



Date: 26 September 2019

Sydney, Australia

ASX Limited
20 Bridge Street
SYDNEY NSW 2000

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

Sydney, 26 September 2019:

Noxopharm (ASX: NOX) (**'Noxopharm'** or the **'Company'**) gives this cleansing notice under section 708A(12C)(E) of the Corporations Act 2001 (Cth) (**Corporations Act**) as amended by *ASIC Corporations (Sale Offers: Securities Issued on Conversion of Convertible Securities) Instrument 2016/82 (Cleansing Notice)*.

As announced by the Company on 19 July 2019, the Company secured a funding facility (**Facility**) for up to AU\$26 million from two New York institutional investors – Lind Global Macro Fund, L.P, managed by The Lind Partners, LLC and CST Investment Funds (**Investors**). Under the terms of the Facility agreements, the Company was required to seek Shareholder approval to issue the Replacement Convertible Securities to the Investors which will be on the same terms as the Convertible Securities (issued on 25 July 2019) (**Original Convertible Securities**) but will not be subject to a maximum share limit.

Following the Extraordinary General Meeting (**EGM**), which was held on Monday, 16th September 2019, the Company obtained Shareholder approval to issue the Replacement Convertible Securities to the Investors and in doing so, the Original Convertible Securities were to be redeemed in consideration for the issue of the Replacement Convertible Securities.

The Replacement Convertible Securities are 'convertible notes' within the meaning of the Corporations Act.

As set out in the Appendix 3B dated 26 September 2019, the Company has today issued 2 Replacement Convertible Securities, each to the Investors, which has resulted in the Original Convertible Securities being redeemed.

The face value of each Replacement Convertible Security is \$2,280,000 (therefore, both of the Replacement Convertible Securities will have a combined face value of \$4,560,000). The Replacement Convertible Securities can be converted to fully paid ordinary shares of the Company (**Shares**). The minimum floor price for the Conversion Price is AU\$0.40 per Share. However, Shareholder approval was obtained at the EGM to issue Shares at no less than \$0.35 per Share should the Directors of the Company choose to issue at below the floor price. At



\$0.35 per Share the maximum number of Shares into which the Replacement Convertible Securities would convert is 13,028,571.

The Company has given a General Security (over all its assets other than its intellectual property rights) in favour of the Investors to secure its obligations under the Replacement Convertible Securities and placement obligations.

The Company hereby gives notice that:

- (a) the Replacement Convertible Securities (on the terms as described in this notice) were issued without disclosure to investors under Part 6D.2 of the Corporations Act; and
- (b) this Cleansing Notice has been given in accordance with section 708A(12C)(E) of the Corporations Act as amended by *ASIC Corporations (Sale Offers: Securities Issued on Conversion of Convertible Securities) Instrument 2016/82*.

The issue of this Cleansing Notice enables the Shares issued on conversion of the Replacement Convertible Securities to be on-sold to retail investors without further disclosure.

This Cleansing Notice is important and should be read in its entirety. Neither ASIC or ASX take responsibility for the contents of this Cleansing Notice.

1. CONTENTS OF THIS CLEANSING NOTICE

This Cleansing Notice sets out the following:

- (a) in relation to the Replacement Convertible Securities:
 - (i) the effect of the issue on the Company;
 - (ii) a summary of the rights and liabilities attaching to the Replacement Convertible Securities; and
 - (iii) a summary of the rights and liabilities attaching to the Shares that will be issued on conversion of the Replacement Convertible Securities; and
- (b) any information that:
 - (i) has been excluded from continuous disclosure notice in accordance with the ASX Listing Rules;
 - (ii) is information that investors and their professional advisors would reasonably require for the purpose of making an informed assessment of:
 - (i) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; and
 - (ii) the rights and liabilities attaching to the Shares; and
 - (iii) other information relating to the Company's status as a disclosing entity.



