

BVF Nominee Protocol

Clause 5 of the Placement Agreement between Bionomics Limited (**Bionomics**) and BVF Partners L.P. (**BVF**) contains an obligation on Bionomics to ensure that its Board appoints a BVF nominee (referred to in this protocol as the **Nominee**) to the Board, and to support the re-election or appointment of that BVF nominee to the Board at general meetings of Bionomics, in certain circumstances, and subject to certain requirements. The purpose of this protocol is to set out the principles governing the provision of Bionomics Confidential Information to the BVF Nominee, and certain other matters.

This protocol operates alongside Bionomics's Constitution and applicable policies.

The Nominee and BVF must, prior to the Nominee's appointment, provide to Bionomics a written confirmation that the Nominee and BVF agree to be legally bound by and will comply with this protocol.

1. Principles for Nominees

1.1 Access to information and Board participation

- (a) If the Nominee is appointed as a director, subject to clause 2.2:
 - (i) a Nominee may request, and will be given by Bionomics, all information that a director of Bionomics is entitled to obtain from Bionomics under law, subject to clause 2.2;
 - (ii) the Nominee may attend all meetings of the Board and is entitled to vote on any proposed resolution, subject to the law (including section 195 of the Corporations Act).
- (b) The Nominee is entitled to fees and reimbursement of expenses as a non-executive director under Bionomics's Constitution.
- (c) The Nominee is entitled to the same D&O insurance cover, indemnities and rights of access as each other Bionomics director.
- (d) The Nominee acknowledges that, in all circumstances where the Nominee is acting in the capacity of a director of Bionomics, the Nominee owes a fiduciary duty to Bionomics to prefer the interests of Bionomics to the interests of Nominee in any other capacity, whether personally, as a result of Nominee's employment or other relationship with BVF, or otherwise, where those interests conflict in any way.

1.2 Excluded Information

In the interests of proper corporate governance, in particular to manage actual or potential conflicts of interest that may arise, the flow of certain types of Confidential Information between Bionomics, the Nominee and BVF may be restricted. Accordingly, the Chairman may determine that certain Confidential Information is Excluded Information:

- (a) **Excluded Information** is Confidential Information which the Chairman reasonably determines to concern matters where there is an actual conflict of interest, or significant possibility of conflict of interest, between Bionomics and BVF or between Bionomics and the Nominee; and

1.3 Limitations on Nominees

- (a) The Nominee may not request, and may not be given, Excluded Information.
- (b) The Nominee may not be present during discussion at a Board meeting of any matter to the extent that it involves Excluded Information, (and the Nominee may not vote on any consequent resolution).
- (c) Clauses 1.3(a) and 1.3(b) do not apply to the extent that Bionomics directors who do not have a conflict of interest pass a resolution authorising the provision of the Excluded Information to the Nominee and/or permitting the Nominee to be present and vote on the relevant matter.

1.4 Provision of Information to BVF by Nominee

- (a) The Nominee must comply with their statutory and fiduciary directors' duties in relation to any Confidential Information received by the Nominee.
- (b) The Nominee must not improperly use any Confidential Information to:
 - (i) gain an advantage for the Nominee or any other person; or
 - (ii) cause detriment to Bionomics or any of its Affiliates.

2. Principles for BVF

2.1 Confidential Information

- (a) BVF must not receive Confidential Information from the Nominee where to do so would result in the Nominee breaching their statutory or fiduciary directors' duties in relation to that Confidential Information.
- (b) BVF acknowledges the fiduciary obligation of the Nominee as outlined in paragraph 1.1(d) above, and undertakes not to engage in any action, or refrain from action, in any respect that is intended to cause, or may reasonably have the effect of causing, the Nominee to behave in any way contrary to that fiduciary obligation.

