Appendix 4G and Corporate Governance Statement

Sydney, 16 October 2026: Innovative biotech company **Noxopharm Limited (ASX:NOX)** attached the following documents in relation to FY 2026.

- Appendix 4G; and
- Corporate Governance Statement.

-ENDS-

About Noxopharm

Noxopharm Limited (ASX:NOX) is a clinical-stage Australian biotech company developing novel, targeted therapies for chronic inflammation, autoimmune diseases and cancer.

Noxopharm's proprietary Sofra™ platform is designed to regulate innate immune signalling with greater precision. Its lead clinical asset, SOF-SKN™, is a topical therapy initially being developed for cutaneous lupus erythematosus, with Phase I completed and further clinical development progressing.

Beyond SOF-SKN, the Sofra platform supports a broader pipeline of internal and externally collaborated programs across inflammatory and autoimmune diseases, RNA therapeutics and oncology.

To learn more, please visit: noxopharm.com

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Forward Looking Statements

This announcement may contain forward-looking statements. You can identify these statements by the fact they use words such as "aim", "anticipate", "assume", "believe", "continue", "could", "estimate", "expect", "intend", "may", "plan", "predict", "project", "plan", "should", "target", "will" or "would" or the negative of such terms or other similar expressions. Forward-looking statements are based on estimates, projections and assumptions made by Noxopharm about circumstances and events that have not yet taken place. Although Noxopharm believes the forward-looking statements to be reasonable, they are not certain. Forward-looking statements involve known and unknown risks, uncertainties and other factors that are in some cases beyond the Company's control (including but not limited to the COVID-19 pandemic) that could cause the actual results, performance or achievements to differ materially from those expressed or implied by the forward-looking statement.

Appendix 4G

Key to Disclosures
Corporate Governance Council Principles and Recommendations

Name of entity

Noxopharm Limited

ABN/ARBN

608 966 123

Financial year ended:

30 June 2026

Our corporate governance statement[1] for the period above can be found at:[2]

☐ These pages of our annual report:

☒ This URL on our website: https://www.noxopharm.com/investors/corporate-governance

The Corporate Governance Statement is accurate and up to date as at *30 September 2026* and has been approved by the Board.

The annexure includes a key to where our corporate governance disclosures can be located.[3]

Date: 9 October 2026

Name of authorised officer authorising lodgement: Mr Frederick Bart, Chairman

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[1] "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of Listing Rule 4.10.3.

Under Listing Rule 4.7.3, an entity must also lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX. The Appendix 4G serves a dual purpose. It acts as a key designed to assist readers to locate the governance disclosures made by a listed entity under Listing Rule 4.10.3 and under the ASX Corporate Governance Council's recommendations. It also acts as a verification tool for listed entities to confirm that they have met the disclosure requirements of Listing Rule 4.10.3.

The Appendix 4G is not a substitute for, and is not to be confused with, the entity's corporate governance statement. They serve different purposes and an entity must produce each of them separately.

[2] Tick whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where your corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

[3] Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes "OR" at the end of the selection and you delete the other options, you can also, if you wish, delete the "OR" at the end of the selection.

See notes 4 and 5 below for further instructions on how to complete this form.

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	☒ and we have disclosed a copy of our board charter at: https://www.noxopharm.com/investors/corporate-governance	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	☒	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	☒	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	☒	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable

[4] Tick the box in this column only if you have followed the relevant recommendation in full for the whole of the period above. Where the recommendation has a disclosure obligation attached, you must insert the location where that disclosure has been made, where indicated by the line with "*insert location*" underneath. If the disclosure in question has been made in your corporate governance statement, you need only insert "our corporate governance statement". If the disclosure has been made in your annual report, you should insert the page number(s) of your annual report (eg "pages 10-12 of our annual report"). If the disclosure has been made on your website, you should insert the URL of the web page where the disclosure has been made or can be accessed (eg "www.entityname.com.au/corporate governance/charters/").

[5] If you have followed all of the Council's recommendations in full for the whole of the period above, you can, if you wish, delete this column from the form and re-format it.

