Noxopharm Limited
Appendix 4E
Preliminary final report

1. Company details

Name of entity:	Noxopharm Limited
ABN:	50 608 966 123
Reporting period:	For the year ended 30 June 2026
Previous period:	For the year ended 30 June 2025

2. Results for announcement to the market

				$
Loss from ordinary activities after tax attributable to the owners of Noxopharm Limited	down	8.8%	to	(4,455,877)
Loss for the year attributable to the owners of Noxopharm Limited	down	8.8%	to	(4,455,877)

Dividends
There were no dividends paid, recommended or declared during the current financial period.

Comments
The loss for the consolidated entity after providing for income tax amounted to $4,455,877 (30 June 2025: $4,884,170).

3. Net tangible assets

	Reporting period Cents	Previous period Cents
Net tangible assets per ordinary security	(0.01)	0.24

4. Loss of control over entities

Not applicable.

5. Dividends

Current period
There were no dividends paid, recommended or declared during the current financial period.

Previous period
There were no dividends paid, recommended or declared during the previous financial period.

6. Dividend reinvestment plans

Not applicable.

7. Audit qualification or review

Details of audit/review dispute or qualification (if any):

The preliminary final report is unaudited.

8. Attachments

Details of attachments (if any):

The Preliminary Final Report of Noxopharm Limited for the year ended 30 June 2026 is attached.

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9. Signed

Signed ______________________________ Date: 28 August 2026

Noxopharm Limited

ABN 50 608 966 123

Preliminary Final Report - 30 June 2026

Noxopharm Limited
Commentary on Preliminary Financial Results
30 June 2026

Principal activities
The consolidated entity's principal activity in the course of the current financial year was SOF-SKN™ clinical trial preparation and drug development, focused on discovering and developing novel treatments for inflammation, autoimmune diseases and cancer, as well as improving mRNA vaccines.

Review of operations
The loss for the consolidated entity after providing for income tax amounted to $4,455,877 (30 June 2025: $4,884,170).

During the financial year, the consolidated entity has:

- Successfully conducted the HERACLES clinical trial, a first-in-human trial of SOF-SKN™, a novel drug candidate for chronic inflammatory diseases. The study evaluated the safety profile of SOF-SKN by testing it at four different concentrations, and found no relevant issues.
- Published a significant paper detailing the breakthrough science underlying the Sofra™ platform in a major medical journal. *Nature Immunology* is the top-ranking peer reviewed journal for primary research in immunology, known for publishing highly-cited articles that advance understanding of the immune system.
- Announced new data showing the potential of Sofra technology – the first time the active ingredient in SOF SKN had been tested on samples taken from patients with autoimmune diseases. The results showed that the active ingredient has potent anti-inflammatory activity in two studies, involving blood and joint fluid samples from patients with systemic lupus erythematosus (SLE) and rheumatoid arthritis respectively.
- Announced new data showing how the Sofra technology platform will be leveraged to fight cancer. The company is currently advancing a drug development program aimed at harnessing the power of Toll-like receptor 8 (TLR8) against cancer, and has now developed oligonucleotides capable of greatly amplifying the activity of TLR8 compared to current best in-class drugs in clinical development.
- Prioritised the development of the Sofra platform, Noxopharm's innovative technology that represents a revolutionary approach to drug design by translating a new understanding of innate biology into targeted therapeutics that enable precision control of disease-relevant signalling.
- Signed further new and follow-on Material Transfer Agreements (MTAs) with a range companies in order for them to evaluate the potential of the Sofra platform. The companies are testing a number of novel and proprietary assets from the platform. Each company is investing its own time and resources to perform the studies required to assess the commercial potential of the assets, and a variety of use cases are being explored.
- Announced the appointment of Dr Olivier Laczka as Noxopharm CEO. Previously Chief Scientific Officer – Inflammation, Dr Laczka has been the driving force behind the strategic development of the Sofra platform for the past several years.
- Announced initial results from Tezcat Biosciences, a US company testing Sofra assets. from the Sofra™ platform. Tezcat conducted a series of preclinical studies that resulted in highly promising outcomes, principally by demonstrating that Noxopharm's oligos can be successfully attached to Tezcat's delivery system to create a novel drug candidate with strong anti-inflammatory activity.
- Strengthened its strategic partnership with Hudson Institute of Medical Research, including receiving high-level recognition from the Victorian Government during a ministerial visit to Hudson Institute. The partnership and in-licensed technology are key components of the company's Sofra platform.
- Undertaken various initiatives in Australia and overseas to promote the Sofra platform to relevant audiences, including industry participants, clinicians and other external stakeholders.
- Engaged a global clinical research organisation in the lead-up to a pre-Investigational New Drug (IND) meeting with the US Food & Drug Administration.
- Commenced SOF-SKN manufacturing for a future clinical trial.
- Announced the signing of an At-the-Market Subscription Agreement (ATM) agreement with Acuity Capital. The ATM provides Noxopharm with up to $5 million of standby equity capital over the next five years to 31 July 2031.