2. EFFECT OF THE CONVERTIBLE SECURITIES ISSUE ON THE COMPANY

The principal effect of the issue of the Replacement Convertible Securities on the Company will be to:

- (a) Redeem the Original Convertible Securities (and replace them with the issue of these Replacement Convertible Securities);
- (b) Leave unchanged the Company's increase to cash reserves from the issue of the Original Convertible Securities (which was \$3,800,000 (prior to fees and expenses));
- (c) maintain the number of unlisted secured Convertible Securities on issue at 2;
- (d) replace the Company's liability for the amount of the face value of the Original Convertible Securities (being \$4,560,000) with the amount of the face value of the Replacement Convertible Securities (which is also \$4,560,000);
- (e) if the Replacement Convertible Securities are converted, either whole or in part, increase the number of Shares on issue as a consequence of the issue of Shares on the conversion of the Replacement Convertible Securities.

A table setting out the effect of the issue of the Replacement Convertible Securities is set out below:

Securities	Number on issue immediately prior to the entry into the Original Facility	Number on issue on the date of this Cleansing Notice ¹	Number on issue assuming full conversion of the Replacement Convertible Securities ²
Shares	122,601,393	126,141,951	139,170,522
Options	25,696,511	30,418,733	30,418,733
Replacement Convertible Securities	Nil	2 (face value of \$4,560,000)	Nil

¹ This can be calculated on the basis that the following securities have been issued pursuant to the Facility: 4,722,222 unlisted options (issued on 23 July 2019), 3,000,000 collateral shares (issued on 23 July 2019), 540,558 first tranche shares (issued on 23 August 2019) and 2 Replacement Convertible Securities (with a total face value of \$4,560,000) (issued today).

² This can be calculated on the basis that the following securities have been issued pursuant to the Facility in addition to 1: Shares resulting from the conversion of 2 Replacement Convertible Securities (with a total face value of \$4,560,000) (issued today) at \$0.35, being 13,028,571 ordinary shares.



3. RIGHTS AND LIABILITIES ATTACHING TO THE CONVERTIBLE SECURITIES

The following is a broad summary of the rights and liabilities attaching to each of the 2 Replacement Convertible Securities. The summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of each of the Investors.

Term	Period commencing from the date of the First Closing (which is 24 July 2019) and ending on the later of the date that is 24 months from the date of the First Closing, and the date which is 30 days after the date upon which the Company has satisfied all of its obligations under the agreement.
Total face value	AU\$2,280,000
Funded amount	AU\$1,900,000
Interest	Nil
Issue date	26 September 2019
Security	Yes
Conversion and Conversion Price	<p>The Replacement Convertible Securities can be converted after the earliest of 24 October 2019 or the default or termination or pause (Lock-Up Period) to Shares at a conversion price which is the lowest of (a) the price per Share equal to 90% of the average of the five (5) lowest daily VWAPs per Share during the 20-trading day period immediately prior to the relevant notice of Conversion Date; (b) AU\$0.58, and (c) in the event of an IPO on NASDAQ, 80% of the NASDAQ IPO price (the Conversion Price).</p> <p>If the Conversion Price in respect of a conversion is less than AU\$0.40 (the Floor Price), subject to the Investor's Election, the Company may elect to make a payment to each Investor in immediately available funds in lieu of issuing the conversion shares, provided that the Company repays 105% of the conversion amount relating to the conversion shares to the Investor on the conversion date.</p> <p>Shareholder approval was obtained at the EGM for the Conversion Price to be no less than AU\$0.35, should the directors choose to issue at below the Floor Price.</p>



