

# 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

<b>Name of entity</b>	<b>NOVOGEN LIMITED</b>
<b>ABN</b>	<b>37 063 259 754</b>

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.

<b>Name of Director</b>	Graham Kelly
<b>Date of last notice</b>	3 June 2013

### 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
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	<ol style="list-style-type: none"> <li>1. Bende Holdings Pty Ltd – controlled entity</li> <li>2. Coolawin Rd Pty Ltd – controlled entity</li> <li>3. Coolawin Rd Super Fund– controlled entity</li> <li>4. Phytose Corporation Pty Ltd – controlled entity</li> </ol>
<b>Date of change</b>	28 June 2013
<b>No. of securities held prior to change</b>	<ol style="list-style-type: none"> <li>1. Bende Holdings Pty Ltd 1,677,343 ordinary shares</li> <li>2. Coolawin Rd Pty Ltd 503,300 ordinary shares</li> <li>3. Coolawin Rd Super Fund 10,354 ordinary shares</li> <li>4. Phytose Corporation Pty Ltd 1,724,207 ordinary shares</li> </ol>

+ See chapter 19 for defined terms.

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<b>Class</b>	Fully Paid Ordinary Shares
<b>Number acquired</b>	1,800,000
<b>Number disposed</b>	Nil
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	\$0.025
<b>No. of securities held after change</b>	<ol style="list-style-type: none"> <li>1. Bende Holdings Pty Ltd 1,677,343 ordinary shares</li> <li>2. Coolawin Rd Pty Ltd 503,300 ordinary shares</li> <li>3. Coolawin Rd Super Fund 10,354 ordinary shares</li> <li>4. Phytose Corporation Pty Ltd 3,524,207 ordinary shares</li> </ol>
<b>Nature of change</b> <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	Part satisfaction of the purchase of the shares in Triaxial Pharmaceuticals from Phytose Corporation Pty Ltd

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**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.

<b>Detail of contract</b>	Convertible Notes
<b>Nature of interest</b>	<p>Convertible Notes as approved at general meeting held on 19 April 2013.</p> <p>The terms of the Convertible Notes are as follows:</p> <p>(1) The maximum value of the Convertible Notes is \$340,402 entitling the conversion to 13,616,085 Shares.</p> <p>(2) The Convertible Notes may be exercised at the holders discretion</p> <p>(3) The convertible notes may not be converted until:</p> <p>(a) Completion by the Company of a Phase Ia clinical trial. Completion will be deemed to occur upon the receipt of a signed study report</p> <p>(b) Receipt by the Company of Investigational New Drug status from the US Food and Drug Administration.</p> <p>(c) Completion by the Company of a Phase II clinical trial or achieving Breakthrough Therapy Designation. Completion will be deemed to occur upon the receipt of a signed study report or notification of the designation.</p>
<b>Name of registered holder (if issued securities)</b>	Phytose Corporation Pty Ltd
<b>Date of change</b>	28 June 2013
<p><b>No. and class of securities to which interest related prior to change</b></p> <p>Note: Details are only required for a contract in relation to which the interest has changed</p>	N/A
<b>Interest acquired</b>	13,616,085 convertible notes
<b>Interest disposed</b>	N/A
<p><b>Value/Consideration</b></p> <p>Note: If consideration is non-cash, provide details and an estimated valuation</p>	Total Face value of \$340,402 (ie \$0.025 per convertible note).
<b>Interest after change</b>	13,616,085 convertible notes

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**Part 3 – +Closed period**

<b>Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?</b>	No
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	N/A
<b>If prior written clearance was provided, on what date was this provided?</b>	N/A

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