

## Appendix 3Y

### Change of Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/09/01 Amended 01/01/

<b>Name of entity</b>	<b>Noxopharm Limited (ASX: NOX)</b>
<b>ABN</b>	<b>50 608 966 123</b>

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	Graham Kelly
<b>Date of last notice</b>	23 December 2019

#### **Part 1 - Change of director's relevant interests in securities**

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Direct or indirect interest</b>	Direct and Indirect
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	N/A
<b>Date of change</b>	18 June 2020
<b>No. of securities held prior to change</b>	<p><u>DIRECT</u></p> <p>1. 100,000 Ordinary shares</p> <p><u>INDIRECT</u></p> <p>Milligene Pty Ltd &lt;The GE &amp; PR Kelly Family Trust&gt;</p> <p>1. 31,027,568 ordinary shares</p> <p>2. 12,075,000 unlisted options \$0.30, expiry 28/2/2021</p> <p>Phytose Corporation Limited ATF Boundaryone Superannuation Fund</p> <p>3. 240,553 ordinary shares</p> <p>Bende Holdings Pty Ltd</p> <p>4. 162,635 ordinary shares</p>

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	<p>Prudence Kelly</p> <p>5. 10,000 ordinary shares</p> <p>6. 12,346 Unlisted Option Expiry, 30/11/2021, Exercisable @ \$1.08, vest if employed at 1 December 2018 - Vested</p> <p>7. 12,346 Unlisted Option Expiry, 30/11/2021, Exercisable @ \$1.08, vest if employed at 1 December 2019</p> <p>8. 12,345 Unlisted Option Expiry, 30/11/2021, Exercisable @ \$1.08, vest if employed at 1 December 2020</p> <p>9. 20,833 Unlisted Option Expiry, 21/11/2022, Exercisable @ \$0.62, vest if employed at 21 November 2019</p> <p>10. 20,833 Unlisted Option Expiry, 21/11/2022, Exercisable @ \$0.62, vest if employed at 21 November 2020</p> <p>11. 20,834 Unlisted Option Expiry, 21/11/2022, Exercisable @ \$0.62, vest if employed at 21 November 2020</p> <p>12. 62,500 Unlisted Option Expiry, 16/12/2023, Exercisable @ \$0.32, vest if employed at 16/12/20</p>
<b>Class</b>	<ul style="list-style-type: none"> <li>• Ordinary shares</li> <li>• Listed Options Expiry, 18/06/2023, Exercisable @ \$0.30</li> </ul>
<b>Number acquired</b>	<p>Milligene Pty Ltd &lt;The GE &amp; PR Kelly Family Trust&gt;</p> <ul style="list-style-type: none"> <li>• 5,461,538 ordinary shares</li> <li>• 1,820,513 Listed Options Expiry, 18/06/2023, Exercisable @ \$0.30</li> </ul>
<b>Number disposed</b>	N/A
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	<p>\$0.13 per ordinary share – total of \$709,999.94. Attaching options granted for no additional consideration.</p>
<b>No. of securities held after change</b>	<p><u>DIRECT</u></p> <p>1. 100,000 Ordinary shares</p> <p><u>INDIRECT</u></p> <p>Milligene Pty Ltd &lt;The GE &amp; PR Kelly Family Trust&gt;</p> <p>1. 36,489,106 ordinary shares</p> <p>2. 12,075,000 unlisted options \$0.30, expiry 28/2/2021</p> <p>3. 1,820,513 Listed Options Expiry, 18/06/2023,</p>

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	<p>Exercisable @ \$0.30</p> <p>Phytose Corporation Limited ATF Boundaryone Superannuation Fund 4. 240,553 ordinary shares</p> <p>Bende Holdings Pty Ltd 5. 162,635 ordinary shares</p> <p>Prudence Kelly 6. 10,000 ordinary shares 7. 12,346 Unlisted Option Expiry, 30/11/2021, Exercisable @ \$1.08, vest if employed at 1 December 2018 - Vested 8. 12,346 Unlisted Option Expiry, 30/11/2021, Exercisable @ \$1.08, vest if employed at 1 December 2019 9. 12,345 Unlisted Option Expiry, 30/11/2021, Exercisable @ \$1.08, vest if employed at 1 December 2020 10. 20,833 Unlisted Option Expiry, 21/11/2022, Exercisable @ \$0.62, vest if employed at 21 November 2019 11. 20,833 Unlisted Option Expiry, 21/11/2022, Exercisable @ \$0.62, vest if employed at 21 November 2020 12. 20,834 Unlisted Option Expiry, 21/11/2022, Exercisable @ \$0.62, vest if employed at 21 November 2020 13. 62,500 Unlisted Option Expiry, 16/12/2023, Exercisable @ \$0.32, vest if employed at 16/12/20</p>
<p><b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p>Issue of securities under the pro rata non renounceable rights offer under the terms and conditions in the prospectus lodged with ASX on 13 May 2020</p>

**Part 2 – Change of director's interests in contracts**

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Detail of contract</b>	N/A
<b>Nature of interest</b>	N/A
<b>Name of registered holder (if issued securities)</b>	N/A

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<b>Date of change</b>	N/A
<b>No. and class of securities to which interest related prior to change</b> <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	N/A
<b>Interest acquired</b>	N/A
<b>Interest disposed</b>	N/A
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	N/A
<b>Interest after change</b>	N/A

**Part 3 – +Closed period**

<b>Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?</b>	No
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	N/A
<b>If prior written clearance was provided, on what date was this provided?</b>	N/A

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