



31 August 2023

Appendix 4G and Corporate Governance Statement

Noxopharm Limited (ASX: NOX) attaches the following documents in relation to FY2023:

- Appendix 4G; and
- Corporate Governance Statement.

-ENDS-

About Noxopharm

Noxopharm Limited (ASX:NOX) is an innovative Australian biotech company discovering and developing novel treatments for cancer and inflammation.

Its two innovative technology platforms – Chroma™ (oncology) and Sofra™ (inflammation and autoimmunity, including mRNA vaccine enhancement) – provide the basis for active development of a growing pipeline of new proprietary drugs.

Noxopharm also has a major shareholding in the US biotech company Nyrada Inc (ASX:NYR), which is active in the areas of drug development for cardiovascular and neurological diseases.

To learn more, please visit: noxopharm.com

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Dr Gisela Mautner, CEO and Managing Director of Noxopharm, has approved the release of this document to the market on behalf of the Board of Directors.

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 (including but not limited to the COVID-19 pandemic) that could cause the actual results, performance or achievements to differ materially from those expressed or implied by the forward-looking statement.

Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

Noxopharm Limited

ABN/ARBN

608 966 123

Financial year ended:

30 June 2023

Our corporate governance statement¹ for the period above can be found at:²

- These pages of our annual report:
- This URL on our website: <https://investor.noxopharm.com/site/investors/ASX-Announcements>

The Corporate Governance Statement is accurate and up to date as at *31 August 2023* and has been approved by the Board.

The annexure includes a key to where our corporate governance disclosures can be located.³

Date: 31 August 2023

Name of authorised officer authorising lodgement: Mr Frederick Bart, Chairman



¹ "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of Listing Rule 4.10.3.

Under Listing Rule 4.7.3, an entity must also lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX. The Appendix 4G serves a dual purpose. It acts as a key designed to assist readers to locate the governance disclosures made by a listed entity under Listing Rule 4.10.3 and under the ASX Corporate Governance Council's recommendations. It also acts as a verification tool for listed entities to confirm that they have met the disclosure requirements of Listing Rule 4.10.3.

The Appendix 4G is not a substitute for, and is not to be confused with, the entity's corporate governance statement. They serve different purposes and an entity must produce each of them separately.

² Tick whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where your corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

³ Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes "OR" at the end of the selection and you delete the other options, you can also, if you wish, delete the "OR" at the end of the selection.

See notes 4 and 5 below for further instructions on how to complete this form.

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

| Corporate Governance Council recommendation | | Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement: | Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵ |
|-------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT | | | |
| 1.1 | A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management. | <input checked="" type="checkbox"/> and we have disclosed a copy of our board charter at: https://investor.noxopharm.com/site/about-us/corporate-governance1 | <input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable |
| 1.2 | A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director. | <input checked="" type="checkbox"/> | <input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable |
| 1.3 | A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment. | <input checked="" type="checkbox"/> | <input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable |
| 1.4 | The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board. | <input checked="" type="checkbox"/> | <input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable |

⁴ Tick the box in this column only if you have followed the relevant recommendation **in full** for the **whole** of the period above. Where the recommendation has a disclosure obligation attached, you must insert the location where that disclosure has been made, where indicated by the line with “*insert location*” underneath. If the disclosure in question has been made in your corporate governance statement, you need only insert “our corporate governance statement”. If the disclosure has been made in your annual report, you should insert the page number(s) of your annual report (eg “pages 10-12 of our annual report”). If the disclosure has been made on your website, you should insert the URL of the web page where the disclosure has been made or can be accessed (eg “www.entityname.com.au/corporate-governance/charters/”).

⁵ If you have followed all of the Council’s recommendations **in full** for the **whole** of the period above, you can, if you wish, delete this column from the form and re-format it.

Key to Disclosures Corporate Governance Council Principles and Recommendations

| Corporate Governance Council recommendation | Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement: | Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵ |
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| <p>1.5 A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and</p> <p>(c) disclose in relation to each reporting period:</p> <p>(1) the measurable objectives set for that period to achieve gender diversity;</p> <p>(2) the entity's progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>(A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or</p> <p>(B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p> <p>If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.</p> | <p><input type="checkbox"/></p> <p>and we have disclosed a copy of our diversity policy at: https://investor.noxopharm.com/site/about-us/corporate-governance1</p> <p>and we have disclosed the information referred to in paragraph (c) at:</p> <p>The Company is presently working on setting measurable objectives. The proportions in (3)(A) are disclosed at: The Corporate Governance Statement.</p> <p>and if we were included in the S&P / ASX 300 Index at the commencement of the reporting period our measurable objective for achieving gender diversity in the composition of its board of not less than 30% of its directors of each gender within a specified period.</p> | <p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p> |
| <p>1.6 A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p> | <p><input checked="" type="checkbox"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a) at: The Corporate Governance Statement.</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: The Corporate Governance Statement.</p> | <p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p> |

