

Form 603

Corporations Act 2001
Section 671B

Notice of initial substantial holder

In: Company Name/Securities

BIOTECH CAPITAL LIMITED

ACN/ARSN

45 091 979 172

1. Details of substantial holder (1)

Name

NICHOLAS DERMOTT McDONALD

ACN/ARSN if applicable

The holder becoming a substantial holder on

28/2/14

2. Details of voting power

The total number of votes entitled to all the voting shares in the company or voting interests of the scheme that the substantial holder or an associate (2) has 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	Percentage votes (5)	Voting power (6)
<u>ORDINARY</u>	<u>4,510,672</u>	<u>9,510,672</u>	<u>5.89%</u>

3. Details of relevant interests

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

Name of relevant interest	Nature of relevant interest (1)	Class and number of securities
<u>NICHOLAS DERMOTT McDONALD</u>	<u>REGISTERED HOLDER</u>	<u>2,811,672</u>
<u>PRITDOWN PTY LTD</u>	<u>REGISTERED HOLDER</u>	<u>1,579,000</u>

4. Details of present registered holders

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

Name of registered interest	Registered holder of securities	Registered on for (2)	Class and number of securities
<u>NICHOLAS DERMOTT McDONALD</u>			<u>2,811,672</u>
<u>PRITDOWN PTY LTD</u>			<u>1,579,000</u>

5. Consideration

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

Holder of relevant interest	Date of acquisition	Consideration (3)		Class and number of securities
		Cash	Non-cash	
<u>NICHOLAS McDONALD</u>	<u>VARIABLE</u>			<u>2,811,672</u>
<u>PRITDOWN PTY LTD</u>	<u>VARIABLE</u>			<u>1,579,000</u>

9. Associates

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

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

10. Addresses

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

Name	Address
NICHOLAS DEBBIE McDONALD	24A THE POINT ROAD MOOLWICH NSW 2100
FRITZDOWN PTY LTD	24A THE POINT ROAD MOOLWICH NSW 2100

Signature

print name: NICHOLAS McDONALD position: DIRECTOR

sign here: [Signature] date: 3/3/2014

DIRECTIONS:

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustees of an equity trust), the names should be included in an appendix 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 membership of such group, with the names and addresses of members is clearly set out in paragraph 7 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 608 and 671(6)(2) of the Corporations Act 2001.
- (4) The voting shares of a company constitute separate interests divided into separate classes.
- (5) The total number of votes attached to all the voting shares or the capacity to exercise interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes (held by the vote holder in the body corporate or scheme) subject to (1).
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671(6)(4) applies, a copy of any document stating the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement that is necessary, this form, together with a written statement notifying this contract, scheme or arrangement; and
 - (b) any qualification 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 (indicating clearly the particular securities to which the qualification applies).
 See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option with "cashless")
- (9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive or enjoy on this acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate or relative to the acquisition, even if they are not paid directly to the person from whom the relevant interest was acquired.