

18 October 2019

Dear Shareholder

**ANNUAL GENERAL MEETING**

I am pleased to invite you to attend the Annual General Meeting of Bionomics Limited, to be held at the Adelaide Convention Centre, Room L1, West Building, North Terrace, Adelaide, South Australia at 11.00 am (ACDT) on Wednesday 20 November 2019, 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 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 11.00am (ACDT) on Monday 18 November 2019.

I look forward to your attendance at the meeting.

Yours sincerely,



**Dr Errol De Souza**  
**Executive Chairman**

## NOTICE OF ANNUAL GENERAL MEETING 2019

Notice is hereby given that the Annual General Meeting of Bionomics Limited (ACN 075 582 740) ("**the Company**") will be held in the Adelaide Convention Centre, Room L1, West Building, North Terrace, Adelaide, South Australia at 11.00 am (ACDT) on Wednesday 20 November 2019 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 2019 and the accompanying Directors' Report and Auditor's Report.

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

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

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

*That the Remuneration Report for the year ended 30 June 2019 be adopted.*

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

#### ***Resolution 2 – Re-election of Non-Executive Director – Dr Errol De Souza***

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

*That Dr Errol De Souza be re-elected as a Director of the Company.*

**Note:** Dr De Souza 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 – Re-election of Non-Executive Director – Mr Alan Fisher***

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

*That Mr Alan Fisher be re-elected as a Director of the Company.*

**Note:** Mr Alan Fisher 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 4 – Election of Non-Executive Director – Mr Mitchell Kaye***

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

*That Mr Mitchell Kaye be elected as a Director of the Company.*

**Note:** Mr Mitchell Kaye, 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.

## CONTINGENT BUSINESS

Resolution 5 is conditional on at least 25% of the votes cast on Resolution 1 (Remuneration Report) being cast against the adoption of the Remuneration Report. In that event, shareholders are required to vote on a "Spill Resolution" that another meeting be held within 90 days at which time all of the Company Directors would need to stand for re-election. Resolution 5 will be withdrawn if less than 25% of the votes are cast against Resolution 1.

### ***Resolution 5 – Spill Resolution***

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

That the Company convene another meeting of members (the "Spill Meeting") within 90 days and all the Company's Directors who are Directors at the time the Directors Report (including the Remuneration Report) was made, cease to hold office immediately before the end of the Spill Meeting.

**Note:** This resolution shall be determined in accordance with Sections 250U and 250V of the Corporations Act 2001.

## VOTING EXCLUSION AND PROHIBITION STATEMENTS

### **Corporations Act**

#### ***Voting by KMP or closely related parties – Resolution 1 and Contingent Resolution 5***

As required by section 250R (4) and section 250(V)(2) of the Corporations Act, the Company will disregard any votes cast on Resolutions 1 and 5 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 Resolutions in any capacity.

However, under section 250R(5) and section 250(V)(2), these restrictions will not apply to a vote cast as proxy for a person who is entitled to vote on Resolution 1 and Resolution 5; (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 and Resolution 5, 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 and Resolution 5 (even though Resolution 1 and Resolution 5 are 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 & Contingent Resolution 5.***

Resolutions 1 and 5, directly or indirectly relate to the remuneration of Key Management Personnel of the Company. 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 and 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 and against Resolution 5, as the Chairman will be expressly authorised to exercise such proxies even though Resolutions 1 and 5 are connected directly or indirectly to the remuneration of a member of the Company's Key Management Personnel (which includes the Chairman).

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

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

## PROXIES, POWERS OF ATTORNEY AND CORPORATE REPRESENTATIVES

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

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

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

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

- Cast your vote online by visiting [www.investorvote.com.au](http://www.investorvote.com.au) and following the instructions and information provided on the enclosed proxy form; or
- Custodian voting - For Intermediary Online subscribers only (custodians) please visit [www.intermediaryonline.com](http://www.intermediaryonline.com) to submit your voting intentions; or
- Complete and lodge the proxy form with the Company at the address or facsimile number specified below, along with any power of attorney or notarially certified copy of a power of attorney (if the proxy form is signed pursuant to a power of attorney), by no later than 48 hours before the Annual General Meeting (i.e. *by no later than 11.00 am (ACDT), Monday 18 November 2019*):

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 6.30pm (ACDT) on Monday 18 November 2019 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 (ACDT) Wednesday 13 November 2019. The Company may examine the contents, or make a copy, of any question so submitted. A list of relevant written questions (prepared by the Company's Auditors) will be made available to members attending the Annual General Meeting at the start of the meeting.

