

22 November 2018

Dear Shareholder

Offer of Shares under Share Purchase Plan

On behalf of the Board of Bionomics Limited (**Bionomics**), I am pleased to offer you the opportunity to participate in the Bionomics Share Purchase Plan (**SPP**) which was announced on 9 November 2018. The SPP forms part of a capital raising that included share placements to BVF Partners L.P. (and affiliates) totalling approximately \$9.8 million. (**Placements**).

The SPP provides eligible shareholders with the opportunity to invest up to \$15,000 in fully paid ordinary shares in Bionomics (**Shares**) without paying any brokerage, commissions or other transaction costs, subject to the SPP Terms and Conditions enclosed with this letter.

Under the SPP, eligible shareholders are being given the opportunity to subscribe for Shares at \$0.155, the closing price on 9 November 2018 being a 5.3% discount to the price at which the Placements were made.

The SPP will be capped at \$2,151,937 representing 13,883,466 Shares at the SPP offer price and Bionomics will scale back applications if this amount is exceeded. In this event, you may be allocated fewer Shares than you applied for and the difference will be refunded to you. The SPP is not underwritten.

The funds raised under the SPP will be used for the same purposes as the Placement proceeds, that is, to strengthen Bionomics balance sheet, fund working capital requirements and provide strategic flexibility.

Who is eligible to participate?

Participation in the SPP is optional. To be eligible to participate in the SPP, you must have been a registered holder of Shares at 7.00pm (AEDT) on 8 November 2018 and have your registered address in Australia or New Zealand.

Shareholders who hold Shares on behalf of persons residing outside Australia or New Zealand, who are in the United States, or who act for the account or benefit of a person in the United States, are not entitled to participate in the SPP on behalf of those persons.

Key dates

The key dates for the SPP offer are:

Record Date	Thursday, 8 November 2018 at 7.00pm (AEDT)
Opening Date	Thursday, 22 November 2018
Closing Date	Thursday, 6 December 2018 at 5.00pm (AEDT)
SPP results announced	Monday, 10 December 2018
Allotment Date	Thursday, 13 December 2018

Note: The dates listed in these materials are indicative only and Bionomics retains the right to vary them without advance notice.

How to apply

To apply for Shares under the SPP, please follow the instructions in the materials enclosed with this letter. The offer period for the SPP closes at **5.00pm (AEDT) on 6 December 2018**.

If you do not wish to participate in the SPP you do not need to take any action.

It is important that you carefully read and consider all of the materials enclosed with this letter (including the SPP Terms and Conditions and Application Form) before making any decision to participate in the SPP.

You should note that if you apply to participate in the SPP, you are accepting the risk that the market price for the Shares may change. It is possible that between the time you make your application and up to or after the date your Shares are issued, you may be able to buy Shares at a lower price than the price shares are issued for under the SPP.

The offer of Shares under the SPP is being made in accordance with ASIC Class Order [CO 09/425].

If you have any questions regarding the SPP, please call Computershare Investor Services Pty Limited between 8.30am and 5.00pm (AEDT) Monday to Friday on 1300 556 161 or +61 3 9415 4000.

We welcome your participation in the SPP and, on behalf of the Board of Bionomics, I thank you for your ongoing support.

Yours sincerely

Dr Errol De Souza Chairman

Luol de Sonza

Important notice:

This document has been prepared for publication in Australia and New Zealand and may not be released or distributed in the United States. This document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States or any other jurisdiction. Any securities described in this document have not been, and will not be, registered under the US Securities Act of 1933, as amended (**US Securities Act**). The securities to be offered and sold in the SPP may not be offered or sold in the United States except pursuant to an exemption from or in a transaction not subject to the registration requirements of the US Securities Act and applicable US state securities laws.

The SPP offer is not a recommendation to acquire Shares. This document does not constitute financial product advice and does not take into account the individual investment objectives, financial situation or particular needs of each Eligible Shareholder. Eligible Shareholders wanting to participate in the SPP should obtain independent advice in relation to the taxation and other consequences of an investment under the SPP before making a decision as to whether to participate in the SPP. If Eligible Shareholders have any doubts as to what they should do, they should consult their stockbroker, solicitor, accountant or other professional adviser. A cooling-off regime does not apply in relation to the acquisition of Shares under the SPP.

