Date: 19 July 2019 **Sydney, Australia**

ASX Limited
20 Bridge Street
SYDNEY NSW 2000

Noxopharm Announces AU$26 Million Funding Facility

KEY HIGHLIGHTS

- **AU$4,000,000 initial funding**
- **Equity placement component of up to additional AU$22,000,000 in ordinary shares over 12 months**
- **Flexible funding package leading up to a proposed U.S. Listing**

SYDNEY, July 19 2019: Noxopharm Ltd ('**Noxopharm**' or the '**Company**') (ASX:NOX) in recent months has released interim clinical data from both its DARRT-1 and LuPIN studies with both showing encouraging evidence that its immuno-oncology drug candidate, Veyonda®, is providing meaningful anti-cancer responses in men with advanced, progressive prostate cancer (metastatic castration-resistant cancer). That data, along with the recent confirmation of the immuno-oncology drug effects of Veyonda®, supports the Company's belief that Veyonda® represents a highly promising, new class of anti-cancer therapy.

The Company plans to accelerate the development of Veyonda® by taking it into its next round of clinical testing in the United States, which will require additional external financing.

The Company is pleased to announce it has secured a funding facility (the '**Facility**') for up to AU$26 million from two New York institutional investors – Lind Global Macro Fund, LP, managed by The Lind Partners, LLC and CST Investment Funds (the '**Investors**'). The Facility comprises a AU$4,560,000 (face value) secured convertible security (with 6-month lock-up) and up to AU$22,200,000 in ordinary share placements over a 12-month period. Noxopharm has the ability to vary monthly share subscriptions between AU$200,000 and AU$2,000,000 over the next 12 months, subject to agreement by the parties.

The Company will receive AU$4,000,000 in capital upon closing (prior to fees and expenses), comprised of a AU$3,800,000 convertible security and the first AU$200,000 tranche of ordinary shares. The Company has given a General Security (over all its assets other than its intellectual property rights) in favour of the Investors to secure its obligations under the convertible security and placement obligations.

The Company's priorities in seeking additional capital have been:

- to secure sufficient funding to meet ongoing working capital needs
- to permit the Company to plan to expand and accelerate its Veyonda® clinical program into CEP-2, DARRT-2 and immuno-oncology clinical trials
- to minimise dilution to existing NOX shareholders
- to obtain a source of funding that would allow the Company to take advantage of an anticipated clinical program news flow over the coming 9 months as its DARRT-1 and LuPIN programs read-out.

Further key terms of the Facility are detailed below.

Graham Kelly, Noxopharm Executive Chairman, said, "This Facility provides the Company with the security of the additional funding it needs to go to the next level. The further we take Veyonda® in the clinic, the more confident we become in its opportunity and value. And while the value of Veyonda® is growing, so is the cost of its development, and that means laying the groundwork for a future strongly linked to the U.S. capital markets."

"The actions of Veyonda® as a radio-enhancer and immuno-oncology drug candidate happen to align with emerging frontiers in cancer therapy. These are the use of radiotherapy to induce abscopal responses, the use of intravenous radiopharmaceuticals to treat a growing range of cancers, and of course the recruitment of the body's innate immune system to fight cancer. We see Veyonda® playing a key role in all 3 of these emerging therapies, and the funding facility announced today helps us towards achieving that goal."

US-based Laidlaw & Co. (UK) Ltd served as the financial advisor to the transaction.

Key Aspects of the Funding Agreement:

1. Maximum Flexibility

The terms of the Facility allows Noxopharm to carry out additional private placements of equity and funding facilities at a fixed price external to this Facility with the agreement of the Investors. In addition, the Facility does not restrict the Company's ability to enter into strategic industry partnerships. Noxopharm has the right to pause up to three months or terminate the Facility by payment of a termination fee of AU$150,000 or for no fee if the purchase price for any tranche is below the floor price of AU$0.40.

2. Access to funding

Subject to headroom created by shareholder approval, the Facility provides Noxopharm with access to a flexible base level of funding over the next 12 months. The at-call component of the Facility of up to AU$22,200,000 is, subject to mutual consent for amounts in excess of AU$2,400,000 per annum, to be

made available to Noxopharm in tranches over 12 months. Shares are to be purchased by the Investors from Noxopharm, approximately monthly, in minimum amounts of AU$200,000 which may be increased up to AU$2,000,000 by mutual consent of Noxopharm and the Investors, subject to compliance with the terms of the Facility.

3. Minimising dilution

The structure of the Facility allows Noxopharm to issue its ordinary shares at prices that are linked to its trading prices on the Australian Stock Exchange prevailing at the time, potentially at a premium to the then current share price, thereby minimising dilution for existing shareholders. The price at which shares will be issued under the Facility is 90% of the average of the 5 lowest daily VWAPs during the 20-trading day period prior to the issuance of shares or, at the option of the Investors on up to two occasions, the purchase price may be AU$0.58, being 130% of the average daily VWAPs of the shares during the 20-trading day period prior to the execution of the Facility.

As part of the Facility, Investors collectively will be granted 4,7222,222 options exercisable at AU$0.58 per share and also will be issued 3,000,000 ordinary shares to be held as collateral that will be credited or returned at the end of the Facility. Noxopharm also will pay the Investors collectively a commitment fee of AU$213,000 via offset of funds advanced.

4. Conversion

The Convertible Securities can be converted after 90 days or the earlier event of default or termination or pause to Shares at a conversion price which is the lowest of (a) the price per Share equal to 90% of the average of the five (5) lowest daily VWAPs per Share during the 20-trading day period immediately prior to the relevant notice of Conversion Date; (b) AU$0.58; and (c) in the event of an IPO on Nasdaq, 80% of the Nasdaq IPO Price.

The 90-day restricted conversion period does not apply in the event that the Market Capitalisation is less than AU$45,000,000 or more than AU$78,000,000.

The Agreement contains provisions that may require the approval of shareholders as required under ASX Listing Rules 7.1 and 7.1A in the future. Shareholder approval is not required for the initial funding to proceed.

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.

www.noxopharm.com

Investor & Corporate Enquiries:
Prue Kelly
M: 0459 022 445
E: info@noxopharm.com

Company Secretary:
David Franks
T: +61 2 9299 9690
E: David.Franks@automicgroup.com.au

Media Contact:
Frank de Maria
Purposeful Communications
T: +1 347 647 0284
E: frank.demaria@purposefulcommunications.com

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. No representation, warranty or assurance (express or implied) is given or made by Noxopharm that the forward-looking statements contained in this announcement are accurate and undue reliance should not be placed upon such statements.