General information

The financial statements cover Noxopharm Limited as a consolidated entity consisting of Noxopharm Limited and the entities it controlled at the end of, or during, the year. The financial statements are presented in Australian dollars, which is Noxopharm Limited's functional and presentation currency.

Noxopharm Limited is a listed public company limited by shares, incorporated and domiciled in Australia. Its registered office and principal place of business are:

Registered Office:

Level 5
126 Phillip Street
SYDNEY NSW 2000

Principal Place of Business:

60 Linksley Ave
Glenhaven NSW 2156

Noxopharm Limited
Statement of profit or loss and other comprehensive income
For the year ended 30 June 2026

	Note	Consolidated 2026 $	Consolidated 2025 $
Income			
Other income	2	1,449,303	2,829,333
Net gain on investment at fair value through profit and loss		-	465,361
Expenses			
Corporate administration expenses	3	(799,845)	(938,917)
Research and development expenses		(1,943,024)	(4,266,476)
Depreciation and amortisation expenses		(1,743)	(1,743)
Consulting, employee & director expenses	3	(2,102,692)	(3,000,268)
Finance costs	3	(1,159,528)	(503,460)
Fair value gain on modification of convertible note		429,652	-
Fair value movement in derivative liability		(328,000)	532,000
Loss before income tax expense		(4,455,877)	(4,884,170)
Income tax expense		-	-
Loss after income tax expense for the year attributable to the owners of Noxopharm Limited		(4,455,877)	(4,884,170)
Other comprehensive income for the year, net of tax		-	-
Total comprehensive income for the year attributable to the owners of Noxopharm Limited		(4,455,877)	(4,884,170)
		Cents	**Cents**
Basic earnings per share		(1.50)	(1.67)
Diluted earnings per share		(1.50)	(1.67)

The above statement of profit or loss and other comprehensive income should be read in conjunction with the accompanying notes

Noxopharm Limited
Statement of financial position
As at 30 June 2026

	Note	Consolidated 2026 $	Consolidated 2025 $
Assets			
Current assets			
Cash and cash equivalents		293,573	1,554,174
Trade and other receivables	4	1,509,324	2,947,013
Prepayments		31,921	76,293
Total current assets		1,834,818	4,577,480
Non-current assets			
Plant and equipment		2,182	3,925
Total non-current assets		2,182	3,925
Total assets		1,837,000	4,581,405
Liabilities			
Current liabilities			
Trade and other payables	5	536,335	998,508
Convertible notes payable	6	4,372,861	2,479,164
Employee benefits		352,368	392,539
Unsecured loan	7	200,592	-
Total current liabilities		5,462,156	3,870,211
Non-current liabilities			
Employee benefits		22,758	21,231
Total non-current liabilities		22,758	21,231
Total liabilities		5,484,914	3,891,442
Net assets/(liabilities)		(3,647,914)	689,963
Equity			
Issued capital		74,635,721	74,635,721
Convertible note reserve		39,000	15,000
Option reserve		157,989	685,064
Accumulated losses		(78,480,624)	(74,645,822)
Total equity/(deficiency)		(3,647,914)	689,963

