



13 May 2020

Sydney, Australia

## Entitlement Offer – Letter to Eligible Shareholders

**Sydney, 13 May 2020:** Further to the pro-rata entitlement offer announced today, please find attached the letter to shareholders who are eligible to participate in the offer.

### 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. (ASX:NYR).

[www.noxopharm.com](http://www.noxopharm.com)

### Investor & Corporate Enquiries:

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### Company Secretary:

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*David Franks, Company Secretary of Noxopharm, has approved the release of this document to the market.*

### 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.



13 May 2020

Dear Shareholder

## **NON-RENOUNCEABLE RIGHTS ISSUE**

### **NON-RENOUNCEABLE PRO-RATA ENTITLEMENTS ISSUE**

Noxopharm (ASX: NOX) today announced it will undertake a 1 for 2.5 fully underwritten, pro-rata entitlement offer ("Entitlement Offer") of new fully paid ordinary shares in the Company ("New Shares") at an Offer Price of \$0.13 cents per share to raise up to \$7.9 million in new equity, with participating shareholders to receive 1 new \$0.30, 3 year Option for every 3 new Shares purchased. It is intended that the Prospectus will be lodged with ASX and ASIC today.

This is being sent to you because you are registered as a shareholder in the Company with an address in Australia or New Zealand. You are therefore eligible to participate in the Entitlement Offer.

Canaccord Genuity (Australia) Limited is Lead Manager and Underwriter to the Entitlement Offer.

**The Offer Price of \$0.13 represents a discount of 33% to the 15-day VWAP at the close of trading on Wednesday 6<sup>th</sup> May 2020, the last trading day of NOX shares prior to issue of the prospectus.**

### **Use of Funds**

The Company will use the funds primarily for its ongoing oncology programs, but with a growing investment in its recently-recognised opportunity in the treatment of septic shock, particularly as it applies to infection with the SARS-CoV-2 and influenza viruses.

Other than meeting working capital costs of the Company and the costs of the Entitlement Offer, funding will be applied to:

- preparation for commencement in early 2021 of the DARRT-2 Phase 2b clinical trial of Veyonda<sup>®</sup> in late stage prostate cancer patients;
- completion of the Company's LuPIN Phase 2 trial, currently in its final stages; and
- initiation of a study in the U.S. and other territories testing the ability of Veyonda<sup>®</sup> to block the development of septic shock syndrome in patients with COVID-19.

The Entitlement Offer is being made to all shareholders who are registered with the Company's share registry as at 7.00pm (Sydney time) on 20 May 2020 **and who have a registered address in Australia or New Zealand.**

### **Details of Entitlement Offer**

Under the Entitlement Offer, Eligible Shareholders (defined below) are being offered the opportunity to subscribe for 1 new Share for every 2.5 existing Shares (Entitlement) held as at 7.00 pm AEST on 20 May

NOXOPHARM LIMITED

ABN: 50 608 966 123

Registered Office: Suite 3, Level 4, 828 Pacific Highway, Gordon NSW 2072 Australia

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2020 (Record Date) at an offer price of A\$0.13 per new Share. Entitlements under the offer are not tradeable.

Participating shareholders will also receive 1 new listed Option for every 3 new Shares purchased, with an exercise price of \$0.30, and a term of three years from issue date.

Up to 60,914,458 new Shares and up to 20,304,819 new Options will be issued to participating shareholders under the Entitlement Offer. Shares issued under the Entitlement Offer will rank equally with existing Shares as at their date of issue.

The Entitlement Offer has been fully underwritten by Canaccord Genuity (Australia) Limited.

More details regarding the underwriting are in the announcement made today to the ASX and will be in the Prospectus when it is lodged today.

Sub-underwriters to Canaccord in relation to the Entitlement Offer will be issued one new Option for every three shares underwritten, exercisable at \$0.30 with a three-year term, subject to shareholder approval. The maximum number of Sub-Underwriter options issuable is 20,304,819. The Underwriter will receive 5,000,000 options.

Noxopharm intends to call an Extraordinary General Meeting of shareholders following completion of the Entitlement Offer to seek shareholder approval of the Lead Manager options and Sub-Underwriter options. The Company may seek listing of the Underwriter and Sub-Underwriter options following shareholder approval and issuance of the options.

Underwriter and Sub-Underwriter options will be the same class as options issued to shareholders under the Entitlement Offer.

The maximum number of shares issuable under the Entitlement Offer is 60,914,458. The maximum number of options (exercisable at \$0.30 with a three-year term) issuable under the Entitlement Offer is 45,609,638, being:

- up to 20,304,819 new Options to shareholders;
- up to 20,304,819 Sub-Underwriter Options; and
- 5,000,000 Underwriter Options.

