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Our ref: NTS 0482308 CLM

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

A handwritten signature in black ink, appearing to read 'Nicole Sloggett'.

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 holderTo 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:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting Power (5)
Ordinary shares	9,867,292	6.908%	9,730,000	5.773%

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 interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
04/19/13	Each member of the MassMutual Group	Sale of ordinary shares	See Annexure B	See Annexure B	See Annexure B

4. Present relevant interests

Particulars of each relevant 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, LP)	Equity Fund, LP)	Commission in the case of Oppenheimer Funds, Inc. and as an associate of such companies (within the meaning of section 11 of the Corporations Act 2001 (Cth)) in the case of each other company listed in Annexure A.		
Oppenheimer International Growth Fund	Oppenheimer International Growth Fund		Ordinary 8,214,318	4.873%
Oppenheimer International Growth Fund/VA	Oppenheimer International Growth Fund/VA		Ordinary 676,624	0.401%
MML Premier International Equity Fund	MML Premier International Equity Fund		Ordinary 438,960	0.261%
OFIGTC International Growth Fund (formerly OFITC International Growth Fund)	OFIGTC International Growth Fund (formerly OFITC International Growth Fund)		Ordinary 129,229	0.077%
Southern Company System Master Retirement Trust	Southern Company System Master Retirement Trust		Ordinary 215,956	0.128%

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 as follows:

Name and ACN/ARSN (if applicable)	Nature of association

6. Addresses

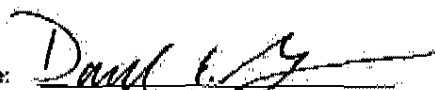
The addresses of persons named in this form are as follows:

Name	Address
See Annexure A	See Annexure A

Signature

Print name: Donald Griffith capacity: Vice President & Compliance Counsel

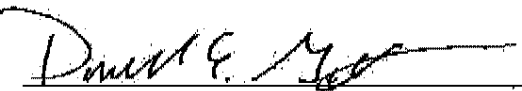
Sign here:



Date: March 21, 2014

Annexure A**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****MASSACHUSETTS 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 Springfield, Massachusetts USA 01111 - 0001
MM Asset Management Holding LLC	1295 State Street Springfield, Massachusetts USA 01111 - 0001
Oppenheimer Acquisition Corp.	2 World Financial Center 225 Liberty Street New York, New York USA 10281-1008
OppenheimerFunds, Inc.	2 World Financial Center 225 Liberty Street New York, New York USA 10281-1008
OFI Global Institutional, Inc. (formerly OFI Institutional Asset Management, Inc.)	2 World Financial Center 225 Liberty Street New York, New York USA 10281-1008
OFI Global: International Growth Fund, LP (formerly OFI Institutional International Equity Fund, LP)	2 World Financial Center 225 Liberty Street New York, New York USA 10281-1008
Oppenheimer International Growth Fund	2 World Financial Center 225 Liberty Street New York, New York USA 10281-1008
Oppenheimer International Growth Fund/VA	2 World Financial Center 225 Liberty Street New York, New York USA 10281-1008
MML Premier International Equity Fund	2 World Financial Center 225 Liberty Street New York, New York USA 10281-1008
OFI Global International Growth Fund (formerly OFI Institutional International Growth Fund)	2 World Financial Center 225 Liberty Street New York, New York USA 10281-1008
Southern Company System Master Retirement Trust	2 World Financial Center 225 Liberty Street New York, New York USA 10281-1008


 Donald Griffith, Vice President & Compliance Counsel

March 21, 2014
 Date

Donald E. Smith
Donald E. Smith
Non-Resident & Compliance Counsel

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