

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	Andrew Heaton
Date of last notice	18 February 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	Direct
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	
Date of change	N/A
No. of securities held prior to change	7,600,400 Ordinary Shares
Class	N/A
Number acquired	N/A
Number disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	N/A
No. of securities held after change	7,600,400 Ordinary Shares

+ See chapter 19 for defined terms.

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<p>Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p>N/A</p>
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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.

Detail of contract	Convertible Notes
Nature of interest	<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 \$720,778 entitling the conversion to 28,831,101 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>
Name of registered holder (if issued securities)	Andrew Heaton
Date of change	28 June 2013
No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	N/A
Interest acquired	28,831,101 convertible notes

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Interest disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	Total Face value of \$720,778 (ie \$0.025 per convertible note).
Interest after change	28,831,101 convertible notes

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
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

+ See chapter 19 for defined terms.