



2 January 2026

NOTICE UNDER SECTION 708A(12C)(E) OF THE CORPORATIONS ACT 2001 (CTH)

1. Cleansing Notice

This notice (**Cleansing Notice**) is given by Noxopharm Limited (ASX: NOX) (the **Company**) under section 708A(12C)(e) of the *Corporations Act 2001* (Cth) (**Corporations Act**) (as notionally inserted by ASIC Corporations (Sale Offers: Securities Issued on Conversion of Convertible Notes) Instrument 2016/82).

This Cleansing Notice is important and should be read in its entirety. Neither ASIC nor ASX take responsibility for the contents of this Cleansing Notice.

2. Background

The Company has today issued 2,600,000 convertible notes (the **Convertible Notes**) and 520,000 Unlisted Options to Sophisticated and Professional Investors (the **Investors**) as approved by shareholders on 18 November 2025.

The Convertible Notes have been issued with a face value of \$1.00 per Convertible Note, with the total face value of \$2,600,000 being funded from the rolling of the equivalent face value of maturing convertible notes which were issued and announced to the ASX on 10 January 2025, into the Convertible Notes. The Convertible Notes carry an interest rate of 12% per annum, which equates to capitalised interest of up to \$312,000 being a maximum total of \$2,912,000 in principal and interest, with an expiry date of 2 January 2027. At the conversion price of \$0.0992, this equates to 29,354,839 Shares (subject to rounding).

At the conversion floor price of \$0.07, depending on whether the Company undertakes a capital raising at any time before the expiry date, this equates to 41,600,000 Shares (subject to rounding). The issue of the Convertible Notes (**Convertible Notes Issue**) was completed on 2 January 2026.

The Convertible Notes have been issued without disclosure under Part 6D.2 of the Corporations Act. This Cleansing Notice is to enable fully paid ordinary shares of the Company (**Shares**) issued on conversion of Convertible Notes to be on sold without disclosure to retail investors.

3. Contents of this Cleansing Notice

This Cleansing Notice details the following:

- (a) the effect of the issue of the Convertible Notes on the Company (including the capital structure of the Company);
- (b) a summary of the rights and liabilities attaching to the Convertible Notes;
- (c) a summary of the rights and liabilities attaching to the Options that have been issued in respect of the Convertible Notes;
- (d) a summary of the rights and liabilities attaching to the Shares that will be issued on the conversion of the Convertible Notes; and
- (e) any information that:
 - i. has been excluded from continuous disclosure notices in accordance with the Listing Rules; and
 - ii. is information that investors and their professional advisors would reasonably require for the purpose of making an informed assessment of:

- A. the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; and
- B. the rights and liabilities attaching to the Shares; and
- C. other information relating to the Company's status as a disclosing entity.

4. Effect of the Convertible Notes Issue on the Company

The announcement by the Company dated 23 September 2025 and the Notice of Meeting lodged on 13 October 2025 sets out information in respect of the Convertible Notes Issue.

The Convertible Notes Issue will have the following key effects on the Company:

- (a) All Convertible Notes issued have been issued with a face value of \$1.00 per Convertible Note.
- (b) The Company received \$2,600,000 for the issue of the Convertible Notes, before costs, where the receipt of \$2,600,000 was not in the form of new cash inflow, but rather the rolling of the equivalent face value of maturing convertible notes which were issued and announced to the ASX on 10 January 2025, into the Convertible Notes.
- (c) If the Investor converts all or part of the Convertible Notes into Shares, the number of Shares on issue will increase.
- (d) The Investors received 520,000 Unlisted Options, such that the number of securities on issue in the Company increased.

If the Convertible Notes are converted in whole or in part, or if Investors exercise the Options issued pursuant to paragraph (d) above, this will dilute the existing shareholding in the Company. The potential effect on the Company's capital structure is shown in section 5 below.

5. Effect of the Convertible Notes Issue on Capital Structure

The capital structure of the Company as at the date of this Cleansing Notice is set out in the table below:

Type of Security	Number on issue **
Shares	292,237,950
Convertible Notes*	3,850,000
Unlisted Options**	1,290,000

* These include 2,600,000 Convertible Notes which are the subject of this Cleansing Statement (noting the maturity and therefore cancellation of the 2,600,000 Convertible Notes which were issued on 10 January 2025, as disclosed in the Appendix 3H lodged prior to this Cleansing Notice).

