

16 October 2015

Dear Shareholder

**ANNUAL GENERAL MEETING**

I am pleased to invite you to attend the Annual General Meeting of Bionomics Limited to be held at 10.00 am on Wednesday 18 November 2015, Crowne Plaza Adelaide, Level 15, Hindmarsh Rooms 1 & 2, 16 Hindmarsh Square, Adelaide SA 5000 and have enclosed the Notice of Meeting and Explanatory Notes.

If you are unable to attend the meeting in person, I encourage you to return the enclosed proxy form or to cast your vote online in accordance with the instructions contained in the Notice of Meeting. The proxy form should be returned in the envelope provided, or faxed to our Share Registry on 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia), so that it is received by 10.00 am (Adelaide Time) on Monday 16 November 2015.

I look forward to your attendance at the meeting.

Yours sincerely



**Graeme Kaufman**  
**Chairman**

## NOTICE OF ANNUAL GENERAL MEETING 2015

Notice is hereby given that the Annual General Meeting of Bionomics Limited ACN 075 582 740 (**"the Company"**) will be held in the Crowne Plaza Adelaide, Level 15, Hindmarsh Rooms 1 & 2, 16 Hindmarsh Square, Adelaide SA 5000 at 10.00 am on Wednesday 18 November 2015 to transact the business set out below.

*Members should refer to the accompanying Explanatory Notes for further information concerning the business to be transacted at this meeting.*

### ORDINARY BUSINESS

#### ***Financial Statements and Reports***

To receive and consider the Company's Financial Report for the financial year ended 30 June 2015 and the accompanying Directors' Report and Auditor's Report.

**Note:** An electronic copy of the Company's Financial Report is available on our website [www.bionomics.com.au](http://www.bionomics.com.au).

#### ***Resolution 1 – Adoption of Remuneration Report***

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

*That the Remuneration Report for the year ended 30 June 2015 be adopted.*

**Note:** The vote on this resolution is advisory only and does not bind the directors or the Company.

#### ***Resolution 2 – Re-election of Non-Executive Director (Chairman) – Mr Graeme Kaufman***

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

*That Mr Graeme Kaufman be re-elected as a director of the Company.*

**Note:** Mr Graeme Kaufman will be retiring by rotation at the Annual General Meeting as required by the Company's Constitution and, being eligible, offers himself for re-election.

#### ***Resolution 3 – Election of Non-Executive Director – Dr Alan W. Dunton***

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

*That Dr Alan W. Dunton be elected as a director of the Company.*

**Note:** Dr Dunton, having been appointed by the directors since the last Annual General Meeting, will be retiring at the Annual General Meeting as required by the Company's Constitution and, being eligible, offers himself for election.

### SPECIAL BUSINESS

#### ***Resolution 4 – Approval of Proposed Issue of Share Options to Dr Deborah Rathjen: For the Year ended 30 June 2015***

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

*That, for the purpose of ASX Listing Rule 10.14 and for all other purposes, the issue to Dr Rathjen of 60,000 share options in the Company pursuant to the Bionomics Limited Employee Share Option Plan as described in the Explanatory Notes, is approved.*

#### ***Resolution 5 – Approval of Proposed Issue of Share Options to Dr Alan W. Dunton***

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

*That, for the purpose of ASX Listing Rule 10.14 and for all other purposes, the issue to Dr Dunton of 500,000 share options in the Company pursuant to the Bionomics Limited Employee Share Option Plan, as described in the Explanatory Notes accompanying the Notice of this Annual General Meeting, is approved.*

**Resolution 6 – Ratification and approval of previous issue and allotment of shares to MERCK SHARP & DOHME CORP.**

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

*That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the issue and allotment by the Company of 21,659,230 fully paid ordinary shares in the Company on or about 8 October 2015 as described in the Explanatory Notes accompanying the Notice of this Annual General Meeting, be ratified and approved.*

**VOTING EXCLUSION AND PROHIBITION STATEMENTS**

**ASX Listing Rules**

In relation to Resolutions 4 and 5, the Company will disregard any votes cast on this Resolution by or on behalf of a director of the Company and any associate of a director of the Company as required by the ASX Listing Rules. The Company will also disregard any votes cast by or on behalf of any director of the Company who is eligible to participate in the employee incentive scheme in respect of which the approval is sought and any associate of any such director of the Company as required by the ASX Listing Rules. A summary of the Employee Share Option Plan is set out in Schedule 2 of the Explanatory Notes to the 2014 AGM Notice of Meeting, dated 10 October 2014.