1 DEFINITIONS AND INTERPRETATIONS

1.1 When used in this booklet (including these SPP Terms and Conditions), except to the extent that the context otherwise requires:

AEDT means Eastern Daylight time in Australia;

Application means an application for Shares under the SPP made in accordance with clause 4;

Application Form means a personalised application form pursuant to which Eligible Shareholders may apply for Shares under the SPP:

ASIC means the Australian Securities and Investments Commission;

ASX means Australian Securities Exchange or ASX Limited, as applicable;

Bionomics means Bionomics Limited ABN 53 075 582 740;

BPAY® means the electronic payment facility by that name;

Constitution means the constitution of Bionomics;

Custodian means has the meaning given in ASIC Class Order [CO 09/425];

Custodian Certificate has the meaning given in clause 3.8;

Eligible Shareholder means a shareholder in Bionomics as at the Record Date with a Registered Address in Australia or in New Zealand (and in the case of a New Zealand shareholder, who still holds Shares as at the date the SPP opens);

Issue Price means the issue price set out in clause 6.1;

Registered Address means the address of an Eligible Shareholder as shown in the Share Register;

Scale Back means that Bionomics may in its absolute discretion issue to applicants less than the number of Shares they have applied for;

Share means a fully paid ordinary share in Bionomics;

Share Register means the register of all shareholders of Bionomics maintained by the Share Registry;

Share Registry means Computershare Investor Services Pty Limited ABN 48 078 279 277;

SPP means this share purchase plan;

SPP Terms and Conditions means these terms and conditions and includes the Application Form; and

- 1.2 Words importing the singular include the plural and vice versa, words importing any gender include other genders and 'person' includes a corporation.
- 1.3 A reference to dollars or \$ is a reference to Australian dollars.

2 OFFER TIMETABLE

- 2.1 This offer is dated and taken to be made on 22 November 2018.
- 2.2 This offer opens on 22 November 2018 (**Opening Date**).
- 2.3 Subject to clauses 3.2 and 3.3, only those shareholders recorded in the Share Register as at 7.00pm (AEDT) on 8 November 2018 (Record Date) with a Registered Address in Australia or in New Zealand will be eligible to participate in the SPP.
- 2.4 This offer closes at 5.00pm (AEDT) on 6 December 2018 or such other time and date as determined by Bionomics and announced in writing to shareholders (Closing Date). All Application Forms and payment for the Shares must be received by the Share Registry before the Closing Date.
- 2.5 It is intended that Shares will be issued on or about 13 December 2018 (Allotment Date).
- 2.6 Bionomics has the discretion to change, at any time, any of these dates, regardless of whether the offer has opened or Applications have been received.

3 PARTICIPATION IN THE PLAN

- 3.1 Participation in the SPP is subject to these SPP Terms and Conditions. The offer made under this SPP is made only to Eligible Shareholders.
- 3.2 Any shareholders with a Registered Address in New Zealand, who are registered as a holder of Shares on the Record Date but who do not hold Shares on the Opening Date will not be eligible to participate in the SPP.
- 3.3 Shareholders who hold Shares on behalf of persons residing outside Australia or New Zealand, who are in the United States, or who act for the account or benefit of a person in the United States are not entitled to participate in the SPP on behalf of those persons.

- 3.4 This offer is non-renounceable, which means Eligible Shareholders are not permitted to transfer their rights under this offer to any other person.
- 3.5 Bionomics may accept or reject an Application in its absolute discretion. Reasons why Bionomics may reject an Application include (but are not limited to) the following:
 - (a) Bionomics considers that the Application (whether alone or in conjunction with other Applications) does not comply, or it is not reasonably satisfied that the Application (whether alone or in conjunction with other Applications) complies, with the requirements of ASIC Class Order [CO 09/425] (as amended, replaced or supplemented) or any other requirements in the ASX Listing Rules or the Corporations Act (Cth) 2001;
 - (b) a cheque is dishonoured, or the cheque, bank draft or money order provided with the Application is not made out for the amount corresponding to the value of the parcel of the Shares applied for;
 - (c) a BPAY® payment is incomplete or invalid;
 - (d) an Application Form is incomplete, incorrect or otherwise determined by Bionomics to be invalid;
 - (e) an Application is received after the Closing Date;
 - (f) an Application is made by a Custodian and does not include the required Custodian Certificate; or
 - (g) Bionomics believes that a person not eligible to participate in the offer under the SPP has made the Application.

