

19 October 2020

Dear Shareholder

On behalf of the Directors of Bionomics Limited (ASX:BNO) (the **Company**), I am pleased to invite you to attend the Annual General Meeting of Shareholders to be held virtually at 9.30am (Adelaide time) on Friday 20 November 2020 (**AGM**).

The Company is closely monitoring the impact of the COVID-19 virus in South Australia and following guidance from the Federal and State Governments - the meeting will be held virtually via an online platform at <https://web.lumiagm.com> with meeting ID **392-545-407** . **There will not be a physical meeting where shareholders can attend in person.**

In accordance with temporary modifications to the *Corporations Act 2001* under the *Corporations (Coronavirus Economic Response) Determination (No. 1) 2020*, the Company is not sending hard copies of the Notice of Meeting to shareholders.

The Company's Notice of Meeting is available on our website to view and download at:
<https://www.bionomics.com.au/investors>

The Notice of Meeting provides instructions on how to join the meeting online, view the webcast, submit questions and vote in real time during the meeting.

Even if you plan to attend the virtual meeting, we encourage shareholders to cast proxy votes and lodge questions ahead of the meeting by visiting www.investorvote.com.au **by no later than 9.30am (Adelaide time) Wednesday 18 November 2020** . In order to access this site, you will need to enter the Control Number and your holder number (SRN/HIN) printed on this letter. Lodging questions and casting your proxy vote ahead of the meeting will not prevent you from attending online.

We encourage you to submit questions to the Company in advance of the meeting and ask that you email your questions to the company no later than 5.00pm (Adelaide time) on Friday 13 November 2020 to info@bionomics.com.au

On behalf of the Directors, I would like to take this opportunity to thank you for your continued support of the Company and look forward to your attendance at this virtual meeting.

Yours faithfully



Dr Errol De Souza
Executive Chairman
Bionomics Limited



BIONOMICS LIMITED

ACN 075 582 740

NOTICE OF ANNUAL GENERAL MEETING

TIME: 9.30am (Adelaide time)

DATE: Friday, 20 November 2020

PLACE: Due to Federal and State Government restrictions regarding gatherings and COVID-19 the meeting will be held virtually via an online platform at <https://web.lumiagm.com> with meeting ID 392-545-407

IMPORTANT NOTICE REGARDING ATTENDANCE, COVID-19 AND THE VIRTUAL MEETING

Due to the global COVID-19 pandemic, the Company has taken steps to ensure all Shareholders can participate in the Meeting virtually online while maintaining their health and safety and abiding by Federal and State Government requirements and guidelines regarding COVID-19. Shareholders will not be able to attend the Meeting in person.

Shareholders do not need to attend the Meeting physically in order to cast their votes or to participate in the Meeting. Accordingly, the Company strongly encourages all Shareholders who wish to vote to do so by:

- (1) participating in the virtual Meeting and casting a vote online;
- (2) appointing the Chair as their proxy (and where desired, direct the Chair how to vote on a Resolution) by completing and returning the proxy form; or
- (3) lodging their votes online at www.investorvote.com.au.

Further details on the virtual Meeting and appointment of proxies are set out below.

Virtual Meeting

To enable participation by Shareholders in the Meeting without physical attendance, the Company will hold the Meeting virtually online via the Lumi platform at <https://web.lumiagm.com> with meeting ID 392-545-407

Shareholders can access this platform by navigating to <https://web.lumiagm.com> on any internet browser.

Upon entering the meeting ID into the Lumi platform, Shareholders should then log in to the virtual Meeting using their SRN/HIN and postcode (Australian resident) or their SRN/HIN and three letter country code (overseas resident). Any appointed third party proxies should contact the Company's share registry, Computershare Investor Services, on +61 3 9415 4024 to receive their login information.

Shareholders attending the Meeting virtually will be able to ask questions in writing and vote during the Meeting via the Lumi platform.

All Resolutions will be conducted by poll. More information regarding virtual attendance at the Meeting (including how to vote, comment and ask questions virtually during the Meeting) is available in the virtual meeting guide, which is attached.

Technical Difficulties

Technical Difficulties may arise during the course of the virtual AGM. The chairman has discretion as to whether and how the meeting should proceed in the event that a technical difficulty arises. In exercising this discretion, the chairman will have regard to the number of shareholders impacted and the extent to which participation in the business of the meeting is affected.

Where the chairman considers it appropriate, the chairman may continue to hold the meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, shareholders are encouraged to lodge a proxy by 9.30am (Adelaide time) on 18 November 2020 even if they plan to attend online.

For personal use only

Notice is hereby given that the Annual General Meeting (Meeting) of Shareholders of Bionomics Limited (ACN 075 582 740) (Company) will be held virtually on an online platform at <https://web.lumiagm.com> at 9.30 am (Adelaide time) on Friday, 20 November 2020 to consider and vote on the Resolutions set out below.

The Explanatory Statement, which accompanies and forms part of this Notice, describes the matters to be considered at the Meeting.

ORDINARY BUSINESS

Financial Statements and Reports

To receive and consider the Company's Financial Report for the financial year ended 30 June 2020 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 2020 be adopted.