** The table above includes the issue of 520,000 Options as outlined below.

The Convertible Notes may be converted into Shares as set out below.

If all the Convertible Notes, subject to this Cleansing Notice, are converted at the conversion floor price of \$0.07 where the company undertakes a capital raise at any time before the expiry date, a total of 41,600,000 Shares (subject to rounding) would be issued to the holders of the Convertible Notes

If all the Convertible Notes, subject to this Cleansing Notice, are converted at the conversion price of \$0.0992, a total of 29,354,839 Shares (subject to rounding) would be issued to the holders of the Convertible Notes.

The Convertible Notes holders are entitled to, and has been issued, 520,000 free attaching Options as set out below. Each option has an exercise price of \$0.1488 and an expiry date of 10 September

2027 (refer to section 8 for the rights and liabilities of the options) (**Option**). If all the Options are exercised a further total of 520,000 Shares would be issued to the holders of the Convertible Notes.

Assuming that no additional Shares are issued prior to conversion of the Convertible Notes, including maximum capitalised interest on the Convertible Notes, subject to this Cleansing Notice¹, the number of Shares on issue would increase to 321,592,789 on conversion of all the 2,600,000 Convertible Notes in respect to the conversion price of \$0.0992 and 322,112,789 on exercising of all of the 520,000 Options. This does not include any Shares which may be issued upon exercise or conversion of existing securities on issue (see below).

At the conversion price of \$0.07, the number of Shares on issue would increase to 333,837,950 on conversion of all the 2,600,000 Convertible Notes, including maximum capitalised interest on the Convertible Notes, subject to this Cleansing Notice¹ and 334,357,950 on exercising of all of the 520,000 Options. This does not include any Shares which may be issued upon exercise or conversion of existing securities on issue (see below).

The Investors, and associated parties of the Investors, currently hold a total of 32,692,767 Shares and 520,000 unlisted options in the Company.

¹ assumes no conversion of the 2,600,000 and 1,250,000 convertible notes on issue as issued on 10 January 2025 and 12 December 2025 respectively and no exercising of the 770,000 options on issue (notwithstanding they are on the same terms and conditions as the 520,000 options issued as attached to the 2,600,000 Convertible Notes subject of this Cleansing Notice).

Table a): conversion with the price of \$0.0992

Type of Shareholder	Number of Shares on issue (excluding Shares issued on the exercise of the Options)	Percentage interest	Number of Shares on issue (including Shares issued on the exercise of the Options)	Percentage interest	Number of existing options and Shares	Number of Shares on issue if all existing options and Shares are exercised	Percentage interest
All existing Shareholders other than the Investors	259,545,183	80.70%	259,545,183	80.58%	12,850,806 ²	272,395,989	81.20%
Shares held by the Investors	32,692,767	10.17%	32,692,767	10.15%	520,000	33,212,767	9.90%
New Shares issued to Investors on conversion of the Convertible Notes	29,354,839	9.13%	29,354,839	9.11%	N/A	29,354,839	8.75%
New Shares issued if Options issued as part of the Convertible Note conversion are exercised	N/A	N/A	520,000	0.16%	N/A	520,000	0.16%
TOTAL	321,592,789	100.00%	322,112,789	100.00%	13,370,806	335,483,595	100.00%

[^] Note: In reference to Table a), the above illustrates the effect of the conversion with the price of \$0.0992 of all the Convertible Notes as described above and the effect of potential Options attaching to the Convertible Notes being exercised, and is not a representation that all, or any, of the Convertible Notes will be converted, the Options will be exercised or that any existing options will be converted or exercised. Other than in the columns referring to existing options it assumes no additional Shares are issued prior to conversion of the Convertible Notes. Conversion of Convertible Notes resulting in any person acquiring or increasing a relevant interest in 20% or more of the Company's then issued voting (ordinary) shares would be subject to compliance with applicable laws at the time of the conversion.

The information in respect to the securities held by the Investor detailed in this Cleansing Notice is based searches undertaken by the Company on the Company's securities register as 2 January 2026.

² as announced on 23 September 2025, the current 2,600,000 convertible notes will have their interest to 2 January 2026 paid in cash and was rolled over into the 2,600,000 Convertible Notes subject of this Cleansing Notice. Therefore this assumes the face value of the 1,250,000 convertible notes which were issued on 12 December 2025 are converted at the assumed conversion price of \$0.0992, and the 770,000 other options exercised.

