REPLACEMENT PROSPECTUS

THIS IS A REPLACEMENT PROSPECTUS DATED 24 JUNE 2016. IT REPLACES A PROSPECTUS DATED 6 JUNE 2016 RELATING TO SHARES OF NOXOPHARM LIMITED.

NOXOPHARM LIMITED ABN 50 608 966 123

This Prospectus is for an offer of 30,000,000 New Shares at an issue price of $0.20 per New Share to raise $6 million before costs, referred to herein as the **Offer**.

LEAD MANAGER TO THE EQUITY OFFER:
APP Securities Pty Ltd
[ABN 45 112 871 842] [AFSL 307 706]

THE OFFER IS NOT UNDERWRITTEN

IMPORTANT INFORMATION: This is an important document that should be read in its entirety. If you do not understand this document you should consult your professional advisers without delay. **THE SECURITIES OFFERED UNDER THIS PROSPECTUS SHOULD BE CONSIDERED HIGHLY SPECULATIVE.**

NOXOPHARM

IMPORTANT NOTICES

General

This Replacement Prospectus **(Prospectus)** is dated 24 June 2016 and was lodged with ASIC on that date. ASIC and its officers take no responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

No person is authorized to give information or to make any representation in connection with the Offer, which is not contained in this Prospectus. Any information or representation not so contained may not be relied on as having been authorized by Noxopharm Limited [ABN 50 608 966 123] (the **Company** or **Noxopharm**) in connection with this Prospectus.

It is important that you read this Prospectus in its entirety and seek professional advice where necessary. The New Shares the subject of this Prospectus should be considered highly speculative.

Replacement Prospectus

This Prospectus is a replacement prospectus and replaces a prospectus dated 6 June 2016. This replacement prospectus has been issued to provide for the following:

- The Opening Date of the Offer has been deferred to 24 June 2016, the date of lodgement at ASIC of this replacement prospectus. The Closing Date has been extended by one week to 18 July 2016, with subsequent dates also extended by one week.
- To clarify that the minimum subscription amount for the Offer is $6,000,000, which is also the maximum.
- To identify in the Founder's Letter, the Chairman's Letter, and Section 2.3.2 where detailed information about idronoxil and citations of published studies can be located in this Prospectus, and to include further references in Section 2.4.3.
- To provide further disclosure regarding intellectual property including in Parts A and C of the Investment Overview summary, Section 2.8 and intellectual property risks in Sections 3.2(j) and (k).
- To correct the incorrect reference to "trade payables" in the table in Note 5 (Other Borrowings) of Section 4.1.
- Minor typographical corrections.

For the purposes of this document this replacement prospectus will be referred to as either the Prospectus or the Replacement Prospectus.

As at the date of this replacement prospectus, no applications for New Shares have been received.

Defined terms

Unless the contrary intention appears or the context otherwise requires, words and phrases contained in this Prospectus have the same meaning and interpretation as given in the Corporations Act and authorized terms have the meaning given in the Glossary in Section 14 of this Prospectus.

No Cooling-Off Rights

Cooling-off rights do not apply to any investment in New Shares under this Prospectus. This means that, in most circumstances, you cannot withdraw your application to acquire New Shares under this Prospectus once it has been accepted.

Investment Advice

This Prospectus does not provide investment advice and has been prepared without taking account of your financial objectives, financial situation or particular needs (including financial or taxation issues). You should seek professional investment advice before subscribing for New Shares under this Prospectus.

Expiry Date

No securities may be issued on the basis of this Prospectus later than 5 July 2017 (13 months after the date of the initial prospectus dated 6 June 2016, replaced by this Prospectus).

Exposure Period

A seven day exposure period during which the Company was prohibited from processing applications applied to the Offer, which has expired. No applications were received during the exposure period and no preference would have been given to applications for New Shares if they had been received during the exposure period.

Forward-looking statements

This Prospectus contains forward-looking statements that are identified by words such as 'may', 'could', 'believes', 'estimates', 'targets', 'expects', or 'intends' and other similar words that involve risks and uncertainties.

These statements are based on an assessment of past and present economic and operating conditions, and on a number of assumptions regarding future events and actions that, as at the date of this Prospectus, are expected to take place.

Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company, its Directors and management.

Although the Company believes that the expectations reflected in the forward looking statements included in this Prospectus are reasonable, none of the Company, its Directors or officers, or any person named in this Prospectus, can give, or gives, any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this Prospectus will actually occur or that the assumptions on which those statements are based will prove to be correct or exhaustive beyond the date of its making. Investors are cautioned not to place undue reliance on these forward-looking statements. Except to the extent required by law, the Company has no intention to update or revise forward-looking statements, or to publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this Prospectus.

The forward-looking statements contained in this Prospectus are subject to various risk factors that could cause actual results to differ materially from the results expressed or anticipated in these statements. The key risk factors of investing in the Company are set out in Section 3 of this Prospectus.

Privacy statement

By completing and returning an application form, you will be providing personal information directly or indirectly to the Company, the Share Registry, the Lead Manager and other brokers involved in the Offer and related bodies corporate, agents, contractors and third party service providers of the foregoing **(Collecting Parties)**. The Collecting Parties collect, hold and will use that information to assess your application, service your needs as a Shareholder and to facilitate distribution payments and corporate communications to you as a Shareholder.

By submitting an application form, you authorize the Company to disclose any personal information contained in your application **(Personal Information)** to the Collecting Parties where necessary, for any purpose in connection with the Offer, including processing your acceptance of the Offer and complying with applicable law, the ASX Listing Rules, the ASX Settlement Operating Rules and any requirements imposed by any public authority.

If you do not provide the information required in respect of your application, the Company may not be able to accept or process your acceptance of the relevant Offer. If the Offer is successfully completed, your Personal Information may also be used from time to time and disclosed to persons inspecting the register of Shareholders, including bidders for your New Shares in the context of takeovers, public authorities, authorized securities brokers, print service providers, mail houses and the Share Registry.

Any disclosure of Personal Information made for the above purposes will be on a confidential basis and in accordance with the Privacy Act 1988 (Cth) and all other legal requirements. If obliged to do so by law or any public authority, Personal Information collected from you will be passed on to third parties strictly in accordance with legal requirements. Once your Personal Information is no longer required, it will be destroyed or de-identified.

Subject to certain exemptions under law, you may have access to Personal Information that the Collecting Parties hold about you and seek correction of such information. Access and correction requests, and any other queries regarding this privacy statement, must be made in writing to the Share Registry at the address set out in the Corporate Directory in Section 12 of this Prospectus. A fee may be charged for access.

Web Site – Electronic Prospectus

A copy of this Prospectus can be downloaded from the Company's website at www.noxopharm.com/prospectus.

The Corporations Act prohibits any person passing onto another person an application or acceptance form unless it is attached to a hard copy of this Prospectus or it accompanies a complete and unaltered version of this Prospectus. You may obtain a hard copy of this Prospectus free of charge by contacting the Company.

The Company reserves the right not to accept an application or acceptance from a person if it has reason to believe that when that person was given access to the application or acceptance form, it was not provided together with a copy of this Prospectus and any relevant supplementary or replacement prospectus or any of those documents were incomplete or altered.

Foreign offer restrictions

This Prospectus may not be distributed outside Australia. The New Shares may not be offered outside Australia. If you are outside Australia it is your responsibility to obtain any necessary approvals for the Company to allot and issue New Shares to you pursuant to this Prospectus.

Time

All references to time in this Prospectus are references to Australian Eastern Standard Time.

Trademarks

All trademarks are the property of their respective owners and should not be interpreted to mean that any owner or user of a trademark endorses the Prospectus or its context or that a commercial or other relationship with an owner or user of a trademark exists

Photographs and Diagrams

Photographs used in this Prospectus which do not have descriptions are for illustration only and should not be interpreted to mean that any person shown in them endorses this Prospectus or its contents or that the assets shown in them are owned by the Company. Diagrams used in this Prospectus are illustrative only and may not be drawn to scale.

Enquiries

If you are in any doubt as to how to deal with any of the matters raised in this Prospectus, you should consult your broker or legal, financial or other professional adviser without delay.

Should you have any questions about the Offer or how to accept any of the Offer, please call the Noxopharm office on 02 9144 2223 or email info@noxopharm.com.

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FOUNDER'S LETTER

Noxopharm is conducting a compressed early-stage clinical program to test the ability of NOX66 to reverse drug-resistance in a broad range of solid cancers

Dear Investor,

As the Company's founder, it gives me great pleasure to present the Noxopharm Prospectus. Noxopharm Ltd is a biotechnology company with a single starting purpose…and that is to seek to address the single most important barrier to more successful cancer therapy – **drug-resistance**.

Succeeding in this aim could be expected to make the current most widely-used methods of treating cancer work better and in a way that causes fewer side-effects.

There are a lot of exciting things happening in the cancer field, with potential new technologies such as immunotherapies, targeted therapies, gene silencing, and much more. As an investor, you have many choices.

However, the early experience with many of these frontier therapies is that their clinical benefit either remains largely unproven or appears to be restricted to specific cancers and specific individuals or has yet to demonstrate durable remissions. This means that the cytotoxic chemotherapy and radiotherapy treatments that have been the backbone of cancer therapy for the past 40 years, still remain the backbone today, and in my view will continue to do so for many years to come.

Nevertheless, the search for new anti-cancer therapies goes on because even after 40 years of fine-tuning chemotherapy and radiotherapy, they still don't provide the answer for most patients with potentially lethal cancers.

Survival prospects for many cancers have improved over that time, although sadly that has not been the case for some cancers such as pancreatic cancer and mesothelioma. But even where the 5- and 10-year survival statistics have improved, the great majority of these cases still eventually recur, and late-stage, metastatic cancer still carries just the same poor outlook now as it did 40 years ago.

Despite it being the mainstay of cancer therapy, cytotoxic chemotherapy continues to under-perform because its poisoning effect does not discriminate between cancer tissue and healthy tissue. Collateral damage to healthy tissue means that drug dosages need to be reduced down to levels that for most patients are well below the dose needed to eliminate all the cancer cells.

Some cancer cells survive because they have developed mechanisms that allow them actively to resist drugs and these resistant cells go on to repopulate the tumour with cells with a similar high level of drug-resistance. Late-stage, aggressive cancers are fatal all too often simply because the high levels of drug-resistance make cytotoxic chemotherapy largely ineffective.

Finding a way to make cancers respond to standard therapy in a more powerful way and without compromising patient safety is one of the great challenges in modern day oncology. Noxopharm believes that it has the drug candidate to deliver on this challenge and that does so by reducing the cancer cell's ability to operate its drug-resistance mechanisms as further described in Section 2 of this Prospectus, which includes citations of relevant published research. The product is called NOX66 and we have formed Noxopharm to test this view in the clinic.

Over 20 years ago, a university medical research team I was leading discovered the compound that eventually came to be named idronoxil. It was then, and still remains to this day, in my view, the most potent and best equipped compound to destroy drug-resistance mechanisms.

Idronoxil (used under the name, phenoxodiol) formerly went through some 10 years of clinical study in some hundreds of patients with late-stage cancers, in some cases in conjunction with cytotoxic drugs. Unfortunately, no significant or sustained anti-cancer effect was observed, and new drug variations of idronoxil went on to replace idronoxil in the clinic.

As someone who has invested an enormous amount of time and energy in this compound, I continued to seek answers for that earlier clinical failure, finally arriving in early-2012 at what I was confident was the answer. I came to the conclusion that the answer lay in the way the human body metabolised the compound, resulting in the compound losing its anti-cancer activity. Further details are set out in Section 2, in particular Section 2.4 which describes idronoxil in detail and includes details of relevant published research.

Importantly, this turned out to be quite different to the way it was metabolised in animals such as rodents, and it seemed likely that this variance accounted for the difference in efficacy between animals and humans. Having come to that conclusion, it was a matter of designing a way to ensure that idronoxil was presented to the body in a way that protected it from being metabolised (and inactivated), thereby ensuring that it retained its anti-cancer potency. NOX66 is the result of that experimentation which was carried out in a private capacity.

Noxopharm is a clinic-ready company and our key objective is to take NOX66 into clinical study before the end of 2016. As NOX66 is a new, untested dosage formulation, it means that we need to go back and do a Phase I clinical study. We will be testing NOX66 in that study in the way that we see its eventually being mainly used in the marketplace ….. as a treatment designed to overcome a cancer cell's drug-resistance mechanisms, in this case to carboplatin.

Noxopharm is a clinic-ready company and our key objective is to have NOX66 in Phase 1a/1b clinical trials before the end of 2016

The planned clinical study embraces three components of Phase 1a, 1b and 2a within the one design, something that is possible given the breadth of clinical experience with idronoxil, plus the confidence that the Company has in NOX66. We have adopted an aggressive drug development program because of a strategy to bring this drug candidate to the marketplace as expeditiously as possible.

Noxopharm has four key assets:

- The 20+ years' experience I have in the field of isoflavonoid drug development;
- Access to talented scientists and key collaborators who will provide the scientific inspiration for the Company;
- A product ready to enter a Phase 1a/1b trial in H2 2016 and potentially a Phase 2a trial in 2017; and
- A core of supportive seed investors.

The Proceeds from the Offer are anticipated to give Noxopharm sufficient funding to conduct early-stage clinical studies, a modest R&D program, and working capital.

As a result of the issue of New Shares under the Offer, I will retain a significant long-term shareholding in the Company and will play a key ongoing role in the Company's growth and development through my role as Managing Director.

This Prospectus contains detailed information about the Noxopharm business, the proposed R&D program, and the Board and management team including that the Company and NOX66 are both at an early stage of development, and that no patents have yet been granted. It also outlines the range of potential risks associated with this investment. Potential investors should consider that the investment in the Company is highly speculative and should consult their professional advisers before deciding whether to apply for New Shares pursuant to this Prospectus.

I encourage you to read this document carefully and in its entirety before making your investment decision. I look forward to welcoming you as a shareholder.

Graham Kelly PhD
Managing Director and Chief Executive Officer
Noxopharm Limited

CHAIRMAN'S LETTER

Dear Investor,

On behalf of the Directors of Noxopharm Limited (the Company or Noxopharm) I am pleased to present to you the opportunity to become a shareholder.

In an increasingly ageing society, cancer looms as one of the greatest health challenges of our time. This position has not changed markedly in the last 40 years and with life expectancy rates rising, the problem can be expected to get worse. As recently as March this year, President Obama issued a presidential memorandum creating a White House task force on cancer, the first step in what Vice President Biden has called a 'moonshot' to cure the disease.

Why has this and countless other initiatives been launched? Countless billions of dollars spent on cancer research over the last 40 years has yielded only modest benefits. Certainly a so called 'cure' has been made possible with a very small number of cancers, and yes, the 10-year survival rates for a number of other cancers have improved over that time. But for most cancers we as a community are likely to encounter, survival rates either have barely moved or are still unacceptably poor. The 10-year survival prospects for cancers of the pancreas (1% of patients), lungs (5%), throat (12%), brain (13%), stomach (15%) and ovary (35%) being glaring examples of this lack of meaningful progress.

NOX66 has the potential to make standard chemotherapy safer and more tolerable for patients, and in doing so make chemotherapy available to patients currently too ill or too frail or too old to be suitable candidates

It is against this background of lack of significant progress that Noxopharm has been created with what we believe is a realistic prospect of making a meaningful difference. Our vision is to provide oncologists and their patients with a treatment for most forms of cancer that will increase the response rate to standard chemotherapy as well as providing durable remission, while at the same time hopefully making cancer therapy safer.

Noxopharm has developed NOX66. This is a product containing the active agent, idronoxil, that reduces a cancer cell's ability to resist the most widely used chemotherapy drugs. While idronoxil is not new, its formulation as NOX66 is considered different from those previously used, and has been designed to preserve the anti-cancer function of idronoxil in the body in a way that has not been possible or achieved to date.

The Board believes that the following combination of factors gives the Company a solid foundation:

- NOX66 has the potential to fill a large unmet need in current cancer management;
- NOX66 has the potential to make standard chemotherapy safer and more tolerable for patients, and in doing so make chemotherapy available to patients currently too ill or too frail or too old to be suitable candidates;
- NOX66 is ready to enter clinical studies in 2016;
- The clinical development program contains a series of key milestones that the Company believes are achievable over the next 18 months; and
- The business plan will be implemented by a management team with a strong industry track record in the biotech industry and in drug development.

Under this Prospectus, the Company is seeking to raise $6,000,000 through the issue of 30,000,000 New Shares under the Offer. Upon listing on the ASX, the Company will have a market capitalisation at the Offer issue price of approximately $15 million.

This Prospectus contains important information about Noxopharm and the Offer including that the Company and NOX66 are both at an early stage of development, and that no patents have yet been granted. It also contains information about the range of potential risks of investing in the Company. Potential investors should consider that the investment in the Company is highly speculative. I encourage you to read this Prospectus carefully and in its entirety and consult with your professional advisers before deciding whether to apply for New Shares pursuant to this Prospectus.

The Noxopharm Directors believe the opportunity is substantive due to the Company's technology, its value proposition compared to other cancer treatments, and its considerable global market, which all combine to give the Company the potential to create shareholder value.

Our goal is to offer a viable cancer treatment that will improve the life expectancy for people with metastatic cancer by a meaningful amount. The market opportunity for such treatments is one of the largest within the pharmaceutical industry, with the top 10-selling oncology drugs currently generating sales of US$43 billion per annum.

We believe that Noxopharm has the potential to dramatically improve the management of cancer therapies.

On behalf of the Board, I look forward to welcoming you as shareholder of the Company and to participating in our journey.

Peter Marks
Non-Executive Chairman
Noxopharm Limited

KEY OFFER INFORMATION

Indicative Timetable	
Lodgement of Prospectus with ASIC	24 June 2016
Offer Period opens	24 June 2016
Offer Period closes	18 July 2016
Completion of the Offer	25 July 2016
Expected dispatch of holding statements	27 July 2016
Expected commencement of trading on the ASX	2 August 2016

The above dates are indicative only and may change without notice. The Company, in consultation with the Lead Manager, reserves the right to extend or shorten the offer period or close the Offer in its absolute discretion and without prior notice. The Company also reserves the right not to proceed with all or part of the Offer at any time before the issue of New Shares to applicants.

Key Statistics of the Offer	$6 million Raising
Existing NOX Shares	45,171,429
Offer Price per New Share	$0.20
Total New Shares offered under Offer	30,000,000
Cash proceeds to be received under Offer	$6,000,000
Total number of NOX Shares at re-listing	75,171,429
Market capitalisation of Offer Price*	Approximately $15.0 million
Ownership of investors in Offer at the listing date	39.9%

** Calculated as the total number of Shares on issue following the Offer multiplied by the Offer Price.*

Note: The Company currently has 22,585,716 options to acquire Shares with an exercise price of 30 cents ($0.30) and expiry date of 28 February 2021 and 10,000,000 performance shares that convert into Shares upon the Company obtaining a market capitalisation of $50,000,000 by 28 February 2021 on issue.

The minimum subscription amount for the Offer is $6,000,000 which is also the maximum. No New Shares will be issued pursuant to the Offer made under this Prospectus unless the minimum subscription is reached. Should the minimum subscription not be reached, all application monies will be dealt with in accordance with the Corporations Act.

How to Invest

Applications for New Shares under the Offer can only be made by completing and lodging an Application Form which was attached to or accompanied a copy of this Prospectus. Instructions on how to apply are set out in Section 9.1 and on the appropriate Application Form. Applications under the Offer must be for at least 10,000 New Shares ($2,000) and in multiples of 2,500 New Shares ($500) thereafter.

INVESTMENT OVERVIEW

This Section is a summary only and is not intended to provide full information for investors intending to apply for New Shares offered pursuant to this Prospectus. This Prospectus should be read and considered in its entirety.

Item	Summary	Further Information
A. Company		
Who is the issuer of this Prospectus?	Noxopharm Limited (ABN 50 608 966 123) (**Noxopharm** or the **Company**)	Important Notices (page 2)
Who is Noxopharm?	Noxopharm is an Australian unlisted public company. It was registered on 27 October 2015.	Section 4.3
What are the Company's aims and objectives?	Noxopharm intends to develop NOX66 as a standard of care drug for use in most forms of cancer where the development of drug-resistance presents limited treatment options for many cancer patients. The Company's first objectives are (a) conducting a Phase 1a/1b clinical study, and potentially a Phase 2a clinical study depending on the outcome of the Phase 1a/1b clinical study, as described in Section 2.6 and, (b) to undertake research and development (**R&D**) programs as described in Section 2.7. NOX66's potential is unproven. The Phase 1a/1b clinical study, potential 2a clinical study and R&D program to be funded using funds raised by this Prospectus are first, early stage steps. Successful development of NOX66 is subject to a wide range of risks of a commercial and scientific nature (see Section 3). These include gaining adequate funding, the results of further clinical studies, the ongoing need for such a product, the ability to gain regulatory approval, and a successful patent strategy. Noxopharm does not hold any patents and has only applied for provisional patents relating to the NOX66 concept including that it is an innovative dosage formulation. There is no certainty patents will be obtained or if obtained will adequately protect the Company's IP or prevent competition.	Section 2
What is NOX66, and what potential uses may it have?	NOX66 is an innovative dosage formulation of the anti-cancer drug candidate, idronoxil. Idronoxil is a small molecule whose action inhibits the sphingosine-1-phosphate/Akt/NF-kB nexus, a key pro-survival mechanism, within cancer cells. At one level this results in the death of the cancer cell; at another level it interferes with a range of pro-survival mechanisms including the ability to operate drug-resistance mechanisms. In vitro, this effect is restricted almost completely to cancer cells, is reported across a wide range of cancer types, and overturns resistance to most forms of commonly-used cytotoxic chemotherapies. NOX66 has been developed with the objective of protecting idronoxil from inactivation by Phase 2 metabolic processes within the body. Noxopharm believes such processes have served to hinder the clinical efficacy of this drug candidate in clinical studies to date. The NOX66 formulation is designed with the aim of ensuring greater preservation of idronoxil's anti-cancer activity in the body. As a cytotoxic agent, NOX66 has the potential to be used as a single agent where high levels of multi-drug resistance preclude the use of most standard chemotherapies. However, Noxopharm proposes to focus on its use as an adjuvant therapy with standard chemotherapies such as carboplatin for its potential both to increase the response rate of solid cancers to drugs such as carboplatin and to achieve this improved outcome using lower, safer dosages of drugs such as carboplatin.	Sections 2.2, 2.3 and 2.4

Item	Summary	Further Information
A. Company (cont'd)		
What is NOX66, and what potential uses may it have? (cont'd)	Noxopharm believes that NOX66 has the opportunity to provide more meaningful responses to treatment for many forms of both early-stage and late-stage cancers, particularly for those cancer types that currently show little or no response to therapy. The Company believes that this will be particularly so in those cancers where survival rates have shown little or no change over the past 40 years, including such cancers as cancers of the pancreas, lung, oesophagus, stomach, ovary, gall-bladder, cervix and brain.	Sections 2.2, 2.3 and 2.4
What is the Company's clinical program?	Noxopharm proposes undertaking a clinical study of NOX66 commencing in 2016 embracing 3 arms (Phase 1a, Phase 1b and potentially Phase 2a) in combination with carboplatin in patients with late-stage solid cancers. The primary aims of the Phase 1a and 1b studies are: (a) to determine the toxicity of NOX66 alone and in combination with carboplatin; and (b) to compare the clinical efficacy of NOX66 in combination with a standard dose carboplatin and a sub-standard dose of carboplatin in patients with a variety of solid cancers. The primary aim of the potential Phase 2a study is to identify clinical response rates in up to two specific types of cancer. The study will be conducted in two hospitals in Georgia, with the Phase 1a arm expected to conclude in early 2017 and Phase 1b arm in late 2017. The study is planned to commence in the second-half of 2016, with proposed sites and Principal Investigators identified, the required clinical trial management procedures in place, and a clinical trial batch of NOX66 currently being manufactured.	Section 2.6
What are the Company's R&D programs?	Noxopharm intends undertaking R&D projects intended to deliver additional drug candidates for the Company's clinical pipeline. The R&D projects relate in part to the intellectual property (**IP**) being developed by the Company in the field of drug delivery of water-insoluble drugs (eg. Phenolics and isoflavonoids), and in part to new generation drugs intended to address the problem of resistance to both chemotherapy and radiotherapy.	Section 2.7
What are the Company's commercial goals?	Noxopharm is seeking eventually to commercialise IP in the area of the biology of molecules based on an isoflavonoid chemical structure. This is expected to be across a range of therapeutic indications. The Company seeks to develop a leading position globally in the field of isoflavonoid drug development, phenolic and isoflavonoid drug delivery, and therapeutics based on epigenetic signalling. The NOX66 clinical trial and R&D programs are initial steps in pursuing these objectives.	Section 2
What is the market opportunity for the Company?	Standard cytotoxic chemotherapy, along with radiotherapy, remains the backbone of cancer therapy. But for many common cancers, the effectiveness of these therapies is restricted by dose-limiting toxicity, a problem exacerbated by many cancers having evolved drug-resistance mechanisms to those therapies. In the first instance, if a cytotoxic drug could be found that is unaffected by those drug-resistance mechanisms, then Noxopharm believes that there is a significant market opportunity for a last-line therapy in late-stage cancers where all other options have been exhausted. In the second instance, if a drug could be found that overcomes those drug-resistance mechanisms, then Noxopharm believes that such a drug would enjoy widespread use across most forms of cancer, particularly in late-stage cancers that have become resistant to standard therapies, and also in patients considered unsuitable for chemotherapy because of age or general health or in patients who decline chemotherapy over concerns of drug-associated toxicity. The need for such a drug could be expected to continue to grow in the face of an increasingly ageing population and an associated increase in cancer incidence.	Section 1

