# 2013 BIONOMICS ANNUAL REPORT

A LEADING INTERNATIONAL
DRUG DISCOVERY AND DEVELOPMENT COMPANY

Bionomics

# CONTENTS



FRONT COVER FROM LEFT:
Dr Julia Crossman, Senior Research Scientist
Dr Dharam Paul, Director of Chemistry & CMC
Dr Rajinder Singh, Senior Research Scientist

## BIONOMICS IS DISCOVERING AND DEVELOPING INNOVATIVE THERAPEUTICS FOR SERIOUS MEDICAL CONDITIONS, WORKING WITH PARTNERS TO ACHIEVE SIGNFICANT OUTCOMES FOR PATIENTS, SHAREHOLDERS AND EMPLOYEES

Bionomics is a leader in the discovery and development of innovative biopharmaceuticals with operations in Australia, Europe and US.

The company undertakes discovery, development and strategic partnering of first class and best in class drugs to treat patients with serious medical conditions including cancer and central nervous system disorders.

Bionomics utilizes key global, strategic partnerships for the commercialisation of its drugs.

# HIGHLIGHTS

## CANCER

### VASCULAR DISRUPTING AGENT BNC105 NEARING KEY PARTNERING PHASE

- BNC105 Phase I renal cancer trial demonstrates clinical benefit
- Recruitment for Phase II trial for renal cancer completed
- Recruitment in Phase I ovarian cancer trial completed

### SECURED CANCER STEM CELL PROGRAMS AND RAPIDLY ADVANCING CSC PIPELINE

- Acquired US oncology franchise Eclipse Therapeutics, advancing cancer stem cell targeting antibody BNC101
- Lonza commences manufacture of BNC101 in preparation for clinical trials

### CRC COLLABORATION YIELDS FIRST RESULTS

- Proof of Concept compound identified, reduces tumour size and cancer spread in preclinical model of melanoma

## CENTRAL NERVOUS SYSTEM

### IRONWOOD PARTNERSHIP PROGRESSES BNC210

- IND application for IW-2143 (BNC210) submitted to the FDA and subsequently a US Phase I clinical trial was commenced by Ironwood.
- A US$2 million milestone payment to Bionomics by Ironwood could be triggered through progression of the Phase I program.

### BNC375 DRUG CANDIDATE IDENTIFIED FROM ALPHA 7 PROGRAM

- Potential treatment for cognitive impairment in Alzheimer's disease, Parkinson's disease and other conditions where memory loss occurs
- Data presented at international and Australian scientific conferences attracts attention from potential partners

### PARTNERSHIP WITH MERCK ON PAIN PROGRAM

- Bionomics may earn up to US$172 million in option fees and clinical and development milestones plus royalties on product sales

## IMMUNE DISEASE

### Kv1.3 PROGRAM DRIVING TOWARDS PARTNERSHIP

- Data package expanded beyond Multiple Sclerosis to Psoriasis

# CHAIRMAN'S LETTER

GRAEME KAUFMAN, CHAIRMAN.

**DEAR SHAREHOLDER,**

Although I joined Bionomics only late last year, I have been following its progress with interest since its inception. Over the years I have seen the Company continue to leverage its core strengths in Cancer, Central Nervous System and Immune Diseases, developing a deep and valuable pipeline of drug compounds.

WHAT MAKES THE BIONOMICS PIPELINE UNIQUELY VALUABLE ARE FOUR CORE FACTORS: OUR PEOPLE, OUR PLATFORM TECHNOLOGIES, OUR PARTNERSHIP STRATEGY AND FINALLY THE GLOBAL FORCES OF CHANGE TAKING PLACE ACROSS OUR INDUSTRY.

Before I talk about our people I want to address the pathway we have chosen and where our strategy fits in the global context. Pharmaceutical researcher EvaluatePharma has estimated that there are US$290 billion of sales of big pharma products at risk from patent expirations between 2012 and 2018. The Bionomics business model is built on the industry's urgent need to replace these drug compounds, while recognising that bringing blockbuster drugs through large scale clinical studies to market is both costly and inherently risky. That is why we have pursued a partnership approach which allows us to validate the value of our intellectual property and lay off risk, as we did with the Ironwood transaction in FY12 and more recently with Merck in partnering our pain program.

To support this strategy, we have developed a deep, staged pipeline which offers us a continuing stream of product candidates giving us multiple shots on goal. Of course our ability to replenish the pipeline is key to securing our future. At Bionomics the depth of our world-class science and discovery platforms are underpinned by a highly capable team of people lead by our CEO & Managing Director Deborah Rathjen who earlier this year was named BioSpectrum Asia Person of the Year.

Over the past year we have built on the global competencies of our team with the appointment of Dr José Iglesias to the role of Chief Medical Officer, Dr Jeremy Simpson as Vice President Clinical Development and Dr Forrest Fuller as Vice President Business Development. We also welcomed the addition of the team from Eclipse Therapeutics (Eclipse), including co-founders Dr Peter Chu and Dr Chris Reyes, following its acquisition by Bionomics in September 2012. Dr Jonathan Lim, Executive Chairman of Eclipse, also joined Bionomics' Board ensuring continuity as Bionomics implemented its strategy in the highly promising area of cancer stem cells therapeutics. I also congratulate Dr Sue O'Connor, who has been with Bionomics now for ten years, for her promotion to Vice President of Neuroscience Research.

With achievement of milestones such as the completion of enrolment in our Phase II renal cancer trial and the successful establishment of operations in San Diego, I believe that Bionomics has reached a key inflection point in our development and that the next twelve months will see us building on the successes of our partnership strategy, seen most recently in the Company's partnership with Merck & Co. Partnering opportunities such as these are only possible when we make advances in our discovery and clinical trial programs and build our pipeline into a portfolio that is of high value. I am very excited by the breakthroughs we have made during the year in the exciting areas of cancer and central nervous system therapies and believe that these are an indication of Bionomics' strong pipeline.

With the support of our shareholders and the raising of an additional $16.4 million, Bionomics closed FY13 with $22.45 million in cash and I believe we are in a strong position to negotiate with multiple parties on these compounds.

I would like to thank my fellow Directors, our CEO Deborah Rathjen and the entire Bionomics team for their efforts during the year and also our shareholders for their continued commitment to our business.

Yours sincerely,

**Graeme Kaufman**
**Chairman**

# CEO & MANAGING DIRECTOR'S REPORT

**DEAR SHAREHOLDER,**

The 2013 financial year has seen continued focus on building out our deep, staged pipeline, working with our partner Ironwood Pharmaceuticals to progress IW-2143 (BNC210) and positioning the business to secure additional value creating partnering opportunities that will lock in future revenue streams. Our vision is to become a leading player in the global drug discovery and development business with recurrent revenue streams underpinned by out-licensing agreements and a valuable intellectual property portfolio of compelling drug candidates.

Bionomics' strategy to leverage our core strengths in solid tumour oncology, central nervous system and immune disease therapies, has delivered a valuable portfolio of drug candidates that target multi-billion dollar market opportunities across those segments.

During the year we added to that portfolio, organically via our "in house" proprietary drug discovery platforms and development capability as evidenced by BNC375 the Company's drug candidate for Alzheimer's Disease, as well as by the acquisition of a pipeline of complementary oncology assets, via the acquisition of Eclipse Therapeutics (Eclipse).

We have also added to our team and this has enabled us to advance our programs rapidly, to validate our science and to attract the attention of key players seeking to fill their own product pipelines with new drug candidates like our own. Evidence of this is in the recently announced partnership with Merck & Co (known as MSD outside the US and Canada). On 31 July 2013 Bionomics announced an agreement to discover and develop novel small molecule candidates for the treatment of chronic pain, including neuropathic pain. Merck is a global pharmaceutical company and this research collaboration is validation of Bionomics' drug discovery platforms ionX® and MultiCore®. It is also a further example of the Company's partnership strategy. Under the terms of the agreement, Merck will have the option to exclusively license a compound from Bionomics for development and commercialisation. In return, Bionomics may receive option exercise fees and development and regulatory milestone payments of up to US$172 million. Bionomics may also be eligible for undisclosed royalties on net sales of products from the collaboration. Bionomics retains the right to develop and commercialise certain compounds for which Merck does not exercise its option. The initial period of the research program will be two years.

During the year Bionomics also demonstrated its ability to progress the development of its lead cancer program. BNC105, Bionomics' dual acting vascular disrupting agent for the treatment of solid tumours reached a significant milestone with enrolment into the multinational Phase II clinical trials in patients suffering metastatic renal cancer and who have failed prior treatment with tyrosine kinase inhibitors.

OUR VISION IS TO BECOME A LEADING PLAYER IN THE GLOBAL DRUG DISCOVERY AND DEVELOPMENT BUSINESS WITH RECURRENT REVENUE STREAMS UNDERPINNED BY OUT-LICENSING AGREEMENTS AND A VALUABLE INTELLECTUAL PROPERTY PORTFOLIO OF COMPELLING DRUG CANDIDATES.

DEBORAH RATHJEN
CEO AND MANAGING DIRECTOR.

# CEO & MANAGING DIRECTOR'S REPORT

Yana Kolev, Research Assistant

## SECURING A SOLID FINANCIAL UNDERPINNING

From a financial perspective we are pleased to report continued growth in our revenue and other income which is up 19% over the prior year to $11.83 million. Revenue growth comes from payments that were received under the Ironwood out-licensing arrangement, contract service fees earned by Neurofit and funds received under the R&D tax incentive.

We will continue to position the business to receive research and development funding including grants where available. Having a global business with operations in the US, Europe and Australia provides us with a solid business development and regulatory platform, but it also brings with it the opportunity to participate in a much deeper pool of funds allocated to drug discovery programs like our own.

Earlier this year we saw an opportunity to advance our Alzheimer's drug candidate BNC375 and have been building a data package that has formed the basis for our discussions with potential partners. Similarly, in cancer stem cells Bionomics has moved quickly to showcase its BNC101 antibody at major industry events. These initiatives have been supported by the Company's raising of $16.4 million in capital from new and existing shareholders earlier this year.

As at 30 June 2013 Bionomics held $22.45 million in cash and we are confident we now have the resources we need to continue to advance both of those programs and to negotiate lucrative partnership deals with key players when the time is right. Our immediate partnership priorities are BNC375 and our Kv1.3 programs, and BNC105 once data from the recently completed Phase II clinical trial is available in early 2014 calendar year.

Looking ahead, future revenues are anticipated from payments received through our out-licensing arrangements with Ironwood and Merck, contract services fees earned by Neurofit as well as any further upfront or milestone payments that are secured by way of additional out-licensing arrangements secured for our other compounds.

## LEVERAGING OUR CORE STRENGTHS INTO POWERFUL PARTNERSHIPS

At Bionomics we have a simple business model:

- Employ our proprietary drug discovery platforms to advance "first in class" and "best in class" drug compounds that target multi-billion dollar market opportunities in the pharmaceutical industry;
- Identify partners with the development, regulatory and commercial capability to take our compounds to market;
- Secure deals (sometimes in the pre-clinical phase) that will extract cash and deliver shareholder value early out of the portfolio – without compromising the commercial upside at the back end; and
- Continuously look for new compounds and candidates that fit with our competitive strengths, and which allow us to diversify the portfolio and manage risk.

### DRUG DISCOVERY

- Platform for delivering new drug candidates
- Propagates pipeline with multiple shots on goal

### DRUG DEVELOPMENT

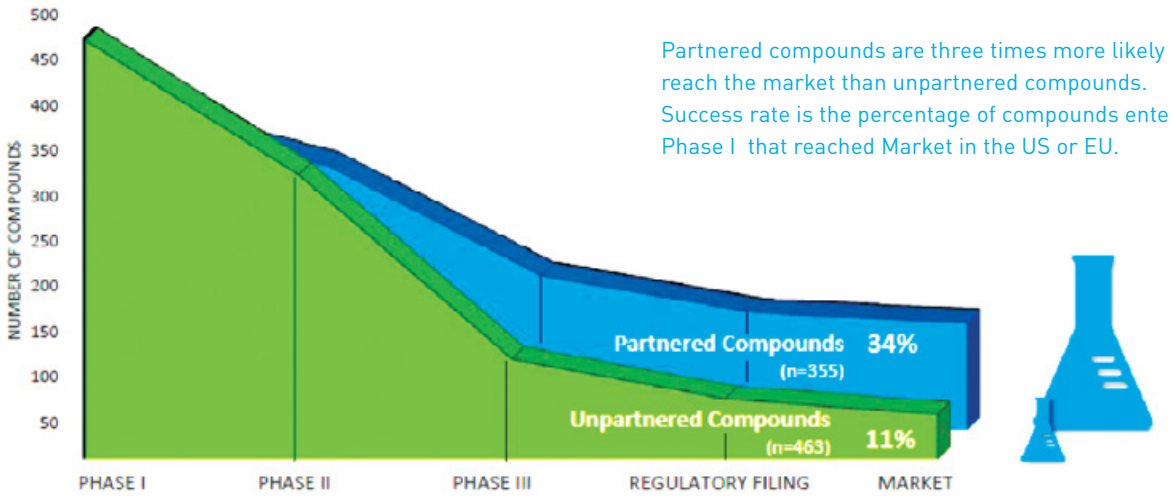
- Targeted clinical trials

### PARTNERING

- Lay off risk with experienced partners
- Generate revenue streams to support discovery programs

Our focussed partnership strategy around our drug candidates and platforms for drug discovery are key differentiators we see with Bionomics and some of our peers. According to Deloitte Trendlines, partnering has significant advantages with partnered compounds three times more likely to reach the market than those that are unpartnered.

## THE PARTNERSHIP EFFECT: SUCCESS RATES OF PARTNERED VS. UNPARTNERED COMPOUNDS




Partnered compounds are three times more likely to reach the market than unpartnered compounds. Success rate is the percentage of compounds entering Phase I that reached Market in the US or EU.

Data is for compounds that were in clinical development from 1/12/81 through 8/11/12 by 330 biopharmaceutical companies. A partnered compound is a compound that was part of a Co-Development, Collaboration, Co-Marketing, Co-Promotion, Development or Research License agreement, or a Joint Venture agreement that involved another biopharmaceutical company. The compound retains the status of partnered asset even though the partnership may have ended at some point.

Our focus is on our key strengths across cancer, in particular solid tumour oncology, central nervous system and immune disease therapies. During the year we have made significant progress across each of these areas.

# CEO & MANAGING DIRECTOR'S REPORT

## ONCOLOGY

Both the human and socio-economic cost of solid tumours globally is substantial. According to the World Cancer Research Fund, there were an estimated 12.7 million cancer cases around the world in 2008, with this number expected to increase to 21 million by 2030. It is estimated that tens of billions are spent every year on the treatment of cancerous tumours. Bionomics is presently advancing five programs that target solid tumours that we believe will provide hope for patients suffering with the disease. Our most advanced compounds are BNC105 and BNC101 and these represent our key priorities.

### BNC105, VASCULAR DISRUPTING AGENT ENTERS KEY PHASE


Renal cell carcinoma is believed to account for approximately 85 per cent of kidney cancers. Every year approximately 200,000 cases are diagnosed worldwide, with 55,000 people diagnosed in the US alone. The five year survival rate for patients with metastatic disease is less than 2 per cent. The cost of treating the disease is also significant with the market for drugs targeting renal cell carcinoma estimated at $2.5 billion per annum.

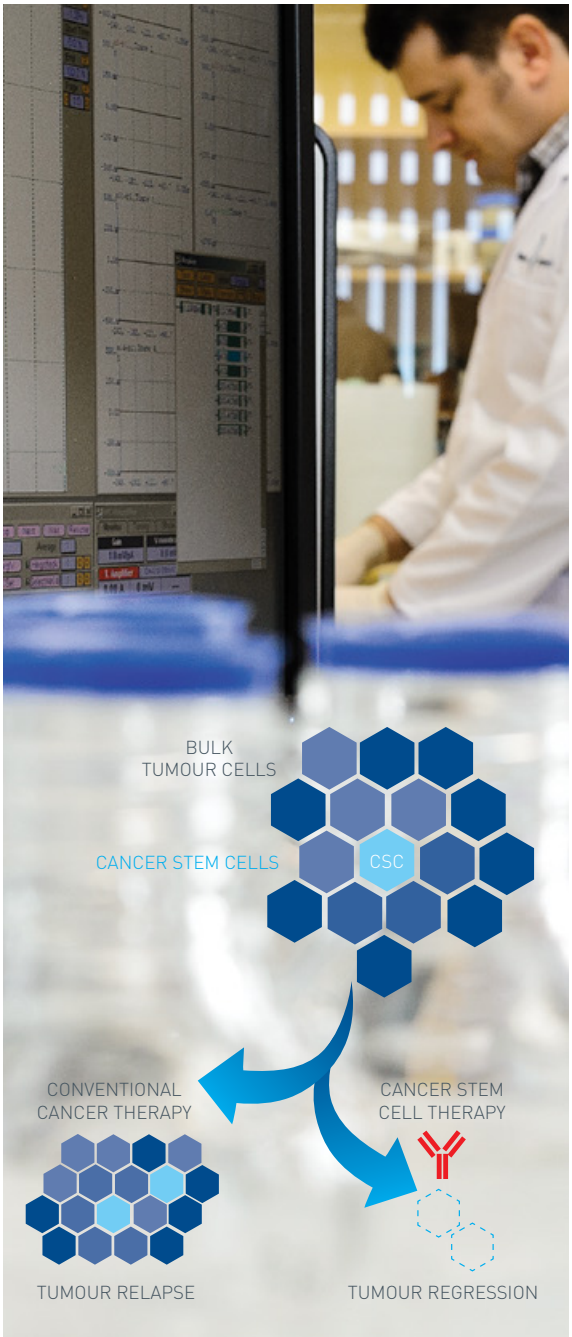
In June, following presentation of the latest clinical data at ASCO, Bionomics announced that it had completed enrolment into a randomized Phase II clinical trial testing the combination of BNC105 plus everolimus (Afinitor) to treat patients with advanced renal cell carcinoma, the DisrupTOR-1 clinical trial. This is the first and only randomized trial to test the combination of an mTOR inhibitor (Afinitor) with a vascular disrupting agent (BNC105) in renal cancer.

The enrolment of 139 patients (surpassing the target enrolment of 134 patients) into this first Phase II clinical trial of BNC105 was an important achievement for Bionomics. It is particularly exciting to reach this milestone in a trial which has the potential to create a new paradigm for the treatment of renal cancer. We have always said that we would be looking to partner this program once we had sufficient data from our clinical trials and achieving this milestone is an important step in the path to partnership. When the time is right, we hope to strike a strategic deal that will allow us to advance this compound through to market and deliver new hope to patients suffering from renal cancer. Treatment options remain limited in progressive metastatic renal cell cancer for patients who have failed tyrosine kinase inhibitor therapy and BNC105 has the potential to broaden treatment options for these patients.

The mechanism of action of BNC105 provides an innovative approach to the treatment of solid tumours, including metastatic renal cell carcinoma, by attacking established tumour blood vessels. We believe that there is a strong scientific rationale for the combination of BNC105 and Afinitor, as well as compelling preclinical and Phase I data that support this approach. Afinitor and BNC105 work by different but complementary mechanisms of action. The vascular disrupting effect of BNC105 causes hypoxic stress and Afinitor concurrently blocks the mTOR driven recovery pathway of renal tumours.

In pre-clinical trials BNC105 has demonstrated synergy in combination with Afinitor, causing significant tumour shrinkage. The Phase I component of the renal cancer trial has also provided encouragement. Phase I data is indicative of clinical benefit and sustained therapy, with patients staying on therapy for up to 18 months. The combination of BNC105 and Afinitor was found to be well tolerated with no dose limiting toxicities or evidence of cumulative toxicity. Eight of the 12 patients achieved disease stabilization. The median treatment period across these eight patients was 11 cycles with each treatment cycle being three weeks. Dose related changes in biomarkers indicative of vascular response suggest that BNC105 reaches effective plasma levels.

As mentioned above, completing enrolment into the trial is an important step in the path to partnership. The data from this trial is anticipated early in calendar year 2014 and Bionomics, preferred position is to have a partner for BNC105 for Phase III trials.




- THE MISSING LINK IN TREATING SOLID TUMOURS
- CSC'S ARE RESISTANT TO CONVENTIONAL THERAPIES
- ERADICATING CSC'S MAY PREVENT RECURRENCE
- COMPLEMENTS THE BNC105 PROGRAM BY TARGETING THE "SEEDS" OF CANCER

**BNC101, CANCER STEM CELL TARGETING ANTIBODY PREPARING FOR IND & PHASE I**

Cancer stem cell (CSC) targeting is widely viewed as the next significant advance in the treatment of cancer. Companies (US examples include Verastem, Oncomed and Stemline Therapeutics) pursuing this mode of action are increasingly gaining investor support and interest. The global market for CSC therapies is estimated to grow to US$8 billion per annum by 2016, with the market for cancer antibody therapies valued at in excess of US$20 billion in 2011.

Bionomics has always sought to be at the cutting edge of cancer drug discovery. Given the importance of cancer stem cells in both cancer initiation and cancer recurrence it is an area that we want to lead. Not only are cancer stem cells important in cancer initiation and recurrence – they are also highly resistant to both chemo and radiation therapy.

In September 2012, Bionomics announced that it had acquired Eclipse Therapeutics, a spin out from Biogen Idec (NADSAQ: BIIB) for $10 million consideration in Bionomics shares, valued at $0.4176 cents per Bionomics share. The programs acquired through the transaction were the product of seven years of investment by Biogen Idec and included two antibody drug candidates we now refer to as BNC101 and BNC102.

Since the acquisition we have initiated manufacturing and IND-enabling studies of BNC101 in preparation for clinical trial. At the same time we are compiling a strong data package on this humanized antibody and are presenting our data at key industry events such as the Molecular Med TriCon "Targeting Cancer Stem Cells" Meeting in San Francisco in February of this year and again at the 2013 PEGS "Promising New Targets – Oncology Stream" conference in Boston in May.

These conferences provide Bionomics with the opportunity to highlight the promising work we are doing in cancer stem cell research. Preclinical studies have demonstrated that BNC101 significantly reduces CSC frequency and prevents tumour re-growth in long term studies. BNC101 increases survival and inhibits weight loss in a cachectic colorectal cancer tumour model. To date BNC101 has not shown evidence of toxicity in a preliminary safety analysis.

We look forward to updating the market on our progress with a pre-IND submission for BNC101 before the end of the 2013 calendar year.

The Eclipse acquisition has also provided Bionomics with an important strategic base in the US, the world's largest pharmaceutical market, enhancing our ongoing business development activities – clearly an important element to the successful execution of our partnering strategy.

# CEO & MANAGING DIRECTOR'S REPORT

**MILESTONE ACHIEVED IN COLLABORATION WITH THE CO-OPERATIVE RESEARCH CENTRE FOR CANCER THERAPEUTICS.**
In 2007 Bionomics joined a consortium of top Australian research centres to form the Co-operative Research Centre (CRC) for Cancer Therapeutics. The CRC for Cancer Therapeutics was awarded AU$37.69 million of federal government funding over seven years to develop new treatments for cancer. Bionomics has been the sole Australian commercial drug discovery partner of the CRC, which represents another side to our partnership model.

On 16 May Bionomics announced the achievement of a milestone in one of the collaborative programs. A novel compound, CTx-0357927, suppressed cancer progression as indicated by tumour growth inhibition and number of identified metastases in an animal model of melanoma. CTx-0357927 is an inhibitor of vascular growth factor receptor 3 (VEGFR3), a receptor closely linked to the development of lymphatic vessels which act as a conduit for tumour cells spreading to different sites of the body.

US figures suggest that the overall 5-year survival rate for patients whose melanoma is detected early, before the tumour has spread to the regional lymph nodes or other organs, is about 98 percent. The survival rate falls to 62 percent when the disease reaches the lymph nodes, and 15 percent when the disease metastasizes to distant organs. Melanoma is the fourth most common cancer reported in Australia. In 2008, there were 11,057 new cases of melanoma of the skin in Australia accounting for 9.8 per cent of all new cancers.

