

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/

Name of entity	Noxopharm Limited (ASX: NOX)
ABN	50 608 966 123

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Graham Kelly
Date of last notice	24 February 2021

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct and Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	N/A
Date of change	26 February 2021
No. of securities held prior to change	<p><u>DIRECT</u></p> <p>1) 100,000 Ordinary shares</p> <p><u>INDIRECT</u></p> <p>Milligene Pty Ltd <The GE & PR Kelly Family Trust></p> <p>2) 27,649,106 ordinary shares</p> <p>3) 12,075,000 unlisted options \$0.30, expiry 28/2/2021</p> <p>4) 1,820,513 Listed Options Expiry, 18/06/2023, Exercisable @ \$0.30</p> <p>Phytose Corporation Limited ATF Boundaryone Superannuation Fund</p> <p>5) 240,553 ordinary shares</p>

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	<p>Bende Holdings Pty Ltd 6) 162,635 ordinary shares</p> <p>Prudence Kelly 7) 10,000 ordinary shares 8) 12,346 Unlisted Option Expiry, 30/11/2021, Exercisable @ \$1.08, vest if employed at 1 December 2018 - Vested 9) 12,346 Unlisted Option Expiry, 30/11/2021, Exercisable @ \$1.08, vest if employed at 1 December 2019 10) 12,345 Unlisted Option Expiry, 30/11/2021, Exercisable @ \$1.08, vest if employed at 1 December 2020 11) 20,833 Unlisted Option Expiry, 21/11/2022, Exercisable @ \$0.62, vest if employed at 21 November 2019 12) 20,833 Unlisted Option Expiry, 21/11/2022, Exercisable @ \$0.62, vest if employed at 21 November 2020 13) 20,834 Unlisted Option Expiry, 21/11/2022, Exercisable @ \$0.62, vest if employed at 21 November 2020 14) 62,500 Unlisted Option Expiry, 16/12/2023, Exercisable @ \$0.32, vest if employed at 16/12/20 15) 62,500 Unlisted Option Expiry, 6/11/2024, Exercisable @ \$0.55, vest if employed at 6/11/21</p>
Class	<p>2) ordinary shares 3) unlisted options \$0.30, expiry 28/2/2021</p>
Number acquired	<p>2) 8,000,000 ordinary shares</p>
Number disposed	<p>3) (12,075,000) unlisted options \$0.30, expiry 28/2/2021, with (8,000,000) exercised and balance unexercised and subject to underwriting agreement announced on 19 February 2021</p>
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	<p>2) \$2,400,000 or 30 cents per share 3) N/A</p>
No. of securities held after change	<p><u>DIRECT</u> 1) 100,000 Ordinary shares</p> <p><u>INDIRECT</u> Milligene Pty Ltd <The GE & PR Kelly Family Trust> 2) 35,649,106 ordinary shares</p>

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	<p>3) 0 unlisted options \$0.30, expiry 28/2/2021</p> <p>4) 1,820,513 Listed Options Expiry, 18/06/2023, Exercisable @ \$0.30</p> <p>Phytose Corporation Limited ATF Boundaryone Superannuation Fund</p> <p>5) 240,553 ordinary shares</p> <p>Bende Holdings Pty Ltd</p> <p>6) 162,635 ordinary shares</p> <p>Prudence Kelly</p> <p>7) 10,000 ordinary shares</p> <p>8) 12,346 Unlisted Option Expiry, 30/11/2021, Exercisable @ \$1.08, vest if employed at 1 December 2018 - Vested</p> <p>9)\. 12,346 Unlisted Option Expiry, 30/11/2021, Exercisable @ \$1.08, vest if employed at 1 December 2019</p> <p>10) 12,345 Unlisted Option Expiry, 30/11/2021, Exercisable @ \$1.08, vest if employed at 1 December 2020</p> <p>11) 20,833 Unlisted Option Expiry, 21/11/2022, Exercisable @ \$0.62, vest if employed at 21 November 2019</p> <p>12) 20,833 Unlisted Option Expiry, 21/11/2022, Exercisable @ \$0.62, vest if employed at 21 November 2020</p> <p>13) 20,834 Unlisted Option Expiry, 21/11/2022, Exercisable @ \$0.62, vest if employed at 21 November 2020</p> <p>14) 62,500 Unlisted Option Expiry, 16/12/2023, Exercisable @ \$0.32, vest if employed at 16/12/20</p> <p>15) 62,500 Unlisted Option Expiry, 6/11/2024, Exercisable @ \$0.55, vest if employed at 6/11/21</p>
<p>Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p>Exercise of options</p>

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Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
Date of change	N/A
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	N/A
Interest after change	N/A

Part 3 – +Closed period

Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

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