In relation to Resolution 6, the Company will disregard any vote cast on this Resolution by any person who participated in the issue the subject of Resolution 6 and any associates of any such person.

However, these restrictions will not apply to a vote cast as proxy for a person who is entitled to vote on Resolutions 4, 5 and 6 (as applicable); (a) if the vote is cast in accordance with the directions on the proxy form specifying how the proxy is to vote on that Resolution; or (b) if the vote is cast by the Chairman of the meeting, in accordance with a direction on the proxy form to vote as the proxy decides on that Resolution.

**Corporations Act**

**Voting by KMP or closely related parties – Resolution 1**

As required by section 250R (4) of the Corporations Act, the Company will disregard any votes cast on Resolution 1 by or on behalf of a person who is disclosed in the Remuneration Report as one of the key management personnel of the Company (including the directors), or a closely related party of that person as these persons are not entitled to vote on the resolution in their own capacity.

However, under section 250R(5) these restrictions will not apply to a vote cast as proxy for a person who is entitled to vote on Resolution 1: (a) if the vote is cast in accordance with a direction on the proxy form specifying how the proxy is to vote on Resolution 1; or (b) if the vote is cast by the Chairman of the meeting and the appointment of the Chairman as proxy expressly authorises the Chairman to vote as he decides on Resolution 1 (even though Resolution 1 is connected directly or indirectly with the remuneration of members of the Company's key management personnel, including the Chairman).

**Chairman or KMP as proxy - Resolutions 1, 4 and 5**

Subject to the paragraph below, under section 250BD of the Corporations Act, the Company's key management personnel and their closely related parties are not permitted to cast a vote as a proxy for a person, if that person has not included a direction on how to vote on Resolutions 1, 4 and 5 in the Proxy Form.

Where the Chairman is appointed or becomes a proxy, the Chairman is permitted by section 250BD and intends to vote undirected proxies in favour of Resolutions 1, 4 and 5 as the Chairman will be expressly authorised to exercise such proxies even though Resolutions 1, 4 and 5 are connected directly or indirectly to the remuneration of a member of the Company's key management personnel (which includes the Chairman).

"Key management personnel" are the directors of the Company (including the Chairman of the meeting) and those persons having the authority and responsibility for planning, directing and controlling the activities of the Company.

"Closely related parties" are the closely related parties of the key management personnel as defined in the Corporations Act, and include their spouses, children, dependants, certain other family members and controlled companies. The key management personnel are identified as such in the Remuneration Report.

## **PROXIES, POWERS OF ATTORNEY AND CORPORATE REPRESENTATIVES**

A member who is entitled to attend and vote at this meeting may appoint a proxy to attend and vote for the member at the meeting. The proxy need not be a member of the Company and may be an individual or a body corporate. For the convenience of members a proxy appointment form is enclosed.

A member who is entitled to cast more than one vote at the meeting may appoint two separate proxies to vote on their behalf. Where two proxies are appointed, the member may specify the proportion or number of votes each proxy is appointed to exercise failing which each proxy may exercise half of the member's votes. Fractions of votes will be disregarded. If a single proxy is appointed by a member that proxy may vote on a show of hands. If two proxies are appointed by a member, neither proxy may vote on a show of hands.

An appointed proxy has the same rights as the member to speak at the meeting and to join in a demand for a poll.