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
1.5	A listed entity should: (a) have and disclose a diversity policy; (b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and (c) disclose in relation to each reporting period: (1) the measurable objectives set for that period to achieve gender diversity; (2) the entity's progress towards achieving those objectives; and (3) either: (A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or (B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act. If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.	☐ and we have disclosed a copy of our diversity policy at: https://www.noxopharm.com/investors/corporate-governance and we have disclosed the information referred to in paragraph (c) at: The Company is presently working on setting measurable objectives. The proportions in (3)(A) are disclosed at: The Corporate Governance Statement. and if we were included in the S&P / ASX 300 Index at the commencement of the reporting period our measurable objective for achieving gender diversity in the composition of its board of not less than 30% of its directors of each gender within a specified period.	☒ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.6	A listed entity should: (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	☒ and we have disclosed the evaluation process referred to in paragraph (a) at: The Corporate Governance Statement. and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: The Corporate Governance Statement.	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable

Corporate Governance Council recommendation		**Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:**	**Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]**
1.7	A listed entity should: (a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	☒ and we have disclosed the evaluation process referred to in paragraph (a) at: The Corporate Governance Statement. and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: The Corporate Governance Statement.	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE			
2.1	The board of a listed entity should: (a) have a nomination committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.	☒ *[If the entity complies with paragraph (a):]* and we have disclosed a copy of the charter of the committee at: https://www.noxopharm.com/investors/corporate-governance and the information referred to in paragraphs (4) and (5) at: The Corporate Governance Statement; and Audited Financial Report for FY26 located at: https://www.noxopharm.com/investors/annual-reports	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.	☒ and we have disclosed our board skills matrix at: The Corporate Governance Statement.	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.3	A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.	☒ and we have disclosed the names of the directors considered by the board to be independent directors at: The Corporate Governance Statement. and, where applicable, the information referred to in paragraph (b) at: N/A and the length of service of each director at: The Corporate Governance Statement.	☐ set out in our Corporate Governance Statement

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
2.4	A majority of the board of a listed entity should be independent directors.	☐	☒ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	☒	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	☒	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	☒ and we have disclosed our values at: • The Corporate Governance Statement; and • The Code of Conduct, which is available at https://www.noxopharm.com/investors/corporate-governance	☐ set out in our Corporate Governance Statement
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	☒ and we have disclosed our code of conduct at: https://www.noxopharm.com/investors/corporate-governance	☐ set out in our Corporate Governance Statement
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	☒ and we have disclosed our whistleblower policy at: https://www.noxopharm.com/investors/corporate-governance	☐ set out in our Corporate Governance Statement

Corporate Governance Council recommendation		**Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:**	**Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]**
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	☒ and we have disclosed our anti-bribery and corruption policy at: https://www.noxopharm.com/investors/corporate-governance	☐ set out in our Corporate Governance Statement

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
4.1	The board of a listed entity should: (a) have an audit committee which: (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (2) is chaired by an independent director, who is not the chair of the board, and disclose: (3) the charter of the committee; (4) the relevant qualifications and experience of the members of the committee; and (5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.	☒ [*If the entity complies with paragraph (a):*] and we have disclosed a copy of the charter of the committee at: https://www.noxopharm.com/investors/corporate-governance and the information referred to in paragraphs (4) and (5) at: The Corporate Governance Statement; and Audited Financial Report for FY26 located at: https://www.noxopharm.com/investors/annual-reports	☐ set out in our Corporate Governance Statement
4.2	The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	☒	☐ set out in our Corporate Governance Statement
4.3	A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	☒	☐ set out in our Corporate Governance Statement

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	☒ and we have disclosed our continuous disclosure compliance policy at: https://www.noxopharm.com/investors/corporate-governance	☐ set out in our Corporate Governance Statement
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	☒	☐ set out in our Corporate Governance Statement
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	☒	☐ set out in our Corporate Governance Statement
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	☒ and we have disclosed information about us and our governance on our website at: https://www.noxopharm.com/investors/corporate-governance	☐ set out in our Corporate Governance Statement
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	☒	☐ set out in our Corporate Governance Statement
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	☒ and we have disclosed how we facilitate and encourage participation at meetings of security holders at: • The Corporate Governance Statement; and The Communication and Disclosure Policy available at https://www.noxopharm.com/investors/corporate-governance	☐ set out in our Corporate Governance Statement