Foreground: Annabell Leske, Research Associate Drug Development
Background from left: Chloe Brown, Laboratory Technician, Dr Daniel Inglis, Research Scientist

Foreground: Carolyn Coles, Project Manager Neuroscience
Background: Dr Jorgen Mould, Director, Ion Channel Biology & Head, ionX Platform Development

## CENTRAL NERVOUS SYSTEM

The market for drugs treating central nervous system (CNS) diseases is significant and growing. In the US, anxiety disorders affect 40 million people each year and while there are therapies available there remains a significant, unmet need. Global sales for anti-anxiety drugs alone are estimated to be in excess of US$5 billion per annum and global sales of drugs that treat depression are more than twice that. At the same time, more than five million Americans are living with Alzheimer's which is estimated to cost that nation in excess of US$200 billion per annum. Alzheimer's is now the sixth leading cause of death in the US.

In CNS, Bionomics has developed a very solid portfolio of drug candidates which include anti-anxiety compound IW-2143 (BNC210) out-licensed last year to Ironwood Pharmaceuticals (NASDAQ: IRWD) and BNC375 a compound targeting treatment for Alzheimer's and other related CNS conditions. With the recently announced partnership with Merck on our pain program, the validation of Bionomics' CNS capability is achieving global recognition.

## UPDATE ON IRONWOOD PARTNERSHIP

In December 2012 Bionomics was advised by its licensee Ironwood Pharmaceuticals Inc. that a Phase I clinical trial of the investigational anti-anxiety drug candidate IW-2143 (BNC210) had commenced in the US, following the November 2012 submission of an IND application to the US FDA.

The Phase I program is designed to assess the safety and pharmacokinetics of IW-2143 in healthy volunteers, using single and multi-dose administration.

This is the first US clinical trial of IW-2143 and Ironwood is responsible for developing and, if approved, commercialising IW-2143 and related compounds, including paying for the costs of clinical development. A US$2 million milestone payment to Bionomics by Ironwood could be triggered through progression of the Phase I program. Pending achievement of certain development and regulatory milestones, Bionomics could receive up to US$345 million in upfront and milestone payments and research funding, as well as royalties on sales of products incorporating BNC210 and other related compounds.

# CEO & MANAGING DIRECTOR'S REPORT

## DUAL TRACK STRATEGY TO MAXIMIZE VALUE FROM ALZHEIMER'S COMPOUND

Bionomics announced in December 2012 that it had identified a novel compound with promising properties as a potential new treatment for Alzheimer's disease. Following validation in preclinical models of memory deficit in Alzheimer's, Bionomics formally nominated BNC375 as its drug candidate.

BNC375 is proprietary to Bionomics and employs a mode of action that is showing great promise in the clinic. BNC375 is a positive allosteric modulator of the $\alpha$7 nicotinic acetylcholine receptor. This receptor has been identified as an important target for improvement of memory and learning deficits that occur in Alzheimer's disease, Parkinson's disease and many other conditions.

BNC375 has been found to be effective across a panel of animal models of impaired learning and memory. To date it has shown no signs of side effects.

Recognising the potential for value creation through partnership for this compound, Bionomics raised an additional $16.4 million earlier this year to allow it to pursue a dual track strategy for BNC375.

Raising the additional capital ensured the business had a strong balance sheet to enable it to advance the program and to negotiate a major partnership deal.

**BNC375: COMPETITIVE ADVANTAGES ***

| CHARACTERISTICS | BIONOMICS BNC375 | COMPETING AGENTS + |
|---|---|---|
| Potent | ✓ | ✓ |
| Rapid onset of action | ✓ | × |
| Potentiates endogenous receptor ligand | ✓ | × |
| Preserve the normal signalling patterns of the receptor | ✓ | × |
| Do not cause receptor desensitization | ✓ | × |
| No potential for development of tolerance | ✓ | × |
| Selectivity over other nicotinic receptors | ✓ | ✓ |

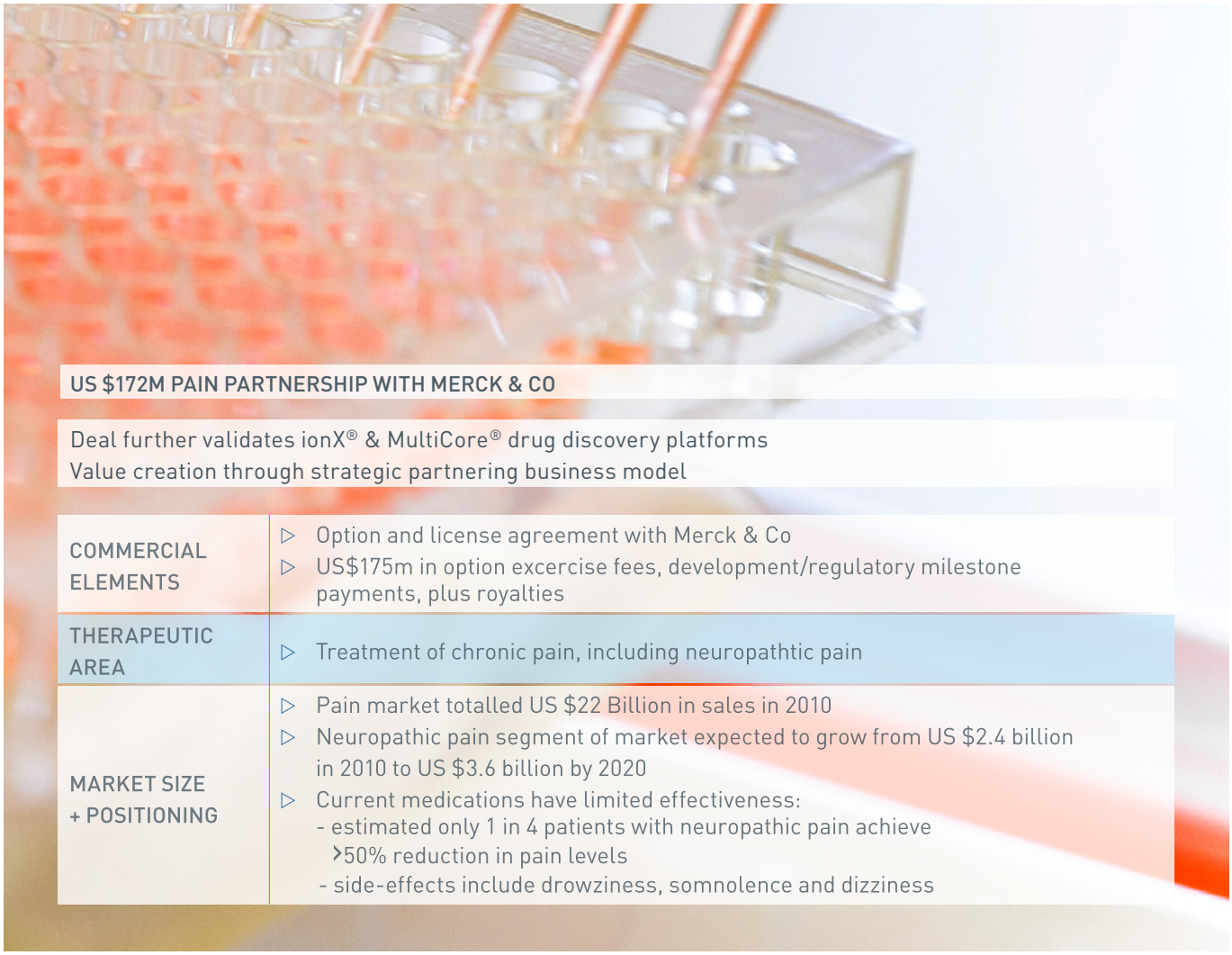
* Based on data from preclinical animal studies + Published information and Bionomics' in-house data

## PAIN PARTNERSHIP WITH MERCK VALIDATES TECHNOLOGY PLATFORMS

In a significant development post 30 June 2013, Bionomics has formed a partnership with Merck & Co to discover and develop novel small molecule candidates for the treatment of chronic pain, including neuropathic pain. The initial period of the research program will be two years. Through partnerships such as this Bionomics is continuing to deliver on its business model of strategic partnering for the development and commercialisation of selected programs within its pipeline.

Bionomics is using its ionX® drug discovery platform and MultiCore® chemistry to identify potential drug candidates. This research collaboration is thus a strong validation of our drug discovery platforms.

As shareholders are aware Bionomics targets very significant market opportunities in each of its drug discovery programs and the pain market is no exception. The global pain treatment market recorded sales of US$22 billion in 2010. However, as patent expiries loom, the global market value is anticipated by some analysts to contract to US$18.7 billion by 2016. Within the global pain market the neuropathic pain market is expected to grow from US$2.4 billion in 2010 to reach US$3.6 billion by 2020. (The Pain Outlook to 2013, Scrip Business Insights 2011). Bionomics also targets areas where patient's needs may not be adequately addressed. For example current medications used to treat neuropathic pain have limited effectiveness and it has been estimated that only one in four patients with neuropathic pain achieve greater than 50% reduction in pain levels. Side-effects of current medications include drowsiness, somnolence and dizziness.

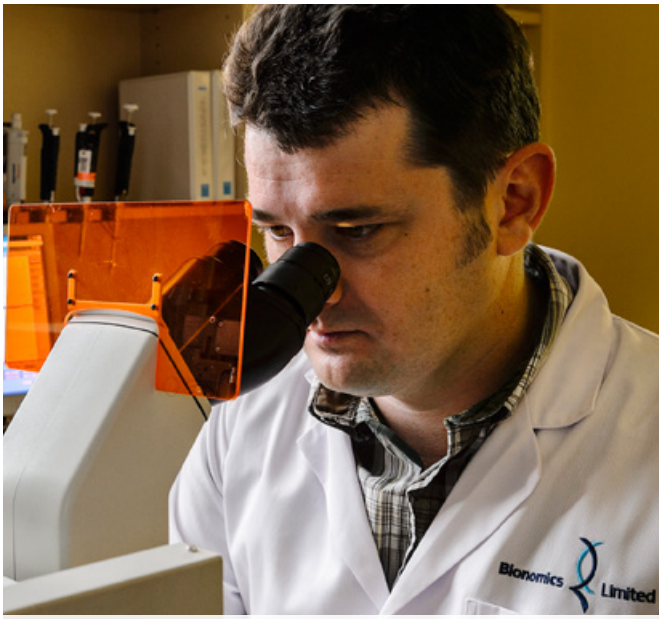


**US $172M PAIN PARTNERSHIP WITH MERCK & CO**

Deal further validates ionX® & MultiCore® drug discovery platforms
Value creation through strategic partnering business model

| | |
|---|---|
| COMMERCIAL ELEMENTS | ▷ Option and license agreement with Merck & Co<br>▷ US$175m in option excercise fees, development/regulatory milestone payments, plus royalties |
| THERAPEUTIC AREA | ▷ Treatment of chronic pain, including neuropathtic pain |
| MARKET SIZE + POSITIONING | ▷ Pain market totalled US $22 Billion in sales in 2010<br>▷ Neuropathic pain segment of market expected to grow from US $2.4 billion in 2010 to US $3.6 billion by 2020<br>▷ Current medications have limited effectiveness:<br>- estimated only 1 in 4 patients with neuropathic pain achieve >50% reduction in pain levels<br>- side-effects include drowziness, somnolence and dizziness |

# CEO & MANAGING DIRECTOR'S REPORT




Dr Anton Grishin, Senior Research Scientist

## IMMUNE DISEASE

The global market for immunomodulator drugs is estimated at US$46.8 billion. Immunomodulators have the potential to provide effective therapies for a range of inflammatory indications such as multiple sclerosis, rheumatoid arthritis, psoriasis and uveitis. With few therapeutic options for these conditions, the commercial opportunity for companies that have effective treatments for these conditions is substantial.

Bionomics Kv1.3 program has enormous potential in the treatment of immune-related conditions. Since regaining ownership of the Kv1.3 program from Merck Serono, Bionomics has continued to advance this program, building out the data package and positioning the business to secure another development and commercial partner. Partnership discussions are ongoing with a number of companies at this time.

## OUTLOOK

I believe the next twelve months will be a watershed period for the Company as we await the BNC105 clinical trial results which will position this program for a strategic partnership. With a very valuable pipeline of compounds that leverage our core strengths in solid tumour oncology and central nervous system therapies we are nearing further key inflection points for the business as we seek to put additional partnerships in place. We believe our strategy to partner our programs will continue to provide us with industry validation for our compounds, crystallizing the value of our portfolio and enabling us to secure multiple recurrent revenue streams from our intellectual property over time. Of course the recent evidence for this comes from our partnership with Merck on our pain program.

We are excited about the coming year and look forward to updating you on our progress.

I would like to extend my thanks to our Board, the Bionomics team and most of all our shareholders for their continued support.

Yours sincerely,

**Deborah Rathjen**
CEO & Managing Director

# PIPELINE

| DRUG CANDIDATE / PROGRAM | DISCOVERY | PRECLINICAL | PHASE I | PHASE II | LICENSEE / PARTNER |
|---|---|---|---|---|---|
| **CANCER** | | | | | |
| **BNC105** SOLID TUMOURS, RENAL, OVARIAN, MESOTHELIOMA | | | | | |
| **BNC101** CANCER STEM CELLS, SOLID TUMOURS, COLON, BREAST, PANCREATIC | | | | | |
| **BNC102** CANCER STEM CELLS, SOLID TUMOURS | | | | | |
| **VEGFR3** SOLID TUMOURS, MELANOMA, BREAST | | | | | Cancer Therapeutics CRC |
| **RET** LUNG AND THYROID CANCERS | | | | | Cancer Therapeutics CRC; Walter+Eliza Hall Institute of Medical Research |
| **CENTRAL NERVOUS SYSTEM** | | | | | |
| **BNC210 (IW-2143)** ANXIETY/DEPRESSION | | | | | Ironwood |
| **BNC375** COGNITIVE IMPAIRMENT, ALZHEIMER'S DISEASE, ADHD, SCHIZOPHRENIA | | | | | |
| **GABA-A** EPILEPSY | | | | | |
| **UNDISCLOSED** PAIN | | | | | MERCK & CO., INC. |
| **IMMUNE DISEASE** | | | | | |
| **Kv1.3** PSORIASIS, MULTIPLE SCLEROSIS, RHEUMATOID ARTHRITIS | | | | | |

# INTELLECTUAL PROPERTY PORTFOLIO

Bionomics continues to build a strong patent portfolio covering the key elements of its business. Through the worldwide Patent Cooperation Treaty (PCT) mechanism, Bionomics and its related companies were granted 19 patents this financial year, 21 PCT patent applications entered the national and regional phases of examination and 9 provisional patent applications were filed as indicated below.

## NEW PATENT APPLICATIONS GRANTED THIS FINANCIAL YEAR:

### GRANTED

| PATENT NO. | COUNTRY | TITLE | GRANT DATE |
|---|---|---|---|
| 8217189 | United States of America | Novel chromenone potassium channel blockers and uses thereof | 10 July 2012 |
| 575685 | New Zealand | Novel benzofuran potassium channel blockers and uses thereof | 6 August 2012 |
| 2454073 | Canada | Mutations in ion channels | 28 August 2012 |
| 2008307075 | Australia | Novel aryl potassium channel blockers and uses thereof | 30 August 2012 |
| 160125 | Singapore | Novel benzofuran potassium channel blockers and uses thereof | 31 August 2012 |
| 8278290 | United States of America | Novel tubulin polymerisation inhibitors | 2 October 2012 |
| 8288096 | United States of America | Diagnostic method for epilepsy | 16 October 2012 |
| 8293737 | United States of America | Novel anxiolytic compounds | 23 October 2012 |
| 8309351 | United States of America | Markers of endothelial cells and uses thereof | 13 November 2012 |
| 8309545 | United States of America | Novel benzofuran potassium channel blockers and uses thereof | 13 November 2012 |
| 2074123 | Europe | Novel anxiolytic compounds | 5 December 2012 |
| 589989 | New Zealand | Novel potassium channel blockers and uses thereof | 11 December 2012 |
| HK1124329 | Hong Kong | Substituted benzofurans, benzothiophenes, benzoselenophenes and indoles and their use as tubulin polymeristaion inhibitors | 4 January 2013 |
| 2007304880 | Australia | Novel benzofuran potassium channel blockers and user thereof | 24 January 2013 |
| 2431891 | Canada | Sodium-channel alpha1-subunit and their polypeptides and their treatment of generalised epilepsy with febrile seizures plus | 29 January 2013 |
| 2007332143 | Australia | Chemical compounds and processes | 21 February 2013 |

GRANTED

| PATENT NO. | COUNTRY | TITLE | GRANT DATE |
|---|---|---|---|
| HK1132268 | Hong Kong | Novel anxiolytic compounds | 3 May 2013 |
| 584330 | New Zealand | Markers of endothelial cells and uses thereof | 30 April 2013 |
| 2007304881 | Australia | Novel chromenone potassium channel blockers and uses thereof | 25 June 2013 |

## NEW PATENT APPLICATIONS FILED THIS FINANCIAL YEAR:

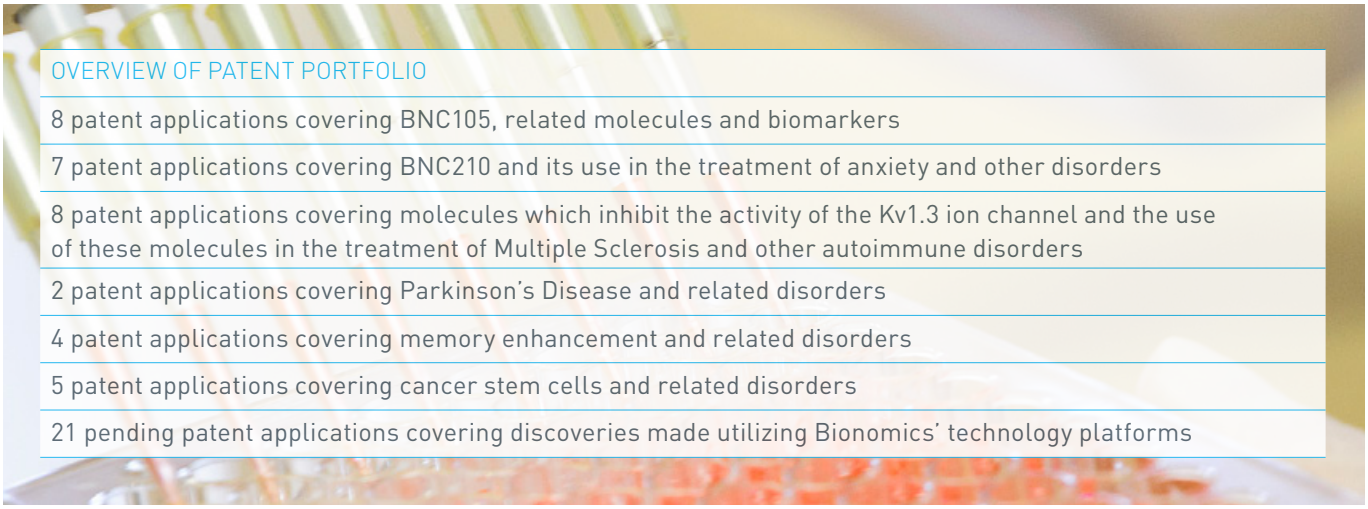
FILED

| PATENT NO. | COUNTRIES | TITLE | PROGRAM |
|---|---|---|---|
| 2012903296 | Provisional | α7 Nicotinic acetylcholine receptor modulators and uses thereof-I | α7 nAChR |
| 2012903295 | Provisional | α7 Nicotinic acetylcholine receptor modulators and uses thereof-II | α7 nAChR |
| 13/617317 | Provisional | Novel anxiolytic compounds (Cont 1) | Anxiety |
| 13/617153 | Provisional | Novel anxiolytic compounds (Cont 2) | Anxiety |
| 61/696511 | Provisional | Compounds and methods for treating a disease or condition | Anxiety |
| 12186384.9 | Europe | Novel anxiolytic compounds | Anxiety |
| 12113140.8 | Hong Kong | Combination therapy for treating proliferative diseases | BNC105 |
| 12113139.1 | Hong Kong | Treatment for macular degeneration | BNC105 |
| 2013900167 | Provisional | α7 Nicotinic acetylcholine receptor modulators and uses thereof | α7 nAChR |
| 2805397 | Canada | Chemical processes for the manufacture of substituted benzofurans | BNC105 |
| 201180042879.0 | China | Chemical processes for the manufacture of substituted benzofurans | BNC105 |
| 463/DELNP/2013 | India | Chemical processes for the manufacture of substituted benzofurans | BNC105 |
| 2013:518910 | Japan | Chemical processes for the manufacture of substituted benzofurans | BNC105 |
| 13/810364 | United States of America | Chemical processes for the manufacture of substituted benzofurans | BNC105 |
| 11806154.8 | Europe | Chemical processes for the manufacture of substituted benzofurans | BNC105 |
| 605923 | New Zealand | Chemical processes for the manufacture of substituted benzofurans | BNC105 |

# INTELLECTUAL PROPERTY PORTFOLIO

FILED

| PATENT NO. | COUNTRIES | TITLE | PROGRAM |
|---|---|---|---|
| 2011279560 | Australia | Chemical processes for the manufacture of substituted benzofurans | BNC105 |
| 61/798926 | United States Provisional | Salts, co-crystals and polymers of an anxiolytic compound | BNC210 |
| 61/787436 | United States Provisional | Polymorph B of an anxiolytic compound | BNC210 |
| PCT/AU2013/000497 | PCT | Polymorph B of an anxiolytic compound | BNC210 |
| 2013204159 | Australia | Polymorph B of an anxiolytic compound | BNC210 |
| 2013202426 | Australia Divisional | Novel anxiolytic compounds | Anxiety |
| 2012222874 | Australia | Novel small-molecules as therapeutics | Anxiety |
| 2012222869 | Australia | Methods of treating a disease or condition of the central nervous system | Anxiety |
| 2012253237 | Australia | Methods for preparing naphthyridines | Anxiety |
| 2013901443 | Provisional | α 7 Nicotinic acetylcholine receptor modulators and uses thereof III | α7 nAChR |
| 2013-531697 | Japan Divisional | Novel anxiolytic compounds | Anxiety |
| 2012212393 | Australia | Positive allosteric modulators of the alpha 7 nicotinic acetycholine receptor and uses thereof | α7 nAChR |
| PCT/AU2013/000581 | PCT | Combination therapy involving a vascular disrupting agent and an agent which targets hypoxia | BNC105 |
| 2013204313 | Australia | Combination therapy involving a vascular disrupting agent and an agent which targets hypoxia | BNC105 |
| 2012255690 | Australia | Amine derivatives as potassium channel blockers | Kv1.3 |



| OVERVIEW OF PATENT PORTFOLIO |
|---|
| 8 patent applications covering BNC105, related molecules and biomarkers |
| 7 patent applications covering BNC210 and its use in the treatment of anxiety and other disorders |
| 8 patent applications covering molecules which inhibit the activity of the Kv1.3 ion channel and the use of these molecules in the treatment of Multiple Sclerosis and other autoimmune disorders |
| 2 patent applications covering Parkinson's Disease and related disorders |
| 4 patent applications covering memory enhancement and related disorders |
| 5 patent applications covering cancer stem cells and related disorders |
| 21 pending patent applications covering discoveries made utilizing Bionomics' technology platforms |

# BOARD OF DIRECTORS

**MR GRAEME KAUFMAN** BSC, MBA

**CHAIRMAN, NON-EXECUTIVE DIRECTOR**

Mr Kaufman has wide ranging experience across the biotechnology sector, spanning scientific, commercial and financial areas. His experience with CSL Limited, Australia's largest biopharmaceutical company included responsibility for all of their manufacturing facilities, and the operation of an independent business division operating in the high technology medical device market. As CSL's General Manager Finance, Mr Kaufman had global responsibility for finance, strategy development, human resources and information technology. Mr Kaufman has also served as an executive director of ASX-listed Circadian Technologies and a non-executive director of Amrad Corporation. He was previously Executive Vice President Corporate Finance with Mesoblast Limited and is currently a non-executive director of IDT Australia Limited and Cellmid Limited.