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

Resolution 2 – Election of Non-Executive Director – Dr Srinivas Rao

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

That Dr Srinivas Rao be elected as a director of the Company.

Note: Dr Srinivas Rao 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 3 – Election of Non-Executive Director – Dr Jane Ryan

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

That Dr Jane Ryan be elected as a director of the Company.

Note: Dr Jane Ryan 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 herself for election.

SPECIAL BUSINESS

Resolution 4 – Approval of Bionomics Limited Employee Equity Plan

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

That, for the purpose of Section 260C(4) of the Corporations Act and ASX Listing Rule 7.2, Exception 13(b) and for all other purposes, the Employee Equity Plan and the issue of securities issued pursuant to the Plan, as described in the Explanatory Notes, be approved.

Resolution 5 – Approval of Proposed Issue of Share Options to Dr Jane Ryan

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 Jane Ryan of 500,000 share options in the Company pursuant to the Bionomics Employee Equity Plan, as described in the Explanatory Notes accompanying the Notice of this Annual General Meeting, is approved.

Resolution 5 is conditional on passing of Resolution 4.

VOTING EXCLUSION AND PROHIBITION STATEMENTS

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 any 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 Chairman of the meeting is appointed proxy and the appointment does not specify the way the proxy is to vote and 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 & 5

Subject to the paragraph below, under section 250BD(1) 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 & 5 in the proxy form.

Where the Chairman of the meeting is appointed or becomes a proxy, the Chairman is permitted by section 250BD(2) and intends to vote undirected proxies in favour of Resolutions 1, 4 & 5, as the Chairman will be expressly authorised to exercise such proxies even though Resolutions 1, 4 & 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.

ASX Listing Rules

In relation to Resolutions 4 & 5, the Company will disregard votes cast in favour of the resolution by all directors, key management personnel and employees of the Company and their associates, as required by the ASX Listing Rules.

However, this does not apply to a vote cast in favour of Resolutions 4 and 5 by a person as a proxy or attorney for a person who is entitled to vote on Resolutions 4 and 5;

- (a) if the vote is cast in accordance with the directions on the proxy form specifying how the proxy is to vote on Resolutions 4 & 5;
- (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 Resolutions 4 & 5; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolutions 4 & 5; and
 - (ii) the holder votes on the Resolutions 4 & 5 in accordance with directions given by the beneficiary to the holder to vote in that way.

Proxies, Powers of Attorney and Corporate Representatives

A Shareholder who is entitled to attend and vote at the Meeting may appoint a proxy to attend and vote for the Shareholder at the Meeting. The proxy need not be a Shareholder of the Company and may be an individual or a body corporate.

A Shareholder who is entitled to cast more than one vote at the meeting may appoint up to two separate proxies to vote on their behalf. Where two proxies are appointed, the Shareholder may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the Shareholder's votes.

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

In order to lodge a valid vote, members must ensure the electronic proxy appointment (and the power of attorney or other authority under which it is signed, if any) is received by Computershare, no later than 9.30am (Adelaide time) on Wednesday 18 November 2020.

Shareholders can arrange to receive a hard copy of the proxy form by contacting Computershare Investor Services on 1300 556 161 (within Australia) or +61 3 9415 4000 (outside Australia) and follow the instructions on the form. For the vote to be valid the proxy form must be received by Computershare, no later than 9.30am (Adelaide time) on Wednesday 18 November 2020.

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

A Shareholder may appoint the Chair as its proxy. If a Shareholder directs the Chair how to vote on a Resolution, the Chair must vote in accordance with the direction. For proxies without voting instructions that are exercisable by the Chair, the Chair intends to vote all available proxies in favour of each Resolution.

Shareholders may also cast their vote online by visiting www.investorvote.com.au (and by following the instructions set out on the website). Shareholders who elected to receive their notice of meeting and proxy form electronically or have provided the Company with their email address will have received an e-mail with a link to the Computershare site.

Shareholders will need a specific six digit Control Number to vote online. This number is located on the front of the proxy form sent to Shareholders who were not included in the email broadcast. For custodian voting for Intermediary Online subscribers only (custodians), please visit www.intermediaryonline.com to submit your voting intentions.

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 6.30 pm (Adelaide time) on Wednesday 18 November 2020 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) Friday 13 November 2020. 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

no later than 5:00pm (Adelaide time) on Friday 13 November 2020.

By order of the Board.

Jack Moschakis
Company Secretary

Adelaide
19 October 2020

Online meeting guide

Getting started

If you choose to participate online you will be able to view a live webcast of the meeting, ask the Directors questions online and submit your votes in real time. To participate online visit <https://web.lumiagm.com> on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Internet Explorer 11, Edge or Firefox. Please ensure your browser is compatible.

To log in, you must have the following information:

Meeting ID

Meeting ID as provided in the Notice of Meeting.

392-545-407

Australian residents

- > **Username**
(SRN or HIN) and
- > **Password**
(postcode of your registered address).