Key to Disclosures Corporate Governance Council Principles and Recommendations

| Corporate Governance Council recommendation | | Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement: | Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵ |
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| 1.7 | <p>A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p> | <p><input checked="" type="checkbox"/> and we have disclosed the evaluation process referred to in paragraph (a) at: The Corporate Governance Statement.</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: The Corporate Governance Statement.</p> | <p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p> |

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| PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE | | | |
| 2.1 | <p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p> | <p><input type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at: https://investor.noxopharm.com/site/about-us/corporate-governance1</p> <p>and the information referred to in paragraphs (4) and (5) at: The Corporate Governance Statement; and Audited Financial Report for FY23 located at: https://investor.noxopharm.com/site/investors/financial-reports</p> | <p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p> |
| 2.2 | <p>A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.</p> | <p><input checked="" type="checkbox"/></p> <p>and we have disclosed our board skills matrix at: The Corporate Governance Statement.</p> | <p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p> |
| 2.3 | <p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p> | <p><input checked="" type="checkbox"/></p> <p>and we have disclosed the names of the directors considered by the board to be independent directors at: The Corporate Governance Statement.</p> <p>and, where applicable, the information referred to in paragraph (b) at: N/A</p> <p>and the length of service of each director at: The Corporate Governance Statement.</p> | <p><input type="checkbox"/> set out in our Corporate Governance Statement</p> |

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| 2.4 | A majority of the board of a listed entity should be independent directors. | <input type="checkbox"/> | <input checked="" type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable |
| 2.5 | The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity. | <input checked="" type="checkbox"/> | <input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable |
| 2.6 | A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively. | <input checked="" type="checkbox"/> | <input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable |
| PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY | | | |
| 3.1 | A listed entity should articulate and disclose its values. | <input checked="" type="checkbox"/> and we have disclosed our values at: <ul style="list-style-type: none"> • The Corporate Governance Statement; and • The Code of Conduct, which is available at https://investor.noxopharm.com/site/about-us/corporate-governance1 | <input type="checkbox"/> set out in our Corporate Governance Statement |
| 3.2 | A listed entity should: <p>(a) have and disclose a code of conduct for its directors, senior executives and employees; and</p> <p>(b) ensure that the board or a committee of the board is informed of any material breaches of that code.</p> | <input checked="" type="checkbox"/> and we have disclosed our code of conduct at: https://investor.noxopharm.com/site/about-us/corporate-governance1 | <input type="checkbox"/> set out in our Corporate Governance Statement |
| 3.3 | A listed entity should: <p>(a) have and disclose a whistleblower policy; and</p> <p>(b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.</p> | <input checked="" type="checkbox"/> and we have disclosed our whistleblower policy at: https://investor.noxopharm.com/site/about-us/corporate-governance1 | <input type="checkbox"/> set out in our Corporate Governance Statement |

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| 3.4 | <p>A listed entity should:</p> <p>(a) have and disclose an anti-bribery and corruption policy; and</p> <p>(b) ensure that the board or committee of the board is informed of any material breaches of that policy.</p> | <p><input checked="" type="checkbox"/></p> <p>and we have disclosed our anti-bribery and corruption policy at: https://investor.noxopharm.com/site/about-us/corporate-governance1</p> | <p><input type="checkbox"/> set out in our Corporate Governance Statement</p> |

Key to Disclosures Corporate Governance Council Principles and Recommendations

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| PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS | | | |
| 4.1 | <p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p> | <p><input type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at: https://investor.noxopharm.com/site/about-us/corporate-governance1</p> <p>and the information referred to in paragraphs (4) and (5) at: The Corporate Governance Statement; and Audited Financial Report for FY23 located at: https://investor.noxopharm.com/site/investors/financial-reports</p> | <p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement</p> |
| 4.2 | <p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p> | <p><input checked="" type="checkbox"/></p> | <p><input type="checkbox"/> set out in our Corporate Governance Statement</p> |
| 4.3 | <p>A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.</p> | <p><input checked="" type="checkbox"/></p> | <p><input type="checkbox"/> set out in our Corporate Governance Statement</p> |