	<p>The Investor's Election is to elect to either receive each conversion share at the Floor Price or agreeing to a conversion by way of a reduction in the Collateral Shareholding Number at the Floor Price.</p> <p>The agreement contains provisions that may require approval of Shareholders as required under ASX Listing Rules 7.1 and 7.1A in the future.</p>
Restricted Conversion Period	<p>For a period commencing on the day after the lock-Up Period and ending on the earliest of 180 days from that date or the default, termination or pause the Investors may not give conversion notices in a calendar month for an aggregate conversion amount exceeding AU\$100,000, provided that this restriction will cease to apply during such time that the market capitalisation of the Company is:</p> <p>(i) less than AU\$45,000,000; or</p> <p>(ii) more than AU\$78,000,000.</p>
Company's Buy-Back Right	<p>The Company may, by the issue of a buy-back notice for the Replacement Convertible Security (Buy-Back Notice), buy-back the outstanding balance of the Replacement Convertible Security at any time.</p> <p>A Buy-Back Notice must exclude amounts where the Investor has already given a Conversion Notice to the Company (the Excluded Converted Amount).</p> <p>The Investor may elect to give a Conversion Notice to the Company for up to 50% of the Face Value of the Replacement Convertible Security at the time of issue (Buy-Back Conversion Amount) at the Conversion Price.</p> <p>(d) Upon issuing a Buy-Back Notice, the Company must buy-back the relevant Replacement Convertible Security (excluding the Buy-Back Conversion Amount and Excluded Converted Amount), for the Buy-Back Amount Outstanding;</p>

4. RIGHTS AND LIABILITIES ATTACHING TO SHARES ISSUED ON CONVERSION OF THE REPLACEMENT CONVERTIBLE SECURITIES

The Shares to be issued to Investors on the conversion of the Replacement Convertible Securities will rank equally in all respects with all of the Company's existing Shares. The rights attaching to Shares, including new Shares to be issued to the Investors on the conversion of the Replacement Convertible Securities, as set out in the Company's Constitution, and, in certain circumstances, regulated by the Corporations Act, the ASX Listing Rules, and general law.

The Company intends to apply to ASX for quotation of the Shares issued on conversion of the Replacement Convertible Securities (whole or part thereof).



Full details of the rights and liabilities attaching to Shares are set out in the Company's Constitution, a copy of which can be inspected, free of charge, at the Company's registered office during normal business hours.

The following is a broad summary of the rights, privileges and restrictions attaching to all Shares. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of shareholders of the Company (**Shareholders**).

General meetings	Each of the Shareholders has the right to receive notice of and to attend and vote at general meetings of the Company.
Voting	Each Share entitles the Shareholder to one vote on a poll, and a Shareholder has one vote on a show of hands.
Dividends	Dividends may be paid to Shareholders as declared by the board of directors of the Company at its discretion.
Rights on winding up	If the Company is wound up, the Shares attract the right to participate equally in the distribution of the surplus assets of the Company.
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 Listings Rules.
Variation of rights	If at any time the share capital of the Company 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), may be varied with the consent in writing of the holders of 75% of the issued shares of that class or if authorised by a special resolution passed at a general meeting of the holders of the shares of that class.

5. COMPLIANCE WITH CONTINUOUS DISCLOSURE

The Company is a "disclosing entity" under the Corporations Act and, as such, is subject to regular reporting and disclosure obligations under both the Corporations Act and ASX Listing Rules.

These obligations require the Company to notify ASX of information about specific events and matters as they arise. In particular, the Company is obliged to continuously disclose to the market immediately any information which a reasonable person would expect to have a material effect on the price or the value of the Company's Shares.

The Company is also required to prepare and lodge with ASIC yearly and half-yearly financial statements accompanied by a directors' statement and report, and an audit report or review. Copies of documents lodged with ASIC in relation to the Company may be obtained from, or inspected at, an ASIC office.



The Company will provide a copy of each of the following documents, free of charge, to any person on request:

- (a) the annual financial report most recently lodged by the Company with ASIC, being the financial report of the Company for the year ended 30 June 2018;
- (b) any half-year financial report lodged by the Company with ASIC after the lodgement of the annual financial report referred to in (a) above, and before the lodgement of this Cleansing Notice with ASX; and
- (c) any continuous disclosure documents given by the Company to ASX after the lodgement of the annual financial report referred to in (a) above, and before the lodgement of this Cleansing Notice with ASX.