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	☒	☐ set out in our Corporate Governance Statement
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	☒	☐ set out in our Corporate Governance Statement
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	The board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.	☒ [*If the entity complies with paragraph (a):*] and we have disclosed a copy of the charter of the committee at: https://www.noxopharm.com/investors/corporate-governance and the information referred to in paragraphs (4) and (5) at: The Corporate Governance Statement; and Audited Financial Report for FY26 located at: https://www.noxopharm.com/investors/annual-reports	☐ set out in our Corporate Governance Statement
7.2	The board or a committee of the board should: (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and (b) disclose, in relation to each reporting period, whether such a review has taken place.	☒ and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period at: The Corporate Governance Statement.	☐ set out in our Corporate Governance Statement

Corporate Governance Council recommendation		**Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:**	**Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]**
7.3	A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.	☒ and we have disclosed the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes at: The Corporate Governance Statement.	☐ set out in our Corporate Governance Statement
7.4	A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	☒ and we have disclosed whether we have any material exposure to environmental and social risks at: The Corporate Governance Statement. and, if we do, how we manage or intend to manage those risks at: The Corporate Governance Statement.	☐ set out in our Corporate Governance Statement

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	The board of a listed entity should: (a) have a remuneration committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.	☒ *[If the entity complies with paragraph (a):]* and we have disclosed a copy of the charter of the committee at: https://www.noxopharm.com/investors/corporate-governance and the information referred to in paragraphs (4) and (5) at: The Corporate Governance Statement; and Audited Financial Report for FY26 located at: https://www.noxopharm.com/investors/annual-reports	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	☒ and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives at: The Remuneration Report, published in the Annual Report (Pages 16 - 20)	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
8.3	A listed entity which has an equity-based remuneration scheme should: (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it.	☒ and we have disclosed our policy on this issue or a summary of it at: https://www.noxopharm.com/investors/corporate-governance	☐ set out in our Corporate Governance Statement **OR** ☐ we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES			
9.1	A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.	☐ and we have disclosed information about the processes in place at: …… [*insert location*]	☐ set out in our Corporate Governance Statement **OR** ☒ we do not have a director in this position and this recommendation is therefore not applicable **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	☐	☐ set out in our Corporate Governance Statement **OR** ☒ we are established in Australia and this recommendation is therefore not applicable **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
9.3	A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	☐	☐ set out in our Corporate Governance Statement **OR** ☒ we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable ☐ we are an externally managed entity that does not hold an AGM and this recommendation is therefore not applicable
ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES			
-	*Alternative to Recommendation 1.1 for externally managed listed entities:* The responsible entity of an externally managed listed entity should disclose: (a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; and (b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.	☐ and we have disclosed the information referred to in paragraphs (a) and (b) at: …….. [*insert location*]	☐ set out in our Corporate Governance Statement

Corporate Governance Council recommendation		**Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:**	**Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]**
-	*Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:* An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.	☐ and we have disclosed the terms governing our remuneration as manager of the entity at: …….. [*insert location*]	☐ set out in our Corporate Governance Statement

2026 CORPORATE GOVERNANCE STATEMENT

This corporate governance statement sets out Noxopharm Limited (**Company**) current compliance with the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (Fourth Edition) (**ASX Principles and Recommendations**). The ASX Principles and Recommendations are not mandatory. However, this corporate governance statement discloses the extent to which the Company has followed the ASX Principles and Recommendations. This corporate governance statement, for the year ended 30 June 2026, is current as at 30 September 2026 and has been approved by the board of the Company (**Board**) effective 30 September 2026.

