

## 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 30/09/01 Amended 01/01/11

|                       |                          |
|-----------------------|--------------------------|
| <b>Name of entity</b> | <b>Noxopharm Limited</b> |
| <b>ABN</b>            | <b>50 608 966 123</b>    |

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> | 20 December 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>   | <b>Direct and Indirect</b>  |
|--|---|
| <b>Nature of indirect interest (including registered holder)</b><br>Note: Provide details of the circumstances giving rise to the relevant interest. |   |
| <b>Date of change</b>  | 9 August 2018   |
| <b>No. of securities held prior to change</b>  | <p><u>DIRECT</u></p> <p>1. 35,000 ordinary shares</p> <p><u>INDIRECT</u></p> <p>Milligene Pty Ltd &lt;The GE &amp; PR Kelly Family Trust&gt;</p> <p>1. 31,027,568 ordinary shares (escrow to 9/8/2018)</p> <p>2. 12,075,000 unlisted options \$0.30, expiry 28/2/2021 (escrow to 9/8/2018)</p> <p>Phytose Corporation Limited ATF Boundaryone Superannuation Fund</p> <p>3. 175,000 ordinary shares</p> |

+ See chapter 19 for defined terms.

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|   |  |
|---|--|
|   | <p>Bende Holdings Pty Ltd<br/> 4. 162,635 ordinary shares</p> <p>Prudence Kelly<br/> 5. 10,000 ordinary shares</p>   |
| <b>Class</b>  | <p>1. Ordinary shares<br/> 2. Unlisted options \$0.30, expiry 28/2/2021</p>  |
| <b>Number acquired</b>  | N/A  |
| <b>Number disposed</b>  | N/A  |
| <b>Value/Consideration</b><br>Note: If consideration is non-cash, provide details and estimated valuation   | N/A  |
| <b>No. of securities held after change</b>  | <p><u>DIRECT</u></p> <p>1. 35,000 ordinary shares</p> <p><u>INDIRECT</u></p> <p>Milligene Pty Ltd &lt;The GE &amp; PR Kelly Family Trust&gt;</p> <p>1. 31,027,568 ordinary shares (Voluntary escrow up to 8/5/2019)<br/> 2. 12,075,000 unlisted options \$0.30, expiry 28/2/2021 (Voluntary escrow up to 8/5/2019)</p> <p>Phytose Corporation Limited ATF Boundaryone Superannuation Fund</p> <p>3. 175,000 ordinary shares</p> <p>Bende Holdings Pty Ltd<br/> 4. 162,635 ordinary shares</p> <p>Prudence Kelly<br/> 5. 10,000 ordinary shares</p> |
| <b>Nature of change</b><br>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | <p>Release of restricted securities (shares and options) from escrow on 9 August 2018, however voluntarily extended to 8 May 2019.</p>   |

**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.

|                           |  |
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| <b>Detail of contract</b> |  |
|---------------------------|--|

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

**Part 3 – +Closed period**

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

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