The table below shows the number of NOX ordinary shares and options outstanding before and after completion of the Entitlement Offer:

	On issue prior to Entitlement Offer	Issued under Entitlement Offer	On issue after completion of Entitlement Offer
NOX ordinary shares	152,286,146	60,914,458	213,200,604
Options (all classes)	30,814,617	45,609,638*	76,424,255*
<i>*Approximate subject to rounding</i>			

Option numbers stated above are approximate and subject to rounding of individual shareholder option entitlements.

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## Eligibility to participate in Entitlement Offer

The Entitlement Offer is made to Eligible Shareholders, being Shareholders who:

- are registered as a holder of Shares as at the Record Date;
- have a registered address on the Register in Australia or New Zealand or are otherwise eligible under all applicable securities laws to receive an offer to subscribe for New Shares under the Entitlement Offer; and
- are not in the United States and is not acting for the account or benefit of a person in the United States.

## Indicative Timetable

Event	Date
Lodgement of Prospectus with ASIC and ASX	13 May 2020
Ex Date	19 May 2020
Record Date	20 May 2020
Anticipated despatch of Prospectus and Application Forms	21 May 2020
Entitlement Offer Opening Date	21 May 2020
<b>Entitlement Offer Closing Date</b>	<b>11 June 2020</b>
New Shares quoted on deferred settlement basis	12 June 2020
Issue of New Shares and grant of New Options	18 June 2020
Anticipated date for despatch of holding statements for New Shares and New Options	18 June 2020
Anticipated trading of quotation of New Shares and New Options on ASX and trading commences	19 June 2020

The Directors reserve the right to change the timetable or not to proceed with the whole or part of the Entitlement Offer any time prior to allotment and issue of the New Shares. In that event, any payments received for applications under the Entitlement Offer will be returned in full without interest.

## How to apply for New Shares

If you wish to take up all or part of your Entitlement, you must:

- complete and submit the personalised Application Form attaching to or accompanying the Prospectus (or a printed copy of the personalised Application Form attached to the electronic version of the prospectus), in accordance with the instructions on that form; and
- mail or email your completed Application Form together with bank confirmation of electronic funds transfer of the relevant Application Money into the Company's bank account (as detailed in your personalised Application Form), to the following address:

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Noxopharm Limited  
C/- Automic Registry Services  
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Sydney NSW 2001

[Corporate.actions@automicgroup.com.au](mailto:Corporate.actions@automicgroup.com.au)

Payments must be in Australian currency.

Alternatively, you can pay by BPAY® or electronic funds transfer (EFT) in accordance with the instructions on the Application Form which accompanies the prospectus. It is your responsibility to ensure that the payment is received by the Company no later than 5.00pm (AEST) on the Closing Date.

The Company accepts no responsibility for late or incorrectly completed BPAY® or EFT payments. If paying by BPAY® or EFT in accordance with the instructions on the Application Form, there is no need to forward the completed Application Form to the Share Registry.

To allow sufficient time for your Application to be processed before the Entitlement Offer is closed, please ensure that:

- you have adequate cleared funds in your bank account to pay for the New Shares that you have applied for in your Application Form. Otherwise, you may be taken to have applied for such lower number of New Shares as your cleared Application Money will pay for, or your Application may be rejected, at the discretion of the Board; and
- your Application Form (including Application Money) is received by the Company as soon as practicable after the Entitlement Offer opens, but in any case, by no later than 5.00pm (AEST) on the **Closing Date, which will occur on 11 June 2020**, unless varied by the Company at the discretion of the Board.

Please be aware that your financial institution may implement earlier cut-off times with regard to electronic payment than the time at which the Entitlement Offer close. You should take this into consideration when making payment. The Company takes no responsibility for any failure to receive Application Money before the Entitlement Offer closes arising as a result of, among other things, delays in the processing of payments by financial institutions or acts and omissions of your broker in submitting your Application.

By submitting an Application Form, you are taken to have warranted and represented to the Company that you were given access to the prospectus together with an Application Form. The Corporations Act prohibits any person from passing an Application Form to another person unless it is attached to, or accompanied by, a hard copy of the prospectus or the complete and unaltered electronic version of the prospectus.

If you decide not to accept your Entitlement, you do not need to take any action.

The Prospectus relating to this issue has been lodged with ASX and is available on ASX's company announcement platform at [www.asx.com.au](http://www.asx.com.au) (ASX code: NOX) and the Company's website (<http://www.noxopharm.com>).

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Full details of the Entitlements Offer, including the underwriting and the use of funds are contained in the Prospectus that will be sent to all Eligible Shareholders. Your Entitlement will be set out on the personalised Acceptance Form accompanying the Prospectus. Instructions on how and when to apply under the Offer are set out in the Prospectus. Eligible Shareholders should read the Prospectus carefully.

If you require more information about the prospectus or the Offer, please contact the Company Secretary, David Franks, on +61 2 8098 1169 from 8.00am to 6.00pm (AEST), Monday to Friday, or by email at [David.Franks@automicgroup.com.au](mailto:David.Franks@automicgroup.com.au), during the Offer Period.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Graham Kelly', written over a light blue horizontal line.

**Graham Kelly**  
Chairman