Overseas Residents

- > **Username**
(SRN or HIN) and
- > **Password** (three-character country code) e.g. New Zealand - NZL; United Kingdom - GBR; United States of America - USA; Canada - CAN.

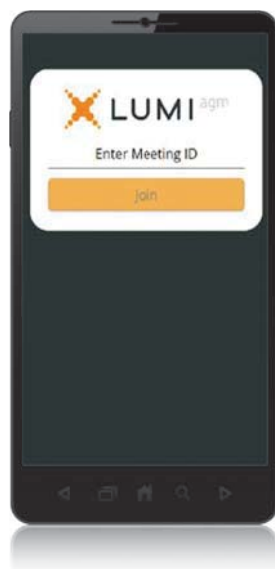
A full list of country codes is provided at the end of this guide.

Appointed Proxies

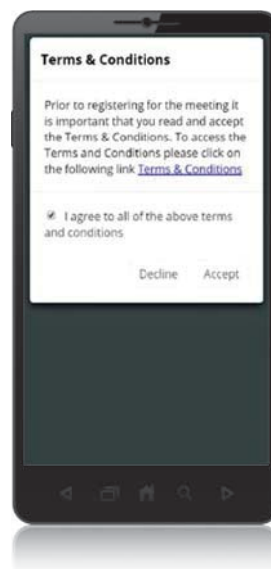
To receive your unique username and password, please contact Computershare Investor Services on +61 3 9415 4024 during the online registration period which will open 1 hour before the start of the meeting.

Participating at the meeting

- 1 To participate in the meeting you will be required to enter the unique 9-digit Meeting ID as provided in the Notice of Meeting.



- 2 To proceed into the meeting, you will need to read and accept the Terms & Conditions



Icon descriptions



Voting icon, used to vote. Only visible when the Chair opens the poll.



Home page icon, displays meeting information.



Questions icon, used to ask questions.



The broadcast bar allows you to view and listen to the proceedings.

- 3 To register as a securityholder**, select 'Securityholder or Proxy' and enter your SRN or HIN and Postcode or Country Code.



- 4 To register as a proxyholder**, select 'Securityholder or Proxy' and you will need your username and password as provided by Computershare. In the 'SRN or HIN' field enter your username and in the 'Postcode or Country Code' field enter your password.



- 5 To register as a guest**, select 'Guest' and enter your name and email address.



- 6** Once logged in, you will see the home page, which displays the meeting title and name of the registered securityholder or nominated proxy.



Icon descriptions



Voting icon, used to vote. Only visible when the Chair opens the poll.



Home page icon, displays meeting information.




Questions icon, used to ask questions.

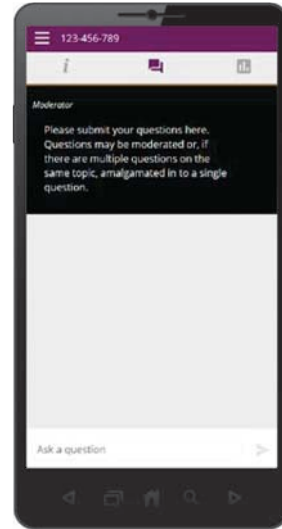



The broadcast bar allows you to view and listen to the proceedings.

- 7 To view the webcast you must tap the broadcast arrow on your screen and press the play button. Toggle between the up and down arrow to switch between screens.

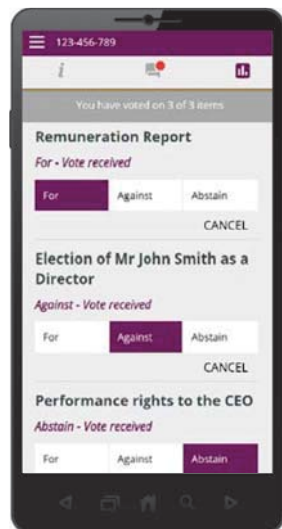


- 8 To ask a question tap on the question icon , type your question in the chat box at the bottom of the screen and select the send icon. Confirmation that your message has been received will appear.



- 9 When the Chair declares the poll open:
- > A voting icon  will appear on screen and the meeting resolutions will be displayed
 - > To vote, tap one of the voting options. Your response will be highlighted
 - > To change your vote, simply press a different option to override

The number of items you have voted on or are yet to vote on, is displayed at the top of the screen. Votes may be changed up to the time the Chair closes the poll.



Icon descriptions



Voting icon, used to vote. Only visible when the Chair opens the poll.



Home page icon, displays meeting information.



Questions icon, used to ask questions.



The broadcast bar allows you to view and listen to the proceedings.

For Assistance

If you require assistance before or during the meeting please call +61 3 9415 4024

COUNTRY CODES

Select your country code from the list below and enter it into the 'Postcode or Country Code' field.