ASX Principles and Recommendations		Comply (Yes/No)	Explanation
1.	Lay solid foundations for management and oversight		
1.1.	*A listed entity should have and disclose a board charter setting out:* *(a) the respective roles and responsibilities of its board and management; and* *(b) those matters expressly reserved to the board and those delegated to management.*	Yes	The Company has adopted a Board Charter, which is available on the Company's website https://www.noxopharm.com/investors/corporate-governance. The Board Charter sets out, among other things, specific responsibilities of the Board or its committees, requirements as to the Board's composition, and the roles and responsibilities of the Chairman, Board and management, as well as the matters expressly reserved for the decision of the Board and those delegated to management.
1.2.	*A listed entity should:* *(a) undertake appropriate checks before appointing a director or senior executive, or putting someone forward for election as a director; and* *(b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.*	Yes	The Company undertakes background checks with regard to the appointee's character, experience, education, criminal record and bankruptcy history prior to nomination for election as a director. Any material adverse information revealed by these checks is released to security holders prior to the general meeting at which they can be elected as appropriate.
1.3.	*A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.*	Yes	The Company has entered into written agreements with each director and senior executive.
1.4.	*The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.*	Yes	This is consistent with the Board Charter and corporate structure of the Company. The Company Secretary is accountable directly to the Board, through the Chair, on all matters relating to the proper functioning of the Board.

ASX Principles and Recommendations	Comply (Yes/No)	Explanation
1.5. A listed entity should: *(a) have and disclose a diversity policy;* *(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and* *(c) disclose in relation to each reporting period:* *1) the measurable objectives set for that period to achieve gender diversity;* *2) the entity's progress towards achieving those objectives; and* *3) either:* *A. the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or* *B. if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.* *If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.*	No	The Company has adopted a diversity policy, a copy of which is available on the Company's website https://www.noxopharm.com/investors/corporate-governance. The Board, in consultation with the Remuneration & Nomination Committee, will set measurable objectives for achieving diversity, in particular gender diversity, in accordance with this policy and the diversity targets set by the Board from time to time and will review the effectiveness and relevance of these measurable objectives on an annual basis. Measurable objectives have not yet been determined. The Company's diversity gender as at 30 June 2026 and 30 June 2025 is detailed below: **Level** / **2026** / **2025** Women on the Board / 0% / 25% Women in senior management roles / 0% / 22% Women employees in the Group (excluding senior management roles) / 17% / 22% The Board agrees with the principles of ESG and has retained advisors to co-develop an ESG framework for Noxopharm. While critical corporate governance policies are in place, others elements of ESG, such as Diversity, are being developed.
1.6. A listed entity should: *(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and*	Yes	With assistance from the Remuneration & Nomination Committee, in accordance with the Board Charter, the Board shall develop and implement an annual performance evaluation process for individual directors, the Board and its Committees. The Chairman determines the evaluation criteria and process, based on inputs from the Board and the Remuneration and Nomination Committee.

ASX Principles and Recommendations		Comply (Yes/No)	Explanation
	(b) disclose, for each reporting period, whether a performance evaluation has been undertaken in the reporting period in accordance with that process, during or in respect of that period.		Performance reviews were conducted during the 2026 financial year.
1.7.	*A listed entity should:* *(a) have and disclose a process for periodically evaluating the performance of its senior executives at least once every reporting period; and* *(b) disclose, in relation to each reporting period, whether a performance evaluation has been undertaken in the reporting period in accordance with that process, during or in respect of that period.*	Yes	In accordance with the Board Charter, the Board, with assistance and input from the Remuneration and Nomination Committee, shall monitor and evaluate the performance of the Managing Director/CEO, senior executives at least annually. Performance reviews for the senior executives for the 2026 financial year were conducted.
2.	Structure the board to be effective and add value		
2.1.	*The board of a listed entity should:* *(a) have a nomination committee which:* *(1) has at least three members, a majority of whom are independent directors; and* *(2) is chaired by an independent director,* *and disclose:* *(3) the charter of the committee;* *(4) the members of the committee; and* *(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or* *(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.*	Yes	The Company has established a Remuneration and Nomination Committee. The Committee Charter is available on the Company's website https://www.noxopharm.com/investors/corporate-governance. The Committee comprises three members, being: • Mr Peter Marks (Chair and Independent Non-Executive Director); • Mr Boris Patkin (Committee member and Non-Executive Director); and • Mr Fred Bart (Committee member and Independent Non-Executive Director). Accordingly, the Committee is chaired by an independent director and consists of a majority of independent directors. Details of Board committee meetings held and meeting attendance of each member is set out in the Directors Report, which is published in the Annual Report (Page 16).
2.2.	*A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the*	Yes	The Remuneration and Nomination Committee Charter sets out the procedures for selecting and appointing Directors which includes a commitment to ensuring a balance of skill