**DR DEBORAH RATHJEN** BSC (HONS), PHD, MAICD, FTSE

**CEO AND MANAGING DIRECTOR**

A seasoned biotech executive of almost 20 years, Dr Deborah Rathjen joined Bionomics in June 2000 from Peptech Limited, where she was Manager of Business Development and Licensing. Dr Rathjen was a co-inventor of Peptech's TNF technology and leader of the company's successful defence of its key TNF patents against a legal challenge by BASF, providing Peptech with a strong commercial basis for licensing negotiations with BASF, Centocor and other companies with anti-TNF products. Dr Rathjen has significant experience in company building and financing, mergers and acquisitions, therapeutic product research and development, and business development and licensing. Dr Rathjen is Chairperson of the AusBiotech Board and in 2004 was awarded the AusBiotech President's Medal for her significant contribution to the Australian biotechnology industry. In 2006 she received a Distinguished Alumni Award from Flinders University, in 2009 the BioSingapore Asia Pacific Woman Entrepreneur of the Year, 2010 Bio Innovation SA Industry Leader Award and the BioSpectum Asia person of the year 2013.

# BOARD OF DIRECTORS

## MR TREVOR TAPPENDEN ACA, FAICD

### NON-EXECUTIVE DIRECTOR

Mr Tappenden commenced a career as a Non-Executive Director in 2003 after a career with Ernst & Young spanning 30 years. During his time at Ernst & Young Mr Tappenden held a variety of positions including Managing Partner of the Melbourne Office, member of the Board of Partners, Head of the Victorian Government Services Group and National Director of the Entrepreneurial Services Division. He holds directorships in various private, government and not-for-profit organisations and is the Chairman of the Audit and Risk Management Committees of many of those organisations.

## DR ERROL DE SOUZA PHD

### NON-EXECUTIVE DIRECTOR

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 a leading US company Biodel 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.

## DR JONATHAN LIM MD

### NON-EXECUTIVE DIRECTOR

Jonathan Lim, MD is Managing Partner of City Hill Ventures, LLC, which he established in 2010 prior to co-founding Eclipse Therapeutics in early 2011. Dr Lim was formerly President, CEO, and Board Director of Halozyme Therapeutics, Inc. where he grew the company from five employees and a market value of $5 million in May 2003 to 140 employees and peak market capitalisation of nearly $1 billion during his tenure. Under Dr Lim's eight years of leadership, the company went public and raised $300 million from financing and corporate partnerships with Roche and Baxter, achieved two US FDA approvals, and built a late stage pipeline of two Phase III, two Phase II, and two Phase I product candidates. Dr Lim's prior experience includes management consulting at McKinsey, NIH Postdoctoral Fellowship at Harvard, and general surgery residency at New York Hospital-Cornell. He has BS and MS degrees from Stanford, MD from McGill and MPH from Harvard.

# MANAGEMENT

**DR JOSÉ IGLESIAS** MD
**CHIEF MEDICAL OFFICER**

Dr Iglesias, responsible for clinical development of the Bionomics Oncology pipeline and with Bionomics since November 2012, is a seasoned medical professional with 22 years global experience in the biopharmaceutical industry. Prior to joining Bionomics, he spent six years at Celgene Corporation and its wholly owned subsidiary Abraxis Bioscience as VP of Clinical Development at Celgene with previous roles including CMO and VP of Global Clinical Development and Medical Affairs at Abraxis. Previously, Dr Iglesias worked in several positions at US pharmaceutical giant Eli Lilly over 10 years, including his appointment as Oncology Medical Advisor for the Australia and the Asia Pacific region between 2002 and 2004. A graduate from the Montevideo School of Medicine, Dr Iglesias has been published more than 50 times and is an active member of ASCO, AACR and ESMO.

**MS MELANIE YOUNG** BCOM, CA
**CHIEF FINANCIAL OFFICER AND COMPANY SECRETARY**

Ms Young has over 14 year's experience, with six years in the medical device field, including two years as CFO of an ASX-listed company covering all facets of the company's global finance function. In particular, her considerable commercial experience in listed company reporting requirements, international finances and working capital management complements the Bionomics team. Ms Young has also gained experience in negotiating distributor agreements, due diligence, cost reduction strategies and improving operating efficiencies. Previously Ms Young worked for Deloitte Touche Tohmatsu in the Growth Solutions Division. Ms Young holds a Bachelor of Commerce from Deakin University and is a Chartered Accountant.

# CORPORATE GOVERNANCE STATEMENT

Bionomics Limited (the Company) and the Board are committed to achieving and applying a high standard of corporate governance taking into consideration the Company's size and the industry in which the Company operates.

The Company's Governance framework is consistent with the Australian Securities Exchange (ASX) Corporate Governance Council (ASX CGC) guidelines.

The relationship and division of responsibilities between the Board and other key management personnel is critical to the Company's long-term success. The directors are responsible to the shareholders for the performance of the Company in both the short and the longer term and for seeking an appropriate balance between sometimes competing objectives in determining the best interests of the Company. Their focus is to enhance the interests of shareholders and to ensure the Company is properly governed.

Day to day management of the Company's affairs, including the implementation of its approved strategy and policy initiatives, is delegated by the Board to the Chief Executive Officer and Managing Director and other key management personnel, except for matters expressly required by law to be approved by the Board. This delegation process has been formalised by the documentation of responsibilities between the Chairman and the Chief Executive Officer and Managing Director and incorporated into the Board's charter.

The following corporate governance framework has been implemented to ensure the highest level of corporate governance is achieved:

- establishment of an internal control framework focusing on key business risks;
- adoption of a code of professional ethics and conduct which applies to all directors, officers and employees;
- implementation of strict policies regarding related party transactions and the acquisition and disposal of the Company's securities by directors, officers and employees; and
- adoption of clear reporting and communication policies and procedures.

A description of the Company's main corporate governance practices is set out over. All these practices, unless otherwise stated, were in place for the entire year.

## THE BOARD OF DIRECTORS

The Board of Directors (the Board) operates in accordance with the broad principles formally set out in its charter (Board Charter) that is available from the corporate governance section of the Company website at **www.bionomics.com.au**. The Board Charter details the Board's composition and responsibilities.

The Board Charter (inter alia) states:

- the Bionomics' Board will at all times recognise its overriding responsibility to act honestly, fairly, diligently and in accordance with the law in fulfilling its primary responsibility of looking after the interests of Bionomics' shareholders. These interests are well served by also taking into consideration the interests of other stakeholders such as employees and affiliated institutions.
- the Board is to be comprised of both executive and non-executive directors with a majority of non-executive directors.
- in recognition of the importance of independent views and the Board's role in supervising the activities of management, the majority of the Board must be independent of management and all directors are required to bring independent judgement to bear in their Board decision making.
- the Board shall undertake an annual Board performance evaluation to identify any improvements necessary for both its operations and the Board Charter.

### RESPONSIBILITIES OF THE BOARD

The responsibilities of the Board include:

- approving the strategic direction, objectives and annual financial budget of Bionomics and monitoring the implementation of those strategies and achievement of those objectives and budget.
- monitoring compliance with regulatory requirements and ethical standards.
- appointing and reviewing the performance of the Chief Executive Officer and Managing Director and of the performance of the Chief Executive Officer's direct reports in achieving corporate goals.
- approving announcements to shareholders and the ASX.
- approving significant third party agreements.
- issuing shares, options, equity instruments or other securities.
- developing Bionomics' corporate governance procedures, systems of risk management and internal compliance and control, codes of conduct (including human resources policies) and legal compliance.

- approving and monitoring the progress of major capital expenditure, capital management and acquisitions and divestures.
- assessing the composition of the Board and reviewing its processes and performance.

BOARD MEMBERS

Details of the members of the Board, their experience, expertise, qualifications, term of office and independence status are set out in the Directors' Report under the heading 'Information on Directors'. At the date of signing the Directors' Report there were four non-executive directors (including the Chairman), all of whom are deemed independent under the principles set out below and one executive director.

The Board seeks to ensure that it is cognisant of the state of development of Bionomics as a company:

- at any point in time, its membership as a group has expertise in areas of current and future importance to the Company as it grows.
- the size of the Board is conducive to effective discussion and efficient decision-making.

DIRECTORS' INDEPENDENCE

The Board has adopted specific principles in relation to directors' independence. These state that to be deemed independent, a director must be independent of management and free of any business or other relationship that could materially interfere with – or could reasonably be perceived to materially interfere with – the exercise of their unfettered and independent judgement.

Issues relating to an assessment of the independence of a director will be determined by reference to the guidance provided by the ASX CGC guidelines. The Board shall determine the thresholds of materiality from the perspective of both the Company and its directors in determining whether a director maintains his or her independence of mind.

TERM OF OFFICE

The Company's Constitution specifies that all non-executive directors must retire from office no later than the third AGM following their last election, however they may offer themselves for re-election.

ROLE OF THE CHAIRMAN AND CHIEF EXECUTIVE OFFICER AND MANAGING DIRECTOR

The Chairman is responsible for leading the Board, ensuring directors are properly briefed in all matters relevant to their role and responsibilities, facilitating Board discussions and managing the Board's relationship with the Company's key management personnel.

The Chief Executive Officer and Managing Director is responsible for implementing the Company strategies and policies.

COMMITMENT

Regular Board meetings and reviews of strategy are held throughout the year to monitor performance against both the Board approved objectives and the Board's broad strategic plan.

The number of meetings of the Company's Board and of each Board committee held during the year ended 30 June 2013 and the number of meetings attended by each director is disclosed in the Directors' Report under the heading 'Meetings of Directors'.

It is the Company's practice to allow its executive director to accept appointments outside the Company with prior written approval of the Board.

CONFLICT OF INTERESTS

All Board members are required as a continuing obligation to immediately notify the Board in writing of any actual or potential conflicts of interest or any circumstance that may affect a Board member's level of independence.

INDEPENDENT PROFESSIONAL ADVICE

Directors may seek independent professional advice, at the expense of the Company, on any matter connected with the discharge of their responsibilities. Prior written approval of the Chairman is required, but this will not be unreasonably withheld. Copies of this advice will be made available to, and for the benefit of, all Board members at the discretion of the Chairman.

PERFORMANCE ASSESSMENT

In line with the timetables setting out the adoption of the ASX CGC guidelines the Board undertakes an annual self-assessment comparing its performance with the requirements of the Board Charter. In this process, the Chairman meets directors individually to assess how Board performance may be improved.

# CORPORATE GOVERNANCE STATEMENT

DIVERSITY

Bionomics has implemented a diversity policy. While the key focus of the Diversity Policy and the ASX Corporate Governance Council's recommendations is on promoting the role of women within organisations, the Company recognises that other forms of diversity are also important and seeks to promote and facilitate a range of diversity initiatives throughout the Company beyond gender diversity including setting measurable objectives as necessary.

The Board will ensure that appropriate procedures and measures are introduced and delegated to the Audit and Risk Management Committee to ensure that the Company's diversity commitments are implemented appropriately.

With an extremely limited pool of appropriate candidates for many roles throughout the organisation, the Company considers that it would be detrimental to shareholder interest to recruit on any basis other than merit, as such no measurable objectives have been established at this time.

Recommendation 3.4 of the Principles of ASX listing rules (Guidance Note 9) requires ASX listed entities to disclose in the Annual Report the proportion of women in the whole organisation, in senior executive positions and on the Board at the end of year.

| | TOTAL | BOARD | SENIOR EXECUTIVE | OTHER |
|---|---|---|---|---|
| All Staff | 59 | 5 | 2 | 52 |
| Female Staff | 28 | 1 | 1 | 26 |
| **% of total** | **47%** | **20%** | **50%** | **50%** |

## CORPORATE REPORTING

For each of the half-year and full-year results, the Chief Executive Officer and Managing Director and Chief Financial Officer are required to make the following certifications to the Board:

- that the Company's financial statements are complete and present a true and fair view, in all material respects, of the financial condition and operational results of the Company and are in accordance with relevant accounting standards; and
- that the above statement is founded on a sound system of risk management and internal compliance and control which implements the policies adopted by the Board and that the Company's risk management and internal compliance and control are operating efficiently and effectively in all material respects.

## BOARD COMMITTEES

The Board has established one committee to assist in the execution of its duties and to allow detailed consideration of complex issues. This committee is the Audit and Risk Management Committee, which is comprised entirely of non-executive directors.

All matters determined by the committee are submitted to the full Board as recommendations for final Board decision. Minutes of committee meetings are tabled at a subsequent Board meeting.

There is no formal nomination committee for the Company. Nominations for the Board are considered by the full Board as part of normal business reviewed by the Board at its regular meetings.

Under the Board Charter, in the event that the Board believes a new director should be appointed, the Board shall review the range of skills, experience and expertise currently existing on the Board in relation to areas of current and future importance to the Company as it grows. Candidates are assessed against this review of needs and, where appropriate, advice is sought from independent search consultants.

Where the Board appoints a suitable candidate that person must stand for election at the next AGM of the Company.

Notices of meeting for the election of directors comply with the ASX CGC guidelines.

New directors will be provided with a letter of appointment setting out the Company's expectations, their responsibilities, rights and the terms and conditions of their appointment.

COMPENSATION COMMITTEE

Due to the size of the Board, all Compensation Committee functions are handled by the full Board rather than a subcommittee.

In this context, the Board decides on remuneration and incentive policies and practices generally and makes specific recommendations on remuneration packages and other terms of employment for executive directors and non-executive directors.

All key management personnel sign a formal employment contract at the time of their appointment covering a range of matters including their duties, rights, responsibilities and any entitlements on termination. A formal establishment of annual objectives and subsequent evaluation of performance including a half-year review is conducted by the Chief Executive Officer and Managing Director with all key management personnel who report directly to that position.

Further information on directors' and other key management personnel's remuneration is set out in the Directors' Report and note 23 to the financial statements.

The Compensation Committee previously had responsibility for reviewing any transactions between the Company and the directors, or any interest associated with the directors, to ensure the structure and the terms of the transaction was in compliance with the *Corporations Act 2001* and was appropriately disclosed. This is now the responsibility of the full Board.

AUDIT AND RISK MANAGEMENT COMMITTEE
The Audit and Risk Management Committee consists of the following non-executive directors:

- Mr Trevor Tappenden (Chairman)
- Mr Graeme Kaufman (appointed 18 September 2012)
- Mr Christopher Fullerton (retired 31 December 2012)

Details of the directors' qualifications and all attendance at Audit and Risk Management Committee meetings are set out in the Directors' Report.

The Audit and Risk Management Committee has its own charter setting out its role and responsibilities, composition, structure, membership requirements and the manner in which the Committee is to operate. This charter is available on the Company website.

The main responsibilities of the Committee are to:

- review, assess and recommend the annual and half-year financial statements to the Board; and
- assist the Board in fulfilling its oversight responsibilities through reviewing:
  - the financial reporting process;
  - the system of internal control and management of risks;
  - the audit process; and
  - the Company's process for monitoring compliance with laws and regulations.

Included in these responsibilities, the Audit and Risk Management Committee:

- reviews the external auditors' proposed audit scope, approach and their performance;
- makes recommendations to the Board regarding the re-appointment of the external auditors;
- considers the independence of the external auditors including the range of non-audit related services provided by the external auditors to the Company; and
- ensures the Company establishes an effective Risk Management Policy and ensures compliance.

In fulfilling its responsibilities, the Audit and Risk Management Committee:

- receives regular reports from management and external auditors;
- reviews whether management is adopting systems and processes sufficient for a company of Bionomics' size and stage of development;
- reviews any significant disagreements between the external auditors and management, irrespective of whether they have been resolved;
- meets separately with external auditors at least twice a year without the presence of management; and
- provides external auditors with a clear line of direct communication at any time to either the Chairman of the Audit and Risk Management Committee or the Chairman of the Board.

The Audit and Risk Management Committee has authority, within the scope of its responsibilities, to seek any information it requires from any employee or external party and to obtain external legal or other professional advice.

## EXTERNAL AUDITORS

The Board's policy is to appoint external auditors who clearly demonstrate quality and independence. The performance of the external auditor is reviewed annually by the Audit and Risk Management Committee which also makes recommendations to the Board about the appointment of audit services for subsequent periods, taking into consideration assessment of performance, existing value and costs.

Deloitte Touche Tohmatsu were appointed as external auditor in 2007. Deloitte's policy is to rotate engagement partners every five years in line with the requirements of the *Corporations Act 2001*.

An analysis of fees paid to the external auditors, including a breakdown of fees for non-audit services, is provided in note 26 to the financial statements. It is the policy of the external auditors to provide an annual declaration of their independence to both the Audit and Risk Management Committee and the Board.

The external auditor is requested to attend the Annual General Meeting (AGM) and be available to answer shareholder questions about the conduct of the audit and the preparation and content of the audit report.

# CORPORATE GOVERNANCE STATEMENT

## RISK ASSESSMENT AND RISK MANAGEMENT

The Board, through the Audit and Risk Management Committee, is responsible for ensuring there are adequate policies in relation to risk management, compliance and internal control systems. In summary, Company policies are designed to ensure significant strategic, operational, legal, reputational and financial risks are identified, assessed and effectively monitored and managed in a manner sufficient for a company of Bionomics' size and stage of development to enable achievement of the Company's business strategy and objectives.

The Company's risk management policies are managed by the key management personnel and other senior staff. The policies are reviewed by the Audit and Risk Management Committee according to a timetable of assessment and review proposed by that Committee and approved by the Board.

## ENVIRONMENTAL, WORK HEALTH AND SAFETY MANAGEMENT POLICIES

The Company recognises the importance of work health and safety (WHS) and is committed to the highest levels of performance. To help meet this objective, policies have been established to facilitate the systematic identification of WHS issues and to ensure they are managed in a structured manner.

This system allows the Company to:

- monitor its compliance with all relevant legislation; and
- encourage employees to actively participate in the management of WHS issues.

The Company is in full compliance with all necessary environmental and other licensing requirements required for its research facilities in Thebarton (South Australia), San Diego (Bionomics Inc) and for Neurofit SAS (Neurofit) in France.

## CODE OF CONDUCT

In its Board Charter, the Board has recognised its overriding responsibility to act honestly, fairly, diligently and in accordance with the law in fulfilling its primary responsibility of looking after the interests of Bionomics' shareholders. The Board believes that the interests of shareholders are best served by also taking into account the interests of other stakeholders such as Bionomics' employees and individuals engaged in Bionomics' directed research at Bionomics' affiliated institutions.

The Board will work to promote and maintain an environment within Bionomics that establishes these principles as basic guidelines for all employees.

Bionomics has formalised a code of business conduct and ethics. A number of policies that relate to business conduct are in place including harassment prevention and share trading, with training provided to all employees as new policies are implemented.

Copies of the share trading policies for directors and employees are available on the Company's website.

## CONTINUOUS DISCLOSURE AND SHAREHOLDER COMMUNICATION

The Company has written policies and procedures that focus on continuous disclosure of any information concerning the Company that a reasonable person would expect to have a material effect on the price of the Company's securities. These policies and procedures also include the arrangements the Company has in place to promote communication with shareholders and encourage effective participation at AGMs. These policies and procedures are available on the Company's website.

The Chief Executive Officer and Managing Director has been nominated as the person responsible for communications with the ASX. This role includes responsibility for ensuring compliance with the continuous disclosure requirements in the ASX Listing Rules and overseeing and co-ordinating information disclosure to the ASX, analysts, brokers, shareholders, the media and the public.

All announcements disclosed to the ASX are posted on the Company's website as soon as practical after disclosure to the ASX. Procedures have also been established for reviewing whether any price sensitive information has been inadvertently disclosed, and if so, this information is also immediately released to the market.

All shareholders are entitled to receive a copy of the Company's Annual Report. In addition, the Company seeks to provide opportunities for shareholders to participate through electronic means. Initiatives to facilitate this include making all Company announcements, details of Company meetings, press releases for the last three years and financial statements available on the Company's website along with transcripts of the Chairman's and Chief Executive Officer and Managing Director's addresses to the Company's AGMs.

The website also includes a feedback and information request mechanism for investors and shareholders via the Contact Us page of the website.

## AUSTRALIAN EQUIVALENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (AIFRS)

The financial statements are prepared in accordance with AIFRS.

# DIRECTORS' REPORT

Your directors present their report on the financial statements of the Group for the year ended 30 June 2013, comprising the parent entity Bionomics Limited (Bionomics) and its subsidiaries. In order to comply with the *Corporations Act 2001*, the directors report as follows:

## DIRECTORS

The following persons were directors of Bionomics during the period and up to the date of this report:

- Mr Graeme Kaufman, Non-Executive Chairman (appointed 18 September 2012)
- Dr Deborah Rathjen, Chief Executive Officer and Managing Director
- Mr Trevor Tappenden, Non-Executive Director
- Dr Errol De Souza, Non-Executive Director
- Dr Jonathan Lim, Non-Executive Director (appointed 14 September 2012)
- Mr Christopher Fullerton (retired 31 December 2012)

The directors held office during the whole of the financial year and since the end of the financial year unless otherwise indicated.

## PRINCIPAL ACTIVITIES

The principal activities of the Group during the period were:

- to undertake research and development utilising Bionomics' proprietary technology platforms with the aim of identifying and developing therapies to treat cancer and conditions of the Central Nervous System (CNS), including anxiety, Multiple Sclerosis and epilepsy;
- to commercialise intellectual property assets; and
- to identify strategic alliances and project opportunities capable of increasing shareholder value and of enhancing the competitive advantage of Bionomics within the biotechnology industry.

## OPERATING RESULTS

Consolidated revenue for the year to 30 June 2013 decreased by 46% to $3,724,169, predominately attributable to the timing of Ironwood Pharmaceuticals revenue (collaboration and milestones) for commercialising BNC210 after licensing in January 2012. Grant funding and government assistance for the period was $8,101,787 relating to the Research and Development (R&D) Tax Incentive introduced from 1 July 2011. This compared with revenues of $6,834,709 and grant funding of $3,102,837 for the year to 30 June 2012. The operating loss after tax of the Group for the year to 30 June 2013 was $10,001,350 compared with the prior year after tax loss of $3,136,238.

The acquisition of Eclipse Therapeutics, Inc in September 2012 contributed to the increase in intangible assets and the associated contingent consideration liability estimated in the Statement of Financial Position and detailed in note 32.

The consolidated Group's Statement of Financial Position was strengthened by the Non-Renounceable Rights Issue in April 2013 raising a net cash inflow of $15.6m.

The cash position at 30 June 2013 was $22,452,089 (2012: $17,336,609).

The financial performance of key operating segments of Drug discovery, Drug development and Contract services are included in note 3.

## REVIEW OF OPERATIONS

Bionomics' business model involves:

- employing our proprietary drug discovery platforms to advance "first in class" and "best in class" drug compounds that target multi-billion dollar market opportunities in the pharmaceutical industry;
- identifying partners with the development, regulatory and commercial capability to take our drug candidates to market; and
- securing out-licensing deals that have the potential to deliver multiple future revenue streams, delivering value and mitigating risk.

The financial year to 30 June 2013 saw Bionomics Limited achieve important milestones across its pipeline of drug candidates and discovery programs:

- Completion of enrolment in the multinational Phase II clinical trial of BNC105 in patients with metastatic renal cancer and the Phase I ovarian cancer trial.

The Phase II trial is evaluating the effect of BNC105 in combination with everolimus (Afinitor) in patients with progressive metastatic renal cell carcinoma that have previously progressed on treatment with tyrosine kinase inhibitors. Afinitor is an mTOR inhibitor used as a treatment after patients have failed therapy with tyrosine kinase inhibitors such as Sutent. Afinitor, approved by the FDA for the treatment of renal cancer in 2009 and marketed by global pharmaceutical company Novartis, had sales of US$700 million in 2012.

An update on the status of the Phase I component of the trial was provided at the highly regarded oncology conference, ASCO, in June 2013. In summary, Phase I data are indicative of clinical benefit and sustained therapy, with patients staying on therapy for up to 18 months.

Bionomics also advised in June that enrolment into the Phase I ovarian cancer clinical trial had also been completed.

It is anticipated that results of these trials will provide the foundation for a significant licensing deal, in line with the Company's business model.

- Identification of BNC375 as the drug candidate to emerge from the "Alpha 7" program targeting improvement

# DIRECTORS' REPORT

of memory through modulation of the α7 nicotinic acetylcholine receptor.