Item	Summary	Further Information
B. Business Model		
What industry will Noxopharm be operating in?	Noxopharm operates in the healthcare sector, specifically in the area of drug development. Noxopharm is a biopharmaceutical company.	Section 1
Will Noxopharm have income after listing?	No income is expected in the foreseeable future which, in the context of this Prospectus, is 2 years. Drug development is inherently a long process, with clinical studies of oncology drugs typically lasting 5-8 years. It is highly unlikely that the Company will be able to generate any income in that time.	Section 2
What is the market being targeted?	The potential market for NOX66 is metastatic disease associated with solid cancers where there is limited clinical response to standard chemotherapy because of the presence of drug-resistance, or where a patient is considered too frail to undergo chemotherapy, or where a patient declines chemotherapy because of concerns over side-effects.	Section 2.2
Who are the Company's competitors?	In terms of strategies that seek directly to nullify drug-resistance mechanisms, no drug has been developed and come to market that has become widely accepted for such use. The Company also is unaware of any drugs currently in clinical development with the capacity to match the level and extent of idronoxil in terms of abrogation of drug-resistance mechanisms.	Section 1.4.2
Is NOX66 the Company's only product?	For the immediate future, the Company will be focusing its efforts and resources on NOX66. However, Noxopharm proposes to run an R&D program across 3 broad areas, all related to isoflavonoid drug development. Noxopharm believes that diversity in its drug pipeline is a prudent de-risking strategy and beneficial long-term commercial strategy.	Section 2
How confident is Noxopharm of its IP position?	Noxopharm utilises experienced patent attorneys to assist the Company in its clinical and R&D activities. Those activities are to be conducted in a way that minimises the risk of patent infringement and that enables the capture of innovation arising from the activities for consideration for patent protection. Noxopharm believes that it has a reasonable case to argue for the patentability of its idronoxil technology given the prior art of which the Company is currently aware. However Noxopharm does not yet hold any patents and there can be no certainty that any patents will be obtained. Protection of IP is subject to a wide range of risks - see Section 3 generally, and Sections 3.2(j) and (k) in particular.	Sections 2.8 and 3.2
C Benefits and Risks		
What are the key investment highlights?	Key investment highlights include: • **Experienced Managing Director and CEO.** Dr Kelly has over 20 years' experience in anti-cancer drug development in general and idronoxil in particular, in the planning and conduct of clinical studies, and in the management of public companies. • **Experienced Board.** The Noxopharm Board has a successful track-record in founding and building businesses, including public biotechnology companies. • **Clinic-Ready.** It is intended that NOX66 will be in its first clinical study by the end of 2016. • **Adaptive Design Clinical Program.** The proposed Phase I clinical study has an inbuilt adaptive design allowing for an add-on Phase 2a component which, if activated, has the capacity to expedite the development of NOX66.	Section 2

Item	Summary	Further Information
C Benefits and Risks (cont'd)		
What are the key investment highlights? (cont'd)	• **News Flow.** The proposed Phase 1 study contains 3 milestones that will be reported on progressively until late-2017 (Phase 1a; Phase 1b low-dose carboplatin; Phase 1b high-dose carboplatin). • **Major Markets.** Current survival prospects for patients with many common cancers once they become metastatic and drug-resistant are poor, reflecting the limited effectiveness of standard chemotherapies and radiotherapies. At one level, a drug that works in spite of those mechanisms, or at another level that overcomes resistance and restores sensitivity to standard therapies, could be expected to meet a substantial medical need and to enjoy widespread uptake. • **Potentially diverse pipeline.** Noxopharm intends to build on its proprietary know-how in the field of isoflavonoid drug pharmacology and ablation of drug-resistance mechanisms to create a diverse pipeline of products across a range of therapeutic indications. • **Adequate funding.** Funds raised in the Offer are budgeted to see the Company through to the end of the proposed Phase 1a/1b study, including the potential Phase 2a component if activated, and to conduct a supporting R&D program.	Section 2
What are the key risks to the Company?	Drug development is by nature a lengthy, expensive process with a high failure rate. Section 3 describes some of the potential risks associated with an investment in Shares which may have a material adverse impact on the viability and financial performance of the Company and the market price of its Shares, should they arise. This summary should not be relied on. Greater detail is provided in Section 3. It is strongly recommended that you read Section 3 in full. **Specific Risks** The risks described in Section 3.2 include risk areas considered specific to the Company which are summarise below: • **Early stage of development:** Including the potential that NOX66 will not work, the prior clinical failure of Idronoxil (a key ingredient of NOX66) and that NOX66 may not be approved as a product. • **Uncertainty of research:** Including failure to successfully research and develop NOX66, relevant marketing approvals not being obtained and the data obtained from any clinical trial not meeting regulatory standards. • **Risk of delay:** Including if the Company is unable to expeditiously secure clinical trial sites and patients, critical milestones not being met in a timely manner and non-performance or loss of contractors. • **Dependence on service providers:** Including third-party contractors not complying with their obligations under their respective agreements which may lead to termination or significant damage to the Company's product development. • **Dependence on Key Personnel:** Including the potential loss of scientific and development staff, the lack of training and development opportunities for management and the inability of the Company to maintain sufficiently qualified staff in a timely manner. Noxopharm Managing Director, and the inventor of the NOX66 technology, Dr Graham Kelly was diagnosed in 2008 with a highly aggressive form of cancer that was inoperable and which eventually evolved into metastatic disease. Dr Kelly commenced experimental chemotherapy in early-2012 and remains in complete remission.	Section 3

Item	Summary	Further Information
C Benefits and Risks (cont'd)		
What are the key risks to the Company? (cont'd)	• **Future market acceptance:** Including NOX66 not finding market acceptance and the inability of the Company to manufacture NOX66 at a sufficient quantity at an acceptable cost to be profitable. • **Competition:** Including the substantial competition faced by the Company in the biotechnology and medical technology industries and that the Company's services, expertise and product may be rendered obsolete or uneconomical by advances or entirely different approached developed by its competitors. • **Manufacturing/production risk:** Including the Company not having previously manufactured NOX66 on a large scale, delays occurring in the manufacture and production of NOX66 and NOX66 failing to meet quality assurance standards. • **Trade secrets:** Including the Company's protective measures not being sufficient to protect its trade secrets and that others may independently develop the same or similar technology or gain access to trade secrets. • **Intellectual property rights:** The Company does not hold any patents and has only made provisional patent applications relating to the NOX66 concept including that it is an innovative dosage formulation of idronoxil. There is no guarantee that patents based on these applications and all of their claims will be granted, or if granted will adequately protect the Company's IP or prevent competition. As idronoxil is an existing drug, the Company will not obtain exclusivity to idronoxil itself. • **Third party intellectual property infringement claims:** Idronoxil as an existing drug is the subject of patents owned by others relating to various uses including use as an anti-cancer agent. To the extent of publicly available information, it is not idronoxil itself, but uses, which are the subject of third parties' patents. While Noxopharm is pursuing clinical development and commercialisation strategies that it believes will minimise the risk of patent infringement, there can be no certainty that there will not be action taken by a third party against the Company, although the Company is prepared to defend its position in a forthright manner if required. Further there can be no guarantee that competitors will not seek to claim an interest in the Company's intellectual property with a view to seeking a commercial benefit from the Company. • **Litigation risks:** Including the Company being exposed to litigation arising from contractual disputes, occupational health and safety claims and employee claims. • **Product liability:** Including that unforeseen adverse events or manufacturing defects arise that expose the company to product liability claims in litigation and the potential removal of any regulatory approval obtained. • **International agreements:** Including the Company scope for the change in contract law, property law and intellectual in developing foreign jurisdictions that may affect the Company's ability to carry on its business including the enforceability of contractual arrangements. • **Additional capital requirements:** Including the Company requiring additional capital to complete its stated objectives, altering its funding strategy and the dilution of shareholdings arising from the further issue of capital. • **Licensing:** Including the Company either not obtaining any license that it may require in the future or that any such licensing agreements entered into by the Company are terminated for reasons beyond the Company's control. • **Unforeseen expenditure:** Including that the Company will not be able to enter into contracts on commercially acceptable terms to conduct its business or source suppliers.	Section 3

Item	Summary	Further Information
C Benefits and Risks (cont'd)		
What are the key risks to the Company? (cont'd)	• **New business initiatives:** Including that the Company is exposed to risks associated with any new business initiatives and that any new business initiatives adversely affect the Company's business, financial conditions or operations. • **Foreign currency and exchange rate fluctuations:** Including exposure of the Company to foreign exchange movements including all risks associated with such movements. • **Absence of dividends:** Including the potential of the Company to not be able to pay dividends at any time which is dependent on the other circumstances of the Company at the time. • **Liquidity and realisation risk:** Including the potential for a large proportion of Shares held by existing shareholders (potentially as much as 60.1% of the Company's Shares at completion of the Offer) to be subject to escrow, the possibility of an inactive, illiquid or volatile market for the Company's Shares due to the level of escrow, the potential for significant sell down of Shares once released from escrow and the possibility this may negatively affect the Company's Share price. • **Concentration of shareholdings:** Including a shareholder being in a position to exert significant influence over the outcome of matters relating to the Company. **General risks** Risks that apply to companies generally may affect the performance of the Company or value of its securities, including those set out in section 3.3 including: • General economic climate, such as but not only interest rates, currency fluctuations and supply and demand; • Access to the global market; • Government Policy change; • Insurance risk; and • Taxation risk. The above is not intended to be an exhaustive list of the risk factors to which the Company or investors in the Company are or may be exposed. The factors specifically referred to above may in the future materially affect the viability or performance of the Company and the value of its securities.	Section 3
D Directors and Key Management Personnel		
Who are the directors of the Company?	The current Directors of Noxopharm are: Peter Marks — Non-Executive Director (Chairman) Graham Kelly — Managing Director and Chief Executive Officer Ian Dixon — Non-Executive Director The profiles of each of these individuals are set out in Section 6.1.	Section 6

<table>
<tr><th>Item</th><th>Summary</th><th>Further Information</th></tr>
<tr><td colspan="3">D Directors and Key Management Personnel (cont'd)</td></tr>
<tr><td>What will the interests of Directors be in the Company following completion of the listing?</td><td>The direct and indirect equity interests of the Directors following completion of the Offer, and the respective percentages of the Company's shares upon completion of the Offer and if the milestone applying to the performance shares is achieved are set out in the table below:
<table><tr><th rowspan="2">Director</th><th colspan="2">Shares</th><th rowspan="2">Options</th></tr><tr><th>Ordinary Shares</th><th>Performance Shares</th></tr><tr><td>Graham Kelly</td><td>24,150,000
(32.1%)</td><td>6,320,352
(35.8%*)</td><td>12,075,000</td></tr><tr><td>Peter Marks</td><td>400,000
(0.5%)</td><td>0
(0.5%*)</td><td>200,000</td></tr><tr><td>Ian Dixon</td><td>1,400,000
(1.9%)</td><td>366,246
(2.1%*)</td><td>700,000</td></tr></table>*Percentage if performance share milestone achieved and no options have been exercised or other shares issued.
Details of existing shares, performance shares and options are set out in Section 8.5. Terms of the performance shares and options are set out in Sections 10.4 and 10.5, respectively.</td><td>Sections 6.3.1, 8.5, 10.4 and 10.5</td></tr>
<tr><td>What will the remuneration of Directors be in the Company following completion of the listing?</td><td><table><tr><th>Director</th><th>Director's Fees (per annum)</th></tr><tr><td>Graham Kelly</td><td>$280,000*</td></tr><tr><td>Peter Marks</td><td>$90,000</td></tr><tr><td>Ian Dixon</td><td>$70,000</td></tr></table>* Plus two bonus payments each of $35,000 payable on recruitment of first patients into two clinical studies within the first 12 months post-listing.</td><td>Section 6.3.2</td></tr>
<tr><td colspan="3">E Key Financial Information</td></tr>
<tr><td>Where can I find details of Noxopharm's historical financial information?</td><td>Historical financial information including the historical reviewed Statement of Financial Position of the Company as at 31 March 2016 is included in Section 5.</td><td>Section 5</td></tr>
<tr><td>What are the use of funds from the Offer?</td><td>The Offer will raise new capital that Noxopharm will use to:
(a) undertake a proposed Company-sponsored Phase 1a/1b clinical study, and, based on the outcome from that study, potentially to proceed directly into Phase 2a clinical study, as set out in Section 2.6 of this Prospectus;
(b) undertake an R&D program intended to deliver additional drug candidates to the Company's clinical development pipeline, as set out in Section 2.7 of this Prospectus.
Funds also will be used to pay administrative expenses and costs of the Offer.
Funds raised under this Offer not allocated to the clinical study, R&D program, administration and to pay costs of the offer are anticipated to be used to meet unforeseen expenditure and for working capital purposes.</td><td>Section 8</td></tr>
</table>

<table>
<tr><th>Item</th><th>Summary</th><th>Further Information</th></tr>
<tr><td colspan="3">E Key Financial Information (cont'd)</td></tr>
<tr><td>What are the use of funds from the Offer? (cont'd)</td><td>The Offer proceeds will be applied as follows:
<table><tr><th></th><th>Year 1 ($000s)</th><th>Year 2 ($000s)</th><th>Total ($000s)</th></tr><tr><td>Source of Funds</td><td></td><td></td><td></td></tr><tr><td>Capital raising</td><td>6,000</td><td>-</td><td>6,000</td></tr><tr><td>Cash balance at start</td><td>488</td><td>3,278</td><td>488</td></tr><tr><td>Total funds available</td><td>6,488</td><td>3,278</td><td>6,488</td></tr><tr><td>Use of Funds</td><td></td><td></td><td></td></tr><tr><td>Clinical Study</td><td>1,556</td><td>941</td><td>2,497</td></tr><tr><td>R&D Program</td><td>341</td><td>212</td><td>553</td></tr><tr><td>Costs of the Offer</td><td>518</td><td>0</td><td>518</td></tr><tr><td>Administration</td><td>795</td><td>523</td><td>1,318</td></tr><tr><td>Working capital</td><td>3,278</td><td>1,602</td><td>1,602</td></tr><tr><td>Total funds allocated</td><td>6,488</td><td>3,278</td><td>6,488</td></tr></table>The above use of funds represents the current intentions of the Company based on its current business plan and business conditions. The amounts and timing of the actual expenditure may vary and will depend upon numerous factors, including the timing and success of the Phase I study program and other opportunities that may arise.</td><td>Section 8</td></tr>
<tr><td>What is Noxopharm's dividend policy?</td><td>The Company does not expect to declare any dividends during the development and commercialisation of the Noxopharm technologies.</td><td>Section 4.3</td></tr>
<tr><td colspan="3">F Key Offer Information</td></tr>
<tr><td>What is the Offer?</td><td>An offer of 30,000,000 new Shares at an issue price of $0.20 per share to raise $6 million before costs.</td><td>Section 8.1</td></tr>
<tr><td>Where can I find the Offer timetable?</td><td>The indicative, anticipated timetable is set out on page 8. The Closing Date is 18 July 2016, but the Offer may close early or be extended without notice.</td><td>Key Offer Information (page 8)</td></tr>
<tr><td>How is the Offer structured?</td><td>The Offer comprises:
The Broker Offer which is only open to clients of brokers who receive a firm allocation from their broker; and
The General Offer which is open to all eligible investors</td><td>Section 8.1</td></tr>
<tr><td>What are the minimum and maximum raising levels?</td><td>The minimum subscription amount for the Offer is $6,000,000 which is also the maximum. No New Shares will be issued pursuant to the Offer made under this Prospectus unless the minimum subscription is reached. Should the minimum subscription not be reached, all application monies will be dealt with in accordance with the Corporations Act.</td><td>Section 8.6</td></tr>
</table>

<table>
<tr><th>Item</th><th>Summary</th><th>Further Information</th></tr>
<tr><td colspan="3">F Key Offer Information (cont'd)</td></tr>
<tr><td>What will Noxopharm's share structure be after completion of the Offer?</td><td>
<table>
<tr><th colspan="2">Total shares on issue upon completion of the Offer</th></tr>
<tr><td>Existing Shares</td><td>45,171,429 (60.1%)</td></tr>
<tr><td>Offer</td><td>30,000,000 (39.9%)</td></tr>
<tr><td>Total Shares</td><td>75,171,429 (100%)</td></tr>
</table>
</td><td>Sections 8.5, 10.4 and 10.5</td></tr>
<tr><td>What will Noxopharm's share structure be after completion of the Offer? (cont'd)</td><td>
If the performance share milestone (see below) is achieved, assuming no shares have been issued or transferred and no options have been exercised, shares held by existing shareholders would represent 64.8% of the issued shares of the Company and shares issued under the Offer would represent 35.2%.
<table>
<tr><th colspan="3">Existing Options</th></tr>
<tr><th>Number</th><th>Exercise Price</th><th>Expiry Date</th></tr>
<tr><td>22,585,716</td><td>$0.30</td><td>28 February 2021</td></tr>
</table>
<table>
<tr><th colspan="2">Existing Performance Shares</th></tr>
<tr><th>Number</th><th>Milestone</th></tr>
<tr><td>10,000,000</td><td>The Company obtaining a market capitalisation of $50,000,000 by 28 February 2021</td></tr>
</table>
The performance shares and options will not be listed.

Terms of the performance shares and options are set out in Sections 10.4 and 10.5, respectively.
</td><td>Sections 8.5, 10.4 and 10.5</td></tr>
<tr><td>How to participate in the Offer</td><td>
If you have received a firm allocation of New Shares from your broker, please complete the personalised Broker Offer application form which accompanied a copy of this Prospectus and return it with payment of the application amount so that it is received before the Closing Date or any earlier date specified by your broker.

To apply under the Offer if you have not received a firm allocation of New Shares from your broker, please complete the General Offer application form attached to or accompanying a copy of this Prospectus and return it to the share registry with payment of the application amount so that it is received before the Closing Date.

For further details, see Section 9.
</td><td>Section 9</td></tr>
<tr><td>What securities will be listed?</td><td>
All New Shares issued under the Offer will be listed.

Existing Shares may be listed, subject to any restriction (escrow) obligations imposed by ASX (see next item).

Existing performance shares and options will not be listed. If the performance share milestone is achieved, or if options are exercised, the Company will apply for the resulting Shares to be listed, subject to any remaining escrow periods that ASX may have applied to the performance shares or options.
</td><td>Sections 9.2, 10.4 and 10.5</td></tr>
</table>

Item	Summary	Further Information
F Key Offer Information (cont'd)		
Are there any escrow arrangements?	New Shares issued under the Offer will not be escrowed. Some or all of the existing Shares, performance shares and options will be subject to escrow determined by ASX.	Section 9.2
Is the Offer underwritten?	The Offer is not underwritten. APP Securities Pty Ltd acts as Lead Manager to the Offer, and does not underwrite the Offer.	Sections 9.4 and 10.1l
What is the allocation policy under the Offer?	Each broker will determine how they allocate New Shares under the Broker Offer among their clients. If oversubscriptions are received the Company may at its discretion in consultation with the Lead Manager reject General Offer applications and/or scale back General Offer applications and issue fewer New Shares than applied for under the General Offer. Excess application monies will be refunded without interest.	Section 9.1
How will I know if my application has been successful?	It is expected that initial holding statements will be dispatched on or about 27 July 2016.	Key Offer Information (page 8)
Is any brokerage, commission or stamp duty payable by applicants?	No brokerage, commission or stamp duty is payable by applicants on acquisition of New Shares under the Offer.	Section 9.5
What are the tax implications of acquiring Noxopharm shares?	The taxation consequences of an investment in the Company depend upon the applicant's particular circumstances. Applicants should make their own enquiries about the taxation consequences in investment in the Company. If you are in doubt as to the course you should follow, you should consult your accountant, stockbroker, lawyer or other professional adviser	Section 9.7
Enquiries	All enquiries about the Broker Offer should be directed to your broker. If you are in any doubt as to how to deal with any of the matters raised in this Prospectus, you should consult your broker or legal, financial or other professional adviser without delay. Should you have any questions about the Offer or how to accept any of the Offer, please call the Noxopharm office on 02 9144 2223 or email info@noxopharm.com.	Section 9.1

1. CANCER SITUATION ANALYSIS – OVERVIEW

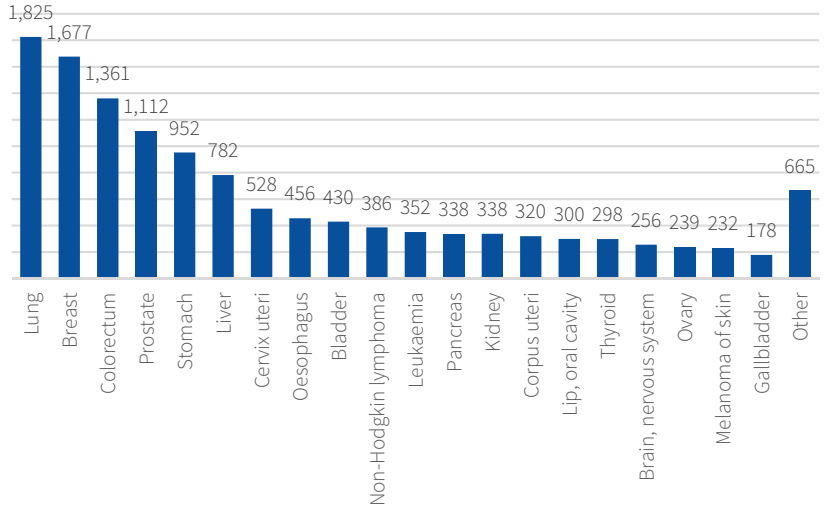
1.1 Risk of developing cancer

There will be an estimated 130,400 new cases of cancer diagnosed in Australia in 2016, with approximately 46,500 deaths. Cancer remains the second-most common cause of death after cardiovascular disease in Australia. Cancer of the prostate, bowel, breast, lung, and melanoma, account for 70% of all new cases.

Globally, there were an estimated 14.1 million new cases of cancer diagnosed in 2012, with 8.2 million deaths from cancer. The chart below summarises the incidence of different types of cancer worldwide in 2012.

1 in 2 Australian men and 1 in 3 Australian women will develop a life-threatening cancer in their lifetime

Number of new cancer cases diagnosed globally ('000s) (2012)

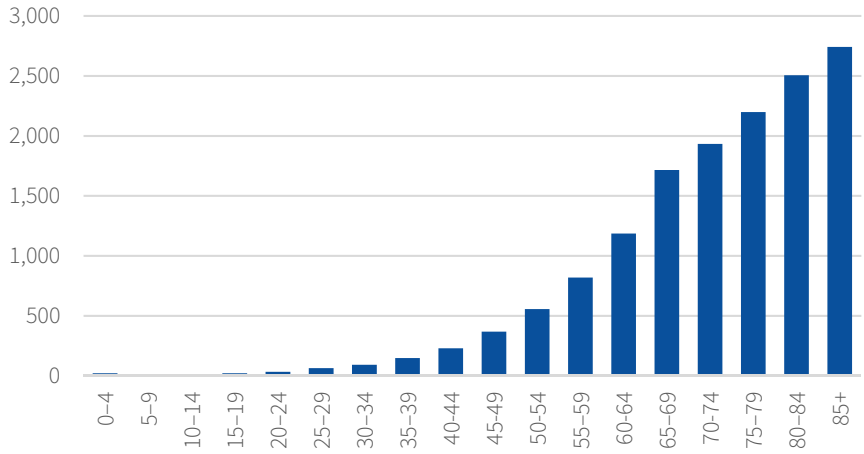


Source: World Cancer Research Fund, 2015

While it is not usually possible to know why one person develops cancer and another doesn't, certain risk factors have been described including age, family history, lifestyle choices, type of work and general exposure to carcinogens.

Age represents the greatest single risk of developing cancer as the following graph shows for Australian men and women.

Age-specific incidence rates for cancer – Number of new cases per 100,000 (2015)



Source: Cancer Australia, 2015

1.2 Survival Outlook

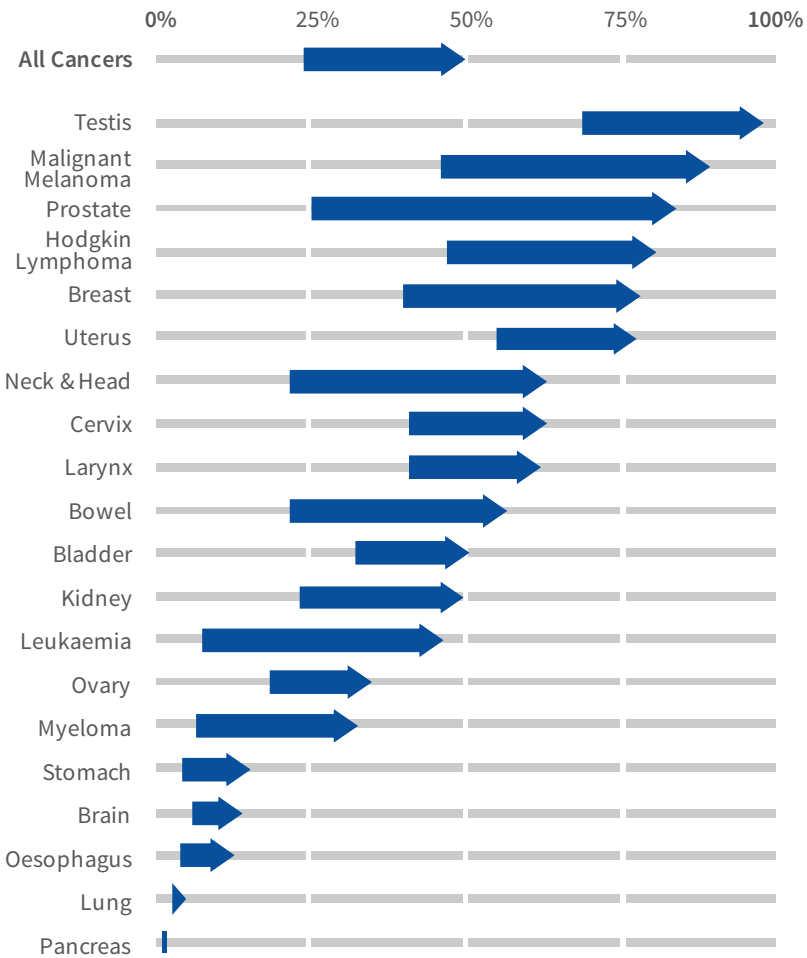
Over the last 50 years, the overall outlook for cancer patients has improved steadily, although that improvement has been uneven depending on the type of cancer treated.

Earlier and better methods of diagnosis, improvement in surgical techniques and radiotherapy, availability of more chemotherapies, and better understanding of drug combinations have all contributed to an improved outlook for the cancer patient.

The 10-year survival prospects for breast cancer (78%), testicular cancer (98%), and malignant melanoma (89%) are examples where considerable progress has been made in survival prospects. On the other hand, 10-year survival prospects for cancers of the pancreas (1%), brain (13%), throat (12%), stomach (15%), lungs (5%) and ovary (35%) remain poor.

To illustrate, the graph below shows the 10-year survival trends for adults with the most common cancers in the United Kingdom over the 40 years of 1971-2011.