Where Bionomics rejects an Application, Bionomics will promptly return to the Eligible Shareholder any relevant Application money provided by the Eligible Shareholder to Bionomics (without interest).

3.6 Eligible Shareholders may subscribe for one of four parcels of Shares up to \$15,000:

Option	Parcel
1 (minimum)	12,904 Shares for \$2,000
2	32,259 Shares for \$5,000
3	64,517 Shares for \$10,000
4 (maximum)	96,775 Shares for \$15,000

If Bionomics receives an amount that does not equal one of the amounts specified above, Bionomics may either:

- (a) reject the Application and refund in full the Application money (without interest) to the Eligible Shareholder; or
- (b) apply the dollar amount of the payment to the highest designated parcel that is less than the amount of the payment and refund the excess Application money (without interest) to the Eligible Shareholder.
- 3.7 Eligible Shareholders that receive more than one Application Form under the SPP (for example, if the Eligible Shareholder has more than one shareholding but under separate accounts) may apply on different Application Forms but may not make an Application which will result in the Eligible Shareholder applying for more than \$15,000 in aggregate worth of Shares under the SPP.
- 3.8 If an Eligible Shareholder is a Custodian and is expressly noted on the Share Register as holding Shares on behalf of a person (the Participating Beneficiary), the Custodian may apply for up to \$15,000 in Shares on behalf of each Participating Beneficiary, subject to providing a notice in writing to Bionomics certifying the following (a Custodian Certificate):
 - (a) either or both of the following:
 - that the Custodian holds Shares on behalf of one or more Participating Beneficiaries that are not Custodians; and/or
 - (ii) that another Custodian (the **Downstream Custodian**) holds beneficial interests in Shares on behalf of one or more Participating Beneficiaries, and the Custodian holds the Shares to which those beneficial interests relate on behalf of the Downstream Custodian or another Custodian,

on the date of the Record Date and that each Participating Beneficiary has subsequently instructed the following persons:

- (iii) where paragraph (a)(i) applies the Custodian; and
- (iv) where paragraph (a)(ii) applies the Downstream Custodian,

to apply for Shares on their behalf under the SPP;

(b) the number of Participating Beneficiaries;

- (c) the name and address of each Participating Beneficiary;
- (d) in respect of each Participating Beneficiary:
 - (i) where paragraph (a)(i) applies the number of Shares that the Custodian holds on their behalf; and
 - (ii) where paragraph (a)(ii) applies the number of Shares to which the beneficial interests relate:
- (e) in respect of each Participating Beneficiary:
 - (i) where paragraph (a)(i) applies the number or dollar amount of Shares which they instructed the Custodian to apply for on their behalf; and
 - (ii) where paragraph (a)(ii) applies the number or dollar amount of Shares they instructed the Downstream Custodian to apply for on their behalf;
- (f) that there are no Participating Beneficiaries in respect of which the total of the application price for the following exceeds \$15,000:
 - (i) the Shares applied for by the Custodian on their behalf under the SPP in accordance with the instructions referred to in paragraph (e) above; and
 - (ii) any other Shares issued to the Custodian in the 12 months before the Application as a result of an instruction given by them to the Custodian or to the Downstream Custodian to apply for Shares on their behalf under an arrangement similar to the SPP;
- (g) that a copy of the written offer document was given to each Participating Beneficiary; and
- (h) where paragraph (a)(ii) above applies the name and address of each Custodian who holds beneficial interests in the Shares held by the Custodian in relation to each Participating Beneficiary.
- 3.9 Custodians should have received a custodian certificate with these SPP Terms and Conditions. If you did not receive a Custodian Certificate or would like information on how to participate on behalf of beneficiaries you should contact the Share Registry on 1300 566 161 or +61 3 9415 4000.