ABW ARUBA	DEU GERMANY	KHM CAMBODIA	PRK KOREA DEM PEOPLES	TJK TAJIKISTAN
AFG AFGHANISTAN	DJI DJIBOUTI	KIR KIRIBATI	REPUBLIC OF	TKL TOKELAU
AGO ANGOLA	DMA DOMINICA	KNA ST KITTS AND NEVIS	PRT PORTUGAL	TKM TURKMENISTAN
AIA ANGUILLA	DNK DENMARK	KOR KOREA REPUBLIC OF	PRY PARAGUAY	TLS EAST TIMOR
ALA ALAND ISLANDS	DOM DOMINICAN REPUBLIC	KWT KUWAIT	PSE PALESTINIAN TERRITORY	DEMOCRATIC REP OF
ALB ALBANIA	DZA ALGERIA	LAO LAO PDR	OCCUPIED	TMP EAST TIMOR
AND ANDORRA	ECU ECUADOR	LBN LEBANON	PYF FRENCH POLYNESIA	TON TONGA
ANT NETHERLANDS ANTILLES	EGY EGYPT	LBR LIBERIA	QAT QATARPL NEPAL	TTO TRINIDAD & TOBAGO
ARE UNITED ARAB EMIRATES	ERI ERITREA	LBY LIBYAN ARAB	NRU NAURU	TKM TURKMENISTAN
ARG ARGENTINA	ESH WESTERN SAHARA	JAMAHIRIYA	NZL NEW ZEALAND	TLS EAST TIMOR
ARM ARMENIA	ESP SPAIN	LCA ST LUCIA	OMN OMAN	DEMOCRATIC REP OF
ASM AMERICAN SAMOA	EST ESTONIA	LIE LIECHTENSTEIN	PAK PAKISTAN	TMP EAST TIMOR
ATA ANTARCTICA	ETH ETHIOPIA	LKA SRI LANKA	PAN PANAMA	TON TONGA
ATF FRENCH SOUTHERN	FIN FINLAND	LSO LESOTHO	PCN PITCAIRN ISLANDS	TTO TRINIDAD & TOBAGO
TERRITORIES	FJI FIJI	LTH LITHUANIA	PER PERU	TZA TANZANIA UNITED
ATG ANTIGUA AND BARBUDA	FLK FALKLAND ISLANDS	LUX LUXEMBOURG	PHL PHILIPPINES	REPUBLIC OF
AUS AUSTRALIA	(MALVINAS)	LVA LATVIA	PLW PALAU	UGA UGANDA
AUT AUSTRIA	FRA FRANCE	MAC MACAO	PNG PAPUA NEW GUINEA	UKR UKRAINE
AZE AZERBAIJAN	FRO FAROE ISLANDS	MAF ST MARTIN	POL POLAND	UMI UNITED STATES MINOR
BDI BURUNDI	FSM MICRONESIA	MAR MOROCCO	PRI PUERTO RICO	OUTLYING
BEL BELGIUM	GAB GABON	MCO MONACO	PRK KOREA DEM PEOPLES	URY URUGUAY
BEN BENIN	GBR UNITED KINGDOM	MDA MOLDOVA REPUBLIC OF	REPUBLIC OF	USA UNITED STATES OF
BFA BURKINA FASO	GEO GEORGIA	MDG MADAGASCAR	PRT PORTUGAL	AMERICA
BGD BANGLADESH	GGY GUERNSEY	MDV MALDIVES	PRY PARAGUAY	UZB UZBEKISTAN
BGR BULGARIA	GHA GHANA	MEX MEXICO	PSE PALESTINIAN TERRITORY	VAT HOLY SEE (VATICAN CITY
BHR BAHRAIN	GIB GIBRALTAR	MHL MARSHALL ISLANDS	OCCUPIED	STATE)
BHS BAHAMAS	GIN GUINEA	MKD MACEDONIA FORMER	PYF FRENCH POLYNESIA	VCT ST VINCENT & THE
BIH BOSNIA & HERZEGOVINA	GLP GUADELOUPE	YUGOSLAV REP	QAT QATAR	GRENADINES
BLM ST BARTHELEMY	GMB GAMBIA	MLI MALI	REU REUNION	VEN VENEZUELA
BLR BELARUS	GNB GUINEA-BISSAU	MLT MALTA	ROU ROMANIA	VGB BRITISH VIRGIN ISLANDS
BLZ BELIZE	GNQ EQUATORIAL GUINEA	MMR MYANMAR	RUS RUSSIAN FEDERATION	VIR US VIRGIN ISLANDS
BMU BERMUDA	GRC GREECE	MNE MONTENEGRO	RWA RWANDA	VNM VIETNAM
BOL BOLIVIA	GRD GRENADA	MNG MONGOLIA	SAU SAUDI ARABIA KINGDOM	VUT VANUATU
BRA BRAZIL	GRL GREENLAND	MNP NORTHERN MARIANA	OF	WLF WALLIS AND FUTUNA
BRB BARBADOS	GTM GUATEMALA	ISLANDS	SCG SERBIA AND	WSM SAMOA
BRN BRUNEI DARUSSALAM	GUF FRENCH GUIANA	MOZ MOZAMBIQUE	MONTENEGRO	YEM YEMEN
BTN BHUTAN	GUM GUAM	MRT MAURITANIA	SDN SUDAN	YMD YEMEN
BUR BURMA	GUY GUYANA	MSR MONTSERRAT	SEN SENEGAL	DEMOCRATIC
BVT BOUVET ISLAND	HKG HONG KONG	MTQ MARTINIQUE	SGP SINGAPORE	YUG YUGOSLAVIA SOCIALIST
BWA BOTSWANA	HMD HEARD AND MCDONALD	MUS MAURITIUS	SGS STH GEORGIA & STH	FED REP
BLR BELARUS	ISLANDS	MWI MALAWI	SANDWICH ISL	ZAF SOUTH AFRICA
CAF CENTRAL AFRICAN	HND HONDURAS	MYS MALAYSIA	SHN ST HELENA	ZAR ZAIRE
REPUBLIC	HRV CROATIA	MYT MAYOTTE	SJM SVALBARD & JAN MAYEN	ZMB ZAMBIA
CAN CANADA	HTI HAITI	NAM NAMIBIA	SLB SOLOMON ISLANDS	ZWE ZIMBABWE
CCK COCOS (KEELING)	HUN HUNGARY	NCL NEW CALEDONIA	SLE SIERRA LEONE	
ISLANDS	IDN INDONESIA	NER NIGER	SLV EL SALVADOR	
CHE SWITZERLAND	IMN ISLE OF MAN	NFK NORFOLK ISLAND	SMR SAN MARINO	
CHL CHILE	IND INDIA	NGA NIGERIA	SOM SOMALIA	
CHN CHINA	IOT BRITISH INDIAN OCEAN	NIC NICARAGUA	SPM ST PIERRE AND	
CIV COTE D'IVOIRE	TERRITORY	NIU NIUE	MIQUELON	
CMR CAMEROON	IRL IRELAND	NLD NETHERLANDS	SRB SERBIA	
COD CONGO DEMOCRATIC	IRN IRAN ISLAMIC	NOR NORWAY	STP SAO TOME AND	
REPUBLIC OF	REPUBLIC OF	PL NEPAL	PRINCIPE	
COG CONGO PEOPLES	IRQ IRAQ	NRU NAURU	SUR SURINAME	
REPUBLIC OF	ISL ICELAND	NZL NEW ZEALAND	SVK SLOVAKIA	
COK COOK ISLANDS COL	ISM BRITISH ISLES	OMN OMAN	SVN SLOVENIA	
COLOMBIA	ISR ISRAEL	PAK PAKISTAN	SWE SWEDEN	
COM COMOROS	ITA ITALY	PAN PANAMA	SWZ SWAZILAND	
CPV CAPE VERDE	JAM JAMAICA	PCN PITCAIRN ISLANDS	SYC SEYCHELLES	
CRI COSTA RICA	JEY JERSEY	PER PERU	SYR SYRIAN ARAB REPUBLIC	
CUB CUBA	JOR JORDAN	PHL PHILIPPINES	TCA TURKS AND CAICOS	
CXR CHRISTMAS ISLAND	JPN JAPAN	PLW PALAU	ISLANDS	
CYM CAYMAN ISLANDS	KAZ KAZAKHSTAN	PNG PAPUA NEW GUINEA	TCD CHAD	
CYP CYPRUS	KEN KENYA	POL POLAND	TGO TOGO	
CZE CZECH REPUBLIC	KGZ KYRGYZSTAN	PRI PUERTO RICO	THA THAILAND	

