

18 October 2013

Dear Shareholder

ANNUAL GENERAL MEETING

I am pleased to invite you to attend the Annual General Meeting of Bionomics Limited to be held at 10.30 am on Tuesday 19 November 2013, in the Riverbank Room 4, at the Adelaide Convention Centre, North Terrace, Adelaide 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 to 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 10.30 am on Sunday 17 November 2013.

I look forward to your attendance at the meeting.

Yours sincerely



Graeme Kaufman
Chairman

NOTICE OF ANNUAL GENERAL MEETING 2013

Notice is hereby given that the Annual General Meeting of Bionomics Limited ACN 075 582 740 ("the Company") will be held in the Riverbank Room 4 at the Adelaide Convention Centre, North Terrace, Adelaide at 10.30 am on Tuesday 19 November 2013 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 2013 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 2013 be adopted.

Notes: The vote on this resolution is advisory only and does not bind the directors or the Company.

Shareholders should also note that if 25% or more of votes cast on this Resolution are against the adoption of the Remuneration Report, this will trigger application of the spill provisions under the Corporations Act (i.e. the 'two strikes' rule), which will impact how next year's AGM is run – refer to the Explanatory Notes for further information.

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 Errol 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.

SPECIAL BUSINESS

Resolution 3 – Approval of Proposed Issue of Share Options to Dr Deborah Rathjen: For the year ended 30 June 2013

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

That, for the purpose of ASX Listing Rule 10.14 and for all other purposes, the issue to Dr Rathjen of 55,000 share options in the Company pursuant to the Bionomics Limited Employee Share Option Plan as described in the Explanatory Notes, is approved.

Resolution 4 – Approval of Proposed Issue of Share Options to Mr Graeme Kaufman

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

That, for the purpose of ASX Listing Rule 10.14 and for all other purposes, the issue to Mr Kaufman of 500,000 share options in the Company pursuant to the Bionomics Limited Employee Share Option Plan, as described in the Explanatory Notes accompanying the Notice of this Annual General Meeting, is approved.

VOTING EXCLUSION AND PROHIBITION STATEMENTS

ASX Listing Rules

In relation to Resolutions 3 and 4, the Company will disregard any votes cast on these Resolutions by or on behalf of a director of the Company and any associate of a director of the Company as required by the ASX Listing Rules.

However, these restrictions will not apply to a vote cast as proxy for a person who is entitled to vote on Resolution 3 or Resolution 4 (as applicable): (a) if the vote is cast in accordance with the directions on the proxy form specifying how the proxy is to vote on that Resolution; or (b) if the vote is cast by the Chairman of the meeting, in accordance with a direction on the proxy form to vote as the proxy decides on that Resolution.

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 their own capacity.

However, 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 vote is cast by the Chairman of the meeting and the appointment of the Chairman as proxy 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- Resolutions 1, 3 and 4

Subject to the paragraph below, under section 250BD 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, 3 and 4 in the Proxy Form.

Where the Chairman is appointed or becomes a proxy, the Chairman is permitted by section 250BD and intends to vote undirected proxies in favour of Resolutions 1, 3 and 4, as the Chairman will be expressly authorised to exercise such proxies even though Resolutions 1, 3 and 4 are connected directly or indirectly to the remuneration of a member of the Company's key management personnel (which includes the Chairman). For items 3 and 4 this express authority is also subject to the box under "Important for Items 3 & 4" on the proxy form being ticked.

"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. For the convenience of members a proxy appointment form is enclosed.

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 (ie *by no later than 10.30 am (Adelaide time), Sunday 17 November 2013*):

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 7.00 pm (Adelaide time) on Sunday 17 November 2013 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) Tuesday 12 November 2013. 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 6199
or email: info@bionomics.com.au

by no later than 5:00pm (Adelaide time) on Tuesday 12 November 2013.

By order of the Board

Melanie Young
Company Secretary

Adelaide 18 October 2013



EXPLANATORY NOTES FOR THE 2013 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 2013.

ORDINARY BUSINESS

RESOLUTION 1: Adoption of Remuneration Report

The Remuneration Report for the year ended 30 June 2013 is set out in the 2012-13 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 2001, 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

Dr Errol 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 15 October 2010.

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 leading US company Bidel Inc (Nasdaq:BIOD) and is the former President and CEO of US biotech companies Archemix Corporation and Synaptic Pharmaceutical Corporation. Dr De Souza formerly held senior management positions at Aventis 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 IIa 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.