In order to record a valid vote, members will need to take the following steps:

- Cast your vote online by visiting [www.investorvote.com.au](http://www.investorvote.com.au) and following the instructions and information provided on the enclosed proxy form; or
- Custodian voting - For Intermediary Online subscribers only (custodians) please visit [www.intermediaryonline.com](http://www.intermediaryonline.com) to submit your voting intentions; or
- Complete and lodge the proxy form with the Company at the address or facsimile number specified below, along with any power of attorney or notarially certified copy of a power of attorney (if the proxy form is signed pursuant to a power of attorney), by no later than 48 hours before the Annual General Meeting (i.e. *by no later than 10.00 am (Adelaide time), Monday 16 November 2015*):

Bionomics Limited  
C/- Computershare Investor Services Pty Ltd  
GPO Box 242  
MELBOURNE VIC 3001

*Or facsimile 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia)*

A member who is a body corporate may appoint an individual as a representative to exercise the member's voting rights at the Annual General Meeting pursuant to section 250D of the Corporations Act. Representatives will be required to present documentary evidence of their appointment on the day of the meeting.

## **DETERMINATION OF ENTITLEMENT TO ATTEND AND VOTE**

For the purpose of the Corporations Act, the Company has determined that all securities of the Company that are quoted securities at 7.00 pm (Sydney time) on Monday 16 November 2015 will be taken, for the purpose of the Annual General Meeting, to be held by the persons who held them

at that time.

## **QUESTIONS AND COMMENTS BY MEMBERS**

In accordance with the Corporations Act, the Chairman of the Annual General Meeting will allow a reasonable opportunity for members at the meeting to ask questions about, or make comments on, the management of the Company.

Similarly, the Chairman will allow a reasonable opportunity for members at the meeting to ask questions of a representative of the Company's Auditors, Deloitte Touche Tohmatsu, relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the Auditors in relation to the conduct of the audit.

Pursuant to the Corporations Act, members may submit a written question to the Company's Auditors relevant to the content of the Auditor's Report to be considered at the Annual General Meeting or the conduct of the audit of the Financial Report to be considered at the Annual General Meeting.

Questions to the Company's Auditors must be given to the Company no later than 5.00pm (Adelaide time) Wednesday 11 November 2015. The Company may examine the contents, or make a copy, of any question so submitted. A list of relevant written questions (prepared by the Company's Auditors) will be made available to members attending the Annual General Meeting at the start of the meeting.

The Chairman of the Annual General Meeting will allow a reasonable opportunity at the meeting for a representative of the Company's Auditors to answer any written questions submitted in accordance with the above procedure. If the Company's Auditor has prepared written answers to written questions, the Chairman may allow these to be tabled at the meeting and such written answers will be made available to members as soon as practicable after the meeting.

Please send any written questions for the Company's Auditors to:

Bionomics Limited  
31 Dalglish Street  
Thebarton SA 5031  
**Or facsimile:** (08) 8354 6150  
**Or email:** [info@bionomics.com.au](mailto:info@bionomics.com.au)

no later than 5:00pm (Adelaide time) on Wednesday 11 November 2015.

By order of the Board.

**Jack Moschakis**  
**Company Secretary**

Adelaide 16 October 2015

## EXPLANATORY NOTES FOR THE 2015 ANNUAL GENERAL MEETING

*These Explanatory Notes have been prepared to assist shareholders with their consideration of the resolutions set out in the Notice of Annual General Meeting dated 16 October 2015.*

### ORDINARY BUSINESS

#### Financial Statements and Reports

The *Corporations Act 2001* (Cth) (**Corporations Act**) requires the Company's Financial Report, the accompanying Auditor's Report and the Directors' Report for the year ended 30 June 2015 to be laid before the Annual General Meeting.

An electronic copy of the Company's Financial Report (and accompanying Auditor's Report and Directors' Report) is available on our website [www.bionomics.com.au](http://www.bionomics.com.au)

A reasonable opportunity for discussion of the Company's Financial Report (and accompanying Auditor's Report and Directors' Report) will be provided at the Annual General Meeting. There will be no formal resolution put to the meeting in relation to this item of ordinary business.