10-year survival trends for adults, UK (1971 to 2011)



Note: Age-Standardised Ten-Year Net Survival Trends, Selected Cancers, Adults (Aged 15-99), England and Wales, 1971-2011.

Source: Cancer Research UK, 2015

Approximately one in three Australian patients diagnosed with a potentially life-threatening cancer will die within 5 years of diagnosis, and despite considerable advances in the management of cancer, that rate has risen only modestly from 46% in 1982-86 to the current figure of 67% (2007-11).

Noxopharm believes that NOX66 has the potential to provide meaningful improvements in survival rates across a broad range of cancers

1.3 Cancer Therapy

Surgery remains the most reliable way to ensure effective removal of cancerous cells from the body, particularly where the cancer remains localised. But where the cancer has spread from its point of origin or where surgery fails or cannot be used, primary treatment for most cancers is chemotherapy (drug therapy), with or without radiotherapy.

The term **chemotherapy** embraces a wide variety of types of anti-cancer drugs, but the backbone of chemotherapy for the last 50 years and continuing to this day, is **cytotoxic chemotherapy**. 'Cytotoxic' means that the drug is **toxic** to the cell, essentially poisoning the cancer cell, with the purpose of killing it or slowing its growth. The aim is to damage the cancer cell's proteins, such as its DNA, beyond the point of being able to be repaired. The damaged cell is unable to divide, and where the damage is sufficiently severe, it dies.

Cytotoxic chemotherapy agents can be divided into several families based largely on how they work. The following table lists the main cytotoxic agents and their main front-line indications, although one or more are used invariably at some point in the treatment of almost all forms of cancer.

Despite its limitations, cytotoxic chemotherapy remains the frontline means of killing cancer cells that cannot be removed by surgery

Chemo type	Indications	Drugs
Mitotic inhibitors	• Breast • Lung • Prostate • Myelomas • Lymphomas • Leukemias	• Taxanes: paclitaxel (Taxol®) and docetaxel (Taxotere®) • Epothilones: ixabepilone (Ixempra®) • Vinca alkaloids: vinblastine (Velban®), vincristine (Oncovin®), and vinorelbine (Navelbine®) • Estramustine (Emcyt®)
Alkylating agents	• Leukemias • Lymphoma • Hodgkin disease • Multiple myeloma and sarcoma • Lung cancer • Breast cancer • Ovarian cancer	• Nitrogen mustards: such as mechlorethamine (nitrogen mustard), chlorambucil, cyclophosphamide (Cytoxan®), ifosfamide, and melphalan • Nitrosoureas: eg streptozocin, carmustine (BCNU), lomustine • Alkyl sulfonates: busulfan • Triazines: dacarbazine (DTIC) and temozolomide (Temodar®) • Ethylenimines: thiotepa and altretamine (hexamethylmelamine)
Antimetabolites	• Leukemias • Breast cancer • Ovarian cancer • Colorectal cancer • Pancreatic cancer	• 5-fluorouracil (5-FU); 6-mercaptopurine (6-MP) • Capecitabine (Xeloda®) • Cytarabine (Ara-C®) • Floxuridine • Fludarabine • Gemcitabine (Gemzar®) • Hydroxyurea • Methotrexate • Pemetrexed (Alimta®)
Anti-tumour antibiotics	• Lung cancer • Breast cancer • Ovarian cancer	• Daunorubicin • Doxorubicin (Adriamycin®) • Epirubicin • Idarubicin
Topoisomerase inhibitors	• Leukemias • Lung • Ovarian • Colorectal cancer • Prostate cancer	• Topotecan • Irinotecan (CPT-11) • Etoposide (VP-16) • Teniposide • Mitoxantrone

Source: American Cancer Society

These drugs are used sometimes on their own (monotherapy), but mostly in combination, with 2 or more drugs being used at a time in order to broaden the range of damage to the cancer cell.

Many of the above cytotoxic chemotherapy agents have been in use for over 20 years and now are off-patent (generic). Although considerable R&D and patent filings continue in the cytotoxic drug field with a focus on combining the generic drug with a carrier that seeks to deliver the drug preferentially to the cancer cell, thereby hopefully providing a safer, more targeted treatment along with a proprietary product.

The active drug in NOX66, idronoxil, is itself a cytotoxic drug by definition by virtue of its ability to kill cancer cells. However, a key feature that distinguishes idronoxil from the above list of drugs is that idronoxil is not a general, non-discriminating poison … its poisoning effects are limited almost solely to cancer cells.

1.4 Inherent weakness of Cytotoxic Chemotherapy

Cytotoxic chemotherapy, for all its strengths and for all the benefits it has delivered for patients with certain types of cancer, it has failed to make any meaningful improvement over the past 40 years in the survival prospects of many of our most common forms of cancer. It generally is agreed that this can be put down to the dual problems of drug-resistance and toxic side-effects.

Drug-resistance is the ability of a cancer cell to survive the toxic effects of cytotoxic drugs. It is the reason why a pancreatic cancer cell or a lung cancer cell or a mesothelioma cell will survive a dose of drug that could kill a breast or ovarian cancer cell. It is the reason why two out of three cases of prostate cancer fail to respond in any meaningful way to cytotoxic chemotherapy.

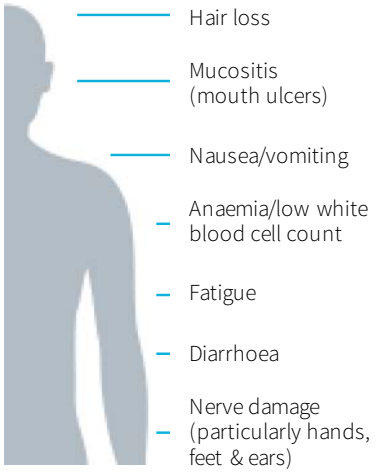
Toxic side-effects are the reason why the dosage of the cytotoxic drug cannot be increased to a point where it might kill these resistant cancer cells, because to do so would expose the patient to almost certain death from toxic side-effects.

This inter-related inherent weakness has remained a problem for the last 50 years despite extensive research efforts.

1.4.1 Side-Effects

Most cytotoxic drugs are non-selective poisons, meaning they don't discriminate between a cancer cell and a healthy cell. The ability to use a cytotoxic drug without killing the patient relies on the drug's effect being greatest when the cell is in a heightened state of activity such as actively dividing and growing and spreading. In a patient with an actively growing cancer, the cancer cells become the prime target because they are usually the most actively growing cells in the body, but any other tissue that is growing is also affected. Thus tissues with relatively rapid cell turnover such as bone marrow, hair follicles and the lining of the gut (including mouth, stomach and intestine) have a greater susceptibility to being damaged, producing the range of side-effects shown on the figure below.

Most common side-effects of cytotoxic chemotherapy



Most of these symptoms are short-term and generally resolve once chemotherapy stops. But in some instances there can be long-term damage to the heart, lungs, liver, kidneys, nerves and reproductive tissues, particularly in younger patients.

The severity of side-effects varies considerably on an individual patient basis, with the dosage being lowered or withheld where needed in order to keep the symptoms to a tolerable level.

While drug-associated toxicities generally can be tolerated in most cancer patients, they can represent a significant barrier to treatment for elderly or frail patients. They can also present a challenge for the treatment of cancer in children and adolescents, with damage to growing bodies predisposing them to lifelong physical disabilities.

A product such as NOX66 has the potential to minimise side effects from cytotoxic chemotherapy by lowering the dosage of cytotoxic chemotherapy to a level where serious side-effects can largely be avoided.

1.4.2 Drug-Resistance

This is what NOX66 has been designed to overcome. In the same way that bacteria evolve to become resistant to antibiotics, so cancer cells evolve resistance mechanisms to anti-cancer drugs, a survival instinct that ultimately ensures that the cancer cell is able to evade the drug's anti-cancer actions.

Drug-resistance mechanisms include:

- Blocking the drug from entering the cell, or
- Pumping out the drug before it can work, or
- Disabling the drug within the cell, or
- Down-grading the target so that the damage is no longer critical to survival, or
- Amplifying the relevant gene to make more of the target so that the amount of drug required is dramatically increased, or
- Up-regulating repair mechanisms.

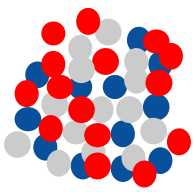
Drug-resistance is a particular problem for cytotoxic chemotherapy and in large part accounts for why chemotherapy is not more successful.

Some cancers are highly resistant to cytotoxic drugs at the outset. This is referred to as **primary resistance**. Pancreatic and brain cancers and mesothelioma and melanoma are examples of this. Other cancers respond to cytotoxic drugs initially, only to become progressively less sensitive with ongoing exposure to the drugs. This is referred to as **acquired resistance** and applies to almost all forms of cancer. Acquired resistance eventually reaches the point where the therapy finally stops working altogether. Importantly, resistance to one cytotoxic drug generally means resistance to all cytotoxic drugs. Both primary and acquired resistance are thought essentially to involve the same mechanisms.

In general terms, cancers can be graded broadly on their likelihood of responding to cytotoxic therapy in general. For example, ovarian cancer generally responds well to frontline cytotoxic chemotherapy, with just 15-20% of cases failing to respond because of primary resistance. Castrate-resistant prostate cancer, on the other hand, generally is poorly responsive, with two-thirds of cases failing to respond to frontline therapy.

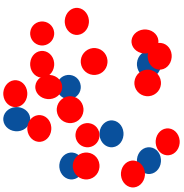
Efforts to address this problem have focused on formulating the cytotoxic drug in a way that directs the drug preferentially to cancer tissue, with the aim of concentrating the drug within the cancer cells. And while some of these new formulations reportedly reduce unwanted side-effects, there is no evidence to date that they have made any significant difference to the problem of drug-resistance. Beyond these efforts, no drug has come to market that provides an effective means of overcoming drug-resistance mechanisms that enables all common forms of cytotoxic drugs to exert a lethal effect on cancer tissues while sparing healthy cells.

Tumour make-up



- **Sensitive.** Readily killed by standard dosages of chemo- and radio-therapy
- **Moderately sensitive.** Difficult to kill with standard dosages of chemo- and radio-therapy
- **Insensitive.** Completely unaffected by standard dosages of chemo- and radio-therapy

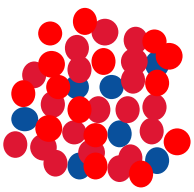
After Treatment



Chemotherapy and radiotherapy kills off all sensitive cancer cells and some of the moderately sensitive cells, but none of the insensitive cells.

Tumour shrinks as a result, but does not completely disappear....some cells remain.

Potential make-up



Tumour recurs, this time populated with cells unable to respond to standard dosages of chemotherapy or radiotherapy.

1.5 Market Size for Chemotherapies

The global market for cancer drugs reached $100 billion in annual sales in 2014. This makes oncology a significant segment in the global drug market. Global demand for effective, safe and easy to administer cancer treatments remains in large part a significant unmet need.

Chemotherapy is an all-embracing term that includes both cytotoxic and non-cytotoxic drug therapies. Cytotoxics have been available for over 50 years, while the non-cytotoxics are more recent and work by targeting specific proteins or receptors on cancer cells and aim to block specific functions of the cancer cell as opposed to a general poisoning effect on the cell. Non-cytotoxic chemotherapy includes drugs that inhibit cancer blood vessels (anti-angiogenics), targeted therapies against specific enzymes, antibodies directed at specific cell receptors, hormone therapies, therapies directed at the immune system, cancer vaccines, and anti-sense drugs.

For the great majority of solid (not haematological) cancers, cytotoxic chemotherapy, along with radiotherapy, remains the primary form of management of the cancer, with the non-cytotoxics generally being used as second-line therapies.

As an indicator of market potential, the table below shows the sales figures of some of the more prominent anti-cancer drugs launched in the last 10-years. In most cases the drug is a first-line combination therapy to be used with chemotherapy or radiotherapy, and only useful for a small number of cancer types.

NOX66 will be tested for its abilities both to increase the tumour response rate to cytotoxic drugs and to allow those drugs to be used at lower, safer dosages

Summary of Top Cancer Product Sales, 2013

Drug	Cancer Indications	Sales (US$BN)
Rituximab (**Rituxan**/**MabThera**, Genentech/Roche)	Non-Hodgkin's lymphoma, chronic lymphocytic leukaemia	$7.78
Bevacizumab (**Avastin**, Genentech/Roche)	Colorectal, lung, kidney, and glioblastoma	$6.75
Trastuzumab (**Herceptin**, Genentech/Roche)	Breast, oesophageal, and gastric	$6.56
Imatinib (**Gleevec**, Novartis)	Variety of leukaemia and gastrointestinal tumours	$4.69
Pegfilgrastim (**Neulasta**, Amgen)	Febrile neutropenia	$4.39
Lenalidomide (**Revlimid**, Celgene)	Multiple myeloma, mantle cell lymphoma, myelodysplastic syndromes	$4.28
Pemetrexed (**Alimta**, Eli Lilly)	Lung	$2.70
Bortezomib (**Velcade**, Takeda & Johnson & Johnson)	Multiple myeloma, mantle cell lymphoma	$2.61
Cetuximab (**Erbitux**, ImClone and Merck)	Colorectal, head and neck	$1.87
Abiraterone (**Zytiga**, Johnson & Johnson)	Prostate	$1.70
Total		**$43.33BN**

Source: Medscape, 2015

The above list demonstrates the size of market and revenue potential of newer anti-cancer therapies. With the exception of pemetraxed (Alimta), all drugs on this list are non-cytotoxic drugs, emphasising the ongoing search for more effective cancer therapies beyond the standard cytotoxic chemotherapies. Despite this ongoing search, the long-sought breakthrough in offering meaningful survival benefit for patients with solid cancers beyond what the standard cytotoxic chemotherapy is able to offer, is yet to happen.

Noxopharm believes that NOX66 holds the potential to deliver that long-sought breakthrough through being a companion drug for the most widely-used chemotherapy drugs and serving to increase their destructive effects on cancer cells.

2. COMPANY OVERVIEW

2.1 Noxopharm Snapshot

With survival prospects for many common forms of cancer having only modest improvements, finding a way to remove the main barrier that is preventing more effective use of current cytotoxic chemotherapy agents could redefine the management of cancer globally.

Noxopharm has a mission to become a world-leader in the field of inhibiting cancer drug-resistance mechanisms, starting with NOX66, a product that it hopes will become the standard-of-care adjuvant therapy in chemotherapy.

The NOX66 potential

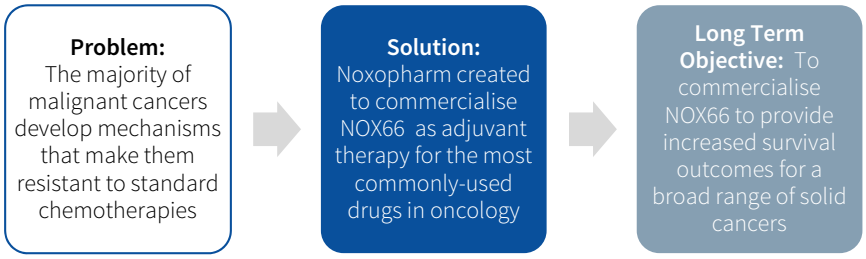
- The ability to kill a broad range of cancer cells, with little or no adverse effect on healthy cells
- The ability to overturn drug-resistance mechanisms, potentially allowing it to be used to increase the cancer response rates to standard cytotoxic chemotherapy
- The ability to overturn drug-resistance mechanisms, potentially allowing standard cytotoxic chemotherapy to be used at less toxic levels, thereby making chemotherapy an option for patients currently considered unsuitable for therapy due to advanced age or poor state of health or where standard therapy is declined

Successful development of NOX66 is subject to a wide range of risks of a commercial and scientific nature (see Section 3). These include gaining adequate funding, the results of further clinical studies, the ongoing need for such a product, the ability to gain regulatory approval, and a successful patent strategy.

NOX66 is an innovative dosage form of idronoxil, a compound discovered by a university research team headed by Noxopharm Managing Director, Graham Kelly, over 20 years ago that showed impressive anti-cancer activity in the laboratory. However, to date, translating that activity into the clinic has proved challenging. Noxopharm believes that it may have uncovered the reason for this, with NOX66 being the potential answer.

While the principle of NOX66 in theory is applicable to both solid and non-solid (eg leukemias) cancers, Noxopharm is remaining focused in the first instance on the more common solid cancers.

Noxopharm believes that NOX66 is a strong candidate to deliver on the market need and opportunity and plans to commercialise NOX66 through a rigorous clinical development program. The program will begin with the Phase 1a/1b study described in Section 2.6 intended to commence in 2016 and a potential Phase 2a clinical study of NOX66 intended to commence in 2017.



2.2 NOX66 in Summary

NOX66 is an innovative dosage formulation of idronoxil intended to enable idronoxil to reach the cancer tissue in a form where its anti-cancer functions remain intact, something that Noxopharm believes has not been achieved in previous idronoxil clinical studies to the extent required to deliver a meaningful clinical response.

NOX66 is an innovative dosage formulation of idronoxil intended to enable idronoxil to reach the cancer tissue in a form where its anti-cancer functions remain intact

Idronoxil targets a fundamental pro-survival/pro-death switch found in all human cells and which oscillates between the two settings based largely on bodily signals. In many cancer cells, this switch is set permanently to pro-survival, so ensuring that the cancer cell is better equipped to repel all attempts to kill it, including providing it with an exaggerated ability to develop the means to avoid the poisoning effects of chemotherapies (drug-resistance mechanisms). In fundamental terms, idronoxil reverses this switch's setting, turning it to the pro-death setting.

At high enough drug levels, the reversal of this switch means that idronoxil is able to kill the cancer cell in its own right; at lower (sub-lethal) levels, the withdrawal of the pro-survival signals means that the cancer cell is less able to withstand the damaging effects of other cytotoxic drugs.

It is well recognised that anti-cancer drugs penetrate solid tumours to varying degrees, mostly related to the level of blood supply. Typically higher levels of penetration occur in the outer, more actively growing, well-vascularised segments of the tumour, with lower drug levels towards the less well-vascularised centre. Under these conditions, it is reasonable to believe idronoxil would show a similar concentration gradient across the tumour of lethal (cytotoxic) levels in actively growing segments of the tumour to sub-lethal (functionally impaired) levels towards the centre, less vascularised centre. Hence, the final anti-cancer effect of idronoxil most likely being a sum of both lethal and sub-lethal effects. The rationale behind NOX66 is to ensure that sufficient levels of idronoxil reach all levels of the cancer in order to deliver both lethal and sub-lethal effects.

Idronoxil has this this dual (lethal/sub-lethal) effect on cancer cells that are representative of all main organ systems that have been tested to date in the laboratory, as well as with the most widely used cytotoxic drugs in cancer therapy including cisplatin, carboplatin, paclitaxel, docetaxel, gemcitabine, vincristine, vinblastine, doxorubicin and topotecan.

2.2.1 Potential Clinical Indications

The ability of idronoxil to kill cancer cells despite the presence of multi-drug resistance mechanisms, provides the potential to use NOX66 as a single agent (monotherapy) in the treatment of a wide range of cancers where resistance to other chemotherapies precludes their use.

However, what we know about how idronoxil works suggests that the compound's potentially greater benefit is as a means of improving how we use other standard forms of chemotherapy, and possibly radiotherapy, and this is where Noxopharm proposes to focus its efforts.

One such potential use concerns the ability of idronoxil (at sub-lethal levels) to override drug-resistance mechanisms, providing the potential to use NOX66 to both restore and enhance the anti-cancer effects of standard chemotherapies. Where primary resistance now means low response rates (eg pancreatic cancer), or where acquired resistance means eventual loss of response to chemotherapy (most late-stage cancers), then NOX66 serves as a potential means of providing greater and more durable responses.

Another potential use is to allow dosages of standard cytotoxic drugs to be lowered to levels less likely to be associated with unwanted side-effects. This is a need that currently exists where patients are considered too ill or too frail or too elderly to withstand the rigours of chemotherapy. It also presents an opportunity for a significant number of patients with late-stage cancer who currently decline potentially life-prolonging chemotherapy because of the side-effects.

Noxopharm will begin with the proposed Phase 1a/1b and potential Phase 2a clinical study described in Section 2.6 which have been designed to test in a preliminary way the use of NOX66 as an adjuvant therapy both as a means of increasing tumour responsiveness to carboplatin and as a means of allowing carboplatin to be used at a low dosage without compromising efficacy.

Idronoxil kills cancer cells despite the presence of drug-resistance mechanisms. NOX66 is an innovative dosage formulation of idronoxil that seeks to preserve this function within the cancer

Dose levels of chemotherapy in relation to toxicity

- Dose levels required to overcome drug resistance mechanisms and kill all cancer cells.
- Toxicity would be lethal to patients.

- Current dose levels.
- Maximum dose tolerated by patients.
- Moderate to high levels of toxicity.
- Insufficient to kill all cancer cells.

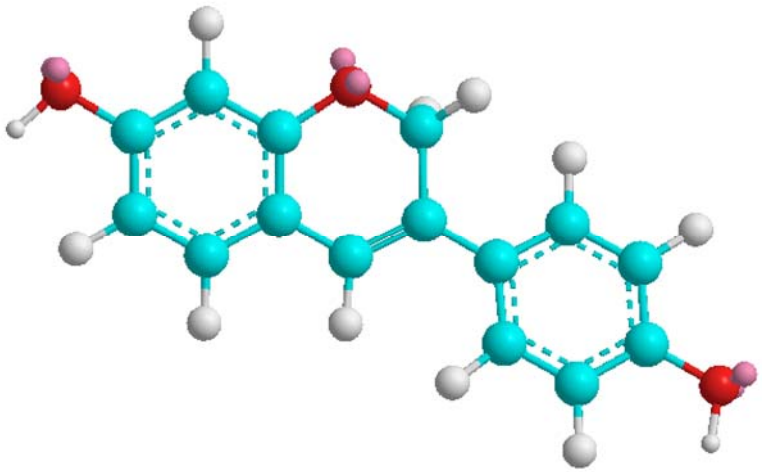
- Dose that Noxopharm hopes NOX66 will allow to be used to overcome drug resistance and to lower toxicity.

2.3 Idronoxil

2.3.1 Idronoxil History

Idronoxil is a synthetic, small molecule cytotoxic compound, originally discovered in 1992 by a university research team headed by Noxopharm Managing Director, Graham Kelly. It is referred to chemically as an isoflavonoid compound. Further details are set out in Section 2.4.3 which describes idronoxil in detail and includes details of relevant published research.

Idronoxil Molecule



Idronoxil (under the name phenoxodiol) commenced clinical development in 1999 as a new cytotoxic agent based on a superior pre-clinical safety profile compared to most other cytotoxic drugs. Between 1999 – 2009, idronoxil was used in multiple clinical trials in both oral and intravenous dosage formulations. Both dosage forms yielded similar drug profiles in blood and both forms provided sporadic evidence of clinical benefit. A registration study designed in collaboration with the FDA and an international panel of oncologists was initiated in 2007. Known as the OVATURE Study, this was a multi-national Phase 3 study where idronoxil (oral dosage form) was used in combination with carboplatin in patients with late-stage, platinum-refractory ovarian cancer. The study was abandoned in 2009 after recruitment of 140 patients, with lack of clinical benefit and recruitment problems cited as the primary reasons.

2.3.2 Susceptibility of idronoxil to Phase 2 metabolism

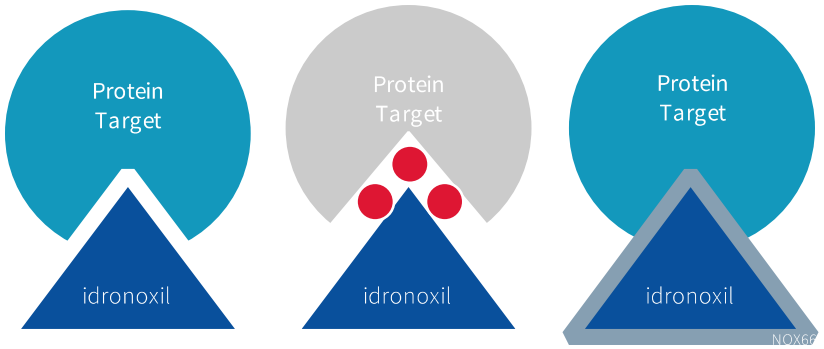
Noxopharm believes that it has identified a hypothesis that explains inconsistent clinical effects of the compound throughout its entire clinical development in spite of potent anti-cancer effects in the laboratory and in animals. Noxopharm also believes that it has found a potential solution to this inconsistency.

The problem, Noxopharm believes, lies in the way the human body treats the drug by a process known as Phase 2 metabolism. Phase 2 metabolism is a natural detoxification process where the body (mainly liver and lining of the gut) converts water-insoluble drugs into a more water-soluble form by complexing them to another water-soluble compound such as a sugar (glucuronic acid). This is a natural defence mechanism to ensure that foreign chemicals can be eliminated quickly through the kidneys. Idronoxil is highly susceptible to Phase 2 metabolism in humans, and this, Noxopharm believes, has been the problem. Phase 2 metabolism of idronoxil is far more complete in humans than in animals, paralleling a potent anti-cancer effect in animals and a more limited effect in humans.

Some of our most widely-used drugs such as aspirin, paracetamol and codeine are also insoluble in water and suffer the same fate in the body. Once bound to the sugar, the drug is too big to bind to its drug target and so loses its drug activity. Restoring that activity means being separated from its accompanying sugar. Normal tissues are able to accomplish that separation (eg. The brain in the case of paracetamol and codeine). Cancer tissue is much less reliable in being able to do so, while some cancers actually conduct their own Phase 2 metabolism, all serving to reduce the likelihood of a drug such as idronoxil working.

With cancer tissue (and not normal tissue) being the idronoxil's target, Noxopharm believes that this results in the anti-cancer function of idronoxil being greatly compromised when given to date in intravenous and oral dosage forms.

NOX66 – Designed to allow idronoxil to work



Idronoxil works by docking into its protein target

Phase 2 metabolism attaches sugar to idronoxil. Prevents idronoxil binding to target

NOX66 is designed to block the sugar so idronoxil can bind to target

2.3.3 NOX66 – Designed to Overcome Phase 2 Metabolism

Noxopharm believes that idronoxil previously has been used in the clinic in a way that has left it subject to Phase 2 metabolism, the outcome being a compound largely unable to interact with its cancer cell target.

