



27 November 2017

ASX Limited
 Level 6, Exchange Centre
 20 Bridge Street
 Sydney NSW 2000

**NOXOPHARM LIMITED (“NOX”)
 Results of Annual General Meeting (“AGM”) of Members – 27 November 2017**

We advise that:

A. A summary of valid and eligible proxies received for the above meeting was as follows:

Resolution No and Type	Resolution Item	Proxy Results					
		For	Against	Abstain	Valid Open Proxy's Discretion ***	Invalid/ Excluded/ Open unusable **	Total *
1 Ordinary Non-Binding	Resolution 1 Adoption of the Remuneration Report	13,656,549	0	0	748,290	31,410,203	45,815,042
2 Ordinary	Resolution 2 Re-election of Director – Mr. Peter Marks	45,056,752	0	0	758,290	0	45,815,042
3 Ordinary	Resolution 3 Ratify prior issue of shares to sophisticated and professional investors, issued in accordance with ASX Listing Rule 7.1	44,026,752	40,000	0	748,290	1,000,000	45,815,042
4 Ordinary	Resolution 4 Ratify prior issue of shares to sophisticated and professional investors, issued in accordance with ASX Listing Rule 7.1A	42,546,752	40,000	0	748,290	2,480,000	45,815,042

5	Special	Resolution 5 Approval of 10% capacity to issue equity securities	45,026,752	0	40,000	748,290	0	45,815,042
6	Ordinary	Resolution 6 Approval of issue of options to Mr. Peter Marks	13,453,549	10,000	43,000	898,290	31,410,203	45,815,042
7	Ordinary	Resolution 7 Approval of issue of options to Dr. Ian Dixon	13,453,549	10,000	43,000	898,290	31,410,203	45,815,042

* There were no invalid votes.

** There were no votes in the “votes excluded / no instruction” column in the table above where the nominee registered shareholder had not received instructions from the beneficial shareholder. The votes in this column are votes unable to be cast due to voting restrictions as outlined in the Notice of Meeting.

*** Of the ‘undirected votes’, all votes except for 150,000 for Resolutions 6 and 7 were cast with the Chair as proxy, which as outlined in the Notice of Meeting would be voted FOR all resolutions.

B. The following resolutions were passed without resort to a poll at the AGM of NOX on 27 November 2017

Resolution 1:

Adoption of the Remuneration Report

The motion was *carried* as an ordinary, non-binding resolution on a show of hands. For the record, the show of hands and proxy positions were in excess of 75% in favour of this Resolution.

Resolution 2:

Re-election of Director – Mr. Peter Marks

The motion was *carried* as an ordinary resolution on a show of hands.

Resolution 3:

Ratify prior issue of shares to sophisticated and professional investors, issued in accordance with ASX Listing Rule 7.1

The motion was *carried* as an ordinary resolution on a show of hands.

Resolution 4:

Ratify prior issue of shares to sophisticated and professional investors, issued in accordance with ASX Listing Rule 7.1A

The motion was *carried* as an ordinary resolution on a show of hands.

Resolution 5:

Approval of 10% capacity to issue equity securities

The motion was *carried* as a Special resolution on a show of hands.

Resolution 6:

Approval of issue of options to Mr. Peter Marks

The motion was *carried* as an ordinary resolution on a show of hands.

Resolution 7:

Approval of issue of options to Dr. Ian Dixon

The motion was *carried* as an ordinary resolution on a show of hands.

Yours Sincerely



David Franks
Company Secretary
Noxopharm Limited

For further information, please contact:

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ABOUT NOXOPHARM LIMITED

Noxopharm is an Australian drug development company with offices in Sydney and Hong Kong. The Company has a primary focus on the development of drugs to address the problem of drug-resistance in cancer cells, the major hurdle facing improved survival prospects for cancer patients. NOX66 is the first pipeline product, with later generation drug candidates under development. The Company also has initiated a pipeline of non-oncology drugs.