Noxopharm Limited
Statement of changes in equity
For the year ended 30 June 2026

Consolidated	Issued capital $	Convertible note reserve $	Option Reserve $	Accumulated losses $	Total equity $
Balance at 1 July 2024	74,635,721	-	929,766	(70,070,343)	5,495,144
Loss after income tax expense for the year	-	-	-	(4,884,170)	(4,884,170)
Other comprehensive income for the year, net of tax	-	-	-	-	-
Total comprehensive income for the year	-	-	-	(4,884,170)	(4,884,170)
Transactions with owners in their capacity as owners:					
Expiry of options	-	-	(308,691)	308,691	-
Vesting of share-based payments	-	-	63,989	-	63,989
Issue of options on inception of convertible notes	-	15,000	-	-	15,000
Balance at 30 June 2025	74,635,721	15,000	685,064	(74,645,822)	689,963

Consolidated	Issued capital $	Convertible note reserve $	Option Reserve $	Accumulated losses $	Total deficiency in equity $
Balance at 1 July 2025	74,635,721	15,000	685,064	(74,645,822)	689,963
Loss after income tax expense for the year	-	-	-	(4,455,877)	(4,455,877)
Other comprehensive income for the year, net of tax	-	-	-	-	-
Total comprehensive income for the year	-	-	-	(4,455,877)	(4,455,877)
Transactions with owners in their capacity as owners:					
Vesting of share based payments	-	-	94,000	-	94,000
Expiry of options	-	-	(621,073)	621,073	-
Issue of options on inception of convertible notes	-	6,000	-	-	6,000
Issue of options on modification of convertible note	-	18,000	-	-	18,000
Balance at 30 June 2026	74,635,721	39,000	157,991	(78,480,626)	(3,647,914)

The above statement of changes in equity should be read in conjunction with the accompanying notes

Noxopharm Limited
Statement of cash flows
For the year ended 30 June 2026

NOXOPHARM

	Consolidated 2026 $	Consolidated 2025 $
Cash flows from operating activities		
Payments to suppliers and employees	(5,154,502)	(8,096,985)
Interest received	21,930	8,502
Receipt from R&D tax rebate	2,806,583	2,337,618
	(2,325,989)	(5,750,865)
Interest and other finance costs paid	(386,835)	(73,733)
Net cash used in operating activities	(2,712,824)	(5,824,598)
Cash flows from investing activities		
Proceeds from disposal of investments	-	2,475,186
Net cash from investing activities	-	2,475,186
Cash flows from financing activities		
Proceeds from convertible notes	1,250,000	2,600,000
Proceeds from short term borrowings	550,000	1,800,000
Repayment of short term borrowings	(350,000)	(1,800,000)
Net cash from financing activities	1,450,000	2,600,000
Net decrease in cash and cash equivalents	(1,262,824)	(749,412)
Cash and cash equivalents at the beginning of the financial year	1,554,174	2,319,927
Effects of exchange rate changes on cash and cash equivalents	2,223	(16,341)
Cash and cash equivalents at the end of the financial year	293,573	1,554,174

The above statement of cash flows should be read in conjunction with the accompanying notes

Note 1. General information

This Preliminary Final Report has been prepared in accordance with ASX Listing Rules as they relate to the Appendix 4E and in accordance with the recognition and measurement requirements of the Australian Accounting Standards, other authoritative pronouncements of the Australian Accounting Standards Board, Urgent Issues Group Interpretations and the Corporations Act 2001. As such, this preliminary final report does not include all the notes of the type included in an annual financial report and accordingly, should be read in conjunction with the annual report for the year ended 30 June 2025 and any ASX announcements made by the Company during the period.

