

2019 CORPORATE GOVERNANCE STATEMENT

This corporate governance statement sets out Noxopharm Limited (**Company**) current compliance with the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (**ASX Principles and Recommendations**). The ASX Principles and Recommendations are not mandatory. However, this corporate governance statement discloses the extent to which the Company has followed the ASX Principles and Recommendations. This corporate governance statement is current as at 26 September 2019 and has been approved by the board of the Company (**Board**).

ASX Principles and Recommendations	Comply (Yes/No)	Explanation
1. Lay solid foundations for management and oversight		
1.1. <i>A listed entity should disclose:</i> (a) <i>the respective roles and responsibilities of its board and management; and</i> (b) <i>those matters expressly reserved to the board and those delegated to management.</i>	Yes	<p>The Company has adopted a Corporate Governance Charter, which is available on the Company's website (www.noxopharm.com).</p> <p>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.</p>
1.2. <i>A listed entity should:</i> (a) <i>undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election as a director; and</i> (b) <i>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.</i>	Yes	Appropriate checks have been undertaken in respect of each Director and information will be provided to security holder at the time of election or re-election as appropriate.
1.3. <i>A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</i>	Yes	The Company has entered into written agreements with each director and senior executive.

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<p>1.4. <i>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.</i></p>	Yes	<p>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.</p>												
<p>1.5. <i>A listed entity should:</i></p> <p>(a) <i>have a diversity policy which includes requirements for the board or a relevant committee of 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;</i></p> <p>(b) <i>disclose that policy or a summary of it; and</i></p> <p>(c) <i>disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them, and either:</i></p> <p>(1) <i>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</i></p> <p>(2) <i>if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</i></p>	Partially	<p>The Company has adopted a diversity policy, a copy of which is available on the Company's website (www.noxopharm.com).</p> <p>The Board, in consultation with the Remuneration & Nomination Committee, will set measurable objectives for achieving diversity, in particular gender diversity, in accordance with this policy and the diversity targets set by the Board from time to time and will review the effectiveness and relevance of these measurable objectives on an annual basis. Measurable objectives have not yet been determined. The Company's diversity gender as at 30 June 2019 and 30 June 2018 is detailed below:</p> <table border="1" data-bbox="847 920 1466 1272"> <thead> <tr> <th>Level</th> <th>2019</th> <th>2018</th> </tr> </thead> <tbody> <tr> <td>Women on the Board</td> <td>0%</td> <td>0%</td> </tr> <tr> <td>Women in senior management roles</td> <td>44%</td> <td>13%</td> </tr> <tr> <td>Women employees in the Group (excluding senior management roles)</td> <td>62%</td> <td>87%</td> </tr> </tbody> </table> <p>It is noted that from 16 July 2019, Ms Niechoda has been appointed to the Board, delivering a 25% proportion of Women on the Board.</p>	Level	2019	2018	Women on the Board	0%	0%	Women in senior management roles	44%	13%	Women employees in the Group (excluding senior management roles)	62%	87%
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<p>1.6. <i>A listed entity should:</i></p> <p>(a) <i>have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</i></p> <p>(b) <i>disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</i></p>	Yes	<p>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.</p> <p>The Board reviews at least annually its overall performance, as well as the performance of its committees and individual directors.</p> <p>Performance reviews were conducted during the 2019 financial year.</p>												