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

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

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

no later than 5:00pm (ACDT) on Wednesday 13 November 2019.

By order of the Board.

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

Adelaide  
18 October 2019

## EXPLANATORY NOTES FOR THE 2019 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 18 October 2019.*

### 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 2019 to be laid before the Annual General Meeting.

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

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

#### RESOLUTION 1: Adoption of Remuneration Report

The Remuneration Report for the year ended 30 June 2019 is set out in the 2018-19 financial statements, which are available on Bionomics' website at [www.bionomics.com.au](http://www.bionomics.com.au).

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

Pursuant to the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings, shareholders will be required to vote at the second of those Annual General Meetings 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 Annual General Meeting 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.

At the Company's 2018 Annual General Meeting, the Company received a "first strike" because more than 25% of the votes cast on the Resolution to adopt the 2018 Remuneration Report were cast against its adoption. Thus, if more than 25% of the votes cast on the Resolution to adopt the 2019 Remuneration Report are cast against its adoption, the Company will receive a "second strike" and shareholders will be required to vote on the "Spill Resolution", namely Resolution 5.

The Chair 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: Re-election of Non-Executive Director – Dr Errol De Souza

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

Dr De Souza was appointed to the Board on 28 February 2008 and last elected at the Annual General Meeting held on 8 November 2016. Dr De Souza was elected Chairman of the Board by the

Directors commencing 1 September 2016 and appointed Executive Chairman on 12 November 2018. Dr De Souza's appointment as Executive Chairman ends on 20 November 2019, the date of the Annual General Meeting.

Dr De Souza is a leader in the development of therapeutics for treatment of central nervous system (CNS) disorders. He is currently President and CEO of Neuropore Therapies Inc. and is the former President and CEO of US biotech companies Bidel Inc. (NASDAQ:BIOD), Archemix Corporation and Synaptic Pharmaceutical Corporation (NASDAQ:SNAP). Dr De Souza formerly held senior management positions at Aventis Pharmaceuticals, Inc. (now Sanofi) and its predecessor Hoechst Marion Roussel Pharmaceuticals, Inc. Most recently, he was Senior Vice President and Site Head of US Drug Innovation and Approval (R&D) at Aventis, where he was responsible for the discovery and development of drug candidates through Phase 2a clinical trials for CNS and inflammatory disorders. Prior to Aventis, he was a co-founder and Chief Scientific Officer of Neurocrine Biosciences (NASDAQ:NBIX). Dr De Souza has served on multiple editorial boards, National Institutes of Health (NIH) Committees and is currently a Director of several public and private companies.

Dr De Souza is based in Cambridge, MA, USA.

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

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

### **RESOLUTION 3: Re-election of Non-Executive Director – Mr Alan Fisher**

Mr Fisher was appointed to the Board on 1 September 2016 and last elected at the Annual General Meeting held on 8 November 2016. Mr Fisher 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 Fisher has extensive and proven experience in restoring and enhancing shareholder value. He spent 24 years at world-leading accounting firm Coopers & Lybrand as Lead Advisory Partner where he headed and grew the Melbourne Corporate Finance Division. Following this tenure, Alan developed his own corporate advisory business specialising in M&A, business restructurings, strategic advice and capital raisings. He is currently Non-Executive Chairman of Centrepont Alliance Limited and IDT Australia Limited and Non-Executive Director and Chair of the Audit and Risk Committee of Thorney Technologies Limited and Simavita Limited. Mr Fisher holds a Bachelor of Commerce from Melbourne University, is a Fellow of the Institute of Chartered Accountants Australia and New Zealand, and a member of the Australian Institute of Company Directors.

Mr Fisher is based in Melbourne, Australia.

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

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

### **RESOLUTION 4: Election of Non-Executive Director – Mr Mitchell Kaye**

Under a Placement Agreement dated 9 November 2018, BVF Partners L.P ("BVF") may nominate one person to be appointed as a director of the Company whilst BVF hold at least 15% of the ordinary shares of the Company. BVF nominated Mr Mitchell Kaye and he was duly appointed a director commencing on 23 November 2018. Mr Kaye will be retiring at the Annual General Meeting as required by the Company's Constitution and, being eligible, offers himself for election.