Table b): conversion with the price of \$0.07

Type of Shareholder	Number of Shares on issue (excluding Shares issued on the exercise of the Options)	Percentage interest	Number of Shares on issue (including Shares issued on the exercise of the Options)	Percentage interest	Number of existing options and Shares	Number of Shares on issue if all existing options and Shares are exercised	Percentage interest
All existing Shareholders other than the Investors	259,545,183	77.75%	259,545,183	77.62%	18,107,142 ³	277,652,325	78.65%
Shares held by the Investors	32,692,767	9.79%	32,692,767	9.78%	520,000	33,212,767	9.41%
New Shares issued to Investors on conversion of the Convertible Notes	41,600,000	12.46%	41,600,000	12.44%	N/A	41,600,000	11.79%
New Shares issued if Options issued as part of the Convertible Note conversion are exercised	N/A	N/A	520,000	0.16%	N/A	520,000	0.15%
TOTAL	333,837,950	100.00%	334,357,950	100.00%	18,627,142	352,985,092	100.00%

[^] Note: In reference to Table b), the above illustrates the effect of the conversion with the price of \$0.07 of all the Convertible Notes as described above and the effect of potential Options attaching to the Convertible Notes being exercised, and is not a representation that all, or any, of the Convertible Notes will be converted, the Options will be issued or exercised or that any existing options will be converted or exercised. Other than in the columns referring to existing options it assumes no additional Shares are issued prior to conversion of the Convertible Notes. Conversion of Convertible Notes resulting in any person acquiring or increasing a relevant interest in 20% or more of the Company's then issued voting (ordinary) shares would be subject to compliance with applicable laws at the time of the conversion.

The information in respect to the securities held by Investors detailed in this Cleansing Notice is based searches undertaken by the Company on the Company's securities register as 2 January 2026.

³ as announced on 23 September 2025, the current 2,600,000 convertible notes will have their interest to 2 January 2026 paid in cash and was rolled over into the 2,600,000 Convertible Notes subject of this Cleansing Notice. Therefore this assumes the face value of the 1,250,000 convertible notes which were issued on 12 December 2025 are converted at the assumed conversion price of \$0.07, and the 770,000 other options exercised.

As at the date of this Cleansing Notice, the Company's substantial holders, and the effect of the conversion of Convertible Notes on the substantial holders, are as follows:

Substantial Holder	Current voting shares	Current relevant interest %	Post conversion relevant interest %	Post conversion and exercise of Options relevant interest %
Miligene Pty Ltd (The GE and PR Kelly Fam A/C) ⁴				
Conversion with the price of \$0.0992	34,249,106	11.72%	10.65%	10.63%
Conversion with the price of \$0.07	34,249,106	11.72%	10.26%	10.24%

[^] Note: The above illustrates the effect of conversion of all the Convertible Notes as described above and the effect of Options attaching to the Convertible Notes being exercised, and is not a representation that all, or any, of the Convertible Notes will be converted or the Options will be exercised. It assumes no additional Shares are issued prior to conversion of the Convertible Notes. Conversion of Convertible Notes resulting in any person acquiring or increasing a relevant interest in 20% or more of the Company's then issued voting (ordinary) shares would be subject to compliance with applicable laws at the time of the conversion.

6. Pro-forma Statement of Financial Position

The pro-forma Statement of Financial Position shown in the table below has been prepared on the following basis:

- The 30 June 2025 Consolidated Balance Sheet has been used as a base position to illustrate the impact of the Convertible Notes Issue.
- The pro-forma financial information is presented in an abbreviated form insofar as it does not include all of the disclosures required by Australian accounting standards. It has been prepared in accordance with the Company's normal accounting policies.
- The issue of 1,250,000 convertible notes, with each note issued at an issue price of \$1.00 and with a face value of \$1.00 as issued on 12 December 2025 and announced to the ASX on 12 December 2025;
- The issue of 2,600,000 Convertible Notes, with each note issued at an issue price of \$1.00 and with a face value of \$1.00.
- Cash and cash equivalents, trade and trade receivables, and other assets and liabilities have been adjusted for expenditure and other activities since 30 June 2025 to 30 November 2025.