ASX Principles and Recommendations	Comply (Yes/No)	Explanation
<p>1.7. <i>A listed entity should:</i></p> <p>(a) <i>have and disclose a process for periodically evaluating the performance of its senior executives; and</i></p> <p>(b) <i>disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</i></p>	Yes	<p>The Chairman, with assistance and inputs from the Remuneration and Nomination Committee, assesses the performance of senior executives at least annually.</p> <p>Performance reviews were conducted during the 2019 financial year.</p>
<p>2. Structure the board to add value</p>		
<p>2.1. <i>The board of a listed entity should:</i></p> <p>(a) <i>have a nomination committee which:</i></p> <p>(1) <i>has at least three members, a majority of whom are independent directors; and</i></p> <p>(2) <i>is chaired by an independent director,</i></p> <p><i>and disclose:</i></p> <p>(3) <i>the charter of the committee;</i></p> <p>(4) <i>the members of the committee; and</i></p> <p>(5) <i>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;</i></p> <p><i>or</i></p> <p>(b) <i>if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</i></p>	Partially	<p>A Remuneration and Nomination Committee has been established with its own Charter.</p> <p>The Committee comprises three members, being Ian Dixon (Char), Mr Marks and Dr Kelly. Mr Dixon was considered an Independent Director to 6 November 2017, and thereafter Non-Independent. Therefore, the Company does not comply with Recommendation 2.1 items (i) and (ii).</p> <p>The Board is intending to review its board composition over the next 12 months with the purpose of seeking to appoint another independent non-executive director.</p> <p>Copy of the Remuneration and Nomination Committee Charter is available from the company's website www.noxopharm.com.</p> <p>Details of Board committee meetings held and meeting attendance of each member is set out in the Directors Report.</p>
<p>2.2. <i>A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the Board currently has or is looking to achieve in its membership.</i></p>	Yes	<p>The Company's Corporate Governance Charter sets out the procedures for selecting and appointing Directors which includes a commitment to ensuring a balance of skill and experience necessary for the conduct of the Company's activities.</p> <p>The Board has developed a Board skills matrix, to simplify the process for identifying any 'gaps' in the Board's skills, expertise and experience. The Board achieved its assessed skills rating for all criteria, being for skills in Financial/Audit, Legal/Governance, Investor Relations, Risk Management and Compliance, Human Resources/Remuneration, IT/Technology, Marketing/Social Media, Strategic Planning, Government Affairs, Policy Development, Executive Management, International Experience, Listed Company Director Experience,</p>

ASX Principles and Recommendations	Comply (Yes/No)	Explanation
		<p>Finance Arrangement (Corporate Structure) Experience, Investment/M&A/Business Disposal/Capital Raising Experience, People Management, Biotech Experience, Clinical Trial Experience and Cancer Research .</p> <p>Details of the Directors' skills, experience, expertise and attendance at meetings are set out in the Directors' Report in each year's Annual Report.</p>
<p>2.3. <i>A listed entity should disclose:</i></p> <p>(a) <i>the names of the directors considered by the board to be independent directors;</i></p> <p>(b) <i>if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and</i></p> <p>(c) <i>the length of service of each director.</i></p>	Yes	<p>The Company considers the following Directors to be independent:</p> <ul style="list-style-type: none"> • Peter Marks – appointed 15 March 2016 (Independent Non-Executive Director); • Mr John Moore – appointed 21 November 2018 (resigned 16 July 2019) (Independent Non-Executive Director); and • Beata Niechoda – appointed 16 July 2019 (Independent Non-Executive Director). <p>The Board notes the following directors are deemed not independent for the purposes of the Guidelines:</p> <ul style="list-style-type: none"> • Graham Kelly – appointed 27 October 2015 (Executive Director and Substantial shareholder); and • Ian Dixon – appointed 15 March 2016 (Independent Non-Executive Director to 6 November 2017, and thereafter Non-Independent due to his shareholding in Nyrada Inc.).
<p>2.4. <i>A majority of the board of a listed entity should be independent directors.</i></p>	No	<p>The Board has not had a majority of independent directors during the year and to the date of this report. The Board is intending to review its board composition over the next 12 months with the purpose of seeking to appoint another independent non-executive director.</p>
<p>2.5. <i>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.</i></p>	No	<p>On 23 April 2019, Graham Kelly was appointed as the Executive Chairman of the Company, so therefore since this date, the Company does not comply with recommendation 2.5.</p>
<p>2.6. <i>A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.</i></p>	Yes	<p>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.</p>
<p>3. Promote ethical and responsible decision-making</p>		
<p>3.1. <i>A listed entity should:</i></p> <p>(a) <i>have a code of conduct for its directors, senior executives and employees; and</i></p> <p>(b) <i>disclose that code or a summary of it.</i></p>	Yes	<p>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.</p>

4. Safeguard integrity in financial reporting		
4.1.	<i>The board of a listed entity should:</i> <i>(a) have an audit committee which:</i> <i>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</i> <i>(2) is chaired by an independent director, who is not the chair of the board,</i> <i>and disclose:</i> <i>(3) the charter of the committee;</i> <i>(4) the relevant qualifications and experience of the members of the committee; and</i> <i>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</i> <i>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</i>	Partially The Company has established an Audit and Risk Management Committee to assist and report to the Board. The Committee comprises three members, being Ian Dixon (Char), Mr Marks and Dr Kelly and is Chaired by Ian Dixon. Mr Dixon was considered an Independent Director to 6 November 2017, and thereafter Non-Independent. Therefore, the Company did not comply with Recommendation 4.1 with items (i) and (ii). The Board is intending to review its board composition over the next 12 months with the purpose of seeking to appoint another independent non-executive director. Copy of the Audit and Risk Committee Charter can be obtained from the company's website www.noxopharm.com . Details of Board committee meetings held and meeting attendance of each member is set out in the Directors Report.
4.2.	<i>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</i>	Yes This is consistent with the approach adopted by the Audit and Risk Committee and Board.
4.3.	<i>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.</i>	Yes Noxopharm's auditor attends the AGM and shareholders are entitled to ask questions in accordance with the Corporations Act and these Guidelines.