- 3.10 A person that holds Shares as a trustee or nominee for another person, but is not a Custodian (as defined in ASIC Class Order [CO 09/425]) cannot participate for beneficiaries in the manner described in clause 3.8. In this case, the rules in clause 3.7 apply.
- 3.11 Eligible Shareholders that are joint holders of Shares will be taken to be a single registered holder of Shares for the purposes of determining whether they are an Eligible Shareholder and an Application, and certification as part of the Application Form, by one joint holder will be effective in respect of the other joint holders.

4 APPLICATION TO PARTICIPATE

- 4.1 To participate in the SPP, an Eligible Shareholder must either:
 - (a) complete an Application Form and return it to the Share Registry together with payment by cheque, bank draft or money order made payable to "Bionomics Limited"; or
 - make payment by BPAY® using the unique reference number printed on the Eligible Shareholder's Application Form. Applications and payments must be received by the Share Registry by 5.00pm (AEDT) on 6 December 2018 or such other time and date as determined by Bionomics and announced in writing to shareholders (being the Closing Date). Financial institutions may implement earlier cut-off times with regards to electronic payment, and you should therefore take this into consideration when making payment.
- 4.2 If you make your payment by BPAY®, you do not need to return your Application Form, but you will be taken to have given the representations and warranties set out on your Application Form.
- 4.3 Applications and payments may not be withdrawn once received by Bionomics.

5 OPERATION OF THE PLAN

- 5.1 By submitting an Application, an Eligible Shareholder certifies, represents and warrants that:
 - (a) in relation to all Shares applied for by the Eligible Shareholder under the SPP, the Eligible Shareholder does not make the Application for any other person in circumstances which might involve any breach of securities laws of any jurisdiction; and
 - (b) it agrees to be bound by Bionomics' Constitution in respect of all the Shares issued to the Eligible Shareholder under the SPP; and

- (c) the total price of all Shares purchased (or applied for) by the Eligible Shareholder, or which the Eligible Shareholder has instructed a Custodian to acquire on its behalf, under this offer and/or any similar offer made by Bionomics in the 12 months prior to the date of submission of the Application Form, does not exceed \$15,000; and
- (d) Bionomics is not liable for any exercise of its discretions referred to in these SPP Terms and Conditions.
- 5.2 Each Eligible Shareholder that makes an Application:
 - (a) authorises Bionomics to correct any minor errors in its Application Form and to complete the Application Form by inserting any missing minor detail;
 - (b) acknowledges that Bionomics may determine that an Application Form is valid, in accordance with these SPP Terms and Conditions, even if the Application Form is incomplete, contains errors or is otherwise defective.

6 ISSUE PRICE

- 6.1 The Issue Price will be \$0.155; For the purposes of paragraph (e) in the definition of "purchase plan" in ASIC Class Order [CO 09/425] the specified period in the 30 days before the date of the offer under this SPP is the 5 trading day period from 23 October 2018 to 29 October 2018 and the offer price is 4.2% discount to volume weighted average market price over that period.
- 6.2 The number of Shares to be issued to the Eligible Shareholder for each parcel is set out in clause 6.3 (subject to any Scale Back and clause 3.6 above).
- 6.3 Each Eligible Shareholder acknowledges the risk that the market price of Shares may increase or decrease between the date of the offer and the date of issue, which may mean that the Issue Price paid for the Shares under the SPP may exceed or be less than the market price for the Shares on the date of issue.

Bionomics recommends that you monitor Bionomics' share price, which can be found on the ASX website at

www.asx.com.au (ASX code: BNO) or at https://www.bionomics.com.au/investors.

7 RIGHTS ATTACHING TO SHARES ISSUED UNDER SPP

- 7.1 Shares issued under the SPP will rank equally in all respects with existing Shares.
- 7.2 Bionomics will apply for the Shares issued under the SPP to be quoted on ASX.

8 COST OF PARTICIPATION

No brokerage, commission or other transaction costs will be payable by an Eligible Shareholder in respect of the application for, and the issue of, Shares under the SPP.

NON-PARTICIPATION

Participation in the SPP is voluntary. It shall be a matter for each Eligible Shareholder to determine whether or not they make an Application for Shares under the SPP.

