



Code of Conduct

NOXOPHARM LIMITED

ACN 608 966 123



Contents

1	Purpose	2
2	Definitions	2
3	Who does this Code apply to?	2
4	When does this Code apply?	3
5	Minimum Standards	3
6	Standards	3
7	Conflicts of Interest or Duty	5
8	Corporate Opportunities	7
9	Confidentiality	8
10	Fair dealing	8
11	Protection and proper use of assets	8
12	Trading in securities	9
13	Privacy	9
14	Patients and Clinical Environment	9
15	Compliance with laws, regulations, policies and procedures	9
16	Reporting unlawful and unethical behaviour and seeking assistance	9
17	Review	10

1 Purpose

Noxopharm Limited (**Noxopharm** or the **Company**) is committed to the highest standards of honesty, integrity and ethical practices in all aspects of the Company's operations.

This Code of Conduct (**Code**) underpins the Company's core values and outlines:

- the standards of ethical behaviour and good corporate governance that are required to be achieved by directors and employees; and
- how the Company will engender good corporate governance practices and encourage observance of the standards of behaviour and good corporate governance set out herein.

This Code sets out the aspirations and values of the Company to be adhered to.

It is a mandatory condition of appointment and employment for directors and employees to act in accordance with this Code.

Noxopharm will ensure that all Director and employees receive appropriate training on their obligations under this Code.

2 Definitions

In this Charter:

Board means the Board of the Company;

Code means this Code of Conduct as amended from time to time;

Related Entity has the same meaning as provided under section 9 of the Corporations Act 2001 (Cth).

Senior Management means employees of the Company who manage the Company pursuant to the directions and delegations of the Board.

3 Who does this Code apply to?

This Code applies to all directors, officers and employees of Noxopharm (including any of its controlled entities and any consultants or contractors filling staff positions and service providers, regardless of role or location).

4 When does this Code apply?

This Code applies at work and to work related events and out-of-hours activities that are connected to your employment or work with Noxopharm.

5 Minimum Standards

This Code may be amended from time to time but will always comply with the following minimum standards:

1. the Company will regularly review its practices and procedures to ensure that its legal obligations are being met;
2. the Company will publish this Code, as amended from time-to-time, on the Company's website;
3. **all** of our directors and employees must act honestly at all times in the exercise of their duties; and
4. all of our directors and employees will act to the best of their ability given their skills and experience.

6 Standards

Integrity, Honesty and Fairness

Directors and employees are expected to:

- act honestly and with high standards of professional integrity;
- act ethically and responsibly;
- deal fairly with customers, suppliers and the community
- understand and comply with all legal requirements, regulations and the policies of the Company;
- avoid actual or potential conflicts of interest and declare any actual or potential conflicts that arise. Those conflicts include but are not limited to financial conflicts of interest;
- take reasonable steps to avoid or manage any actual conflict or potential conflict that does arise;
- report any material complaint or instance of dissatisfaction with the Company, its Senior Management or employees to the Board;
- never accept or offer any bribes or rebates or any other form of inducement or enticement;
- decline to accept any gift which may affect their motivation to act in the best interests of the Company;

- trade only in shares of the Company in strict accordance with the Company's Securities Trading Policy;
- maintain confidentiality with respect to all dealings of the Company and maintain the confidences of all persons the Company has dealings with; and
- maintain individual's privacy and not use any personal information provided to the Company for any purpose other than for that which it was provided to the Company.

Good Corporate Citizenship

The Company recognises that it operates in an environment which impacts on various interests in the community. In pursuing corporate responsibility, the Company will:

- always consider the environmental, sociological and economic impacts of our operations;
- implement appropriate health and safety and environmental policies which balance the interests of our stakeholders and the communities in which we operate but always place the health and safety of our employees and others first;
- observe the letter and spirit of relevant laws and regulations; and
- adhere, where possible, to the ASX Corporate Governance Council's Principles and Recommendations for good corporate governance.

Workplace Fairness

The Company values its employees. The objective of the Company is to create a diverse and equitable workplace where employees feel encouraged to perform and are free from discrimination on the basis of age, gender, race, religion, sexual orientation or marital status.