NOX66 has been designed to protect idronoxil from the body's detoxification processes

In simple terms, NOX66 has been designed to protect idronoxil from the body's detoxification (Phase 2 metabolism) processes. Rather than the previous strategy of accepting the inevitable inactivation of idronoxil by Phase 2 metabolism and trusting cancer tissue to be able to reverse that inactivation, NOX66 seeks to protect the drug compound from inactivation in the first place, thereby ensuring that the compound reaches the cancer tissue in a bioactive form. Noxopharm now proposes to test this hypothesis.

2.4 How idronoxil works

2.4.1 Molecular target –ENOX2

The target of idronoxil is a protein known as ENOX2, and through it, to a key pro-survival factor known as sphingosine-1-phosphate (S-1-P).

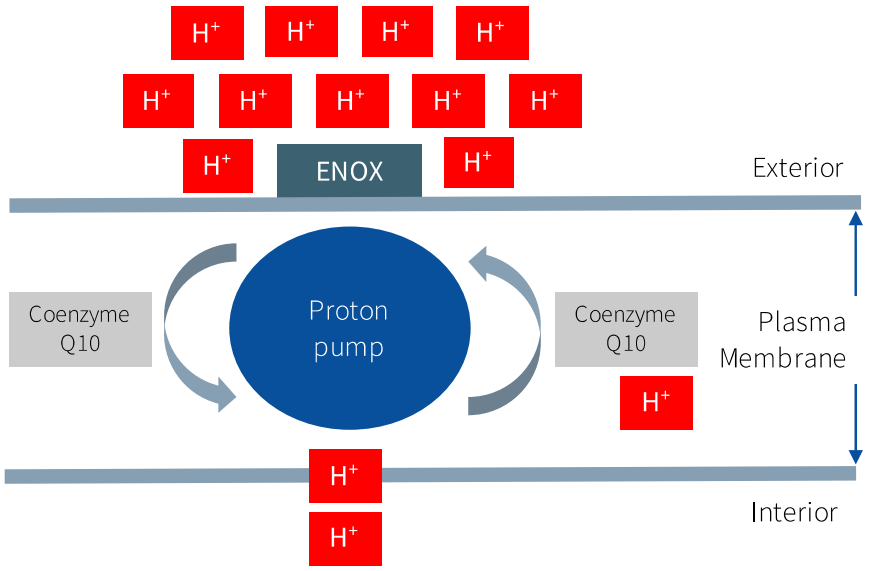
The ENOX (ECTO-NADH oxidase) family of proteins sits on the outside of a cell and regulates two separate functions that are critical to the survival and general functioning of any cell. One function (so-called proton pump) is the excretion of waste hydrogen ions (H+) or protons; the other function (known as disulphide-thiol exchange) has to do with the cell's ability to synthesise protein. The ENOX protein switches between these two functions on a regular and cyclical basis. The precision of this cycle is thought to represent a key internal time-keeping function within a cell.

There are two main forms of ENOX proteins – ENOX1 and ENOX2. ENOX1 has a cycle time of 24 min and ENOX2 a time of 22 min. Broadly, ENOX1 controls the proton pump in normal cells, and ENOX2 controls the proton pump in cancer cells, suggesting that expression of the faster-cycling ENOX2 is activated in cancer cells in response to their higher and more unregulated rate of growth. To date, ENOX2 expression is reported on all forms of cancer studied and is the dominant form of ENOX in those cells.

ENOX1 and ENOX2 are virtually identical, with just a small structural difference separating them. That very small difference is what idronoxil binds to. This means that idronoxil binds specifically to ENOX2, with no binding to ENOX1. The binding of idronoxil to ENOX2 immediately disables the protein, shutting down its dual pumping activities.

The absence of ENOX2 from most normal cells accounts for the high specificity of idronoxil for cancer cells with little or no known effects on healthy cells; the presence of ENOX2 on all forms of cancer tested to date accounts for the compound's broad anti-cancer action.

ECTO-NOX proteins … regulating the movement of protons



2.4.2 Mechanism of action of idronoxil

The movement of protons across the external cell membrane serves a variety of purposes, all essential to the survival of the cell. One function is that it maintains an electro-chemical potential across the membrane, a battery-like effect that powers the various functions of the membrane; another is the elimination of excess protons from the cell as the result of metabolism and which would be toxic if not eliminated.

Therefore, anything that blocks the function of ENOX and the proton pump, puts the entire function of the cell membrane, and ultimately the whole cell, at risk.

One of those functions put at risk by a disabled proton pump is a key master switch within the cell membrane that regulates pro-survival/pro-death pathways in the cell. This master switch responds to and interprets the constant myriad of signals coming into the cell that regulate the fate of the cell. This master switch is known as the sphingomyelin pathway and fluctuates in a see-sawing manner between levels of ceramide (pro-death) and levels of sphingosine-1-phosphate (S-1-P) (pro-survival).

By inhibiting ENOX2, idronoxil shuts down the proton pump, causing protons to accumulate within the cell membrane. This in turn shifts the sphingomyelin pathway away from the production of S-1-P towards the production of ceramide. The withdrawal of pro-survival signals has considerable consequences for a broad range of downstream functions concerned with the cancer cell's ability to remain functioning and even to stay alive. One of those downstream functions is a signalling complex (nexus) known as PI3K/Akt/NF-kB, critical controllers of a wide range of cell functions.

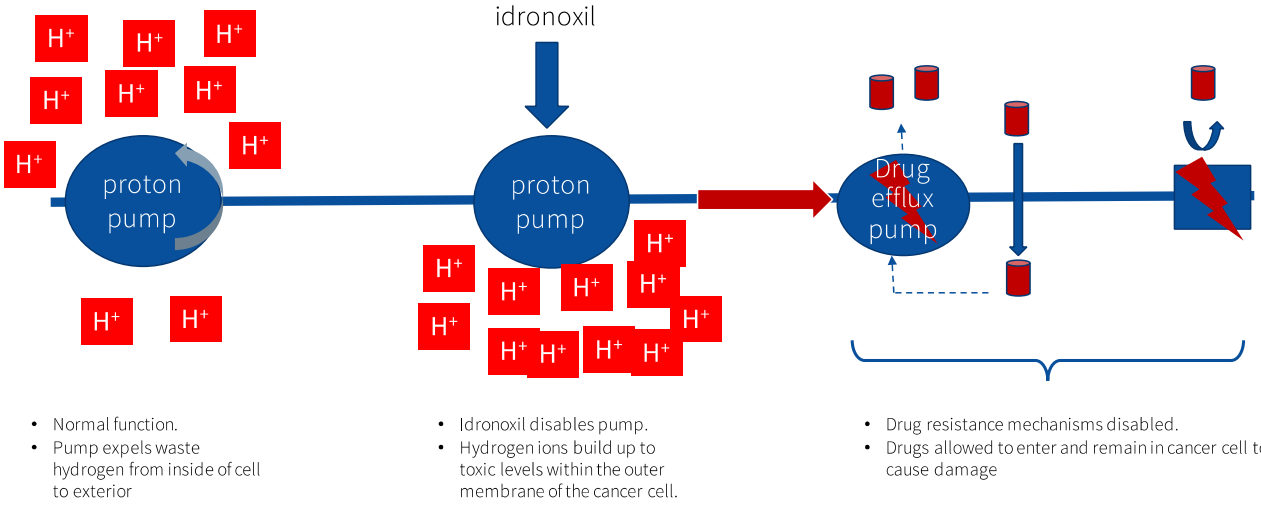
S-1-P is over-expressed in most cancer cells, a key factor in their ability to grow in an unregulated manner, to spread, and to evolve and mutate. One of the key downstream pathways controlled by S-1-P is the PI3/Akt signalling complex which is over-expressed in many cancers and is responsible for pro-survival functions such as:

- Unrestricted cell growth
- DNA repair mechanisms
- Drug-resistance mechanisms
- Up-regulation of tumour-promoting genes, and
- Down-regulation of tumour-suppressor genes.

The damage inflicted on the cancer cell by idronoxil is sufficient in many cases to kill the cancer cell, endowing idronoxil with anti-cancer potential in its own right

Two critical outcomes in cancer cells exposed to idronoxil are falls in S-1-P levels and Akt activity. Where those falls are sufficiently high, the cancer cell dies; where they are not sufficiently high to kill the cancer cell, but still sufficiently high to affect the cancer cell's ability to function, then the ability to resist the actions of standard cytotoxic chemotherapy drugs is diminished.

How idronoxil works. Step 1: Proton pump disabled. Step 2: Pro-survival mechanisms disabled.



- Normal function.
- Pump expels waste hydrogen from inside of cell to exterior

- Idronoxil disables pump.
- Hydrogen ions build up to toxic levels within the outer membrane of the cancer cell.

- Drug resistance mechanisms disabled.
- Drugs allowed to enter and remain in cancer cell to cause damage

2.4.3 Demonstration of anti-cancer effects of idronoxil to date

Idronoxil has been demonstrated to kill all forms of cancers tested, including cancer types notoriously unresponsive to standard therapies.

Idronoxil has been shown to have the following attributes pre-clinically:

Anti-proliferative	Idronoxil blocks cancer cell division. The mechanism of this is well understood, with idronoxil inhibiting a number of different enzymes responsible for moving a cell through the process of cell division.
Cytotoxicity	Idronoxil is cytotoxic in vitro to all forms of cancer tested to date. This includes cancers of all major organs.
Unaffected by drug resistance	Idronoxil appears unaffected by drug-resistance mechanisms. Cancer cells that are highly resistant to standard cytotoxic drugs remain sensitive to idronoxil.
Inhibits drug-resistance mechanisms across multiple drugs	Idronoxil disables a cancer cell's ability to maintain multi-drug resistance mechanisms against all major cytotoxic drugs including cisplatin, carboplatin, paclitaxel, gemcitabine, doxorubicin, topotecan.
Inhibits drug-resistance mechanisms across multiple cancer types	Cancer cell types where idronoxil has proven effective in overturning multi-drug resistance mechanisms include ovarian, prostate, colorectal, lung, breast, pancreatic carcinomas, and glioma (brain cancer) and melanoma cells.
Prostate cancer: a likely target	Idronoxil is active against a broad range of cancer types, both as a single agent cytotoxic and as a means of overcoming drug-resistance mechanisms. However, it is particularly active against prostate cancer cells representative of both early-stage (hormone-sensitive) and late-stage (metastatic hormone-resistant) disease. This is a likely initial indication to be targeted in the NOX66 clinical development program.
Well tolerated	The target of idronoxil (ENOX2) is restricted almost solely to cancer cells. Pre-clinical animal toxicity studies with idronoxil have not shown any significant toxicity issues even at very high dosages.

Sources: Kamsteeg et al (2003) Oncogene 22, 2611; Alvero et al (2006) Cancer 106, 599; Kluger et al (2007) J Translat Med 5, 6; Brown et al (2008) Drugs Future 33, 844; Alvero et al (2008) Future Oncol 4, 475; McPherson et al (2009) Br J Cancer 100, 649; Silasi et al (2009) Expert Opin Pharmacother 19, 1059.

2.5 NOX66 Value Proposition

	Factor	Advantage
Monotherapy cytotoxic effect	Idronoxil kills cancer cells as a single agent therapy and is unaffected by multi-drug resistance mechanisms.	Offers the opportunity of anti-cancer activity when all standard forms of cytotoxic therapy have failed.
Overturns drug-resistance mechanisms	Based on published data, Noxopharm believes that idronoxil is the most potent drug yet developed with this function. Pre-clinically, idronoxil overturns drug-resistance mechanisms against all common forms of cytotoxic drugs across all major forms of cancer.	The Company is unaware of any other drug in clinical development that can match idronoxil for this function.
Dual nature of anti-cancer activity	The dual ability to kill cancer cells directly as well as indirectly by rendering cancer cells more open to the anti-cancer effects of other cytotoxic drugs, means that idronoxil has the potential to be used on its own or as part of multi-drug therapy.	The Company is unaware of any other drug in clinical development that can match idronoxil for this function.
NOX66	The susceptibility of idronoxil to Phase 2 metabolism is what Noxopharm believes has hindered the clinical success of idronoxil to date. NOX66 has been designed to overcome this problem.	Means potential for much higher levels of bioactive drug reaching the cancer tissue.
Clinic-ready	NOX66 is ready to come into the clinic.	Phase 1a/1b clinical study proposed to commence in 2H2016 (see Section 2.6).
Lower dosages of cytotoxic therapy	The ability of idronoxil to overturn drug-resistance mechanisms may allow lower dosages of cytotoxic drugs to be used to deliver a potent anti-cancer effect.	Opens up the possibility of more patients electing to use chemotherapy, or elderly or frail patients being able to tolerate chemotherapy.
Safety	Idronoxil reportedly has been well tolerated in clinical studies involving over 300 patients without serious side-effects.	Toxicity is not expected to be a confounding factor in the clinical development of NOX66
Intellectual Property	NOX66 has been developed as a means of maximising the anti-cancer activity of idronoxil. Provisional patent applications have been lodged seeking to provide the basis to allow achievement of a 20-year exclusivity of the particular dosage formulation of NOX66 in major drug territories.	Patents in key territories are expected to provide barriers to competition during the commercial phase of the business. However Noxopharm does not yet hold any patents and there can be no certainty that any patents will be obtained.

2.6 Proposed Clinical Development Program

NOX66 will need to undergo a Phase 1 study because it is regarded as an untested dosage formulation, even though the active ingredient, idronoxil, has been tested in some hundreds of patients, including in a Phase 3 study. Idronoxil delivered in the form of NOX66 is anticipated to have a significantly different pharmacokinetic profile compared to earlier (oral, intravenous) formulations. The anticipated protection from Phase 2 metabolism is expected to lead to considerably higher levels of idronoxil in the body in an active form, along with anticipated changed rates of tissue distribution and excretion. The Phase 1 study is intended to monitor the effect of these changes on patient safety.

The Company's initial primary focus is a clinical study of NOX66 planned to commence in the second half of 2016. The study has three steps: a preliminary safety Phase 1a study using NOX66 alone in patients with a variety of solid cancers; a Phase 1b study using NOX66 in combination with carboplatin in patients with solid cancers; and potentially, depending on whether meaningful clinical responses are observed in the Phase 1b arm, a Phase 2a study using NOX66 in combination with carboplatin in patients with specific forms of solid cancers. The following table sets out greater detail.

Phase 1a	The Phase 1a component of the study will focus on safety and drug pharmacokinetics involving 15 patients with solid cancers (multiple types) that either have failed to respond to standard therapies or where the patient has declined or is unable to have standard therapies. Patients will be divided into 3 cohorts of 5 patients, each receiving a different (low, medium, high) dosage of NOX66 daily for 14 consecutive days. The main purpose of this Phase 1a step is to establish any dose-related toxicity of NOX66.
Phase 1b	In the absence of any dose-limiting toxicities, the 3 Phase 1a cohorts will progress immediately into the Phase 1b component of the study where they will continue to receive their allocated dosages of NOX66 daily for 7 consecutive days each 28-day treatment cycle for 6 cycles. Each cohort will receive in addition a low dosage (AUC=4) of carboplatin for the first 3 treatment cycles, followed by a standard dosage of carboplatin (AUC=6) for the next 3 treatment cycles. This design delivers a matrix of 6 dosage combinations of NOX66 and carboplatin. Patients will be assessed in a standard way for safety and will be scanned every 3 months for disease status and tumour response. The primary purpose of this matrix is allow a comparison of the anti-cancer/safety aspects of both carboplatin dosages in combination with NOX66.
Phase 2	The study incorporates an adaptive design allowing it to be expanded into a potential Phase 2a arm in the event that meaningful clinical responses (complete or partial tumour responses) are observed in the Phase 1b arm. Additional patients can be enrolled in a maximum of 2 cohorts up to a maximum of 10 patients per cohort. Each of these 2 additional cohorts will be specific cancer types corresponding to the types showing clinical responses in the Phase 1b arm. This Phase 2a arm has the objective of informing the decision on the clinical indications to be studied in later clinical studies.
Reporting	Noxopharm expects to report to shareholders on the progress of the study at the conclusion of each of the three Phase 1 arms: Phase 1a, Phase 1b low-dose carboplatin, Phase 1b high-dose-carboplatin.
Sites	The study will be conducted in two sites in Georgia (Eastern Europe). This territory provides a large patient pool with fewer competing clinical studies, giving the study the potential to start and finish sooner. Georgia also has a reliable history of clinical development using Good Clinical Practice requirements aligned to EU guidelines. The FDA conducts audits on clinical trials carried out in Eastern European countries including Georgia and has found its processes, data validity and results comparable to Western countries.

2.7 Proposed R&D Program

The Company intends undertaking research and development (R&D) programs as part of a de-risking strategy intended to provide the Company with a robust clinical pipeline as well as expanded commercial opportunities.

The first of these projects concerns a more detailed understanding of the NOX66 technology and the potential opportunity it offers to improve the delivery of phenolic-based drugs in general. This study is being conducted currently under contract by an Australian university laboratory experienced in pharmaceutical drug development and the transport of water-insoluble drug compounds. The Company's expectations from this project is the creation of new IP in the field of delivery of water-insoluble drugs including idronoxil, where there is a therapeutic advantage in preventing metabolism of the drug by the body in a way that reduces the drug's effectiveness.

A second recently commenced project focuses on the poorly understood phenomena of bystander effect and abscopal effect. These phenomena are recognised to occur with radiation, where unirradiated cells exhibit the effects of radiation from nearby irradiated cells (bystander effect), or where distant cells exhibit the effects of radiation from locally irradiated cells (abscopal effect). Both phenomena have been observed clinically, although the mechanisms involved in both phenomena are unknown. The relevance of this to the Company's program is that Noxopharm believes that idronoxil can induce similar effects with both radiation and chemotherapy and is undertaking an R&D program to better understand the mechanism. The Company believes that this form of 'epigenetic messaging' represents an important new therapeutic opportunity.

A third project relates to proprietary know-how being developed by Noxopharm into the transport of isoflavonoid drugs within the body, offerings considerable scope to exploit the known pleiotropy (multiple biological functions) of isoflavonoid compounds across a wide range of therapeutic indications including neuroprotection.

Bringing NOX66 through the clinic and, if trials and other development activities are successful, to the market remains the Company's key focus. However, the Company also believes in the importance of diversity and the potential strength that comes from a growing pipeline and spread of technology. Ongoing R&D programs, therefore, will receive continuing support but will remain secondary to the clinical program in terms of resources and focus.

2.8 IP Strategy

Noxopharm recognises that the key commercial asset of any drug development company is its intellectual property. This covers patents, proprietary know-how etc. Noxopharm is engaged in an active program of seeking to expand and to protect its IP assets.

The Company does not yet hold any patents and there can be no certainty that any patents will be obtained. The Company has lodged provisional patent applications relating to the NOX66 concept, including that it is an innovative dosage formulation of idronoxil, and plans to continue to expand this portfolio as further data emerges from the R&D programs and clinical studies. As idronoxil is an existing drug, the Company will not obtain exclusivity to idronoxil itself.

Protection of IP is subject to a wide range of risks - see Section 3 generally, and Sections 3.2(j) and (k) in particular.

NOX66 is more than idronoxil being re- purposed. It represents an innovative drug composition for which patents have been applied

3. RISK FACTORS

3.1 Introduction

The New Shares offered under this Prospectus are considered highly speculative. An investment in the Company carries risk. The Directors strongly recommend potential investors consult their professional advisers and consider the risk factors described below, together with information contained elsewhere in this Prospectus, before deciding whether to apply for New Shares.

This Section identifies circumstances the Directors regard as the major risks associated with investment in the Company and which may have a material adverse impact on the financial performance of the Company, and the market price of the Shares, should they arise.

The business, assets and operations of the Company are subject to certain specific risk factors that have the potential to influence the operating and financial performance of the Company in the future (refer Section 3.2).

In addition, there are other general investment risks, many of which are largely beyond the control of the Company and difficult to predict or anticipate (Section 3.3).

The Directors aim to manage these risks by carefully planning the Company's activities and implementing risk control measures. However, as noted above, some of the risks identified below are highly unpredictable and outside the Company's control. Hence, the Company is limited to the extent to which it can effectively manage them.

The following risk factors are not intended to be an exhaustive list of the risk factors to which the Company is exposed or will be exposed. In addition, this Section has been prepared without taking into account an applicants' individual financial objectives, financial situation and particular needs. Applicants should seek professional investment advice if they have any queries in relation to making an investment in the Company.

3.2 Specific Risks

Technical risks

Early stage of development

The Company in the short- to medium-term is dependent on the performance of NOX66. NOX66 is an experimental product still in development and there is no guarantee that it will be successful.

Drug development, in particular the development of anti-cancer drugs, is associated with a very high failure rate and until the Company is able to provide proof-of-principle of the compound's anti-cancer abilities, the future success of this product remains speculative.

The active ingredient of NOX66 is Idronoxil, an experimental drug that failed a Phase III clinical trial in 2009 where it was tested in combination with carboplatin in patients with late-stage ovarian cancer. Noxopharm believes it has identified the cause of that clinical failure and corrected it through the design of NOX66. However, the formulation and delivery method underlying NOX66 are distinguished from previous idronoxil formulations and yet to be tested in a formal clinical setting. There is no guarantee it will prove more beneficial than previous dosage formulas.

Although Idronoxil has proven to be well tolerated to date in a number of clinical studies, the technology behind NOX66 is anticipated to lead to higher level of bio-active drug within the body. This has the potential to lower the drug's tolerability and therefore its effectiveness as an anti-cancer agent

NOX66 is at an early clinical stage and further substantial clinical studies and development are necessary. There is no guarantee that the proposed clinical work will be successful or result in an approved product.

(b) Uncertainty of research

The Company is reliant on the results received from the research it undertakes through the conduct of clinical studies and its acceptance by regulators. There are risks in the successful research and development of technology and ensuing marketing approval of NOX66. Product development involves lengthy processes that are dependent on the evaluation of external groups such as the United States Food and Drug Administration and the Australian Therapeutic Goods Administration. While the Company will conduct its clinical programs and eventual drug submissions on the advice of consultants experienced in regulatory affairs, there is no certainty that the data will meet the regulator's benchmark and may require the Company to conduct further clinical studies, resulting in significant additional cost and delay.

(c) Risk of delay

Noxopharm is dependent on its ability to secure sites and patients for the conduct of its clinical trial program. If the Company is unable to engage clinical trial site providers on commercially acceptable terms, or difficulties arise in procuring patients to fill the clinical trials, progress of the Company's clinical program will be delayed.

Noxopharm may experience delays in achieving a number of critical milestones due to unforeseen delays in contracted works, non-performance or loss of contractors, delay in obtaining regulatory approvals from hospital ethics committees or government agencies for the conduct of clinical studies, and securing commercial partners. Any material delays may impact adversely upon the Company, including increasing anticipated costs.

(d) Dependence on service providers

The Company intends to operate a significant proportion of its clinical activities through a series of contractual relationships. This includes the clinical study process which is anticipated to be conducted through contractual relationships with parties in Georgia. The Company relies on and will continue to rely on the expertise of its contractors and suppliers in the manufacture and clinical development of NOX66. All of the Company's contracts carry a risk that the third parties may not adequately or fully comply with their respective contractual

rights or obligations. Such failure can lead to termination and/or significant damage to the Company's product development efforts.

(e) Dependence on key personnel

The Company is dependent on the principal members of its scientific and development team, the loss of whose services could materially adversely affect the Company and may impede the achievement of its research and development objectives. Given the nature of the Company's activities, its ability to maintain its program is dependent on its ability to attract and maintain appropriately qualified personnel either within the Company or through contractual arrangements.

There can be no assurance the Company will maintain sufficiently qualified personnel in a timely basis or that it will be able to retain its key scientific and management personnel. The failure to retain such personnel and develop such expertise may materially adversely affect the Company's ability to meet its stated objectives.

The Company's current size affects its ability to provide substantial training and development opportunities to its key managers and personnel. Extensive ongoing development opportunities are not feasible for a small biotechnology company such as Noxopharm. The Company has sought to address this risk by hiring sufficiently qualified and skilled management and scientific development staff.

Managing Director, Dr Graham Kelly will play a key role in the Company's formative stages. He is the inventor of the NOX66 technology and will be a driving force in its development. However, it is a matter of public record that Graham was diagnosed in 2008 with inoperable prostate cancer that carried a terminal prognosis and which advanced to hormone-unresponsive (castrate-resistant) metastatic (secondaries) disease in early-2012. Following a course of therapy in early-2012, Graham went on to achieve complete remission, which remains his condition to date.

(f) Future market acceptance

Ultimately the Company's products need to find acceptance in a competitive marketplace. Market acceptance depends on many factors, including convincing potential consumers and partners of the attractiveness of the Company's product and the ability to manufacture products to a sufficient quantity and quality at an acceptable cost. These and other factors may cause the Company's products to not gain market acceptable and will negatively affect the profitability of the Company.

(g) Competition

The biotechnology and medical technology industries are characterised by rapid and continuous innovation and development. The Company faces substantial competition as new and existing companies enter the market and advances in research and technology become available. The Company's services, expertise and product may be rendered obsolete or uneconomical by advances or entirely difference approached developed by either the Company or one or more of its competitors.

At present, the future commercial success of Noxopharm is going to be based on its lead drug candidate, NOX66, which in turn is dependent on the continuing reliance on cytotoxic chemotherapies as frontline standard of care therapies and the current inability to overcome multi-drug resistance to any meaningful extent. While it is difficult to foresee such standard therapies ever being replaced completely, some inroad into their dominant position seems likely with future therapies, with significant inroads a possibility. Also, repeated attempts to develop drugs or treatment strategies to overcome drug-resistance mechanisms have been unsuccessful, it would be reasonable to assume that there is significant ongoing development work in this area given the need and that alternatives to NOX66 may be developed.

Drug development strategies that could potentially impact on the need for and commerciality of a product such as NOX66 are as follows.

Complexed cytotoxics

One development strategy is to seek to increase the safety and tolerability of current cytotoxic drugs by increasing the proportional uptake of the drugs by cancer cells over non-cancer cells. This approach theoretically might serve to reduce the attractiveness of NOX66 in allowing current dosages of cytotoxic chemotherapies to be lowered. This strategy has been put into practice by complexing the cytotoxic drug with proteins (eg Abraxane™) or a lipid nanoparticle (eg. Doxil™). These complexes are designed to deliver their cytotoxic drug load preferentially to tumour cells. Other carrier technologies being developed include dendrimers and bacteriophages.

