

Form 603
Corporations Act 2001
Section 671B

Notice of initial 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. and Mark N. Lampert

ACN/ARSN (if applicable) _____

The holder became a substantial holder on 06/06/2017

2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Fully Paid Ordinary Shares	42,911,975	42,911,975	8.91%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
BVF Partners L.P.	Relevant interest arises under section 608(1)(b) of the Corporations Act 2001 (Cth) (Corporations Act) by virtue of BVF Partners L.P. (i) acting as general partner of, and (ii) acting as investment manager of, respectively, the registered holders of the securities, whereby it holds the authority to cast votes in respect of the securities.	42,911,975 fully paid ordinary shares
BVF Inc. and Mark N. Lampert	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.	42,911,975 fully paid ordinary shares
BVF Partners OS, Ltd.	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., a registered holder of securities, whereby it holds the authority to cast votes in respect to the securities.	3,632,475 fully paid ordinary shares
Biotechnology Value Trading Fund OS, L.P.	Relevant interest arises under section 608(1)(a) of the Corporations Act as holder of the securities.	3,632,475 fully paid ordinary shares
Biotechnology Value Fund, L.P.	Relevant interest arises under section 608(1)(a) of the Corporations Act as holder of the securities.	19,960,419 fully paid ordinary shares
Biotechnology Value Fund II, L.P.	Relevant interest arises under section 608(1)(a) of the Corporations Act as holder of the securities.	12,902,345 fully paid ordinary shares
Investment 10 LLC	Relevant interest arises under section 608(1)(a) of the Corporations Act as holder of the securities.	2,182,071 fully paid ordinary shares
MSI BVF SPV, LLC	Relevant interest arises under section 608(1)(a) of the Corporations Act as holder of the securities.	4,234,665 fully paid ordinary shares

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Biotechnology Value Trading Fund OS, L.P., BVF Partners OS Ltd., BVF Partners L.P., BVF Inc. and Mark N. Lampert	Biotechnology Value Trading Fund OS, L.P.	Biotechnology Value Trading Fund OS, L.P.	3,632,475 fully paid ordinary shares
Biotechnology Value Fund, L.P., BVF Partners L.P., BVF Inc. and Mark N. Lampert	Biotechnology Value Fund, L.P.	Biotechnology Value Fund, L.P.	19,960,419 fully paid ordinary shares
Biotechnology Value Fund II, L.P., BVF Partners L.P., BVF Inc. and Mark N. Lampert	Biotechnology Value Fund II, L.P.	Biotechnology Value Fund II, L.P.	12,902,345 fully paid ordinary shares
Investment 10 LLC, BVF Partners L.P., BVF Inc. and Mark N. Lampert	Investment 10 LLC	Investment 10 LLC	2,182,071 fully paid ordinary shares
MSI BVF SPV, LLC, BVF Partners L.P., BVF Inc. and Mark N. Lampert	MSI BVF SPV, LLC	MSI BVF SPV, LLC	4,234,665 fully paid ordinary shares

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)	Class and number of securities
Please see Annexure 1			

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	

7. Addresses

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

Name	Address
BVF Partners L.P. Biotechnology Value Fund, L.P. Biotechnology Value Fund II, L.P. BVF Inc.	One Sansome Street, 30 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. 601 Lexington Avenue, 59 th Floor New York, NY 10022 United States of America
Mark N. Lampert	c/o BVF Inc. One Sansome Street, 30 th Floor San Francisco, California 94104 United States of America

Signature

print name BVF Partners L.P, BY BVF Inc., its general partner, BY Mark N. Lampert,
President

capacity General Partner and
Attorney-in-Fact for the
Substantial Holders


sign here



date 08/06/2017

Annexure 1 to ASIC Form 603 re: Bionomics Ltd ACN 075 582 740

This is Annexure 1 of 1 page referred to in the accompanying Form 603 Notice of initial substantial holder

print name	BVF Partners L.P., BY BVF Inc., its general partner, BY Mark N. Lampert, President	capacity	General Partner and Attorney-in-Fact for the Substantial Holders
sign here		date	08/06/2017

Holder of relevant interest	Date of acquisition (all acquired via on-market purchases)	Consideration (9)		Class and number of securities
		Cash	Non-cash	
Biotechnology Value Fund, L.P., BVF Partners L.P., BVF Inc. and Mark N. Lampert	06/06/2017	AUD 0.40 per ordinary share	N/A	9,643,313 fully paid ordinary shares
Biotechnology Value Fund II, L.P., BVF Partners L.P., BVF Inc. and Mark N. Lampert	06/06/2017	AUD 0.40 per ordinary share	N/A	6,161,996 fully paid ordinary shares
Biotechnology Value Trading Fund OS, L.P., BVF Partners OS Ltd., BVF Partners L.P., BVF Inc. and Mark N. Lampert	06/06/2017	AUD 0.40 per ordinary share	N/A	1,621,755 fully paid ordinary shares
Investment 10, LLC, BVF Partners L.P., BVF Inc. and Mark N. Lampert	06/06/2017	AUD 0.40 per ordinary share	N/A	1,210,998 fully paid ordinary shares
MSI BVF SPV, LLC, BVF Partners L.P., BVF Inc. and Mark N. Lampert	06/06/2017	AUD 0.40 per ordinary share	N/A	1,361,938 fully paid ordinary shares