



Date: 20 November 2019

Sydney, Australia

ASX Limited  
 20 Bridge Street  
 SYDNEY NSW 2000

**NOXOPHARM LIMITED (“NOX”)  
 Results of the Annual General Meeting (“AGM”) of Members – 20 November 2019**

**Sydney, 20 November 2019:** Noxopharm (ASX:NOX) advises 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	<b>Resolution 1</b> Adoption of Remuneration Report	9,820,635	191,000	32,022	333,966	35,208,618	45,586,241
2 Ordinary	<b>Resolution 2</b> Re-election of Peter Marks as Director	43,674,659	0	176,000	333,966	1,401,616	45,586,241
3 Special	<b>Resolution 3</b> ASX Listing Rule 7.1A Approval of Future Issue of Securities	43,666,959	29,700	154,000	333,966	1,401,616	45,586,241
4 Ordinary	<b>Resolution 4</b> Renewal of Employee Incentive Plan	9,848,657	183,000	22,000	333,966	35,198,618	45,586,241
5 Special	<b>Resolution 5</b> Adoption of New Constitution	43,688,959	7,700	154,000	333,966	1,401,616	45,586,241
6 Special	<b>Resolution 6</b> Adoption of Proportional Takeover Provisions	43,549,959	107,700	193,000	333,966	1,401,616	45,586,241



\* There was one invalid proxy received, totalling 30,000 votes.

\*\* 1,401,616 votes in the “votes excluded / no instruction” column in the table above represent where the nominee registered shareholder had not received instructions from the beneficial shareholder. The remaining votes represent excluded votes unable to vote on the noted resolution as outlined in the Notice of Meeting.

\*\*\* Of the ‘undirected votes’, 330,466 votes 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 on a show of hands on 20 November 2019.

1. Resolution 1 – Adoption of Remuneration Report
2. Resolution 2 – Re-election of Peter Marks as Director
3. Resolution 3 – ASX Listing Rule 7.1A Approval of Future Issue of Securities
4. Resolution 4 – Renewal of Employee Incentive Plan
5. Resolution 5 – Adoption of New Constitution
6. Resolution 6 – Adoption of Proportional Takeover Provisions

In relation to Resolutions 3, 5 and 6, these resolutions were passed as special resolutions.

For the record, in relation to Resolutions 1, 3, 5 and 6, the show of hands and proxy positions were passed in excess of 75% in favour of these Resolutions.

Yours Sincerely

A handwritten signature in black ink, appearing to read "D. Franks", with a long horizontal flourish extending to the right.

**David Franks**  
Company Secretary  
Noxopharm Limited

**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 spin-out company, Nyrada Inc.

[www.noxopharm.com](http://www.noxopharm.com)



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**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.