

Disclosure of movement of 1% or more in substantial holding or change in nature of relevant interest, or both

Sections 277 and 278, Financial Markets Conduct Act 2013

Note: This form must be completed in accordance with the instructions at the end of the form.

To: NZX Limited
and
To: SeaDragon Limited

Relevant event being disclosed: Change in nature of relevant interest

Date of relevant event: 8 August 2018

Date this disclosure made: 9 August 2018

Date last disclosure made: 6 July 2018

Substantial product holder(s) giving disclosure

Full name(s): BioScience Managers Ventures Pty Limited (**BMV**) as general partner of BioScience Management Partnership LP

Summary of substantial holding

Class of quoted voting products: SeaDragon Limited ordinary shares (**SEA**)

Summary for BioScience Managers Ventures Pty Limited (**BMV**) as general partner of BioScience Management Partnership LP

For **this** disclosure,—

- | | |
|-------------------------------------|--|
| (a) total number held in class: | 0 (and up to 606,060,606 in total if the maximum number of loan notes issued to BioScience (defined below, but including BMV) are converted) |
| (b) total in class: | 4,513,618,718 (and up to 5,422,709,627 in total if the maximum number of loan notes issued to BioScience (defined below, but including BMV) are converted) |
| (c) total percentage held in class: | 0% (and up to 11.1763% in total if the maximum number of loan notes issued to BioScience (defined below, but including BMV) are converted) |

BSM acts as the investment manager for BMV. As such BSM is a person whose directions, instructions or wishes BMV may be accustomed to act in relation to financial products of SEA.

For clarity, One Funds Management Limited as trustee for Asia Pacific Healthcare Fund II (**OFM**) disclosed a separate holding on or about the date of this disclosure (**OFM Disclosure**). The financial products referred to in the OFM Disclosure exclude the financial products in this disclosure, and any financial products referred to in this notice are excluded from the OFM Disclosure. BSM is also the investment manager for OFM and, as such, BSM has a relevant interest in the aggregate of the financial products disclosed under this disclosure and under the OFM Disclosure.

For **last** disclosure,—

- (a) total number held in class: 0 (and up to 606,060,606 in total if the maximum number of loan notes issued to BioScience (defined below, but including BMV) are converted)
- (b) total in class: 4,513,618,718 (and up to 5,422,709,627 in total if the maximum number of loan notes issued to BioScience (defined below, but including BMV) are converted)
- (c) total percentage held in class: 0% (and up to 11.1763% in total if the maximum number of loan notes issued to BioScience (defined below, but including BMV) are converted)

Details of transactions and events giving rise to relevant event

On 5 July 2018, BMV entered into a deed of amendment and restatement (**DoA**) with SeaDragon Limited (**SeaDragon**), Comvita Limited (**Comvita**), Pescado Holdings Limited (**Pescado**) and OFM (BMV and OFM, together, **BioScience**). The DoA relates to, among other documents, a convertible loan note agreement dated 30 May 2016 entered into between SeaDragon and Comvita (**Original CLN**).

Under the Original CLN, SeaDragon has issued convertible loan notes to Comvita having a face value of \$3,000,000. The conversion price of these existing notes was initially \$0.008 per share. Following shareholder approval obtained on 8 August 2018, the conversion price was reduced to \$0.0033 per share.

Under the DoA, OFM, BMV and Pescado have become party to the Original CLN (as amended and restated). BMV may be required by SeaDragon to subscribe for loan notes having an aggregate face value of up to \$2,000,000 and OFM may be required by SeaDragon to subscribe for loan notes having an aggregate face value of up to \$1,000,000. Pescado may be required by SeaDragon to subscribe for loan notes having an aggregate face value of up to \$3,000,000. As at the date of this notice, \$875,000 of loan notes have been issued to Pescado, \$875,000 of loan notes have been issued to OFM and no loan notes have been issued to BMV.

Certain aspects of the DoA were conditional on approval by ordinary resolution of SeaDragon's shareholders. Shareholder approval was obtained at a meeting of shareholders held on 8 August 2018. As a result of shareholder approval, the loan notes will convert into shares in SeaDragon (at a conversion price of \$0.0033 per share) on maturity (31 March 2020) or earlier at the option of the relevant subscriber. Accordingly, the nature of the relevant interest arising pursuant to the convertible loan notes has changed because conversion is no longer conditional on shareholder approval.

Conversion of BVM's notes cannot occur separately to conversion of OFM's notes and the numbers and percentages set out in this notice assume that conversion of both BMV's and OFM's notes occur 31 March 2020.

Important Note

Unless otherwise stated, the numbers and percentages and shares used in this notice:

- (a) are based on a total of 4,513,618,718 SeaDragon ordinary shares currently on issue;
- (b) assume that OFM converts convertible notes with an aggregate face value of \$1,000,000 at a conversion price of \$0.0033 per share (resulting in the issue of 303,030,303 shares) and that BMV converts convertible notes with an aggregate face value of \$2,000,000 at a conversion price of \$0.0033 per share (resulting in the issue of 606,060,606 shares);
- (c) assume that neither Comvita nor Pescado converts any convertible loan notes;
- (d) assume that no options issued by SeaDragon are exercised; and
- (e) assume that no other ordinary shares in SeaDragon are issued or repurchased.

Details after relevant event

Details for: BioScience Managers Ventures Pty Limited as general partner of BioScience Management Partnership LP

Nature of relevant interest(s): Power to control acquisition of ordinary shares in SeaDragon through conversion of convertible loan notes. The relevant agreement document (being the second amended and restated CLN as extracted from schedule 3 of the DoA) (comprising 30 pages) was attached to a previous disclosure dated 6 July 2018.

For that relevant interest,—

- (a) number held in class: 606,060,606 (noting that as at the date of this notice, no notes have been issued to BMV)
- (b) percentage held in class: 11.176% (noting that as at the date of this notice, no notes have been issued to BMV)
- (c) current registered holder(s): N/A
- (d) registered holder(s) once transfers are registered: Unknown

Please refer to the “Important Note” above regarding the number and percentage held in class stated for this relevant interest.

Additional information

Addresses of substantial product holder(s): One Funds Management Limited as trustee for Asia Pacific Healthcare Fund II
Level 11, 20 Hunter Street
Sydney
NSW 2000
Australia

BioScience Managers Pty Limited
Level 10, 330 Collins Street
Melbourne
Victoria 3000
Australia

Contact details: One Funds Management Limited as trustee for Asia Pacific Healthcare Fund II
Peter Howe
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BioScience Managers Pty Limited
Matt McNamara
(+61) 3 9618 8216
mm@biosciencemanagers.com

Matt McNamara is also a director of SeaDragon Limited. This disclosure also constitutes disclosure for the purposes of the directors' and senior managers' disclosure obligations.

Name of any other person believed to have given, or believed to be required to give, a disclosure under the Financial Markets Conduct Act 2013 in relation to the financial products to which this disclosure relates: BMV, Pescado, BMV, Dame Adrienne Stewart, Mark Stewart and Todd Stewart.

Certification

I, Matt McNamara, certify that, to the best of my knowledge and belief, the information contained in this disclosure is correct and that I am duly authorised to make this disclosure by all persons for whom it is made.