EXPLANATORY NOTES FOR THE 2020 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 19 October 2020, the meeting be held virtually on an online platform at <https://web.lumiagm.com> on Friday 20 November 2020 at 9.30 am (ACDT)

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 2020 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.

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 2020 is set out in the 2019-20 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, 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. If a spill resolution is passed (that is, more than 50% of votes cast are in favour), all of the Company's directors 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.

The Chair of the Meeting intends to vote all available Proxies in favour of this Resolution.

The Board recommends that shareholders vote in favour of the Remuneration Report.

RESOLUTION 2: Election of Non-Executive Director – Dr Srinivas Rao

On 1 June 2020, the Company entered into a Subscription Agreement with Apeiron Investment Group Ltd ("Apeiron") to recapitalise the Company and assist in securing further equity capital. As part of its obligations under the Subscription Agreement, Apeiron agreed to subscribe or procure subscriptions of 135,833,000 shares at an issue price of A\$0.04 per Share to raise A\$5,433,320 (to proceed in two tranches of 81,500,000 (First Placement) and 54,333,000 shares (Second Placement)). The First Placement completed on 30 June 2020, and following approval by Bionomics shareholders at the general meeting on 26 August 2020, the Second Placement was completed on 21 September 2020.

In accordance with the Subscription Agreement, following completion of the First Placement, Apeiron was entitled to appoint and did appoint its first nominee Mr Aaron Weaver to the Board of the Company. Mr Weaver's appointment was approved by shareholders at the general meeting held on 26 August 2020.

Following completion of the Second Placement, Apeiron is entitled to appoint and did appoint a second nominee to the Board, Dr Srinivas Rao. Dr Rao was appointed by the Board as a Director commencing on 1 October 2020.