While this approach to date does lower to a modest degree the incidence of side-effects, it has not to date delivered any significant beneficial increase in anti-cancer benefit. As a result, the standard form of cytotoxic drugs remain the predominant forms used. Nevertheless, marked technical improvements in this this approach might lead to the development of drug complexes capable of delivering sufficiently high enough levels of drugs within cancer cells to have some effect on drug resistance mechanisms with a resulting improved anti-cancer effect and allowing a lowering of total dose of the cytotoxic drug.

Immune checkpoint inhibitors

These drugs seek to inactivate a protein expressed by cancer cells that switch off an immune attack. Two such drugs are commercialised (Keytruda™ and Opdivo™) with considerable on-going development interest in the field including by major pharmaceutical companies. To date the clinical benefit of this approach has been limited to certain types of cancer (eg. malignant melanoma, lung cancer), has relatively low response rates (eg. 20-30%), generally yields responses of limited durability, and can be associated with debilitating side-effects. Nevertheless, this is a strategy that is in its formative stages and it is possible that more effective therapies will be developed with broader application and provide superior response rates and more durable responses.

CAR-T drugs

Known as chimeric antigen receptor T-cell therapy, this approach relies on taking a patient's own immune (T) cells and genetically engineering them to produce the chimeric antigen receptor (CAR). The T-cells then are infused back into the patient where they attack the previously impervious cancer cells. Clinical studies have provided

encouraging results in certain non-solid cancers such as acute lymphoblastic leukaemia. No such therapy has yet received marketing approval and the technology has yet to be shown to have any meaningful effect on solid cancers. Nevertheless, as with immune checkpoint inhibitors, this is a highly active field of drug development and further technical advances are highly likely as the science becomes better understood.

Other strategies

A variety of other drug development strategies are being undertaken. These include:

- Drugs directed at cancer angiogenesis (blood vessels) including commercialised drugs, Avastin™ and Sunitinib™;
- Targeted therapies directed at hormone receptors including commercialised drugs against the estrogen receptor (Herceptin™), the testosterone receptor (abiraterone™) and the epidermal growth factor receptor (Erlotinib™, Crizotinib™);
- Targeted therapies against signalling pathway proteins and kinases including commercialised drugs such as Gleevec™; and
- Gene silencing.

With the exception of gene silencing which has yet to produce a marketed product and which remains an unknown quantity clinically, the other strategies have proved to be of clinical benefit only in restricted types of cancers and then only in a proportion of cases, with responding cancers generally becoming resistant to therapy over time.

Other isoflavonoid drugs

Idronoxil is an isoflavonoid drug. Noxopharm is aware of two other companies involved in the development of drugs based on the isoflavonoid chemical structure which are derivatives of idronoxil, although with substantially different structures, biologies and mechanisms of action, and are intended for use as cancer therapeutics.

US biotechnology company, MEI Pharma Inc, is conducting clinical trials of isoflavonoid drug candidate, ME-344. ME-344 reportedly has a different mechanism of action to idronoxil, with the target identified as mitochondrial OXPHOS Complex 1, causing death of the cancer cell by disruption of mitochondrial oxygen uptake. A Phase 1b study was conducted in 2014 in patients with small cell lung cancer and ovarian cancer using an intravenous dosage form of ME-344 in combination with the cytotoxic chemotherapy drug, topotecan. That now has been replaced with a Phase I study of ME-344 in combination with non-cytotoxic chemotherapy drug, Avastin, in patients with breast cancer.

There is no available information on the ability of ME-344 to overturn drug-resistance mechanisms, although it is noted that the anti-cancer effect of ME-344 reportedly is less effective against drug-resistant cancer cells than against drug-sensitive cells.

Novogen Ltd also has an isoflavonoid drug technology platform known as super-benzopyrans. That company has made no statements about the abilities of this technology in relation to drug-resistance mechanisms and their public discussions about their proposed clinical development strategies make no mention of using the technology platform to address drug-resistance of cancer cells to standard cytotoxic chemotherapies.

The above demonstrates the level of competition faced by the Company in its attempts to successfully develop and commercialise NOX66.

(h) Manufacturing/production risk

The Company has not previously manufactured NOX66 on a large scale and therefore cannot guarantee it will be able to meet the needs of its projected clinical development program, although it should be noted that its active ingredient, idronoxil, has been the subject of large-scale manufacture for earlier clinical studies. Should difficulties or delays occur in the manufacture and production of the Company's products, the timing as set out in this Prospectus may be adversely affected. If, for some reason, the product does not meet quality assurance standards, the Company may be obliged to remanufacture the product, resulting in increased cost and delay.

Legal risks

(i) Trade secrets

The Company relies on its trade secrets, including information relating to the manufacture, development and administration of NOX66. The protective measures employed by the Company may not provide adequate protection for its trade secrets. This may erode the Company's competitive advantage and materially harm its business. The Company cannot be certain that others will not independently develop the same or similar technologies on their own or gain access to trade secrets. The Company may not be able to meaningfully protect its trade secrets and unpatented know-how and keep them secret.

(j) Intellectual Property rights

Obtaining, securing and maintaining the Company's intellectual property rights is an integral part of securing potential value arising from conduct of the Company's business. If patents are not granted, or if granted only for limited claims, the Company's intellectual property may not be adequately protected and may be able to be copied or reproduced by third parties. The Company may not be able to achieve its objectives, to commercialise its products or to generate revenue or other returns.

The Company does not hold any patents and has only made provisional patent applications relating to the NOX66 concept including that it is an innovative dosage formulation of idronoxil. There can be no guarantee that the provisional patent applications will be successful and lead to granted patents or all of the claims in any application being granted. Furthermore, should such applications be granted, there can be no guarantee competitors will not develop technology to avoid those patents, or that third parties will not seek to claim an interest in the intellectual property with a view to seeking a commercial benefit from the Company. As idronoxil is an existing drug, the Company will not obtain exclusivity to idronoxil itself.

The Company has engaged patent attorneys to develop and implement an intellectual property strategy to seek to establish broad patent protection to enable it to guard its exclusivity, maintain

an advantage over competitors and provide it with a basis for enforcement in the event of infringement.

Because the patent position of biotechnology and pharmaceutical companies can be highly uncertain and frequently involve complex legal and factual questions, neither the breadth of claims allowed in biotechnology and pharmaceutical patents nor their enforceability can be predicted.

There can also be no assurance employees, consultants or third parties will not breach confidentiality, infringe or misappropriate the Company's intellectual property. The Company seeks to mitigate the risk of unauthorised use of its intellectual property by limiting disclosure of sensitive material to particular employees, consultants and others on a need to know basis. Where appropriate parties having potential access to such sensitive material will be required to provide written commitments to confidentiality and ownership of intellectual property.

(k) Third party intellectual property infringement claims

The Company's success depends, in part, on its ability to enforce and defend its intellectual property against third-party challengers. The Company believes that the manner in which it proposes to conduct activities will minimise the risk of infringement upon another party's patent rights relating to idronoxil, however there can be no assurance that another party will not seek to claim the Company is infringing upon their rights.

Idronoxil as an existing drug is the subject of patents owned by others relating to various uses including use as an anti-cancer agent. To the extent of publicly available information, it is not idronoxil itself, but uses, which are the subject of third parties' patents. Although the Company believes its activities will be conducted so as to minimise the risk of infringement of these patents, the Company is unable to state with certainty another party will not claim its rights are infringed or, if litigation is launched, what the result of any such litigation will be. While Noxopharm is pursuing clinical development and commercialisation strategies that it believes will minimise the risk of patent infringement, there can be no certainty that there will not be action taken against the Company, although the Company is prepared to defend its position in a forthright manner if required. Further there can be no guarantee that competitors will not seek to claim an interest in the intellectual property with a view to seeking a commercial benefit from the Company.

If a third party accuses the Company of infringing its intellectual property rights or commences litigation against the Company for infringement of patent or other intellectual property rights, the Company may incur significant costs defending such action, whether or not it ultimately prevails. Patent litigation in the pharmaceutical and biotechnology industry typically is expensive. Defence against third party infringement action necessarily will divert the time of the Company's Officers and other key personnel.

In addition, parties making claims against the Company may obtain injunctive or other relief to prevent the Company from further developing or commercialising its products. In the event a successful claim of infringement is made out against the Company, it may be required to pay damages and obtain one or more licenses from the prevailing third party. If it is not able to obtain these licenses at a reasonable cost, if at all, it may encounter delays and lose substantial resources while seeking to develop alternative product.

Defence of any lawsuit could prevent the Company from commercialising its product and could cause it to incur substantial expenditure.

(l) Litigation risks

As part of regular business activities, the Company is exposed to possible litigation risks including contractual disputes, occupational health and safety claims and employee claims.

Further, the Company may be involved in disputes with other parties in the future which may result in litigation. Any such claim or dispute, if proven, may impact adversely on the Company's operations, financial performance and financial position.

(m) Product liability

As with all new pharmaceutical and therapeutic products, even should the Company obtain regulatory approval, there is no assurance unforeseen adverse events or manufacturing defects will not arise. Adverse events could expose the Company to product liability claims in litigation, potentially resulting in any regulatory approval (when/if obtained) being removed and damages being awarded against the Company. In such event, the Company's liability may exceed the Company's insurance coverage (if any).

(n) International agreements

The Company has entered into contractual relations with parties that are domiciled in foreign jurisdictions. There is scope for changes in contract law, property law and intellectual property in developing foreign jurisdiction that is beyond the control of the Company and may affect the Company's ability to carry on its business, including the enforceability of its contractual arrangements.

Financial risks

(o) Additional capital requirements

The short-term objective of the Company is to obtain sufficient working capital to conduct the proposed NOX66 Phase I clinical study and to pay for the costs of the Offer. The balance of funds will strengthen the Company's financial position and may be applied to address working capital expenditure.

Pharmaceutical R&D activities require a high level of funding over a protracted period of time. As set out in the Use of Funds section of this Prospectus (Section 8.4), the Company anticipates the proceeds of the Offer will provide a sufficient level of funding for the conduct of the Company's activities as outlined in this Prospectus. However, additional development costs may arise during this period and the Company may require additional funding to meet its stated objectives or may decide to accelerate or diversify its activities within the same area.

The Company's requirement for additional capital may be substantial and will depend on many factors, some of which are beyond the Company's control, including:

- Slower than anticipated research progress;
- The requirement to undertake additional research;
- Competing technological and market developments;

- The cost of protecting the Company's intellectual property; and
- Progress with commercialisation of NOX-66.

The Company will constantly evaluate data arising from its pre-clinical and clinical studies that may indicate new uses for the product and allow the Company to file patents, thereby providing potential new development and partnering opportunities. Accordingly, the Company may alter its funding strategies to take advantage of such new opportunities if and when they present themselves.

Any additional equity financing will dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations. The raising of additional capital by the Company is also dependent on factors outside of its control, such as market conditions and investor appetite for the stock pricing of any new issue.

(p) Licensing

The commercialisation of any of the Company's products could involve the out-licensing to or the in- licensing of IP from other entities. The Company cannot give any assurance that such licences will be enacted or, if enacted, that the terms of such arrangements will be commercially acceptable to the Company. Further, there is the risk that, where the Company enters into a negotiated licencing arrangement with another party, the licencing agreement is terminated for reasons beyond the Company's control.

(q) Unforeseen expenditure

The Company has not entered into contracts for a number of the material items anticipated to be covered by the Use of Funds contained in Section 8.4 of this Prospectus. The Directors of the Company have determined that, following close of the Offer, the Company will be in a position to negotiate the exact terms for such contracts. The Company does, however, have indicative quotations for many of the material items. While the Directors are confident the Company will be able to source suitable suppliers, there is a risk the Company may not be able to source suppliers at the estimated expenditure in section.

(r) New business initiatives

To continue pursuing its objectives, the Company may from time to time undertake new business initiatives. Such arrangements have the potential to expose the Company to risks commonly associated with such initiatives, including assimilating the new operations and personnel into the Company. There can be no assurance the potential initiative will not have a materially adverse effect on the Company's business, financial conditions and operations.

(s) Foreign currency and exchange rate fluctuations

There is potential that the Company's revenue and expenditure may in the future be domiciled in various currencies other than Australian dollars. This may expose the Company to foreign exchange movements, which has the potential to positively and negatively influence the Australian dollar equivalent of such revenue and expenditure.

The Company will monitor and assess such risks and implement measures to manage such risks. These measures may not eliminate all such risks and may themselves expose the Company to related risks.

(t) Absence of dividends

The ability of the Company to pay dividends in the future is dependent on many factors including the results of the any clinical studies and the Company's ability to commercialise and/or license the product. Where the Company is in a position to pay dividends, the amount, timing and payment of future dividends is dependent on a range of factors including future capital and R&D requirements, as well as the overall financial position of the Company. There will be factors outside of the control of the Company and its Directors that will affect the ability of the Company to pay dividends.

The Directors are unable to give any assurance regarding the payment of dividends in the future, if at all.

(u) Liquidity and realisation risk

If restriction obligations (escrow) are applied to Shares held by the existing shareholders, the remaining "free float" (shares which are tradable during any restriction period) may be limited, resulting in there being relatively fewer active or potential sellers or buyers at a given time, which may result in an inactive or illiquid market for the Company's Shares and may increase the volatility of the market price of the Shares. While the Company is not aware of what, if any, restriction obligations will be imposed, and will not know the extent of escrow until determined by ASX, if all existing Shares, the restricted shares would represent 60.1% of the issued Shares of the Company. This would leave only 39.9% of the Company's Shares free trading until the escrow period(s) ended (see Section 9.2 for further details). If fewer Shares were to be restricted, more Shares would be free trading.

Further, there is a risk that once the shares subject to escrow or trading restrictions are released from the restrictions attaching to them, there may be a significant sell down by the holders of those shares which may negatively affect the Company's Share price.

The potential limited free float (tradeable Shares during any restriction period) and potential sell down may affect the prevailing market price at which Shareholders are able to sell their Shares.

There can be no guarantee that an active market in the shares will develop or that the price of the shares will increase. There may be relatively few potential buyers or sellers at any given time and this may increase the volatility of the market price of the shares.

(v) Concentration of shareholding

Following completion of the Offer, the Company will have one major Shareholder, Milligene Pty Ltd, which will hold 32.1% of the Company's issued share capital. Milligene Pty Ltd, an entity associated with Dr Graham Kelly, will be in a position to exert significant influence over the outcome of matters relating to the Company, including election of Directors and consideration of material Board decisions. Although interests are likely to be consistent in most cases, there are circumstances where the interests of the Company, Milligene Pty Ltd and other Shareholders may diverge.

3.3 General Risks

(a) Economic risks

General economic conditions, movements in interest and inflation rates and currency exchange rates may have an adverse effect on the Company's activities, as well as on its ability to fund those activities. Furthermore, share market conditions may affect the value of the Company's securities regardless of the Company's operating performance.

Share market conditions are affected by many factors such as:

- General economic outlook;
- Interest rates and inflation rates;
- Currency fluctuations;
- Changes in investor sentiment toward particular market sectors; and
- The demand for, and supply of, capital.

(b) Access to global market

Although the current need for more effective anti-cancer is high, access to such markets is dependent on the Company entering into agreements with partners experienced in drug marketing. There is no guarantee that such partners will be found at the most opportune time.

(c) Government policy changes

Any material changes in government policies or relevant legislation of the countries in which the Company may operate have the potential to affect the viability, profitability and progress of the Company's business.

(d) Insurance

The Company intends to obtain insurance where it is considered appropriate for its needs. However, the Company would not expect to be insured against all risks, either if appropriate cover is not available or because the Directors consider the required premiums to be excessive having regard to the benefits that would accrue.

Accordingly, the Company may not be fully insured against all losses and liabilities that could unintentionally arise from its operations. If the Company incurs losses or liabilities for which it is uninsured, the value of the Company's assets may be at risk.

(e) Taxation

There may be tax implications arising from applications for New Shares, participation in any on-market buy-back and on the future disposal of Shares. Potential investors should consult their professional tax adviser before deciding whether to apply New Shares pursuant to this Prospectus.

3.4 Speculative Investment

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above risk factors, and others not specifically referred to above, may materially affect the future financial performance of the Company and the value of the securities offered under this Prospectus.

There may be other risks which Directors are unaware of at the time of issuing this Prospectus which may impact on the Company, its operation and/or the valuation and performance of the Company's Shares.

Therefore, the New Shares to be issued pursuant to this Prospectus carry no guarantee with respect to the payment of dividends, returns of capital or market value. The Company does not expect to declare any dividends during the first two years following listing.

Potential investors should consider that the investment in the Company is highly speculative and should consult their professional advisers before deciding whether to apply for New Shares pursuant to this Prospectus.

4. FINANCIAL INFORMATION

4.1 Pro-Forma Statement of Financial Position

The information set out below consists of the reviewed historical Statement of Financial Position of Noxopharm as at 31 March 2016, the Directors' estimate of subsequent events from those dates to completion of the Offer, and the pro forma adjustments associated with completion of the Offer (collectively referred to as the **Pro Forma Financial Information**).

($)	Notes	Noxopharm (Reviewed) 31-Mar-16	Capital raising of $6m Subsequent events and pro forma adjustments	Pro Forma at raising of $6m 31-Mar-16
Current assets				
Cash at bank	3	487,623	5,690,000	6,177,623
Other receivables		5,776	-	5,776
Prepayments		7,228	-	7,228
Total current assets		**500,627**	**5,690,000**	**6,190,627**
Non-current assets				
Plant & equipment		4,795	-	4,795
Deposits paid		12,301	-	12,301
Total non-current assets		**17,096**	**-**	**17,096**
Total assets		**517,723**	**5,690,000**	**6,207,723**
Current liabilities				
Trade and other payables	4	44,925	207,500	252,425
Provisions		9,295	-	9,295
Other borrowings	5	486,900	(486,900)	-
Total current liabilities		**541,120**	**(279,400)**	**261,720**
Total liabilities		**541,120**	**(279,400)**	**261,720**
Net assets		**(23,397)**	**5,969,400**	**5,946,003**
Equity				
Shareholder capital	6	237,015	6,115,041	6,352,056
Reserves		194,096	-	194,096
Current year earnings	7	(454,508)	(145,641)	(600,149)
Total equity		**(23,397)**	**5,969,400**	**5,946,003**

Notes to the Historical and Pro Forma Financial Information

1. Introduction

a. Pro forma adjustments

The Pro Forma Financial Information has been prepared on the basis of adjusting the Company's audit reviewed Statement of Financial Position as at 31 March 2016 and for the financial effects of the following transactions:

- Prospectus costs of $517,500 of which $145,641 have been expensed.
- The issue of 30,000,000 ordinary shares at the offer price of $0.20 to raise an amount of $6 million (before costs), being the subject of the Equity Offer. Offer and other transaction costs total $371,859 have been deducted directly against equity. These costs include legal and compliance fees as well as the costs of professional advisors. No tax benefit has been recognised in respect of the offer and other transaction costs.
- Conversion of $486,900 received from shareholders to shares.

b. Statement of compliance

The Financial Information has been prepared:

i. in accordance with the recognition and measurement principles of Australian Accounting Standards, Australian Accounting Interpretations and other authoritative pronouncements of the Australian Accounting Standards Board, which are consistent with International Financial Reporting Standards as issued by the International Accounting Standards Board, as outlined in the significant accounting policies disclosed below, which the directors have determined are appropriate to meet the needs of members; and

ii. on an accruals basis; and

iii. is based on historical costs unless otherwise stated in the notes; and

iv. the amounts presented in the Pro Forma Statement of Financial Position has been rounded to the nearest dollar; and

v. is presented in Australian Dollars.

The Financial Information set out in this Prospectus is presented in an abbreviated form and does not contain all the disclosures and other mandatory professional reporting requirements that are applicable to a general purpose financial report prepared in accordance with the *Corporations Act 2001* (Cth).

c. Use of estimates & judgements

The preparation of the Pro Forma Financial Information requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected.

d. Going concern

The Financial Information has been prepared on a going concern basis, which contemplates continuity of normal business activities and the realisation of assets and discharge of liabilities in the normal course of business.

e. New accounting standards and interpretations

Certain new accounting standards and IFRIC interpretations have been published that are not mandatory for current reporting periods. The Company's assessment of the impact of these new standards and interpretations is that there would be no material impact on the pro forma financial information.

2. Significant accounting policies

a. Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and in hand and short-term deposits with an original maturity of three months or less.

b. Other receivables

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less an allowance for impairment, once they become over due by more than 60 days. A separate account records the impairment.

An allowance for a doubtful debt is made when there is objective evidence that the Company will not be able to collect the debts. The criteria used to determine that there is objective evidence that an impairment loss has occurred include whether the Financial Asset is past due and whether there is any other information regarding increased credit risk associated with the Financial Asset. Bad debts which are known to be uncollectible are written off when identified.

c. Plant and equipment

Property, plant and equipment is stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the consolidated entity and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Depreciation on plant and equipment is calculated using the straight-line method to allocate their cost or revalued amounts, net of their residual values, over their estimated useful lives.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each reporting date.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss. When revalued assets are sold, it is Company policy to transfer the amounts included in other reserves in respect of those assets to retained earnings.

d. Leases

Operating lease payments, net of any incentives received from the lessor, are charged to profit or loss on a straight-line basis over the term of the lease.

e. Trade creditors and other payables

Trade creditors and other payables, are recognised at the nominal transaction value without taking into account the time value of money. These amounts represent liabilities for goods and services provided to the Company prior to the end of the reporting period which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition.

f. Other borrowings

Loans and borrowings are initially recognised at the fair value of the consideration received, net of transaction costs. They are subsequently measured at amortised cost using the effective interest method.

g. Goods and services tax

Revenues, expenses and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the taxation authority. In this case it is recognised as part of the cost of acquisition of the asset or as part of the expense. Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the taxation authority is included with other receivables or payables in the statement of financial position.

h. Employee benefits

Short Term Employee Benefits
Provision is made for the Company's obligation for short-term employee benefits. Short-term employee benefits are benefits (other than termination benefits) that are expected to be settled wholly before 12 months after the end of the annual reporting period in which the employees render the related service, including wages, salaries and sick leave. Short-term employee benefits are measured at the (undiscounted) amounts expected to be paid when the obligation is settled.

The Company's obligations for short-term employee benefits such as wages, salaries and sick leave are recognised as a part of current trade and other payables in the Pro-forma statement of financial position. The Company's obligations for employees' annual leave entitlements are recognised as provisions in the Pro-forma statement of financial position.

Long Service Leave
The liability for long service leave is recognised for employee benefits and measured as the present value of expected future payments to be made in respect of services provided by employees up to the reporting date. Consideration is given to expected future wage and salary levels, experience of employee departures, and periods of service. Expected future payments are discounted using market yields at the reporting date on high quality corporate bonds with terms to maturity and currencies that match, as closely as possible, to the estimated future cash outflows.

i. Contributed equity

Ordinary shares are classified as equity. Any transaction costs arising on the issue of ordinary shares are recognised directly in equity as a reduction (net of tax) of the share proceeds received.

j. Research and development costs

Research costs are expensed as incurred.

An intangible asset arising from development expenditure on an internal project is recognised only when the Group can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale, its intention to complete and its ability to use or sell the asset, how the asset will generate future economic benefits, the

availability of resources to complete the development and the ability to measure reliably the expenditure attributable to the intangible asset during its development.

Following initial recognition of the development expenditure, the cost model is applied requiring the asset to be carried at cost less any accumulated amortisation and accumulated impairment losses. Any expenditure so capitalised is amortised over the period of expected benefits from the related project.

The carrying value of an intangible asset arising from development expenditure is tested for impairment annually when the asset is not available for use, or more frequently when an indication of impairment arises during the reporting period.

k. R&D tax incentives

Under the research and development tax incentive a refundable offset of 45%, equivalent to a deduction of 150%, will be available to eligible small companies with an annual aggregate turnover of less than $20 million. Eligible companies can receive a refundable research and development tax incentive offset of 45% of their research and development spending.

The Company's research and development activities are eligible under an Australian Government tax incentive for eligible expenditure from 1 July 2011. Management has assessed these activities and expenditure to determine which are likely to be eligible under the incentive scheme. For the period to 31 March the Company has deemed the amount to be recorded as immaterial and as such not recognised a tax concession.

3. Cash and cash equivalents

The Pro-forma cash and cash equivalents comprise cash balances and adjustments as at 31 March 2016 assuming the capital raising of $6 million:

	$
Cash at bank at 31 March 2016	487,623
The following subsequent events and pro forma adjustments	
Fully paid ordinary shares issued at $0.20 pursuant to this Prospectus	6,000,000
Broker placement fee	(310,000)
Cash and cash equivalents - Pro Forma	**6,177,623**

4. Trade and other payables

The Pro-forma trade and other payables comprise payables and adjustments as at 31 March 2016 assuming the capital raising of $6 million:

	$
Trade payables	44,925
The following subsequent events and pro forma adjustments	
Costs associated to the capital raise	207,500
Trade and other payables – Pro Forma	**252,425**

5. Other borrowings

The Pro-forma other borrowings comprise payables and adjustments as at 31 March 2016:

	$
Other borrowings	486,900
The following subsequent events and pro forma adjustments	
Conversion of amounts received from shareholders to shares	(486,900)
Other borrowings – Pro Forma	**-**

6. Contributed equity

The Pro-forma issued share capital and adjustments as at 31 March 2016 assuming the capital raising of $6 million:

	Shares	$
Issued capital as at 31 March 2016	48,215,715[(a)]	237,015
The following subsequent events and pro forma adjustments		
Issue of shares $0.20 pursuant to this Prospectus	30,000,000	6,000,000
Costs associated with the capital raising	-	(371,859)
Conversion of amounts received from shareholders to shares	6,955,714	486,900
Contributed Equity – Pro Forma	**85,171,429**	**6,352,056**

(a) Issued capital: Number of shares consists of issued shares: 38,215,715, and performance shares: 10,000,000, recognised under Accounting Standards.

7. Accumulated losses

The Pro-forma accumulated losses and adjustments as at 31 March 2016 assuming the capital raising of $6 million:

	$
Accumulated losses	(454,508)
The following subsequent events and pro forma adjustments	
Costs associated with the capital raising	(145,641)
Accumulated losses – Pro Forma	**(600,149)**

4.2 Forecast financial information

The Directors have considered the matters set out in ASIC Regulatory Guide 170 and believe that they do not have a reasonable basis to forecast future earnings beyond the expected listing date on the basis that the operations of Noxopharm are inherently uncertain. Any forecast or projection information would contain such a broad range of potential outcomes and possibilities that it is not possible to prepare a reliable best estimate forecast or projection.