#### RESOLUTION 1: Adoption of Remuneration Report

The Remuneration Report for the year ended 30 June 2015 is set out in the 2014-15 financial statements, which are available on Bionomics' website at [www.bionomics.com.au](http://www.bionomics.com.au).

Pursuant to section 250R (2) of the Corporations Act, a resolution that the Remuneration Report be adopted must be put to the vote at the Company's Annual General Meeting. The vote on the proposed resolution is advisory only and does not bind the directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing the Company's remuneration practices and policies.

Pursuant to the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a "spill resolution") to decide whether an extraordinary general meeting of shareholders (**EGM**) is to be held within 90 days of the date of that AGM to consider the election of the Company's directors (other than the CEO and Managing Director). If a spill resolution is passed (that is, more than 50% of votes cast are in favour), all of the Company's directors (other than the CEO and Managing Director) will cease to hold office at the end of the EGM, unless re-elected at that meeting.

The Chairman will allow a reasonable opportunity for members to discuss the Remuneration Report.

#### RESOLUTION 2: Re-election of Non-Executive Director – Mr Graeme Kaufman

Mr Graeme Kaufman, will retire by rotation at the Annual General Meeting as required by the Company's Constitution and, being eligible, offers himself for re-election.

Mr Kaufman was appointed to the Board on 18 September 2012 as Chairman and last elected at the Annual General Meeting held on 14 November 2012.

From January 2011 to November 2013, Mr. Kaufman served as Executive Vice President of Mesoblast Limited, a biotechnology company traded on the ASX. From October 2009 through December 2010, he worked for Mesoblast Limited as a consultant focused on business development and strategy. Since June 2013, Mr. Kaufman has served as a non-executive director of IDT Australia Limited, a biopharmaceutical company traded on the ASX. In addition, since August 2014, he has served as a non-executive director of Paradigm Biopharmaceutical Limited, a biotechnology company. From August 2012 until June 2015, Mr. Kaufman also served as a non-executive

director for Cellmid Limited, a biopharmaceutical company traded on the ASX. Mr. Kaufman received a Bachelor's degree and a Masters of Business Administration from the University of Melbourne, Australia.

**The Board (with Mr Kaufman abstaining), recommends that shareholders vote in favour of the re-election of Mr Kaufman.**

### **RESOLUTION 3 – Election of Non-Executive Director – Dr Alan W. Dunton**

Dr. Dunton holds an M.D. degree from New York University School of Medicine, where he completed his residency in internal medicine and was a Fellow in Clinical Pharmacology at the New York Hospital/Cornell University Medical Center. He is a seasoned pharmaceutical executive, with roles spanning Chief Executive Officer, Director and Chairman of both public and private companies. He brings hands-on drug discovery, development and regulatory experience across all functional areas.

He has held major positions of responsibility in the pharmaceutical and biotechnology industry, playing a key role in the development of more than 20 products through to regulatory approval, including the successful OTC pain drug Aleve™. His career in “big pharma” culminated with his appointment as President and Managing Director of the Janssen Research Foundation, a Johnson and Johnson company, the first American to hold that position.

In the biotechnology sector, he has held the President and Chief Executive Officer position at Metaphore Pharmaceuticals as well as Panacos Pharmaceuticals prior to founding Danerius, LLC, a specialist pharmaceutical and biotech consulting company.

He is currently a Director of the public companies Palatin Technologies as well as Oragenics and a private company, Sancilio Pharma. He has been a Director of several other companies including Targacept, Inc. and Emisphere Technologies.

Dr. Dunton is based in Boston, USA.

**The Board (with Dr Dunton abstaining), recommends that shareholders vote in favour of the election of Dr Dunton.**

Dr Jonathan Lim, a Director of the Company since September 2012, will be retiring at the AGM and is not standing for re-election.

### **SPECIAL BUSINESS**

#### **BACKGROUND TO RESOLUTIONS 4 & 5**

Resolutions 4 and 5 set out in the Notice of Annual General Meeting are being put before shareholders for the purpose of ASX Listing Rule 10.14 and for all other purposes.

