

## ASX Announcement

3 November 2014

ASX Code: NRT

Novogen Ltd

ABN 37 063 259 754

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### Contact Details

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### Capital Structure

Ordinary Shares on issue:

168 M

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### Board of Directors

**Dr Graham Kelly**  
Chairman & Executive Director

**Steve Coffey**  
Non Executive Director

**John O'Connor**  
Non Executive Director

**Ian Ross**  
Non Executive Director

**Prof Peter Gunning**  
Non Executive Director

## CONFIRMATION OF SHARE PLACEMENT TERMS

### Highlights of offer:

- The Company is undertaking a placement of up to 80 million shares and up to 80 million options to sophisticated and professional investors
- The placement will close at 3 pm 7<sup>th</sup> November 2014
- The placement aims to raise between \$5m and \$7.5m
- The price of each share is 11 cents
- Each share has an attached option with an exercise price of 12.5 cents

Novogen Limited is pleased to announce that it will be completing a placement of up to 80 million fully paid ordinary shares and up to 80 million options to sophisticated and professional investors. The placement is being conducted in accordance with the shareholder approval received at the Company's General Meeting held on 13 August 2014.

The Company has placed its securities in a trading halt, which will be followed by a period of voluntary suspension in order to effectively manage the ASX BookBuild process and Placement.

The Company aims to raise a minimum of **\$3m via the ASX BookBuild facility and \$2.5m via off-market placements.**

### Subscription method

The Company is using the **ASX BookBuild facility** to enable as many qualified investors as possible the opportunity to participate.

The Company has appointed **CMC Market Stockbroking Limited (CMC)** as **Technical Lead Manager**. Participating brokers will receive a **stamping fee of 5%**.

Details of the means for investors wishing to subscribe are contained on the Company's website ([www.novogen.com](http://www.novogen.com)).

### Pricing details

Pricing of the securities has been based on the 5-day VWAP price of 13.24 cents over the period (27<sup>th</sup> October – 31<sup>st</sup> October 2014). The share price of 11 cents represents a discount of 16.9% and the option exercise price of 12.5 cents a 5.6% discount.

### **Key Dates**

Offer Open:	3 <sup>rd</sup> November 2014
Offer Close:	3 pm, 7 <sup>th</sup> November 2014
Settlement:	Settlement for successful allocations will occur (T+4) after the Offer Close via the Chess Primary Market Facility on a DVP basis

### **Option details**

There is one option attached to each share.

The option terms are as follows:

- exercisable at a price of **12.5 cents**
- **12 month term** and can be exercised at any time in that term
- unlisted, but can be traded in accordance with section 708 of the Corporations Act (for example, to other sophisticated or institutional investors).

### **Use of funds**

The primary use of funds is to underwrite the transition of the Company's lead product, Cantrixil, into the clinic. Cantrixil has been developed by the Novogen-Yale University joint venture company, CanTx Inc., as a novel therapeutic drug for the treatment of cancers within the abdominal and pleural cavities. Cantrixil is the first experimental drug to be purpose-built to be injected into cavities such as the peritoneal cavity and pleural cavity in order to act directly on cancer stem cells, the cells primarily responsible for tumor growth and spread, and for tumor recurrence.

Cantrixil currently is undergoing an Investigational New Drug (IND) program ahead of plans to have it in the clinic in 2015 for both women with late-stage ovarian cancer (US clinics) and for patients with malignant ascites associated with late-stage cancers involving the abdominal cavity (Australian clinics).

Novogen CEO, Dr Graham Kelly, said, "In conjunction with On-Market Bookbuilds and CMC Markets, we have conducted extensive marketing to investors and stockbrokers over the past few weeks and the response has been very positive. I am expecting the placement to be well supported with the funds putting the Company into a solid financial position that will allow it to bring Cantrixil into the clinic and through two Phase 1 studies."

### **Information about ASX Bookbuild**

Eligible investors can participate in the ASX Bookbuild Facility via their broker. Further information can be found on the ASX website on the links below.

