

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

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|---|
| Name of entity Novogen Limited ("Novogen") |
| 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 | Dr Graham Kelly |
| Date of last notice | 16/01/2015 |

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 | A. Indirect B. Direct |
| Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small> | <p style="text-align: center;">A</p> <ol style="list-style-type: none"> 1. Phytose Corporation Pty Ltd 2. Phytose Corporation Pty Ltd Staff Super Fund Account 3. Bende Holding Pty Ltd <p style="text-align: center;">B</p> <ol style="list-style-type: none"> 1. Mr Graham Kelly 2. Dr Graham Kelly |
| Date of change | 4/6/2015 |
| No. of securities held prior to change | <p style="text-align: center;">A</p> <p><u>Phytose Corporation Pty Ltd</u> 3,706,025 ordinary shares 181,818 unlisted options</p> <p><u>Phytose Corporation Pty Ltd Staff Super Fund Account</u> 7,000 ordinary shares</p> <p><u>Bende Holding Pty Ltd</u> 1,677,432 ordinary shares</p> |

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|---|---|
| | <p style="text-align: right;">B</p> <p><u>Mr Graham Kelly</u> 10,000 ordinary shares</p> <p><u>Dr Graham Kelly</u> 90,000 ordinary shares</p> |
| | <p style="text-align: center;">TOTAL</p> <p>5,490,367 ordinary shares 181,818 unlisted options</p> |
| Class | Ordinary shares Unlisted options |
| Number acquired | A. 117,494 ordinary shares B. 176,241 unlisted options |
| Number disposed | N/A |
| Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation | <p>\$0.30 per ordinary share</p> <p>Total consideration \$34,500</p> <p>Options for no consideration as part of the entitlement offer announced on 21 April 2015</p> |
| No. of securities held after change | <p style="text-align: center;">A</p> <p><u>Phytose Corporation Pty Ltd</u> 3,806,025 ordinary shares 181,818 unlisted options expiring 18/11/15, with exercise price of \$0.125 per option</p> <p>100,000 unlisted options expiring 4/12/2015 with exercise price of \$0.30 per option</p> <p>50,000 unlisted options expiring 4/6/2015 with exercise price of \$0.40 per option</p> <p><u>Phytose Corporation Pty Ltd Staff Super Fund Account</u> 7,000 ordinary shares</p> <p><u>Bende Holding Pty Ltd</u> 1,677,432 ordinary shares</p> |

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|---|--|
| | <p>B</p> <p><u>Mr Graham Kelly</u> 10,000 ordinary shares</p> <p><u>Dr Graham Kelly</u> 105,000 ordinary shares</p> <p>15,000 unlisted options expiring 4/12/2015 with exercise price of \$0.30 per option</p> <p>7,500 unlisted options expiring 4/6/2015 with exercise price of \$0.40 per option</p> |
| | <p>TOTAL</p> <p>5,605,367 ordinary shares</p> <p>354,318 unlisted options</p> |
| <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>Allocation of entitlement following rights issue, as announced 21 April 2015, which included shares and options.</p> |

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.

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|---|--|
| Detail of contract | |
| Nature of interest | |
| Name of registered holder (if issued securities) | |
| Date of change | |
| <p>No. and class of securities to which interest related prior to change</p> <p>Note: Details are only required for a contract in relation to which the interest has changed</p> | |
| Interest acquired | |
| Interest disposed | |
| <p>Value/Consideration</p> <p>Note: If consideration is non-cash, provide details and an estimated valuation</p> | |
| Interest after change | |

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Part 3 – +Closed period

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|--|--|
| Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required? | |
| If so, was prior written clearance provided to allow the trade to proceed during this period? | |
| If prior written clearance was provided, on what date was this provided? | |

+ See chapter 19 for defined terms.