Dr Rao is the Chief Scientific Officer at ATAI Life Sciences AG. Dr Rao has over 19 years of professional experience in the pharmaceutical and biotechnology industries. Prior to ATAI, Dr. Rao has held the titles of Chief Scientific, Medical, or Executive Officer at companies ranging from venture backed start-ups to vertically-integrated, publicly traded pharmaceutical companies. Dr. Rao completed an internship in Internal Medicine at Yale-New Haven Hospital. He received his Ph.D. in neurobiology from Yale Graduate School and his M.D. from Yale School of Medicine. He holds both a Bachelor of Science and Master of Science degree in Electrical Engineering from Yale College and Yale Graduate School, respectively.

Dr Rao is based in California, USA.

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

The Chair of the Meeting intends to vote all available Proxies in favour of this Resolution.

RESOLUTION 3: Election of Non-Executive Director – Dr Jane Ryan

Dr Jane Ryan was appointed by the Board as a Director of Bionomics commencing on 1 October 2020, following Mr Peter Turner's decision to retire at the 2020 AGM and not stand for re-election.

Sec 201(A)(2) of the Corporations Act 2001 requires a public company to have at least 2 directors who ordinarily reside in Australia and with Mr Turner retiring, there would only be one such Director, Mr Alan Fisher. The Board carried out a competitive selection process to find a Director with the calibre and experience necessary to replace Mr Turner, resulting in the appointment of Dr Ryan.

Dr Ryan has over 30 years of international experience in the pharmaceutical and biotechnology industries having worked in Australia, US and UK. She has held senior executive roles in management of research and development programs as well as business development and alliance management. Throughout her career, she has led many successful fundraising campaigns and licensing initiatives including the awarding of a \$230m US Government contract. Dr Ryan is currently a non-executive director of Anantara LifeSciences Ltd.

Dr Ryan is based in Melbourne, Australia.

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

SPECIAL BUSINESS

RESOLUTION 4: ASX Listing Rule 7.2, Exception 13(b) – Approval of Bionomics Limited Employee Equity Plan

Resolution 4 seeks shareholder approval for the Bionomics Limited Employee Equity Plan (**EEP**), that was previously approved by shareholders at the Company's Annual General Meeting in 2017, for a further three years.

There have been no material changes to the EEP since approved in 2017. This EEP continues to be appropriate for income tax legislation governing employee share schemes, governance requirements

in respect of the type of equity instruments that are granted to employees and directors, the circumstances in which they are granted, and provide administrative flexibility.

The underlying purpose of the EEP is to align employees' and directors' interests with shareholders' interests by providing them with equity as part of their remuneration arrangements. This will enable the Company to attract and retain top-level employees and directors. The procurement and retention of first class executives and employees capable of managing the Company's operations and achieving the Company's strategic objectives is always a difficult task for a relatively young Company without an earnings history, such as Bionomics. In order to compete with well-established companies, the Board considers the Company essentially has one of two choices: either offer higher cash remuneration or issue equity under a plan such as the EEP.

The EEP enables the Board to award different types of equity instruments tailored to specific application. These can include Rights to acquire shares contingent on meeting specified performance metrics, Options to acquire shares on payment of an exercise price, Rights and/or Options that are contingent on remaining in employment, among others.

Approval of the EEP by shareholders is required for an exception to ASX Listing Rule 7.1, which restricts (in certain circumstances) the issue of new securities in any 12-month period to 15% of issued shares without shareholder approval. Exception 13(b) of ASX Listing Rule 7.2 provides that an issue of securities under an employee incentive scheme (such as the EEP) is exempt from the operation of ASX Listing Rule 7.1 for a period of three years from the date shareholder approval is obtained.

If shareholders approve Resolution 4, the grant of equity instruments (and the issue of any new Shares pursuant to these equity instruments) under the EEP will not be included in the 15% limit imposed by ASX Listing Rule 7.1 for a period of three years from the date of the Annual General Meeting.

If Bionomics elects to transfer (or procure the acquisition and transfer) of Shares to an employee or director to meet his or her entitlements under the EEP (rather than issue new Shares), Bionomics may be considered to be providing financial assistance to that person or any EEP Trustee that it appoints to acquire Shares. Under section 260C(4) of the Corporations Act, Bionomics may provide such financial assistance under an employee share scheme approved by Bionomics in general meeting. Accordingly, Bionomics is also seeking approval of the EEP for the purposes of section 260C(4) of the Corporations Act.

In accordance with ASX Listing Rule 7.2, Exception 13(b), the following information is provided to shareholders:

- A summary of the terms and conditions of the EEP is set out below.
- Since shareholder approval of the EEP in November 2017 the Company has issued;
(a) 15,800,000 share Options (of which 800,000 have lapsed and 12,000,000 were approved by shareholders at the general meeting held on 26 August 2020), none of which have been converted into shares; and (b) 493,841 shares.
- The maximum number of securities proposed to be issued under the EEP within the three year period from shareholder approval is 10,000,000 securities. The maximum number is not intended to be a prediction of the actual number of securities to be issued under the EEP, simply a ceiling for the purposes of Listing Rule 7.2, Exception 13(b). If shareholder approval is not obtained, any securities granted under the EEP will not be excluded from the Company's placement capacity.
- a voting exclusion statement for Resolution 4 is included in the Notice of Meeting.

