

12 October 2012

Dear Shareholder

ANNUAL GENERAL MEETING

I am pleased to invite you to attend the Annual General Meeting of Bionomics Limited to be held at 11.00 am on Wednesday 14 November 2012, in the Marble Room at the Radisson Blu Plaza Hotel, 27 O'Connell Street, Sydney 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 11.00 am on Monday 12 November 2012.

I look forward to your attendance at the meeting.

Yours sincerely



Christopher Fullerton
Chairman

NOTICE OF ANNUAL GENERAL MEETING 2012

Notice is hereby given that the Annual General Meeting of Bionomics Limited ACN 075 582 740 (“the Company”) will be held in the Marble Room at the Radisson Blu Plaza Hotel, 27 O’Connell Street, Sydney at 11.00 am on Wednesday 14 November 2012 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 2012 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.

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 2012 be adopted.

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

Shareholders should also note that if 25% or more of votes cast on this Resolution are against the adoption of the Remuneration Report, this will trigger application of the new spill provisions under the Corporations Act (i.e. the ‘two strikes’ rule), which will impact how next year’s AGM is run – refer to the Explanatory Notes for further information.

Resolution 2 – Re-election of Non-Executive Director – Mr Trevor Tappenden

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

That Mr Trevor Tappenden be re-elected as a director of the Company.

Note: Mr Trevor Tappenden 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 Jonathan Lim

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

That Dr Jonathan Lim be elected as a director of the Company.

Note: Dr Jonathan Lim, 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.

Resolution 4 – Election of Non-Executive Director – Mr Graeme Kaufman

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

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

Note: Mr Graeme Kaufman, 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 5 – Increase in Aggregate Remuneration for Non-Executive Directors

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

That, for the purpose of ASX Listing Rule 10.17, clause 50.2 of the Company's Constitution, and for all other purposes, the total aggregate annual remuneration payable to non-executive Directors of the Company be increased by \$100,000 per annum, from \$400,000 per annum to a maximum of \$500,000 per annum.

Resolution 6 – Approval of Proposed Issue of Share Options to Dr Deborah Rathjen: For the year ended 30 June 2012

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 65,000 share options in the Company pursuant to the Bionomics Limited Employee Share Option Plan as described in the Explanatory Notes, is approved.

Resolution 7 – Approval of Proposed Issue of Share Options to Dr Jonathan Lim

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 Lim 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 8 – Approval of Proposed Issue of Share Options to Mr Graeme Kaufman

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 Mr Kaufman 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 9 – Ratification and approval of previous issue and allotment of shares

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 19,112,575 fully paid ordinary shares in the Company on 20 September 2012 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

1. In relation to Resolutions 5, 6, 7 and 8, 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.
2. In relation to Resolution 9, the Company will disregard any vote cast on this Resolution by any person who participated in the issue the subject of Resolution 9 and any associates of any such person.

Despite the foregoing, the Company is not required to disregard a vote if (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or (b) by the Chairman of the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Corporations Act

3. In relation to Resolution 1, the Company must not accept any votes cast on this Resolution 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.
4. Subject to Item 5 below, 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, 5, 6, 7 and 8 in the Proxy Form.
5. Where the Chairman is appointed or becomes a proxy (and in relation to Resolutions 5, 6, 7 and 8, for ASX Listing Rule purposes, provided the box at "Important for Items 5, 6, 7, and 8" on the Proxy Form is ticked), the Chairman is permitted and intends to vote undirected proxies in favour of Resolutions 1, 5, 6, 7 and 8, as the Chairman will be expressly authorised via the Proxy Form to exercise such proxies even though Resolutions 1, 5, 6, 7 and 8 are connected directly or indirectly to the remuneration of a member of the Company's key management personnel (which includes the Chairman).

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 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 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 (ie *by no later than 11.00 am, Monday 12 November 2012*):

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 (Adelaide time) on Monday 12 November 2012 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 Wednesday 7 November 2012. 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 6199
or email: info@bionomics.com.au

by no later than 5:00pm (Adelaide time) on Wednesday 7 November 2012.

By order of the Board

Melanie Young
Company Secretary

Adelaide 12 October 2012



EXPLANATORY NOTES FOR THE 2012 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 12 October 2012.

ORDINARY BUSINESS

RESOLUTION 1: Adoption of Remuneration Report

The Remuneration Report for the year ended 30 June 2012 is set out in the 2011-12 financial statements, which are available on Bionomics' website at 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 2001, 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 another meeting of shareholders is to be held within 90 days of the date of that AGM at which all of the Company's directors (other than the CEO and Managing Director) are required to offer themselves up for re-election.

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

RESOLUTION 2: Re-election of Non-Executive Director

Mr Trevor Tappenden 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 Tappenden was appointed to the Board on 15 September 2006 and last elected at the Annual General Meeting held on 9 November 2006.