⁴ Notwithstanding that the last lodgment by the holder was the Form 604 "Notice of Change of Interests of Substantial Holder" lodged with ASX on 25 October 2022 shows 34,762,294 shares (11.90%), it is noted that the holder presently holds 34,249,106 shares (11.72%) as reflected on the Company members register as at the date of this Cleansing Notice, which is what the above table has been based on.

\$AUD	30 June 2025 (audited)	Adj. 1 ^(a)	Convertible Note ^(b)	Pro-forma Statement (unaudited)
Current assets				
Cash and cash equivalents	1,554,174	(2,469,362)	1,250,000	334,812
Trade and other receivables	2,947,013	(95,432)		2,851,581
Other current assets	76,293	(30,772)		45,521
Total current assets	4,577,480	(2,595,566)	1,250,000	3,231,914
Non-current assets				
Property, plant and equipment	3,925	(730)		3,195
Total non-current assets	3,925	(730)	-	3,195
Total assets	4,581,405	(2,596,296)	1,250,000	3,235,109
Liabilities				
Trade and other payables	998,508	(600,525)		317,119
Employee benefits	392,539	(25,257)		303,494
Convertible Note Payable	2,479,164	(2,479,164)		-
Total current liabilities	3,870,211	(2,827,209)	-	1,043,002
Non-current liabilities				
Employee benefits	21,231	(13,469)		7,762
Convertible notes	-	2,479,164	1,250,000	3,729,164
Total non-current liabilities	21,231	2,465,695	1,250,000	3,736,926
Total liabilities	3,891,442	(361,514)	1,250,000	4,779,928
Net assets	689,963	(2,234,782)	-	(1,544,819)
Equity				
Issued capital	74,635,721			74,635,721
Equity Settled Reserves	700,062	2		700,064
Accumulated losses	(74,645,820)	(2,234,784)		(76,880,604)
Total equity	689,963	(2,234,782)	-	(1,544,819)

Notes:

- (a) *Adjustment relates to operating loss to end of November 2025*
- (b) *Cash and cash equivalents received for convertible notes issued on 12 December 2025, as announced on 12 December 2025 and the Convertible Notes subject to this Cleansing Notice.*
- (c) *Cash and cash equivalents received for Convertible Note excludes approximately \$2,500 in relation to offer costs.*

7. Rights and liabilities attaching to the Convertible Notes

Attached at Appendix A is the Convertible Note Subscription Agreement, which includes the key terms of the Convertible Notes.

8. Rights and liabilities attaching to the Options issued

- (a) Each Option entitles the holder (**Holder**) to subscribe for a Share upon exercise.
- (b) The Options are exercisable at \$0.1488 each (**Exercise Price**).
- (c) The Options vested immediately on issue.
- (d) Each Option will expire on 5.00pm (AEDT) 10 September 2027 (**Expiry Date**).
- (e) An Option may only be exercised by payment of the Exercise Price after it has vested and thereafter at any time prior to the Expiry Date.
- (f) The Options may be exercised by notice in writing to the Company (**Notice of Exercise**). Any Notice of Exercise of an Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt.
- (g) Shares issued on exercise of the Options rank equally with the existing Shares of the Company.
- (h) The Company will not apply to ASX for quotation of the Options.
- (i) Application will be made by the Company to ASX for official quotation of the Shares issued upon the exercise of the Options.
- (j) Timing of issue of shares:
 - (i) After an Option is validly exercised, the Company must as soon as possible:
 - (A) issue the Share; and
 - (B) do all such acts, matters and things to obtain the grant of quotation for the Share on ASX no later than 10 days from the date of exercise of the Option.
 - (ii) On the date that the Shares are issued under paragraph (i) above, the Company must issue a cleansing notice under section 708A(5) of the Corporations Act.
 - (iii) If the Company is not then permitted to issue a cleansing notice under section 708A(5) of the Corporations Act, the Company must either: (A) issue a prospectus on the date that the Shares are issued under paragraph (i) above (in which case the date for issuing those Shares may be extended to not more than 25 Business Days after the receipt of the Exercise Notice, to allow the Company time to prepare that prospectus); or (B) issue a prospectus before the date that the Shares are issued under paragraph (i) above, provided that offers under that prospectus must still be open for acceptance on the date those Shares are issued, in accordance with the requirements of section 708A(11) of the Corporations Act.
- (k) There are no participation rights or entitlements inherent in the Options and Holders will not be entitled to participate in new issues of capital offered to shareholders during the currency of the Options. Holders of Options must exercise their vested Options prior to the date for determining entitlements to participate in any such issue.
- (l) If the Company makes a bonus issue of Shares or other securities to existing shareholders (other than an issue in lieu or in satisfaction, of dividends or by way of dividend reinvestment):

