

Form 604

Corporations Act 2001
Section 521B

Notice of change of interests of substantial holder**1. Company Name/Number**BIOTECH CAPITAL LIMITED.ACN/ABN45 091 979 172**2. Details of substantial holder(s)****Name****Relationship (if applicable)**NICHOLAS DENNIS MCDONALD

There was a change in the interests of the substantial holder on:

5/8/14

The previous notice was given to the company on:

5/3/14

The previous notice was dated:

23/3/14**3. Previous and present voting power**

The total number of votes attached to all the voting shares of the company or voting securities of the company that the substantial holder or an associate or an employee of a relevant business (if relevant) had at the last reported date when last required, and when last required to give a substantial holding notice to the company or volume, are as follows:

Date of securities (1)	Previous notice Person's name (2) / Relationship (3)	Present notice	
		Person's name (2) / Relationship (3)	Value in dollars (4)
<u>05/08/14</u>	<u>4590672</u>	<u>5.82%</u>	<u>1,05,800</u> <u>7.91%</u>

3. Changes to relevant interests

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

Date of change	Person whose relevant interests changed	Nature of change (5)	Consideration given in relation to change (6)	Class and number of securities affected	Person's votes effected
<u>3/3/14</u>	<u>Nicholas Dennis McDonald</u>	<u>VARIOUS</u>			<u>1625228</u>

4. Present relevant interests

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

Order of relevant interest	Holder of securities	Person entitled to be approached (as trustee (8))	Name of relevant interest (5)	Class and number of securities	Person's votes
<u>1</u>	<u>McDonald Nicholas Dennis</u>		<u>INDIVIDUAL</u>	<u>9426900</u>	<u>4436900</u>
<u>2</u>	<u>PROFOUND INVEST</u>		<u>DIRECTOR</u>	<u>1579000</u>	<u>1579000</u>

3. Changes in association

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

Name and ACN/ABN of applicant	Nature of association

4. Address

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

Name	Address
THE HONORABLE NICHOLAS MCDONALD	24A THE POINT ROAD WOOLWICH MEW 2110
CHIEF FINANCIAL OFFICER	24A THE POINT ROAD WOOLWICH MEW 2110

Signature

For the person Nicholas McDonald in the capacity of Director.

Sign here

on 6/8/2011

Nicholas McDonald

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests, for a corporation and its related corporations, or the transfer and issuance of an equity interest, the names could be published in an annexe to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group. If the ownership of each group, with the name and address of members is clearly set out in paragraph 2 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 6(6) and 6(1)(a) of the Corporations Act 2001.
- (4) If voting shares of a company constitute the class unless listed this separate class.
- (5) The person's name stated by the legal adviser in the body corporate or scheme documents by 100.
- (6) Includes details of:
 - (a) any relevant agreement or other circumstances bearing of which the change in relevant interest occurred. If subsection A7(5)(i) applies, a copy of any document relied on for the form of the relevant agreement, and a statement by the person giving the true and accurate details of any contract, alliance or arrangement, right accompany this form, together with a written statement certifying this document, contains no misrepresentation; and
 - (b) any consideration of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (specifying clearly the particular securities to which the application relates).
 See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any cash, benefits, money and value that any person from whom a relevant interest was acquired has, or may, expect to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be provided if payment is made on behalf of the substantial holder or its associate in relation to the acquisition, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (or, if the relevant interest is held through an option, the "holder").
- (9) Details of acquisition of the present association and any change in that association since the last substantial holding notice.