

NOVOGEN LIMITED
(ASX: NRT)



14 September 2016

Mrs Violetta Codreanu
Adviser, Listings Compliance (Sydney)
ASX Compliance Pty Ltd
20 Bridge St, Sydney NSW 2000

By electronic lodgement

Dear Violetta,

Re: Conversion of Convertible Securities

On 19 April 2013, the shareholders of NRT approved the issue of 60,000,000 convertible securities, with a face value of \$1.5M, to the former securities holders of Triaxial Pharmaceuticals Pty Ltd. The conversions of the convertible notes are contingent upon three milestones, defined as follows:

- on completion of Phase 1a clinical trial, which will occur upon the receipt by NRT of a signed study report: \$400,000 converted into 16,000,000 ordinary shares in NRT;
- on receipt of Investigational New Drug (IND) approval from the US Food and Drug Administration (FDA): \$500,000 converted into 20,000,000 ordinary shares in NRT; and
- on completion of Phase II clinical trial or achieving Breakthrough Designation. Completion will be deemed to occur upon the receipt by NRT of a signed study report or notification of the designation: \$600,000 converted into 24,000,000 ordinary shares in NRT.

There is a possibility of an early conversion of the convertibles notes if a third party acquires more than 50% of the issued capital of NRT.

On 11 August, NRT announced the submission of an IND application with the FDA. On 10 September 2016 NRT received a letter from the FDA advising that the study may proceed. Accordingly, NRT advised the note holders of this conversion event and a resolution of the directors of NRT was passed on 14 September 2016 approving the issue of 20,000,000 ordinary shares to the note holders. The ordinary shares were issued on 14 September 2016.

Please find attached a Cleansing Notice and the Appendix 3B for the application of quotation of the 20,000,000 ordinary shares issued as a result of the aforementioned conversion of convertible notes.

Yours faithfully,

Kate Hill
Interim Company Secretary

ASX RELEASE
14 September 2016

Mrs Violetta Codreanu
Adviser, Listings Compliance (Sydney)
ASX Compliance Pty Ltd
20 Bridge St, Sydney NSW 2000

CLEANSING NOTICE

Novogen Limited (the **Company**) has reached a milestone which triggered the conversion of a portion of its convertible notes. On 14 September 2016 the directors approved the conversion of the appropriate portion of the convertible notes and approved the issue of 20,000,000 ordinary shares as a consequence. The 20,000,000 share were issued on 14 September 2016 (**Shares**) to the convertible note holders.

For the purposes of section 708A(5)(e) of the Corporations Act 2001 (Cth) (**Corporations Act**) Novogen gives notice that:

1. Novogen issued the Shares without disclosure to investors under Part 6D.2 of the Corporations Act;
2. as at the date of this notice, Novogen has complied with:
 - (a) the provisions of Chapter 2M of the Corporations Act as they apply to Novogen; and
 - (b) section 674 of the Corporations Act; and
3. as at the date of this notice, there is no information that is “excluded information” (as defined in subsections 708A(7) and 708A(8) of the Corporations Act) which is required to be disclosed by Novogen.

Yours faithfully,



Kate Hill
Interim Company Secretary

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Novogen Limited ("Novogen")

ABN

37 063 259 754

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|---|--|
| 1 | +Class of +securities issued or to be issued | Ordinary shares (Shares) |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 20,000,000 Shares |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Shares rank pari passu with existing ordinary shares quoted on ASX |

+ See chapter 19 for defined terms.

4	Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities? If the additional +securities do not rank equally, please state: - the date from which they do - the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment - the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	Shares rank pari passu with existing ordinary shares quoted on ASX
5	Issue price or consideration	Issued at market price
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Issued on conversion of convertible notes
6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h <i>in relation to the +securities the subject of this Appendix 3B</i>, and comply with section 6i	yes
6b	The date the security holder resolution under rule 7.1A was passed	12 November 2015
6c	Number of +securities issued without security holder approval under rule 7.1	N/A
6d	Number of +securities issued with security holder approval under rule 7.1A	N/A
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/A

6f	Number of +securities issued under an exception in rule 7.2	20,000,000						
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	N/A						
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A						
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	Listing Rule 7.1: 61,870,097 Listing Rule 7.1A: 44,973,398 Total = 106,843,496						
7	+Issue dates Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A. Cross reference: item 33 of Appendix 3B.	14 September 2016						
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table><tr><th>Number</th><th>+Class</th></tr><tr><td>450,133,982</td><td>Ordinary Shares</td></tr><tr><td>31,484,002</td><td>Equity options</td></tr></table>	Number	+Class	450,133,982	Ordinary Shares	31,484,002	Equity options
Number	+Class							
450,133,982	Ordinary Shares							
31,484,002	Equity options							