For a copy of the EEP, please contact the Company on 08 8354 6100 or by email to info@bionomics.com.au.

Summary of Employee Equity Plan

Eligibility	The Board has discretion to determine which employees or non-executive directors of the Group or other persons are eligible to participate. Director grants that may result in a new issue of shares on exercise of rights must also receive separate shareholder approval (Eligible Participants).
Terms of grant	A grant of equity instruments under the Plan is subject to both the Plan Rules and the terms of the specific grant.
Administration of Plan	The Employee Equity Plan is administered by the Board that may delegate responsibilities to a committee of the Board and/or specified officers of the Company or such other third parties as it considers appropriate.
Exercise price	An exercise price may be set by the Board and calculated in accord with the terms and conditions of the specific grant and in accordance with the Plan Rules.
Exercise period	Unless the Board determines otherwise, the equity instruments will become exercisable during the period from the date on which they vest under the terms of the specific grant to the date specified in the terms of the grant that can be no later than the seventh anniversary of the date of grant of the equity instruments.
Lapse and forfeiture	<p>The equity instruments will lapse at the end of their relevant exercise period determined by the Board on grant. However, unless the Board or the terms of the specific grant prescribe otherwise, if the Eligible Participant ceases to be an Eligible Participant for any reason (other than by death, retrenchment or retirement), then:</p> <ul style="list-style-type: none"> (a) any equity instruments held by that participant for which the exercise period has commenced will lapse 30 days after the date the participant ceased to be an Eligible Participant; and (b) any equity instrument held by that participant for which the exercise period has not commenced will lapse on the date the participant ceased to be an Eligible Participant.
Shares issued	A share issued on the exercise of an equity instrument will be a fully paid ordinary share in the Company ranking equally with, and having the same rights and entitlements as, other ordinary shares in the Company on issue at the date of allotment of the share (other than rights and entitlements accrued prior to the date of allotment of the share).
Delivery of shares	The Board can decide whether to purchase Shares on-market or issue new Shares on exercise of equity instruments.
Restrictions on transfer	An Eligible Participant must not assign or transfer an equity instrument (without the Company's consent), other than a transfer to a legal personal representative in the event that an Eligible Participant has died or become subject to mental health legislation.

Reorganisations or bonus issues	The entitlement of a holder of an equity instrument to Shares or their cash equivalent value will be adjusted to take account of any bonus issues as if the equity instrument had been exercised before the determination of any entitlements in respect to those issues. Any exercise price will be adjusted in the case of a discounted rights issue in accordance with a formula prescribed by ASX Listing Rules. In the case of a reorganisation of issued capital, the entitlement to shares will be adjusted as required by the ASX Listing Rules from time to time.
Performance hurdles and other vesting and exercise conditions	Subject to the terms of the Plan, the vesting and exercise of equity instruments may be conditional on performance hurdles, service requirements, and the satisfaction of any other vesting and exercise conditions set by the Board at the time of grant of the equity instruments.
Early vesting	Equity instruments may vest (in whole or in part) earlier than the vesting date in some circumstances, subject to exercise of the Board's discretion and compliance with the ASX Listing Rules, including if there is a change of control event (such as a takeover bid or scheme).
Restriction on disposal	The Board may impose a restriction on disposal of shares allocated on exercise of an equity instrument.
Clawback	Where, in the opinion of the Board, an equity instrument vests, or may vest, to a Participant as a result of the fraud, dishonesty, breach of obligations or knowing material misstatement of financial statements by a Participant or an employee of the Group other than the Participant and, in the opinion of the Board, the equity instrument would not otherwise have vested, the Board may determine that it has not vested and may, subject to applicable laws, determine any treatment in relation to the equity instrument (including resetting conditions, deeming Shares to be forfeited and/or new instruments be granted subject to substitute conditions) to ensure that no unfair benefit is obtained by the Participant as a result of the actions of another person.
Dilution	Shares will not be issued unless the Board is satisfied that the number of Shares offered or that may be offered under this plus any other equity plan over the previous 3 years is less than 5% of the total shares on issue.
Hedging	A Participant must not enter into any scheme, arrangement or agreement (including Options and derivative products) under which the Participant may alter the economic benefit to be derived from an Equity Instrument.
Variations	The Board may terminate, suspend or amend the terms of the Employee Equity Plan at any time. However, the Board may not without the consent of the Participants amend any restriction or other condition relating to the Plan that materially reduces the rights of Participants, except in certain circumstances (for example, if the amendment is required to comply with the ASX Listing Rules or the Corporations Act). After equity instruments have been granted, the terms and conditions for a particular grant cannot be changed without the consent of the Participant.

Recommendation

The Directors as potential recipients of equity instruments under the Employee Equity Plan have an interest in Resolution 4 and therefore abstain from making any voting recommendation to shareholders.