Following announcement of the selection of BNC375 as Bionomics' drug candidate for the treatment of memory loss in December 2013, data on BNC375 was presented at the 33rd Annual Meeting of the Australian Neuroscience Society in February 2013 for the first time. BNC375, which is a positive allosteric modulator of the α7 nicotinic acetylcholine receptor, enhances both episodic memory and working memory and it has equivalent performance in animal models to that of Donepezil, a Pfizer product, marketed as Aricept. BNC375 has demonstrated a wide therapeutic window in the preclinical studies conducted to date. This latest drug candidate to come from the Company's technology platform conforms to Bionomics' focus on developing well differentiated drug candidates to treat serious conditions such as Alzheimer's disease, Schizophrenia and Parkinson's disease amongst others. With recent setbacks experienced by global pharmaceutical companies in the development of new drugs to treat Alzheimers disease, Bionomics believes that BNC375 has strong partnership potential.

- Progress in moving the cancer stem cell targeting antibody BNC101 towards clinical trials.

The acquisition of US-based Eclipse Therapeutics (now Bionomics Inc) in September 2012 has expanded Bionomics' presence in oncology and positioned the Company as a leader in the cancer stem cell therapeutic area. Cancer Stem Cells (CSCs) are a distinct class of cancer cells that form the root of a tumour. They are the seeds that give rise to initial tumour formation and if left unchecked they can lead to tumour recurrence and spread. CSCs are more resistant to traditional chemotherapy and radiation therapy and the targeting of cancer stem cells has become a new pathway to attack cancer.

With BNC101 in IND-enabling studies, Bionomics is on track to file an Investigational New Drug (IND) application in calendar year 2014, paving the way for clinical trials. BNC101, a humanised monoclonal antibody, has demonstrated functional activity against CSCs from primary colorectal cancer (CRC) patient samples. In preclinical studies, BNC101 significantly reduces CSC frequency *in vivo* and prevents tumour regrowth in long term studies. BNC101 also increases survival and inhibits weight loss in a cachectic CRC tumour model. To date BNC101 has shown no evidence of toxicity in preliminary safety analyses. BNC101 has been highlighted at several international conferences including Molecular Medicine TriCon "Targeting Cancer Stem Cells" in February 2013.

- Achievement of proof-of-concept milestone by a compound from Bionomics' collaboration with the Co-operative Research Centre for Cancer Therapeutics.

A novel compound, CTx-0357927, suppressed cancer progression as indicated by tumour growth inhibition and number of identified metastases in an animal model of melanoma. CTx-0357927 is an inhibitor of vascular growth factor receptor 3 (VEGFR3), a receptor closely linked to the development of lymphatic vessels which act as a conduit for tumour cells spreading to different sites of the body.

US figures suggest that the overall 5-year survival rate for patients whose melanoma is detected early, before the tumour has spread to the regional lymph nodes or other organs is about 98 per cent. The survival rate falls to 62 per cent when the disease reaches the lymph nodes and 15 per cent when the disease metastasises to distant organs. Melanoma is the fourth most common cancer reported in Australia. In 2008, there were 11,057 new cases of melanoma of the skin in Australia accounting for 9.8 per cent of all new cancers.

- New data has been generated to support the licensing of Bionomics Kv1.3 program for additional indications, particularly for psoriasis.
- Our European subsidiary, Neurofit continued to expand its service offering to customers, securing an additional, new, global pharmaceutical company for its contract research business as well as servicing Bionomics' internal drug discovery programs.
- In addition to these internal achievements our partner, Ironwood Pharmaceuticals, initiated a Phase I clinical trial of BNC210 (IW-2143) in the US.

On 31 July 2013 Bionomics announced an agreement with Merck, known as MSD outside the United States and Canada, to discover and develop novel small molecule candidates for the treatment of chronic pain, including neuropathic pain. Merck is a global pharmaceutical company and this research collaboration is validation of Bionomics drug discovery platforms ionX® and MultiCore®. It is also a further example of the Company's partnership strategy. Under the terms of the agreement, Merck will have the option to exclusively license a compound from Bionomics for development and commercialisation. In return, Bionomics may receive option exercise fees and development and regulatory milestone payments of up to US$172 million. Bionomics may also be eligible for undisclosed royalties on net sales of products from the collaboration. Bionomics retains the right to develop and commercialise certain compounds for which Merck does not exercise its option. The initial period of the research program will be two years.

The development of new drugs to treat serious illnesses is an inherently risky process. Not all drug candidates will reach market and it is through its "multiple shots on goal" strategy of having a number of drug candidates in the pipeline, licensed to partners with experience in taking new drugs through the complex regulatory process to market that Bionomics is balancing the risk whilst maximising value.

OUTLOOK
It is anticipated that a number of important R&D milestones will be achieved in FY14 including release of the Phase II results of the clinical trial of BNC105 in metastatic renal cancer, a key ingredient in our partnership strategy for this drug candidate and the progression of the cancer stem targeting antibody BNC101 towards clinical trial in cancer patients. Bionomics will also focus on the continued execution of its partnership strategy across its pipeline of drug candidates with BNC375, for the treatment of cognitive impairment in Alzheimers disease and Parkinson's disease and BNC164 from the Kv1.3 autoimmune diseases program, the subject of ongoing discussions. We will place considerable emphasis on alliance management, working with our current partners Ironwood, Merck and the Cooperative Research Centre for Cancer Therapeutics in addition to prospective new partners, to deliver value for our shareholders.

DIVIDENDS
The directors do not propose to make any recommendation for dividends for the current financial year. There were no dividends declared in respect of the previous financial year.

SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS
There were no significant changes in the state of affairs of the Group during the financial year.

SUBSEQUENT EVENTS
No matters or circumstances have arisen since the end of the financial year which significantly affect or may significantly affect the results of the operations of the Group, except as noted below.

On 31 July 2013 Bionomics announced an agreement with Merck, known as MSD outside the United States and Canada, to discover and develop novel small molecule candidates for the treatment of chronic pain. Merck will have the option to exclusively license a compound from Bionomics for development and commercialisation. In return, Bionomics may receive option exercise fees and development and regulatory milestone payments of up to US$172 million. Bionomics may also be eligible for undisclosed royalties on net sales of products from the collaboration.

LIKELY DEVELOPMENTS AND EXPECTED RESULTS OF OPERATIONS
The Group will continue to undertake drug discovery and will seek to commercialise the outcomes of its research and development in the form of diagnostic products and drugs for the treatment of disease.

ENVIRONMENTAL REGULATION
The Group is subject to environmental regulations and other licenses in respect of its research facilities in Thebarton (South Australia), Bionomics Inc in San Diego (USA) and for Neurofit in Strasbourg (France). The Group is subject to regular inspections and audits by responsible State and Federal authorities. The Group was in compliance with all the necessary environmental regulations throughout 2012 - 2013 and no related issues have arisen since the end of the financial year to the date of this report.

## INFORMATION ON DIRECTORS

**Mr Graeme Kaufman**
*Chairman - Non-Executive Director*
Director since 18 September 2012
**Experience and Expertise**
Mr Kaufman has wide ranging experience across the biotechnology sector, spanning scientific, commercial and financial areas. His experience with CSL Limited, Australia's largest biopharmaceutical company included responsibility for all of their manufacturing facilities, and the operation of an independent business division operating in the high technology medical device market. As CSL's General Manager Finance, Mr Kaufman had global responsibility for finance, strategy development, human resources and information technology. Mr Kaufman has also served as an executive director of ASX-listed Circadian Technologies and a non-executive director of Amrad Corporation. He was previously Executive Vice President Corporate Finance with Mesoblast Limited and is currently a non-executive director of IDT Australia Limited and Cellmid Limited.
**Current Directorships (in addition to Bionomics Limited)**
Listed: Non-Executive Director, Cellmid Limited (ASX:CDY) (since August 2012); Non-Executive Director, IDT Limited (ASX:IDT) (since June 2013)
**Former Listed Directorships in Last Three Years**
None
**Special Responsibilities**
Member of Audit and Risk Management Committee
**Interests in Shares and Options at Date of Report**
178,750 ordinary shares in Bionomics Limited
500,000 unlisted options over ordinary shares in Bionomics

**Dr Deborah Rathjen BSc (Hons), MAICD, PhD**
*Chief Executive Officer and Managing Director*
Director since 18 May 2000
**Experience and Expertise**
Dr Rathjen joined Bionomics in 2000 from Peptech Limited, where she was general manager of business development and licensing. Dr Rathjen was a co-inventor of Peptech's TNF technology and leader of the company's successful defence of its key TNF patents against a legal challenge by BASF. Dr Rathjen has significant experience in research, business development and licensing and specific expertise in inflammation and cancer. Dr Rathjen is Chairperson of the AusBiotech Board.

# DIRECTORS' REPORT

**Current Directorship (in addition to Bionomics Limited)**
Listed: Nil
Other: Director and Chairperson of AusBiotech Limited (since 2008)
**Former Listed Directorships in Last Three Years**
None
**Special Responsibilities**
Chief Executive Officer and Managing Director
**Interests in Shares and Options at Date of Report**
1,965,401 ordinary shares in Bionomics Limited
2,755,000 unlisted options over ordinary shares in Bionomics Limited

**Mr Trevor Tappenden CA, FAICD**
*Non-Executive Director*
Director since 15 September 2006
**Experience and Expertise**
Mr Tappenden commenced a career as a Non-Executive Director in 2003 after a career with Ernst & Young spanning 30 years. During his time at Ernst & Young Mr Tappenden held a variety of positions including Managing Partner of the Melbourne Office, member of the Board of Partners, Head of the Victorian Government Services Group and National Director of the Entrepreneurial Services Division. He holds directorship in various private, government and not-for-profit organisations and is the Chairman of the Audit and Risk Management Committees of many of those organisations.
**Current Directorships (in addition to Bionomics Limited)**
Listed companies: Nil
Other: Director, Buckfast Pty Ltd; Director, Advanced Manufacturing CRC; Director, Intellicomms Pty Ltd; Director, RMIT University Vietnam; Director (Chairman), RMIT University Foundation
**Former Listed Directorships in Last Three Years**
Director, Metal Storm Limited
**Special Responsibilities**
Chairman of Audit and Risk Management Committee
**Interests in Shares and Options at Date of Report**
247,500 ordinary shares in Bionomics Limited
400,000 unlisted options over ordinary shares in Bionomics Limited

**Dr Errol De Souza**
*Non-Executive Director*
Director since 28 February 2008
**Experience and Expertise**
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 Biodel 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.
**Current Directorships (in addition to Bionomics Limited)**
Listed companies: Director of Biodel Inc (Nasdaq:BIOD), Director of Targacept, Inc (Nasdaq:TRGT)
**Former Listed Directorships in Last Three Years**
Director of Palatin Technologies, Inc (Amex:PTN); Massachusetts Biotechnology Council
**Special Responsibilities**
None
**Interests in Shares and Options at Date of Report**
116,698 ordinary shares in Bionomics Limited
500,000 unlisted options over ordinary shares in Bionomics Limited

**Dr Jonathan Lim**
*Non-Executive Director*
Director since 14 September 2012
**Experience and Expertise**
Jonathan Lim, MD is Managing Partner of City Hill Ventures, LLC, which he established in 2010 prior to co-founding Eclipse in early 2011. Dr Lim was formerly President, CEO and Board Director of Halozyme Therapeutics, Inc where he grew the company from five employees and a market value of $5 million in May 2003 to 140 employees and peak market capitalisation of nearly $1 billion during his tenure. Under Dr Lim's eight years of leadership, the company went public and raised $300 million from financing and corporate partnerships with Roche and Baxter, achieved two US FDA approvals and built a late stage pipeline of two Phase III, two Phase II and two Phase I product candidates. Dr Lim's prior experience includes management consulting at McKinsey, NIH Postdoctoral Fellowship at Harvard and general surgery residency at New York Hospital-Cornell. He has BS and MS degrees from Stanford, MD from McGill and MPH from Harvard.
**Current Directorships (in addition to Bionomics Limited)**
Listed companies: Nil
Other: Managing Partner, City Hill Ventures, LLC
**Former Listed Directorships in Last Three Years**
President, Halozyme Therapeutics, Inc (Nasdaq:HALO)
**Special Responsibilities**
None
**Interests in Shares and Options at Date of Report**
4,073,463 ordinary shares in Bionomics Limited
500,000 unlisted options over ordinary shares in Bionomics Limited

COMPANY SECRETARY

The Company Secretary is Ms Melanie Young. Ms Young was appointed to the position of Company Secretary and Chief Financial Officer in May 2011. Ms Young has over 14 years' experience, with six years in the medical device field, including two years as CFO of an ASX-listed company covering all facets of the company's global finance function. Ms Young has considerable commercial experience in listed company reporting requirements, international finances and working capital management. Ms Young has also gained experience in negotiating distributor agreements, due diligence, cost reduction strategies and improving operating efficiencies. Previously Ms Young worked for Deloitte Touche Tohmatsu in the Growth Solutions Division. Ms Young holds a Bachelor of Commerce from Deakin University and is a Chartered Accountant.

MEETINGS OF DIRECTORS

The numbers of meetings of the Company's Board and of each Board committee held during the year ended 30 June 2013, and the numbers of meetings attended by each director were:

| | **MEETINGS OF DIRECTORS** | | **MEETINGS OF AUDIT AND RISK MANAGEMENT (ARM) COMMITTEE** | |
|---|---|---|---|---|
| | **A** | **B** | **A** | **B** |
| Mr Graeme Kaufman | 9 | 9 | 2*** | 2 |
| Dr Deborah Rathjen* | 12 | 12 | ** | ** |
| Mr Trevor Tappenden | 12 | 12 | 4 | 4 |
| Dr Errol De Souza | 12 | 12 | ** | ** |
| Dr Jonathan Lim | 9 | 9 | ** | ** |
| Mr Christopher Fullerton | 6 | 6 | 2 | 2 |

A Number of meetings held during the time the director held office or was a member of the committee during the year and was entitled to attend.
B Number of meetings attended.
* Not a non-executive director.
** Not a member of the relevant committee, may attend by invitation.
*** Mr Kaufman attended an additional meeting prior to being appointment to the ARM Committee.

## REMUNERATION REPORT

The remuneration report is set out under the following main headings:

1. PRINCIPLES USED TO DETERMINE THE NATURE AND AMOUNT OF REMUNERATION
2. DETAILS OF REMUNERATION
3. SERVICE AGREEMENTS
4. SHARE-BASED COMPENSATION
5. ADDITIONAL INFORMATION

1. PRINCIPLES USED TO DETERMINE THE NATURE AND AMOUNT OF REMUNERATION

The objective of the Group's key management personnel remuneration framework is to ensure that reward for performance is competitive and appropriate for the results delivered. The framework aligns key management personnel rewards with achievement of strategic objectives and the creation of value for shareholders.

Key management personnel remuneration and other terms of employment are determined by the Board having regard to performance, relevant comparative information and the Group's financial performance.

Remuneration packages are set at levels that are intended to attract and retain first class key management personnel capable of managing the Group's operations and achieving the Group's strategic objectives.

The framework provides a mix of base cash remuneration and performance-based remuneration through the Bionomics Limited Employee Share Option Plan (the Bionomics ESOP) in order to align the interests of key management personnel with those of shareholders.

**Non-Executive Directors**

Fees and payments to non-executive directors reflect the demands that are made on and the responsibilities of the directors.

Non-executive directors may receive share options at the time of their initial appointment to the Board or at other such times as approved by shareholders.

**Directors' Fees**

Non-executive directors' fees are determined within an aggregate directors' fee pool limit that is periodically recommended for approval by shareholders under the Constitution. The current aggregate non-executive directors' fee pool limit is $500,000 per annum (as approved by shareholders at the AGM held on 14 November 2012). The Chairman and non-executive directors' fees are $120,000 per annum and $65,000 per annum respectively, inclusive of superannuation. The Chairman of the Audit and Risk Management Committee,

# DIRECTORS' REPORT

Mr Trevor Tappenden, received an additional $15,000 per annum inclusive of superannuation for services relating to his Audit and Risk Management Committee duties. Dr Errol De Souza received an additional $15,000 per annum inclusive of superannuation for being a member of the Scientific Advisory Board.

Any value that may be attributed to options issued to non-executive directors is not included in the shareholder approved aggregate limit of directors' fees applying from time to time.

**Retirement Allowance for Directors**
The Group does not provide retirement allowances for its non-executive directors.

**Key Management Personnel Remuneration**
The key management personnel pay and reward framework has three components:

- a cash remuneration package, including superannuation and other entitlements;
- longer-term incentives through participation in the Bionomics ESOP; and
- in exceptional circumstances, a cash bonus may be paid.

The combination of these comprises the key management personnel's total remuneration.

**Base Remuneration**
The cash remuneration package of key management personnel is structured as a total employment cost package that may be delivered as a mix of cash and prescribed salary sacrifice benefits at the key management personnel's discretion, inclusive of superannuation or equivalent retirement benefits.

Remuneration levels are reviewed annually and an assessment made against market comparable roles balanced with individual key management personnel's performance and the Group's financial position. The key management personnel's remuneration may also be reviewed on promotion. The Board reviews and approves the salary of the Chief Executive Officer and Managing Director and other key management personnel directly reporting to the Chief Executive Officer and Managing Director.

There is no link between the company's performance and the setting of remuneration except as discussed on page 36 in relation to options and cash bonuses for certain executives.

There are no guaranteed base pay increases for key management personnel.

**Retirement Benefits**
Retirement benefits through superannuation (or local equivalent) are paid for all Group employees in line with relevant legislative requirements into funds nominated by the individual employee. The Group does not have any on-going responsibility for the individual employee superannuation and does not have in place a defined benefits plan for employees in Australia.

**The Bionomics ESOP**
Information on the Bionomics ESOP is set out in section 4 of this Remuneration Report.

2. DETAILS OF REMUNERATION
Details of the remuneration of each director of Bionomics and each of the other key management personnel (as defined in the *Corporations Act 2001*) are set out in the following tables.

**Non-Executive Chairman**
Mr Graeme Kaufman (appointed 18 September 2012)

**Executive Director**
Dr Deborah Rathjen, Chief Executive Officer and Managing Director

**Non-Executive Directors**
Mr Trevor Tappenden
Dr Errol De Souza
Dr Jonathan Lim (appointed 14 September 2012)
Mr Christopher Fullerton (retired 31 December 2012)

The following persons were the key company and group executives and those persons having authority and responsibility for planning, directing and controlling the activities of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the consolidated entity (Key Management Personnel) during the financial year and the prior year unless otherwise stated:

| Name | Position |
|---|---|
| Dr Deborah Rathjen | Chief Executive Officer and Managing Director |
| Dr José Iglesias | Chief Medical Officer (appointed 1 November 2012) |
| Ms Melanie Young | Chief Financial Officer and Company Secretary |

Details of options granted by Bionomics to and exercised by directors, other key management personnel and the five highest remunerated officers during the year ended 30 June 2013 are set out further in this report.

## DIRECTORS AND OTHER KEY MANAGEMENT PERSONNEL – 2013

| | SHORT-TERM BENEFITS | | POST EMPLOYMENT | SHARE-BASED PAYMENTS | | | |
|---|---|---|---|---|---|---|---|
| NAME | CASH SALARY AND FEES $ | NON-MONETARY BENEFITS $ | SUPERANNUATION $ | SHARES $ | OPTIONS $ | OPTIONS % OF TOTAL % | TOTAL $ |
| Mr Graeme Kaufman[3] | 78,249 | - | 7,042 | - | 16,551 | 16.25 | **101,842** |
| Mr Christopher Fullerton[5] | 48,739 | - | 4,386 | - | 16,586 | 23.79 | **69,711** |
| Mr Trevor Tappenden | 73,395 | - | 6,605 | - | - | - | **80,000** |
| Dr Errol De Souza | 80,000 | - | - | - | 1,024 | 1.26 | **81,024** |
| Dr Jonathan Lim[2] | 51,458 | - | - | - | 16,551 | 24.34 | **68,009** |
| Dr Deborah Rathjen[1] | 419,820 | 53,710 | 16,470 | - | (8,255) | (1.71) | **481,745** |
| Dr José Iglesias[4] | 270,330 | - | - | - | 2,398 | 0.88 | **272,728** |
| Ms Melanie Young | 156,047 | 13,678 | 15,275 | - | 51,170 | 21.67 | **236,170** |
| **TOTALS** | **1,178,038** | **67,388** | **49,778** | **-** | **96,025** | **6.90** | **1,391,229** |

[1]2013 includes the reversal of the estimated fair value of options at 30 June 2013 ($48,900) and the actual fair value at vesting date 15 August 2012 of $33,300. [2]Appointed 14 September 2012. [3]Appointed 18 September 2012. [4]Appointed 1 November 2012. [5]Retired 31 December 2012.

## DIRECTORS AND OTHER KEY MANAGEMENT PERSONNEL – 2012

| | SHORT-TERM BENEFITS | | POST EMPLOYMENT | SHARE-BASED PAYMENTS | | | |
|---|---|---|---|---|---|---|---|
| NAME | CASH SALARY AND FEES $ | NON-MONETARY BENEFITS $ | SUPERANNUATION $ | SHARES $ | OPTIONS $ | OPTIONS % OF TOTAL % | TOTAL $ |
| Mr Christopher Fullerton | 100,917 | - | 9,083 | - | 28,659 | 20.67 | **138,659** |
| Mr Trevor Tappenden | 68,807 | - | 6,193 | - | 1,022 | 1.34 | **76,022** |
| Dr Errol De Souza | 75,000 | - | - | - | 4,243 | 5.35 | **79,243** |
| Dr Deborah Rathjen[6] | 398,600 | 60,625 | 15,775 | - | 140,963 | 22.88 | **615,963** |
| Ms Melanie Young | 147,443 | 8,520 | 14,037 | 1,000 | 31,341 | 15.49 | **202,341** |
| **TOTALS** | **790,767** | **69,145** | **45,088** | **1,000** | **206,228** | **18.54** | **1,112,228** |

[6]Dr Rathjen's options expense for services performed during the year includes an estimate at 30 June 2012 of the fair value of options granted in August 2012 relating to the commercialisation incentive options approved at the 2011 AGM.

# DIRECTORS' REPORT

Options are granted to directors and other key management personnel under the Bionomics ESOP, details of which are set out in section 4 of this Remuneration Report.

No director or senior management person appointed during the period received a payment as part of their consideration for agreeing to hold the position.

3. SERVICE AGREEMENTS

Remuneration and other terms of employment for the Chief Executive Officer and Managing Director and the other key management personnel are formalised in service agreements. Major provisions of the agreements relating to remuneration are set out below:

**Dr Deborah Rathjen**

*Chief Executive Officer and Managing Director*

- Term of agreement – 5 years commencing 15 October 2010.
- Total remuneration package for the year ended 30 June 2013 of $490,000 per annum (excluding options), to be reviewed annually by the Board.
- Payment of termination benefit on early termination by the employer without cause equal to six months' salary. In the event of redundancy, purchase or merger of Bionomics by a third party resulting in a material diminution in duties, an additional six months' salary will be paid.

**Dr José Iglesias**

*Chief Medical Officer*

- Term of agreement – open, commencing 1 November 2012.
- Total remuneration package for the year ended 30 June 2013 of $405,495 per annum, pro-rated (excluding options) to be reviewed annually by the Chief Executive Officer & Managing Director and approved by the Board.
- Payment of termination benefit on early termination by the employer without cause equal to three months' salary. In the event of redundancy, purchase or merger of Bionomics by a third party resulting in a material diminution in duties, six months' salary will be paid.

**Ms Melanie Young**

*Chief Financial Officer and Company Secretary*

- Term of agreement – open, commencing 9 May 2011.
- Total remuneration package for the year ended 30 June 2013 of $185,000 per annum (excluding options and shares) to be reviewed annually by the Chief Executive Officer and Managing Director and approved by the Board.
- Payment of termination benefit on early termination by the employer without cause equal to three months' salary. In the event of redundancy, purchase or merger of Bionomics by a third party resulting in a material diminution in duties, six months' salary will be paid.

4. SHARE-BASED COMPENSATION

Share-based compensation benefits are provided to employees via the Bionomics ESOP and an Employee Share Plan.

The market value of shares issued to employees for no cash consideration under the Employee Share Plan is recognised as an employee benefits expense with a corresponding increase in equity when the employees become unconditionally entitled to the shares.