ASX Principles and Recommendations		Comply (Yes/No)	Explanation
	Board currently has or is looking to achieve in its membership.		and experience necessary for the conduct of the Company's activities. The Board has developed a Board skills matrix, to simplify the process for identifying any 'gaps' in the Board's skills, expertise and experience. The Board achieved its assessed skills rating for all criteria as outlined within the Skills Matrix. The board skills matrix is available on the Company's website https://www.noxopharm.com/investors/corporate-governance. Details of the Directors' skills, experience, expertise and attendance at meetings are set out in the Directors' Report in each year's Annual Report (Pages 13 – 15).
2.3.	*A listed entity should disclose:* *(a) the names of the directors considered by the board to be independent directors;* *(b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and* *(c) the length of service of each director.*	Yes	The Company considers the following Directors to be independent: • Mr Peter Marks – appointed 15 March 2016 (Independent Non-Executive Director); and • Mr Frederik Bart – appointed 8 May 2020 (Independent Non-Executive Director). The Board notes the following directors are deemed not independent for the purposes of the ASX Guidelines: • Mr Boris Patkin – appointed 26 March 2020 (Non-Independent Non-Executive Director due to being a nominee appointment to a substantial shareholder); and • Dr Gisela Mautner – appointed 1 February 2022, resigned 14 April 2026 (Executive Director).
2.4.	*A majority of the board of a listed entity should be independent directors.*	No	The Board has not had a majority of independent directors during the year and to the date of this report.
2.5.	*The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.*	Yes	The Company's current Chairman, Mr Fred Bart, is considered an independent Director by the Board of the Company, and Mr Fred Bart satisfied the ASX Principles and Recommendations definition of an Independent Director. Mr Fred Bart is not the same person as the CEO of the Company.
2.6.	*A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development opportunities to maintain the skills and knowledge needed to perform their role as directors effectively.*	Yes	The program for Director Induction is provided under section 11 of the Board Charter. The Company is committed to procuring appropriate professional development opportunities for Directors so that they may develop and maintain the skill and knowledge needed to perform their roles effectively, whether this be by informal program or otherwise. On an ongoing basis, and subject to approval from the Chairman, Directors may request and undertake training and professional development, as appropriate, at the Company's expense.

ASX Principles and Recommendations	Comply (Yes/No)	Explanation
3. Instil a culture of acting lawfully, ethically and responsibly		
3.1. A listed entity should articulate and disclose its values.	Yes	The Company's values are: • Integrity, Honesty and Fairness; • Good Corporate Citizenship; • Workplace Fairness; and • Trading Activities. The Company's values are available in the Code of Conduct, which is published on the Company's website https://www.noxopharm.com/investors/corporate-governance.
3.2. A listed entity should: *(a) have and disclose a code of conduct for its directors, senior executives and employees; and* *(b) ensure that the board or a committee of the board is informed of any material breaches of that code.*	Yes	The Company's Code of Conduct sets out a framework to enable Directors to achieve the highest possible standards in the discharge of their duties and to give a clear understanding of best practice in corporate governance. A copy of the Code of Conduct is available at the Company's website https://www.noxopharm.com/investors/corporate-governance. Breaches of the Code of Conduct are to be reported to Senior Management, following which the report will be handled appropriately as the circumstances dictate, which may include a notification of the breach to the Board.
3.3. A listed entity should: *(a) have and disclose a whistleblower policy; and* *(b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.*	Yes	The Company's Whistleblower Policy is available on the Company's website https://www.noxopharm.com/investors/corporate-governance. In accordance with the policy, appropriate corrective action will be taken as warranted by the investigation and as determined by the Board of the Company, in its sole discretion (or the Audit & Risk Committee, if delegated by the Board).
3.4. A listed entity should: *(a) have and disclose an anti-bribery and corruption policy; and* *(b) ensure that the board or committee of the board is informed of any material breaches of that policy.*	Yes	The Company has adopted an anti-bribery and corruption policy. Breaches of the Code of Conduct in respect to bribery and corruption must be reported to the Board where appropriate.
4. Safeguard the integrity of corporate reports		
4.1. The board of a listed entity should: *(a) have an audit committee which:* *(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and* *(2) is chaired by an independent director, who is not the chair of the board,*	Yes	The Company has established an Audit and Risk Management Committee to assist and report to the Board. Copy of the Audit and Risk Committee Charter can be obtained from the company's website https://www.noxopharm.com/investors/corporate-governance. The Committee comprises three members, being: • Mr Peter Marks (Chair and Independent Non-Executive Director);

