

Board of Directors

Mr Peter Marks

Chairman
Non-Executive
Director

Dr Graham Kelly

Chief Executive Officer
Managing Director

Dr Ian Dixon

Non-Executive
Director

ASX Limited
20 Bridge Street
SYDNEY NSW 2000

SHARE PLACEMENT: ASX LISTING RULE 7.1A.4(b) & 3.10.5A NOTICE

Noxopharm (ASX: NOX) (the “**Company**”) hereby provides notice to the ASX for the purposes of ASX Listing Rule 3.10.5A and ASX Listing Rule 7.1A.4(b) that on 4 September 2017 it issued 16,666,667 fully paid ordinary shares in the Company to Sophisticated and Professional Investors under a Private Placement (the “**Private Placement**”), of which 8,517,142 of those shares (the “**7.1A Placement Shares**”) were issued in accordance with ASX Listing Rule 7.1A.

The issue price for the 7.1A Placement Shares was the same as all other shares under the Private Placement, being \$0.33 per share, with a total of A\$2,810,657 in funds raised before costs from the 7.1A Placement Shares (and A\$5,500,000 before costs raised in total under the Private Placement).

In relation to the 7.1A Placement Shares, the shares were issued for cash consideration, to be used for the purposes approved by shareholders at the 2016 Annual General Meeting, being for clinical trials, research and development and working capital.

Pursuant to ASX Listing Rule 3.10.5A, the Company states that:

- The dilutive effect of the New Shares on existing shareholders as a result of the Private Placement is approximately 16.4% of which 8.0% is as a result of the shares issued under ASX Listing Rule 7.1 and 8.4% as a result of the shares issued under ASX Listing Rule 7.1A. Following completion, pre-Private Placement security holders will hold approximately 83.6% of fully paid ordinary shares on issue;
- The Company considered the Private Placement as the most efficient and expedient method for raising the funds required by the Company;
- No other fees or costs were incurred in connection with the issue, apart from a Brokers’ fee of 6.0% of the total placement amount; and
- The Private Placement was not underwritten.

For and on behalf of the Board,

Yours faithfully,

David Franks
Company Secretary