In pursuit of this objective, the Company will:

- have zero tolerance for any behaviour which discriminates, harasses, vilifies and victimises any person. Directors and employees are expected to treat fellow staff members with respect;
- encourage the reporting of any act of harassment and deal swiftly and appropriately with those in breach of the standards to minimise harm, protecting the reporting employee if appropriate; and
- openly apply policies of performance management, recognise achievement consistent with the policies and communicate to employees areas in which they could improve.



Trading Activities

The Company values fair competition and trade practices and will seek to comply with the letter and spirit of all Commonwealth and State or Territory trade practices laws where applicable. In pursuing this objective the Company expects that:

- its directors and employees will exercise the highest level of honesty and integrity in all dealings with suppliers, customers and consumers in relation to marketing and selling activities, use of market power, description of goods, our relationships with suppliers and the quality and safety of our products; and
- its directors and employees, will never say or do anything that is likely to mislead or deceive anyone dealing with the Company.

7 Conflicts of Interest or Duty

During your employment with Noxopharm, your personal interests may, or may be perceived by others to, conflict with your role at Noxopharm. An employee will have a conflict of interest if in the course of their employment with Noxopharm, their duties to Noxopharm, or Noxopharm's interests, do not align with the employee's obligation or loyalty to some other person or entity such as a relative, friend, business associate or romantic partner. Such 'conflicts of interest' can undermine trust in the integrity of decisions made for Noxopharm.

The potential for a conflict of interest exists in many aspects of Noxopharm's business such as the employment area (recruitment, promotion and termination) and in commercial activities.

Below are some examples of conflicts of interest:

- you are asked to participate in a business negotiation or decision for Noxopharm that will benefit (financially or non-financially) you or a friend or relative;
- you are offered a significant gift from a person who works for a company which is in commercial negotiations with Noxopharm;
- you are involved in a decision on whether or not to hire a person who is a friend or relative;
- you want to create a new business outside of Noxopharm based on an investment opportunity which has come about through information received in your position at Noxopharm;
- you are offered a role working for another company as a member, director or employee (Note: this will always require written permission!); and
- you develop a personal relationship with another Noxopharm employee.

Personal relationships include:

- family relationships (siblings, parent/child, husband/wife, de facto spouses, partner, cousins, relations by marriage such as brother- or sister-in-law);
- emotional or sexual relationships including close friendships; and
- financial relationships (commercial relationships where pecuniary interest is present)

Conflicts of interest are not wrong in themselves and cannot always be avoided. However, as a publicly listed company with many stakeholders, Noxopharm has a responsibility to ensure that its activities and those of its staff conform to acceptable standards of integrity and good conduct.

The most effective means to address conflicts of interest is to establish a system under which members of staff are required to disclose and obtain evaluation of any conflict of interest. A well-established system for disclosing and managing conflicts of interest reduces the risk of corruption, misconduct and bias in Noxopharm's business activities and decision-making processes.

What you must do

Noxopharm employees must:

- avoid participating in decisions and activities where the employee's external, personal or financial interests or duties conflict, or may be perceived to conflict, with their duties, obligations and responsibilities to Noxopharm;
- disclose, at the earliest opportunity, all potential (or actual) conflicts of interest regardless of their character or level to the Managing Director or another member of Senior Management; and
- seek approval before accepting any position with another company, business or organisation as a director, employee, or consultant, whether paid or unpaid, which may, or may be seen, to be a conflict of interest.

If following receipt of a disclosure of a conflict of interest, Noxopharm determines that steps are required to be taken to manage the conflict, then an appropriate procedure to manage the conflict of interest will be put in place. If it is considered unavoidable to inform other members of staff about the details of a conflict of interest in order to explain a change in management arrangements, this will be discussed with the individual(s) concerned, before it is disclosed.



The fact that a matter may be known by others, or is considered public knowledge, is not a substitute for disclosure under this Code.

If an employee is uncertain about whether they have a conflict of interest, they are encouraged to seek guidance, in confidence, from the Managing Director/CEO or another member of Senior Management.

Failure to disclose

Failing to disclose a conflict of interest or refusal to take any reasonable action as directed, to resolve a conflict of interest, may constitute misconduct or serious misconduct, which may result in disciplinary action or termination of employment.

If an employee has knowledge that a conflict of interest may exist that may not have been disclosed, they should discuss the situation with their supervisor or consider following the protected disclosure procedure set out in Noxopharm's Whistleblowers Policy.

Directors

A director of Noxopharm must inform the Chair of the Board of:

- any existing directorship or other office held by the director in another entity outside Noxopharm; and
- any proposed appointment as a director or employee of another entity outside Noxopharm before accepting the appointment.