Listing Rule 10.14 requires a listed company to obtain shareholder approval for the issue of securities under an employee incentive scheme such as the Bionomics Employee Share Option Plan (**Option Plan**) to certain parties, which includes a director, or an associate of a director, of the Company. A summary of the Employee Share Option Plan is set out in Schedule 2 of the Explanatory Notes to the 2014 AGM Notice of Meeting, dated 10 October 2014.

As a consequence, the Company is required to obtain shareholder approval before issuing share options to Dr Deborah Rathjen and Dr Alan W. Dunton, under the Employee Share Option Plan.

Under Chapter 2E of the Corporations Act, a public company cannot give a financial benefit to a related party unless an exception applies or shareholders have in a general meeting approved the giving of that financial benefit to the related party in accordance with section 208 of the Corporations Act.

Dr Rathjen and Dr Dunton are each a related party of the Company due to the fact they are directors of the Company. The issue of share options to Dr Rathjen and Dr Dunton constitutes a “financial

benefit” as described in the Corporations Act. Accordingly, the proposed issue of share options to Dr Rathjen and Dr Dunton will constitute the provision of a financial benefit to a related party of the Company.

It is the view of the directors that the exemptions under section 211 of the Corporations Act (remuneration and reimbursement) apply to the proposed option issue pursuant to Resolution 4 and 5. Accordingly, the directors are not seeking shareholder approval under section 208 of the Corporations Act, although shareholder approval must be obtained pursuant to ASX Listing Rule 10.14.

**RESOLUTION 4: ASX Listing Rule 10.14 – Proposed Issue of Share Options to Dr Deborah Rathjen: For the year ended 30 June 2015**

Resolution 4 seeks shareholder approval for the proposed issue of share options to Dr Deborah Rathjen under the Option Plan.

The Company proposes to issue 60,000 share options to Dr Rathjen as part of her total remuneration package for the year ended 30 June 2015. The non-executive directors consider that these options are well deserved and that such an arrangement is in the Company’s best interests as it aligns the interests of Dr Rathjen with the interests of the Company’s shareholders in building sustainable value. The rationale for issuing these share options is to reward performance whilst at the same time preserving the Company’s cash.

The non-executive directors have approved, subject to approval by the Company’s shareholders, the offer to Dr Rathjen of 60,000 share options on the following terms:

- An exercise period commencing on the date of issue of the share options and ending on the date that is five years after the date of issue of the share options.
- Each of these share options will, if exercised at any time during the share option exercise period, entitle Dr Rathjen to subscribe for a fully paid ordinary share in the Company.
- Each share option will have an exercise price of \$0.4211. The exercise price of \$0.4211 per share option is based on a seven (7) day VWAP of the Company’s shares at 30 June 2015.
- The proposed options are in line with the practice for all senior management who have been invited to accept share options.

Resolution 4 is being put to shareholders for the purposes of ASX Listing Rule 10.14 and for all other purposes. The following information is provided in relation to the terms of the share options and for the purposes of ASX Listing Rule 10.15:

- (a) the maximum number of share options that may be acquired by Dr Rathjen is 60,000;
- (b) the share options will be issued to Dr Rathjen for no consideration (but will have an exercise price as described above);
- (c) Dr Rathjen was issued with 75,000 options on 4 December 2014 for no consideration (but with an exercise price of \$0.5643 per share option), 55,000 options on 17 December 2013 for no consideration (but with an exercise price of \$0.3301 per share option), Mr Graeme Kaufman was issued with 500,000 options on 17 December 2013 for no consideration (but with an exercise price of \$0.7224 per share option), after shareholder approval for these issues was obtained at the Company’s 2013 Annual General Meeting;
- (d) the directors of the Company as listed below are each entitled to participate in the Option Plan:

Mr Graeme Kaufman  
Dr Deborah Rathjen  
Mr Trevor Tappenden  
Dr Errol De Souza  
Dr Jonathan Lim



- (e) a voting exclusion statement in respect of this Resolution is set out in the Notice of Annual General Meeting;
- (f) there is no loan in relation to the acquisition by Dr Rathjen; and
- (g) if Resolution 4 is approved, the share options are expected to be issued by 12 December 2015 (and in any event, by no later than 18 November 2016).