Key to Disclosures Corporate Governance Council Principles and Recommendations

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|-------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------|
| PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE | | | |
| 5.1 | A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1. | <input checked="" type="checkbox"/> and we have disclosed our continuous disclosure compliance policy at: https://investor.noxopharm.com/site/about-us/corporate-governance1 | <input type="checkbox"/> set out in our Corporate Governance Statement |
| 5.2 | A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made. | <input checked="" type="checkbox"/> | <input type="checkbox"/> set out in our Corporate Governance Statement |
| 5.3 | A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation. | <input checked="" type="checkbox"/> | <input type="checkbox"/> set out in our Corporate Governance Statement |
| PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS | | | |
| 6.1 | A listed entity should provide information about itself and its governance to investors via its website. | <input checked="" type="checkbox"/> and we have disclosed information about us and our governance on our website at: https://investor.noxopharm.com/site/about-us/corporate-governance1 | <input type="checkbox"/> set out in our Corporate Governance Statement |
| 6.2 | A listed entity should have an investor relations program that facilitates effective two-way communication with investors. | <input checked="" type="checkbox"/> | <input type="checkbox"/> set out in our Corporate Governance Statement |
| 6.3 | A listed entity should disclose how it facilitates and encourages participation at meetings of security holders. | <input checked="" type="checkbox"/> and we have disclosed how we facilitate and encourage participation at meetings of security holders at: <ul style="list-style-type: none"> • The Corporate Governance Statement; and • The Communication and Disclosure Policy available at https://investor.noxopharm.com/site/about-us/corporate-governance1 | <input type="checkbox"/> set out in our Corporate Governance Statement |

Key to Disclosures Corporate Governance Council Principles and Recommendations

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|------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 6.4 | A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands. | <input checked="" type="checkbox"/> | <input type="checkbox"/> set out in our Corporate Governance Statement |
| 6.5 | A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically. | <input checked="" type="checkbox"/> | <input type="checkbox"/> set out in our Corporate Governance Statement |
| PRINCIPLE 7 – RECOGNISE AND MANAGE RISK | | | |
| 7.1 | <p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p> | <input type="checkbox"/> <i>[If the entity complies with paragraph (a):]</i> and we have disclosed a copy of the charter of the committee at: https://investor.noxopharm.com/site/about-us/corporate-governance1 and the information referred to in paragraphs (4) and (5) at: The Corporate Governance Statement; and Audited Financial Report for FY23 located at: https://investor.noxopharm.com/site/investors/financial-reports | <input checked="" type="checkbox"/> set out in our Corporate Governance Statement |
| 7.2 | <p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p> | <input checked="" type="checkbox"/> and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period at: The Corporate Governance Statement. | <input type="checkbox"/> set out in our Corporate Governance Statement |

Key to Disclosures Corporate Governance Council Principles and Recommendations

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| 7.3 | A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes. | <input checked="" type="checkbox"/> and we have disclosed the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes at: The Corporate Governance Statement. | <input type="checkbox"/> set out in our Corporate Governance Statement |
| 7.4 | A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks. | <input checked="" type="checkbox"/> and we have disclosed whether we have any material exposure to environmental and social risks at: The Corporate Governance Statement. and, if we do, how we manage or intend to manage those risks at: The Corporate Governance Statement. | <input type="checkbox"/> set out in our Corporate Governance Statement |

Key to Disclosures Corporate Governance Council Principles and Recommendations

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|--------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY | | | |
| 8.1 | <p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p> | <p><input type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at: https://investor.noxopharm.com/site/about-us/corporate-governance1</p> <p>and the information referred to in paragraphs (4) and (5) at: The Corporate Governance Statement; and Audited Financial Report for FY23 located at: https://investor.noxopharm.com/site/investors/financial-reports</p> | <p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p> |
| 8.2 | <p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p> | <p><input checked="" type="checkbox"/></p> <p>and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives at:</p> <p>The Remuneration Report, published in the Annual Report</p> | <p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p> |
| 8.3 | <p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p> | <p><input checked="" type="checkbox"/></p> <p>and we have disclosed our policy on this issue or a summary of it at: https://investor.noxopharm.com/site/about-us/corporate-governance1</p> | <p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p> |

Key to Disclosures Corporate Governance Council Principles and Recommendations

| Corporate Governance Council recommendation | | Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement: | Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵ |
|--------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES | | | |
| 9.1 | A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents. | <input type="checkbox"/> and we have disclosed information about the processes in place at: [insert location] | <input type="checkbox"/> set out in our Corporate Governance Statement OR <input checked="" type="checkbox"/> we do not have a director in this position and this recommendation is therefore not applicable OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable |
| 9.2 | A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time. | <input type="checkbox"/> | <input type="checkbox"/> set out in our Corporate Governance Statement OR <input checked="" type="checkbox"/> we are established in Australia and this recommendation is therefore not applicable OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable |
| 9.3 | A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit. | <input type="checkbox"/> | <input type="checkbox"/> set out in our Corporate Governance Statement OR <input checked="" type="checkbox"/> we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable <input type="checkbox"/> we are an externally managed entity that does not hold an AGM and this recommendation is therefore not applicable |
| ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES | | | |
| - | <i>Alternative to Recommendation 1.1 for externally managed listed entities:</i> The responsible entity of an externally managed listed entity should disclose: (a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; and (b) the role and responsibility of the board of the responsible entity for overseeing those arrangements. | <input type="checkbox"/> and we have disclosed the information referred to in paragraphs (a) and (b) at: [insert location] | <input type="checkbox"/> set out in our Corporate Governance Statement |

