

Appendix 3Y

Change of Director's Interest Notice

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 30/09/01 Amended 01/01/11

Name of entity	NOVOGEN LIMITED
ABN	37 063 259 754

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Graham Kelly
Date of last notice	13 December 2012

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Indirect
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	<ol style="list-style-type: none"> 1. Bende Holdings Pty Ltd – controlled entity 2. Coolawin Rd Pty Ltd – controlled entity 3. Coolawin Rd Super Fund– controlled entity 4. Phytose Corporation Pty Ltd – controlled entity
Date of change	13 February 2013
No. of securities held prior to change	<ol style="list-style-type: none"> 1. Bende Holdings Pty Ltd 1,677,343 ordinary shares 2. Coolawin Rd Pty Ltd 503,300 ordinary shares 3. Coolawin Rd Super Fund 10,354 ordinary shares 4. Phytose Corporation Pty Ltd Nil

+ See chapter 19 for defined terms.

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Class	Ordinary Shares
Number acquired	Phytose Corporation Pty Ltd 1,694,795 ordinary shares
Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	As part of consideration for shares held in Triaxial Pharmaceuticals P/L
No. of securities held after change	<ol style="list-style-type: none"> 1. Bende Holdings Pty Ltd 1,677,343 ordinary shares 2. Coolawin Rd Pty Ltd 503,300 ordinary shares 3. Coolawin Rd Super Fund 10,354 ordinary shares 4. Phytose Corporation Pty Ltd 1,694,795 ordinary shares
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	As part of consideration for shares in Triaxial Pharmaceuticals P/L

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
Date of change	N/A
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	N/A
Interest acquired	N/A

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Interest disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	N/A
Interest after change	N/A

Part 3 – +Closed period

Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?	No – consideration for share purchase agreement dated 7 December 2012
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

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