4.3 Historical financial information

Noxopharm was incorporated on 27 October 2015 and converted to a public company on 15 April 2016. As a result, the Company has not yet issued an annual financial report. The Company's activities to date have not generated any revenue or income.

A copy of the Company's reviewed financial report for the period ended 31 March 2016, which contains a Directors' Report, Statement of Profit and Loss and Other Comprehensive Income, Statement of Financial Position, Statement of Changes in Equity, Statement of Cashflows, Notes to the Financial Statements, and an Independent Auditor's Review Report, has been lodged with ASIC and is taken to be included in this Prospectus by operation of Section 712 of the Corporations Act. The Independent Auditor's Report contains an unmodified review conclusion and there is no emphasis of matter or other qualification.

The financial report for the period ended 31 March 2016 contains financial information about the Company in addition to the financial information in this Section 4. The Statement of Profit and Loss and Other Comprehensive Income which forms part of the financial report sets out further detail of expenditure which resulted in the accumulated losses of $454,508 for the period to 31 March 2016 shown in Note 7 of the Notes to the Historical and Pro Forma Financial Information in Section 4.1 (above).

Any person may request a copy of the Company's financial report for the period ended 31 March 2016 during the application period of this Prospectus, which the Company will provide free of charge. A copy can also be downloaded from the Company's website at www.noxopharm.com/financialreports.

4.4 Dividend Policy

It is anticipated that following listing, the Company will focus on the development and commercialisation of the Noxopharm technologies. The Company does not expect to declare any dividends during this period.

Any future determination as to the payment of dividends by the Company will be at the discretion of the Board and will depend on the availability of distributable earnings and operating results and financial condition of the Company, future capital requirements and general business and other factors considered relevant by the Board. No assurance in relation to the payment of dividends or franking credits attaching to dividends can be given by the Company.

5. INDEPENDENT LIMITED ASSURANCE REPORT ON PRO FORMA FINANCIAL INFORMATION

William Buck

6 June 2016

The Directors
Noxopharm Limited
Suite 1, Level 6
50 Queen Street
MELBOURNE VIC 3000

Dear Sirs

INVESTIGATING ACCOUNTANT'S REPORT FOR NOXOPHARM LIMITED

Introduction

This Investigating Accountant's Report ('the Report") has been prepared at your request for inclusion in the Prospectus to be dated on or about 6 June 2016 to be lodged with the Australian Securities and Investment Commission in respect of the issue of 30,000,000 ordinary shares to raise $6,000,000 in Noxopharm Limited (the "Company").

The issue is not underwritten. Expressions and other terminology defined in the Prospectus have the same meaning in this Report.

Basis of Preparation

The report has been prepared to provide investors with information on the historical results and the financial position of Noxopharm Limited and its controlled entities (the "Group") and to provide investors with a pro-forma statement of financial position of the Group, as at 31 March 2016 adjusted to include funds raised by this Prospectus and related transactions, as referred to in section 4 of the Prospectus

This Report does not address the rights attaching to the shares to be issued in accordance with the Prospectus, the risks associated with the investment, nor form the basis of an Expert's opinion with respect to a valuation of the Group or a valuation of the share issue price at 20 cents.

William Buck Audit (Vic) Pty Ltd ("William Buck") has not been requested to consider the prospects for Noxopharm Limited nor the merits and risks associated with becoming a shareholder, and accordingly, has not done so, nor purports to do so. William Buck accordingly takes no responsibility for those matters or for any matter or omission in the Prospectus, other than responsibility for this report. Risk factors, including those that specifically discuss the risks that may arise should the transaction not succeed in meeting the minimum fundraising objectives and regulatory approvals thereon accommodating those fundraising objectives, are set out in detail in Section 4 of the Prospectus.

CHARTERED ACCOUNTANTS & ADVISORS
Melbourne Office
Level 20, 181 William Street
Melbourne VIC 3000

Hawthorn Office
Level 1, 465 Auburn Road
Hawthorn East VIC 3123

PO Box 185, Toorak VIC 3142
Telephone: +61 3 9824 8555
williambuck.com

Scope of report

William Buck has been requested to:

a) report whether anything has come to our attention which would cause us to believe that the historical financial information disclosed in section 4 of the Prospectus is not fairly presented in accordance with the recognition and measurement requirements (but not the disclosure requirements) of Australian Accounting Standards and other mandatory professional reporting requirements in Australia, and the accounting policies adopted by Noxopharm Limited, and

b) report whether anything has come to our attention which would cause us to believe that the pro forma financial information disclosed in section 4 of the Prospectus is not presented fairly in accordance with the basis of preparation and assumptions applied in preparing the financial information as set out in section 4 of the Prospectus and with the recognition and measurement requirements (but not the disclosure requirements) of Australian Accounting Standards and other mandatory professional reporting requirements in Australia, and the accounting policies adopted by the Consolidated Entity.

The directors of Noxopharm Limited have prepared, and are responsible for, the historical and pro-forma financial information included in the section 4 of the Prospectus.

This report does not express an audit opinion on the historical and pro forma financial information included in section 4 of the Prospectus.

Conclusions

Historical Financial Information

Based on our review, which is not an audit, nothing has come to our attention which causes us to believe that the historical financial information, as set out in the section 4 of the Prospectus is not presented fairly in accordance with the recognition and measurement requirements (but not the disclosure requirements) of Australian Accounting Standards and other mandatory professional reporting requirements in Australia, and the accounting policies adopted by Noxopharm Limited.

Pro Forma Financial Information

Based on our review, which is not an audit, nothing has come to our attention which causes us to believe the pro forma financial information, as set out in section 4 of the Prospectus is not presented fairly in accordance with the basis of preparation as set out in the prospectus and applied in preparing the financial information as set out in section 4 of the Prospectus with the recognition and measurement requirements (but not the disclosure requirements) of Australian Accounting Standards and other mandatory professional reporting requirements in Australia, and the accounting policies adopted by the Group.

Independence

William Buck does not have any interest in the outcome of the listing of the shares, other than in connection with the preparation of this report for which normal professional fees will be received. With the exception of this Investigating Accountant's Report, William Buck was not involved in the preparation of any part of the Prospectus, and accordingly, makes no representations or warranties as to the completeness and accuracy of any information contained in any other part of the Prospectus.

William Buck

Responsibility

Consent to the inclusion of this Investigating Accountant's Report in the Prospectus in the form and context in which it appears has been given, but should not be taken as an endorsement of the Company or a recommendation by William Buck of any participation in the share issue by any intending investors. At the date of this report our consent has not been withdrawn.

General Advice Limitation

This Report has been prepared and included in the Prospectus to provide investors with general information only and does not take into account the objectives, financial situation or needs of any specific investor. It is not intended to take the place of professional advice and investors should not make specific investment decisions in reliance on this information contained in this Report. Before acting or relying on information, an investor should consider whether it is appropriate for their circumstances having regard to their objectives, financial situation or needs.

Yours faithfully

William Buck.

William Buck Audit (Vic) Pty Ltd
ABN 59 116 151 136

J. C. Luckins
Director

Dated in Melbourne, Australia this 6th day of June 2016

6. KEY PEOPLE INTERESTS AND BENEFITS

6.1 Board of Directors

The Company's Board currently comprises three Directors. The Board has a broad range of experience including specific biotech, industry and commercial knowledge as well as financial management and corporate governance experience.

Profiles for each of the Directors are provided below:

Graham Kelly - Managing Director and Chief Executive Officer
BSc (Vet) (Hons, BVSc (Hons), PhD

Graham graduated with degrees in Science (1968) and Veterinary Science (1969) from The University of Sydney. After graduation he joined the newly-formed Department of Transplant Surgery in the Faculty of Medicine at The University of Sydney, gaining a Doctor of Philosophy in 1972. The subject of his PhD thesis was the manufacture and use of a novel drug for the treatment of tissue rejection in kidney transplant recipients, with that drug subsequently being commercialised and used globally in kidney transplantation. Graham was appointed Senior Research Fellow in Experimental Surgery at The University of Sydney, contributing through research in the areas of organ recovery for transplantation and liver transplant surgery. The increased susceptibility of organ transplant recipients to malignant cancer eventually led Graham to focus on the causes of that phenomenon, and in turn, to the broader issue of the link between diet and the incidences of certain cancers. The latter area of research led to a research interest in dietary isoflavones and their role in human health.

Graham developed a theory that dietary isoflavones were metabolised within the body into novel chemicals that possessed important hormone-like functions, and as such made important contributions to human health. That theory provided the basis for Graham leaving academia and founding the company, Norvet Ltd, which listed on the ASX in 1994. That company subsequently changed its name to Novogen Ltd and listed in the US on NASDAQ (1998). Graham was variously CEO, Executive Chairman and an Executive Director of Novogen, 1994-2006. He also was Executive Chairman of Marshall Edwards Inc (MEI) which listed on London's AIM exchange (2001) and NASDAQ (2003). MEI subsequently became MEI Pharma Inc. Graham resigned from his executive and Board positions at Novogen and MEI in 2006.

In 2011, Graham joined private biotechnology company, Triaxial Pharmaceuticals Pty Ltd, as Executive Chairman. Concerned at the direction being taken by the Novogen Board in having stripped all assets from the Company and leaving it without a business, Graham engineered a reverse takeover of Novogen Ltd by Triaxial in December 2012 and set about rebuilding the Company. He remained as CEO and Executive Chairman of Novogen until June 2015 and was responsible for in-licensing that Company's anti-tropomyosin drug technology, for establishing a joint venture company with Yale University, and for establishing a solid financial base.

In early-2012, Graham addressed the matter of the transport of isoflavones in the blood of humans, conducting formulation studies in a private capacity that led shortly thereafter to the concept behind NOX66. After leaving Novogen in 2015, Graham established private biotechnology company Noxopharm Pty Ltd in order to commercialise NOX66.

Peter Marks - Non-Executive Chairman

Peter brings over 30 years' experience in corporate advisory, investment banking and director/advisory roles to the Board. With several leading firms, Peter's corporate skills lie in capital raising for pre-IPO and listed companies, cross border M&A transactions, corporate underwriting, and venture capital transactions for companies in Australia, US & Israel.

Over this period Peter has been involved in a very broad range of transactions, with a special focus in the life sciences, biotechnology, medical technology and high tech segments. He has been a Director and/or Chairman of several public companies. He currently is a Director of Prana Biotechnology Ltd (ASX & Nasdaq listed) since 2005, Chairman of Armadale Capital Plc (AIM listed) since 2009, and Non-Executive Director of Emefcy Group Limited (ASX listed) since 2015.

Peter provides strategic and corporate advice at various stages of technology commercialisation for companies to transition to an operating entity, and helps facilitate significant commercial transactions to create shareholder value.

Peter holds a Bachelor of Economics, Bachelor of Laws and a Graduate Diploma in Commercial Law from Monash University, Australia. He also holds an MBA from the University of Edinburgh, Scotland.

Ian Dixon - Non-Executive Director
MBA, PhD

Ian has a PhD in biomedical engineering from Monash University and an MBA from Swinburne University. Ian initially qualified as a mechanical engineer in the early 1980s and then also completed a course in electronics engineering. Ian worked in R&D in manufacturing automation and product development in Melbourne and also Cambridge UK before establishing his first business in 1987 in the telecommunications power field. From 1987 to 1995 Ian grew two successful export-oriented manufacturing and R&D businesses – both purchased by public companies.

In 1995 Ian joined Vision Systems as the Director of the Product Group within the Invetech business unit, and managed the team responsible for developing innovative diagnostic, pathology automation and security system products. Ian later left Vision Systems and continued being active in the product and technology development scene as an investor and executive.

In 2002 Ian was the co-founder of Genscreen Pty Ltd, a biotechnology incubator with a particular focus on cancer therapeutics. Amongst a number of projects, Genscreen developed a novel first-in-class anticancer drug based on anti-tropomyosin technology which was out-licensed to Novogen Ltd in 2013. During this time Ian also had experience in the regenerative medicine and cancer immunotherapy fields as a non-executive director of Cell Therapies Ltd.

In 2011 Ian co-founded Cynata Inc and helped to progress the commercialisation of what has become the Cymerus technology of Cynata Therapeutics Ltd (ASX-CYP).

Ian brings to the Board an extensive entrepreneurial background in founding, building and running public companies, in recognising the potential commercial value of early-stage drug development, and in understanding the challenges involved in drug development.

6.2 Key Personnel

Phillip Hains – Company Secretary
MBA, CA

Phillip holds a Masters of Business Administration from RMIT and a Public Practice Certificate from the Institute of Chartered Accountants.

Phillip has been a Director of the Company since 12 March 2016. As a Chartered Accountant, Phillip operates his own specialist public practice, The CFO Solution. The CFO Solution provides back-office support, financial reporting and compliance systems for public companies.

A specialist in the public company environment, Mr. Hains has served the needs of a number of company boards and their related committees. He has over 20 years' experience in providing businesses with accounting, administration, compliance and general management service.

6.3 Directors' interests and remuneration

6.3.1 Directors' interests in the Company

Following the successful completion of the Listing, the Directors will have direct and indirect interests in the Company's shares as set out in the table below:

Existing Directors – Post Transaction						
Name	Shares		% Interest on completion of capital raising	Performance shares	% interest upon performance share conversion	Options
	Direct	Indirect				
Graham Kelly	-	24,150,000	32.1%	6,320,352	35.8%	12,075,000
Peter Marks	-	400,000	0.5%	-	0.47%	200,000
Ian Dixon	-	1,400,000	1.8%	366,246	2.07%	700,000

6.3.2 Directors' Remuneration

	Director's Fees (per annum)
Graham Kelly	$280,000*
Peter Marks	$90,000
Ian Dixon	$70,000

** Plus two bonus payments each of $35,000 payable on recruitment of first patients into two clinical studies within the first 12 months post-listing.*

Ms Prudence Kelly, Dr Graham Kelly's spouse, is an employee of the Company. Prudence receives an annual salary of $40,000 plus superannuation which will increase to $80,000 plus superannuation upon the Company listing.

6.4 Interests of advisers

Noxopharm has engaged the following advisers in relation to the Offer:

- APP Securities Pty Ltd has been engaged as Lead Manager to the Offer. The details and terms of APP Securities engagement, including the fees it will receive, are set out in Section 10.1 of this Prospectus.
- Quinert Rodda & Associates Pty Ltd has been engaged as solicitors for the purposes of preparation of this Prospectus. Quinert Rodda & Associates will receive fees of approximately $80,000 plus GST in connection with the preparation of this Prospectus. The Company has also paid or will pay Quinert Rodda approximately $17,500 plus GST for other legal services provided to the date of this Prospectus, and will pay further amounts in respect of future legal services in accordance with Quinert Rodda's normal charge out rates.
- William Buck Audit (Vic) Pty Ltd has been engaged to provide the Investigating Accountant's Report set out in Section 5 of this Prospectus. William Buck Audit (Vic) Pty Ltd will receive approximately $6,000 plus GST in connection with its engagement. The Company has also paid or will pay William Buck Audit (Vic) Pty Ltd approximately $4,000 plus GST for audit services provided to the date of this Prospectus, and will pay further amounts in respect of future audit services in accordance with William Buck Audit (Vic) Pty Ltd's normal charge out rates.

7. CORPORATE GOVERNANCE

7.1 ASX Corporate Governance Council Principles and Recommendations

Noxopharm has adopted systems of control and accountability as the basis for the administration of corporate governance. The Board is committed to administering the policies and procedures with openness and integrity commensurate with Company's needs.

The Board seeks, where appropriate, to provide accountability levels that meet or exceed the ASX Corporate Governance Council's Principles and Recommendations. Section 7.2 of this Prospectus contains a table setting out information in respect of the Company's compliance with The Corporate Governance Principles and Recommendations (3rd Edition) as published by ASX Corporate Governance Council on 27 March 2014 (**Recommendations**). The Recommendations replace and update the prior version of the corporate governance recommendations published by the ASX Corporate Governance Council.

Copies of the Company's corporate governance procedures, policies and practices are available the Company website (www.noxopharm.com/governance).

Board of Directors

The Board is responsible for corporate governance of the Company. The Board is responsible for the following matters:

- Ensuring the Company's conduct and activities are ethical and carried out for the benefit of its stakeholders;
- Development of corporate strategy, implementation of business plans and performance objectives;
- Reviewing, ratifying and monitoring systems of risk management, codes of conduct, internal control systems and legal and regulatory compliance;
- Monitoring senior executives' performance and implementation of strategy;
- Determining appropriate remuneration policies;
- Allocating resources and ensuring appropriate resources are available to management;
- Approving and monitoring the budgets, progress of major capital expenditure, capital management and acquisitions and divestitures; and
- Approving and monitoring financial and other reporting.

The Company is committed to the circulation of relevant materials to Directors in a timely manner to facilitate Directors' participation in the Board discussions on a fully-informed basis.

Composition of the Board

Election of Board members is substantially the province of the shareholders in a general meeting. However, subject thereto, the Company is committed to the following principles:

- The Board is to comprise Directors with a blend of skills, experience and attributes appropriate for the Company and its business; and
- The principal criterion for the appointment of new Directors is their ability to add value to the Company and its business.

If any vacancies arise on the Board, all Directors will be involved in the search and recruitment of a replacement. The Board believes corporate performance is enhanced when it has an appropriate mix of skills and experience. Any director appointed during the year to fill a casual vacancy or as an addition to the current Board, holds office until the next annual general meeting and is then eligible for re-election by the shareholders.

Board charter and policies

The Board has adopted a charter, which formally recognised its responsibilities functions, power and authority and composition. This charter sets out other things which are important for effective corporate governance including:

(a) a detailed definition of 'independence';

(b) a framework for the identification of candidates for appointment to the Board and their selection (including undertaking appropriate background checks);

(c) a framework for individual performance review and evaluation;

(d) proper training to be made available to Directors both at the time of their appointment and on an on-going basis;

(e) basic procedures for meetings of the Board and its committees including frequency, agenda, minutes and private discussion of management issues among non-executive Directors;

(f) ethical standards and values (in a detailed code of corporate conduct);

(g) dealings in securities (in a detailed code for securities transactions designed to ensure fair and transparent trading by Directors and senior management and their associates); and

(h) communications with shareholders and the market.

Independent professional advice

In accordance to section 9.1 of the Board Charter, subject to approval from the Chairman, each Director has the right to seek independent legal or other professional advice at the Company's expense on all matters necessary for that Director to make fully informed and independent decisions.

Remuneration arrangements

The total maximum remuneration of Non-Executive Directors is initially set by the Constitution and subsequent variation is by ordinary resolution of Shareholders in general meeting in accordance with the Constitution, the Corporations Act and the ASX Listing Rules, as applicable. The determination of Non-Executive Directors' remuneration within that maximum will be made by the Board having regard to the inputs and value to the Company of the respective contributions by each Non-Executive Director. The aggregate remuneration for Non-Executive Directors is set at $500,000 per annum. Directors are also entitled to be paid reasonable travelling, hotel and other expenses incurred by them respectively in or about the performance of their duties as Directors.

Trading policy

The Board has adopted a securities trading policy that sets out the guidelines on the sale and purchase of securities in the Company by its key management personnel. The policy generally provides that written notification to the Company Secretary must be obtained prior to trading.

External audit

The Company in general meetings is responsible for the appointment of the external auditors of the Company, and the Board from time to time will review the scope, performance and fees of those external auditors.

Audit and Risk committee

Where Director numbers permit, the Audit and Risk Committee will consist of at least two members. Where possible, members will be appointed by the Board from amongst the Non-Executive Directors, and the majority of which shall be independent Directors. In addition, the Audit and Risk Committee will comprise:

- At least one member who has an understanding of the industry in which the Company operates.
- Members who can read and understand financial statements and are otherwise financially literate;

The committee's responsibilities include:

- Reviewing the overall conduct of the external audit process, including the independence of all parties to the process;
- Reviewing the performance of external auditors;
- Considering the reappointment and proposed fees of the external auditor;
- Where appropriate, seeking tenders for the audit and where a change of external auditor is recommended, arrange submissions to the shareholders for shareholder approval;
- Corporate risk assessment (including economic, environmental and social sustainability risks) and compliance with internal controls;
- Overseeing the risk management system;
- Monitor and review the propriety of any related party transactions;
- Reviewing the quality and accuracy of all published reports; and
- Reviewing the accounting function and ongoing application of appropriate accounting and business policies and procedures.

Meetings shall be held at least quarterly to review and discuss financial issues and the financial statements. A broad agenda is laid down for each regular meeting according to an annual cycle. The committee may invite the external auditors to attend each of its meetings.

Remuneration and Nomination Committee

The purpose of this committee is to

- Assist the Board and report to it on remuneration and related policies and practices (including remuneration of senior management and non-executive Directors); and
- Assist the Board and make recommendations to it about the appointment of new Directors (both executive and non-executive) and senior management.

The committee's functions include:

- Review and evaluation of market practices and trends on remuneration matters;
- Recommendations to the Board about the Company's remuneration policies and procedures;
- Oversight of the performance of senior management and non-executive Directors;
- Recommendations to the Board about remuneration of senior management and non-executive Directors; and
- Review the Company's reporting and disclosure practices in relation to the remuneration of Directors and senior executives.

Meetings shall be held at least annually and more often as required

Diversity Policy

The Board has adopted a diversity policy which provides a framework for the Company to achieve, amongst other things, a diverse and skilled workforce, a workplace culture characterised by inclusive practices and behaviours for the benefit of all staff, improved employment and career development opportunities for women and a work environment that values and utilises the contributions of employees with diverse backgrounds, experiences and perspectives.

7.2 Departures from Recommendations

Following admission to the Official List of ASX, the Company will be required to report any departures from the Recommendations in its annual financial report. The Board has assessed the Company's current practice against the Guidelines and outlines its assessment below:

Principles and Recommendations	Comply	Explanation
Principle 1: Lay solid foundations for management and oversight		
Recommendation 1.1 A listed entity should have and disclose a charter which sets out the respective roles and responsibilities of the Board, the chair and management; and includes a description of those matters expressly reserved to the Board and those delegated to management.	Yes	The Company has adopted a Corporate Governance Charter, which is available on the Company's website (www.noxopharm.com/governance). The Corporate Governance Charter sets out, among other things, specific responsibilities of the Board, requirements as to the Board's composition, the roles and responsibilities of the Chairman and management, Director's access to Company records and information, details of the Board's relationship with management.
Recommendation 1.2 A listed entity should: • Undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and • 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	Appropriate checks have been undertaken in respect of each Director named in Section 6.1 and information will be provided to security holder at the time of election or re-election as appropriate.
Recommendation 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 executives.
Recommendation 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 Charter and corporate structure of the Company. The Company Secretary has a direct relationship with the Board in relation to these matters and operates independently of the executives.

Principles and Recommendations	Comply	Explanation

Recommendation 1.5
 	
A listed entity should:
 	
• have a diversity policy which includes requirements for the Board:
  ◦ to set measurable objectives for achieving gender diversity; and
  ◦ to assess annually both the objectives and the entity's progress in achieving them;
• disclose that policy or a summary or it; and
• disclose as at the end of each reporting period:
  ◦ the measurable objectives for achieving gender diversity set by the Board in accordance with the entity's diversity policy and its progress towards achieving them; and
  ◦ either the respective proportions of men and women on the Board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or the entity's "Gender Equality Indicators", as defined in the Workplace Gender Equality Act 2012.
	Yes	The Company has adopted a diversity policy, a copy of which is available on the Company's website (www.noxopharm.com/governance).
		
		The Board, in consultation with the Remuneration & Nomination Committee, will set measureable 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.
		
		The Board will include in the Annual Report each year:
		
		• Measurable objectives, if any, set by the Board; progress against achieving the objectives; and
		• The proportion of women employees in the whole organisation, at senior management level and at Board level.
		
		As at the date of this Prospectus, 100% of the Company's Board and employees are male, and all non-director employees are female.

Recommendation 1.6 A listed entity should: • have and disclose a process for periodically evaluating the performance of the Board, its committees and individual directors; and • disclose in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.	Yes	The Corporate Governance Charter sets out a process for performance evaluation processes. The Chairman determines the evaluation criteria and process, based on inputs from the Board and the Remuneration and Nomination Committee. The Board reviews at least annually its overall performance, as well as the performance of its committees and individual directors. The Company will disclose in its Annual Report whether an evaluation has been undertaken.
Recommendation 1.7 A listed entity should: • have and disclose a process for periodically evaluating the performance of its senior executives; and • disclose in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.	Yes	The Chairman, with assistance and inputs from the Remuneration and Nomination Committee, assesses the performance of senior executives at least annually. The Company will disclose in its Annual Report whether an evaluation has been undertaken.

Principles and Recommendations	Comply	Explanation
Principle 2: Structure the Board to add value		

Recommendation 2.1
 	
The Board of a listed entity should:
 	
• have a nomination committee which:
  • has at least three members, a majority of whom are Independent Directors; and
  • is chaired by an Independent Director,
  and disclose:
  • the charter of the committee;
  • the members of the committee; and
  • 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
• 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, experience, independence and knowledge of the entity to enable it to discharge its duties and responsibilities effectively.
	Partially	A Remuneration and Nomination Committee has been established with its own Charter.
		
		Given the current number of Board members, the committee does not comply with recommendation 2.1 (i) and (ii).
		
		The size of the Company at this time, does not meet Recommendation 2.1(i) as only two (2) Independent Directors have been appointed.
		
		The Company will make necessary appointments after the completion of the capital raising in order to meet this Recommendation and for the committee to effectively fulfil its role.
		