The Chairman of the Meeting intends to vote all available Proxies in favour of this resolution.

BACKGROUND TO RESOLUTION 5

Resolution 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 10.14.1 requires a listed company to obtain shareholder approval for the issue of securities under an employee incentive scheme such as the Bionomics Employee Equity Plan (EEP) to certain parties, which includes a director, or an associate of a director, of the Company. A summary of the EEP is set out in the Explanatory Notes to Resolution 4 above. As a consequence, the Company is required to obtain shareholder approval before issuing share Options to Dr Ryan under the EEP.

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 Ryan, following shareholder approval of Resolution 3, is a related party of the Company due to the fact she is a director of the Company. The issue of share Options to Dr Ryan constitutes a “financial benefit” as described in the Corporations Act. Accordingly, the proposed issue of share Options to Dr Ryan 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 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 5: Approval of Proposed Issue of Share Options to Dr Jane Ryan (ASX Listing Rule 10.14)

Resolution 5 seeks shareholder approval for the proposed issue of share Options to Dr Jane Ryan under the EEP. Resolution 5 is conditional on passing of Resolution 4. If Resolution 4 is not passed, Resolution 5 will be withdrawn.

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;
- 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;
- align the interests of non-executive directors with the interests of the Company's shareholders;

the issue of Options is in the best interests of the Company.

If resolution 5 is passed, the Company will be able to proceed with the issue of share Options to Dr Ryan under the EEP as part of her total remuneration package. The Board considers that this type and level of remuneration is consistent with the remuneration practices of similar lifescience companies. The money paid by Dr Ryan upon exercise of the share Options will be applied towards general corporate expenses. If resolution 5 is not passed, the Company will not be able to proceed with the issue and this may require the Board to consider further cash compensation for Dr Ryan.

The Company proposes to issue share Options to Dr Ryan as follows:

Non-Executive Director	Number of Share Options	Exercise Period
Dr Jane Ryan	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 share Options will be issued to Dr Jane Ryan;
- (b) Dr Ryan is a Director of the Company and standing for election at the Annual General Meeting in accordance with Resolution 3;
- (c) The maximum number of share Options under the EEP as set out in the table above are 500,000 which, upon exercise and payment of the exercise price, are convertible into 500,000 ordinary shares;
- (d) Dr Ryan's total remuneration as a Non-Executive director of Bionomics is \$77,000;
- (e) No share Options have been previously issued to Dr Ryan;
- (f) 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 Ryan to subscribe for a fully paid ordinary share in the Company at a price of \$0.1687 per share. The exercise price of \$0.1687 per share option is based on a seven (7) day VWAP of the Company's shares prior to Dr Ryan's commencement as a non-executive director. The Company values this grant at \$62,000, per the Black-Scholes model.
- (g) If Resolution 5 is approved, the share Options are expected to be issued by 20 December 2020 (and in any event, by no later than 20 November 2021);
- (h) The price of the securities is set out in paragraph (f) above;
- (i) A summary of the material terms of the EEP are set out in Resolution 4 above;
- (j) There is no loan in relation to the acquisition by Dr Ryan;
- (k) Details of any share Options and other securities issued under the EEP will be published in the Annual Report of Bionomics relating to the period in which they were issued, along with a statement that approval for the issue was obtained under listing rule 10.14

Any additional persons covered by listing rule 10.14 who become entitled to participate in an issue of securities under the EEP after the resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule

- (l) A voting exclusion statement in respect of this Resolution is set out in the Notice of Annual General Meeting.

The share Options will not be quoted on the ASX.

The Chair of the Meeting intends to vote all available Proxies in favour of this Resolution

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

Adelaide
19 October 2020

Bionomics

ABN 53 075 582 740



Limited

Need assistance?



Phone:

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



Online:

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BNO

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



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **9:30 AM (ACDT) on Wednesday, 18 November 2020.**

Proxy Form

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.

PARTICIPATING IN THE MEETING

Due to Federal and State Government restrictions regarding gatherings and COVID-19 the meeting will be held virtually via an online platform at <https://web.lumiagm.com> with meeting ID 392-545-407

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: 1999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

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

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



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

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.



I 9999999999

IND

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 virtually on Friday, 20 November 2020 at 9:30 AM (ACDT) 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 and 5 (except where I/we have indicated a different voting intention in step 2) even though Items 1, 4 and 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 and 5 by marking the appropriate box in step 2.

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

Item 1 Adoption of Remuneration Report

For Against Abstain

☐ ☐ ☐

Item 2 Election of Non-Executive Director – Dr Srinivas Rao

☐ ☐ ☐

Item 3 Election of Non-Executive Director – Dr Jane Ryan

☐ ☐ ☐

SPECIAL BUSINESS

Item 4 Approval of Bionomics Limited Employee Equity Plan

☐ ☐ ☐

Item 5 Approval of Proposed Issue of Share Options to Dr Jane Ryan

☐ ☐ ☐

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.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Securityholder 2

Securityholder 3

Sole Director & Sole Company Secretary

Director

Director/Company Secretary

/ /
Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

BNO

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Computershare

