

12 October 2018

Dear Shareholder

ANNUAL GENERAL MEETING

I am pleased to invite you to attend the Annual General Meeting of Bionomics Limited, to be held at Pullman Adelaide, Level 15 Hindmarsh Rooms 3 & 4, 16 Hindmarsh Square Adelaide, South Australia, at 11.00 am (Adelaide time) on Wednesday 14 November 2018, 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 (Adelaide time) on Monday 12 November 2018.

I look forward to your attendance at the meeting.

Yours sincerely,



Dr Errol De Souza
Chairman

NOTICE OF ANNUAL GENERAL MEETING 2018

Notice is hereby given that the Annual General Meeting of Bionomics Limited (ACN 075 582 740) (“**the Company**”) will be held in the Pullman Adelaide, Level 15, Hindmarsh Rooms 3 & 4, 16 Hindmarsh Square Adelaide, South Australia, at 11.00 am (Adelaide time) on Wednesday 14 November 2018 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 2018 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 2018 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 – Mr David Wilson

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

That Mr David Wilson be re-elected as a director of the Company.

Note: Mr Wilson 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.

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 - Resolution 1

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 Resolution 1 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 Resolution 1 as the Chairman will be expressly authorised to exercise such proxies even though Resolution 1 is 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 and following the instructions and information provided on the enclosed proxy form; or
- Custodian voting - For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions; or
- Complete and lodge the proxy form with the Company at the address or facsimile number specified below, along with any power of attorney or notarially certified copy of a power of attorney (if the proxy form is signed pursuant to a power of attorney), by no later than 48 hours before the Annual General Meeting (i.e. *by no later than 11.00 am (Adelaide time), Monday 12 November 2018*):

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 6.30 pm (Adelaide time) on Monday 12 November 2018 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) Wednesday 7 November 2018. 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 Dalgleish Street
Thebarton SA 5031
Or facsimile: (08) 8354 6150
Or email: info@bionomics.com.au

no later than 5:00pm (Adelaide time) on Wednesday 7 November 2018.

By order of the Board.

Jack Moschakis
Company Secretary

Adelaide
12 October 2018

EXPLANATORY NOTES FOR THE 2018 ANNUAL GENERAL MEETING

These Explanatory Notes have been prepared to assist shareholders with their consideration of the resolutions set out in the Notice of Annual General Meeting dated 12 October 2018.

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 2018 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 2018 is set out in the 2017-18 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 (other than the CEO and Managing Director). If a spill resolution is passed (that is, more than 50% of votes cast are in favour), all of the Company's directors (other than the CEO and Managing Director) 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.

RESOLUTION 2: Re-election of Non-Executive Director – Mr David Wilson

Mr David Wilson 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 Wilson was appointed to the Board on 16 June 2016 and last elected at the Annual General Meeting held on 8 November 2016. Whilst Mr Wilson was only recently elected by members, Bionomics Constitution requires at least one director to stand for re-election every year and Mr Wilson has put himself forward for re-election.

The Board considers Mr Wilson's international experience in finance and investment banking in the Healthcare sector of the highest calibre and he makes an invaluable contribution to the strategic direction and governance of the Company. Mr Wilson has the commitment and capacity to continue to serve as a director if re-elected.

As reported in the 2018 Annual Report, Mr Wilson's experience and expertise is as follows:

Mr Wilson is Chairman and founding partner of WG Partners and has over 30 years' experience in investment banking in the City of London. Previously Mr Wilson was CEO of Piper Jaffray Ltd, where he also served as Global Chairman of Healthcare and on the Group Leadership Team. Mr Wilson has held senior positions at ING Barings as Joint Head of UK Investment Banking Group, Deutsche Bank as Head of Small Companies Corporate Finance and UBS as Head of Small Companies Corporate Broking. Mr Wilson currently serves as non-executive Director of Bionomics Limited and was previously Senior Independent Director of Optos plc prior to its successful sale of Nikon Corporation for c.\$400m as well as a non-executive director of BerGenBio AS.

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

The Board (with Mr David Wilson abstaining), recommends that shareholders vote in favour of the re-election of Mr David Wilson.



Adelaide
12 October 2018

Bionomics
ABN 53 075 582 740



Limited

Lodge your vote:

  **Online:**
www.investorvote.com.au

 **By Mail:**
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com




For all enquiries call:
(within Australia) 1300 556 161
(outside Australia) +61 3 9415 4000

BNORM

MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SURBURB
SAMPLETOWN VIC 3030

Proxy Form

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  Vote and view the annual report online <ul style="list-style-type: none">• Go to www.investorvote.com.au or scan the QR Code with your mobile device.• Follow the instructions on the secure website to vote.	
Your access information that you will need to vote: Control Number: 999999 PIN: 99999 PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.	

 **For your vote to be effective it must be received by 11:00am (Adelaide time) Monday 12 November 2018**

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

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form** →

MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SURBURB
SAMPLETOWN 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.



IND

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 **Pullman Adelaide, Level 15, Hindmarsh Rooms 3 & 4, 16 Hindmarsh Square, Adelaide, SA on Wednesday 14 November 2018 at 11:00am (Adelaide time)** 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 **Item 1** (except where I/we have indicated a different voting intention below) even though **Item 1** is 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 **Item 1** by marking the appropriate box in step 2 below.

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

	For	Against	Abstain
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Non-Executive Director - Mr David Wilson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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.

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date / / _____

BNO

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Computershare +