ASX Principles and Recommendations	Comply (Yes/No)	Explanation
and disclose: *(3) the charter of the committee;* *(4) the relevant qualifications and experience of the members of the committee; and* *(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or* *(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.*		• Mr Boris Patkin (Committee member and Non-Executive Director); and • Mr Fred Bart (Committee member and Independent Non-Executive Director). Accordingly, the Committee is chaired by an independent director, consists of non-executive directors and consists of a majority of independent directors. The relevant skills, qualifications and experience of each Committee member is disclosed within the Directors Report, which is available in the Annual Report (Pages 13 – 15). Details of Board committee meetings held and meeting attendance of each member is set out in the Directors Report, which is available in the Annual Report (Page 16).
4.2. The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	Yes	This is consistent with the approach adopted by the Audit and Risk Committee and Board.
4.3. A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor	Yes	The Board ensures that any periodic corporate report the Company releases to the market that has not been subject to audit or review by an external auditor discloses the process taken to verify the integrity of its content. The Committee will ensure that any periodic corporate reports that the Company releases to the market, that has not been subject to audit or review by an external auditor, have undertaken a process to verify the integrity of its content, with such reports being prepared by management, reviewed by the CEO and CFO and authorised by the Chair of the Board and/or Chair of the Audit, Risk & Compliance Committee.

ASX Principles and Recommendations		Comply (Yes/No)	Explanation
5.	Make timely and balanced disclosure		
5.1.	*A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under the Listing Rule*	Yes	The Company has a written Communication and Disclosure Policy which can be obtained from the Company's website https://www.noxopharm.com/investors/corporate-governance.
5.2.	*A listed entity should ensure that is board receives copies of all material market announcements promptly after they have been made*	Yes	Pursuant to section 16 of the Company's Communication and Disclosure Policy, the Company Secretary ensures the Board is provided with copies of all material market announcements promptly after they have been made.
5.3.	*A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.*	Yes	Pursuant to section 10 of the Company's Communication and Disclosure Policy, ahead of any new and substantive investor or analyst presentation a copy of the presentation materials must be released to ASX (even if the information in the presentation would not otherwise require market disclosure).
6.	Respect the rights of security holders		
6.1.	*A listed entity should provide information about itself and its governance to investors via its website.*	Yes	Information about the Company and its governance is available on the Company's website www.noxopharm.com.
6.2.	*A listed entity should have an investor relations program that facilitates effective two-way communication with investors.*	Yes	The Company has adopted a Communication and Disclosure Policy which notes the Communication Strategy which facilities engagement with shareholders and other stakeholders. A copy of the Communication and Disclosure Policy is available at the Company's website https://www.noxopharm.com/investors/corporate-governance.
6.3.	*A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.*	Yes	The Communication and Disclosure Policy referred to above, contains polices and processes aimed to facilitate and encourage participation at meetings. Links are made available at the Company's website to information released to the ASX. Shareholders are encouraged to participate in, and raise questions at, all shareholder meetings.
6.4.	*A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than a show of hands.*	Yes	Pursuant to the Communication Strategy disclosed in the Communication and Disclosure Policy, all substantive resolutions at a meeting of security holders are decided by a poll rather than a show of hands.
6.5.	*A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.*	Yes	The Company has instructed its share registry to facilitate this option for investors, as well as future shareholders at appropriate times. Shareholders can elect to receive communications from the Company by email and the majority of communications to the Company can be made by email. Details of how the Company facilitates electronic communications is noted within the Communications and Disclosure Policy.