Key to Disclosures Corporate Governance Council Principles and Recommendations

| Corporate Governance Council recommendation | | Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement: | Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵ |
|---------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------|
| - | <p><i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i></p> <p>An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.</p> | <p><input type="checkbox"/></p> <p>and we have disclosed the terms governing our remuneration as manager of the entity at:</p> <p>.....</p> <p>[insert location]</p> | <p><input type="checkbox"/> set out in our Corporate Governance Statement</p> |

2023 CORPORATE GOVERNANCE STATEMENT

This corporate governance statement sets out Noxopharm Limited (**Company**) current compliance with the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (Fourth Edition) (**ASX Principles and Recommendations**). The ASX Principles and Recommendations are not mandatory. However, this corporate governance statement discloses the extent to which the Company has followed the ASX Principles and Recommendations. This corporate governance statement, for the year ended 30 June 2023, is current as at 31 August 2023 and has been approved by the board of the Company (**Board**).

| ASX Principles and Recommendations | Comply (Yes/No) | Explanation |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. Lay solid foundations for management and oversight | | |
| 1.1. <i>A listed entity should have and disclose a board charter setting out:</i> <i>(a) the respective roles and responsibilities of its board and management; and</i> <i>(b) those matters expressly reserved to the board and those delegated to management.</i> | Yes | <p>The Company has adopted a Board Charter, which is available on the Company's website (www.noxopharm.com).</p> <p>The Board Charter sets out, among other things, specific responsibilities of the Board or its committees, requirements as to the Board's composition, and the roles and responsibilities of the Chairman, Board and management, as well as the matters expressly reserved for the decision of the Board and those delegated to management.</p> |
| 1.2. <i>A listed entity should:</i> <i>(a) undertake appropriate checks before appointing a director or senior executive, or putting someone forward for election as a director; and</i> <i>(b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.</i> | Yes | <p>The Company undertakes background checks with regard to the appointee's character, experience, education, criminal record and bankruptcy history prior to nomination for election as a director. Any material adverse information revealed by these checks is released to security holders prior to the general meeting at which they can be elected as appropriate.</p> |
| 1.3. <i>A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</i> | Yes | <p>The Company has entered into written agreements with each director and senior executive.</p> |
| 1.4. <i>The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.</i> | Yes | <p>This is consistent with the Board Charter and corporate structure of the Company. The Company Secretary is accountable directly to the Board, through the Chair, on all matters relating to the proper functioning of the Board.</p> |

| ASX Principles and Recommendations | Comply (Yes/No) | Explanation | | | | | | | | | | | | |
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| <p>1.5. <i>A listed entity should:</i></p> <p>(a) <i>have and disclose a diversity policy;</i></p> <p>(b) <i>through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and</i></p> <p>(c) <i>disclose in relation to each reporting period:</i></p> <p>1) <i>the measurable objectives set for that period to achieve gender diversity;</i></p> <p>2) <i>the entity's progress towards achieving those objectives; and</i></p> <p>3) <i>either:</i></p> <p style="padding-left: 20px;"><i>A. the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or</i></p> <p style="padding-left: 20px;"><i>B. if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</i></p> <p><i>If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.</i></p> | Partially | <p>The Company has adopted a diversity policy, a copy of which is available on the Company's website (www.noxopharm.com).</p> <p>The Board, in consultation with the Remuneration & Nomination Committee, will set measurable objectives for achieving diversity, in particular gender diversity, in accordance with this policy and the diversity targets set by the Board from time to time and will review the effectiveness and relevance of these measurable objectives on an annual basis. Measurable objectives have not yet been determined. The Company's diversity gender as at 30 June 2023 and 30 June 2022 is detailed below:</p> <table border="1" data-bbox="847 808 1465 1176"> <thead> <tr> <th>Level</th> <th>2023</th> <th>2022</th> </tr> </thead> <tbody> <tr> <td>Women on the Board</td> <td>25%</td> <td>20%</td> </tr> <tr> <td>Women in senior management roles</td> <td>40%</td> <td>40%</td> </tr> <tr> <td>Women employees in the Group (excluding senior management roles)</td> <td>33%</td> <td>46%</td> </tr> </tbody> </table> <p>The Board agrees with the principles of ESG and has retained advisors to co-develop an ESG framework for Noxopharm. While critical corporate governance policies are in place, others elements of ESG, such as Diversity, are being developed.</p> | Level | 2023 | 2022 | Women on the Board | 25% | 20% | Women in senior management roles | 40% | 40% | Women employees in the Group (excluding senior management roles) | 33% | 46% |
| Level | 2023 | 2022 | | | | | | | | | | | | |
| Women on the Board | 25% | 20% | | | | | | | | | | | | |
| Women in senior management roles | 40% | 40% | | | | | | | | | | | | |
| Women employees in the Group (excluding senior management roles) | 33% | 46% | | | | | | | | | | | | |
| <p>1.6. <i>A listed entity should:</i></p> <p>(a) <i>have and disclose a process for periodically evaluating the performance of the board, its</i></p> | Yes | <p>With assistance from the Remuneration & Nomination Committee, in accordance with the Board Charter, the Board shall develop and implement an annual performance evaluation process for individual directors, the Board and its Committees. The Chairman determines the evaluation criteria and process, based on inputs from the Board and</p> | | | | | | | | | | | | |