The Bionomics ESOP was approved by the Board and Shareholders in 2011. Staff eligible to participate in the plan are those who have been a full-time or part-time employee of the Group for a period of not less than six months or a director of the Company.

Options are granted under the plan for no consideration and vest equally over five years, unless they are bonus options which vest immediately.

The amounts disclosed as remuneration relating to options are the assessed fair values at grant date of those options allocated equally over the period from grant date to vesting date. Fair values at grant date are independently determined using a Black-Scholes option pricing model that takes into account the exercise price, the term of the option, the vesting and performance criteria, the impact of dilution, the non-tradeable nature of the option, the share price at grant date, expected price volatility of the underlying share, the expected dividend yield and the risk-free interest rate for the term of the option.

The terms and conditions of each grant of options affecting remuneration of directors, other key management personnel and any of the top five salaried officers in this or future reporting periods appear on the following page:

| GRANT DATE | EXPIRY DATE | EXERCISE PRICE | FAIR VALUE PER OPTION AT GRANT DATE | VESTING DATE |
|---|---|---|---|---|
| **Granted in prior periods** | | | | |
| **November 2006** | 16 November 2013 | $0.30 | $0.1211 | 16 November 2008 |
| | 16 November 2014 | $0.30 | $0.1264 | 16 November 2009 |
| | 16 November 2015 | $0.30 | $0.1307 | 16 November 2010 |
| | 16 November 2016 | $0.30 | $0.1343 | 16 November 2011 |
| **November 2008** | 5 November 2013 | $0.30 | $0.0875 | 5 November 2008 |
| | 5 November 2014 | $0.30 | $0.0963 | 5 November 2009 |
| | 5 November 2015 | $0.30 | $0.1042 | 5 November 2010 |
| | 5 November 2016 | $0.30 | $0.1114 | 5 November 2011 |
| | 5 November 2017 | $0.30 | $0.1178 | 5 November 2012 |
| | 5 November 2013 | $0.3716 | $0.0737 | 5 November 2008 |
| | 7 August 2014 | $0.3716 | $0.0828 | 7 August 2009 |
| | 7 August 2015 | $0.3716 | $0.0915 | 7 August 2010 |
| | 7 August 2016 | $0.3716 | $0.0993 | 7 August 2011 |
| **November 2011** | 25 November 2016 | $0.614 | $0.1527 | 25 November 2011 |
| | 25 November 2016 | $0.921 | $0.0333 | 15 August 2012 |
| **December 2011** | 12 December 2017 | $0.518 | $0.2344 | 12 December 2012 |
| | 12 December 2018 | $0.518 | $0.2487 | 12 December 2013 |
| | 12 December 2019 | $0.518 | $0.2611 | 12 December 2014 |
| | 12 December 2020 | $0.518 | $0.2720 | 12 December 2015 |
| | 12 December 2021 | $0.518 | $0.2818 | 12 December 2016 |
| | | | | |
| **Granted in current period** | | | | |
| **August 2012** | 1 August 2017 | $0.287 | $0.0942 | 1 August 2012 |
| **December 2012** | 11 December 2017 | $0.287 | $0.1130 | 11 December 2012 |
| | 11 December 2018 | $0.32 | $0.1226 | 11 December 2013 |
| | 11 December 2019 | $0.32 | $0.1310 | 11 December 2014 |
| | 11 December 2020 | $0.32 | $0.1383 | 11 December 2015 |
| | 11 December 2021 | $0.32 | $0.1449 | 11 December 2016 |
| | 11 December 2022 | $0.32 | $0.1509 | 11 December 2017 |
| **June 2013** | 5 June 2019 | $0.3873 | $0.1425 | 5 June 2014 |
| | 5 June 2020 | $0.3873 | $0.1525 | 5 June 2015 |
| | 5 June 2021 | $0.3873 | $0.1614 | 5 June 2016 |
| | 5 June 2022 | $0.3873 | $0.1696 | 5 June 2017 |
| | 5 June 2023 | $0.3873 | $0.1768 | 5 June 2018 |

Options granted under the plan carry no dividend or voting rights.

# DIRECTORS' REPORT

## OPTIONS PROVIDED AS REMUNERATION UNDER THE ESOP IN THE CURRENT YEAR

Details of options over ordinary shares in the Company provided as remuneration to each director and each of the other key management personnel are set out below. When exercisable, each option is convertible into one ordinary share of Bionomics.

During the year, and since the end of the year, options were issued to the following directors and other key management personnel:

| NAME | NUMBER GRANTED | DATE GRANTED | TOTAL FAIR VALUE $ | NUMBER VESTED | % OF GRANT VESTED | % OF GRANT FORFEITED |
|---|---|---|---|---|---|---|
| Dr Deborah Rathjen[1] | 65,000 | 11 Dec 2012 | 7,345 | 65,000 | 100% | - |
| Dr Deborah Rathjen[2] | 1,000,000 | 25 Nov 2011 | 33,300 | 1,000,000 | 100% | - |
| Ms Melanie Young[1] | 75,000 | 1 Aug 2012 | 7,065 | 75,000 | 100% | - |
| Mr Graeme Kaufman[3] | 500,000 | 11 Dec 2012 | 68,769 | - | - | - |
| Dr Jonathan Lim[3] | 500,000 | 11 Dec 2012 | 68,769 | - | - | - |
| Dr José Iglesias[3] | 500,000 | 5 Jun 2013 | 80,280 | - | - | - |

[1]The options vested immediately.
[2]The options were issued in November 2011 and vested after the end of the financial year after successful achievement of agreed major partnering deal milestone. The fair value was estimated at 30 June 2013 and the final fair value calculated at the vesting date of 15 August 2012.
[3]The options vest after completion of a specified service period.

## OPTIONS EXERCISED IN THE CURRENT YEAR

During the year, the following directors and other key management personnel exercised options that were granted to them as part of their compensation. Each option converts into one ordinary share of Bionomics.

| NAME | NUMBER OF OPTIONS EXERCISED | NUMBER OF ORDINARY SHARES ISSUED | AMOUNT PAID $ | AMOUNT UNPAID $ |
|---|---|---|---|---|
| Dr Deborah Rathjen | 430,000 | 430,000 | 70,300 | - |

The following table summarises the value of options granted, exercised or lapsed during the financial year to directors and other key management personnel:

| NAME | VALUE OF OPTIONS GRANT AT THE GRANT DATE[1] $ | VALUE OF OPTIONS EXERCISED AT THE EXERCISE DATE $ | VALUE OF OPTIONS LAPSED AT THE DATE OF LAPSE[2] $ |
|---|---|---|---|
| Dr Deborah Rathjen | 7,345 | 81,100 | - |
| Ms Melanie Young | 7,065 | - | - |
| Mr Trevor Tappenden | - | - | (11,470) |
| Mr Graeme Kaufman | 68,769 | - | - |
| Dr Jonathan Lim | 68,769 | - | - |
| Dr José Iglesias | 80,280 | - | - |

[1]The value of options granted during the period is recognised in compensation over the vesting period of the grant, in accordance with Australian Accounting Standards.
[2]The value of options lapsing during the period due to the failure to satisfy a vesting condition is determined assuming the vesting condition has been satisfied.

5. ADDITIONAL INFORMATION

**Principles Used to Determine the Nature and Amount of Remuneration; Relationship between Remuneration and Company Performance**

Base salary amounts are determined based on market information for similar roles in comparable industries. Other than market information, there is no link between the base salary determination and Company performance. The calculation of the key management personnel annual bonus is set against the achievement of specified milestones and targets approved by the Board. Milestones and targets generally relate to achieving developmental milestones for each pipeline project, such as achieving IND registrations by particular dates or project related milestones by particular dates. These milestones are established to support the Company achieving its overall objectives.

The tables below set out summary information about the consolidated entity's earnings and movements in shareholder wealth for the five years to 30 June 2013.

| | 30 JUNE 2013 $ | 30 JUNE 2012 $ | 30 JUNE 2011 $ | 30 JUNE 2010 $ | 30 JUNE 2009 $ |
|---|---|---|---|---|---|
| Revenue | 3,724,169 | 6,834,709 | 4,071,798 | 3,848,469 | 4,296,496 |
| Net loss before tax | (9,963,175) | (3,328,896) | (10,106,903) | (8,214,082) | (6,899,183) |
| Net loss after tax | (10,001,350) | (3,136,238) | (9,356,497) | (8,214,082) | (6,862,299) |

| | 30 JUNE 2013 CENTS | 30 JUNE 2012 CENTS | 30 JUNE 2011 CENTS | 30 JUNE 2010 CENTS | 30 JUNE 2009 CENTS |
|---|---|---|---|---|---|
| Share price at start of year | 30.0 | 55.5 | 27.0 | 21.0 | 34.0 |
| Share price at end of year | 34.0 | 30.0 | 55.5 | 27.0 | 21.0 |
| Dividends paid | - | - | - | - | - |
| Basic earnings per share | (2.7) | (0.9) | (2.9) | (2.7) | (2.8) |
| Diluted earnings per share | (2.7) | (0.9) | (2.9) | (2.7) | (2.7) |

**Other Transactions with Directors and Other Key Management Personnel**

There were no other transactions with Directors or other key management personnel during the financial year.

## OTHER INFORMATION

SHARES UNDER OPTION

Information relating to shares under option is set out in section 4 of the Remuneration Report. The total number of shares under option at 30 June 2013 was 10,262,274.

SHARES ISSUED ON THE EXERCISE OF OPTIONS

958,026 ordinary shares of Bionomics were issued during the year ended 30 June 2013 on the exercise of options granted under the Bionomics ESOP.

INSURANCE OF OFFICERS

During the financial year, the Company paid a premium to insure the Directors and Officers (D&O) of the Company. Under the terms of this policy the premium paid by the Company is not permitted to be disclosed.

The liabilities insured are legal costs that may be incurred in defending civil or criminal proceedings that may be brought against the D&O in their capacity as D&O of the Company, and any other payments arising from liabilities incurred by the D&O in connection with such proceedings, other than where such liabilities arise out of conduct involving a wilful breach of duty by the D&O or the improper use by the D&O of their position or of information to gain advantage for themselves or someone else or to cause detriment to the Company.

It is not possible to apportion the premium between amounts relating to the insurance against legal costs and those relating to other liabilities.

# DIRECTORS' REPORT

The Company has not otherwise, during or since the end of the financial year, except to the extent permitted by law, indemnified or agreed to indemnify an officer or auditor of the Company or of any related body corporate against a liability incurred as such an officer or auditor.

## NON-AUDIT SERVICES

The Company may decide to employ the external auditor on assignments additional to their statutory audit duties where the external auditor's expertise and experience with the Group are important.

Details of the amounts paid to the external auditor for audit and non-audit services provided during the year are set out in note 26 to the financial statements.

The Board has considered the position and, in accordance with the advice received from the Audit and Risk Management Committee, is satisfied that the provision of the non-audit services is compatible with the general standard of independence for external auditors imposed by the *Corporations Act 2001*. The directors are satisfied that the provision of non-audit services by the external auditor, as set out in note 26 to the financial statements, did not compromise the external auditor independence requirements of the *Corporations Act 2001* for the following reasons:

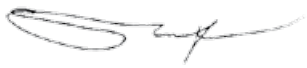
- all non-audit services have been reviewed by the Audit and Risk Management Committee to ensure they do not impact the integrity, impartiality and objectivity of the external auditor; and
- none of the services undermine the general principles relating to auditor independence as set out in Code of Conduct APES 110, *Code of Ethics for Professional Accountants*, issued by the Accounting Professional & Ethical Standards Board, including reviewing or auditing the external auditor's own work, acting in a management or a decision-making capacity for the Company, acting as advocate for the Company or jointly sharing economic risk and rewards.

## EXTERNAL AUDITOR

Deloitte Touche Tohmatsu continues in office in accordance with section 327 of the *Corporations Act 2001*.

A copy of the auditors' independence declaration as required under section 307C of the *Corporations Act 2001* is set out on page 38.

This directors' report is signed in accordance with a resolution of directors made pursuant to Section 298(2) of the *Corporations Act 2001*.



**Graeme Kaufman**
*Chairman*
Adelaide
15 August 2013

**Deborah Rathjen**
*Chief Executive Officer and Managing Director*
Adelaide
15 August 2013

# AUDITORS' INDEPENDENCE DECLARATION

Deloitte.

Deloitte Touche Tohmatsu
ABN 74 490 121 060

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Adelaide SA 5001 Australia

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www.deloitte.com.au

The Board of Directors
Bionomics Limited
31 Dalgleish Street
THEBARTON SA 5031

15 August 2013

Dear Board Members

**Bionomics Limited**

In accordance with section 307C of the Corporations Act 2001, I am pleased to provide the following declaration of independence to the directors of Bionomics Limited.

As lead audit partner for the audit of the financial statements of Bionomics Limited for the financial year ended 30 June 2013, I declare that to the best of my knowledge and belief, there have been no contraventions of:

(i) the auditor independence requirements of the Corporations Act 2001 in relation to the audit; and

(ii) any applicable code of professional conduct in relation to the audit.

Yours sincerely

Deloitte Touche Tohmatsu

DELOITTE TOUCHE TOHMATSU

P Teale
Partner
Chartered Accountants

# ANNUAL FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2013

## TABLE OF CONTENTS



This financial statement covers both Bionomics Limited ("Bionomics") as an individual entity (note 31) and the Group consisting of Bionomics and its subsidiaries. A description of the nature of the Group's operations and its principal activities is included throughout the Annual Report and the Directors' Report. The financial statement is presented in Australian dollars.

Bionomics is a company limited by shares, incorporated and domiciled in Australia. It is listed on the ASX (ASX:BNO) and its registered office is 31 Dalgleish Street, Thebarton, SA 5031.

Through the internet, we have ensured that our corporate reporting is timely, complete and available globally at minimum cost to the company. All press releases, financial statements and other information are available on our website **www.bionomics.com.au**.

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2013

| | NOTE | 30 JUNE 2013 $ | 30 JUNE 2012 $ |
|---|---|---|---|
| **CONTINUING OPERATIONS** | | | |
| Revenue | **4** | 3,724,169 | 6,834,709 |
| Other income | **4** | 8,101,787 | 3,102,837 |
| | | **11,825,956** | **9,937,546** |
| **EXPENSES** | | | |
| Administrative | | 3,352,156 | 2,313,932 |
| Financing costs | **5** | 78,198 | 64,450 |
| Occupancy | | 1,586,144 | 1,417,022 |
| Compliance | | 601,944 | 361,872 |
| Loss on disposal of assets | | 184 | 5,824 |
| Research and development | | 16,170,505 | 9,103,342 |
| **Loss before tax** | | **(9,963,175)** | **(3,328,896)** |
| Income tax (expense)/benefit | **6** | (38,175) | 192,658 |
| **Loss after tax** | | **(10,001,350)** | **(3,136,238)** |
| **Other comprehensive income**<br>Items that may be reclassified subsequently to profit or loss:<br>Exchange differences on translation of foreign operations | | 1,894,514 | (93,612) |
| **Total comprehensive income for the year** | | **(8,106,836)** | **(3,229,850)** |
| Loss attributable to:<br>Owners of the Company | | **(8,106,836)** | **(3,229,850)** |

| | NOTE | 2013 CENTS | 2012 CENTS |
|---|---|---|---|
| **EARNINGS PER SHARE FROM CONTINUING OPERATIONS** | | | |
| Basic loss per share | **29** | (2.7) | (0.9) |
| Diluted loss per share | **29** | (2.7) | (0.9) |

THE ABOVE CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME SHOULD BE READ IN CONJUNCTION WITH THE ACCOMPANYING NOTES.

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 30 JUNE 2013

| | NOTE | 30 JUNE 2013 $ | 30 JUNE 2012 $ |
|---|---|---|---|
| **CURRENT ASSETS** | | | |
| Cash and bank balances | **7** | 22,452,089 | 17,336,609 |
| Trade and other receivables | **8** | 705,722 | 411,417 |
| Other financial assets | **9** | - | 36,232 |
| Inventories | **10** | 98,526 | 135,284 |
| Current tax asset | **6** | 36,648 | 360,386 |
| Other assets | **11** | 7,422,513 | 3,458,142 |
| **TOTAL CURRENT ASSETS** | | **30,715,498** | **21,738,070** |
| | | | |
| **NON-CURRENT ASSETS** | | | |
| Property, plant and equipment | **13** | 842,850 | 773,247 |
| Intangible assets | **14** | 22,052,744 | 8,520,206 |
| Deferred tax asset | **6** | - | 70,665 |
| **TOTAL NON-CURRENT ASSETS** | | **22,895,594** | **9,364,118** |
| **TOTAL ASSETS** | | **53,611,092** | **31,102,188** |
| | | | |
| **CURRENT LIABILITIES** | | | |
| Trade and other payables | **15** | 4,283,609 | 2,828,220 |
| Borrowings | **16** | 680,376 | 732,819 |
| Provisions | **17** | 1,081,086 | 888,808 |
| Other liabilities | **18** | 37,447 | 18,188 |
| **TOTAL CURRENT LIABILITIES** | | **6,082,518** | **4,468,035** |
| | | | |
| **NON-CURRENT LIABILITIES** | | | |
| Other payables | **15** | 306,410 | 272,855 |
| Borrowings | **16** | 400,159 | 443,942 |
| Provisions | **17** | 66,327 | 18,239 |
| Contingent consideration | **32** | 5,348,695 | - |
| **TOTAL NON-CURRENT LIABILITIES** | | **6,121,591** | **735,036** |
| **TOTAL LIABILITIES** | | **12,204,109** | **5,203,071** |
| **NET ASSETS** | | **41,406,983** | **25,899,117** |
| | | | |
| **EQUITY** | | | |
| Capital | **19** | 111,312,572 | 87,834,778 |
| Reserves | **20** | 2,918,670 | 887,248 |
| Accumulated losses | **21** | (72,824,259) | (62,822,909) |
| **Equity attributable to owners of the Company** | | **41,406,983** | **25,899,117** |

THE ABOVE CONSOLIDATED STATEMENT OF FINANCIAL POSITION SHOULD BE READ IN CONJUNCTION WITH THE ACCOMPANYING NOTES.

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2013

| | ISSUED CAPITAL $ | OTHER CAPITAL CONTRIBUTED | FOREIGN CURRENCY TRANSLATION RESERVE $ | SHARE-BASED PAYMENTS RESERVE $ | ACCUMULATED LOSSES $ | TOTAL $ |
|---|---|---|---|---|---|---|
| **BALANCE AT 1 JULY 2011** | **87,690,990** | **-** | **(552,274)** | **1,247,135** | **(59,686,671)** | **28,699,180** |
| Loss for the period | - | - | - | - | (3,136,238) | **(3,136,238)** |
| Exchange differences on translation of foreign operations | - | - | (93,612) | - | - | **(93,612)** |
| **Total comprehensive income** | **-** | **-** | **(93,612)** | **-** | **(3,136,238)** | **(3,229,850)** |
| Recognition of share-based payments | - | - | - | 285,999 | - | **285,999** |
| Issue of ordinary shares under Employee Share Option Plan | 104,788 | - | - | - | - | **104,788** |
| Issue of ordinary shares under Employee Share Plan | 39,000 | - | - | - | - | **39,000** |
| **BALANCE AT 30 JUNE 2012** | **87,834,778** | **-** | **(645,886)** | **1,533,134** | **(62,822,909)** | **25,899,117** |
| **BALANCE AT 1 JULY 2012** | **87,834,778** | **-** | **(645,886)** | **1,533,134** | **(62,822,909)** | **25,899,117** |
| Loss for the period | - | - | - | - | (10,001,350) | **(10,001,350)** |
| Exchange differences on translation of foreign operations | - | - | 1,894,514 | - | - | **1,894,514** |
| **Total comprehensive income** | **-** | **-** | **1,894,514** | **-** | **(10,001,350)** | **(8,106,836)** |
| Recognition of share-based payments | - | - | - | 136,908 | - | **136,908** |
| Rights Issue net of costs | 15,602,162 | - | - | - | - | **15,602,162** |
| Issue of ordinary shares under Employee Share Option Plan | 227,041 | - | - | - | - | **227,041** |
| Issue of ordinary shares, net of transaction costs & income tax | 6,116,024 | 1,532,567 | - | - | - | **7,648,591** |
| **BALANCE AT 30 JUNE 2013** | **109,780,005** | **1,532,567** | **1,248,628** | **1,670,042** | **(72,824,259)** | **41,406,983** |

THE ABOVE CONSOLIDATED STATEMENT OF CHANGES IN EQUITY SHOULD BE READ IN CONJUNCTION WITH THE ACCOMPANYING NOTES.

# CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2013

| | NOTE | 2013 $ | 2012 $ |
|---|---|---|---|
| **CASH FLOWS FROM OPERATING ACTIVITIES** | | | |
| Grants received | | 4,201,787 | 2,837 |
| Receipts from customers | | 2,984,760 | 5,997,281 |
| Payments to suppliers and employees | | (17,452,589) | (10,515,621) |
| Tax refund | | 293,534 | 565,811 |
| | | **(9,972,508)** | **(3,949,692)** |
| Financing costs | | (78,198) | (64,450) |
| **Net cash used in operating activities** | **27** | **(10,050,706)** | **(4,014,142)** |
| **CASH FLOWS FROM INVESTING ACTIVITIES** | | | |
| Interest received | | 636,871 | 1,123,099 |
| Payments for purchases of property, plant & equipment | | (172,678) | (648,797) |
| Proceeds from sale of property, plant & equipment | | - | 6,388,521 |
| Net cash acquired on acquisition | | 256,279 | - |
| Acquisition transaction costs | | (1,409,134) | - |
| **Net cash (used in) / generated by investing activities** | | **(688,662)** | **6,862,823** |
| **CASH FLOWS FROM FINANCING ACTIVITIES** | | | |
| Repayment of borrowings | | (183,820) | (2,310,658) |
| Proceeds from borrowings | | 87,594 | 652,394 |
| Net proceeds from share issues | | 15,829,202 | 104,788 |
| **Net cash generated by / (used in) financing activities** | | **15,732,976** | **(1,553,476)** |
| **Net increase in cash and cash equivalents** | | **4,993,608** | **1,295,205** |
| Cash at the beginning of the financial year | | 17,336,609 | 16,052,230 |
| Effect of exchange rate changes on the balances of cash held in foreign currency | | 121,872 | (10,826) |
| **Cash and cash equivalents at the end of the year** | **7** | **22,452,089** | **17,336,609** |

THE ABOVE CONSOLIDATED STATEMENT OF CASH FLOWS SHOULD BE READ IN CONJUNCTION WITH THE ACCOMPANYING NOTES.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2013

## TABLE OF CONTENTS

# NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2013

## NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

This financial report includes the consolidated financial statements and notes of Bionomics Limited and its controlled entities, the Group.

### STATEMENT OF COMPLIANCE

These financial statements are general purpose financial statements which have been prepared in accordance with the *Corporations Act 2001*, Accounting Standards and Interpretations, and comply with other requirements of the law. These financial statements comprise the consolidated financial statements of the Group.

The financial statements comprise the consolidated financial statements of the Group. For the purposes of preparing the consolidated financial statements, the Company is a for-profit entity.

Accounting Standards include Australian Accounting Standards. Compliance with Australian Accounting Standards ensures that the financial statements and notes of the company and the Group comply with International Financial Reporting Standards (IFRS).

The financial statements were authorised for issue by the directors on 15 August 2013.

### BASIS OF PREPARATION

The consolidated financial statements have been prepared on the basis of historical cost, except for certain non-current assets and financial instruments that are measured at revalued amounts or fair values, as explained in the accounting policies below. Historical cost is generally based on the fair values of the consideration given in exchange for assets. All amounts are presented in Australian dollars unless otherwise noted.

### ADOPTION OF NEW AND REVISED ACCOUNTING STANDARDS

In the current year, the Group has adopted all of the new and revised Standards and Interpretations issued by the Australian Accounting Standards Board (the AASB) that are relevant to its operations and effective for the current annual reporting period.