Note 2. Income

	Consolidated	
	2026 $	2025 $
Interest income	21,930	8,502
R&D tax incentives ^	1,427,373	2,820,831
Income	1,449,303	2,829,333

^ The Research and Development Tax Incentive programme provides tax offsets for expenditure on eligible R&D activities. Under the programme, Noxopharm, having expected aggregated annual turnover of under $20 million, is entitled to a refundable R&D credit of 43.5% (2025: 43.5%) on the eligible R&D expenditure incurred on eligible R&D activities. One of the conditions the company must meet is ensuring more than 50% of total R&D activity costs will be incurred in Australia.

The refundable R&D tax offset is accounted for under AASB 120 Accounting for Government Grants and Disclosure of Government Assistance.

Note 3. Expenses

	Consolidated 2026 $	Consolidated 2025 $
Loss before income tax includes the following specific expenses:		
Corporate Administration expenses		
Corporate administration expenses	423,550	615,886
Audit, accounting and company secretarial fees	258,549	225,635
Insurances	36,150	23,276
Legal fees	15,104	6,630
ASX and filing fees	50,505	45,535
Marketing and advertising	15,987	21,955
	799,845	938,917
Consulting, Employee and Director Expenses		
Employee related expenses	1,657,997	2,507,233
Superannuation and other employee related expenses	200,695	279,045
Director expenses (excluding executive directors)	150,000	150,000
Share-based payment expense - Noxopharm Limited	94,000	63,990
	2,102,692	3,000,268
Finance costs		
Interest and finance charges paid/payable	22,026	77,296
Interest on convertible notes	1,119,502	426,164
Share based Payments	18,000	-
Finance costs expensed	1,159,528	503,460

Note 4. Current assets - trade and other receivables

	Consolidated 2026 $	Consolidated 2025 $
GST receivable	36,951	95,430
R&D rebate receivable	1,427,373	2,806,583
Consulting fee receivable	45,000	45,000
	1,509,324	2,947,013

Note 5. Current liabilities - trade and other payables

	Consolidated 2026 $	Consolidated 2025 $
Trade and other payables	141,460	450,871
Accrued expenses	352,347	539,595
Bank credit cards	210	8,042
Other payables	42,318	-
	536,335	998,508

Note 6. Current liabilities - Convertible Notes

	Consolidated 2026 $	Consolidated 2025 $
Borrowings - Convertible Notes		
Carrying amount at start of period	2,371,164	-
Face value of notes issued	1,250,000	2,600,000
Convertible note conversion feature on issue	(377,000)	(640,000)
Value of options issued and taken to equity settled option reserve	(6,000)	(15,000)
Add Convertible Note finance charges and accrued interest	1,119,502	426,164
Less Convertible note interest paid in cash	(368,153)	-
Less Net gain on modification of convertible note	(429,652)	-
Current liability at end of the period	3,559,861	2,371,164
Derivative liability		
Carrying amount at start of period	108,000	-
Fair value of the convertible note conversion feature at issue	377,000	640,000
Fair value movement to the end of the reporting period	328,000	(532,000)
Derivative liability at end of the period	813,000	108,000
Total current liability	4,372,861	2,479,164
Face value of convertible notes	3,850,000	2,600,000

On 23 September 2025 the existing convertible noteholders (with a total aggregate note face value of $2,600,000) approved the extension of the maturity date of their convertible notes from 2 January 2026 to 2 January 2027. This will allow the company to access rebate funds of approximately $2,800,000 from the Australian Federal Government's Research and Development Tax Incentive Scheme for the financial year ended 30 June 2025. These notes were originally secured over the 2025/26 Australian Federal Government's Research and Development Tax Incentive Rebate, and with the extension, the notes, these are now secured by the 2025/26 rebate. This extension of the maturity date was a substantial modification of the notes for accounting purposes, and causes a modification gain as reported in the below reconciliation table.