8 Corporate Opportunities

Directors and employees must not improperly use their position, property or information acquired through their position for personal gain or gain of an associate or to compete with or harm Noxopharm. Directors and employees must not take advantage of property or information of Noxopharm or its customers for personal gain or to cause detriment to Noxopharm or its customers.

Directors and employees must not accept bribes, inducements, commissions or misuse assets or resources of Noxopharm.

Directors and employees may not use the word 'Noxopharm', (or any combination including that word) or any other business name or trademark used by Noxopharm for a personal or external business transaction.

Directors and employees must keep their personal or external business dealings separate from Noxopharm's business dealings.

Directors and employees must only use goods, services and facilities received from Noxopharm in accordance with the terms on which they are given.

Directors and employees must not accept any improper gift from Noxopharm's existing or potential customers or suppliers.

9 Confidentiality

Any information acquired by directors or employees while performing their duties is confidential information of Noxopharm, its customers or suppliers and must be kept confidential. Directors must not disclose the information to a third party except where that disclosure is:

- authorised by the Board; or
- required by law or a regulatory body (including a relevant stock exchange).

The existence and details of any Board and Company management information, discussions, and decisions that are not publicly known and have not been approved by the Board for public release, are confidential information of Noxopharm and subject to this section 9.

Directors' and employee's obligations of confidentiality continue after they leave Noxopharm.

10 Fair dealing

Directors and employees must not take unfair advantage of any officer, employee, customer, supplier, competitor, auditor, lawyer or other adviser of Noxopharm through illegal conduct, manipulation, undue influence, concealment, abuse of confidential information, misrepresentation of material facts, or any other unfair-dealing practice.

11 Protection and proper use of assets

The Company expects directors and employees to use all reasonable endeavours to protect any Group asset and to ensure its efficient use.

Directors and employees may only use a Noxopharm asset (for example, a product, vehicle, computer or money) for legitimate business purpose or other purposes approved by the Board.

Directors and employees must immediately report any suspected fraud or theft of a Noxopharm asset for investigation.

12 Trading in securities

Directors and employees must ensure that all trading in securities, including trading in securities of the Company, is in accordance with the Company's Securities Trading Policy. The purpose of the Company's Securities Trading Policy is to ensure compliance with all applicable laws and to minimise the scope for misunderstandings or suspicions regarding directors and employees trading in securities while in possession of non-public price sensitive information.

13 Privacy

The Company respects directors' and employee's privacy and the privacy of others. Directors and employees should familiarise themselves with, and comply with:

- the privacy laws of Australia and, where applicable, the jurisdiction of where they carry out activities on behalf of the Company; and
- the Company's privacy policies that detail the appropriate use of personal information.

14 Patients and Clinical Environment

The Company respects the importance of adhering to the standards of clinical treatment and regulatory protocols that govern the use of its products in both research and community medical use to ensure the protection of patients.

15 Compliance with laws, regulations, policies and procedures

Each director and employee must:

- comply with the letter and spirit of any applicable law, rule or regulation;
- comply with the protocols, policies and procedures of Noxopharm, including this Code;
- not knowingly participate in any illegal or unethical activity; and
- encourage other officers and employees to do the same.

16 Reporting unlawful and unethical behaviour and seeking assistance

The Company treats breaches of this Code very seriously.

If you have any concerns or queries about conduct which has (or may have) breached this Code, Noxopharm expects directors and employees to:

- report it promptly to a member of Senior Management. Employees making a report in good faith will be treated fairly and confidentially if appropriate; and
- Encourage other officers and employees to do the same.

The report will be handled appropriately as the circumstances dictate so as to minimise harm to all parties.

When making a report of suspected or known violations of this Code, Directors and employees should follow the procedures set out in the Whistleblowers Policy.

Please contact the Company if you have any query or concern which has not been addressed in this Code or any other policy of the Company.

17 Review

This Code will be reviewed at least annually by the Board to check that it is operating effectively and whether any changes are required to be made. If you have any comments concerning the operation or effectiveness of this Policy, they should be communicated to the Company Secretary.

Version control and history:

Document owner	Company Secretary
Approved by	Board
Version 3 (Current)	26 June 2024
Version 2 (Current)	29 April 2021
Version 1	6 May 2016