Mr Tappenden was a partner of Ernst & Young between 1982 and 2003, holding a variety of positions including Managing Partner of the Melbourne Office, member of the Board of Partners, head of the Victorian Government Services Group and National Director of the Entrepreneurial Services Division. Mr Tappenden is a director of public, private, government and not-for-profit organisations. He is Chairman of the Audit and Risk Management Committees of many of those organisations (in addition to Bionomics Limited).

RESOLUTION 3: Election of Non-Executive Director

Dr Jonathan Lim, having been appointed by the directors since the last Annual General Meeting as required by the Company's Constitution and, being eligible, offers himself for election.

Dr Lim was appointed to the Board on 14 September 2012.

Dr Lim is Managing Partner of City Hill Ventures, LLC, which he established in 2010 prior to co-founding Eclipse in early 2011. Dr Lim was formerly President, CEO and Board Director of Halozyne Therapeutics, Inc. where he grew the company from five employees and a market value of \$5 million in May 2003 to 140 employees and peak market capitalisation of nearly \$1 billion during his tenure. Under Dr Lim's eight years of leadership, the company went public and raised \$300 million from financing and corporate partnerships with Roche and Baxter, achieved two U. S. FDA approvals, and built a late stage pipeline of two Phase III, two Phase II, and two Phase I product candidates. Dr Lim's prior experience includes management consulting at McKinsey, NIH

Postdoctoral Fellowship at Harvard, and general surgery residency at New York Hospital-Cornell. He has B.S. and M.S. degrees from Stanford, M.D. from McGill, and M.P.H from Harvard.

RESOLUTION 4: Election of Non-Executive Director

Mr Graeme Kaufman, having been appointed by the directors since the last Annual General Meeting as required by the Company's Constitution and, being eligible, offers himself for election.

Mr Kaufman was appointed to the Board on 18 September 2012.

Mr Kaufman has wide ranging experience across the biotechnology sector, spanning scientific, commercial and financial areas. His experience with CSL Limited, Australia's largest biopharmaceutical company included responsibility for all of their manufacturing facilities, and the operation of an independent business division operating in the high technology medical device market. As CSL's General Manager Finance, Mr Kaufman had global responsibility for finance, strategy development, human resources and information technology. Mr Kaufman has also served as an executive director of ASX-listed Circadian Technologies and a non-executive director of Amrad Corporation. He is currently Executive Vice President Corporate Finance with Mesoblast Limited, and a non-executive director of Cellmid Limited.

SPECIAL BUSINESS

RESOLUTION 5: Increase in Aggregate Remuneration for non-executive Directors

Resolution 5 seeks shareholder approval under Clause 50.2 of the Company's Constitution and ASX Listing Rule 10.17 to increase the maximum aggregate fees payable to non-executive Directors to \$500,000.

Currently, the maximum aggregate amount payable to non-executive Directors of the Company is \$400,000. This aggregate amount does not include any value attributed to share options provided by the Company to non-executive Directors (the issue of such share options must be specifically approved by the shareholders of the Company at a general meeting).

Details of the remuneration paid to non-executive Directors is set out in the Remuneration Report contained in the Directors' Report section of the Company's 2011 – 12 financial statements (available on Bionomics' website at www.bionomics.com.au).

Fees paid by the Company to its executive Directors are not included in the maximum aggregate amount of directors' fees for the purposes of this resolution.

The aggregate fees payable to non-executive Directors of the Company has not been increased since 2004. Since that time, there have been significant developments in the Company's business and fees paid to non-executive Directors have been increased accordingly, albeit within the \$400,000 approved limit. Further, as recently announced, 2 new non-executive directors have joined the Board (being those subject to Resolutions 3 and 4 above), resulting in a total of 5 non-executive Directors. The Board considers it necessary to increase the aggregate amount of fees to enable the Company to continue to attract and retain the high calibre of Director able to appropriately contribute to the future growth and development of the Company.

The Board is seeking shareholder approval to increase the maximum aggregate fees by \$100,000 (from \$400,000 to \$500,000) for the reasons set out above.

BACKGROUND TO RESOLUTIONS 6, 7 and 8

Resolutions 6, 7 and 8 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.

As a consequence, the Company is required to obtain shareholder approval before issuing share options to Dr Deborah Rathjen, Dr Jonathan Lim and Mr Graeme Kaufman, under the Option Plan.

RESOLUTION 6: ASX Listing Rule 10.14 – Proposed Issue of Share Options to Dr Deborah Rathjen: For the year ended 30 June 2012

Resolution 6 seeks shareholder approval for the proposed issue of share options to Dr Deborah Rathjen under the Option Plan.

The Company proposes to issue 65,000 share options to Dr Rathjen as part of her total remuneration package for the year ended 30 June 2012. 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 65,000 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 \$0.287. The exercise price of \$0.287 per share option is based on a seven (7) day VWAP of the Company's shares at the end of June 2012, when the offer of share options to Dr Rathjen was approved by the non-executive Directors (subject to approval by shareholders).