	Number	+Class
9	466,470	Unlisted options with exercise price of \$0.15 and expiry date of 16/12/2019.
	199,521	Unlisted options with exercise price of \$0.15 and expiry date of 18/12/2019.
	40,000,000	Unlisted convertible notes, with combined face value of \$1,000,000
	25,875,000	Unlisted options with exercise price of \$0.40 and expiry date of 30 June 2020
	3,190,000	Unlisted options with exercise price of \$0.40 and expiry date of 30 June 2020
	4,700,000	Unlisted options with exercise price of \$0.22 and expiry date of 16 November 2020
	5,000,000	Unlisted options with exercise price of \$0.1988 and expiry date of 1 February 2021
	2,500,000	Unlisted options with exercise price of \$0.2605 and expiry date of 1 February 2021
	2,000,000	Unlisted options with exercise price of \$0.1634 and expiry date of 5 September 2021
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	
	N/A	

Part 2 - Pro rata issue

11	Is security holder approval required?	N/A
12	Is the issue renounceable or non-renounceable?	N/A
13	Ratio in which the +securities will be offered	N/A
14	+Class of +securities to which the offer relates	N/A

+ See chapter 19 for defined terms.

15	+Record date to determine entitlements	N/A
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A
18	Names of countries in which the entity has security holders who will not be sent new offer documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	N/A
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	N/A

+ See chapter 19 for defined terms.

27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A

+ See chapter 19 for defined terms.

- 32 How do security holders dispose of their entitlements (except by sale through a broker)? N/A
- 33 ⁺Issue date N/A

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

- 34 Type of ⁺securities
(tick one)

(a) ☒ ⁺Securities described in Part 1

(b) ☐ All other ⁺securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 ☐ If the ⁺securities are ⁺equity securities, the names of the 20 largest holders of the additional ⁺securities, and the number and percentage of additional ⁺securities held by those holders
- 36 ☐ If the ⁺securities are ⁺equity securities, a distribution schedule of the additional ⁺securities setting out the number of holders in the categories
- 1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over
- 37 ☐ A copy of any trust deed for the additional ⁺securities

⁺ See chapter 19 for defined terms.

Entities that have ticked box 34(b)

38	Number of +securities for which +quotation is sought					
39	+Class of +securities for which quotation is sought					
40	Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities? If the additional +securities do not rank equally, please state: - the date from which they do - the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment - the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment					
41	Reason for request for quotation now Example: In the case of restricted securities, end of restriction period (if issued upon conversion of another +security, clearly identify that other +security)					
42	Number and +class of all +securities quoted on ASX (including the +securities in clause 38)	<table border="1"> <thead> <tr> <th>Number</th> <th>+Class</th> </tr> </thead> <tbody> <tr> <td></td> <td></td> </tr> </tbody> </table>	Number	+Class		
Number	+Class					

+ See chapter 19 for defined terms.

Quotation agreement

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
 - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those +securities should not be granted +quotation.
 - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
 - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
 - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:  Date:14/09/2016.....
(Company secretary)

Print name: Kate Hill

+ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	424,117,465
Add the following: - Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 - Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval - Number of partly paid +ordinary securities that became fully paid in that 12 month period <i>Note:</i> - Include only ordinary securities here – other classes of equity securities cannot be added - Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed - It may be useful to set out issues of securities on different dates as separate line items	5,616,517 20,000,000
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	-
“A”	449,733,982

+ See chapter 19 for defined terms.

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	67,460,097
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12-month period <i>not counting</i> those issued: • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <i>Note:</i> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i>	5,190,000 options to placement agent regarding the placement of securities announced on 21 April 2015 400,000 ordinary shares issued on 5 September 2016 for member of Scientific Advisory Board
“C”	5,590,000
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	67,460,097
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	5,590,000
Total [“A” x 0.15] – “C”	61,870,097 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	449,733,982
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	44,973,398
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12-month period under rule 7.1A Notes: • This applies to equity securities – not just ordinary securities • Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed • Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained • It may be useful to set out issues of securities on different dates as separate line items	
“E”	

+ See chapter 19 for defined terms.

Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	44,973,398
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	
Total [“A” x 0.10] – “E”	44,973,398 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.