



**ASX Announcement | 14 October 2020**  
**Noxopharm Limited (ASX:NOX)**

## **Cover Letter and Proxy Form in relation to Annual General Meeting**

**Sydney 14 October 2020: Australian clinical-stage drug development company Noxopharm Limited (ASX:NOX)** ("Noxopharm " or the "Company") attaches in relation to its Annual General Meeting, the following documents:

- Cover Letter; and
- Proxy Form.

*Graham Kelly, CEO and Managing Director of Noxopharm, has approved the release of this document to the market on behalf of the Board of Directors.*

**-ENDS-**

### **About Noxopharm**

Noxopharm Limited (ASX:NOX) is an Australian clinical-stage drug development company focused on the treatment of cancer and septic shock.

Veyonda® is the Company's first pipe-line drug candidate currently in Phase 2 clinical trialling. Veyonda® has two main drug actions – inhibition of sphingosine kinase and inhibition of STING signalling. Activity against the former target contributes to its dual-acting oncotoxic and immuno-oncology functions designed to enhance the effectiveness and safety of standard oncology treatments, i.e., chemotherapies, radiotherapy and immune checkpoint inhibitors. Activity against the latter target provides an anti-inflammatory effect, also contributing to an anti-cancer action, but also potentially blocking sepsis.

Noxopharm also is the major shareholder of US biotechnology company Nyrada Inc (ASX:NYR).

To learn more, please visit: [noxopharm.com](http://noxopharm.com)

### **Investor & Corporate enquiries:**

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M: 0459 022 445  
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### **Company Secretary:**

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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.



**ASX Announcement | 6 October 2020**  
**Noxopharm Limited (ASX:NOX)**

## **Noxopharm Annual General Meeting – Letter to Shareholders**

**Sydney 6 October 2020: Australian clinical-stage drug development company Noxopharm Limited (ASX:NOX)** (“Noxopharm ” or the “Company”) advises that an Annual General Meeting (“AGM”) will be held at Level 5, 126 Philip Street, Sydney, NSW 2000 and will also be made available to Shareholders electronically through a virtual meeting at 2.00pm (AEDT) on Tuesday, 17 November 2020.

### **COVID-19 Modifications**

Given the significant health concerns attributed to the COVID-19 pandemic, in addition to guidelines and restrictions issued by Australian state and federal governments, **the Company considers that it is appropriate to also hold the Annual General Meeting as a virtual meeting accessible online, in a manner that is consistent with the temporary modifications to the Corporations Act 2001 (Cth) introduced by the Commonwealth Treasurer.**

In accordance with section 5(1)(f) of the Corporations (Coronavirus Economic Response) Determination (No. 1) 2020 made by the Commonwealth Treasurer on 5 May 2020, the Notice of the AGM (“Notice”) is being made available to Shareholders electronically and can be viewed and downloaded online at the following link: <https://www.noxopharm.com/>

Given the uncertainty surrounding the COVID-19 pandemic, by the time this Notice is received by Shareholders, circumstances may have changed but this Notice is given based on circumstances as at 6 October 2020. Accordingly, should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company’s website at <https://www.noxopharm.com/>. Shareholders are urged to monitor the ASX announcements platform and the Company’s website.

All resolutions will be decided on a poll. The poll will be conducted based on votes submitted by proxy and at the Meeting by shareholders who have indicated that they intend to vote at the Meeting in accordance with the instructions set out below.

### **Venue – Virtual Meeting**

If you wish to virtually attend the Annual General Meeting (which will be broadcast as a live webinar), please **pre-register** in advance for the virtual meeting here:

[https://us02web.zoom.us/webinar/register/WN\\_KO-jA9ZhT9aziNwOckXCFA](https://us02web.zoom.us/webinar/register/WN_KO-jA9ZhT9aziNwOckXCFA)

After registering, you will receive a confirmation containing information on how to attend the virtual meeting on the day of the Annual General Meeting.



Shareholders will be able to vote and ask questions at the virtual meeting. Shareholders are also encouraged to submit questions in advance of the Annual General Meeting to the Company. Questions must be submitted in writing to David Franks, Company Secretary, at David.Franks@automicgroup.com.au at least 48 hours before the Annual General Meeting.

### **Voting virtually on the day of the AGM**

Shareholders who wish to vote virtually on the day of the EGM will need to log into the Automic website (<https://investor.automic.com.au/#/home>) with their username and password.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account **as soon as possible and well in advance of the Meeting** to avoid any delays on the day of the Meeting.