- i. the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Holder would have received if the Holder of an Option had exercised the Option before the record date for the bonus issue; and
 - ii. no change will be made to the Exercise Price.
- (m) If the Company makes an issue of Shares pro rata to existing Shareholders there will be no adjustment of the Exercise Price of an Option.
- (n) If there is any reconstruction of the issued share capital of the Company, the rights of the Holder may be varied to comply with the ASX Listing Rules that apply to the reconstruction at the time of the reconstruction.
- (o) The Options are not transferrable.
- (p) The application for Shares on exercise of the Options must be lodged at the Company's share registry. The Exercise Price must be paid electronic funds transfer to an account nominated by the Company. Cheques will not be accepted.

9. Rights and liabilities attaching to the Shares issued on conversion of the Convertible Notes

Shares issued on conversion of the Convertible Notes will be fully paid ordinary shares ranking equally in all respects with other Shares on issue. Application will be made for quotation on ASX.

The rights and liabilities attaching to Shares are regulated by The Company's Constitution, the Corporations Act, the ASX Listing Rules, the ASX Settlement Rules and common law. The following is a summary of the more significant rights and obligations attaching to the Shares. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of shareholders. To obtain such a statement, persons should seek independent legal advice.

Further details of the rights attaching to Shares are set out in the Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours. A copy can also be downloaded from the Company's website at

(<https://www.noxopharm.com/investors/corporate-governance>)

Voting rights	Subject to any rights or restrictions for the time being attached to any class or classes of Shares, at a general meeting of Shareholders or a class of Shareholders: (i) On a show of hands, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder has one vote; and (ii) On a poll, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder shall, in respect of each fully paid Share held by him or her, or in respect of which he or she is appointed a proxy, attorney or representative, have one vote for the Share, but in respect of partly paid Shares shall have such number of votes as bears the same proportion to the total of such Shares registered in the Shareholder's name as the amount paid (not credited) bears to the total amounts paid and payable (excluding amounts credited).
Variation of rights	The rights attaching to Shares may only be varied or cancelled by the sanction of a special resolution passed at a meeting of Shareholders or with the written consent of holders of three quarters of all Shares on issue. A special resolution is passed only where approved by at least 75% of all votes cast (and entitled to be cast) on the resolution at the meeting. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class), whether or not the Company is being

	wound up, may be varied or abrogated with the authorisation by a special resolution passed at a separate meeting of the holders of the shares of that class.
General meetings	Shareholders are entitled to attend and vote at general meetings of the Company, in person, or by proxy, attorney or representative. For so long as the Company remains a listed entity, Shareholders will be entitled to receive at least 28 days' prior written notice of any proposed general meeting. Shareholders may requisition meetings in accordance with Section 249D of the Corporations Act and the Constitution.
Dividend Rights	Subject to the rights of any preference Shareholders and to the rights of the holders of any Shares created or raised under any special arrangement as to dividend, the Board may from time to time declare a dividend to be paid to the Shareholders entitled to the dividend which shall be payable on all Shares according to the proportion that the amount paid (not credited) is of the total amounts paid and payable (excluding amounts credited) in respect of such Shares. No dividend shall carry interest as against the Company. The Board may set aside out of the profits of the Company any amounts that they may determine as reserves, to be applied at the discretion of the Board, for any purpose for which the profits of the Company may be properly applied. Subject to the ASX Listing Rules and the Corporations Act, the Company may, by resolution of the Board by resolution passed at a general meeting, implement a dividend reinvestment plan which provides for any dividend which the Board may declare from time to time, less any amount which the Company shall either pursuant to the Constitution or any law be entitled or obliged to retain, be applied by the Company to the payment of the subscription price of Shares to be issued to the relevant Shareholder.
Winding-up	If the Company is wound up, the liquidator may, with the authority of a special resolution of the Company, divide among the Shareholders in kind the whole or any part of the property of the Company, and may for that purpose set such value as he or she considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders. The liquidator may, with the authority of a special resolution of the Company, vest the whole or any part of any such property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit, but so that no Shareholder is compelled to accept any Shares or other securities in respect of which there is any liability.
Transfer of Shares	Generally, Shares are freely transferable, subject to formal requirements, the registration of the transfer not resulting in a contravention of or failure to observe the provisions of a law of Australia and the transfer not being in breach of the Corporations Act or the ASX Listing Rules.
Shareholder Liability	As the Shares issued upon conversion are fully paid shares, they are not subject to any calls for money by the Company and will therefore not become liable for forfeiture.