10 SCALE BACK

- 10.1 If applications under the SPP exceed \$2,151,937 (13,883,466 Shares), Bionomics may undertake a Scale Back at its absolute discretion and in the manner it sees fit. If the Scale Back produces a fractional number of Shares when applied to a parcel of Shares, the number of Shares allocated will be rounded up to the nearest whole number of Shares.
- 10.2 If Bionomics undertakes a Scale Back, the difference between the Application monies received, and the number of Shares issued to you multiplied by the Issue Price, will be refunded to you (without interest) in accordance with clause 11.

11 REFUNDS

If you are entitled to a refund of all or any of your Application monies the refund will be paid, without interest, as soon as practicable:

- (a) by cheque sent to your Registered Address; or
- (b) by returning the Eligible Shareholder's Application Form and cheque, bank draft or money order, if not processed, to your Registered Address.

12 WAIVER, VARIATION, SUSPENSION AND WITHDRAWAL

12.1 Bionomics may determine appropriate procedures for administration and implementation of the SPP consistent with these SPP Terms and Conditions and to settle any difficulty which may arise generally or in a particular case, in relation to the SPP, as Bionomics thinks fit. Any such determination will bind all Eligible Shareholders and other persons to whom the determination relates.

- 12.2 Bionomics may in its absolute discretion:
 - (a) waive compliance with any provisions of these SPP Terms and Conditions;
 - (b) amend or vary the SPP and/or these SPP Terms and Conditions; or
 - (c) suspend or withdraw the offer at any time.
- 12.3 Any such waiver, amendment, variation, suspension or withdrawal will be binding on all Eligible Shareholders, even where Bionomics does not give notice of the event. Bionomics will announce any amendment, variation, suspension or withdrawal on ASX.
- 12.4 Bionomics and its officers and employees will not be responsible or liable whatsoever for any act or omission (including for negligence) arising from or in connection with operation of the SPP.

13 TAXATION

Bionomics makes no representations or warranties in respect of, and accepts no responsibility for, the liability of Eligible Shareholders to pay, any tax (including income tax and withholding tax) in respect of any issue of Shares, payment or other transaction pursuant to this SPP.

14 GOVERNING LAW

These SPP Terms and Conditions are governed by the laws of South Australia, Australia.



For all enquiries: Phone:

(within Australia) 1300 556 161 (outside Australia) 61 3 9415 4000

www.investorcentre.com/contact

Make your payment:



See overleaf for details of the Offer and how to make your payment

Share Purchase Plan Application Form

Your payment must be received by 5:00pm (AEDT) Thursday 6 December 2018

This is an important document that requires your immediate attention.

It can only be used in relation to the shareholding represented by the details printed overleaf. If you are in doubt about how to deal with this form, please contact your financial or other professional adviser.

By making payment you agree to be bound by the Constitution of Bionomics Limited and that the submission of this payment constitutes an irrevocable offer by you to subscribe for Bionomics Limited shares on the terms of the Share Purchase Plan (SPP).

In addition, by making payment you certify that the aggregate of the application price paid by you for:

- the New Shares the subject of the payment slip overleaf; and
- any other shares and interests in the class applied for by you under the SPP or any similar arrangement in the 12 months prior to the date of submission of the payment, does not exceed \$15,000.

Bionomics Limited may make determinations in any manner it thinks fit, in relation to any difficulties which may arise in connection with the SPP whether generally or in relation to any participant or application.

Any determinations by Bionomics Limited will be conclusive and binding on all Eligible Shareholders and other persons to whom the determination relates. Bionomics Limited reserves the right to waive strict compliance with any provision of the terms and conditions of the SPP, to amend or vary those terms and conditions or to suspend or terminate the SPP at any time. Any such amendment, suspension or termination will be binding on all Eligible Shareholders even where Bionomics Limited does not notify you of that event.

Step 1: Registration Name & Offer Details

Details of the shareholding and the Offer are shown overleaf.

Please check the details provided and update your address via www.investorcentre.com if any of the details are incorrect.

If you have a CHESS sponsored holding, please contact your Controlling Participant to notify a change of address.

