

8 March 2021

Dear Option holder

**Bionomics Limited – Non-Renounceable Pro-Rata Entitlement Offer Notification to Option Holders**

Today Bionomics Limited (ABN 53 075 582 740) (ASX: BNO) (**Bionomics**) announced a pro-rata non-renounceable entitlement offer (**Entitlement Offer**) of 1 fully paid ordinary share in Bionomics (**New Share**) for every 6 fully paid ordinary shares in Bionomics held as at 6.30 pm (Adelaide time) on Thursday, 11 March 2021 (**Record Date**) at an offer price of \$0.145 per New Share.

The Entitlement Offer is being made by Bionomics without a disclosure document in accordance with section 708AA of the *Corporations Act 2001* (Cth) (**Corporations Act**) (as modified by ASIC Corporations Instrument 2016/84).

**Details of the Entitlement Offer**

The proceeds of the Entitlement Offer will be used to part fund development activities leading up to and including a second Phase 2 trial by Bionomics in Post-Traumatic Stress Disorder and general working capital purposes.

Further information in relation to the Entitlement Offer has been disclosed to the ASX.

Further details about the Entitlement Offer will also be set out in an offer booklet, which will be lodged with the ASX on 8 March 2021 and despatched to Eligible Shareholders (as defined below) on 16 March 2021 (**Offer Booklet**).

**Eligible Shareholders**

The Entitlement Offer is only being made to Eligible Shareholders, meaning a person who:

- is registered as the holder existing fully paid ordinary Bionomics shares on the Record Date;
- has a registered address on Bionomics' share register in Australia or New Zealand or certain foreign jurisdictions determined by the Directors (as described in the Offer Booklet);
- is not in the United States and is not a U.S. Person (as defined in the Offer Booklet) acting for the account or benefit of a U.S. Person; and
- is eligible under all applicable securities laws to receive an offer under the Entitlement Offer without any requirement for a prospectus or offer document to be lodged or registered.

**Your options**

You hold options over unissued shares in Bionomics. This letter is to inform you that your options do not entitle you to participate in the Entitlement Offer. To participate in the Entitlement Offer in respect of your options, you will need to exercise your options (if vested) and be entered onto Bionomics' share register as a shareholder prior to the Record Date, being 6.30pm (Adelaide time) on Thursday, 4 March 2021.

If you are considering exercising options, please consider carefully if you should do so bearing in mind your personal circumstances, including considering the exercise price for any option which may be above the current ASX price for Bionomics' shares and above the issue price under the Entitlement

**NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES**

Offer. Please also refer to Bionomics' announcements to ASX in relation to the Entitlement Offer, which were released earlier today.

If you do not wish to participate in the Entitlement Offer in respect of your options, you do not need to take any action.

**This letter is only intended to inform you of your rights in relation to your options. This letter is not an offer or an invitation to acquire shares in Bionomics or to participate in the Entitlement Offer.**

**INDICATIVE TIMETABLE**

Event	Date
Announcement of Entitlement Offer	Monday, 8 March 2021
Record Date	6.30pm (Adelaide time), Thursday, 11 March 2021
Offer Booklet (including Entitlement and Acceptance Form) despatched	Tuesday, 16 March 2021
Entitlement Offer opens	Tuesday, 16 March 2021
Entitlement Offer closes	5.00pm (Adelaide time), Tuesday, 30 March 2021
Announcement of results of Entitlement Offer	5.00pm (Adelaide time), Tuesday, 6 April 2021
Allotment of New Shares under the Entitlement Offer	Thursday 8 April 2021 (before noon)
Commencement of trading of New Shares issued under the Entitlement Offer	Friday 9 April 2021

All dates and times are subject to change. Bionomics reserves the right to amend at any time any or all of these dates and times or to withdraw the Entitlement Offer, subject to the Corporations Act, the ASX Listing Rules and other applicable laws. In particular, Bionomics reserves the right to extend the closing date for the Entitlement Offer, or to accept late applications under the Entitlement Offer without prior notice.

**FURTHER INFORMATION**

If you have any questions in relation to any of the above matters please contact the Bionomics Offer Information Line on 1300 556 161 (within Australia) or +61 3 9415 4000 (outside Australia) between 8.30 am and 5.00 pm (AEDT) Monday to Friday.

You may also wish to contact your stockbroker, accountant or other professional adviser.

**NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES**

This letter is issued by Bionomics Limited. This letter is not a prospectus or offer document under Australian law or under any other law. It is for information purposes only and does not constitute an offer, invitation or recommendation to subscribe for, retain or purchase any securities in Bionomics in any jurisdiction. This letter does not constitute financial product advice and does not and will not form any part of any contract for the acquisition of Bionomics shares. No action has been, or will be, taken to register any offer or otherwise permit a public offering of securities outside Australia and New Zealand. This letter may not be released or distributed in the United States.

**NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES**

This letter does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States or in any other jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer. None of the entitlements or the New Shares have been, or will be, registered under the U.S. Securities Act of 1933 (**Securities Act**) or the securities laws of any state or other jurisdiction of the United States and may not be offered or sold in the United States, except in transactions exempt from, or not subject to, the registration requirements of the Securities Act and applicable US state securities law.