Alteration of Constitution	The Constitution can only be amended by a special resolution passed by at least three quarters of Shareholders present and voting at the general meeting.
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10. Compliance with Continuous Disclosure

The Company is a disclosing entity under the Corporations Act and is subject to regular reporting and disclosure obligations. Broadly, these obligations require:

- (a) the Company to notify ASX immediately of any information (subject to certain exceptions) of which it is or becomes aware of which a reasonable person would expect to have a material effect on the price value of its securities. That information is available to the public from ASX; and
- (b) the preparation of yearly and half-yearly financial statements and a report of the Company's operations during the relevant account period, together with an audit or review report prepared by the Company's auditor. These documents are lodged with ASIC and ASX.

As at the date of this Cleansing Notice, the Company has complied with:

- (a) the provisions of Chapter 2M of the Corporations Act, as they apply to the Company; and
- (b) section 674 of the Corporations Act, as it applies to the Company.

Copies of any documents in relation to the company which are lodged with ASIC may be obtained from, or inspected at, an ASIC office. The Company will provide a copy of the following to any person on request free of charge:

- (a) the Annual Report most recently lodged with ASIC by the Company, as released to the ASX on 13 October 2025;
- (b) any half-year report lodged with ASIC after lodgement of that annual financial report and before lodgement of this Cleansing Notice; and
- (c) any continuous disclosure notices given after the lodgement of that annual financial report and before lodgement of this Cleansing Notice.

A list of the announcements by the Company following the lodgement of the annual financial report referred to in paragraph (a) and before the lodgement of this Cleansing Notice with ASX is detailed in the table below.

Date	Announcement
13/10/2025	2025 AGM Letter of Access, Notice of Meeting and Proxy
22/10/2025	First US patent for Sofra technology platform
30/10/2025	September 2025 Quarterly Activities Report and Appendix 4C
05/11/2025	Second part of HERACLES clinical trial begins
11/11/2025	NSW Government grant for UNSW collaboration
17/11/2025	First dose in HERACLES clinical trial Part Two
18/11/2025	Noxopharm 2025 AGM Chair Address
18/11/2025	Noxopharm 2025 AGM Corporate Presentation
18/11/2025	Results of Meeting
03/12/2025	HERACLES clinical trial Update 5
12/12/2025	Notification regarding unquoted securities - NOX

12/12/2025	Notice under s708A(12C)(e) of the Corporations Act 2001
12/12/2025	Change of Director's Interest Notice - FB
02/01/2026	Notification of cessation of securities - NOX
02/01/2026	Notification regarding unquoted securities - NOX

11. No Excluded Information

As at the date of this notice, other than as set out in this Cleansing Notice, there is no information that:

- (a) has been excluded from a continuous disclosure notice in accordance with the Listing Rules of the ASX; and
- (b) is information that investors and their professional advisers would reasonably require for the purpose of making an informed assessment of:
 - (i) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; and
 - (ii) the rights and liabilities attaching to the Convertible Notes (and the underlying Shares).

-ENDS-

About Noxopharm

Noxopharm Limited (ASX:NOX) is a clinical-stage Australian biotech company discovering and developing novel treatments for cancer and inflammation, including a pioneering technology to improve the safety profile of a wide range of mRNA medicines. The company utilises specialist in-house capabilities and strategic partnerships with leading researchers to build a growing pipeline of new proprietary drugs based on two technology platforms – Sofra™ (inflammation, autoimmunity, mRNA drug enhancement, and oncology) and Chroma™ (oncology).

To learn more, please visit: noxopharm.com

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Dr Gisela Mautner, CEO and Managing Director of Noxopharm, has approved the release of this document to the market on behalf of the Board of Directors.

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.