| ASX Principles and Recommendations | Comply (Yes/No) | Explanation |
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| <p><i>committees and individual directors; and</i></p> <p><i>(b) disclose, for each reporting period, whether a performance evaluation has been undertaken in the reporting period in accordance with that process, during or in respect of that period.</i></p> | | <p>the Remuneration and Nomination Committee.</p> <p>Performance reviews were conducted during the 2023 financial year.</p> |
| <p>1.7. <i>A listed entity should:</i></p> <p><i>(a) have and disclose a process for periodically evaluating the performance of its senior executives at least once every reporting period; and</i></p> <p><i>(b) disclose, in relation to each reporting period, whether a performance evaluation has been undertaken in the reporting period in accordance with that process, during or in respect of that period.</i></p> | Yes | <p>In accordance with the Board Charter, the Board, with assistance and input from the Remuneration and Nomination Committee, shall monitor and evaluate the performance of the Managing Director/CEO, senior executives at least annually.</p> <p>Performance reviews for the senior executives for the 2023 financial year were conducted.</p> |
| <p>2. Structure the board to be effective and add value</p> | | |
| <p>2.1. <i>The board of a listed entity should:</i></p> <p><i>(a) have a nomination committee which:</i></p> <p><i>(1) has at least three members, a majority of whom are independent directors; and</i></p> <p><i>(2) is chaired by an independent director, and disclose:</i></p> <p><i>(3) the charter of the committee;</i></p> <p><i>(4) the members of the committee; and</i></p> <p><i>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</i></p> <p><i>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</i></p> | Partially | <p>The Company has established a Remuneration and Nomination Committee. The Committee Charter is available on the Company's website (www.noxopharm.com).</p> <p>The Committee, from 20 September 2022, comprises three members, being:</p> <ul style="list-style-type: none"> • Mr Peter Marks (Chair and Independent Non-Executive Director); • Mr Boris Patkin (Committee member and Non-Executive Director); and • Mr Fred Bart (Committee member and Independent Non-Executive Director). <p>Dr Graham Kelly was a Committee member from 1 July 2022 to 20 September 2022. Dr Kelly resigned as a Director on 20 September 2022. Mr Bart replaced Dr Kelly as a Committee Member on 20 September 2022.</p> <p>Accordingly, from 20 September 2022, the Committee is chaired by an independent director and consists of a majority of independent directors. Prior to this date, the Committee did not consist of majority independent directors.</p> <p>Details of Board committee meetings held and meeting attendance of each member is set out in the Directors Report, which is published in the Annual Report.</p> |

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| <p>2.2. <i>A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the Board currently has or is looking to achieve in its membership.</i></p> | <p>Yes</p> | <p>The Remuneration and Nomination Committee Charter sets out the procedures for selecting and appointing Directors which includes a commitment to ensuring a balance of skill and experience necessary for the conduct of the Company's activities.</p> <p>The Board has developed a Board skills matrix, to simplify the process for identifying any 'gaps' in the Board's skills, expertise and experience. The Board achieved its assessed skills rating for all criteria as outlined within the Skills Matrix.</p> <p>The board skills matrix is available on the Company's website (www.noxopharm.com).</p> <p>Details of the Directors' skills, experience, expertise and attendance at meetings are set out in the Directors' Report in each year's Annual Report.</p> |
| <p>2.3. <i>A listed entity should disclose:</i> <i>(a) the names of the directors considered by the board to be independent directors;</i> <i>(b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and</i> <i>(c) the length of service of each director.</i></p> | <p>Yes</p> | <p>The Company considers the following Directors to be independent:</p> <ul style="list-style-type: none"> • Mr Peter Marks – appointed 15 March 2016 (Independent Non-Executive Director); and • Mr Frederik Bart – appointed 8 May 2020 (Independent Non-Executive Director). <p>The Board notes the following directors are deemed not independent for the purposes of the ASX Guidelines:</p> <ul style="list-style-type: none"> • Mr Boris Patkin – appointed 26 March 2020 (Non-Independent Non-Executive Director due to being a nominee appointment to a substantial shareholder); • Dr Gisela Mautner – appointed 1 February 2022 (Executive Director); and • Dr Graham Kelly – originally appointed as an Executive Director and Managing Director on 27 October 2015, and subsequently appointed as a Non-Executive Director on 1 February 2022 (Non-Independent Non-Executive Director and Substantial shareholder) and resigned as a Director during the Financial Year on 20 September 2022. |
| <p>2.4. <i>A majority of the board of a listed entity should be independent directors.</i></p> | <p>No</p> | <p>The Board has not had a majority of independent directors during the year and to the date of this report.</p> |
| <p>2.5. <i>The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.</i></p> | <p>Yes</p> | <p>The Company's current Chairman, Mr Fred Bart, is considered an independent Director by the Board of the Company, and Mr Fred Bart satisfied the ASX Principles and Recommendations definition of an Independent Director. Mr Fred Bart is not the same person as the CEO of the Company.</p> |