Mr Kaye joined BVF in 2013 and is currently an advisor to BVF. Mr Kaye was the founding member of Xmark Opportunity Partners, LLC, an investment fund exclusively focused on investments in publicly traded life sciences companies and was also a founding member of Brown Simpson Asset Management, LLC, an investment fund that was at the foreground of private placement investing in the public markets. He ran the two funds from 2001-2008 and 1996-2001, respectively. Mr Kaye was the Founder of MedClaims Liaison, LLC, a consumer advocacy business, and served as its

Chief Executive Officer from its inception in 2010 until he joined BVF. From 2008-2010, Mr Kaye was a Managing Director with Navigant Capital Advisors, a financial and strategic advisory services firm, and head of Navigant's Financial Institutions Restructuring Solutions Team. Mr Kaye currently serves on the board of Bionomics. He has served on the boards of several private and public companies, as well as the board of the New York Alzheimer's Association. Mr. Kaye received his B.A. from Wesleyan University, and his J.D. from Northwestern University School of Law.

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

**The Board (with Mr Kaye abstaining), recommends that shareholders vote in favour of the election of Mr Kaye**

## **CONTINGENT BUSINESS**

### **RESOLUTION 5: Spill Resolution**

This Resolution will only be considered if the Company receives a second "strike" on Resolution 1, namely more than 25% of shareholders vote against adoption of the Remuneration Report. Resolution 5 is therefore a conditional Resolution. If the second "strike" does not occur, the Spill Resolution is not required and will be withdrawn at the meeting.

If the Spill Resolution is put to shareholders at the meeting and the Resolution is passed, another meeting of shareholders will be convened within 90 days (the "Spill Meeting"), at which meeting those Directors who were in office when the Resolution to make the Directors Report (including the Remuneration Report) was passed, cease to hold office immediately before the end of the Spill Meeting and Resolutions to appoint Directors will be put to that meeting. This means that even if Dr De Souza and Mr Fisher are re-elected and Mr Kaye elected in accordance with Resolutions 2, 3 and 4 respectively, they will still need to be re-elected at the Spill Meeting to remain in office. Thus all of the current Directors of the Company will stand for re-election if the Spill Resolution is passed.

Those Directors elected or re-elected at the Spill Meeting will commence to hold office (or continue to hold office) at the end of the Spill Meeting. The term of office of a Director re-elected at the Spill Meeting continues as if the Spill Meeting had not occurred and the director is subject to retirement and re-election in accordance with Company's Constitution and the ASX Listing Rules.

If fewer than three Directors are elected then the Corporation Act provides that, as a public company must have a minimum of three Directors at all times, the unsuccessful nominees at the Spill Meeting with the highest proportion of favourable votes will be appointed as Directors to make up the minimum number of three.

The Board considers that a Spill Meeting would be extremely disruptive to the Company and that it would be inappropriate to remove all of the Directors in the circumstances.

The Chair of the meeting intends to vote all available Proxies against this Resolution.

**The Board Recommends that shareholders vote against Resolution 5.**

Adelaide  
18 October 2018





## Need assistance?



**Phone:**  
1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)



**Online:**  
[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11.00am (Adelaide time) on Monday 18 November 2019**

# 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.

## ATTENDING THE MEETING

**If you are attending in person, please bring this form with you to assist registration.**

### Corporate Representative

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

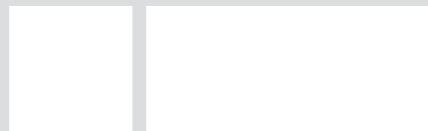
## Lodge your Proxy Form:

**XX**

### Online:

Use your computer or smartphone to appoint your proxy and vote at [www.investorvote.com.au](http://www.investorvote.com.au) or scan your personalised QR code below using your smartphone.

Your secure access information is



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

☐ **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.

## Proxy Form

Please mark ☒ to indicate your directions

### Step 1 Appoint a Proxy to Vote on Your Behalf

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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 in the Adelaide Convention Centre, Room L1, West Building, North Terrace, Adelaide, South Australia at 11.00am (Adelaide time) on Wednesday 20 November 2019 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 & 5** (except where I/we have indicated a different voting intention in step 2) even though **Items 1 & 5** are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**The Chairman of the Meeting intends to vote undirected proxies in favour of each Item of business with the exception of Item 5 where the Chairman of the Meeting intends to vote against.**

**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 & 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.

The Chairman of the Meeting intends to vote all available proxies in **FAVOUR** of the following items of business:

#### ORDINARY BUSINESS

	For	Against	Abstain
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Non-Executive Director - Dr Errol De Souza	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Non-Executive Director - Mr Alan Fisher	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Election of Non-Executive Director - Mr Mitchell Kaye	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote all available proxies **AGAINST** the following item of business:

#### CONTINGENT BUSINESS

5 Spill Resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business with the exception of **Item 5** where the Chairman of the Meeting intends to vote against. 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

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

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