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

SPECIAL BUSINESS

BACKGROUND TO RESOLUTIONS 3 and 4

Resolutions 3 and 4 set out in the Notice of Annual General Meeting are being put before shareholders for the purpose of ASX Listing Rule 10.14 and for all other purposes.

Listing Rule 10.14 requires a listed company to obtain shareholder approval for the issue of securities under an employee incentive scheme such as the Bionomics Employee Share Option Plan (**Option Plan**) to certain parties, which includes a director, or an associate of a director, of the Company.

As a consequence, the Company is required to obtain shareholder approval before issuing share options to Dr Deborah Rathjen and Mr Graeme Kaufman, under the Option Plan.

Under Chapter 2E of the Corporations Act, a public company cannot give a financial benefit to a related party unless an exception applies or shareholders have in a general meeting approved the giving of that financial benefit to the related party in accordance with section 208 of the Corporations Act.

Dr Rathjen and Mr Kaufman are related parties of the Company due to the fact that they are directors of the Company. The issue of share options to Dr Rathjen and Mr Kaufman constitutes a “financial benefit” as described in the Corporations Act. Accordingly, the proposed issue of share options to Dr Rathjen and Mr Kaufman will constitute the provision of a financial benefit to a related party of the Company.

It is the view of the directors that the exemptions under section 211 of the Corporations Act (remuneration and reimbursement) apply to the proposed option issue pursuant to Resolution 3 and Resolution 4. Accordingly, the directors are not seeking shareholder approval under section 208 of the Corporations Act, although shareholder approval must be obtained pursuant to ASX Listing Rule 10.14.

RESOLUTION 3: ASX Listing Rule 10.14 – Proposed Issue of Share Options to Dr Deborah Rathjen: For the year ended 30 June 2013

Resolution 3 seeks shareholder approval for the proposed issue of share options to Dr Deborah Rathjen under the Option Plan.

The Board (with Dr Rathjen abstaining), recommends that shareholders vote in favour of the proposed issue of share options to Dr Rathjen.

The Company proposes to issue 55,000 share options to Dr Rathjen as part of her total remuneration package for the year ended 30 June 2013. The non-executive directors consider that these options are well deserved and that such an arrangement is in the Company’s best interests as it aligns the interests of Dr Rathjen with the interests of the Company’s shareholders in building sustainable value. The rationale for issuing these share options is to reward performance whilst at the same time preserving the Company’s cash.

The non-executive directors have approved, subject to approval by the Company’s shareholders, the offer to Dr Rathjen of 55,000 share options on the following terms:

- An exercise period commencing on the date of issue of the share options and ending on the date that is five years after the date of issue of the share options.
- Each of these share options will, if exercised at any time during the share option exercise period, entitle Dr Rathjen to subscribe for a fully paid ordinary share in the Company.
- Each share option will have an exercise price of \$0.3301. The exercise price of \$0.3301 per share option is based on a seven (7) day VWAP of the Company’s shares at the end of June 2013, when the offer of share options to Dr Rathjen was approved by the non-executive directors (subject to approval by shareholders).
- The proposed options are in line with the practice for all senior management who have been invited to accept share options.

Resolution 3 is being put to shareholders for the purposes of ASX Listing Rule 10.14 and for all other purposes. The following information is provided in relation to the terms of the share options and for the purposes of ASX Listing Rule 10.15:

- (a) the maximum number of share options that may be acquired by Dr Rathjen is 55,000;
- (b) the share options will be issued to Dr Rathjen for no consideration (but will have an exercise price as described above);
- (c) Dr Rathjen was issued with 65,000 options on 11 December 2012 for no consideration (but with an exercise price of \$0.287 per share option), Dr Jonathan Lim and Mr Graeme Kaufman were issued with 500,000 options each on 11 December 2012 for no consideration (but with an exercise price of \$0.32 per share option), after shareholder approval for these issues was obtained at the Company's 2012 Annual General Meeting;
- (d) the directors of the Company as listed below are each entitled to participate in the Option Plan:

 Mr Graeme Kaufman
 Dr Deborah Rathjen
 Mr Trevor Tappenden
 Dr Errol De Souza
 Dr Jonathan Lim
- (e) a voting exclusion statement in respect of this Resolution is set out in the Notice of Annual General Meeting;
- (f) there is no loan in relation to the acquisition by Dr Rathjen; and
- (g) if Resolution 3 is approved, the share options are expected to be issued by 19 December 2013 (and in any event, by no later than 19 November 2014).

The share options will not be quoted on the ASX.

RESOLUTION 4: ASX Listing Rule 10.14 – Proposed Issue of Share Options to Mr Graeme Kaufman

Resolution 4 seeks shareholder approval for the proposed issue of 500,000 share options to Mr Graeme Kaufman under the Option Plan.