At the AGM held on 18 November, shareholders approved the conversion of the $1.25M unsecured loan agreement with 4F Investments Pty Ltd to convertible notes on the same terms and conditions as the other notes on issue (except that these notes are unsecured). These notes have a conversion price of $0.0992, or a lower price if the Company undertakes a capital raise at any time before the Expiry Date. The Convertible Notes have a conversion floor price of $0.07. As an incentive for participating in the notes, the shareholders also approved the grant of 250,000 unlisted options to 4F Investments Pty Ltd, a related party of Fred Bart, on the same terms and conditions as the options granted to the other note holders (noting an expiry date of 10 September 2027 and exercise price $0.1488).

The noteholders were paid accrued interest of $368,153 in aggregate on the convertible notes in cash for the period ending 2 January 2026, with the interest accruing from 2 January 2026 capitalised daily until maturity.

As at 30 June 2026 the fair value of the embedded derivative is measured using significant unobservable inputs (Level 3 hierarchy). There has been no change in the Group's valuation process, valuation techniques and types of inputs used in the fair value measurement at the end of the reporting period in comparison to the methodology upon inception. There have been no transfers between levels of fair value hierarchy during the period ended 30 June 2026.

At 30 June 2026, the fair value of the derivative liability was calculated using an estimated volatility of 110%, and a risk free interest rate of 4.5%. This resulted in a fair value loss of $328,000 for the year.

Note 7. Current liabilities - Unsecured loan

	Consolidated 2026 $	2025 $
Short term loan	200,592	-

On 25 September 2025, the Company entered into an unsecured loan facility of $1.25 million with 4F Investments Pty Limited, a related party controlled by the Chairman of the Board. The facility was convertible into convertible notes subject to shareholder approval and attracted interest at 12% per annum. Following shareholder approval, the outstanding loan principal and capitalised interest were converted into convertible notes on 19 November 2025. Refer to Note 9 for further information regarding the conversion.

In February 2026, the Company entered into a further unsecured loan facility of $350,000 with 4F Investments Pty Limited. Interest accrued at 12% per annum and was capitalised to the outstanding loan balance until repayment, with no cash interest payments required prior to repayment. The principal and all capitalised interest were repayable upon receipt of the FY2025 research and development rebate. The facility was fully repaid in March 2026, comprising principal of $350,000 and capitalised interest of $3,682.

In June 2026, the Company entered into a further unsecured loan facility of $400,000 with 4F Investments Pty Limited, of which $200,000 was drawn down in June 2026. Interest accrues at 12% per annum and is capitalised to the outstanding loan balance until repayment. No cash interest payments are required prior to repayment. The principal and all capitalised interest are repayable upon completion of the Company's next capital raising, with no fixed maturity date.

The loan facilities were provided to support the Company's working capital requirements. The Board considers the terms of the facilities to be commercially reasonable in the circumstances and that the transactions were entered into on terms agreed between the Company and the related party.

At the reporting date, the outstanding balance of the June 2026 facility was $200,592, including capitalised interest. Interest has been accrued in accordance with the effective interest method. The carrying amount of the liability at the reporting date comprises the outstanding principal and capitalised interest accrued to that date.

The loan facility constitutes a related party transaction and has been disclosed in accordance with AASB 124 *Related Party Disclosures*.

Note 8. Contingent liabilities and licence agreement

The consolidated entity has entered into a licence agreement whereby it is obliged to make royalty payments on future sales and make future cash milestone payments if certain events occur. This agreement includes the following:

* milestone payment based on the initiation of the first Phase III clinical trial for each product;
* milestone payments based on first grant of a marketing authorisation for each product; and
* royalty payments based on net sales.

The licence agreement was extended for an additional twelve months during the year ended 30 June 2026.

Note 9. Matters subsequent to the end of the financial year

The financial statements are in the process of being audited. The annual report and financial statements are unlikely to be the subject of dispute or qualification.

No matter or circumstance has arisen since 30 June 2026 that has significantly affected, or may significantly affect the consolidated entity's operations, the results of those operations, or the consolidated entity's state of affairs in future financial years.