The share options will not be quoted on the ASX.

**The Board (with Dr Rathjen abstaining), recommends that shareholders vote in favour of the proposed issue of share options to Dr Rathjen.**

**RESOLUTION 5: ASX Listing Rule 10.14 – Proposed Issue of Share Options to Dr Alan W. Dunton**

Resolution 5 seeks shareholder approval for the proposed issue of 500,000 share options to Dr Alan W. Dunton under the Option Plan. Under the Australian Securities Exchange Corporate Governance Principles and Recommendations, the guidelines for non-executive director remuneration provide that non-executive directors should normally be remunerated by way of fees, should not participate in schemes designed for remuneration of executives and should not receive options. However, in view of the special circumstances of the Company, namely:

- the Company does not presently have net earnings and its cash is at a premium; and
- the Company considers it essential to attract and retain high calibre non-executive directors and to provide those directors with a competitive level of remuneration,

the issue of options is in the best interests of the Company, and aligns the interests of non-executive directors with the interests of the Company's shareholders.

The Company proposes to issue share options to Dr Dunton as follows:

Non-Executive Director	Number of Share Options	Exercise Period
Dr Alan W. Dunton	500,000	<ul style="list-style-type: none"> <li>• for 100,000 options, a 5 year period commencing from the first anniversary of the date of acceptance;</li> <li>• for 100,000 options, a 5 year period commencing from the second anniversary of the date of acceptance;</li> <li>• for 100,000 options, a 5 year period commencing from the third anniversary of the date of acceptance;</li> <li>• for 100,000 options, a 5 year period commencing from the fourth anniversary of the date of acceptance; and</li> <li>• for 100,000 options, a 5 year period commencing from the fifth anniversary of the date of acceptance.</li> </ul>

The following information is provided in relation to the terms of the share options and for the purposes of ASX Listing Rule 10.15:

- (a) the maximum number of share options that may be acquired is 500,000;
- (b) each share option will be issued for no consideration and will, if exercised at any time during the share option exercise period (as described in the table above), entitle Dr Dunton to subscribe for a fully paid ordinary share in the Company at a price of \$0.5389 per share. The exercise price of \$0.5389 per share option is based on a seven (7) day VWAP of the Company's shares prior to the acceptance by Dr Dunton of the invitation to join the Board (subject to approval by shareholders);
- (c) refer to Resolution 4 paragraph (c) above for details of issues since last approval;
- (d) the directors of the Company as listed below are each entitled to participate in the Option Plan:  
  
Mr Graeme Kaufman  
Dr Deborah Rathjen  
Mr Trevor Tappenden  
Dr Errol De Souza  
Dr Jonathan Lim
- (e) a voting exclusion statement in respect of this Resolution is set out in the Notice of Annual General Meeting;
- (f) there is no loan in relation to the acquisition by Dr Dunton; and
- (h) if Resolution 5 is approved, the share options are expected to be issued by 12 December 2015 (and in any event, by no later than 18 November 2016).

The share options will not be quoted on the ASX.

**The Board (with Dr Dunton abstaining), recommends that shareholders vote in favour of the proposed issue of share options to Dr Dunton.**

**RESOLUTION 6: ASX Listing Rule 7.4 – Ratification and approval of previous issue and allotment of shares to MERCK SHARP & DOHME CORP**

Resolution 6 seeks shareholder ratification and approval of the issue of 21,659,230 fully paid ordinary shares in the Company announced on or about 8 October 2015 to Merck Sharp & Dohme Corp by way of private placement. Bionomics also announced that it had extended its strategic collaboration with Merck & Co (known as MSD outside of the US and Canada) for the discovery and development of drug candidates for the treatment of chronic and neuropathic pain. The latest agreement builds upon a collaboration signed in July 2013 focused on the discovery and development of novel, small molecule drug candidates for the treatment of chronic and neuropathic pain utilizing Bionomics' ionX and MultiCore drug discovery platforms. The investment by Merck & Co provided further validation of the Company's science and has allowed Bionomics to strategically expand its US investor base.