Resolution 6 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 is 65,000;
- (b) the share options will be issued for no consideration (but will have an exercise price as described above);
- (c) Dr Rathjen was issued with 595,000 options on 25 November 2011 for no consideration (but with an exercise price of \$0.614 per share option), and 1,000,000 options on 15 August 2012 for no consideration (but with an exercise price of \$0.921 per share option), after shareholder approval for those issues was obtained at the Company's 2011 Annual General Meeting;
- (d) the directors of the Company as listed below are each entitled to participate in the Option Plan:

Mr Christopher Fullerton
Dr Deborah Rathjen
Mr Trevor Tappenden
Dr Errol De Souza
Dr Jonathan Lim
Mr Graeme Kaufman
- (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 6 is approved, the share options are expected to be issued by 14 December 2012 (and in any event, by no later than 14 November 2013).

The share options will not be quoted on the ASX.

RESOLUTION 7: ASX Listing Rule 10.14 – Proposed Issue of Share Options to Dr Jonathan Lim

Resolution 7 seeks shareholder approval for the proposed issue of 500,000 share options to Dr Jonathan Lim 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 Lim as follows:

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

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 Lim to subscribe for a fully paid ordinary share in the Company at a price of \$0.32 per share. The exercise price of \$0.32 per share option is based on a seven (7) day VWAP of the Company's shares prior to the acceptance by Dr Lim of the invitation to join the Board;
- (c) refer to Resolution 6 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 Christopher Fullerton
 Dr Deborah Rathjen
 Mr Trevor Tappenden
 Dr Errol De Souza
 Dr Jonathan Lim
 Mr Graeme Kaufman

- (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 Lim; and
- (h) if Resolution 7 is approved, the share options are expected to be issued by 14 December 2012 (and in any event, by no later than 14 November 2013).

The share options will not be quoted on the ASX.

RESOLUTION 8: ASX Listing Rule 10.14 – Proposed Issue of Share Options to Mr Graeme Kaufman

Resolution 8 seeks shareholder approval for the proposed issue of 500,000 share options to Mr Graeme Kaufman 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 Mr Kaufman as follows:

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

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), entitles Mr Kaufman to subscribe for a fully paid ordinary share in the Company at a price of \$0.32 per share. The exercise price of \$0.32 per share option is based on a seven (7) day VWAP of the Company's shares prior to the acceptance by Mr Kaufman of the invitation to join the Board;
- (c) refer to Resolution 6 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 Christopher Fullerton
 - Dr Deborah Rathjen
 - Mr Trevor Tappenden
 - Dr Errol De Souza
 - Dr Jonathan Lim
 - Mr Graeme Kaufman
- (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 Mr Kaufman; and
- (i) if Resolution 8 is approved, the share options are expected to be issued by 14 December 2012 (and in any event, by no later than 14 November 2013).

The share options will not be quoted on the ASX.

RESOLUTION 9: ASX Listing Rule 7.4 – Ratification and approval of previous issue and allotment of shares

Resolution 9 seeks shareholder ratification and approval of the issue of 19,112,575 fully paid ordinary shares in the Company on 20 September 2012.

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 19,112,575 fully paid ordinary shares in the Company on 20 September 2012 in connection with the acquisition by the Company of Eclipse Therapeutics, Inc (which was announced to the ASX by the Company on 17 September 2012).

The shares represented approximately 5.2% of the Company's fully paid ordinary shares on issue at the date of their issue.

If Resolution 9 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 9 is not approved, the shares will be counted towards the 15% limit under ASX Listing Rule 7.1 until 20 September 2013 (that is, 12 months from their date of issue).

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

- (a) 19,112,575 shares were issued;
- (b) the shares were issued at a price of 41.76 cents per share (the Company did not receive cash consideration for the shares, the shares were issued to security holders in Eclipse

Therapeutics, Inc in consideration for the transfer of their shares in Eclipse Therapeutics, Inc to the Company);

- (c) the shares rank equally in all respects with existing shares on issue, save that the shares are subject to voluntary escrow arrangements from the date of issue under release from escrow as to 25%, 25% and 50% of the shares at 14 March, 14 June and 14 September 2013, respectively;
- (d) as noted above, the allottees of the shares were security holders in Eclipse Therapeutics, Inc;
- (e) refer paragraph (b) above, no funds were received on this issue of shares; and
- (f) a voting exclusion statement in respect of this Resolution is set out in the Notice of Annual General Meeting.

Adelaide
12 October 2012

Bionomics
ABN 53 075 582 740



Limited

Lodge your vote:



Online:
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

For all enquiries call:

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

Proxy Form



Vote online or view the annual report, 24 hours a day, 7 days a week:

www.investorvote.com.au



Cast your proxy vote



Access the annual report



Review and update your securityholding

Your secure access information is:

Control Number:

SRN/HIN:



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 11:00am (Sydney time) Monday 12 November 2012**

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 as they choose. 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 under the information tab, "Downloadable 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** →