Step 2: Make Your Payment

Your payment must correspond to one of the options detailed overleaf. You may choose one option only. Note that the amount chosen may be subject to scale back in accordance with the terms of the SPP.

Choose one of the payment methods shown below.

BPAY®: See overleaf. Do not return the payment slip with BPAY payment.

By Mail: Complete the reverse side of this payment slip and detach and return with your payment. Make your cheque, bank draft or money order payable in Australian dollars to "Bionomics Limited" and cross "Not Negotiable". The cheque must be drawn from an Australian bank. Cash is not accepted.

Payment will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as cheques received may not be re-presented and may result in your Application being rejected. Paperclip (do not staple) your cheque(s) to the payment slip. Receipts will not be forwarded. Funds cannot be debited directly from your account.

Entering your contact details is not compulsory, but will assist us if we need to contact you.

Bionomics Limited Share Purchase Plan Application Form Payment must be received by 5:00pm (AEDT) Thursday 6 December 2018

® Registered to BPAY Pty Limited ABN 69 079 137 518

Turn over for details of the Offer



Share Purchase	Plan Applicat	ion Form		
	on Name & Offer Do		ž	For your security keep your SRN/
Registration Name:			En	titlement No:
Offer Details:	Record date:	8 November	2018	
	Minimum value available to purchase:	\$2,000		
	Maximum value available to purchase:	\$15,000		
STEP 2 Make You	r Payment			
Biller Code: 290841 Ref No:	Pay	by Mail: Make your cheque	, bank draft or money or	der payable to "Bionomics Limited"
Contact your financial institution payment from your cheque or sa	- AND -		gotiable". e with the below paymer nvestor Services Pty Li	
payment from your cheque of se	avings account.	-	delaide South Australia	
by no later than 5:00pm (AEDT) Thu with regards to electronic payment, a (CIS) nor Bionomics Limited accepts ensure that funds submitted through If you are paying by cheque, bank di 2018. You should allow sufficient tim affix the appropriate postage. Return payment slip below at any other add Privacy Notice The personal information you provid issuer), for the purpose of maintainir the issuer may authorise us on their	arsday 6 December 2018. Applicand should therefore take this into any responsibility for loss incur BPAY are received by this time raft or money order the payment are for this to occur. A reply paid on the payment slip below with charess or by any other means. The on this form is collected by Congregisters of securityholders, fabehalf to send you marketing money and should be congregisters of securityholders, fabehalf to send you marketing money and should be conducted by congregisters of securityholders, fabehalf to send you marketing money and should be conducted by c	cants should be aware to consideration when red through incorrectly slip below must be reenvelope is enclosed eque attached. Neither mputershare Investor acilitating distribution paterial or include such	that their own financial insti- making payment. Neither Corporation of the completed BPAY payments ceived by CIS by no later the corporation of th	slip below. Your payment must be received tution may implement earlier cut off times omputershare Investor Services Pty Limited s. It is the responsibility of the applicant to an 5:00pm (AEDT) Thursday 6 December of the Eligible Shareholders will need to accepts any responsibility if you lodge the as registrar for the securities issuers (the e actions and communications. In addition, munication. You may elect not to receive
information under the Corporations A corporate and to other individuals or maintain securities registers or to thi	Act 2001 (Cth) and ASX Settlem- companies who assist us in sup rd parties upon direction by the i of these recipients may be loca I the United States of America. F s handling procedure, please co	ent Operating Rules. In plying our services or issuer where related to ted outside Australia, for further details, includes.	Ve may disclose your perso who perform functions on o the issuer's administration noluding in the following coulding how to access and core	ur behalf, to the issuer for whom we of your securityholding, or as otherwise untries: Canada, India, New Zealand, the rect your personal information, and
Detach here				
Purchase Details for \$2,000 (12,904 OR Shares) \$15,000 (96,775 Shares)		`) (64,517)	titlement No:
Payment must be receive	d by 5:00pm (AEDT) Ti	hureday 6 Doco	mher 2018	
Contact Details	a by oloopin (ALDI) II	iai saay o Dece	IIIDOI EU IU	
Contact Name		Daytime — Telephone —		
Cheque Details Drawer	Cheque Number	BSB Number	Account Number	Amount of Cheque

A\$