A list of the continuous disclosure documents given by the Company to ASX after the lodgement of the financial report referred to in (a) above, and before the lodgement of this Cleansing Notice with ASX is set out in the table below.

Date	Announcement
28/09/2018	Change of Registry Address: Automic P/L - Sydney Office
28/09/2018	Appendix 3B
28/09/2018	Section 708 Certificate
28/09/2018	Change of Director's Interest Notice - PM
02/10/2018	Appendix 3B
02/10/2018	Section 708 Certificate
04/10/2018	Noxopharm Releases Report on Key Progress of Subsidiary
05/10/2018	Notice of Annual General Meeting & Proxy Form
22/10/2018	NOX makes key executive appointment
26/10/2018	Appendix 4C – quarterly
08/11/2018	Corporate Presentation
13/11/2018	NOX to Present Clinical Data at COSA Annual Meeting
20/11/2018	NOX 2018 AGM Information
21/11/2018	NOX 2018 AGM Presentations
21/11/2018	Appointment of Mr John Moore as Non-Executive Director
21/11/2018	Results of Meeting
21/11/2018	Initial Director's Interest Notice
29/11/2018	NOX announces Positive Data from CEP-1 Study of Veyonda



11/12/2018	DARRT-1 study advancing on basis of positive clinical data
20/12/2018	NOX Receives \$3.26M Federal Govt R&D Rebate
21/12/2018	Appendix 3B
21/12/2018	Section 708 Certificate
21/12/2018	Change of Director's Interest Notice – GK
14/01/2019	Principal Investigator Discusses LuPIN-1 Study
29/01/2019	Appendix 4C – Quarterly
01/02/2019	Appendix 3B
06/02/2019	Veyonda and Radiotherapy Delivers Clinical Benefits
06/02/2019	FNN interview with Nox Chief Medical Officer on Interim Data
08/02/2019	Updated Share Trading Policy
14/02/2019	Change of Director's Interest Notice – GK
21/02/2019	Appendix 4D and Half Year Accounts
21/02/2019	Noxopharm to expedite Veyonda Clinical Program
05/03/2019	New Corporate Presentation Released
06/03/2019	NOX provides update to Nyrada Note Holders
19/03/2019	KZA: Kazia sells stake in Noxopharm
21/03/2019	Becoming a substantial holder
25/03/2019	Section 708 Certificate
25/03/2019	Appendix 3B
05/04/2019	Updated Top 20 shareholder List
08/04/2019	Securities to be released from Voluntary Escrow
10/04/2019	Veyonda Chemotherapy Enhancement Program to be Expanded
16/04/2019	Idronoxil Confirmed as New Immuno-Oncology Drug
23/04/2019	Change in Noxopharm Limited Board Structure
26/04/2019	Appendix 4C – Quarterly
29/04/2019	Veyonda and Immuno-Oncology Effect Explained
02/05/2019	DARRT Treatment Has Lasting Disease Control at Six Months
08/05/2019	Appendix 3B
08/05/2019	Change of Director's Interest Notice – GK