### STANDARDS AND INTERPRETATIONS IN ISSUE NOT YET ADOPTED

At the date of the financial statements, the Standards and Interpretations listed below were in issue but not yet effective. The reported results and position of the Group will not change on adoption of these pronouncements as currently there are no transactions that will be materially impacted by these pronouncements. Adoption of these pronouncements will however, result in changes to information currently disclosed in the financial statement. The Group does not intend to adopt any of these pronouncements before their effective dates.

| STANDARD / INTERPRETATION | EFFECTIVE FOR ANNUAL REPORTING PERIODS BEGINNING ON OR AFTER | EXPECTED TO BE INITIALLY APPLIED IN THE FINANCIAL YEAR ENDING |
|---|---|---|
| AASB 9 'Financial Instruments', and the relevant amending standards | 1 January 2015 | 30 June 2016 |
| AASB 10 'Consolidated Financial Statements' and AASB 2011-7 'Amendments to Australian Accounting Standards arising from the consolidation and Joint Arrangement standards' | 1 January 2013 | 30 June 2014 |
| AASB 11 'Joint Arrangements' and AASB 2001-7 'Amendments to Australian Accounting Standards arising from the consolidation and Joint Arrangements standards' | 1 January 2013 | 30 June 2014 |
| AASB 12 'Disclosure of Interests in Other Entities' and AASB 2011-7 'Amendments to Australian Accounting Standards arising from the consolidation and Joint Arrangements standards' | 1 January 2013 | 30 June 2014 |

## NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES CONT.

| STANDARD / INTERPRETATION | EFFECTIVE FOR ANNUAL REPORTING PERIODS BEGINNING ON OR AFTER | EXPECTED TO BE INITIALLY APPLIED IN THE FINANCIAL YEAR ENDING |
|---|---|---|
| AASB 127 'Separate Financial Statements' (2011) and AASB 2011-7 'Amendments to Australian Accounting Standards arising from the consolidation and Joint Arrangements standards' | 1 January 2013 | 30 June 2014 |
| AASB 128 'Investments in Associates and Joint Ventures (2011) and AASB 2011-7 'Amendments to Australian Accounting Standards arising from the consolidation and Joint Arrangements standards' | 1 January 2013 | 30 June 2014 |
| AASB 13 'Fair Value Measurement' and AASB 2011-8 'Amendments to Australian Accounting Standards arising from AASB 13' | 1 January 2013 | 30 June 2014 |
| AASB 119 'Employee Benefits' (2011) and AASB 2011-10 'Amendments to Australian Accounting Standards arising from AASB 119 (2011)' | 1 January 2013 | 30 June 2014 |
| AASB 2011-4 'Amendments to Australian Accounting Standards to Remove Individual Key Management Personnel Disclosure Requirements' | 1 July 2013 | 30 June 2014 |
| AASB 2012-2 'Amendments to Australian Accounting Standards – Disclosures – Offsetting Financial Assets and Financial Liabilities' | 1 January 2013 | 30 June 2014 |
| AASB 2012-3 'Amendments to Australian Accounting Standards – Offsetting Financial Assets and Financial Liabilities' | 1 January 2014 | 30 June 2015 |
| AASB 2012-5 'Amendments to Australian Accounting Standards arising from Annual Improvements 2009-2011 Cycle' | 1 January 2013 | 30 June 2014 |
| AASB 2012-10 'Amendments to Australian Accounting Standards – Transition Guidance and Other Amendments' | 1 January 2013 | 30 June 2014 |

ACCOUNTING POLICIES

The following significant accounting policies have been adopted in the preparation and presentation of the financial report.

**(a) Principles of Consolidation**

The consolidated financial statements comprise the financial statements of Bionomics Limited and its subsidiaries as at 30 June 2013.

The financial statements of the subsidiaries are prepared for the same reporting period as the parent entity, using consistent accounting policies where possible. Adjustments are made to bring into line any dissimilar accounting policies that may exist.

All intercompany balances and transactions, including unrealised profits arising from intra-group transactions, have been eliminated in full.

Subsidiaries are consolidated from the date on which control is obtained and cease to be consolidated from the date on which control ceases.

Where there is loss of control of a subsidiary, the consolidated financial statements include the results for the part of the reporting period during which the Company has control.

# NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2013

## NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES CONT.

**(b) Foreign Currency**

***(i) Functional and Presentation Currency***

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the functional currency). The consolidated financial statements are presented in Australian dollars which is Bionomics' functional and presentation currency.

***(ii) Transactions and Balances***

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit and loss.

Exchange differences on monetary items are recognised in profit or loss in the period in which they arise except for:

- exchange differences on transactions entered into in order to hedge certain foreign currency risks; and
- exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur (therefore forming part of the net investment in the foreign operation), which are recognised initially in other comprehensive income and reclassified from equity to profit or loss on repayment of the monetary items.

***(iii) Group Companies***

The results and financial position of all the Group entities that have a functional currency different from the presentation currency (Australian dollars) are translated into the presentation currency as follows:

- assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement;
- income and expenses for each statement of comprehensive income are translated at the average exchange rate for the period; and
- all resulting exchange differences are recognised in other comprehensive income and accumulated in equity.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

**(c) Revenue Recognition**

Interest revenue is recognised on an accruals basis using the effective interest rate method.

Service income is recognised when the services are rendered. Rental income is recognised on a straight line basis over the term of the lease.

License revenues received in respect of future accounting periods are deferred until the Group has fulfilled its obligations under the terms of the agreement.

Where a license agreement has a fixed fee in a non-cancellable contract which permits the licensee to exploit those rights freely and the Group has no remaining obligations to perform, the fee is treated as a sale. Where these conditions have not been met, the license fee is amortised over the life of the licensing agreement.

Unamortised license fee revenue is recognised in the statement of financial position as deferred income.

Research and development work performed for a fee is recognised based on the stage of completion of the research and development.

Revenue from a contract to provide services is recognised by reference to the stage of completion of the contract.

Milestone payments within license agreements are recognised when the milestone has been achieved.

**(d) Government Grants and Government Assistance**

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions. Grants relating to cost reimbursement are recognised in the profit or loss in the period when the costs were incurred. Grants relating to asset purchases are recognised as deferred income on the statement of financial position and transferred to the profit or loss evenly over the expected life of those assets.

Government assistance is not recognised until there is reasonable assurance that the Group will be eligible for the assistance and that the income will be received. Government assistance which does not have conditions attached specifically relating to operating activities is recognised as income when it can be reasonably assured that it will be received.

Certain forms of government assistance cannot reasonably have a value placed upon them. The nature and extent of the government assistance is disclosed as well as reference to any contingent component that has not been recognised as the end of the reporting period. Research and Development tax incentive is treated as government assistance.

## NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES CONT.

**(e) Income Tax**

The income tax expense or revenue for the period is the tax payable on the current period's taxable income based on the national income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences between the tax bases of assets and liabilities and their carrying amounts in the financial statements, and to unused tax losses.

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to apply when the assets are recovered or liabilities are settled, based on those tax rates which are enacted or substantively enacted for each jurisdiction. The relevant tax rates are applied to the cumulative amounts of deductible and taxable temporary differences to measure the deferred tax asset or liability. An exception is made for certain temporary differences arising from the initial recognition of an asset or a liability. No deferred tax asset or liability is recognised in relation to these temporary differences if they arose in a transaction, other than a business combination, that at the time of the transaction did not affect either accounting profit or taxable profit or loss.

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Current and deferred tax balances attributable to amounts recognised directly in equity are also recognised directly in equity.

***(i) Tax Consolidation Legislation***

Bionomics and its wholly-owned Australian controlled entities have implemented the tax consolidation legislation effective 31 December 2005.

The head entity, Bionomics, and the controlled entities in the tax consolidated group account for their own current and deferred tax amounts. These tax amounts are measured as if each entity in the tax consolidated group continues to be a stand-alone taxpayer in its own right.

In addition to its own current and deferred tax amounts, Bionomics also recognises the current tax liabilities (or assets) and the deferred tax assets arising from unused tax losses and unused tax credits assumed from controlled entities in the tax consolidated group.

Assets or liabilities arising under tax funding agreements with the tax consolidated entities are recognised as amounts receivable from or payable to other entities in the group.

Any difference between the amounts assumed and amounts receivable or payable under the taxfunding agreement are recognised as a contribution to (or distribution from) wholly-owned tax consolidated entities.

**(f) Business Combinations**

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value which is calculated as the sum of the acquisition-date fair values of assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity instruments issued by the Group in exchange for control of the acquiree. Acquisition-related costs are recognised in profit or loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that:

- deferred tax assets or liabilities and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with AASB 112 'Income Taxes' and AASB 119 'Employee Benefits' respectively;
- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with AASB 2 'Share-based Payment' at the acquisition date; and
- assets (or disposal groups) that are classified as held for sale in accordance with AASB 5 'Noncurrent Assets Held for Sale and Discontinued Operations' are measured in accordance with that Standard.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after reassessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net

## NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES CONT.

assets. The choice of measurement basis is made on a transaction-by-transaction basis. Other types of non-controlling interests are measured at fair value or, when applicable, on the basis specified in another Standard.

Where the consideration transferred by the Group in a business combination includes assets or liabilities resulting from a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with corresponding adjustments against goodwill. Measurement period adjustments are adjustments that arise from additional information obtained during the 'measurement period' (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

The subsequent accounting for changes in the fair value of contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or liability is remeasured at subsequent reporting dates in accordance with AASB 139, or AASB 137 'Provisions, Contingent Liabilities and Contingent Assets', as appropriate, with the corresponding gain or loss being recognised in profit or loss.

Where a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date (ie the date when the Group attains control) and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss where such treatment would be appropriate if that interest were disposed of.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period (see above), or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed as of the acquisition date that, if known, would have affected the amounts recognised as of that date.

**(g) Impairment of Tangible and Intangible Assets Other Than Goodwill**

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

## NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES CONT.

**(h) Cash and Cash Equivalents**

Cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities on the statement of financial position.

**(i) Trade Receivables**

All trade debtors are recognised at the fair value of amounts receivable as they are due for settlement no more than 30 days from the date of recognition.

Collectability of trade debtors is reviewed on an ongoing basis. Debts which are known to be uncollectible are written off. A provision for doubtful debts is raised when some doubt as to collection exists. The amount of the provision is the difference between the carrying amount and the present value of future cash flows, discounted at the effective interest rate. The amount of the provision is recognised in profit or loss.

**(j) Inventories**

Raw materials and stores are stated at the lower of cost and net realisable value.

**(k) Property, Plant and Equipment**

Land and buildings are shown at fair value, based on periodic, valuations by external independent valuers, less subsequent depreciation for buildings. Any accumulated depreciation at the date of revaluation is eliminated against the gross carrying amount of the asset and the net amount is restated to the revalued amount of the asset. All other plant and equipment are brought to account at cost less any accumulated depreciation or any recognised impairment losses, where applicable. The directors have taken reasonable steps to ensure that property, plant and equipment are not carried at amounts that are in excess of their recoverable amounts at balance date.

Increases in the carrying amounts arising on revaluation of land and buildings are credited, net of tax, to other comprehensive income. To the extent that the increase reverses a decrease previously recognised in profit or loss, the increase is first recognised in profit or loss. Decreases that reverse previous increases of the same asset are first charged against revaluation reserves directly in equity to the extent of the remaining reserve attributable to the asset; all other decreases are charged to profit or loss.

Depreciation on revalued buildings is charged to profit and loss. On the subsequent sale or retirement of a revalued property, the attributable revaluation surplus remaining in the revaluation reserve, net of tax, is transferred directly to retained earnings. Land is not depreciated.

The depreciable amount of all fixed assets is depreciated over their useful lives commencing from the time the asset is held ready for use, on either a prime or diminishing value basis depending on the type of asset.

The gain or loss on disposal of all fixed assets is determined as the difference between the carrying amount of the asset at the time of disposal and the proceeds of disposal and is included in profit or loss in the year of disposal.

The depreciation rates for each class of depreciable assets are:

| | |
|---|---|
| ▷ administrative plant & equipment | 20 – 40% |
| ▷ scientific plant & equipment | 20 – 40% |
| ▷ refrigeration plant and equipment | 33% |

**(l) Financial Assets**

Financial assets are classified into the following specified categories: financial assets 'at a fair value through profit or loss' (FVTPL), 'held-to-maturity' investments, 'available-for-sale' (AFS) financial assets and 'loans and receivables'. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

***(i) Loans and Receivables***

Trade receivables, loans and other receivables that have fixed or determinable payments that are not quoted in an active market are classified as 'loans and receivables'. Loans and receivables are measured at amortised cost using the effective interest method less impairment.

Interest income is recognised by applying the effective interest rate.

***(ii) Impairment of Financial Assets***

Financial assets, other than those at fair value through profit or loss, are assessed for indicators of impairment at each reporting date. Financial assets are impaired where there is objective evidence that as a result of one or more events that occurred after the initial recognition of the financial asset the estimated future cash flows of the investment have been impacted.

# NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2013

## NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES CONT.

For financial assets carried at amortised cost, the amount of the impairment is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate.

The carrying amount of financial assets including uncollectible trade receivables is reduced by the impairment loss through the use of an allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss.

**(m) Intangible Assets**

***(i) Intellectual Property***

Acquired intellectual property is recognised as an asset at cost and amortised over its useful life. Intellectual property with a finite life is amortised on a straight line basis over that life. Intellectual property with an indefinite useful life is subjected to an annual impairment review. There is currently no intellectual property with an indefinite life.

Current useful life of all existing intellectual property is in the range of 5 to 20 years.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each balance date.

***(ii) Goodwill***

Goodwill is initially recorded at the amount by which the purchase price for a business or for an ownership interest in a controlled entity exceeds the fair value attributed to its net identifiable assets, including any associated deferred tax assets and liabilities, at date of acquisition. Goodwill on acquisitions of subsidiaries is included in intangible assets.

Goodwill acquired in business combinations is not amortised. Instead, goodwill is tested for impairment annually and is carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold. Goodwill is allocated to cash generating units for the purpose of impairment testing.

**(n) Research and Development**

Expenditure on research activities, undertaken with the prospect of obtaining new scientific or technical knowledge and understanding, is recognised as an expense when it is incurred.

**(o) Trade and Other Payables**

These amounts represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 45 days of recognition.

**(p) Employee Benefits**

***(i) Wages and Salaries, Annual Leave and Sick Leave***

Liabilities for wages and salaries, including non-monetary benefits and annual leave in respect of employees' services up to the reporting date and expected to be settled within 12 months of the reporting date are recognised in liabilities and are measured at the amounts expected to be paid when the liabilities are settled. Liabilities for non-accumulating sick leave are recognised when the leave is taken at the rates paid.

***(ii) Long Service Leave***

The liability for long service leave is recognised in the provision for employee benefits in respect of services provided by employees up to the reporting date and measured as the present value of expected future payments to be made.

***(iii) Superannuation***

Contributions are made to employee superannuation funds and are charged as expenses when incurred. These contributions are made to external superannuation funds and are not defined benefits programs. Consequently there is no exposure to market movements on employee superannuation liabilities or entitlements.

***(iv) Share-based Payments***

Share-based compensation benefits are provided to employees via the Bionomics ESOP and an Employee Share Plan.

The fair value of shares issued to employees for no cash consideration under the Employee Share Plan is recognised as an employee benefits expense with a corresponding increase in equity. The fair value is measured at grant date and recognised over the period during which the employees become unconditionally entitled to the shares.

The Bionomics ESOP was approved by the Board and shareholders in 2011. Staff eligible to participate in the plan are those who have been a full-time or part-time employee of the Company for a period of not less than six months or a director of the Company.

Options are granted under the plan for no consideration and vest equally over five years, unless they are bonus options which vest immediately.

## NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES CONT.

The amounts disclosed as remuneration relating to options are the assessed fair values at grant date of those options allocated equally over the period from grant date to vesting date. Fair values at grant date are independently determined using a Black-Scholes option pricing model that takes into account the exercise price, the term of the option, the vesting and performance criteria, the impact of dilution, the non-tradeable nature of the option, the share price at grant date, expected price volatility of the underlying share, the expected dividend yield and the risk-free interest rate for the term of the option.

Share options that have been issued, but due to having performance criteria, have not yet been granted or vested, are required to have their fair value estimated at the end of the reporting period and recognised as an expense relating to the period in which the services were performed.

**(q) Borrowings (other financial liabilities)**

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the balance sheet date.

**(r) Borrowing Costs**

Borrowing costs incurred for the construction of any qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Other borrowing costs are expensed.

**(s) Leases**

Leases of property, plant and equipment where the Group has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lease's inception at the lower of the fair value of the leased property and the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included in other long term payables. Each lease payment is allocated between the liability and finance charges so as to achieve a constant rate on the finance balance outstanding. The interest element of the finance cost is charged to the profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The property, plant and equipment acquired under finance leases is depreciated over the shorter of the asset's useful life and the lease term.

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to profit or loss on a straight-line basis over the period of the lease.

Lease income from operating leases is recognised in income on a straight-line basis over the lease term.

**(t) Contributed Equity**

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options, or for the acquisition of a business, are deducted directly from equity.

**(u) Earnings/(Loss) per Share**

***(i) Basic Earnings/(Loss) per Share***

Basic earnings/(loss) per share is calculated by dividing the profit/(loss) after income tax attributable to equity holders of the company, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the year, adjusted for bonus elements in ordinary shares issued during the year.

***(ii) Diluted Earnings/(Loss) per Share***

Diluted earnings/(loss) per share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares and the weighted average number of shares assumed to have been issued for no consideration in relation to options.

**(v) Goods and Services Tax (GST)**

Revenues, expenses and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the taxation authority. In this case it is recognised as part of the cost of acquisition of the asset or as part of the expense.

Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the taxation authority is included with other receivables or payables in the statement of financial position.

Cash flows are presented on a gross basis. The GST component of cash flow arising from investing or financing activities which are recoverable from, or payable to the taxation authority, are presented as operating cash flow.

# NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2013

## NOTE 2: CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

In the application of the Group's accounting policies, which are described in note 1, the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

**(a) Critical Accounting Estimates and Judgements**

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities are discussed below.

**Estimated Impairment of Goodwill and Intangibles**

Determining whether goodwill and intangibles are impaired requires an estimation of the value in use of the cash-generating units to which goodwill has been allocated. The value in use calculation requires the entity to estimate the future cash flows expected to arise from the cash-generating units and a suitable discount rate in order to calculate present value.

The carrying amount of goodwill at balance date was $5,147,990 (2012: $5,147,990).

The total carrying amount of intangibles at balance date was $22,052,744 (2012: $8,520,206).

No impairment costs have been recognised in the current or previous financial years.

**Valuation of Intangible Asset and Contingent Consideration on Acquisition of Eclipse Therapeutics, Inc**

In accordance with Accounting Standard AASB 3 'Business Combinations' and as detailed in note 32, the Company has provisionally determined, based on the directors' best estimate the likely fair value of the consideration transferred, intangible assets (including, but not limited to intellectual property, goodwill and deferred tax assets) which may be amended when further information to support these values is obtained.

## NOTE 3: SEGMENT INFORMATION

Information reported to the chief operating decision maker for the purposes of resource allocation and assessment of segment performance focuses on the nature of work processes performed. The Group's reportable segments under AASB 8 are:

- Drug discovery
- Drug development
- Contract services

Drug discovery is the creation and ongoing testing of compounds to determine the best compound that matches the product profile. Drug development is defined as the ongoing testing including clinical trials of the best compound with a view to commercialisation of the compound. Contract services is the provision of scientific services on a fee for service basis to both external and internal customers.

## NOTE 3: SEGMENT INFORMATION CONT.

Information regarding these segments is presented as follows:

**(a) Segment Revenues and Results**

The following is an analysis of the Group's revenue and results by reportable operating segment for the periods under review:

| | SEGMENT REVENUE YEAR ENDED | | SEGMENT PROFIT YEAR ENDED | |
|---|---|---|---|---|
| | **30 JUNE 2013 $** | **30 JUNE 2012 $** | **30 JUNE 2013 $** | **30 JUNE 2012 $** |
| Drug discovery | 345,044 | 1,088,479 | (5,643,324) | (1,379,381) |
| Drug development | 1,452,602 | 3,555,621 | (3,640,544) | (203,030) |
| Contract services | 3,076,716 | 1,801,887 | 833,057 | 8,024 |
| | **4,874,362** | **6,445,987** | **(8,450,811)** | **(1,574,387)** |
| Less: Intercompany revenue included in contract services | (2,040,591) | (917,543) | - | - |
| Investment & other revenue | 890,398 | 1,306,265 | 890,398 | 1,306,265 |
| | **3,724,169** | **6,834,709** | **(7,560,413)** | **(268,122)** |
| Unallocated financing costs | | | (68,703) | (56,831) |
| Central administration costs | | | (2,334,059) | (3,003,943) |
| Loss before income tax (continuing operations) | | | **(9,963,175)** | **(3,328,896)** |

Revenue reported above for Contract services includes intersegment sales. There were no intersegment sales for the other reportable segments.

Segment profit represents the result for each segment without allocation of central administration costs and investment and other revenue. Financing costs are allocated to segments with a residual amount being unallocated financing costs.

**(b) Segment Assets and Liabilities**

The following is an analysis of the Group's assets and liabilities by reportable operating segment:

| | **30 JUNE 2013 $** | **30 JUNE 2012 $** |
|---|---|---|
| **ASSETS** | | |
| Drug discovery | 20,260,167 | 3,093,726 |
| Drug development | 10,131,324 | 8,578,963 |
| Contract services | 825,460 | 1,712,836 |
| | 31,216,951 | 13,385,525 |
| Unallocated assets | 22,394,141 | 17,716,663 |
| **Total assets** | **53,611,092** | **31,102,188** |
| | | |
| **LIABILITIES** | | |
| Contract services (excluding intercompany liabilities) | 835,940 | 855,097 |
| Unallocated liabilities | 11,368,169 | 4,347,974 |
| **Total liabilities** | **12,204,109** | **5,203,071** |

Assets used jointly by reporting segments are allocated on the basis of employee numbers of the individual reportable segment.

The Board receive information on liabilities for the Group as a whole as well as liability information for the Contract services segment.

## NOTE 3: SEGMENT INFORMATION CONT.

The Board receive information on non-current assets for the Group as a whole as well as non-current asset information for the Contract services segment. Additions to non-current assets:

| | 30 JUNE 2013 $ | 30 JUNE 2012 $ |
|---|---|---|
| Contract services | 15,489 | 20,173 |
| Unallocated | 288,600 | 628,623 |
| | **304,089** | **648,796** |

### (c) Other Segment Information

The segment result above has been determined after including the following items:

| | INTEREST EXPENSE YEAR ENDED | | DEPRECIATION AND AMORTISATION YEAR ENDED | |
|---|---|---|---|---|
| | 30 JUNE 2013 $ | 30 JUNE 2012 $ | 30 JUNE 2013 $ | 30 JUNE 2012 $ |
| Drug discovery | - | - | 770,673 | 208,887 |
| Drug development | - | - | 248,597 | 240,388 |
| Contract services | 9,495 | 7,619 | 203,579 | 213,275 |
| Unallocated | 68,703 | 56,831 | 22,966 | 34,167 |
| | **78,198** | **64,450** | **1,245,815** | **696,717** |

### (d) Revenue from Major Products and Services

The following is an analysis of the Group's external revenue from its major products and services:

| | 30 JUNE 2013 $ | 30 JUNE 2012 $ |
|---|---|---|
| Contract services | 1,036,125 | 884,344 |
| Collaboration income | 1,162,117 | 4,254,715 |
| Interest | 644,626 | 1,035,947 |
| Other (note 4) | 881,301 | 659,703 |
| | **3,724,169** | **6,834,709** |

### (e) Geographical Information

The Group operates in three geographical areas, Australia, France and United States of America. The Group's external revenue and information about its non-current assets* by geographical segment are detailed below:

| | REVENUE FROM EXTERNAL CUSTOMERS YEAR ENDED | | NON-CURRENT ASSETS* YEAR ENDED | |
|---|---|---|---|---|
| | 30 JUNE 2013 $ | 30 JUNE 2012 $ | 30 JUNE 2013 $ | 30 JUNE 2012 $ |
| Australia | 2,688,044 | 5,950,365 | 22,054,855 | 8,577,038 |
| France | 1,036,125 | 884,344 | 609,491 | 716,415 |
| USA | - | - | 231,248 | - |
| | **3,724,169** | **6,834,709** | **22,895,594** | **9,293,453** |

*Non-current assets excluding financial instruments and deferred tax assets.

