



Announcement Summary

Entity name

BIONOMICS LIMITED

Announcement Type

New announcement

Date of this announcement

16/12/2021

The Proposed issue is:

☒ A placement or other type of issue

Total number of +securities proposed to be issued for a placement or other type of issue

ASX +security code	+Security description	Maximum Number of +securities to be issued
BNO	ORDINARY FULLY PAID	291,960,000

Proposed +issue date

20/12/2021

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of +Entity

BIONOMICS LIMITED

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

1.2 Registered Number Type

ABN

Registration Number

53075582740

1.3 ASX issuer code

BNO

1.4 The announcement is

☒ New announcement

1.5 Date of this announcement

16/12/2021

1.6 The Proposed issue is:

☒ A placement or other type of issue



Part 7 - Details of proposed placement or other issue

Part 7A - Conditions

7A.1 Do any external approvals need to be obtained or other conditions satisfied before the placement or other type of issue can proceed on an unconditional basis?

☒ Yes

7A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
+Security holder approval	2/12/2021	<input checked="" type="checkbox"/> Actual	Yes

Comments

Security holder approval was obtained at the Annual General Meeting of the Company held on 2 December 2021, for the issue of up to 1,000,000,000 fully paid ordinary New Shares (represented by American Depositary Shares) in connection with a US Nasdaq initial public offering (IPO).

Part 7B - Issue details

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

☒ Existing class

Will the proposed issue of this +security include an offer of attaching +securities?

☒ No

Details of +securities proposed to be issued

ASX +security code and description

BNO : ORDINARY FULLY PAID

Number of +securities proposed to be issued

291,960,000

Offer price details

Are the +securities proposed to be issued being issued for a cash consideration?

☒ Yes



In what currency is the cash consideration being paid?

USD - US Dollar

What is the issue price per +security?

USD 0.06861

AUD equivalent to issue price amount per +security

0.096450

FX rate (in format AUD 1.00 / primary currency rate):

AUD 1.00

FX rate (in format AUD rate/primary currency rate) Primary Currency rate

USD 0.71140000

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?

☒ Yes

Part 7C - Timetable

7C.1 Proposed +issue date

20/12/2021

Part 7D - Listing Rule requirements

7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?

☒ Yes

7D.1a Date of meeting or proposed meeting to approve the issue under listing rule 7.1

2/12/2021

7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?

☒ Yes

7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?

☒ No

7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?

☒ No



Part 7E - Fees and expenses

7E.1 Will there be a lead manager or broker to the proposed issue?

☒ Yes

7E.1a Who is the lead manager/broker?

Evercore Group L.L.C.,
William Blair & Company, L.L.C.,

7E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?

The fee paid to lead manager disclosed in Q7E.2c below covers acting as lead manager.

7E.2 Is the proposed issue to be underwritten?

☒ Yes

7E.2a Who are the underwriter(s)?

Evercore Group L.L.C.,
William Blair & Company, L.L.C.,
Cantor Fitzgerald & Co,
Berenberg Capital Markets LLC,
H.C Wainwright & Co., LLC.

7E.2b What is the extent of the underwriting (ie the amount or proportion of the proposed issue that is underwritten)?

100%

7E.2c What fee, commission or other consideration is payable to them for acting as underwriter(s)?

Underwriting discounts and commissions of 7% of the gross proceeds to Bionomics from the sale of securities in the offering.

7E.2d Please provide a summary of the significant events that could lead to the underwriting being terminated.

(i) a material adverse change in the business affairs or business prospects of the Company (ii) any material adverse change in the financial markets in the United States or the international financial markets, any outbreak of hostilities or escalation which has the effect of making it impracticable or inadvisable to proceed with the completion of the offering or to enforce contracts for the sale of the Securities, or (iii) if trading in any securities of the Company has been suspended or materially limited by the Commission or the Nasdaq Global Market or the ASX, or (iv) if trading generally on the NYSE MKT or the New York Stock Exchange, the Nasdaq Global Market or the ASX has been suspended or materially limited (v) a material disruption has occurred in commercial banking or securities settlement or clearance services in the United States or Australia or Europe, or (vi) if a banking moratorium has been declared by either Federal or New York authorities.

7E.3 Is a party referred to in listing rule 10.11 underwriting or sub-underwriting the proposed issue?

☒ No

7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue

Standard share registry, legal and other external adviser fees and expenses.



Part 7F - Further Information

7F.01 The purpose(s) for which the entity is issuing the securities

As stated in the Prospectus in the section Use of Proceeds, which will be filed with the SEC - or available by email at ecm.prospectus@evercore.com.

7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?

☒ No

7F.2 Any other information the entity wishes to provide about the proposed issue

Australian investors are only eligible to invest under the prospectus if they are exempt from disclosure as sophisticated or professional investors under the Corporations Act 2001 (Cth).

7F.3 Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:

☒ The publication of a cleansing notice under section 708A(5), 708AA(2)(f), 1012DA(5) or 1012DAA(2)(f)