20/05/2019	LuPIN Trial Demonstrates High Rates of Response
23/05/2019	Promising Data Leads to Expansion of LuPIN Trial
30/05/2019	DARRT-1 Study Fully Enrolled
06/06/2019	Noxopharm Corporate Presentation June 2019
07/06/2019	NOX Subsidiary, Nyrada Inc, Receives R&D Rebate
26/06/2019	Conference Hears of Positive Interim Data from LuPIN Trial
02/07/2019	SNMMI 2019 Conference LuPIN Presentation Released
16/07/2019	Board Changes Ahead of Corporate Growth
17/07/2019	NOX Releases Latest Newsletter
19/07/2019	NOX Announces AU\$26 Million Funding Facility
19/07/2019	Final Director's Interest Notice
19/07/2019	Initial Director's Interest Notice
23/07/2019	Section 708 Certificate
23/07/2019	Appendix 3B
25/07/2019	Section 708 Certificate
25/07/2019	Appendix 3B
29/07/2019	Appendix 4C – Quarterly
02/08/2019	NOX Releases Initial Newsletter for Nyrada Subsidiary
07/08/2019	Noxopharm August 2019 Corporate Presentation
09/08/2019	Noxopharm Corporate Update Interview
12/08/2019	Notice of Extraordinary General Meeting/Proxy
15/08/2019	Lead Manager Appointed for Proposed Nyrada IPO
21/08/2019	Pre-Clinical Evidence Confirms Veyonda Abscopal Effect
23/08/2019	Appendix 3B
23/08/2019	NOX Receives FY19 Federal Government R&D Tax Rebate
28/08/2019	More Evidence that Veyonda Enhances RT in Prostate Cancer
28/08/2019	Addendum to Notice of Extraordinary General Meeting
29/08/2019	Appendix 4E and Audited Financial Statements
10/09/2019	Change of Directors Interests – GK
12/09/2019	Change of Directors Interests – GK



16/09/2019	NOX EGM Chairman's Address and Presentation
16/09/2019	Results of Meeting
17/09/2019	Veyonda and Radiotherapy Profiled at Key Oncology Meeting
24/09/2019	Departure of Dr Wan Wyk
24/09/2019	Amended/Departure of Dr Van Wyk

6. INFORMATION EXCLUDED FROM THE CONTINUOUS DISCLOSURE NOTICE

As at the date of this Cleansing Notice, the Company advises that it has fully complied with its disclosure obligations under the ASX Listing Rules and the Corporations Act, and in particular, there is no information which the Company has excluded from any of its continuous disclosure notices given in accordance with the ASX Listing Rules and the Corporations Act as at the date of this Cleansing Notice which it would be reasonable for investors and their professional advisors to require for the purpose of making an informed assessment of:

- (a) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; and
- (b) the rights and liabilities attaching to the Replacement Convertible Securities and Shares.

Yours faithfully,

A handwritten signature in black ink, appearing to read 'D. Franks', with a stylized flourish at the end.

David Franks
Company Secretary

**About Noxopharm**

Noxopharm is a clinical-stage Australian drug development company with offices in Sydney and New York. The Company has a primary focus on the development of Veyonda® and is the major shareholder in Nyrada Inc, a spin-off company developing a pipeline of non-oncology drugs.

www.noxopharm.com

Investor & Corporate Enquiries:

Prue Kelly

M: 0459 022 445

E: info@noxopharm.com

Company Secretary:

David Franks

T: +61 2 9299 9690

E: David.Franks@automicgroup.com.au

Media Contact USA:

Frank de Maria

Purposeful Communications

T: +1 347 647 0284

E: frank.demaria@purposefulcommunications.com

Media Contact Australia

Marianne Gould

Noxopharm Ltd

T: +61 429 216 194

E: Marianne.gould@noxopharm.com

Forward Looking Statements

This announcement may contain forward-looking statements. You can identify these statements by the fact they use words such as “aim”, “anticipate”, “assume”, “believe”, “continue”, “could”, “estimate”, “expect”, “intend”, “may”, “plan”, “predict”, “project”, “plan”, “should”, “target”, “will” or “would” or the negative of such terms or other similar expressions. Forward-looking statements are based on estimates, projections and assumptions made by Noxopharm about circumstances and events that have not yet taken place. Although Noxopharm believes the forward-looking statements to be reasonable, they are not certain. Forward-looking statements involve known and unknown risks, uncertainties and other factors that are in some cases beyond the Company’s control that could cause the actual results, performance or achievements to differ materially from those expressed or implied by the forward-looking statement. No representation, warranty or assurance (express or implied) is given or made by Noxopharm that the forward-looking statements contained in this announcement are accurate and undue reliance should not be placed upon such statements.