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| <p>2.6. <i>A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development opportunities to maintain the skills and knowledge needed to perform their role as directors effectively.</i></p> | <p>Yes</p> | <p>The program for Director Induction is provided under section 11 of the Board Charter. The Company is committed to procuring appropriate professional development opportunities for Directors so that they may develop and maintain the skill and knowledge needed to perform their roles effectively, whether this be by informal program or otherwise.</p> <p>On an ongoing basis, and subject to approval from the Chairman, Directors may request and undertake training and professional development, as appropriate, at the Company's expense.</p> |
| <p>3. Instil a culture of acting lawfully, ethically and responsibly</p> | | |
| <p>3.1. <i>A listed entity should articulate and disclose its values.</i></p> | <p>Yes</p> | <p>The Company's values are:</p> <ul style="list-style-type: none"> • Integrity, Honesty and Fairness; • Good Corporate Citizenship; • Workplace Fairness; and • Trading Activities. <p>The Company's values are available in the Code of Conduct, which is published on the Company's website (www.noxopharm.com)</p> |
| <p>3.2. <i>A listed entity should:</i> <i>(a) have and disclose a code of conduct for its directors, senior executives and employees; and</i> <i>(b) ensure that the board or a committee of the board is informed of any material breaches of that code.</i></p> | <p>Yes</p> | <p>The Company's Code of Conduct sets out a framework to enable Directors to achieve the highest possible standards in the discharge of their duties and to give a clear understanding of best practice in corporate governance. A copy of the Code of Conduct is available at the Company's website www.noxopharm.com.</p> <p>Breaches of the Code of Conduct are to be reported to Senior Management, following which the report will be handled appropriately as the circumstances dictate, which may include a notification of the breach to the Board.</p> |
| <p>3.3. <i>A listed entity should:</i> <i>(a) have and disclose a whistleblower policy; and</i> <i>(b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.</i></p> | <p>Yes</p> | <p>The Company's Whistleblower Policy is available on the Company's website (www.noxopharm.com).</p> <p>In accordance with the policy, appropriate corrective action will be taken as warranted by the investigation and as determined by the Board of the Company, in its sole discretion (or the Audit & Risk Committee, if delegated by the Board).</p> |
| <p>3.4. <i>A listed entity should:</i> <i>(a) have and disclose an anti-bribery and corruption policy; and</i> <i>(b) ensure that the board or committee of the board is informed of any material breaches of that policy.</i></p> | <p>Yes</p> | <p>The Company has adopted an anti-bribery and corruption policy.</p> <p>Breaches of the Code of Conduct in respect to bribery and corruption must be reported to the Board where appropriate.</p> |
| <p>4. Safeguard the integrity of corporate reports</p> | | |
| <p>4.1. <i>The board of a listed entity should:</i> <i>(a) have an audit committee which:</i> <i>(1) has at least three members, all of whom are non-executive directors and a majority of</i></p> | <p>Partially</p> | <p>The Company has established an Audit and Risk Management Committee to assist and report to the Board.</p> <p>Copy of the Audit and Risk Committee Charter can be obtained from the company's website www.noxopharm.com.</p> |

