

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Bionomics Ltd

ACN/ARSN 075 582 740

1. Details of substantial holder (1)

Name BVF Partners L.P. on its own behalf and on behalf of BVF Inc., Mark N. Lampert, BVF I GP LLC, Biotechnology Value Fund, L.P., BVF II GP LLC and Biotechnology Value Fund II, L.P.

ACN/ARSN (if applicable)

There was a change in the interests of the

substantial holder on 30/06/2020

The previous notice was given to the company on 20/11/2018

The previous notice was dated 20/11/2018

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Fully Paid Ordinary Shares	108,537,206	19.99%	108,537,206	17.33%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
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Dilution of interest following placement by Bionomics Limited of 81,500,000 shares on 30/06/2020 to persons other than the substantial holders in this form.

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
BVF Partners, L.P.	HSBC Custody Nominees (Australia) Limited and BNP Paribas Nominees Pty Ltd	Biotechnology Value Fund, L.P., Biotechnology Value Fund II, L.P., Biotechnology Value Trading Fund OS, L.P., Investment 10 LLC and MSI BVF SPV, LLC, as per their relevant interests below.	Relevant interest arises under section 608(1)(b) of the Corporations Act 2001 (Cth) (Corporations Act) by virtue of BVF Partners, L.P. acting as investment manager of the persons entitled to be registered holders of the securities, whereby it holds the authority to cast votes in respect of the securities.	108,537,206 fully paid ordinary shares	108,537,206

BVF Inc. and Mark N. Lampert	HSBC Custody Nominees (Australia) Limited and BNP Paribas Nominees Pty Ltd	Biotechnology Value Fund, L.P., Biotechnology Value Fund II, L.P., Biotechnology Value Trading Fund OS, L.P., Investment 10 LLC and MSI BVF SPV, LLC, as per their relevant interests below.	Relevant interest arises under section 608(3)(b) of the Corporations Act as each of BVF Inc. and Mark N. Lampert controls BVF Partners, L.P.	108,537,206 fully paid ordinary shares	108,537,206
BVF Partners OS Ltd.	HSBC Custody Nominees (Australia) Limited	Biotechnology Value Trading Fund OS, L.P.	Relevant interest arises under section 608(1)(b) of the Corporations Act by virtue of BVF Partners OS, Ltd. acting as general partner of Biotechnology Value Trading Fund OS, L.P., whereby it holds the authority to cast votes in respect to the securities.	7,760,108 fully paid ordinary shares	7,760,108
Biotechnology Value Trading Fund OS, L.P.	HSBC Custody Nominees (Australia) Limited	Biotechnology Value Trading Fund OS, L.P.	Relevant interest arises under sections 608(1)(b) and 608(1)(c) of the Corporations Act as beneficial holder of the securities	7,760,108 fully paid ordinary shares	7,760,108
BVF I GP LLC	HSBC Custody Nominees (Australia) Limited	Biotechnology Value Fund, L.P.	Relevant interest arises under section 608(1)(b) of the Corporations Act by virtue of BVF I GP LLC. acting as general partner of Biotechnology Value Fund, L.P., whereby it holds the authority to cast votes in respect of the securities.	52,776,129 fully paid ordinary shares	52,776,129
Biotechnology Value Fund, L.P.	HSBC Custody Nominees (Australia) Limited	Biotechnology Value Fund, L.P.	Relevant interest arises under sections 608(1)(b) and 608(1)(c) of the Corporations Act as beneficial holder of the securities	52,776,129 fully paid ordinary shares	52,776,129
BVF II GP LLC	HSBC Custody Nominees (Australia) Limited	Biotechnology Value Fund II, L.P.	Relevant interest arises under section 608(1)(b) of the Corporations Act by virtue of BVF II GP LLC. acting as general partner of Biotechnology Value Fund II, L.P., whereby it holds the authority to cast votes in respect of the securities.	40,089,761 fully paid ordinary shares	40,089,761
Biotechnology Value Fund II, L.P.	HSBC Custody Nominees (Australia) Limited	Biotechnology Value Fund II, L.P.	Relevant interest arises under sections 608(1)(b) and 608(1)(c) of the Corporations Act as beneficial holder of the securities	40,089,761 fully paid ordinary shares	40,089,761
Investment 10 LLC	HSBC Custody Nominees (Australia) Limited	Investment 10 LLC	Relevant interest arises under sections 608(1)(b) and 608(1)(c) of the Corporations Act as beneficial holder of the securities	1,382,160 fully paid ordinary shares	1,382,160
MSI BVF SPV, LLC	BNP Paribas Nominees Pty Ltd	MSI BVF SPV, LLC	Relevant interest arises under sections 608(1)(b) and 608(1)(c) of the Corporations Act as beneficial holder of the securities	6,529,048 fully paid ordinary shares	6,529,048

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Not applicable	Not applicable

6. Addresses

The addresses of persons named in this form are as follows:

For personal use only

Name	Address
BVF Partners LP BVF I GP LLC BVF II GP LLC Biotechnology Value Fund, L.P. Biotechnology Value Fund II, L.P. BVF Inc.	44 Montgomery Street, 40 th Floor San Francisco, California 94104 United States of America
BVF Partners OS, Ltd Biotechnology Value Trading Fund OS, L.P.	PO Box 309 Ugland House Grand Cayman, KY1-1104 Cayman Islands
Investment 10 LLC	900 North Michigan Avenue, Suite 1100 Chicago, Illinois 60611 United States of America
MSI BVF SPV, LLC	c/o Magnitude Capital, L.L.C. 200 Park Avenue, 56 th Floor New York, NY 10166
Mark N. Lampert	c/o BVF Inc 44 Montgomery Street, 40 th Floor San Francisco, California 94104 United States of America

Signature


print name

BVF Partners L.P. on its own behalf and on behalf of BVF Inc., Mark N. Lampert,
Biotechnology Value Fund, L.P., BVF I GP LLC, Biotechnology Value Fund II, L.P.
and BVF II GP LLC

capacity

Investment Manager and
Attorney-in-Fact for the
Substantial Holders

sign here



date

02/07/2020