		Copy of the Remuneration and Nomination Committee Charter is available from the Company's website (www.noxopharm.com/governance)

Recommendation 2.2 A listed entity should have and disclose a Board skill matrix setting out the mix of skills and diversity that the Board currently has or is looking to achieve in its membership.	Yes	Full details of each Director and senior executive's relevant skills and experience are set out in this Prospectus and will be published in the Annual Report. The Company's Corporate Governance Charter sets out the procedures for selecting and appointment of Directors which include a commitment to ensuring a balance of skill and experience necessary for the conduct of the Company's activities.
Recommendation 2.3 A listed entity should disclose: • the names of the directors considered by the Board to be Independent Directors; • if a director has an interest, position, association or relationship of the type described in Box 2.3 of the ASX Corporate Governance Principles and Recommendation (3rd Edition), 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 • the length of service of each director	Yes	The Company considers the following Directors to be independent: • Peter Marks – appointed 15 March 2016 • Ian Dixon – appointed 15 March 2016 The Board notes the following directors are deemed not independent for the purposes of the Guidelines: • Graham Kelly – appointed 27 October 2015
Recommendation 2.4 A majority of the Board of a listed entity should be Independent Directors.	Yes	

Principles and Recommendations	Comply	Explanation
Recommendation 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 Chair of the Company will be Peter Marks, an independent Director, and the Managing Director and Chief Executive Officer will be Graham Kelly.
Recommendation 2.6 A listed entity should have a program for inducting new directors and providing appropriate professional development opportunities for continuing directors to develop and maintain the skills and knowledge needed to perform their role as a director effectively.	Yes	This is consistent with 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.
Principle 3: Act ethically and responsibly		
Recommendation 3.1 A listed entity should: • have a code of conduct for its directors, senior executives and employees; and • disclose that code or a summary of it.	Yes	The Company's Corporate Governance Charter includes a Code of Conduct, which 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 Corporate Governance Charter is available at the Company's website (www.noxopharm.com/governance).
Principle 4: Safeguard integrity in corporate reporting		

Recommendation 4.1
 	
The Board of a listed entity should:
 	
• have an audit committee which:
  • has at least three members, all of whom are Non-Executive Directors and a majority of whom are Independent Directors; and
  • is chaired by an Independent Director, who is not the chair of the Board,
  and disclose:
  • the Charter of the Committee;
  • the relevant qualifications and experience of the members of the committee; and
  • 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
 	
• 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.
	Partially	The Company has established an Audit and Risk Management Committee to assist and report to the Board.
		
		The Committee, however, does not comply to Recommendation 4.1 (i) and (ii) due to the current number of Board numbers.
		
		The size of the Company at this time, does not meet Recommendation 4.1(i) as only two (2) Independent Directors have been appointed.
		
		The Company will make necessary new appointments after the completion of the capital raising in order to meet this Recommendation and for the committee to effectively fulfil its role.
		
		Copy of the Audit and Risk Committee Charter can be obtained from the Company's website (www.noxopharm.com/governance).
		
		Details of the qualifications and experience of the Directors and the number of meetings held will be disclosed in the Company's annual reports

Principles and Recommendations	Comply	Explanation
Recommendation 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 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.
Recommendation 4.3 A 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.	Yes	Noxopharm's auditor will be requested to attend the AGM and shareholders will be entitled to ask questions in accordance with the Corporations Act and these Guidelines.
Principle 5: Make timely and balanced disclosure		
Recommendation 5.1 A listed entity should: • have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and • disclose that policy or a summary of it.	Yes	The Company has a written Communication and Disclosure Policy which forms part of its Corporate Governance Charter, copy of which can be obtained from the Company's website (www.noxopharm.com/governance).
Principle 6: Respect the rights of security holders		
Recommendation 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 in the Corporate Governance Charter which can be found on the Company's website (www.noxopharm.com/governance).
Recommendation 6.2 A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	Yes	The Company has adopted a Communication and Disclosure Policy which forms part of its Board Charter, copy of which is available at the Company's website (www.noxopharm.com/governance).
Recommendation 6.3 A listed entity should disclose the policies and processes it has in place to facilitate and encourage 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.
Recommendation 6.4 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.

Principles and Recommendations	Comply	Explanation
Principle 7: Recognise and manage risk		

Recommendation 7.1
The Board of a listed entity should:
• have a committee or committees to oversee risk, each of which:
  • has at least three members, a majority of whom are independent directors; and
  • is chaired by an independent director,
and disclose:
  • the charter of the committee;
  • the members of the committee; and
  • 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
• if it does not have a risk committee or committees that satisfy the above, disclose that fact and the process it employs for overseeing the entity's risk management framework.
	Partially	The Company has a combined Audit and Risk Committee to oversee risk.
		However, the Committee does not comply to Recommendation 7.1 (i) and (ii).
		The Company will make necessary new appointments after the completion of the capital raising in order to meet this Recommendation and for the committee to effectively fulfil its role.

Recommendation 7.2 The Board or a committee of the Board should: • review the entity's risk management framework with management at least annually to satisfy itself that it continues to be sound, to determine whether there have been any changes in the material business risks the entity faces and to ensure that they remain within the risk appetite set by the Board; and • disclose in relation to each reporting period, whether such a review has taken place.	Yes	The risk management framework is established within the Audit and Risk Committee Charter. The Committee review the Company's risk profile and processes at least quarterly and report to the Board. The Company will disclose the number of reviews conducted in its annual report. .
Recommendation 7.3 A listed entity should disclose: • if it has an internal audit function, how the function is structured and what role it performs; or • 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 risk management and internal control processes.	Yes	The Company does not have an internal audit function due to the Company's limited number of employees and relative nature and scale of its operations, and the costs of having an internal audit function. Adequate risk management policies and internal control processes are in place. 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.
Recommendation 7.4 A listed entity should disclose whether, it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.	Yes	The entity does not have material exposure in these areas, other than as disclosed in the key risks section of this Prospectus. The Company will review risks applicable to its operations in accordance with its risk management policies.

Principles and Recommendations	Comply	Explanation
Principle 8: Remunerate fairly and responsibly		

Recommendation 8.1
 	
The Board of a listed entity should:
 	
• have a remuneration committee which:
  ◦ has at least three members, a majority of whom are independent directors; and
  ◦ is chaired by an independent director,
and disclose:
  ◦ the charter of the committee;
  ◦ the members of the committee; and
  ◦ 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
• 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.
	Partially	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 nonexecutive Directors.
		
		However, the Committee currently does not comply to Recommendation 8.1 (i) and (ii).
		
		The Company will make necessary new appointments after the completion of the capital raising in order to meet this Recommendation and for the committee to effectively fulfil its role.

Recommendation 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 ensure that the different roles and responsibilities of Non-Executive Directors compared to executive directors and other senior executives are reflected in the level and composition of their remuneration.	Yes	The remuneration polices are set out in the Board Charter and the remuneration report of the Company's annual report disclose the Company's policies and practices regarding the remuneration of executive, non-executive and senior management.
Recommendation 8.3 A listed entity which has an equity-based remuneration scheme should: • 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 • disclose that policy or a summary of it.	Yes	In accordance with the Company's share 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.

8. DETAILS OF THE OFFER

8.1 The Offer

This Prospectus invites investors to apply for 30,000,000 New Shares at an issue price of $0.20 per New Share to raise $6,000,000 before costs of the Offer. The Offer of New Shares to investors under this Prospectus consists of:

- the Broker Offer to retail investors who received a firm allocation of New Shares from their broker and who are eligible to participate in the Offer; and
- a General Offer that is available to all eligible investors.

Details of how to apply for New Shares under the Offer are set out in Section 9.1.

8.2 Terms of Securities Offered

All New Shares issued pursuant to this Prospectus will be issued as fully paid ordinary shares and will rank equally in all respects with the ordinary shares already on issue. The rights attaching to the shares are contained in the Company's constitution and summarised in Section 10.3 of this Prospectus.

8.3 Purpose of this Prospectus and the Offer

The funds raised by the Company under this Offer are intended to be used as set out in the table in Section 8.4 to provide funding for the Company's business objectives, specifically:

(a) undertaking the proposed Company-sponsored Phase 1a/1b clinical study, and, based on the outcome from that study, potentially to proceed directly into Phase 2a clinical study, as set out in Section 2.6 of this Prospectus;

(b) undertaking the R&D program intended to deliver additional drug candidates to the Company's clinical development pipeline, as set out in Section 2.7 of this Prospectus.

Funds also will be used to pay administrative expenses and costs of the Offer.

Funds raised under this Offer not allocated to the clinical study, R&D program, administration and to pay costs of the Offer are anticipated to be used to meet unforeseen expenditure and for working capital purposes.

8.4 Use of Proceeds

The Company's intended use of funds raised by the Offer and expenditure of funds held at 31 March 2016 on its business objectives are set out in the table below.

		Year 1 (000s)	Year 2 (000s)	Total (000s)
Source of Funds	Capital raising	6,000	-	6,000
	Cash at 31 March 2016	488	3,278	488
	Total funds available	**6,488**	**3,278**	**6,488**
Use of Funds	Clinical Study	1,556	941	2,497
	R&D Program	341	212	553
	Costs of the Offer	518	-	518
	Administration	795	523	1,318
	Working capital	3,278	1,602	1,602
	Total funds allocated	**6,488**	**3,278**	**6,488**

Details of the proposed Clinical Study are set out in Section 2.6, and details of the proposed R&D Program are set out in Section 2.7.

Funds as at 31 March 2016 shown in the above table are the amount of cash at bank at that date shown in the pro forma balance sheet in Section 4.1. Expenditure of approximately $205,000 from those funds between 31 March 2016 and the date of this Prospectus is included in the Use of Funds in the above table. Estimated future expenditure included in the table above is based on the Company's budget.

The Directors believe that following completion of the Offer the Company will have enough working capital to carry out its stated objectives.

As noted in Section 3.2 of this Prospectus, the future capital requirements of the Company depend on numerous factors and the Company may require further financing in addition to amounts raised under the Offer. Any additional equity financing will dilute shareholdings. Debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations.

8.5 Capital Structure

As at the date of this Prospectus, the Company has 45,171,429 Shares on issue. The expected capital structure of the Company immediately following completion of the Offer is summarised below:

Total shares on issue upon completion of the Offer	
Existing NOX Shares	45,171,429 (60.1%)
Offer	30,000,000 (39.9%)
Total Shares	**75,171,429** **(100%)**

If the performance share milestone set out below is achieved, assuming no shares have been issued or transferred and no options have been exercised, shares held by existing shareholders would represent 64.8% of the issued shares of the Company and shares issued under the Offer would represent 35.2%.

The tables below set out the existing options and performance shares the Company has on issue.

Existing Options		
Number	**Exercise Price**	**Expiry Date**
22,585,716	$0.30	28 February 2021

Existing Performance Shares	
Number	**Milestone**
10,000,000	The Company obtaining a market capitalisation of $50,000,000 by 28 February 2021

8.6 Minimum and Maximum Subscription

The minimum subscription amount for the Offer is $6,000,000 which is also the maximum. No New Shares will be issued pursuant to the Offer made under this Prospectus unless the minimum subscription is reached. Should the minimum subscription not be reached, all application monies will be dealt with in accordance with the Corporations Act.

8.7 Withdrawal

The Company reserves the right to withdraw the Offer at any time prior to the allotment of Shares. If the Offer does not proceed, the Application money will be refunded. No interest is paid on any Application Money refunded as a result of the withdrawal of the Offer.

9. HOW TO APPLY FOR NEW SHARES

9.1 Applying under the Offer

Applications for New Shares under the Offer must be made either:

- Pursuant to the Broker Offer if you have received a firm allocation of New Shares from your broker and you are eligible to participate in the Offer.
- In respect of the General Offer, by returning an application form attached to or accompanying this Prospectus to the Company's Share Registry together with payment of the application amount prior to the close of the Offer.

Further details in respect of each method of applying for New Shares under the Offer are set out below.

Applications for New Shares under the Offer must be for a minimum of 10,000 New Shares ($2,000) and thereafter in multiples of 2,500 New Shares ($500). Payment for New Shares must be made in full at the issue price of $0.20 per Share:

- When applying for New Shares under the General Offer; or
- In accordance with your broker's instructions in the case of the Broker Offer.

The allocation of New Shares between the Broker Offer and General Offer will be determined by the Company at its discretion in consultation with the Lead Manager.

(a) Broker Offer

If you have received a firm allocation of New Shares from your broker, you will be treated as a Broker Offer applicant in respect of that allocation if you apply using a personalised Broker Offer application form.

You should contact your broker to determine whether you can receive an allocation of New Shares from them under the Broker Offer.

If you have received an allocation of New Shares from your broker under the Broker Offer and wish to apply for those New Shares, you should contact your broker for information about how to submit your Broker Offer application form and for payment instructions.

Applicants under the Broker Offer must lodge their personalised Broker Offer application form and application monies with the relevant broker in accordance with the relevant broker's directions in order to receive their firm allocation.

If you are an investor applying under the Broker Offer, you should complete and lodge your Broker Offer application form with the broker from whom you received your firm allocation. Broker Offer application forms must be completed in accordance with the instructions given to you by your broker and the instructions set out on the Broker Offer application form.

Applicants under the Broker Offer must not send their Broker Offer application forms or payment to the Share Registry.

The Company, the Lead Manager and the Share Registry take no responsibility for any acts or omissions committed by your broker in connection with your application.

The Company in consultation with the Lead Manager reserve the right to reject any application which is submitted by a person who they believe is ineligible to participate in the Broker Offer.

Payment methods

Applicants under the Broker Offer must pay the application amount for the New Shares applied for under the Broker Offer to their broker in accordance with instructions provided by their broker.

Allocation policy under the Broker Offer

New Shares that have been allocated to brokers for allocation to their Australian resident clients will be issued to the applicants nominated by those brokers. It will be a matter for each broker as to how they allocate firm New Shares among their clients, and they (and not the Company or the Lead Manager) will be responsible for ensuring that retail clients who have received a firm allocation from them receive the relevant New Shares.

(b) General Offer

Applications under the Offer (other than applications made under the Broker Offer) may be made, and will only be accepted, in one of the following forms:

- On the General Offer application form attached to or accompanying this Prospectus; or
- On a paper copy of the relevant electronic General Offer application form which accompanied an electronic version of this Prospectus, which can be found at and downloaded from the Company website (www.noxopharm.com/prospectus).

Instructions for completing and lodging the General Offer application form and paying the application amount are set out in the General Offer application form. Unless you have made arrangements with your broker or the Lead Manager, the completed General Offer application form and payment should be sent to:

Noxopharm Limited
C/ - Automic Registry Services Pty Ltd
PO Box 2226
STRAWBERRY HILLS NSW 2012

For hand delivered applications (please do not use this address for mailing purposes), deliver to:

Noxopharm Ltd IPO
C/- Automic Registry Services
Suite 310, Level 3, 50 Holt Street
SURRY HILLS NSW 2010

Payments are to be made in Australian currency by a cheque drawn on an Australian branch of an Australian bank. Do not send cash. Applications under the General Offer can only be made by BPAY or electronic funds transfer (EFT) by prior arrangement in accordance with the instructions in the General Offer application form. Allow time for requests to be received and responded to, and for transfers or payments to be processed.

Acceptance of the Offer generally

It is your responsibility to ensure that application and acceptance forms and payment are mailed in time to allow for delivery before the Closing Date. It is also your responsibility to ensure sufficient funds are available upon presentation of cheques. If returning your acceptance or application to your broker please allow sufficient time for your broker to receive and process your acceptance, application or bid.

The Company, the Lead Manager and the Share Registry take no responsibility for lost or delayed mail, or misprocessed acceptances and payments, or errors or delays by brokers. The Company, in consultation with the Lead Manager may, but is not obliged to, accept late applications and acceptances.

To the extent permitted by law, an acceptance or application under the Offer is irrevocable. If the amount received as application amount is less than the amount payable for the New Shares accepted or applied for, the Company may (but is not obliged to) treat the acceptance or application as being for the number of New Shares represented by the amount received and issue fewer New Shares than were applied for. The Company, in consultation with the Lead Manager, may correct or fill in any application or acceptance form and/or treat as valid and give effect to an application or acceptance form notwithstanding any error or that any information is incomplete.

The Company, in consultation with the Lead Manager, may reject or not accept an application in part or in whole or to allocate fewer New Shares than applied for. If acceptances and applications in excess of $6 million are received, the Board reserves the right not to accept (in whole or in part) or to scale back applications at its discretion in consultation with the Lead Manager. If an application is rejected or not accepted in whole or in part or is scaled back, the relevant amount will be refunded to the applicant as soon as practicable after completion of the Offer without interest.

9.2 ASX Listing and Restriction (Escrow) of existing securities

An application was made to ASX within seven days after the date of the initial prospectus (dated 6 June 2016, replaced by this Prospectus) for the Company to be admitted to ASX, and for official quotation of the Shares. Official quotation of Shares, if granted, commences as soon as practicable after the issue of the initial holding statements to successful Applicants.

It is expected that trading of the Shares on ASX will commence on or about 2 August 2016.

If the Shares are not admitted to Official Quotation by ASX before the expiration of three months after the date of issue of this Prospectus, or such period as varied by ASIC, the Company will not issue any New Shares and will repay all application monies for the New Shares within the time prescribed under the Corporations Act, without interest.

No restriction (escrow) will apply to New Shares issued under the Offer.

ASX will impose restriction (escrow) obligations on some or all of the Company's existing Shares, performance shares and options. Existing Shares, performance shares and options upon which restriction (escrow) obligations are imposed by ASX may not be quoted and cannot be traded or transferred until the escrow period ends.

Based on ASX listing rule and policy requirements and guidance, the time since the existing Shares were issued, and the categorisation of recipients of existing Shares as being related or not related to the Company, it is anticipated that approximately 92.1% of existing Shares (approximately 55.4% after the completion of the Offer) are likely to be restricted. Existing options are likely to be restricted in the same proportion as existing Shares.

Restriction periods are likely to be 2 years from listing for existing Shares and options directly or indirectly held by Director's and their associated entities, related parties and others classified by ASX as promoters or advisors (about 47.5% after the completion of the Offer, on the above basis), and for 1 year from issue for other holders (about 1% ending in about November 2016, about 1.2% ending in about January 2017 and about 6% ending in about April 2017, in each case calculated on an after the completion of the Offer basis).

The terms of performance shares include that they are non-transferrable. Performance shares, and Shares resulting from conversion of performance shares if the milestone is achieved, are likely to be fully restricted. The applicable periods would be 2 years from listing for approximately 9.4 million performance shares directly or indirectly held by Directors and their associated entities, related parties and others classified by ASX as promoters or advisors, and 1 year from issue (until about March 2017) for approximately 0.6 million performance shares held by other holders.

The Company is not presently aware of what, if any, restriction obligations will be imposed on existing Shares, performance shares and options, and will not know the extent of restriction obligations until determined by ASX. The above is based on ASX listing rule and policy requirements and guidance, the time since the existing Shares were issued, and the categorisation of recipients of existing Shares as being related or not related to the Company. There is no certainty that ASX will necessarily impose restriction obligations on existing Shares, performance share or options as described above, and greater or lesser restriction obligations, or different periods of restriction, may apply. Details of restriction obligations will be announced to ASX as part of pre-listing disclosure.

9.3 Issue

Subject to the conditions to the Offer not being withdrawn, allotment of the New Shares offered under this Prospectus will take place as soon as practicable after the Closing Date. The Company reserves the right not to proceed with all or part of the Offer at any time before the issue of New Shares to applicants. If the Offer does not proceed, all application amounts will be refunded to the applicants without interest.

9.4 Not underwritten

The Offer is not underwritten.

9.5 Commissions payable

The Company will pay an aggregate fee to the Lead Manager of 6% (plus GST) of the amount raised by the Lead Manager and a further 1% (plus GST) of the total raised by the Company under this Prospectus. A summary of the terms of the Lead Manager's engagement is set out in Section 10.1 of this Prospectus.

No brokerage, commission or stamp duty is payable by applicants.

9.6 CHESS

Prior to listing, the Company will apply to participate in the ASX's Clearing House Electronic Sub-register System (**CHESS**) and will comply with the ASX Listing Rules and ASX Settlement Operating Rules. CHESS is an electronic transfer and settlement system for transactions in securities quoted on the ASX under which transfers are effected in electronic form.

Electronic sub-registers mean that the Company will not be issuing certificates to investors. Instead, investors will be provided with holding statements (similar to a bank account statement) that set out the number of New Shares issued to them under this Prospectus. The holding statements will also advise holders of their Holder Identification Number (if the holder is broker sponsored) or Security Holder Reference Number (if the holder is issuer sponsored) and explain, for future reference, the sale and purchase procedures under CHESS and issuer sponsorship.

Electronic sub-registers also mean ownership of shares or options can be transferred without having to rely upon paper documentation. Further, monthly statements will be provided to holders if there have been any changes in their security holding in the Company during the preceding month. Security holders may request a holding statement at any other time, however a charge may be made for such additional statements.

9.7 Taxation considerations

The taxation consequences of an investment in the Company depend upon the investor's particular circumstances. Investors should make their own enquiries about the taxation consequences in investment in the Company. If you are in doubt as to the course you should follow, you should consult your accountant, stockbroker, lawyer or other professional adviser.

9.8 Foreign selling restrictions

This Prospectus does not, and is not intended to, constitute an offer in any place or jurisdiction, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any of these restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities law.

No action has been taken to register or qualify the New Shares or otherwise permit a public offering of the New Shares the subject of this Prospectus in any jurisdiction outside Australia. Applicants who are resident in countries other than Australia should consult their professional advisors as to whether any governmental or other consents are required or whether any other formalities need to be considered and followed.

If you are outside Australia it is your responsibility to obtain all necessary approvals for the Company to allot and issue the New Shares to you pursuant to this Prospectus. The return of a completed application or acceptance form will be taken by the Company to constitute a representation and warranty by you that you are a person whom the Company's securities can be offered and issued lawfully, that all relevant laws have been complied with and that all relevant approvals have been obtained.

This Prospectus has not been registered, filed with or approved by any New Zealand regulatory authority under or in accordance with the Securities Act 1978 (New Zealand). The New Shares are not being offered or sold in New Zealand, or allotted with a view to being offered for sale in New Zealand, and no person in New Zealand may accept a placement of New Shares unless otherwise permitted by law.

10. ADDITIONAL INFORMATION

10.1 Material Contracts

Set out below is a summary of the material contracts entered into by the Company:

(a) Employment agreement with Graham Kelly

Graham Kelly is engaged by the Company as its full-time Managing Director pursuant to a written executive services agreement entered into on 10 May 2016. Under the terms of his engagement as Managing Director, Graham is to provide executive services that promote the fulfilment of the Company's business objectives.

Graham receives an annual salary of $280,000 plus statutory superannuation. This salary is to be reviewed annually by the Company. The terms of Graham's revised package (if any) may include equity issues.

The Company will also pay Graham bonus remuneration into a complying superannuation fund where certain milestones are met. Graham will receive, after deduction of applicable tax, $35,000 bonus remuneration where the Company announces to ASX enrolment of the first patient in the first clinical trial and a further $35,000 where the Company announces to ASX enrolment of the first patient in a second clinical trial. The bonus remuneration is only payable if the milestones are completed within the first 12 months after listing.

Graham receives various entitlements arising under the Fair Work Act 2009 (Cth) including annual leave, sick/carers leave and paid compassionate leave. Graham is also entitled to have all approved expenses incurred in the proper performance of his duties as Managing Director reimbursed, subject to the production of receipts and observance of the policies and procedures adopted by the Company from time to time (including any limit or amount above which consent of the Company will be required).

The Company may terminate Graham's employment without cause upon payment to him of 12 months remuneration, or if that amount exceeds the maximum amount permitted under the Corporations Act or the ASX Listing Rules, the maximum amount permissible under those laws or rules. Graham may terminate his employment with the Company upon provision of three (3) months written notice to the Company.

The Company may immediately terminate Graham's employment for cause including where Graham is prohibited from acting as a Director, recording of a conviction for a criminal offence involving fraud or dishonesty and where Graham is declared bankrupt. Graham must not undertake work that detracts from completion of his duties as Managing Director, other than as expressly set out in his employment agreement or with the prior written consent of the Board. Graham may hold one (1) external non-executive directorship provided it is not with a competitor, creates a conflict of interest or detracts from performance of his duties as Managing Director.

Graham is bound by provisions which relate to confidentiality and ownership of information contained within the executive services agreement which acknowledges that all confidential information generated during the term of his employment is the property of the Company, that all confidential information will be returned by him upon termination of the executive services agreement and that Graham remains bound by the confidentiality provisions in the event of termination of the executive services agreement.

Graham is bound by a non-competition clause where he is prohibited from interfering in contractual relationships between the Company and third parties, inducing or attempting to induce employees of the Company to terminate their employment or soliciting or seeking to persuade parties that do business with the Company to cease doing, or reduce, business they do with the Company. The non-competition clause applies for a period of one (1) year following termination of the executive services agreement.

(b) Non-executive Directors Engagements

Peter Marks and Ian Dixon have been engaged as non-executive directors of the Company. Peter and Ian receive annual remuneration of $90,000 and $70,000 respectively. They will further be reimbursed for reasonable out-of-pocket expenses incurred in their capacity as non-executive directors of the Company. Each of Peter and Ian may resign upon providing written notice to the Board and are otherwise subject to conditions typical for appointments of this kind, including provisions that acknowledge and confirm director's duties they owe the Company, required disclosure of matters affecting independence and obligations regarding confidential information.

(c) APP Securities Mandate Agreement

On 16 April 2016 the Company engaged APP Securities Pty Ltd ("**APP Securities**") to act as Lead Manager to the Offer pursuant to the terms of an Initial Public Offering Mandate ("**Mandate**"). The Mandate remains in effect until terminated by either APP Securities or the Company.

In its capacity as Lead Manager, APP Securities will provide various services which include management services aimed at promoting the Company to potential investors, assisting in undertaking, arranging, advising on the structure of and managing capital raisings, advising and assisting on the content and structure of any disclosure document and the allocation of securities and related administrative tasks.

In consideration of the provision of the services outlined above, the Company has agreed to pay APP Securities a monthly retainer fee of $5,000 (plus GST), payable monthly in arrears upon receipt by the Company of an invoice from APP Securities.

The Company has further agreed to pay APP Securities capital raising fees of 6% (plus GST) of the funds raised by APP Securities as Lead Manager and a further 1% (plus GST) of the remaining funds raised from other sources. The Company must also reimburse APP Securities for out of pocket expenditure incurred in connection with its engagement as Lead Manager, with any expense exceeding $5,000 requiring the prior written approval of the Company.

Either party may terminate the Mandate without cause upon seven (7) days written notice being provided to the other party. Where the Company considers terminating the Mandate as a result of dissatisfaction with the performance of APP Securities, the Company must first provide APP Securities reasonable notice and the opportunity to rectify, to the Company's satisfaction, the quality of service.

