



EMPLOYEE SECURITIES TRADING POLICY

Introduction

This document sets out the policy of Bionomics Limited (**Company**) concerning dealings in the Company's securities (which includes shares and options) by employees of the Company and their associates. Associates include a spouse, de facto spouse, parent, child or a company, trust or partnership which the employee controls. This policy also applies to students working in the Bionomics Research Facility. Members of the Executive team are also subject to the Director's and Executive Management Share Trading Policy. For ease of reference, all persons covered by this policy including their associates are referred to as *Bionomics Personnel*.

This policy has been prepared to promote greater awareness among employees of the need to consider the application of insider trading laws.

Background

Australian Insider Trading Laws

The Corporations Act prohibits securities dealings by persons who are in possession of price sensitive information which is not generally available to the public. These provisions are broad and apply to *Bionomics Personnel*.

For this purpose, "price sensitive information" is information (defined broadly) which a reasonable person might expect will influence persons who commonly invest in the relevant securities in deciding whether to buy, sell or hold the securities.

Price sensitive information may include significant changes or forecasts of significant changes in the Company's performance (including scientific results), compared to market expectations, as well as information relating to significant events.

The Corporations Act prohibits persons in possession of such information from trading or procuring trading in the relevant securities or passing on inside information. Trading includes dealings by way of option exercise, rights trading and acquisitions under dividend reinvestment plans and similar, and includes procuring or causing other persons to trade. Procuring includes inciting, inducing or encouraging.

Policy

1. Corporations Act and ASX Listing Rules

Bionomics Personnel must comply at all times with the provisions of the Corporations Act and ASX Listing Rules concerning securities dealings including insider trading provisions.

It is each *Bionomics Personnel's* own responsibility to ensure that they are fully aware of their legal obligations with respect to securities dealings.

2. Price Sensitive Information

Bionomics Personnel may not, at any time:

- trade in shares in the Company while they are in possession of price sensitive information which is not publicly available; and
- communicate that information to any other person other than in the course of performance of their duties and should ensure that external advisers to the Company that are in possession of the information are required to keep that information confidential.

3 Gain Approval from CEO

Bionomics Personnel who wish to trade in the Company's securities at any time are required to contact the CEO and seek Company approval in writing for the transaction **prior** to any trading. *Bionomics' Personnel* are not able to trade without the written approval of the CEO.

4. No Trading in Bionomics Shares During Black-Out Period

In addition to the circumstances described in Clause 2, the times when *Bionomics Personnel* may not trade in the Company's securities are called 'Black-Out Periods' and occur during the following periods:

- four (4) weeks prior to the Company's annual general meeting (AGM);
- four (4) weeks prior to the release of the Company's annual accounts to the ASX;
- four (4) weeks prior to the release of the Company's half yearly accounts to the ASX;
- two (2) weeks prior to release of the Company's quarterly reports (for the March, June, September and December quarters) in relation to the cash position; and
- any other time that the CEO declares as a Black-Out Period.

The fact that a Black-Out Period has been declared by the CEO should be treated as confidential.

5. Consequences of breaching this policy

Bionomics Personnel will be subject to disciplinary action (which may include termination of employment) for breaches of this policy.

6. Inform Company Secretary

Bionomics Personnel who trade in the Company's securities at any time are required to notify the Company Secretary by completing the attached form as soon as possible after each transaction.

BIONOMICS LIMITED – NOTICE OF *BIONOMICS PERSONNEL* SHAREHOLDING*

| | |
|--|--|
| Name of <i>Bionomics Personnel</i>: | |
|--|--|

Part 1: *Bionomics Personnel's* direct shareholding in Bionomics Limited

| | |
|--------------------------|--|
| Number of shares: | |
|--------------------------|--|

Part 2: *Bionomics Personnel's* indirect shareholding in Bionomics Limited

| | |
|---|-------------------------|
| Name of shareholder & relationship to <i>Bionomics Personnel</i> (eg child, spouse, partner, company, trust or partnership) | Number of shares |
| | |

Part 3: Change of *Bionomics Personnel's* direct or indirect shareholding in Bionomics Limited

| | |
|---|--|
| Name of shareholder | |
| Relationship of shareholder to <i>Bionomics Personnel</i> | |
| Date of change | |
| Number of shares held prior to change | |
| Number purchased | |
| Number sold | |
| Value/Consideration | |
| Number of shares held after change | |
| Nature of change (eg, on-market trade, off-market trade, exercise of options) | |

Signed

Date

* *Bionomics Personnel* means:
 (a) Bionomics employees and their associates; and
 (b) students working in the Bionomics Research Facility