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| <p><i>whom are independent directors; and</i></p> <p><i>(2) is chaired by an independent director, who is not the chair of the board, and disclose:</i></p> <p><i>(3) the charter of the committee;</i></p> <p><i>(4) the relevant qualifications and experience of the members of the committee; and</i></p> <p><i>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</i></p> <p><i>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</i></p> | | <p>The Committee, from 20 September 2022, comprises three members, being:</p> <ul style="list-style-type: none"> • Mr Peter Marks (Chair and Independent Non-Executive Director); • Mr Boris Patkin (Committee member and Non-Executive Director); and • Mr Fred Bart (Committee member and Independent Non-Executive Director). <p>Dr Graham Kelly was a Committee member from 1 July 2022 to 20 September 2022. Dr Kelly resigned as a Director on 20 September 2022. Mr Bart replaced Dr Kelly as a Committee Member on 20 September 2022.</p> <p>Accordingly, from 20 September 2022, the Committee is chaired by an independent director, consists of non-executive directors and consists of a majority of independent directors. Prior to this date, the Committee did not consist of majority independent directors.</p> <p>The relevant skills, qualifications and experience of each Committee member is disclosed within the Directors Report, which is available in the Annual Report.</p> <p>Details of Board committee meetings held and meeting attendance of each member is set out in the Directors Report, which is available in the Annual Report.</p> |
| <p>4.2. <i>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</i></p> | <p>Yes</p> | <p>This is consistent with the approach adopted by the Audit and Risk Committee and Board.</p> |
| <p>4.3. <i>A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor</i></p> | <p>Yes</p> | <p>The Board ensures that any periodic corporate report the Company releases to the market that has not been subject to audit or review by an external auditor discloses the process taken to verify the integrity of its content. The Committee will ensure that any periodic corporate reports that the Company releases to the market, that has not been subject to audit or review by an external auditor, have undertaken a process to verify the integrity of its content, with such reports being prepared by management, reviewed by the CEO and CFO and authorised by the Chair of the Board and/or Chair of the Audit, Risk & Compliance Committee.</p> |

| 5. Make timely and balanced disclosure | | |
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| 5.1. | <i>A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under the Listing Rule</i> | Yes The Company has a written Communication and Disclosure Policy which can be obtained from the Company's website (www.noxopharm.com). |
| 5.2. | <i>A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made</i> | Yes Pursuant to section 16 of the Company's Communication and Disclosure Policy, the Company Secretary ensures the Board is provided with copies of all material market announcements promptly after they have been made. |
| 5.3. | <i>A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.</i> | Yes Pursuant to section 10 of the Company's Communication and Disclosure Policy, ahead of any new and substantive investor or analyst presentation a copy of the presentation materials must be released to ASX (even if the information in the presentation would not otherwise require market disclosure). |
| 6. Respect the rights of security holders | | |
| 6.1. | <i>A listed entity should provide information about itself and its governance to investors via its website.</i> | Yes Information about the Company and its governance is available on the Company's website (www.noxopharm.com). |
| 6.2. | <i>A listed entity should have an investor relations program that facilitates effective two-way communication with investors.</i> | Yes The Company has adopted a Communication and Disclosure Policy which notes the Communication Strategy which facilitates engagement with shareholders and other stakeholders. A copy of the Communication and Disclosure Policy is available at the Company's website (www.noxopharm.com). |
| 6.3. | <i>A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.</i> | Yes The Communication and Disclosure Policy referred to above, contains policies and processes aimed to facilitate and encourage participation at meetings. Links are made available at the Company's website to information released to the ASX. Shareholders are encouraged to participate in, and raise questions at, all shareholder meetings. |
| 6.4. | <i>A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than a show of hands.</i> | Yes Pursuant to the Communication Strategy disclosed in the Communication and Disclosure Policy, all substantive resolutions at a meeting of security holders are decided by a poll rather than a show of hands. |
| 6.5. | <i>A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.</i> | Yes The Company has instructed its share registry to facilitate this option for investors, as well as future shareholders at appropriate times. Shareholders can elect to receive communications from the Company by email and the majority of communications to the Company can be made by email. Details of how the Company facilitates electronic communications is noted within the Communications and Disclosure Policy. |