2.2 Inside information

The insider trading provisions contained in Division 3 of Part 7.10 of the Corporations Act and similar provisions in other jurisdictions can give rise to both criminal and civil liability for not only the person that acts on inside information but also the person who provides the inside information. Confidential Information may include inside information. Accordingly:

- (a) each of BVF and the Nominee must not, whilst in possession of any inside information in relation to Bionomics, do anything which would constitute a breach of sub-sections 1043A(1) or (2) of the Corporations Act in relation to that inside information;

- (b) BVF must direct its officers and employees who may possess or be given any inside information in relation to Bionomics not to do anything which would constitute a breach of sub-sections 1043A(1) or (2) of the Corporations Act in relation to that inside information; and
- (c) the Nominee must comply with Bionomics's Securities Trading Policy.

3. Interpretation

In this protocol:

- (a) **Affiliates** means, with respect to any entity, any other entity directly or indirectly controlled by, or under common control with, or which controls, that entity;
- (b) **ASX Listing Rules** means the Listing Rules published by ASX Limited;
- (c) **Confidential Information** means any information concerning the business or affairs of Bionomics group which is made available to a Nominee in that capacity but does not extend to:
 - (i) information that is or becomes public knowledge (other than as a result of breach of this protocol or any other confidentiality obligation owed by BVF or the Nominee to Bionomics or any of its Affiliates);
 - (ii) information that was made available to the Nominee by a person other than a member of the Bionomics group, provided such person is not known by the Nominee, after having reasonable investigations, to be bound by any obligation of confidence to Bionomics in respect of that information;
 - (iii) information already known to the Nominee or BVF other than as a result of a breach by any person of an obligation of confidence;
- (d) **Corporations Act** means the *Corporations Act 2001* (Cth).
- (e) **Bionomics group** means Bionomics and its Affiliates from time to time;
- (f) references to the Board, directors, Chairman and shareholders are references to the Board, directors, Chairman and shareholders of Bionomics from time to time;
- (g) a reference to a statute or statutory provision includes a statutory modification or re-enactment of it or a statutory provision substituted for it, and each ordinance, by-law, regulation, rule and statutory instrument (however described) issued under it;
- (h) a reference to a document (including this protocol) is to that document as varied, novated, ratified or replaced from time to time; and
- (i) words or phrases which are given a meaning in the Constitution of Bionomics or the Corporations Act have the same meaning in this protocol, unless otherwise stated.

This Nominee Protocol was adopted by resolution of the Board of Bionomics Corporation Limited on 9 November 2018. Bionomics Limited agrees that it is bound by, and must comply with, this Nominee Protocol (as amended from time to time), effective from the date of signature below.



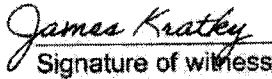
Chairman
Bionomics Limited
Date signed: 9 November 2018

BVF PARTNERS L.P. on its own behalf and on behalf of each of its Affiliates (**BVF Group**) agree that BVF Group is bound by, and must comply with, this Nominee Protocol (as amended from time to time), effective from the date of signature below, for the period during which BVF has appointed a Nominee to the Bionomics board.

SIGNED for **BVF PARTNERS L.P.** by
its duly authorised officer, in the
presence of:



Signature of officer
MARK LAMPERT PRESIDENT BVF INC, GP
BVF PARTNERS LP, ITSELF GP AND
ATTORNEY-IN-FACT FOR THE BVF GROUP
Name and position



Signature of witness

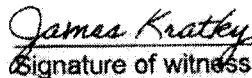
JAMES KRATKY, CCO
Name

Date signed:

11/12/18

I **MITCH KAYE**, as the person nominated by BVF Partners L.P. pursuant to this Nominee Protocol, agree that I am bound by, and must comply with, this Nominee Protocol (as amended from time to time), from the date I sign below, while I remain a Nominee.

SIGNED by Mitch Kaye in the presence
of:

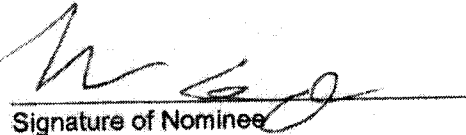


Signature of witness

JAMES KRATKY, CCO
Name

Date signed:

11/12/18



Signature of Nominee