

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 20/12/2021

The previous notice was given to the company on 12/04/2021

The previous notice was dated 12/04/2021

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 | 155,517,432 | 15.49% | 170,089,885 | 12.99% |

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 |
|----------------|--|--|---|--|-------------------------|
| 20/12/2021 | BVF Partners, L.P., BVF Inc and Mark N. Lampert, BVF II GP LLC and Biotechnology Value Fund II, L.P. | Acquisition by Biotechnology Value Fund II, L.P. way of subscription for, and issue of, 80,971 new fully paid American Depositary Shares ("ADS") pursuant to the initial public offering of the ADS. Each ADS represents 180 fully paid ordinary shares in Bionomics Ltd. Issue price of each ADS was \$12.35 USD. | \$999,991.85 USD | 14,574,780 fully paid ordinary shares (being the shares underlying the 80,971 ADSs that were acquired) | 14,574,780 |

Note: The previous Form 604 over-stated the number of shares acquired in the oversubscription facility referred to in that Form 604 by 1,256 shares reported for Biotechnology Value Fund, L.P. (via its custodian HSBC Custody Nominees (Australia) Limited), 931 shares reported for Biotechnology Value Fund II, L.P. (via its custodian HSBC Custody Nominees (Australia) Limited), and 140 shares reported for Biotechnology Value Trading Fund OS, L.P. (via its custodian HSBC Custody Nominees (Australia) Limited).

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 (in respect of 155,515,105 fully paid ordinary shares in aggregate) Bank of New York Mellon (in respect of 14,574,780 fully paid ordinary shares in aggregate, which underlie 80,971 ADSs) | 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. | 170,089,885 fully paid ordinary shares (including 14,574,780 ordinary shares underlying 80,971 ADSs) | 170,089,885 |
| BVF Inc. and Mark N. Lampert | HSBC Custody Nominees (Australia) Limited and BNP Paribas Nominees Pty Ltd (in respect of 155,515,105 fully paid ordinary shares in aggregate) Bank of New York Mellon (in respect of 14,574,780 fully paid ordinary shares in aggregate, which underlie 80,971 ADSs) | 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. | 170,089,885 fully paid ordinary shares (including ordinary shares 14,572,453 underlying 80,971 ADSs) | 170,089,885 |
| 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. | 10,134,688 fully paid ordinary shares | 10,134,688 |
| 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 | 10,134,688 fully paid ordinary shares | 10,134,688 |
| 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. | 77,527,212 fully paid ordinary shares | 77,527,212 |
| 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 | 77,527,212 fully paid ordinary shares | 77,527,212 |
| BVF II GP LLC | HSBC Custody Nominees (Australia) Limited (in respect of 57,942,606 fully paid ordinary shares) Bank of New York Mellon (in respect of 14,574,780 fully paid ordinary shares in aggregate, which underlie 80,971 ADSs) | 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. | 72,518,782 fully paid ordinary shares (including 14,574,780 ordinary shares underlying 80,971 ADSs) | 72,518,782 |

| | | | | | |
|-----------------------------------|---|-----------------------------------|--|---|------------|
| Biotechnology Value Fund II, L.P. | HSBC Custody Nominees (Australia) Limited (in respect of 57,942,606 fully paid ordinary shares) Bank of New York Mellon (in respect of 14,574,780 fully paid ordinary shares in aggregate, which underlie 80.971 ADSs) | 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 | 72,518,782 fully paid ordinary shares (including 14,574,780 ordinary shares underlying 80.971 ADSs) | 72,518,782 |
| 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 | 8,527,043 fully paid ordinary shares | 8,527,043 |

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 applicable | ACN/ARSN (if applicable) | Nature of association |
|---------------------|--------------------------|-----------------------|
| Not applicable | | Not applicable |

6. Addresses

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

| 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 Mark Lampert on behalf of BVF Partners L.P., BVF Inc., , Biotechnology Value Fund, L.P., BVF I GP LLC, Biotechnology Value Fund II, L.P. and BVF II GP LLC Capacity Director and Officer of the Substantial Holders

sign here



date 22/12/2021