

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

Name of Entity:	Noxopharm Limited (ASX:NOX)
ABN:	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.

Name of Director:	Graham Kelly
Date of Last Notice:	18 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.

Direct or Indirect Interest	Indirect														
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	-														
Date of change	19 December 2016														
No. of securities held prior to change	<table border="1"> <thead> <tr> <th></th> <th>Shares</th> <th>Options</th> </tr> </thead> <tbody> <tr> <td>Direct</td> <td>35,000</td> <td>-</td> </tr> <tr> <td>Indirect</td> <td>24,345,000</td> <td>12,075,000</td> </tr> <tr> <td>Total</td> <td>24,380,000</td> <td>12,075,000</td> </tr> </tbody> </table> <p>6,877,568 Performance Shares - Escrowed to 09 Aug 2018</p>				Shares	Options	Direct	35,000	-	Indirect	24,345,000	12,075,000	Total	24,380,000	12,075,000
	Shares	Options													
Direct	35,000	-													
Indirect	24,345,000	12,075,000													
Total	24,380,000	12,075,000													
Number acquired	<table border="1"> <thead> <tr> <th></th> <th>Shares</th> <th>Options</th> </tr> </thead> <tbody> <tr> <td>Direct</td> <td>-</td> <td>-</td> </tr> <tr> <td>Indirect</td> <td>7,030,221</td> <td>-</td> </tr> <tr> <td>Total</td> <td>7,030,221</td> <td>-</td> </tr> </tbody> </table> <p>a) 152,653 On Market purchase b) 6,877,568 Performance Shares - Escrowed to 09 Aug 2018</p>				Shares	Options	Direct	-	-	Indirect	7,030,221	-	Total	7,030,221	-
	Shares	Options													
Direct	-	-													
Indirect	7,030,221	-													
Total	7,030,221	-													
Number disposed	<table border="1"> <thead> <tr> <th></th> <th>Shares</th> <th>Options</th> </tr> </thead> <tbody> <tr> <td>Direct</td> <td>-</td> <td>-</td> </tr> <tr> <td>Indirect</td> <td>-</td> <td>-</td> </tr> <tr> <td>Total</td> <td>-</td> <td>-</td> </tr> </tbody> </table>				Shares	Options	Direct	-	-	Indirect	-	-	Total	-	-
	Shares	Options													
Direct	-	-													
Indirect	-	-													
Total	-	-													

+ See chapter 19 for defined terms.

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Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	a) 152,653 shares \$82,127 b) 6,877,568 shares - Milestone achieved, Escrowed to 09 Aug 2018													
No. of securities held after change	<table border="1"> <thead> <tr> <th></th> <th>Shares</th> <th>Options</th> </tr> </thead> <tbody> <tr> <td>Direct</td> <td>35,000</td> <td>12,075,000</td> </tr> <tr> <td>Indirect</td> <td>31,375,221</td> <td>-</td> </tr> <tr> <td>Total</td> <td>31,410,221</td> <td>12,075,000</td> </tr> </tbody> </table>			Shares	Options	Direct	35,000	12,075,000	Indirect	31,375,221	-	Total	31,410,221	12,075,000
	Shares	Options												
Direct	35,000	12,075,000												
Indirect	31,375,221	-												
Total	31,410,221	12,075,000												
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	a) 152,653 On Market purchase b) 6,877,568 Performance milestones achieved – Shares Escrowed to 09 Aug 2018													

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.

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

Part 3 – +Closed period

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



The CFO Solution

19 December 2016

+ See chapter 19 for defined terms.