

# Appendix 3Y

## Change of Director's Interest Notice

*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 30/9/2001. Amended 01/01/11

<b>Name of Entity:</b>	Noxopharm Limited (ASX:NOX)
<b>ABN:</b>	50 608 966 123

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director:</b>	Graham Kelly
<b>Date of Last Notice:</b>	9 August 2016

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Direct or Indirect Interest</b>	Direct												
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	-												
<b>Date of change</b>	Thursday 18 August 2016												
<b>No. of securities held prior to change</b>	<table border="1"> <thead> <tr> <th></th> <th>Shares</th> <th>Options</th> </tr> </thead> <tbody> <tr> <td>Direct</td> <td style="text-align: center;">-</td> <td style="text-align: center;">-</td> </tr> <tr> <td>Indirect</td> <td style="text-align: center;">24,345,000</td> <td style="text-align: center;">12,075,000</td> </tr> <tr> <td><b>Total</b></td> <td style="text-align: center;"><b>24,345,000</b></td> <td style="text-align: center;"><b>12,075,000</b></td> </tr> </tbody> </table> <p>6,877,568 Performance Shares - Escrowed to 8 Aug 2018</p>		Shares	Options	Direct	-	-	Indirect	24,345,000	12,075,000	<b>Total</b>	<b>24,345,000</b>	<b>12,075,000</b>
	Shares	Options											
Direct	-	-											
Indirect	24,345,000	12,075,000											
<b>Total</b>	<b>24,345,000</b>	<b>12,075,000</b>											
<b>Number acquired</b>	<table border="1"> <thead> <tr> <th></th> <th>Shares</th> <th>Options</th> </tr> </thead> <tbody> <tr> <td>Direct</td> <td style="text-align: center;">35,000</td> <td style="text-align: center;">-</td> </tr> <tr> <td>Indirect</td> <td style="text-align: center;">-</td> <td style="text-align: center;">-</td> </tr> <tr> <td><b>Total</b></td> <td style="text-align: center;"><b>35,000</b></td> <td style="text-align: center;">-</td> </tr> </tbody> </table>		Shares	Options	Direct	35,000	-	Indirect	-	-	<b>Total</b>	<b>35,000</b>	-
	Shares	Options											
Direct	35,000	-											
Indirect	-	-											
<b>Total</b>	<b>35,000</b>	-											
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Indirect	-	-											
<b>Total</b>	-	-											

+ See chapter 19 for defined terms.

**Appendix 3Y**  
**Change of Director's Interest Notice**

<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	\$5,250	
<b>No. of securities held after change</b>		
	<b>Shares</b>	<b>Options</b>
	Direct	35,000
	Indirect	24,345,000
	<b>Total</b>	<b>24,380,000</b>
	6,877,568 Performance Shares - Escrowed to 8 Aug 2018	
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Acquisition of Shares on Market	

**Part 2 – Change of director's interests in contracts**

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Detail of contract</b>	N/A
<b>Nature of interest</b>	N/A
<b>Name of registered holder (if issued securities)</b>	N/A
<b>Date of change</b>	N/A
<b>No. and class of securities to which interest related prior to change</b> Note: Details are only required for a contract in relation to which the interest has changed	N/A
<b>Interest acquired</b>	N/A
<b>Interest disposed</b>	N/A
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	N/A
<b>Interest after change</b>	N/A

**Part 3 – +Closed period**

<b>Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?</b>	No
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	N/A
<b>If prior written clearance was provided, on what date was this provided?</b>	N/A



**The CFO Solution**

19 August 2016

+ See chapter 19 for defined terms.