ASX Listing Rule 7.1 imposes a limit in the number of equity securities that a company can issue, or agree to issue, without shareholder approval. ASX Listing Rule 7.4 provides that an issue by a company of shares made without shareholder approval under ASX Listing Rule 7.1 is treated as having been made with approval for the purposes of ASX Listing Rule 7.1, if the issue did not breach ASX Listing Rule 7.1 when made and the company's shareholders subsequently approve it.

The Board has decided to seek shareholder approval under ASX Listing Rule 7.4 for the issue and allotment of 21,659,230 fully paid ordinary shares in the Company on or about 8 October 2015

representing 4.92% of the Company's fully paid ordinary shares on completion of this issue and raising US\$9,000,000 in cash.

If Resolution 6 is approved, the shares will be deemed to have been issued with shareholder approval and will not be counted towards the 15% limit prescribed by ASX Listing Rule 7.1. If Resolution 6 is not approved, the shares will be counted towards the 15% limit under ASX Listing Rule 7.1 until on or about 8 October 2016 (that is 12 months from their date of issue).

For the purposes of ASX Listing Rule 7.5, the following information is provided:

- (a) 21,659,230 shares were issued;
- (b) the shares were issued at a price of A\$0.5938 per share raising US\$9,000,000;
- (c) the shares rank equally in all respects with existing shares on issue;
- (d) as noted above, the shares were issued to Merck Sharp & Dohme Corp by private placement;
- (e) the funds received from this issue of shares will be used to advance BNC210 clinical development and for general corporate purposes; and
- (f) a voting exclusion statement in respect of this Resolution is set out in the Notice of Annual General Meeting.

**The Board recommends that shareholders vote in favour of the Resolution ratifying and approving the issue of shares to MERCK SHARP & DOHME CORP**

Adelaide  
16 October 2015

**Bionomics**

ABN 53 075 582 740



Limited

## Lodge your vote:



**Online:**

[www.investorvote.com.au](http://www.investorvote.com.au)



**By Mail:**

Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

## For all enquiries call:

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

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MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Proxy Form

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### Vote and view the annual report online

- Go to [www.investorvote.com.au](http://www.investorvote.com.au) or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

### Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I999999999

PIN: 99999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



 **For your vote to be effective it must be received by no later than 10.00am (Adelaide time) Monday 16 November 2015**

## How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

### Appointment of Proxy

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

## Signing Instructions for Postal Forms

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

## Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,  
or turn over to complete the form →**

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030



**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



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## Proxy Form

Please mark ☒ to indicate your directions

### STEP 1

### Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Bionomics Limited hereby appoint

☐ the Chairman  
of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Bionomics Limited to be held at the **Crowne Plaza Adelaide, Level 15, Hindmarsh Rooms 1 & 2, 16 Hindmarsh Square, Adelaide SA 5000 on Wednesday, 18 November 2015 at 10:00 am (Adelaide Time)** and at any adjournment or postponement of that Meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on **Items 1, 4 & 5** (except where I/we have indicated a different voting intention below) even though **Items 1, 4 & 5** are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on **Items 1, 4 & 5** by marking the appropriate box in step 2 below.

### STEP 2

### Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

#### ORDINARY BUSINESS

	For	Against	Abstain
1. Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-election of Non-Executive Director (Chairman) - Mr Graeme Kaufman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Election of Non-Executive Director - Dr Alan W. Dunton	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

#### SPECIAL BUSINESS

4. Approval of Proposed Issue of Share Options to Dr Deborah Rathjen: For the Year ended 30 June 2015	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Approval of Proposed Issue of Share Options to Dr Alan W. Dunton	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Ratification and approval of previous issue and allotment of shares to MERCK SHARP & DOHME CORP	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

### SIGN

### Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact  
Name

\_\_\_\_\_

Contact  
Daytime  
Telephone

\_\_\_\_\_ / \_\_\_\_\_ / \_\_\_\_\_

Date

BNO

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