## NOTE 3: SEGMENT INFORMATION CONT.

**(f) Information about Major Customers**

Included in revenues for Drug discovery are revenues of $384,170 (2012: $932,598) from one party and in Drug development $1,394,944 (2012: $3,341,346) from one party. No other customer contributed 10% or more to the Group's revenue for both 2013 and 2012.

| NOTE 4: REVENUE AND OTHER INCOME | 2013 $ | 2012 $ |
|---|---|---|
| **Revenue** | | |
| Revenue from rendering of services | 1,032,144 | 856,200 |
| Royalties | 57,658 | 135,866 |
| Collaboration income | 1,162,117 | 4,254,715 |
| Interest income | 644,626 | 1,035,947 |
| Rent income | 222,561 | 282,068 |
| Other revenue | 605,063 | 269,913 |
| | **3,724,169** | **6,834,709** |
| **Other income** | | |
| Foreign Government grant | - | 2,837 |
| R&D Tax Incentive | 8,101,787 | 3,100,000 |
| | **8,101,787** | **3,102,837** |

Potentially eligible overseas expenditure is awaiting AusIndustry approval pending review of applications submitted prior to 30 June 2013 which is not included as part of the estimate of R&D incentive for year ended 30 June 2013. The 2013 balance includes an amount of $1,101,787, which was excluded for the year ended 30 June 2012, as overseas applications for eligible expenditure were pending and approved subsequent to the year end.

There are no unfulfilled conditions or other contingencies attaching to these grants.

| NOTE 5: EXPENSES | 2013 $ | 2012 $ |
|---|---|---|
| Loss before income tax benefit includes the following specific expenses: | | |
| **Financing costs** | | |
| - Interest expense on bank and other loans | 41,684 | 45,125 |
| - Interest obligations under finance leases | 36,514 | 19,325 |
| | **78,198** | **64,450** |
| **Depreciation** | | |
| - Administrative plant and equipment | 37,817 | 34,616 |
| - Scientific plant and equipment | 200,088 | 134,368 |
| | **237,905** | **168,984** |
| **Amortisation of non-current assets** | | |
| - Intellectual property | 1,007,910 | 527,733 |
| **Rental expense on operating leases** | | |
| - Minimum lease payments | 927,682 | 894,252 |
| **Employment benefit expenses of:** | | |
| - Wages and salaries | 5,092,005 | 3,403,058 |
| - Superannuation | 496,730 | 497,457 |
| - Share-based payments | 136,908 | 324,999 |
| | **5,725,643** | **4,225,514** |
| Loss on disposal of assets | | |
| - Plant and equipment | 184 | 5,824 |
| | | |
| Foreign currency loss/(gain) | 836,584 | (65,321) |

NOTES TO THE
FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2013

## NOTE 6: INCOME TAXES

| (a) Income Tax Recognised in Profit or Loss | 2013 $ | 2012 $ |
|---|---|---|
| **CURRENT TAX** | | |
| Current tax benefit in respect of the current year | (32,490) | (121,993) |
| | **(32,490)** | **(121,993)** |
| **DEFERRED TAX** | | |
| Deferred tax recognised in current year | 70,665 | (70,665) |
| **Total income tax expense/(benefit)** | **70,665** | **(70,665)** |
| | **38,175** | **(192,658)** |
| **(b) Reconciliation to Accounting Loss** | | |
| Loss from continuing operations | (9,963,175) | (3,328,896) |
| Tax at the Australian tax rate of 30% (2012: 30%) | (2,988,953) | (998,669) |
| Tax effect of non-deductible / non-assessable amounts | | |
| - Amortisation of intangibles | 101,893 | 101,893 |
| - Foreign exchange reversed on consolidation | 52,678 | (16,292) |
| - Exempt income from government assistance | (2,430,536) | (930,000) |
| - Entertainment | 249 | 1,393 |
| - Share-based payments | 41,072 | 116,940 |
| - Research and development expenditure | 4,661,493 | 2,033,747 |
| Effect of different tax rates in other jurisdictions | 13,928 | (7,060) |
| Effect on unused tax losses, not previously recognised, in the current period | 1,009,323 | (1,705,451) |
| Adjustment to prior year unused tax losses | (390,482) | 1,287,213 |
| Deferred tax assets not recognised in current period | - | 45,621 |
| Tax benefit of research and development credit in France | (32,490) | (121,993) |
| | **38,175** | **(192,658)** |
| **(c) Current Tax Balances** | | |
| **CURRENT TAX ASSETS** | | |
| Tax refund receivable | 36,648 | 360,386 |
| | **36,648** | **360,386** |

## NOTE 6: INCOME TAXES CONT.

**(d) Deferred Tax Balances**

| | OPENING BALANCE $ | CHARGED TO INCOME $ | CHARGED TO EQUITY $ | OTHER COMPRE-HENSIVE INCOME $ | CLOSING BALANCE $ |
|---|---|---|---|---|---|
| **2013** | | | | | |
| Loans and receivables | 262,381 | (32,133) | - | - | 230,248 |
| Other financial assets | (10,870) | 10,870 | - | - | - |
| Prepayments / accrued income | (2,655) | (2,327) | - | - | (4,982) |
| PP & E | (22,451) | 4,027 | - | - | (18,424) |
| Share issue expenses | 184,318 | (38,419) | - | - | 145,899 |
| Intangible patents and trademarks | 334,592 | 32,296 | - | - | 366,888 |
| Other intangibles | 218,383 | - | - | - | 218,383 |
| Accrued expenses | 10,395 | 3,150 | - | - | 13,545 |
| Employee entitlements | 236,244 | 41,914 | - | - | 278,158 |
| | **1,210,337** | **19,378** | - | - | **1,229,715** |
| **Unused tax losses** | | | | | |
| Revenue | 19,854,143 | (68,636) | - | - | 19,785,507 |
| Withholding tax | 213,015 | (151,519) | - | - | 61,496 |
| | **20,067,158** | **(220,155)** | - | - | **19,847,003** |
| Not recognised in current year | 21,206,830 | (130,112) | - | - | 21,076,718 |
| Net balance | **70,665** | **(70,665)** | - | - | - |
| | | | | | |
| **2012** | | | | | |
| Loans and receivables | 258,857 | 3,524 | - | - | 262,381 |
| Other financial assets | - | (10,870) | - | - | (10,870) |
| Prepayments / accrued income | (28,801) | 26,146 | - | - | (2,655) |
| PP & E | (28,213) | 5,762 | - | - | (22,451) |
| Share issue expenses | 222,737 | (38,419) | - | - | 184,318 |
| Intangible patents and trademarks | 256,493 | 78,099 | - | - | 334,592 |
| Other intangibles | 218,383 | - | - | - | 218,383 |
| Accrued expenses | 60,587 | (50,192) | - | - | 10,395 |
| Employee entitlements | 204,673 | 31,571 | - | - | 236,244 |
| | **1,164,716** | **45,621** | - | - | **1,210,337** |
| **Unused tax losses** | | | | | |
| Revenue | 21,496,973 | (1,642,830) | - | - | 19,854,143 |
| Withholding tax | 213,015 | - | - | - | 213,015 |
| | **21,709,988** | **(1,642,830)** | - | - | **20,067,158** |
| Not recognised in current year | 22,874,704 | (1,667,874) | - | - | 21,206,830 |
| Net balance | - | **70,665** | - | - | **70,665** |

# NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2013

| NOTE 6: INCOME TAXES CONT. | 2013 $ | 2012 $ |
|---|---|---|
| **(e) Unrecognised Temporary Differences (including Tax Losses)** | | |
| The following deferred tax assets have not been brought to account as assets: | | |
| Unused revenue tax losses (no set expiry period) | 19,785,507 | 19,783,478 |
| Deductible temporary differences (no set expiry period) | 1,229,715 | 1,210,337 |
| Unused foreign withholding tax credits (expire July 2013) | 61,496 | 213,015 |
| | **21,076,718** | **21,206,830** |

**(f) Tax Consolidation**

**Relevance of tax consolidation to the group**

The Company and all its wholly-owned Australian resident entities are part of a tax-consolidated group under Australian taxation law. Bionomics is the head entity in the tax-consolidated group. Tax expense/benefit, deferred tax liabilities and deferred tax assets arising from temporary differences of the members of the tax-consolidated group are recognised in the separate financial statements of the members of the tax-consolidated group using the 'separate taxpayer within group' approach by reference to the carrying amounts in the separate financial statements of each entity and the tax values applying under tax consolidation. Current tax liabilities and assets and deferred tax assets arising from unused tax losses and relevant tax credits of the members of the tax-consolidated group are recognised by the Company (as head entity in the tax-consolidated group).

| NOTE 7: CASH AND CASH EQUIVALENTS | 2013 $ | 2012 $ |
|---|---|---|
| **CURRENT** | | |
| Cash at the end of the financial year as shown in the statements of cash flows is reconciled to items in the balance sheet as follows: | | |
| Cash at bank and on hand | 5,187,222 | 3,207,319 |
| Deposits at call | 17,264,867 | 14,129,290 |
| | **22,452,089** | **17,336,609** |

Restricted deposits at call are held as security and are not available for use (see note 16):

- Commercial bill line $550,000
- Rental guarantee $384,000
- Lease line $215,000

| NOTE 8: TRADE AND OTHER RECEIVABLES | 2013 $ | 2012 $ |
|---|---|---|
| **CURRENT** | | |
| Trade receivables | 430,121 | 233,985 |
| Allowance for doubtful debts | - | - |
| | **430,121** | **233,985** |
| Other receivables | 275,601 | 177,432 |
| | **705,722** | **411,417** |

In determining the recoverability of a trade receivable, the Group considers any change in the credit quality of the trade receivable from the date credit was initially granted up to the reporting date. The directors believe that there is no credit provision required at 30 June 2013.

| NOTE 9: OTHER FINANCIAL ASSETS | 2013 $ | 2012 $ |
|---|---|---|
| **Financial Assets Carried at Fair Value Through Profit or Loss (FVTPL)** | | |
| Held for trading derivatives that are not designated in hedge accounting relationships | - | **36,232** |

| NOTE 10: INVENTORIES | 2013 $ | 2012 $ |
|---|---|---|
| **CURRENT** | | |
| Raw materials | **98,526** | **135,284** |

| NOTE 11: OTHER ASSETS | 2013 $ | 2012 $ |
|---|---|---|
| **CURRENT** | | |
| Prepayments | 422,513 | 349,290 |
| Accrued interest and grants receivable / government assistance (note 4) | 7,000,000 | 3,108,852 |
| | **7,422,513** | **3,458,142** |

## NOTE 12: SUBSIDIARIES

Details of the Group's subsidiaries at the end of the reporting period are as follows:

| | | | PERCENTAGE OWNED % | |
|---|---|---|---|---|
| **ENTITY** | **PRINCIPAL ACTIVITY** | **COUNTRY OF INCORPORATION** | **2013** | **2012** |
| **Head entity** | | | | |
| Bionomics Limited | Research and Development | Australia | N/A | N/A |
| **Subsidiaries of Bionomics Limited:** | | | | |
| Neurofit SAS | Contract Research Organisation | France | 100 | 100 |
| Iliad Chemicals Pty Limited | Asset owner | Australia | 100 | 100 |
| Bionomics Inc | Research and Development | United States | 100 | 100 |

# NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2013

## NOTE 13: PROPERTY, PLANT AND EQUIPMENT

| | ADMINISTRATIVE PLANT & EQUIPMENT $ | SCIENTIFIC PLANT & EQUIPMENT $ | REFRIGERATION PLANT & EQUIPMENT $ | TOTAL $ |
|---|---|---|---|---|
| **Gross carrying amount at 1 July 2011** | **415,001** | **1,705,309** | **87,500** | **2,207,810** |
| Additions | 34,099 | 614,697 | - | 648,796 |
| Disposals | (42,423) | (58,891) | - | (101,314) |
| Foreign currency exchange differences | (13,777) | (7,002) | - | (20,779) |
| **Gross carrying amount at 30 June 2012** | **392,900** | **2,254,113** | **87,500** | **2,734,513** |
| Additions | 29,158 | 274,931 | - | 304,089 |
| Disposals | (2,663) | (3,982) | - | (6,645) |
| Foreign currency exchange differences | 22,743 | 11,342 | - | 34,085 |
| **Gross carrying amount at 30 June 2013** | **442,138** | **2,536,404** | **87,500** | **3,066,042** |
| | | | | |
| **Accumulated depreciation amount at 1 July 2011** | **(311,887)** | **(1,505,719)** | **(87,500)** | **(1,905,106)** |
| Disposals | 39,229 | 56,262 | - | 95,491 |
| Foreign currency exchange differences | 13,128 | 4,205 | - | 17,333 |
| Depreciation (note 5) | (34,616) | (134,368) | - | (168,984) |
| **Accumulated depreciation amount at 30 June 2012** | **(294,146)** | **(1,579,620)** | **(87,500)** | **(1,961,266)** |
| Disposals | 2,596 | 3,865 | - | 6,461 |
| Foreign currency exchange differences | (19,120) | (11,362) | - | (30,482) |
| Depreciation (note 5) | (37,817) | (200,088) | - | (237,905) |
| **Accumulated depreciation amount at 30 June 2013** | **(348,487)** | **(1,787,205)** | **(87,500)** | **(2,223,192)** |
| **Net Carrying Amounts 30 June 2012** | **98,754** | **674,493** | - | **773,247** |
| **Net Carrying Amounts 30 June 2013** | **93,651** | **749,199** | - | **842,850** |

NON-CURRENT ASSETS PLEDGED AS SECURITY

Refer to note 16 for information on non-current assets pledged as security by the Company.

## NOTE 14: INTANGIBLE ASSETS

| | GOODWILL $ | INTELLECTUAL PROPERTY $ | TOTAL $ |
|---|---|---|---|
| **Gross carrying amount at 1 July 2011** | **5,147,990** | **6,806,632** | **11,954,622** |
| Foreign currency exchange differences | - | (151,550) | (151,550) |
| **Gross carrying amount at 30 June 2012** | **5,147,990** | **6,655,082** | **11,803,072** |
| Additions (note 32) | - | 12,703,228 | 12,703,228 |
| Foreign currency exchange differences | - | 2,044,613 | 2,044,613 |
| **Gross carrying amount at 30 June 2013** | **5,147,990** | **21,402,923** | **26,550,913** |
| | | | |
| **Accumulated amortisation amount at 1 July 2011** | **-** | **(2,834,442)** | **(2,834,442)** |
| Foreign currency exchange differences | - | 79,309 | 79,309 |
| Amortisation (note 5) | - | (527,733) | (527,733) |
| **Accumulated amortisation amount at 30 June 2012** | **-** | **(3,282,866)** | **(3,282,866)** |
| Foreign currency exchange differences | - | (207,393) | (207,393) |
| Amortisation | - | (1,007,910) | (1,007,910) |
| **Accumulated amortisation amount at 30 June 2013** | **-** | **(4,498,169)** | **(4,498,169)** |
| **Net carrying amount 30 June 2012** | **5,147,990** | **3,372,216** | **8,520,206** |
| **Net carrying amount 30 June 2013** | **5,147,990** | **16,904,754** | **22,052,744** |

All intangible assets are held in the consolidated entity.

**(a) Intellectual Property**

The intellectual property includes the company's Multicore® technology, its BNC105 compound, its BNC101 compound and its Kv1.3 compound with carrying amounts ranging from $0.7m to $14.5m. Each item is carried at its fair value as at its date of acquisition, less accumulated amortisation charges. The remaining amortisation periods for each item are between 5 and 20 years.

**(b) Impairment Tests**

Management tests annually whether goodwill or indefinite life intangibles have suffered any impairment, in accordance with the accounting policy stated in note 1(m)(i) and (m)(ii). Impairment testing is performed on each of the cash generating units, which are the same as the reporting segments identified in note 3.

Determining whether goodwill or intangibles are impaired requires an estimation of the value in use of the cash generating units to which goodwill or indefinite life intangibles have been allocated. The value in use calculation requires the entity to estimate the future cash flows expected to arise from the cash generating unit and a suitable discount rate in order to calculate present value. These discount rates range between 15% for lower risk cash flows and 25% for higher risk cash flows.

**Allocation of Goodwill to CGU's**

The carrying amount of goodwill was allocated to the following CGU's:

| | 2013 $ | 2012 $ |
|---|---|---|
| Drug discovery | - | - |
| Drug development | 5,147,990 | 5,147,990 |
| Contract services | - | - |

## NOTE 14: INTANGIBLE ASSETS CONT.

DRUG DISCOVERY

The recoverable amount of this CGU is determined based on a value in use calculation which uses cash flow projections based on standard industry agreements for drug compounds within the cash generating unit over a period of up to 21 years covering drug discovery, drug development, approval and marketing and a discount rate of 25% per annum (2012: 15% per annum). The cash flow projections are weighted based on the probability of realising projected milestone and royalties payments.

Management believes that the application of discounted cash flows of standard industry agreements for drug compounds is reasonable to be applied to other compounds within the CGU at their respective development phases.

Management believes that any reasonably possible change in the key assumptions on which recoverable amount is based would not cause the aggregate carrying amount to exceed the aggregate recoverable amount of the CGU.

No growth rates have been included in the forecast. As the full development lifecycle has been taken into account with the cashflows, no terminal value has been used.

DRUG DEVELOPMENT

The recoverable amount of this CGU is also determined based on a value in use calculation which uses cash flow projections based on standard industry agreements for drug compounds within the cash generating unit over a period of ten years covering drug development, approval and marketing, and a discount rate of 25% per annum (2012: 15% per annum). The cash flow projections are weighted based on the probability of realising projected milestone and royalties payments.

Management believes that the application of discounted cash flows of standard industry agreements for one drug compound is reasonable to be applied to other compounds within the CGU at their respective development phases.

Management believes that any reasonably possible change in the key assumptions on which recoverable amount is based would not cause the aggregate carrying amount to exceed the aggregate recoverable amount of the CGU.

No growth rates have been included in the forecast. As the full development lifecycle has been taken into account with the cashflows, no terminal value has been used.

CONTRACT SERVICES

The recoverable amount of this CGU is determined based on a value in use calculation which uses cash flow projections prepared by management over a five year period with an appropriate terminal value using a discount rate of 15%.

Annual growth rates of 0% (2012: 0%) per annum have been assumed in determining the cash flow projections.

Management believes that any reasonably possible change in the key assumptions on which recoverable amount is based would not cause the aggregate carrying amount to exceed the aggregate recoverable amount of the CGU.

## NOTE 15: TRADE AND OTHER PAYABLES

| | 2013 $ | 2012 $ |
|---|---|---|
| **CURRENT** | | |
| Trade payables | 3,272,242 | 1,990,975 |
| Accrued expenses | 1,011,367 | 837,245 |
| | **4,283,609** | **2,828,220** |
| **NON-CURRENT** | | |
| Other payables | **306,410** | **272,855** |

The average credit period on purchases of goods is 45 days. No interest is paid on the trade payables. The Group has financial risk management policies in place to ensure that all payables are paid within the credit timeframe.

## NOTE 16: BORROWINGS

| | 2013 $ | 2012 $ |
|---|---|---|
| **SECURED – AT AMORTISED COST** | | |
| Bank overdrafts | - | 48,036 |
| Finance lease liabilities (i) | 442,941 | 578,725 |
| Equipment mortgage (ii) | 87,594 | - |
| Bank loan (iii) | 550,000 | 550,000 |
| | **1,080,535** | **1,176,761** |
| Disclosed in the financial statements as: | | |
| Current liabilities | 680,376 | 732,819 |
| Non-current liabilities | 400,159 | 443,942 |
| | **1,080,535** | **1,176,761** |

(i) the lease lines are secured by the leased scientific equipment (refer note 24) and have an average interest rate of per annum 7.11% (2012: 7.14% per annum) and terms of three to five years.
(ii) equipment mortgage for US-based equipment with an interest rate of 3.25% and a three year term.
(iii) the rolling commercial bill line is secured by a restricted deposit at call of $550,000 (2012: $550,000).

The unused facilities available at 30 June 2013 of the Group's bank overdraft is $56,980 (2012: $2,181). There is no unused facility in relation to the commercial bill line.

**Interest Rate Risk**
The Group's exposure to interest rates and the effective weighted average interest rate by maturity period is set out in note 22.

## NOTE 17: PROVISIONS

| | 2013 $ | 2012 $ |
|---|---|---|
| **CURRENT** | | |
| Employee benefits | 1,081,086 | 888,808 |
| **NON-CURRENT** | | |
| Employee benefits | 66,327 | 18,239 |

## NOTE 18: OTHER LIABILITIES

| | 2013 $ | 2012 $ |
|---|---|---|
| **CURRENT** | | |
| Unearned income | 37,447 | 18,188 |
| | **37,447** | **18,188** |

## NOTE 19: ISSUED CAPITAL

| | 2013 SHARES | 2012 SHARES |
|---|---|---|
| **(a) Issued and paid-up capital** | | |
| Ordinary shares – fully paid | 415,879,455 | 345,384,619 |

# NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2013

## NOTE 19: ISSUED CAPITAL CONT.

Movements in ordinary shares of the Company during the past two years were as follows:

| DATE | DETAILS | NUMBER OF SHARES | ISSUE PRICE | $ |
|---|---|---|---|---|
| **30 June 2011** | **Closing balance** | **344,731,779** | | **87,690,990** |
| | Share issue – ESOP option exercise | 340,000 | $0.13 | 44,200 |
| | Share issue – ESOP option exercise | 90,000 | $0.215 | 19,350 |
| | Share issue – ESOP option exercise | 35,000 | $0.22 | 7,700 |
| | Share issue – ESOP option exercise | 54,000 | $0.24 | 12,960 |
| | Share issue – ESOP option exercise | 30,000 | $0.28 | 8,400 |
| | Share issue – ESOP option exercise | 5,150 | $0.29 | 1,494 |
| | Share issue – ESOP option exercise | 15,000 | $0.2976 | 4,464 |
| | Share issue – ESOP option exercise | 12,000 | $0.36 | 4,320 |
| | Share issue – ESOP option exercise | 5,000 | $0.38 | 1,900 |
| | Share issue – ESOP option exercise | 66,690 | $0.5848 | 39,000 |
| **30 June 2012** | **Closing balance** | **345,384,619** | | **87,834,778** |
| | Share issue – ESOP option exercise | 340,000 | $0.13 | 44,200 |
| | Share issue – ESOP option exercise | 20,526 | $0.22 | 4,516 |
| | Share issue – ESOP option exercise | 110,000 | $0.24 | 26,400 |
| | Share issue – ESOP option exercise | 122,500 | $0.29 | 35,525 |
| | Share issue – ESOP option exercise | 200,000 | $0.30 | 60,000 |
| | Share issue – ESOP option exercise | 150,000 | $0.34 | 51,000 |
| | Share issue – ESOP option exercise | 15,000 | $0.36 | 5,400 |
| | Share issue – acquisition | 19,112,575 | $0.32 | 6,116,024 |
| | Share issue – entitlements issue | 45,634,962 | $0.36 | 16,428,586 |
| | Share issue – entitlements issue costs | - | - | (826,424) |
| | Shares to be issued – acquisition | 1,197,322 | $0.32 | 383,143 |
| | Shares to be issued – acquisition | 3,591,951 | $0.32 | 1,149,424 |
| **30 June 2013** | | **415,879,455** | | **111,312,572** |

Changes to the then Corporations Law abolished the authorised capital and par value concept in relation to share capital from 1 July 1998. Therefore, the Company does not have a limited amount of authorised capital and issued shares do not have a par value.

**(b) Ordinary Shares**

Ordinary shares entitle the holder to participate in dividends and the proceeds on winding up of the Company in proportion to the number of and amounts paid on the shares held.

On a show of hands every holder of ordinary shares present at a meeting in person or by proxy, is entitled to one vote and upon a poll each share is entitled to one vote.

**(c) Share Options**

When exercised, each option is convertible into one ordinary share. The exercise price is based on the weighted average price at which the company's shares traded on the ASX during the seven trading days immediately before the options are issued.

