



21 May 2020

Sydney, Australia

## Despatch of Non-Renounceable Pro Rata Entitlement Offer Documents

**Sydney, 21 May 2020:** Noxopharm (NOX:ASX) is pleased to advise that the following documents in relation to its 1 for 2.5 non-renounceable pro rata entitlement offer (**Offer**) will be despatched today to Eligible Shareholders, being NOX shareholders at 7:00pm (Sydney time) on 20 May 2020 with a registered address in Australia or New Zealand or who are Shareholders that the Company has otherwise determined are eligible to participate:

- Cover letter from Dr Graham Kelly, Executive Chairman (**Cover Letter**);
- Non-renounceable pro rata entitlement offer booklet (**Offer Booklet**); and
- personalised entitlement and acceptance form.

NOX confirms that the Offer contained in the Offer Booklet is now open and will close at 5:00pm (Sydney time) 11 June 2020, unless extended (**Closing Date**). The Closing Date is the last date entitlement and acceptance forms and payment will be accepted by the Company (as stated in the indicative timetable included in the Offer Booklet).

Attached is a copy of a Cover Letter.

### About Noxopharm

Noxopharm is a clinical-stage Australian oncology drug development company with offices in Sydney and New York. The Company has a primary focus on the development of Veyonda<sup>®</sup> and is the major shareholder in the non-oncology drug development company, Nyrada Inc. (ASX:NYR).

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

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*Graham Kelly, CEO and Chairman of Noxopharm, has approved the release of this document to the market.*

**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.



21 May 2020

Dear Shareholder

Noxopharm finds itself facing a number of significant commercial opportunities, all in areas of significant unmet need.

With some of these opportunities, community health imperatives mean we have a moral obligation to act. With others, the potential financial rewards on offer mean we have a corporate obligation to act.

Action requires funding, and that is where we are today.

Rather than raising capital via a placement of equity to sophisticated investors, your Board was keen to allow shareholders to participate in the current capital raising.

Thus the offer of an Entitlement (or Rights) Issue.

The attached letter and Prospectus contain the details, but I wanted to summarise those details here for those shareholders not familiar with an Entitlement Issue.

#### **Fully-Underwritten Issue**

The Issue is fully underwritten by Canaccord Genuity. This means that, subject to the terms of the underwriting agreement (which are summarised in the prospectus), the approx. \$7.9m capital raising is assured regardless of the level of uptake by shareholders.

#### **Your Entitlement**

You are entitled to subscribe for 1 ordinary share in the Company (**Share**) (at an issue price of 13 cents) for each 2.5 Shares you currently own ("New Shares"). For each 3 New Shares you subscribe for, you will receive 1 option with an exercise price of \$0.30 and an exercise period of three years from the date of grant ("New Options").

Your entitlement will be based on the number of Shares you hold as at 7.00pm (AEST) on 20 May 2020 ("Record Date") as recorded in the Company's Share Register.

An example for illustrative purposes only of a holder's entitlements to New Shares and New Options, noting that specific circumstances are subject to rounding as outlined in the prospectus, is outlined below:

Shareholding as at Record Date:	7,500 ordinary shares
Number of rights under entitlement (1 for 2.5)	3,000 rights
Cost to <u>fully</u> subscribe for rights at 13 cents per right	\$390.00
Number of New Shares to be allotted to holder *	3,000 New Shares
Number of New Options to be allotted to holder *	1,000 New Options

\*if fully subscribed

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**How do I subscribe?**

1. You need to complete and submit the personalised Application Form attached to the Prospectus (together with bank confirmation of the transfer of the application monies into the Company's bank account) in accordance with the instructions on that form. A Prospectus is being mailed to each eligible shareholder.
2. Alternatively, you can pay by BPAY® or electronic funds transfer (EFT) in accordance with the instructions on the Application Form. If paying by BPAY® or EFT in accordance with the instructions on the Application Form, there is no need to submit the completed Application Form.
3. The closing date for applications is 5.00pm (AEST) on 11 June 2020 (unless varied at the discretion of the Board).

Before deciding whether or not to subscribe, you should read and consider the prospectus in full, including, without limitation, the key risk factors associated with an investment in the Company outlined in the prospectus.

Feel free to contact me as below if you have any questions.

Graham Kelly  
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Yours faithfully



Dr Graham Kelly  
**Chairman**