5. Make timely and balanced disclosure		
5.1.	<i>A listed entity should:</i> <i>(a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and</i> <i>(b) disclose that policy or a summary of it.</i>	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 .
6. Respect the rights of shareholders		
6.1.	<i>A listed entity should provide information about itself and its governance to investors via its website.</i>	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 .
6.2.	<i>A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.</i>	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 .
6.3.	<i>A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.</i>	Yes The Communication and Disclosure Policy referred to above, contains policies and processes aimed to facilitate and encourage participation at meetings. Links are made available at the Company's website to information released to the ASX. Shareholders are encouraged to participate in, and raise questions at, all shareholder meetings.
6.4.	<i>A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.</i>	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.
7. Recognise and manage risk		
7.1.	<i>The Board of a listed entity should:</i> <i>(a) have a committee or committees to oversee risk, each of which:</i> <i>(1) has at least three members, a majority of whom are independent directors; and</i> <i>(2) is chaired by an independent director,</i> <i>and disclose:</i> <i>(3) the charter of the committee;</i> <i>(4) the members of the committee; and</i> <i>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings;</i> <i>or</i> <i>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for</i>	Partially The Company has a combined Audit and Risk Committee to oversee risk. The Committee comprises three members, being Ian Dixon (Char), Mr Marks and Dr Kelly and is chaired by Ian Dixon. Mr Dixon was considered an Independent Director to 6 November 2017, and thereafter Non-Independent. Therefore, , the Company did not comply with Recommendation 7.1 with items (i) and (ii). The Board is intending to review its board composition over the next 12 months with the purpose of seeking to appoint another independent nonexecutive director. Copy of the Audit and Risk Committee Charter can be obtained from the company's website www.noxopharm.com . Details of Board committee meetings held and meeting attendance of each member is set out in the Directors Report.

	<i>overseeing the entity's risk management framework.</i>		
7.2.	<i>The board or a committee of the board should:</i> <i>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and</i> <i>(b) disclose in relation to each reporting period, whether such a review has taken place.</i>	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.
7.3.	<i>A listed entity should disclose:</i> <i>(a) if it has an internal audit function, how the function is structured and what role it performs; or</i> <i>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.</i>	Yes	The Company does not have an internal audit function due to the relative nature and scale of its operations, and the costs of having an internal audit function. Adequate 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.
7.4.	<i>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.</i>	Yes	The entity does not have material exposure in these areas, other than as disclosed in the key risks section of the Company's Prospectus dated 24 June 2016. The Company reviews risks applicable to its operations in accordance with its risk management policies.
8. Remunerate fairly and responsibly			
8.1.	<i>The Board of a listed entity should:</i> <i>(a) have a remuneration committee which:</i> <i>(1) has at least three members, a majority of whom are independent directors; and</i> <i>(2) is chaired by an independent director,</i> <i>and disclose:</i> <i>(3) the charter of the committee;</i> <i>(4) the members of the committee; and</i> <i>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</i> <i>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of</i>	Partially	<p>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.</p> <p>The Committee comprises of the three Board members, being Ian Dixon (Char), Mr Marks and Dr Kelly and is chaired by Ian Dixon. Mr Dixon was considered an Independent Director to 6 November 2017, and thereafter Non-Independent. Therefore, the Company did not comply with Recommendation 8.1 with items (i) and (ii). The Board is intending to review its board composition over the next 12 months with the purpose of seeking to appoint another independent non-executive director.</p> <p>Copy of the Remuneration and Nomination Committee Charter is available from the company's website www.noxopharm.com Details of Board committee meetings held and meeting attendance of each member is set out in the Directors Report.</p>

<p><i>remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</i></p>		
<p>8.2. <i>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.</i></p>	<p>Yes</p>	<p>The remuneration policies 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.</p>
<p>8.3. <i>A listed entity which has an equity-based remuneration scheme should:</i></p> <p><i>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</i></p> <p><i>(b) disclose that policy or a summary of it.</i></p>	<p>Yes</p>	<p>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.</p>