### ***How do I create an account with Automic?***

To create an account with Automic, please go to the Automic website (<https://investor.automic.com.au/#/home>), click on 'register' and follow the steps. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

### ***I have an account with Automic, what are the next steps?***

Shareholders who have an existing account with Automic (Note: with a username and password) are advised to take the following steps to attend and vote virtually on the day of the EGM:

1. Log into the Automic website (<https://investor.automic.com.au/#/home>) using your username and password.
2. **(Registration on the day)** If registration for the virtual meeting is open, click on 'Meeting open for registration' and follow the steps.
3. **(Live voting on the day)** If live voting for the virtual meeting is open, click on 'Meeting open for voting' and follow the steps.

### **Voting by proxy**

Shareholders who wish to participate and vote at the EGM are strongly encouraged to complete and submit their proxies as early as possible.

To vote by proxy, please use one of the following methods:

|               |   |
|---------------|---|
| <b>Online</b> | Lodge the Proxy Form online at <a href="https://investor.automic.com.au/#/loginsah">https://investor.automic.com.au/#/loginsah</a> by following the instructions: Log into the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form. |
|---------------|---|



|                |   |
|----------------|---|
| <b>By post</b> | Automatic, GPO Box 5193, Sydney NSW 2001                |
| <b>By hand</b> | Automatic, Level 5, 126 Phillip Street, Sydney NSW 2000 |

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

**The Chair intends to vote all open proxies in favour of all resolutions, where permitted.**

### **Resolutions at the AGM**

Full details of the proposed resolutions for the AGM are outlined in the Notice and the Explanatory Statement within. However below is a summary of the proposed resolutions. It is noted that shareholders should read the full Notice and Explanatory Statement and not just the summary below

#### **Resolutions 1 to 5 inclusive**

Resolutions 1 through 5 inclusive are the standard resolutions that we have included in our recent AGMs held by the Company, including:

- Adoption of Remuneration Report;
- Re-election or election of Directors; and
- ASX Listing Rule 7.1A Approval of Future Issue of Securities (additional 10% capacity).

#### **Resolutions 6 to 8 inclusive**

As announced on 6 October 2020, these resolutions relate to changes to a Loan Agreement that is intended to allow it to retain all or most of its anticipated 2019/2020 Federal Government R&D Rebate and enable it to put those funds towards the Company's expanding clinical trial program.

The original Loan of \$4.2M was entered into in February 2020 with the Company's second-largest shareholder, Nora Goodridge Investments Pty Limited ("Goodridge Investments") for the purpose of paying down two U.S.-based Convertible Notes. A key term of the Loan Agreement was that the Loan be repaid on receipt of the R&D Rebate, currently anticipated to be at least \$4.5M and due shortly.

However, with the Company's lead pipeline prospect, Veyonda®, now emerging as a strong contender for helping meet the estimated \$multi-billion current market shortfall in immuno-oncology treatment, the directors took the view that retaining the R&D Rebate to enable the Company to expedite its clinical program was in the Company's best interests.

The lender concurred with this strategy and has agreed to amend the Loan accordingly.

**Dr Graham Kelly, Noxopharm CEO and Managing Director**, said, "This change in terms provides the Company with an important extension of its R&D runway. I am grateful for the cooperation of the three shareholders involved who happily share the Company's confidence in the future of Veyonda®."



### **Resolutions 9 to 10 inclusive**

Resolutions 9 through 10 inclusive are proposed option packages to the two new recently appointed directors, Mr Patkin and our new Chair, Mr Bart.

*Graham Kelly, CEO and Managing Director of Noxopharm, has approved the release of this document to the market on behalf of the Board of Directors.*

**-ENDS-**

### **About Noxopharm**

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# Proxy Voting Form

If you are attending the meeting in person, please bring this with you for Securityholder registration.

[EntityRegistrationDetailsLine1Envelope]  
[EntityRegistrationDetailsLine2Envelope]  
[EntityRegistrationDetailsLine3Envelope]  
[EntityRegistrationDetailsLine4Envelope]  
[EntityRegistrationDetailsLine5Envelope]  
[EntityRegistrationDetailsLine6Envelope]

## [HolderNumber]

Holder Number:  
[HolderNumber]

Your proxy voting instruction must be received by **02:00PM (AEDT) on Sunday, 15 November 2020**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

### SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

#### YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

#### STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

#### DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

#### STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

#### APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

#### SIGNING INSTRUCTIONS

**Individual:** Where the holding is in one name, the Shareholder must sign.

**Joint holding:** Where the holding is in more than one name, all Shareholders should sign.

**Power of attorney:** If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

**Email Address:** Please provide your email address in the space provided.

**By providing your email address, you elect to receive all communications dispatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.**

#### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

#### Lodging your Proxy Voting Form:

##### Online:

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

**Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.**



##### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

##### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

##### BY EMAIL:

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##### BY FACSIMILE:

+61 2 8583 3040

##### All enquiries to Automic:

##### WECHAT:

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