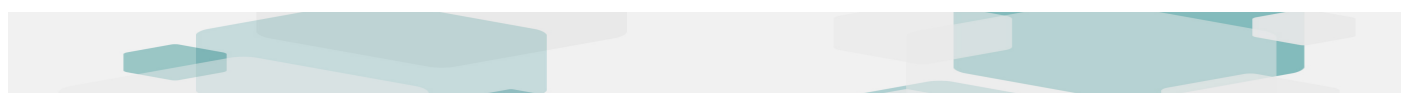
*For brokers:*

<http://www.asx.com.au/documents/professionals/bookbuild-trading-participant-information-sheet.pdf>

*For investors:*

<http://www.asx.com.au/documents/professionals/bookbuild-investor-information-sheet.pdf>

### **About Novogen Limited**



Novogen is a public, Australian drug-development company whose shares trade on both the Australian Securities Exchange ('NRT') and NASDAQ ('NVGN'). The Novogen Group includes a New Haven, Connecticut-based joint venture company, CanTx Inc., with Yale University.

Novogen has two main drug technology platforms: super-benzopyrans (SBPs) and anti-tropomyosins (ATMs). SBP compounds have been created to kill the full range of cells within a tumor, but particularly the cancer stem cells. The ATM compounds target the microfilament component of the cancer cell and when used in conjunction with standard anti-microtubular drugs, result in comprehensive and fatal destruction of the cancer cell's cytoskeleton. Ovarian cancer, malignant ascites, malignant pleural effusion, prostate cancer, neural cancers (glioblastoma, neuroblastoma in children) and melanoma are the key clinical indications being pursued, with the ultimate objective of employing both technologies as a unified approach to first-line therapy.

Further information is available on our websites [www.novogen.com](http://www.novogen.com) & [www.can-tx.com](http://www.can-tx.com)

For more information please contact:

#### **Novogen Enquiries**

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## **PLACEMENT REPRESENTATIONS AND WARRANTIES FOR ON-MARKET BIDDERS**

By applying for shares on-market under the Placement detailed above, each applicant will be deemed to represent, warrant and agree for the benefit of Novogen, CMC, their respective related bodies corporate, and the directors, officers, employees, or agents of any of them (affiliates) that:

- a) If you are in Australia, you are a sophisticated investor within the meaning of section 708(8) or professional investor within the meaning of section 708(11) of the Corporations Act 2001 (Cth) (Corporations Act) and that the shares offered to you on the basis that you are, and represent that you are a person to whom a disclosure document is not required to be given under chapter 6D of the Corporations Act.
- b) You are not a U.S. Person as defined in Rule 902(k) Regulation S of the United States Securities Act of 1933, as amended (Securities Act).
- c) The offer and sale to you of the Shares has not been and will not be registered under the Securities Act or the laws of any state or other jurisdiction in the United States. Therefore, you acknowledge that you may not offer, sell, pledge, transfer or otherwise dispose of any Shares in the United States unless and until the Shares are registered under the Securities Act (which you acknowledge Novogen has no obligation to do) or offered, sold, pledged, transferred or otherwise disposed of in a transaction exempt from, or not subject to, the registration requirements of the Securities Act or the laws of any state or other jurisdiction in the United States.

- d) You are not a Related Party (as defined in section 228 of the Corporations Act or treated as such for the purposes of ASX Listing 10.11 of the Company).
- e) If you are acquiring any shares for or on account of one or more persons, you have full power to make the foregoing acknowledgments, representations, warranties and agreements on behalf of each such person.
- f) Novogen, CMC and their respective affiliates are entitled to, and will, rely upon the truth and accuracy of these, representations, warranties and agreements.

In addition by applying for shares under the Placement, each applicant will be deemed to indemnify Novogen, CMC and their respective affiliates against any loss, damage or costs incurred and arising out of or in relation to any breach by the applicant of any of the above representations, warranties and agreements.

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