



Announcement Summary

Entity name

NOXOPHARM LIMITED

Announcement Type

New announcement

Date of this announcement

5/11/2024

The Proposed issue is:

A placement or other type of issue

Total number of +securities proposed to be issued for a placement or other type of issue

ASX +security code	+Security description	Maximum Number of +securities to be issued
New class-code to be confirmed	C NOTES - 12% - 2 JAN 2026 - MIN CON \$0.07	500,000
New class-code to be confirmed	OPTION EXPIRING 10-SEP-2027 EX \$0.1488	100,000

Proposed +issue date

9/1/2025

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of +Entity

NOXOPHARM LIMITED

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

1.2 Registered Number Type

ABN

Registration Number

50608966123

1.3 ASX issuer code

NOX

1.4 The announcement is

New announcement

1.5 Date of this announcement

5/11/2024

1.6 The Proposed issue is:

A placement or other type of issue



Part 7 - Details of proposed placement or other issue

Part 7A - Conditions

7A.1 Do any external approvals need to be obtained or other conditions satisfied before the placement or other type of issue can proceed on an unconditional basis?

No

Part 7B - Issue details

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

New class

Will the proposed issue of this +security include an offer of attaching +securities?

Yes

Details of +securities proposed to be issued

ISIN Code (if Issuer is a foreign company and +securities do not have +CDIs issued over them)

Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?

No

Will the entity be seeking quotation of the 'new' class of +securities on ASX?

No

ASX +security code

New class-code to be confirmed

+Security description

C NOTES - 12% - 2 JAN 2026 - MIN CON \$0.07

+Security type

+Convertible debt securities

Number of +securities proposed to be issued

500,000

Offer price details

Are the +securities proposed to be issued being issued for a cash consideration?

Yes

In what currency is the cash consideration being paid?

AUD - Australian Dollar

What is the issue price per +security?

AUD 1.00000

**Will all the +securities issued in this class rank equally in all respects from their issue date?**

Yes

+Convertible debt securities details**These securities are:**

Convertible

Type of security

Convertible note or bond

+Security currency

AUD - Australian Dollar

Face value

AUD 1.0000

Interest rate type

Fixed rate

Frequency of coupon/interest payments per year

Annual

First interest payment date

2/1/2026

Interest rate per annum

12.00000 %

Is the interest rate per annum estimated at this time?

No

s128F of the Income Tax Assessment Act status applicable to the +security

Not applicable

Is the +security perpetual (ie. no maturity date)?

No

Maturity date

2/1/2026

Select other features applicable to the +security

Secured

Is there a first trigger date on which a right of conversion, redemption, call or put can be exercised (whichever is first)?

Yes

If yes, what is the first trigger date

2/7/2025

Details of the type of +security that will be issued if the securities are converted, transformed or exchanged

NOX : ORDINARY FULLY PAID

Number of +securities that will be issued if the +securities are converted, transformed or exchanged (including, if applicable, any interest)

Conversion price of A\$0.0992 or lower price if a capital raise prior to expiry date, with a conversion floor price of A\$0.07.
Based on floor price, max number of shares of \$0.5m notes = 8.0m shares.

Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.

Refer ASX Release dated 27 September 2024 and 5 November 2024.



Attaching +Security

Is the proposed attaching security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional +securities in a class that is already quoted or recorded by ASX)?
 New class

Attaching +Security - New class (+securities in a class that is not yet quoted or recorded by ASX)

Details of attaching +securities proposed to be issued

ISIN Code (if Issuer is a foreign company and +securities do not have +CDIs issued over them)

Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?
 No

Will the entity be seeking quotation of the 'new' class of +securities on ASX?
 No

ASX +security code

New class-code to be confirmed

+Security description

OPTION EXPIRING 10-SEP-2027 EX \$0.1488

+Security type

Options

Number of +securities proposed to be issued

100,000

Offer price details

Are the +securities proposed to be issued being issued for a cash consideration?
 No

Please describe the consideration being provided for the +securities

Free attaching options, being 50,000 options for each \$250,000 face value in notes.
 Applied same valuation per option as in the Appendix 3B released on 27 September 2024.

Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities

7,400.000000

Will all the +securities issued in this class rank equally in all respects from their issue date?
 Yes

Options details

+Security currency

AUD - Australian Dollar

Exercise price

AUD 0.1488

Expiry date

10/9/2027

Details of the type of +security that will be issued if the option is exercised

NOX : ORDINARY FULLY PAID



Number of securities that will be issued if the option is exercised

1 NOX share for each option exercised.

Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.

Refer ASX Release dated 27 September 2024 and 5 November 2024.
Standard terms as expected for options of this type.

Part 7C - Timetable

7C.1 Proposed +issue date

9/1/2025

Part 7D - Listing Rule requirements

7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?

No

7D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?

Yes

7D.1b (i) How many +securities are proposed to be issued without security holder approval using the entity's 15% placement capacity under listing rule 7.1?

Max number of shares at floor price for \$0.5m notes = 8.0m.
Number of unlisted options for \$0.5m notes = 100,000.

7D.1c Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?

No

7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?

No

7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?

No

7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?

No

Part 7E - Fees and expenses

7E.1 Will there be a lead manager or broker to the proposed issue?

No

7E.2 Is the proposed issue to be underwritten?

No

7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue



Part 7F - Further Information

7F.01 The purpose(s) for which the entity is issuing the securities

Corporate costs including working capital.

7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?

No

7F.2 Any other information the entity wishes to provide about the proposed issue

The notes are being issued to 1 party only.