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Our ref: NTS 0482308 CLM

DLA PIPER

24 March 2014

Manager of Company Announcements ASX Limited Level 6 20 Bridge Street SYDNEY NSW 2000

By fax 1300 135 638

Dear Sir/Madam

NOVOGEN LTD - FORM 604

Please find attached a Form 604 (Notice of Change of Substantial Holder) in relation to Novogen Ltd on behalf of Massachusetts Mutual Life Insurance Company group and certain of its subsidiaries.

Please do not hesitate to contact me if you have any questions.

Yours sincerely

Nicole Sloggett Senior Associate

Direct +61 2 9286 8528 nicole.sloggett@dlapiper.com

Encl

Form 604

Corporations Act 2001 Section 671B

Notice of change of substantial holder

To Company Name/Scheme: NOVOGEN LTD

ACN/ARSN: 063 259 754

1. Details of substantial holder (1)

Name: Massachusetts Mutual Life Insurance Company group and certain of its subsidiaries (see Annexure A for details) (MassMutual Group)

ACN/ARSN (If applicable): Not Applicable

There was a change in the interests of the

substantial holder on:

3/19/2014

The previous notice was given to the company on:

8/30/2013

The previous notice was dated

8/28/2013

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Į	Class of securities (4)	Previous notice	The state of the s	Present notice.	
Į		Person's votes	Voting power (5)	Person's votes	Voling Power (5)
ı	Ordinary shares	9,867,292	6.908%	9,730,000	5.773%
1					l

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of Change	Person whose relevant	Nature of change (6)	Consideration	Class and	Person's
T ·	interest changed	·	given in	number of	votes
1	-	. •	relation to	securities	affected
	Lagrange and the second		change (7)	affected	
04/19/13	Each member of the	Sale of ordinary	Sec	See	See
	MassMutual Group	shares .	Annexure B	Annexure B	Annexure B

4. Present relevant interests

Particulars of each relevent Interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant Interest	Registered holder of securities	Person entitled to be registered as a holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Each member of the MassMutual Group	OFI Global: International Growth Fund, LP (formerly OFI Institutional International	OFI Global: International Growth Fund, LP (formerly OFI Institutional International	As holder of shares on behalf of clients in its capacity as an investment adviser registered with the US Securities and Exchange	Ordinary 54,913	0.033%

Equity Fund,	Equity Fund, LP)	Commission in the case of OppenheimerFunds, Inc. and as an		
Oppenhelme Internationa Growth Fund	International	associate of such companies (within the meaning of section 11 of the Corporations	Ordinary 8,214,318	4.673%
Oppenheime Internationa Growth Fund/VA		Act 2001 (Cth)) in the case of each other company listed in Annexure A.	Ordinary 676,624	0.401%
MML Premier Internationa Equity Fund			Ordinary 438,960	0.261%
OFIGTC Internationa Growth Fund (formerly OFITC Internationa Growth Fund)	Growth Fund (formerly OFITC		Ordinary 129,229	0.077%
Southern Company System Master Retirement Trust	Southern Company System Master Retirement Trust		Ordinary 215,956	0.126%

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are se follows:

Name and ACN/ARSN (if applicable)	Nature of association
	<u>'</u>

6. Addresses

The eddresses of persons named in this form are as follows:

	Name	Address
	See Annexure A	Sec Annexure A
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Signature

Print name:

<u>Doneld Griffith</u> capacity; Vice President & Compliance Counset

Sinn hara

Date:

March 21, 201

Annexure A

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To Company Name/Scheme: NOVOGEN LTD

ACN/ARSN: 063 259 754

This is annexure Form A of 4 pages in Form 604 Notice of Change of Substantial Holder

MASSACHUSETYS MUTUAL LIFE INSURANCE COMPANY GROUP

Company	Address
Massachusetts Mutual Life Insurance Company	1295 State Street
	Springfield, Massachusetts
	USA 01111 - 0001
MassMutual Holding LLC	1295 State Street
Tribotria and Tribing and	Springfield, Massachusetts
	USA 01111 - 0001
MM Asset Management Holding LLC	1295 State Street
	Springfield, Maseachuseits
	USA 01111 = 0001
Oppenhelmer Acquisition Corp.	2 World Financial Center
The perfect to a contract of a consideration and a contract of the contract of	725 Liberty Street
	New York, New York
	USA 10281-1008
OppenheimerFunds, Inc.	2 World Financial Center
- Programment - 111 tree	225 Liberty Street
	New York, New York
	USA 10281-1008
OFI Global Institutional, Inc. (formerly OFI Institutional	2 World Financial Center
Asset Management, Inc.)	225 Liberty Street
	New York, New York
	USA 10261-1008
OFI Global: International Growth Fund, LP (formerly OFI	2 World Financial Center
Institutional International Equity Fund, LP)	225 Liberty Street
	New York, New York
	USA 10281-1008
Oppenhelmer International Growth Fund	2 World Financial Center
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	New York, New York
	USA 10281-1008
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	New York, New York
	USA 10281-1008
OFIGTC International Growth Fund (formerly OFITC	2 World Financial Center
International Growth Fund)	225 Liberty Street
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	USA 10281-1008
Southern Company System Master Retirement Trust	2 World Financial Center
	225 Liberty Street
	New York, New York
	USA 10281-1008
	SWITTOWN IVW

Donald Griffith, Vice President & Compliance Counsel

March 21, 2014

Date

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