

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <u>Faulkes Martin Charles</u>  (Last) (First) (Middle) <u>1489 WEST WARM SPRINGS ROAD</u> <u>SUITE 110</u>  (Street) <u>HENDERSON NV 89014</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>VOLITIONRX LTD [ VNRX ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/12/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/12/2023		A		14,625 <sup>(1)</sup>	A	\$0.00	1,651,693	D	
Common Stock								356,000	I	By The Dill Faulkes Educational Trust Limited <sup>(2)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- On October 4, 2022, the reporting person was awarded 39,000 restricted stock units under the Issuer's 2015 Stock Incentive Plan, subject to vesting upon the achievement of certain corporate performance goals on or prior to December 31, 2022 and June 30, 2023 and also subject to time-based vesting. Certain of the performance goals were met, resulting in the rights with respect to 14,625 restricted stock units vesting. The restricted stock units are further subject to a 3-year time-based vesting schedule, vesting in three equal installments of 4,875 units on each of October 4, 2023, October 4, 2024 and October 4, 2025, respectively. Upon vesting and settlement, the reporting person will receive a number of shares of common stock equal to the number of restricted stock units that have vested. As reported in October 2022, the rights with respect to 6,825 restricted stock units subject to the award previously vested and remain subject to time-based vesting.
- These shares of common stock are beneficially owned by The Dill Faulkes Educational Trust Limited ("DFET"), a UK registered charity. The reporting person serves as the chairman, director and trustee of DFET and shares voting and dispositive control over these shares but disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.

**Remarks:**

/s/ Martin Charles Faulkes

01/13/2023

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.