7.	Recognise and manage risk		
7.1.	*The Board of a listed entity should:* *(a) have a committee or committees to oversee risk, each of which:* *(1) has at least three members, a majority of whom are independent directors; and* *(2) is chaired by an independent director,* *and disclose:* *(3) the charter of the committee;* *(4) the members of the committee; and* *(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or* *(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.*	Yes	The Company has a combined Audit and Risk Committee to oversee risk. Copy of the Audit and Risk Committee Charter can be obtained from the company's website https://www.noxopharm.com/investors/corporate-governance. The Committee comprises three members, being: • Mr Peter Marks (Chair and Independent Non-Executive Director); • Mr Boris Patkin (Committee member and Non-Executive Director); and • Mr Fred Bart (Committee member and Independent Non-Executive Director). Accordingly, the Committee is chaired by an independent director and consists of a majority of independent directors. Details of Board committee meetings held and meeting attendance of each member is set out in the Directors Report, which is available in the Annual Report (Page 16).
7.2.	*The board or a committee of the board should:* *(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and* *(b) disclose in relation to each reporting period, whether such a review has taken place.*	Yes	In accordance with the Audit and Risk Committee Charter, the Committee is responsible for the oversight of the Risk Management System, which includes the review and provision of proposed changes, where applicable, to the Company's Risk Management Framework, to ensure soundness of the framework. The Committee reviews the Company's risk profile and processes at least twice annually and reports to the Board, to ensure that risks relevant to achieving the Company's strategic, business and reputational objectives are appropriate informed to the Board. A review of the Risk Management Framework was undertaken during the reporting period.
7.3.	*A listed entity should disclose:* *(a) if it has an internal audit function, how the function is structured and what role it performs; or* *(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.*	Yes	The Company does not have an internal audit function due to the relative nature and scale of its operations, and the costs of having an internal audit function. Adequate processes are in place to ensure continued effectiveness of governance, risk management policies and internal control. The Audit and Risk Committee is responsible to evaluate the effectiveness of its risk management systems and internal control processes, and it reports directly to the Board.
7.4.	*A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.*	Yes	The entity discloses material business risks in its Annual Report (Page 12). The Company reviews risks applicable to its operations in accordance with its risk management policies. Should there be any changes to the Company's material risk exposure, the market will be notified accordingly through its Annual Reports.

8.	Remunerate fairly and responsibly		
8.1.	*The Board of a listed entity should:* *(a) have a remuneration committee which:* *(1) has at least three members, a majority of whom are independent directors; and* *(2) is chaired by an independent director,* *and disclose:* *(3) the charter of the committee;* *(4) the members of the committee; and* *(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or* *(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.*	Yes	The Board has established a Remuneration & Nomination Committee to assist the Board to discharge its responsibilities in relation to remuneration and issues relevant to remuneration policies and practices, including those for senior management and Non-Executive Directors. Copy of the Remuneration and Nomination Committee Charter is available from the company's website https://www.noxopharm.com/investors/corporate-governance. The Committee comprises three members, being: • Mr Peter Marks (Chair and Independent Non-Executive Director); • Mr Boris Patkin (Committee member and Non-Executive Director); and • Mr Fred Bart (Committee member and Independent Non-Executive Director). Accordingly, the Committee is chaired by an independent director and consists of a majority of independent directors. Details of Board committee meetings held and meeting attendance of each member is set out in the Directors Report, which is available in the Annual Report (Page 16).
8.2.	*A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.*	Yes	The remuneration polices are approved and reviewed by the Board. The remuneration report, disclosed in the Company's Annual Report (Pages 16 – 20), discloses the Company's policies and practices regarding the remuneration of executive, non-executive and senior management.
8.3.	*A listed entity which has an equity-based remuneration scheme should:* *(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and* *(b) disclose that policy or a summary of it.*	Yes	In accordance with section 13 of the Company's Securities Trading Policy, participants in any equity-based incentive scheme are prohibited from entering into any transaction that would have the effect of hedging or otherwise transferring the risk of any fluctuation in the value of any unvested entitlement in the Company's securities to any other person.