

10 December 2015

ASX Limited
Level 4, Exchange Centre
20 Bridge Street
SYDNEY NSW 2000

Dear Sir/Madam

Notice under section 708A(5)(e) of the Corporations Act 2001 (Cth)

This notice is given by Bionomics Limited (ACN 075 582 740) (ASX: BNO) (**Bionomics** or **Company**) under section 708A(5)(e) of the Corporations Act 2001 (Cth) (**Corporations Act**).

The Company has raised US\$12,000,000 under a placement to institutional investors in the United States (**Placement**), as outlined in Bionomics announcement to the ASX on 8 December 2015.

As part of this Placement, Bionomics has today issued 40,207,472 fully paid ordinary shares (**Shares**) having an issue price of A\$0.408 per Share and Warrants to subscribe for a total of 24,124,484 Shares at an issue price of A\$0.5938 per Share.

In addition, the Company will issue Warrants to subscribe for a total of 16,082,988 Shares at an issue price of A\$0.5938 per Share, subject to approval being obtained from the Company's shareholders at an Extraordinary General Meeting, which the Company proposes to hold early in 2016. All Warrants will be exercisable for 5 years from issuance.

For the purposes of section 708(6) of the Corporations Act, Bionomics advises that:

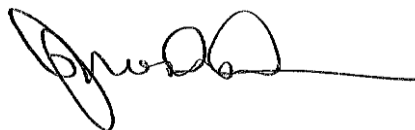
- (a) the Shares issued under the Placement have been issued without disclosure to investors under Part 6D.2 of the Corporations Act;
- (b) this notice is being given under section 708A(5)(e) of the Corporations Act;
- (c) as at the date of this notice, Bionomics has complied with:
 - (i) the provisions of Chapter 2M of the Corporations Act as they apply to Bionomics; and
 - (ii) section 674 of the Corporations Act; and

- (d) other than as set out below, as at the date of this notice there is no 'excluded information' within the meaning of sections 708A(7) and 708A(8) of the Corporations Act which is required to be disclosed by Bionomics under section 708A(6)(e) of the Corporations Act.

As set out above and as previously announced to the market on 8 December 2015, the Company has agreed to issue 40,207,472 Warrants to purchase Shares in the Company at A\$0.5938 per Share to institutional investors in the United States.

Of these Warrants, 16,082,988 Warrants will be subject to shareholder approval being obtained at an Extraordinary General Meeting to be held by the Company in early 2016. In the event that shareholder approval is not obtained for the issue of the Warrants, the Company intends to issue the Warrants when its capacity is refreshed in December 2016. If the Company does not issue the Warrants a cash payment obligation applies based on the Black Scholes value of the Warrants.

Yours sincerely

A handwritten signature in black ink, appearing to read 'Jack Moschakis', with a long horizontal line extending to the right.

Jack Moschakis
Legal Counsel & Company Secretary