| 7. Recognise and manage risk | | |
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| <p>7.1. <i>The Board of a listed entity should:</i></p> <p>(a) <i>have a committee or committees to oversee risk, each of which:</i></p> <p>(1) <i>has at least three members, a majority of whom are independent directors; and</i></p> <p>(2) <i>is chaired by an independent director, and disclose:</i></p> <p>(3) <i>the charter of the committee;</i></p> <p>(4) <i>the members of the committee; and</i></p> <p>(5) <i>as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</i></p> <p>(b) <i>if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</i></p> | Partially | <p>The Company has a combined Audit and Risk Committee to oversee risk.</p> <p>Copy of the Audit and Risk Committee Charter can be obtained from the company's website (www.noxopharm.com).</p> <p>The Committee, from 20 September 2022, comprises three members, being:</p> <ul style="list-style-type: none"> • Mr Peter Marks (Chair and Independent Non-Executive Director); • Mr Boris Patkin (Committee member and Non-Executive Director); and • Mr Fred Bart (Committee member and Independent Non-Executive Director). <p>Dr Graham Kelly was a Committee member from 1 July 2022 to 20 September 2022. Dr Kelly resigned as a Director on 20 September 2022. Mr Bart replaced Dr Kelly as a Committee Member on 20 September 2022.</p> <p>Accordingly, from 20 September 2022, the Committee is chaired by an independent director and consists of a majority of independent directors. Prior to this date, the Committee did not consist of majority independent directors.</p> <p>Details of Board committee meetings held and meeting attendance of each member is set out in the Directors Report, which is available in the Annual Report.</p> |
| <p>7.2. <i>The board or a committee of the board should:</i></p> <p>(a) <i>review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and</i></p> <p>(b) <i>disclose in relation to each reporting period, whether such a review has taken place.</i></p> | Yes | <p>In accordance with the Audit and Risk Committee Charter, the Committee is responsible for the oversight of the Risk Management System, which includes the review and provision of proposed changes, where applicable, to the Company's Risk Management Framework, to ensure soundness of the framework. The Committee reviews the Company's risk profile and processes at least twice annually and reports to the Board, to ensure that risks relevant to achieving the Company's strategic, business and reputational objectives are appropriately informed to the Board.</p> <p>A review of the Risk Management Framework was undertaken during the reporting period.</p> |
| <p>7.3. <i>A listed entity should disclose:</i></p> <p>(a) <i>if it has an internal audit function, how the function is structured and what role it performs; or</i></p> <p>(b) <i>if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</i></p> | Yes | <p>The Company does not have an internal audit function due to the relative nature and scale of its operations, and the costs of having an internal audit function. Adequate processes are in place to ensure continued effectiveness of governance, risk management policies and internal control. The Audit and Risk Committee is responsible to evaluate the effectiveness of its risk management systems and internal control processes, and it reports directly to the Board.</p> |

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| <p>7.4. <i>A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.</i></p> | <p>Yes</p> | <p>The entity does not have material exposure in these areas, other than as disclosed in the key risks section of the Company's Prospectus dated 24 June 2016.</p> <p>The Company reviews risks applicable to its operations in accordance with its risk management policies. Should there be any changes to the Company's material risk exposure, the market will be notified accordingly through announcements published with ASX.</p> |
| <p>8. Remunerate fairly and responsibly</p> | | |
| <p>8.1. <i>The Board of a listed entity should:</i></p> <p>(a) <i>have a remuneration committee which:</i></p> <p>(1) <i>has at least three members, a majority of whom are independent directors; and</i></p> <p>(2) <i>is chaired by an independent director, and disclose:</i></p> <p>(3) <i>the charter of the committee;</i></p> <p>(4) <i>the members of the committee; and</i></p> <p>(5) <i>as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</i></p> <p>(b) <i>if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</i></p> | <p>Partially</p> | <p>The Board has established a Remuneration & Nomination Committee to assist the Board to discharge its responsibilities in relation to remuneration and issues relevant to remuneration policies and practices, including those for senior management and Non-Executive Directors.</p> <p>Copy of the Remuneration and Nomination Committee Charter is available from the company's website (www.noxopharm.com).</p> <p>The Committee, from 20 September 2022, comprises three members, being:</p> <ul style="list-style-type: none"> • Mr Peter Marks (Chair and Independent Non-Executive Director); • Mr Boris Patkin (Committee member and Non-Executive Director); and • Mr Fred Bart (Committee member and Independent Non-Executive Director). <p>Dr Graham Kelly was a Committee member from 1 July 2022 to 20 September 2022. Dr Kelly resigned as a Director on 20 September 2022. Mr Bart replaced Dr Kelly as a Committee Member on 20 September 2022.</p> <p>Accordingly, from 20 September 2022, the Committee is chaired by an independent director and consists of a majority of independent directors. Prior to this date, the Committee did not consist of majority independent directors.</p> <p>Details of Board committee meetings held and meeting attendance of each member is set out in the Directors Report, which is available in the Annual Report.</p> |
| <p>8.2. <i>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</i></p> | <p>Yes</p> | <p>The remuneration policies are approved and reviewed by the Board. The remuneration report, disclosed in the Company's Annual Report, discloses the Company's policies and practices regarding the remuneration of executive, non-executive and senior management.</p> |
| <p>8.3. <i>A listed entity which has an equity-based remuneration scheme should:</i></p> <p>(a) <i>have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</i></p> <p>(b) <i>disclose that policy or a summary of it.</i></p> | <p>Yes</p> | <p>In accordance with section 13 of the Company's Securities Trading Policy, participants in any equity-based incentive scheme are prohibited from entering into any transaction that would have the effect of hedging or otherwise transferring the risk of any fluctuation in the value of any unvested entitlement in the Company's securities to any other person.</p> |