The Company provides various representations and warranties under the Mandate, including there being no active litigation against or affecting the Company, that the Company is in full compliance with all filings and disclosures under all laws and all information provided and a warranty that statements made by the Company to APP Securities in connection with the Offer are true, complete and accurate in all material respects and not misleading or deceptive whether by omission or otherwise.

The Mandate otherwise contains terms consistent with similar arrangements, including clauses relating to confidentiality, the retention of intellectual property in all works provided by APP Securities, the provision of information from the Company to APP Securities to enable the conduct of its role as Lead Manager of the Offer and a limitation of liability and indemnity in favour of App Securities.

10.2 Litigation

As at the date of this Prospectus the Company is not engaged in any litigation. Furthermore, the Directors are not aware of any legal proceedings pending or threatened against the Company.

10.3 Rights and liabilities attaching to New Shares under the Offer

The New Shares offered under this Prospectus will be fully paid Ordinary Shares in the issued capital of the Company and will, upon issue, rank equally with all other New Shares then on issue.

The rights and liabilities attaching to New 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 New 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 New 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 (www.noxopharm.com/constitution)

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.

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:

- 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
- 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).

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.

Shareholder liability

As the New Shares offered this Prospectus are fully paid shares, they are not subject to any calls for money by the Company and will therefore not become liable for forfeiture.

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.

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.

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.

10.4 Terms of Existing Performance Shares

The following are the terms of the Company's 10 million existing performance shares (being "Class A" Performance Shares). The performance shares will not be listed.

The Applicable Milestone for the existing performance shares is the Company attaining a market capitalisation of $50,000,000 (see paragraph (m), below). The existing performance shares lapse on 28 February 2021 if the milestone is not achieved by that date (see paragraph (o), below). The milestone and lapse date are part of the terms of issue of the existing performance shares.

(a) (Performance Shares): A Performance Share is a share in the capital of the Company.

(b) (General Meetings): A Performance Share shall confer on the holder (Holder) the right to receive notices of general meetings and financial reports and accounts of the Company that are circulated to the Company's shareholders. The Holder of a Performance Share has the right to attend general meetings of the Company's shareholders.

(c) (No Voting Rights): A Performance Share does not entitle the Holder to vote on any resolutions proposed at a general meeting of the Company's shareholders, subject to any voting rights under the Corporations Act 2001 (Cth) or the ASX Listing Rules (if the Company is listed on ASX at the relevant time) where such rights cannot be excluded by these terms.

(d) (No Dividend Rights): A Performance Share does not entitle the Holder to any dividends.

(e) (Rights on Winding Up): Upon winding up of the Company, a Performance Share may not participate in the surplus profits or assets of the Company.

(f) (Not Transferable): A Performance Share is not transferable.

(g) (Issues and Reorganisation of Capital): In the event that the issued capital of the Company is reconstructed, and the Company is listed on ASX at the relevant time, all rights of a Holder will be changed to the extent necessary to comply with the ASX Listing Rules at the time of reorganisation provided that, subject to compliance with the ASX Listing Rules, following such reorganisation the economic and other rights of the Holders are not diminished or terminated.

(h) (Application to ASX): This clause applies on and from the date the Company becomes listed on ASX. The Performance Shares will not be quoted on ASX. Upon conversion of a Performance Share in an ordinary share in the Company (Share) in accordance with these terms, the Company must within seven (7) days from the date of conversion, apply for and use best endeavours to obtain official quotation on ASX of the Shares arising from conversion.

(i) (Participation in Entitlement and Bonus Issues): Subject always to the rights under item (g), holders of Performance Shares will not be entitled to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.

(j) (Amendment required by ASX): This clause applies on and from the date the Company becomes listed on ASX. The terms of the Performance Shares may be amended as necessary by the Company's Board in order to comply with the ASX Listing Rules, or any direction of ASX regarding the terms provided that, subject to compliance with the ASX listing rules, following such amendment, the economic and other rights of the Holder are not diminished or terminated.

(k) (No Other Rights): A Performance Share gives the Holder no rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.

(l) (Issue of further Performance Shares): The Company may issue further Performance Shares that rank equally with any existing Performance Shares the Company has on issue.

(m) (Conversion): Subject to paragraph (p) below, a Performance Share will convert into one fully paid ordinary share in the Company (a Share) upon the achievement of the milestone applicable to that Performance Share (the Applicable Milestone). The Applicable Milestone for a performance Share will be specified in the terms of issue of or invitation to apply for the Performance Share.

(n) (Conversion Procedure): In the event the Milestone is satisfied, all of the Performance Shares held by a Holder will convert into an equal number of Shares.

(o) (Lapse): If the Applicable Milestone for a Performance Share is not achieved within the time or by the event specified for and as part of the Applicable Milestone, all Performance Shares for which that milestone is the Applicable Milestone will lapse and be deemed to have been cancelled without payment or other compensation to the Holder.

(p) (After conversion): The Shares into which the Performance Shares will convert will rank pari passu in all respects with existing Shares and, if the Company is listed on ASX, an application will be made by the Company to ASX for official quotation of the Shares issued upon Conversion.

(q) (Compliance with Law): The conversion of Performance Shares is subject to compliance at all times with the Corporations Act and the Listing Rules of ASX (if the Company is listed on ASX at the relevant time).

10.5 Terms of Existing Options

The following are the terms of the Company's 22,585,716 existing options. The options will not be listed.

- Each option (an Option) entitles the holder to acquire one ordinary fully paid share in the capital of the Company.
- The exercise price is 30 cents ($0.30) per Option.
- The Options will expire on 28 February 2021 (the Expiry Date). The Options can be exercised by completing an option exercise form and delivering it together with the payment for the number of shares in respect of which the options are exercised to the registered office of the Company. Any option that has not been exercised prior to the Expiry Date automatically lapses. Holders shall not be entitled to exercise their options (and the Company will not be required to issue shares upon such exercise) if it would be unlawful to do so.
- The exercise price is payable in full on exercise.
- Subject to the Corporations Act, the ASX Listing Rules (if the Company is listed on ASX at the relevant time), and the Constitution of the Company, and unless otherwise specified at the time of issue options are freely transferable. All shares issued upon exercise of options will rank pari passu in all respects with, and will have the same terms as, the Company's then issued ordinary fully paid shares. If the Company is listed on ASX at the time, the Company will apply for official quotation by ASX of all shares issued upon exercise of options, subject to any restriction obligations imposed by ASX.
- The options will not give any right to participate in dividends until shares are issued pursuant to the exercise of the relevant options. There are no participation rights or entitlements inherent in the options. Option holders are not entitled to participate in new issues of securities offered to shareholders without first exercising the options. If the Company is listed on ASX at the time, subject to any waiver granted by ASX, the Company will send notices to option holders at least five (5) business days prior to the record date applying to offers of securities made to shareholders during the currency of the options.
- In the event of any reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company prior to the Expiry Date, the number of options or the exercise price of the options or both shall be reconstructed in accordance with the ASX Listing Rules applying to a reorganisation of capital at the time of the reconstruction.
- Shares issued upon the exercise of Options will be fully paid ordinary Shares and will have the same voting and other rights as the existing Shares of the Company.

10.6 Top 12 Existing Shareholders

The top 12 shareholders of Noxopharm are set out in the table below. The table also sets out the percentage of the issued shares of the Company that will be held at completion of the Offer, and percentage that would be held if the performance share milestone are achieved assuming no options are exercised and no other shares are issued before the milestone were to be achieved. The table assumes the shareholder does not apply for and receive shares under the Offer.

Existing shareholder	Number of shares	%	Number of performance shares	% if performance shares convert	Number of options
Milligene Pty Ltd ^	24,150,000	32.1%	6,320,352	35.8%	12,075,000
DRH Superannuation Pty Ltd	5,446,429	7.2%	1,424,808	8.1%	1,424,808
Anglo Menda Pty Ltd	5,089,286	6.8%	1,331,378	7.5%	1,331,378
Suburban Holdings Pty Ltd	1,857,143	2.5%	-	2.2%	928,571
Helium Management Pty Ltd^^	1,400,000	1.9%	366,246	2.1%	700,000
Rah (Stc) Pty Ltd	1,370,000	1.8%	-	1.6%	685,000
John Thom	1,065,000	1.4%	278,608	1.6%	532,500
J.P. Morgan Nominees Australia Ltd	800,000	1.1%	-	0.9%	400,000
Aquagolf Pty Ltd	715,000	1.0%	187,047	1.1%	357,500
Lampam Pty Ltd ^^^	400,000	0.5%	-	0.5%	200,000
Mr Jason Peterson & Mrs Lisa Peterson	400,000	0.5%	-	0.5%	200,000
Robert Birch and Lesley Birch	350,000	0.5%	91,561	0.5%	175,000
Sub-total Top 12	**43,042,858**	**57.3%**	**10,000,000**	**62.4%**	**19,009,757**
Other existing shareholders	2,128,571	2.8%	-	2.5%	3,575,959
Total all existing shareholders	**45,171,429**	**60.1%**	**10,000,000**	**64.9%**	**22,585,716**

^ An associate of a director, Dr Graham Kelly.
^^ An associate of a director, Dr Ian Dixon.
^^^ An associate of a director, Mr Peter Marks.

The terms of the performance shares (including the milestone for conversion) are set out in Section 10.4. The terms of the options are set out in Section 10.5.

10.7 Consents

Other than as set out below, each of the parties referred to in this Section:

- Do not make, or purport to make, any statement in this Prospectus, nor is any statement in this Prospectus based on any statement by the relevant party;
- To the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of the party; and
- Did not authorise or cause the issue of all or any part of this Prospectus.

APP Securities Pty Ltd has given its written consent to being named as Lead Manager to the Offer in this Prospectus in the form and context in which it is named. APP Securities Pty Ltd has not withdrawn its consent prior to lodgement of this Prospectus with ASIC.

Quinert Rodda and Associates Pty Ltd has given its written consent to being named as legal advisor of the Company in this Prospectus in the form and context in which it is named. Quinert Rodda and Associates Pty Ltd has not withdrawn its consent prior to lodgement of this Prospectus with ASIC.

Automic Registry Services Pty Ltd has given and, as at the date hereof, has not withdrawn, its written consent to be named as Share Registrar in this Prospectus in the form and context in which it is named. Automic Registry Services Pty Ltd has not withdrawn its consent prior to lodgement of this Prospectus with ASIC.

William Buck Audit (Vic) Pty Ltd has given and, as at the date hereof, has not withdrawn, its written consent to be named as auditor and investigating accountant in this Prospectus in the form and context in which it is named and to the inclusion of the Investigating Accountant's Report in Section 5 of this Prospectus and its Independent Auditor's Review Report in the financial report incorporated in the Prospectus by reference as described in Section 4.3, in the form and context in which the information and reports are included. William Buck Audit (Vic) Pty Ltd has not withdrawn its consent prior to lodgement of this Prospectus with ASIC.

10.8 Cost of the Offer

The total expenses of the Offers (excluding GST) are estimated to be approximately $517,500. A detailed breakdown of the costs of the Offer is set out below.

Item of expenditure	$
ASX listing fee	45,000
Legal fees	105,000
Company Secretary fees	20,000
Audit fees	10,000
Share Registry costs	2,500
Investor relations costs	5,000
Broker placement fee	310,000
Prospectus design	15,000
Printing and mail out costs	5,000
Total	**517,500**

10.9 Continuous disclosure obligations

The Company, upon listing, will be a "disclosing entity" (as defined in Section 111AC of the Corporations Act) and, as such, will be subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company will be required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Company's shares

10.10 Governing law

The Offer and the contracts formed on return of an application or acceptance form are governed by the laws applicable in Victoria, Australia. Each person who applies for New Shares pursuant to this Prospectus submits to the non-exclusive jurisdiction of the courts of Victoria, Australia, and the relevant appellate courts.

10.11 Directors' Authorisation

This Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with section 720 of the Corporations Act, each Director has consented, and as at the date of this Prospectus has not withdrawn his consent, to the lodgement of this Prospectus with ASIC.

11. TECHNICAL AND CORPORATE GLOSSARIES

11.1 TECHNICAL GLOSSARY

Abscopal	means pertaining to the effect on non-irradiated tissue resulting from irradiation of other tissues distant in the body
Acquired resistance	means the development of drug-resistance mechanisms in a cancer cell in response to repeated exposure to anti-cancer drugs.
Adaptive design	means a form of design of a clinical study where aspects of the study can be modified in response to clinical data generated in the study
Adjuvant therapy	means therapy that is given in association with standard therapy in order to achieve a greater clinical effect.
Akt pathway (also PI3K-Akt pathway)	means a signal transduction pathway that promotes survival and growth in response to extracellular signals.
Anti-proliferative	means inhibition of cell division by a drug.
Bystander effect	means pertaining to the effect on non-irradiated tissue resulting from irradiation of neighbouring tissues in the body
Cancer	means uncontrolled and unregulated growth of abnormal cells.
Cancer remission	means no evidence of cancer remaining following therapy.
Chemotherapy	means a treatment of disease by the use of chemical drugs, typically meaning the use of cytotoxic drug therapy to treat cancer.
Carboplatin	means a cytotoxic drug commonly used to treat a wide range of cancers including ovarian, lung, head and neck, oesophageal, breast, cervical, bladder and brain cancers.
Clinical response	means a therapeutic outcome. In the case of cancer this could be cessation of tumour growth (stabilised disease), shrinkage of tumour size and numbers (partial response), or no evidence of tumours (complete response)
Clinical trial (or clinical study)	means a trial of an experimental drug in humans.
Cytotoxic	means drug therapy that kills cancer cells through the induction chemotherapy of lethal damage
Cytotoxicity	means cell death following exposure of cytotoxic drugs.
Detoxification	means modification by the body of the structure of a foreign chemical in order to render such chemical less toxic or more easily eliminated from the body
ENOX1	is a Constitutive (normal) ECTO-NADH oxidase type 1
ENOX2	is a Tumour-associated ECTO-NADH oxidase type 2
FDA	means The Food and Drug Administration agency in the US
Glucuronic acid	means a sugar that is attached to drugs by the body as part of Phase 2 metabolic processes in order to render them more water-soluble

Idronoxil	means a small molecule with an isoflavonoid chemical structure with anti-cancer properties.
IND	means Investigational New Drug. Status granted to an experimental drug by the FDA to enable clinical studies to be conducted in the US.
Inherent resistance (also called primary resistance)	means a level of resistance of a cancer cell to a particular drug when the cell has not been exposed previously to that or any other anti-cancer drugs.
IP	means Intellectual Property in the form of patents, proprietary know how etc.
Lipophilic	means a chemical that is soluble in fat and not in water.
Molecular target	means a specific target, usually a protein, present on a cell with which a particular drug interacts, usually resulting in that target having its function blocked.
NOX66	means novel formulation of idronoxil that exploits that compound's lipophilic nature.
Paclitaxel	means a cytotoxic anti-cancer drug based on a taxane structure approved to treat ovarian, breast, lung, pancreatic cancers.
Pharmacokinetics	means the movement of drugs within the body embracing their absorption, transport, metabolism, distribution and excretion.
Phase 1a study	means a clinical study where safety and pharmacokinetics are evaluated on a preliminary basis in order to confirm that both are within anticipated parameters. Typically, the test drug is administered in ascending dosages, with progression to a higher dosage being dependent on tolerance of the lower dosage.
Phase 1b study	means a clinical study where the primary outcome is determination of the maximum tolerable dosage.
Phase 2a study	means a clinical study where the primary outcome is confirmation of a clinical effect and safety of the test drug under normal therapeutic conditions.
Phase 1 metabolism	is typically conducted by enzymes within the liver, resulting in structural changes to the parent compound.
Phase 2 metabolism	is typically conducted by enzymes in the liver and gut mucosa, resulting in the addition of chemical groups intended to make the parent compound more water-soluble.
Phenolic	is a class of chemical compound comprising a hydroxyl group bonded to an aromatic hydrocarbon group.
Pre-clinical	means studies conducted in the laboratory and on animals to determine as much information as possible about an experimental drug's safety and efficacy prior to being administered to humans.
R&D	means Research and Development.
Side Effects	means the same as Toxicity
Standard therapies	means Treatments that are approved for clinical use and that are commonly used for that purpose.
Toxicity	means undesirable side-effects created by the damaging effects of a drug on non-target tissue.
Tumour	means a swelling of a part of the body, generally without inflammation, caused by an abnormal growth of tissue, whether benign or malignant.

11.2 CORPORATE GLOSSARY

ASIC	means the Australian Securities and Investments Commission.
ASX	means ASX Limited [ACN 008 624 691].
ASX Listing Rules	means the Listing Rules set out by ASX and as amended from time to time.
Board	means the Company's board of Directors from time to time.
Broker Offer	means the invitation to clients of Brokers who have received a firm allocation of Shares from their Broker as part of the Equity Offer.
Company	means Noxopharm Limited [ABN 50 608 966 123].
Closing Date	means 18 July 2016.
Corporations Act	means the Corporations Act 2001 (Cth), as amended from time to time.
Directors	means the directors of the Company, from time to time.
General Offer	means the invitation to eligible investors to apply for New Shares as part of the Equity Offer.
Lead Manager	means APP Securities Pty Ltd [AFSL 307 706].
New Shares	means a Share issued pursuant to this Prospectus.
Noxopharm	means Noxopharm Limited [ABN 50 608 966 123].
Offer	means the offer of 30,000,000 New Shares.
Offer Price	means the offer price of New Shares under the Equity Offer $0.20 per New Share.
Official List	means the official list of ASX.
Official Quotation	means official quotation by ASX in accordance with the ASX Listing Rules.
Prospectus	means this prospectus.
Section	means a section of this Prospectus.
Share	means an ordinary fully paid share in the issued capital of Noxopharm.
Share Registry	means Automic Registry Services Pty Ltd.
Shareholders	means the shareholders of the Company, from time to time.

12. CORPORATE DIRECTORY

Directors

Peter Marks (Non-Executive Chairman)
Graham Kelly (Managing Director)
Ian Dixon (Non-Executive Director)

Company Secretary

Mr Phillip Hains

Registered Office

Suite 1, Level 6, 50 Queen Street
Melbourne VIC 3000

Telephone: 03 8692 9000
Facsimile: 03 8692 9040

Company Contact Details

Telephone: 02 9144 2223
Facsimile: 02 9199 9600
Website: www.noxopharm.com

Postal address: PO Box 824
Turramurra, NSW 2074 Australia

Proposed ASX Code

NOX

Lead Manager to the Offer

APP Securities Pty Ltd
Level 41, 259 George Street
Sydney, New South Wales, 2000

Investigating Accountant

William Buck Audit (Vic) Pty Ltd
Level 20, 181 William Street
Melbourne, Victoria, 3000

Company's Legal Advisers in respect of the Offer

Quinert Rodda & Associates Pty Ltd
Level 6, 50 Queen Street
Melbourne, Victoria, 3000

Share Registry

Automic Registry Services Pty Ltd
Suite 310, Level 3, 50 Holt St
Surry Hills NSW 2010

Telephone: 02 9698 5414
Facsimile: 02 8583 3040

NOXOPHARM LIMITED

ABN 50 608 966 123

GENERAL OFFER APPLICATION FORM

PLEASE FOLLOW THE INSTRUCTIONS TO COMPLETE THIS APPLICATION FORM (SEE SECOND PAGE OF APPLICATION FORM) AND PRINT CLEARLY IN CAPITAL LETTERS USING BLACK OR BLUE PEN.

1 Number of Shares applied for

, ,

Application payment (multiply box 1 by $0.20 per share)

A$, , .

2 Applicant name(s) and postal address - refer to naming standards for correct form of registrable title(s)

Name of Applicant 1

Name of Applicant 2 or <Account Designation>

Name of Applicant 3 or <Account Designation>

Postal address

Number/Street

Suburb/Town

State

Postcode

Contact details

Please advise your contact details between 9:00am AEST and 5:00pm AEST should we need to speak to you about your application.

Telephone Number

( )

Contact Name (PRINT)

Email Address

3 CHESS Holders Only – Holder Identification Number (HIN)

X

Note: if the name and address details in sections 2 do not match exactly with your registration details held at CHESS, any Shares issued as a result of your Application will be held on the Issuer Sponsored subregister.

4 TFN/ABN/Exemption Code

Applicant 1

Applicant #2

Applicant #3

If NOT an individual TFN/ABN, please note the type in the box
C = Company; P = Partnership; T = Trust; S = Super Fund

5 Please insert Cheque details or, if paying by BPay/EFT, please contact the Registry

Cheques must be drawn on an Australian branch of a financial institutional in Australian currency, crossed 'Not Negotiable' and made payable to 'Noxopharm Ltd IPO' or your broker (if applicable)

Cheque Number

BSB

-

Account Number

By lodging thIs Application Form, the Applicant(s) agree(s) that this Application for Shares in Noxopharm Ltd is upon and subject to the terms of the Company's Replacement Prospectus dated 24 June 2016 and the Applicant(s), agrees to take any number of Shares that may be issued to the Applicant (s) pursuant to the Replacement Prospectus and to be bound by the Constitution of Noxopharm Ltd and declares that all details and statements made are complete and accurate. It is not necessary to sign the Application Form.

CORRECT FORMS OF REGISTRABLE TITLE

Note that ONLY legal entities can hold Shares. The application must be in the name of a natural person(s), companies or other legal entities acceptable by the Company. At least one full given name and surname is required for each natural person.

Type of Investor	Correct Form of Registration	Incorrect Form of Registration
Trusts	Mr John Richard Sample <Sample Family A/C>	John Sample Family Trust
Superannuation Funds	Mr John Sample & Mrs Anne Sample <Sample Family Super A/C>	John & Anne Superannuation Fund
Partnerships	Mr John Sample & Mr Richard Sample <Sample & Son A/C>	John Sample & Son
Clubs/Unincorporated Bodies	Mr John Sample < Food Help Club A/C>	Food Help Club
Deceased Estates	Mr John Sample <Estate Late Anne Sample A/C>	Anne Sample (Deceased)

INSTRUCTIONS FOR COMPLETION OF THIS APPLICATION FORM

This is an Application Form for Ordinary Fully Paid Shares ('Shares') in Noxopharm Limited (ABN 50 608 966 123) (Company), made under the terms of the General Offerset out in the Company's Replacement Prospectus dated 24 June 2016.

The Replacement Prospectus contains important information relevant to your decision to invest and you should read the entire Replacement Prospectus before applying for Shares. If you are in doubt as to how to deal with this Application Form, please contact your accountant, lawyer, stockbroker or other professional adviser. To meet the requirements of the Corporations Act, this Application Form must not be distributed unless included in, or accompanied by, the Replacement Prospectus.

1 Shares applied for

Enter the number of Shares you wish to apply. Your application must be for a minimum of 10,000 Shares (A$2,000). Applications for greater than 10,000 shares must be in multiples of 2,500 Shares (A$500). Enter the amount of the Application Monies. To calculate this amount, multiply the number of Shares applied for by the offer price which is A$0.20.

2 Applicant name(s) and postal address

Note that ONLY legal entities can hold Shares. The application must be in the name of a natural person(s), companies or other legal entities acceptable by the Company. At least one full given name and surname is required for each natural person. You should refer to the table for the correct forms of registrable title(s). Applicants using the wrong form of names may be rejected. Enter your postal address for all correspondence. Only one address can be recorded against a holding. With exception to annual reports, all communications to you from the Company will be mailed to the person(s) and address shown. Annual reports will be made available online when they are released. You can notify any change to your communication preferences by visiting the registry website – www.automic.com.au

Enter your contact details where we may reach you between the hours of 9:00am and 5:00pm should we need to speak to you about your application

3 CHESS Holders

If you are sponsored by a stockbroker or other participant and you wish to hold shares allotted to you under this Application on the CHESS subregister, enter your CHESS HIN. Otherwise leave the section blank and on allotment you will be sponsored by the Company and a "Securityholder Reference Number" (SRN) will be allocated to you.

4 TFN/ABN/Exemption

If you wish to have your Tax File Number, ABN or Exemption registered against your holding, please enter the details. Collection of TFN's is authorised by taxation laws but quotation is not compulsory and it will not affect your Application Form.

5 Payment Instructions

Unless received from their broker, Applicants under the Offer must lodge their Application Form and Application Monies with the Share Registry by 5.00pm (AEST) on the Closing Date.

To make payment via cheque: Cheques must be drawn on an Australian branch of a financial institutional in Australian currency, made payable to Noxopharm Ltd IPO and crossed 'Not Negotiable'.

To make payment by BPay or EFT: Please email your completed Application Form and payment method request to noxopharm@automic.com.au. The registry will then contact you with your unique payment reference number and will outline the procedure for making payment by BPay or EFT. Applicants should be aware of their financial institution's cut-off time. It is the Applicant's responsibility to ensure funds are submitted correctly by the Closing Date and time.

Applicants who received this Offer from their broker must return their Application Form and Application Monies back to their broker. Any cheque must be made payable to the broker.

LODGEMENT INSTRUCTIONS

There is no maximum value of Shares that may be applied for under the Offer. The Company may determine a person to be eligible to participate in the Offer.

The Offer opens at 9.00am (AEST) on 24 June 2016 and is expected to close at 5.00pm (AEST) on 18 July 2016. The Company and the Lead Manager may elect to extend the Offer or any part of it, may be closed at any earlier date and time, without further notice. Applicants are therefore encouraged to submit their Applications as early as possible.

Mail or deliver your completed Application Form with your cheque to the following address.

Mailing Address
Noxopharm Ltd IPO
C/- Automic Registry Services
PO Box 2226
STRAWBERRY HILLS NSW 2012

Hand Delivery (Please do not use this address for mailing purposes)
Noxopharm Ltd IPO
C/- Automic Registry Services
Suite 310, Level 3, 50 Holt Street
SURRY HILLS NSW 2010

Enquiries in respect of this Share Application Form should be addressed to the Company at +61 2 9144 2223 or email info@noxopharm.com
Share Application Forms must be received no later than 5.00pm AEST 18 July 2016

Privacy Clause: Automic Pty Ltd (ACN 152 260 814) trading as Automic Registry Services (Automic) advises that Chapter 2C of the Corporation Act 2001 requires information about you as a securityholder (including your name, address and details of the securities you hold) to be included in the public register of the entity in which you hold securities. Primarily, your personal information is used in order to provide a service to you. We may also disclose the information that is related to the primary purpose and it is reasonable for you to expect the information to be disclosed. You have a right to access your personal information, subject to certain exceptions allowed by law and we ask that you provide your request for access in writing (for security reasons). Our privacy policy is available on our website – www.automic.com.au