The Board (with Mr Kaufman abstaining), recommends that shareholders vote in favour of the proposed issue of share options to Mr Kaufman.

Under the Australian Securities Exchange Corporate Governance Principles and Recommendations, the guidelines for non-executive director remuneration provide that non-executive directors should normally be remunerated by way of fees, should not participate in schemes designed for remuneration of executives and should not receive options.

However, in view of the special circumstances of the Company, namely:

- the Company does not presently have net earnings and its cash is at a premium; and
- the Company considers it essential to attract and retain high calibre non-executive directors and to provide those directors with a competitive level of remuneration,

the issue of options is in the best interests of the Company, and aligns the interests of non-executive directors with the interests of the Company's shareholders.

The Company proposes to issue share options to Mr Kaufman as follows:

Non-Executive Director	Number of Share Options	Exercise Period
Mr Graeme Kaufman	500,000	• for 100,000 options, a 5 year period commencing from 11 December 2013;

		• for 100,000 options, a 5 year period commencing from 11 December 2014; • for 100,000 options, a 5 year period commencing from 11 December 2015; • for 100,000 options, a 5 year period commencing from 11 December 2016; and • for 100,000 options, a 5 year period commencing from 11 December 2017.
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The following information is provided in relation to the terms of the share options and for the purposes of ASX Listing Rule 10.15:

- (a) the maximum number of share options that may be acquired by Mr Kaufman is 500,000;
- (b) each share option will be issued to Mr Kaufman for no consideration and will, if exercised at any time during the share option exercise period (as described in the table above), entitle Mr Kaufman to subscribe for a fully paid ordinary share in the Company at a price of \$0.7224 per share. The exercise price of \$0.7224 per share option is based on a seven (7) day VWAP of the Company's shares in September 2013, when the issue of share options to Mr Kaufman was approved by the Board (subject to approval by shareholders);
- (c) refer to paragraph (c) of the explanatory notes for Resolution 3 above for details of issues since last approval;
- (d) the directors of the Company as listed below are each entitled to participate in the Option Plan:

 Mr Graeme Kaufman
 Dr Deborah Rathjen
 Mr Trevor Tappenden
 Dr Errol De Souza
 Dr Jonathan Lim
- (e) a voting exclusion statement in respect of this Resolution is set out in the Notice of Annual General Meeting;
- (f) there is no loan in relation to the acquisition by Mr Kaufman; and
- (h) if Resolution 4 is approved, the share options are expected to be issued by 19 December 2013 (and in any event, by no later than 19 November 2014).

The share options will not be quoted on the ASX.

Adelaide
18 October 2013

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

Proxy Form



Vote and view the annual report online

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:

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 10:30am (Adelaide time) on Sunday 17 November 2013**

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 as they choose. 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 information tab, "Downloadable 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 ➔



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

XX

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 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 Riverbank Room 4 at the Adelaide Convention Centre, North Terrace, Adelaide at 10:30am (Adelaide time) on Tuesday, 19 November 2013 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, 3 & 4 (except where I/we have indicated a different voting intention below) even though Items 1, 3 & 4 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: For Items 3 & 4, this express authority is also subject to you marking the box in the section below. 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 3 & 4 by marking the appropriate box in step 2 below.

Important for Items 3 & 4: If the Chairman of the Meeting is your proxy and you have not directed the Chairman how to vote on Items 3 & 4 below, please mark the box in this section. If you do not mark this box and you have not otherwise directed your proxy how to vote on Items 3 & 4, the Chairman of the Meeting will not cast your votes on Items 3 & 4 and your votes will not be counted in computing the required majority if a poll is called on these items. The Chairman of the Meeting intends to vote undirected proxies in favour of Items 3 & 4.

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I/We acknowledge that the Chairman of the Meeting may exercise my/our proxy even if the Chairman has an interest in the outcome of Items 3 & 4 and that votes cast by the Chairman, other than as proxy holder, would be disregarded because of that interest.

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

1 Adoption of Remuneration Report

For

Against

Abstain

☐☐☐

2 Re-election of Dr Errol De Souza as a Director

☐☐☐

SPECIAL BUSINESS

3 Approval of Proposed Issue of Share Options to Dr Deborah Rathjen

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4 Approval of Proposed Issue of Share Options to Mr Graeme Kaufman

☐☐☐

The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.

SIGN

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

Individual or Securityholder 1

Securityholder 2

Securityholder 3

Sole Director and Sole Company Secretary

Director

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date

/ /

BNO

191113B

Computershare +