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ASX ANNOUNCEMENT

13 May 2011

SUCCESSFUL REGISTER REPOSITIONING COMPLETE

- **Start-up Australia Ventures sells 60 million Bionomics shares at \$0.57 to a wide range of domestic and international institutions**
- **Bionomics successfully completes an institutional placement of 25 million shares at \$0.57 per share**
- **Placement 2.5x covered**
- **Strong interest from a large number of highly credible new and existing domestic and international institutions**
- **Placement proceeds provide Bionomics with strategic flexibility and strengthened position for partnering negotiations**

As previously announced to the market, Start-up Australia Ventures Pty Limited (“Start-up”) completed a sell-down of 60 million shares in Bionomics Limited (ASX: BNO) (ADR: BMICY) at \$0.57 per share overnight between 11 and 12 May 2011. The sale price was equal to the VWAP of Bionomics shares traded since the 30 March 2011 announcement of successful Phase Ib clinical trial results for Bionomics’ anxiety drug candidate, BNC210.

In light of excess demand for the Start-up sell-down, Bionomics initiated, and has successfully completed, an institutional placement of 25 million new fully paid ordinary shares at the same price of \$0.57 per share to raise \$14.25 million.

The placement attracted strong interest from both new and existing domestic and international institutional investors.

Following the sell-down and the placement, Start-up’s shareholding in Bionomics has decreased from 27.7% to 8.2%. Start-up has written to the company to advise of its action and its ongoing support for the company as a shareholder.

Significant demand for both the Start-up sell-down and subsequent placement by Bionomics has allowed the company to reposition the register, providing the company with support through the next stage of development and potential for enhanced liquidity in the company’s shares. The placement was 2.5x covered.

Bionomics CEO Deborah Rathjen said the successful completion of the placement provided the company with a strong financial footing for the future.

“This is an excellent outcome for Bionomics’ shareholders. The recent sell-down by Start-up and subsequent institutional placement by Bionomics have allowed the company to reposition its register with a range of long term, supportive shareholders.

"Funds raised from the placement mean that the company is very well positioned to progress partnership discussions as well as accelerate internal discovery and development initiatives."

Under the placement, Bionomics will issue 25 million ordinary shares which will rank equally with existing shares. Bionomics is not required to seek shareholder approval for the issue of shares under the placement. Settlement is expected to occur on 18 May 2011, with the placement shares expected to be allotted and quoted on the Australian Securities Exchange on 19 May 2011.

The placement was conducted by Southern Cross Equities as lead manager and sole bookrunner and Linwar Securities as co-manager.

The trading halt that has been in place since yesterday morning will be lifted from the commencement of trading today.

Greenhill Caliburn is financial adviser to Bionomics.

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About Bionomics Limited

Bionomics (ASX: BNO) is a leading international biotechnology company which discovers and develops innovative therapeutics for cancer and diseases of the central nervous system. Bionomics has small molecule product development programs in the areas of cancer, anxiety, epilepsy and multiple sclerosis. BNC105, which is undergoing clinical development for the treatment of cancer, is based upon the identification of a novel compound that potently and selectively restricts blood flow within tumours. A clinical program is also underway for the treatment of anxiety disorders and depression based on BNC210 which has recently completed Phase Ib clinical trials. Both compounds offer blockbuster potential if successfully developed.

Bionomics' discovery and development activities are driven by its three technology platforms: Angene®, a drug discovery platform which incorporates a variety of genomics tools to identify and validate novel angiogenesis targets (involved in the formation of new blood vessels). MultiCore® is Bionomics' proprietary, diversity orientated chemistry platform for the discovery of small molecule drugs. ionX® is a set of novel technologies for the identification of drugs targeting ion channels for diseases of the central nervous system. These platforms underpin Bionomics' established business strategy and Bionomics is committed to securing partners for its key compounds.

For more information about Bionomics, visit www.bionomics.com.au

Factors Affecting Future Performance

This announcement contains "forward-looking" statements within the meaning of the United States' Private Securities Litigation Reform Act of 1995. Any statements contained in this press release that relate to prospective events or developments are deemed to be forward-looking statements. Words such as "believes," "anticipates," "plans," "expects," "projects," "forecasts," "will" and similar expressions are intended to identify forward-looking

statements. There are a number of important factors that could cause actual results or events to differ materially from those indicated by these forward-looking statements, including risks related to the clinical evaluation of either BNC105 or BNC210, our available funds or existing funding arrangements, a downturn in our customers' markets, our failure to introduce new products or technologies in a timely manner, regulatory changes, risks related to our international operations, our inability to integrate acquired businesses and technologies into our existing business and to our competitive advantages, as well as other factors. Subject to the requirements of any applicable legislation or the listing rules of any stock exchange on which our securities are quoted, we disclaim any intention or obligation to update any forward-looking statements as a result of developments occurring after the date of this press release.