**(i) The Bionomics ESOP**

The terms and conditions of the Bionomics ESOP are summarised in note 1(p) (iv). The following options listed are outstanding at reporting date.

## NOTE 19: ISSUED CAPITAL CONT.

| GRANT DATE | EXPIRY DATE | EXERCISE PRICE | NUMBER | FAIR VALUE AT GRANT DATE |
|---|---|---|---|---|
| Jan-04 | Jan-14 | $0.30 | 5,000 | $0.21 |
| Mar-04 | Mar-14 | $0.37 | 7,000 | $0.16 |
| | Mar-14 | $0.38 | 5,000 | $0.16 |
| Sept-04 | Nov-13 | $0.24 | 200,000 | $0.14 |
| Jan-05 | Feb-14 | $0.30 | 200,000 | $0.13 |
| | Feb-15 | $0.30 | 200,000 | $0.13 |
| Jan-06 | Jan-14 | $0.24 | 45,000 | $0.14 |
| | Jan-15 | $0.24 | 45,000 | $0.15 |
| | Jan-16 | $0.24 | 45,000 | $0.15 |
| May-06 | Jul-13 | $0.22 | 65,000 | $0.13 |
| | Jul-14 | $0.22 | 95,000 | $0.13 |
| | Jul-15 | $0.22 | 99,474 | $0.13 |
| | Jul-16 | $0.22 | 100,000 | $0.14 |
| Nov-06 | Nov-13 | $0.30 | 100,000 | $0.12 |
| | Nov-14 | $0.30 | 100,000 | $0.13 |
| | Nov-15 | $0.30 | 100,000 | $0.13 |
| | Nov-16 | $0.30 | 100,000 | $0.13 |
| Oct-07 | Oct-13 | $0.29 | 5,000 | $0.21 |
| | Oct-14 | $0.29 | 5,000 | $0.23 |
| | Oct-15 | $0.29 | 5,000 | $0.23 |
| | Oct-16 | $0.29 | 5,000 | $0.24 |
| | Oct-17 | $0.29 | 5,000 | $0.25 |
| Jan-08 | Jan-14 | $0.38 | 4,000 | $0.19 |
| | Jan-15 | $0.38 | 4,000 | $0.20 |
| | Jan-16 | $0.38 | 4,000 | $0.21 |
| | Jan-17 | $0.38 | 4,000 | $0.22 |
| | Jan-18 | $0.38 | 4,000 | $0.23 |
| Jul-08 | Jul-13 | $0.36 | 90,000 | $0.16 |
| | Jul-14 | $0.36 | 18,000 | $0.17 |
| | Jul-15 | $0.36 | 18,000 | $0.18 |
| | Jul-16 | $0.36 | 18,000 | $0.19 |
| | Jul-17 | $0.36 | 18,000 | $0.19 |
| | Jul-18 | $0.36 | 18,000 | $0.20 |
| Sep-08 | Sep-14 | $0.34 | 4,000 | $0.17 |
| | Sep-15 | $0.34 | 4,000 | $0.18 |
| | Sep-16 | $0.34 | 4,000 | $0.19 |
| | Sep-17 | $0.34 | 4,000 | $0.19 |
| | Sep-18 | $0.34 | 4,000 | $0.20 |
| Nov-08 | Nov-13 | $0.30 | 100,000 | $0.09 |
| | Nov-14 | $0.30 | 100,000 | $0.10 |
| | Nov-15 | $0.30 | 100,000 | $0.10 |
| | Nov-16 | $0.30 | 100,000 | $0.11 |
| | Nov-17 | $0.30 | 100,000 | $0.12 |
| | Nov-13 | $0.37 | 95,000 | $0.07 |
| | Aug-14 | $0.37 | 340,000 | $0.08 |
| | Aug-15 | $0.37 | 330,000 | $0.09 |
| | Aug-16 | $0.37 | 330,000 | $0.10 |
| | Nov-14 | $0.28 | 10,000 | $0.06 |
| | Nov-15 | $0.28 | 10,000 | $0.05 |
| | Nov-16 | $0.28 | 10,000 | $0.06 |
| | Nov-17 | $0.28 | 20,000 | $0.06 |
| | Nov-18 | $0.28 | 20,000 | $0.07 |
| Jan-09 | Jan-14 | $0.30 | 165,000 | $0.05 |
| Mar-09 | Mar-15 | $0.29 | 12,120 | $0.06 |
| | Mar-16 | $0.29 | 12,120 | $0.07 |
| | Mar-17 | $0.29 | 12,120 | $0.07 |
| | Mar-18 | $0.29 | 12,120 | $0.08 |
| | Mar-19 | $0.29 | 12,120 | $0.08 |
| Jun-09 | Jun-14 | $0.25 | 115,200 | $0.12 |
| | Jun-15 | $0.25 | 54,000 | $0.13 |
| | Jun-16 | $0.25 | 54,000 | $0.13 |
| | Jun-17 | $0.25 | 54,000 | $0.14 |
| | Jun-18 | $0.25 | 54,000 | $0.14 |
| | Jun-19 | $0.25 | 54,000 | $0.15 |
| Nov-09 | Nov-15 | $0.30 | 100,000 | $0.11 |
| | Nov-16 | $0.30 | 100,000 | $0.12 |
| | Nov-17 | $0.30 | 100,000 | $0.13 |
| | Nov-18 | $0.30 | 100,000 | $0.14 |
| | Nov-19 | $0.30 | 100,000 | $0.14 |

# NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2013

## NOTE 19: ISSUED CAPITAL CONT.

| GRANT DATE | EXPIRY DATE | EXERCISE PRICE | NUMBER | FAIR VALUE AT GRANT DATE |
|---|---|---|---|---|
| Jul-10 | July-15 | $0.32 | 90,000 | $0.12 |
| | Jul-16 | $0.32 | 10,000 | $0.11 |
| | Jul-17 | $0.32 | 10,000 | $0.12 |
| | Jul-18 | $0.32 | 10,000 | $0.13 |
| | Jul-19 | $0.32 | 10,000 | $0.13 |
| | Jul-20 | $0.32 | 10,000 | $0.14 |
| Nov-10 | Nov-15 | $0.31 | 100,000 | $0.09 |
| | Nov-16 | $0.31 | 100,000 | $0.10 |
| | Nov-17 | $0.31 | 100,000 | $0.11 |
| | Nov-18 | $0.31 | 100,000 | $0.12 |
| | Nov-19 | $0.31 | 100,000 | $0.12 |
| Nov-11 | Nov-16 | $0.61 | 95,000 | $0.15 |
| | Nov-16 | $0.61 | 500,000 | $0.15 |
| | Aug-17 | $0.92 | 1,000,000 | $0.03 |
| Dec-11 | Dec-17 | $0.52 | 100,000 | $0.23 |
| | Dec-18 | $0.52 | 100,000 | $0.25 |
| | Dec-19 | $0.52 | 100,000 | $0.26 |
| | Dec-20 | $0.52 | 100,000 | $0.27 |
| | Dec-21 | $0.52 | 100,000 | $0.28 |
| Feb-12 | Feb-18 | $0.52 | 5,000 | $0.20 |
| | Feb-19 | $0.52 | 5,000 | $0.21 |
| | Feb-20 | $0.52 | 5,000 | $0.22 |
| | Feb-21 | $0.52 | 5,000 | $0.23 |
| | Feb-22 | $0.52 | 5,000 | $0.24 |
| Mar-12 | Mar-18 | $0.51 | 5,000 | $0.20 |
| | Mar-19 | $0.51 | 5,000 | $0.21 |
| | Mar-20 | $0.51 | 5,000 | $0.22 |
| | Mar-21 | $0.51 | 5,000 | $0.23 |
| | Mar-22 | $0.51 | 5,000 | $0.24 |
| Jun-12 | Jun-18 | $0.34 | 13,000 | $0.11 |
| | Jun-19 | $0.34 | 13,000 | $0.12 |
| | Jun-20 | $0.34 | 13,000 | $0.13 |
| | Jun-21 | $0.34 | 13,000 | $0.13 |
| | Jun-22 | $0.34 | 13,000 | $0.14 |
| Aug-12 | Aug-17 | $0.29 | 200,000 | $0.09 |
| | Aug-18 | $0.25 | 4,000 | $0.13 |
| | Aug-19 | $0.25 | 4,000 | $0.14 |
| | Aug-20 | $0.25 | 4,000 | $0.15 |
| | Aug-21 | $0.25 | 4,000 | $0.15 |
| | Aug-22 | $0.25 | 4,000 | $0.16 |
| Dec-12 | Dec-17 | $0.29 | 65,000 | $0.11 |
| | Dec-18 | $0.32 | 200,000 | $0.12 |
| | Dec-19 | $0.32 | 200,000 | $0.13 |
| | Dec-20 | $0.32 | 200,000 | $0.14 |
| | Dec-21 | $0.32 | 200,000 | $0.14 |
| | Dec-22 | $0.32 | 200,000 | $0.15 |
| Dec-12 | Dec-18 | $0.32 | 5,000 | $0.15 |
| | Dec-19 | $0.32 | 5,000 | $0.16 |
| | Dec-20 | $0.32 | 5,000 | $0.16 |
| | Dec-21 | $0.32 | 5,000 | $0.17 |
| | Dec-22 | $0.32 | 5,000 | $0.18 |
| Mar-13 | Mar-19 | $0.42 | 50,000 | $0.14 |
| | Mar-20 | $0.42 | 50,000 | $0.15 |
| | Mar-21 | $0.42 | 50,000 | $0.16 |
| | Mar-22 | $0.42 | 50,000 | $0.17 |
| | Mar-23 | $0.42 | 50,000 | $0.18 |
| May-13 | May-19 | $0.37 | 114,000 | $0.15 |
| | May-20 | $0.37 | 114,000 | $0.16 |
| | May-21 | $0.37 | 114,000 | $0.17 |
| | May-22 | $0.37 | 114,000 | $0.18 |
| | May-23 | $0.37 | 114,000 | $0.19 |
| Jun-13 | Jun-19 | $0.39 | 150,000 | $0.14 |
| | Jun-20 | $0.39 | 150,000 | $0.15 |
| | Jun-21 | $0.39 | 150,000 | $0.16 |
| | Jun-22 | $0.39 | 150,000 | $0.17 |
| | Jun-23 | $0.39 | 150,000 | $0.18 |
| | | | **10,262,274** | |

## NOTE 19: ISSUED CAPITAL CONT.

**Reconciliation of ESOP:**

| | 2013 | | 2012 | |
|---|---|---|---|---|
| | NUMBER OF OPTIONS | WEIGHTED AVERAGE EXERCISE PRICE | NUMBER OF OPTIONS | WEIGHTED AVERAGE EXERCISE PRICE |
| **Opening balance at beginning of financial year** | 8,865,900 | $0.40 | 7,766,715 | $0.31 |
| Granted during the financial year | 2,880,000 | $0.35 | 2,210,000 | $0.72 |
| Forfeited during the financial year | (50,000) | $0.34 | (8,000) | $0.36 |
| Exercised during the financial year | (958,026) | $0.24 | (586,150) | $0.18 |
| Expired during the financial year | (475,600) | $0.30 | (516,665) | $0.52 |
| **Closing balance at 30 June** | **10,262,274** | **$0.41** | **8,865,900** | **$0.40** |

**ESOP options exercised during the financial year:**

| SERIES | NUMBER EXERCISED | EXERCISE DATE | SHARE PRICE AT EXERCISE DATE |
|---|---|---|---|
| 1-Sep-04 | 100,000 | 26-Sep-12 | $0.390 |
| 04-Oct-07 | 22,000 | 27-Sep-12 | $0.385 |
| 04-Oct-07 | 5,150 | 28-Sep-12 | $0.375 |
| 04-Oct-07 | 90,000 | 02-Oct-12 | $0.360 |
| 04-Oct-07 | 5,350 | 02-Oct-12 | $0.360 |
| 13-Jan-06 | 10,000 | 19-Dec-12 | $0.350 |
| 26-Sep-08 | 150,000 | 25-Jan-13 | $0.410 |
| 21-Jan-05 | 200,000 | 14-Feb-13 | $0.430 |
| 18-Oct-04 | 340,000 | 14-Jun-13 | $0.350 |
| 01-May-06 | 5,000 | 24-Jun-13 | $0.335 |
| 01-Jul-08 | 5,000 | 24-Jun-13 | $0.335 |
| 01-May-06 | 5,000 | 25-Jun-13 | $0.315 |
| 01-Jul-08 | 5,000 | 25-Jun-13 | $0.315 |
| 01-May-06 | 5,000 | 25-Jun-13 | $0.315 |
| 01-Jul-08 | 5,000 | 25-Jun-13 | $0.315 |
| 01-May-06 | 5,000 | 25-Jun-13 | $0.315 |
| 01-May-06 | 526 | 25-Jun-13 | $0.315 |
| | **958,026** | | |

| | 2013 NUMBER | 2012 NUMBER |
|---|---|---|
| **Unlisted options vested and exercisable at the reporting date** | **6,617,154** | **7,185,660** |

**(iii) Weighted averages**

The weighted average remaining contractual life of any unlisted share options outstanding at the end of the year is 4.27 years (2012: 3.6 years).

The assessed fair value at grant date of options granted during the year ended 30 June 2013 is outlined in the Remuneration Report on page 30. The share price at grant date of these options ranged between $0.29 and $0.39 (2012: $0.30 and $0.58). The expected average price volatility of the company shares was 57% (2012: 60%). Expected dividend yield was 0% (2012: 0%) and the average risk free interest rate used was 3.19% (2012: 3.51%). Additional details on options granted in prior years are available in those year's Annual Reports.

# NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2013

## NOTE 20: RESERVES

**(a) Foreign Currency Translation Reserve**

Exchange differences arising on translation of the foreign controlled entity are taken to the foreign currency translation reserve, as described in note 1(b). The reserve is recognised in profit or loss when the investment is disposed of.

| | 2013 $ | 2012 $ |
|---|---|---|
| Opening balance | (645,886) | (552,274) |
| Exchange differences on translation of foreign operations | 1,894,514 | (93,612) |
| Closing balance | **1,248,628** | **(645,886)** |

**(b) Share-based Payments Reserve**

The share-based payments reserve is used to recognise the fair value of options issued to the extent that they have vested.

| | 2013 $ | 2012 $ |
|---|---|---|
| Opening balance | 1,533,134 | 1,247,135 |
| Option expense | 136,908 | 285,999 |
| Closing balance | **1,670,042** | **1,533,134** |
| **Total reserves** | **2,918,670** | **887,248** |

## NOTE 21: ACCUMULATED LOSSES

| | 2013 $ | 2012 $ |
|---|---|---|
| Balance at the beginning of the year | (62,822,909) | (59,686,671) |
| Net loss for the year | (10,001,350) | (3,136,238) |
| Balance at the end of the year | **(72,824,259)** | **(62,822,909)** |

## NOTE 22: FINANCIAL INSTRUMENTS

**(a) Capital Risk Management**

The Group manages its capital to ensure that entities in the Group will be able to continue as going concerns whilst maximising the return to stakeholders through the optimisation of the debt and equity balance.

The Group's overall strategy remains unchanged from 2012. The capital structure of the Group consists of debt, which includes borrowings (note 16), cash and cash equivalents (note 7) and equity attributable to equity holders of the parent, comprising issued capital, reserves and retained earnings (disclosed in notes 19, 20 and 21 respectively).

The Group has global operations, primarily conducted through subsidiary companies established in the markets in which the Group trades. None of the Group's entities is subject to externally imposed capital requirements.

The Group's policy is to fund the research and development activities and operations through the issue of equity and the commercialisation of Intellectual Property assets. Minor borrowings for operational assets are utilised, as appropriate.

## NOTE 22: FINANCIAL INSTRUMENTS CONT.

| | 2013 $ | 2012 $ |
|---|---|---|
| **CATEGORIES OF FINANCIAL INSTRUMENTS** | | |
| **Financial assets** | | |
| Loans and receivables | 742,371 | 411,417 |
| Cash and cash equivalents | 22,452,089 | 17,336,609 |
| Fair value through profit or loss (FVTPL) | | |
| Held for trading | - | 36,232 |
| | **23,194,460** | **17,784,258** |
| **Financial liabilities** | | |
| Amortised cost | 5,053,760 | 4,081,133 |
| | **5,053,760** | **4,081,133** |
| **Reconciliation to total assets** | | |
| Financial assets (as above) | 23,194,460 | 17,784,258 |
| Non-financial assets | 30,416,632 | 13,317,930 |
| | **53,611,092** | **31,102,188** |
| **Reconciliation to total liabilities** | | |
| Financial liabilities (as above) | 5,053,760 | 4,081,133 |
| Non-financial liabilities | 7,150,349 | 1,121,938 |
| | **12,204,109** | **5,203,071** |

**(b) Financial Risk Management Objectives**

The Board, through the Audit and Risk Management (ARM) Committee, is responsible for ensuring there are adequate policies in relation to risk management, compliance and internal control systems. In summary, Company policies are designed to ensure significant strategic, operational, legal, reputational and financial risks are identified, assessed, and effectively monitored and managed in a manner sufficient for a company of Bionomics' size and stage of development to enable achievement of the Company's business strategy and objectives.

The Company's risk management policies are managed by the key management personnel and are reviewed by the ARM Committee according to a timetable of assessment and review proposed by that Committee and approved by the Board.

**(c) Market Risk**

The Group's activities do not expose it to significant financial risks of changes in foreign currency exchange rates or interest rates. The Group uses derivative financial instruments to manage its exposure to foreign currency risk including:

- forward foreign exchange contracts and currency swaps to hedge the exchange rate risk arising on the payments for clinical trials in non-Australian dollar denominated contracts.

The Group measures market risk exposures using sensitivity analysis. There has been no material change to the Group's exposure to market risks or the manner in which these risks are managed and measured.

Unless approved by the Chief Executive Officer and Managing Director and ARM Committee, interest rate derivatives are not entered into.

**(d) Foreign Currency Risk Management**

The Group undertakes certain transactions denominated in foreign currencies; consequently exposures to exchange rate fluctuations arise. Exchange rate exposures are managed in accordance with established policies. The carrying amounts of the Group's foreign currency denominated monetary assets and liabilities at the end of the reporting date are as follows:

## NOTE 22: FINANCIAL INSTRUMENTS CONT.

| | LIABILITIES | | ASSETS | |
|---|---|---|---|---|
| | 2013 $ | 2012 $ | 2013 $ | 2012 $ |
| EUR | 955,052 | 1,052,732 | 2,107,512 | 1,642,171 |
| USD | 1,069,479 | 681,961 | 358,542 | 389,194 |
| GBP | 43,067 | - | - | - |

**Foreign Currency Sensitivity Analysis**
The Group is mainly exposed to Great Britain Pounds, Euros and US dollars.

The following table details the Group's sensitivity to a 10% increase and decrease in the Australian dollar against the relevant foreign currencies. 10% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign currency rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the year-end for a 10% change in foreign currency rates. A positive number below indicates an increase in profit or equity where the Australian dollar strengthens 10% against the relevant currency. For a 10% weakening of the Australian dollar against the relevant currency, there would be a comparable impact on the profit or equity with the balances being the opposite.

| | EUR IMPACT | | USD IMPACT | | GBP IMPACT | |
|---|---|---|---|---|---|---|
| | 2013 $ | 2012 $ | 2013 $ | 2012 $ | 2013 $ | 2012 $ |
| Profit or loss | 10,828 | - (i) | 59,717 | 26,615 (ii) | 3,915 | - (iv) |
| Equity | (115,597) | (53,585) (iii) | 4,914 (v) | - | - | - |

(i) this is mainly attributable to the exposure outstanding on Euro payables in the Group at the end of the reporting period.
(ii) this is mainly attributable to the exposure to outstanding USD net assets at the end of the reporting period.
(iii) this is as a result of the changes in fair value of the net investment in a subsidiary denominated in Euros, reflected in the foreign currency translation reserve.
(iv) this is mainly attributable to the exposure outstanding on GBP payables in the Group at the end of the reporting period.
(v) this is as a result of the changes in fair value of the net investment in a subsidiary denominated in USD, reflected in the foreign currency translation reserve.

The Group's sensitivity to foreign currency has increased during the current year mainly due to the mix of net assets held in non-Australian dollar denominated currencies.

The sensitivity analysis may not represent the quantum of foreign exchange risk because the exposure at the end of the reporting period does not reflect the exposure during the year. Requirements change during the financial year depending on research and development activities being undertaken and contract research service financial performance.

**Forward Foreign Exchange Contracts**
It is the policy of the Group to enter into forward foreign currency contracts to cover specific foreign currency payments and receipts when there is a legal commitment to pay or receive foreign currency or the Chief Executive Officer and Managing Director has a high degree of confidence (→90%) that a foreign currency exposure will arise.

Under the Group's Treasury Policy, the Chief Financial Officer (CFO) will manage the foreign exchange transaction risk adopting the following guidelines:

- generally hedge foreign exchange exposure identified above by entering into a forward currency contract.
- the duration of any forward currency contract(s) will approximate the period in which the net currency exposure arise.
- recognising the uncertainty that exists in the projecting forward foreign currency flows, a maximum net foreign currency exposure position may be held at any point in time.

## NOTE 22: FINANCIAL INSTRUMENTS CONT.

Due to the long-term nature of the net investment in the Euro denominated wholly owned subsidiary, the investment will not be hedged into Australian dollars, with the result that the Australia dollar value of the investment will fluctuate with the market rate through the foreign currency translation reserve.

The following table details the forward foreign currency (FC) contracts outstanding at the end of the reporting period:

| | AVERAGE RATE | | FOREIGN CURRENCY | | CONTRACT VALUE | | FAIR VALUE | |
|---|---|---|---|---|---|---|---|---|
| | 2013 | 2012 | 2013 FC | 2012 FC | 2013 $ | 2012 $ | 2013 $ | 2012 $ |
| **EURO (Sell)** | | | | | | | | |
| 3 – 6 months | - | - | - | - | - | - | - | - |
| **US (Buy)** | | | | | | | | |
| Less than 3 months | - | 1.0457 | - | 2,000,000 | - | 1,912,905 | - | 50,158 |
| 3 – 6 months | - | 0.9568 | - | 250,000 | - | 261,288 | - | (13,926) |
| | | | | | | | **-** | **36,232** |

The table above provides an example of summary quantitative data about exposure to foreign exchange risks at the end of the reporting period that an entity may provide internally to key management personnel.

**(e) Interest Rate Risk Management**

The Group is exposed to interest rate risk as entities in the Group borrow funds at both fixed and variable interest rates and lend funds at variable rates. The Group does not use interest rate swap contracts or forward interest rate contracts.

**Interest Rate Sensitivity Analysis**

The sensitivity analysis below has been determined based on the exposure to interest rates at the end of the reporting period and the stipulated change taking place at the beginning of the financial year and held constant throughout the reporting period.

If interest rates had been 50 basis points higher / (lower) and all other variables were held constant, the Group's:

- loss for the year ended 30 June 2013 would increase / (decrease) by $93,829 (2012: increase / (decrease) by $73,443). This is mainly attributable to the Group's exposure to interest rates on its variable rate deposits.

The Group's sensitivity to interest rates has increased during the current year mainly due to the increase in cash and cash equivalent balances and reduction in debt.

**(f) Credit Risk Management**

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults.

The Group does not have any significant credit risk exposure to any single counterparty or any group of counterparties having similar characteristics. The credit risk on liquid funds is limited because the counterparties are banks with high credit ratings assigned by international credit rating agencies.

The carrying amount of financial assets recorded in the financial statements, net of any allowances for losses, represents the Group's maximum exposure to credit risk.

**(g) Liquidity Risk Management**

Ultimate responsibility for liquidity risk management rests with the Board, who have built an appropriate liquidity risk management framework for management of the Group's short, medium and long term funding. The Group manages liquidity risk by continuously monitoring forecast and actual cash flows and matching maturity profiles of financial assets and liabilities. Included in note 16 is a listing of additional undrawn facilities that the group has at its disposal to further reduce liquidity risk.

# NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2013

## NOTE 22: FINANCIAL INSTRUMENTS CONT.

### (h) Liquidity and Interest Rate Risk

The following tables detail the Group's remaining contractual maturity for its financial liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The tables include both interest and principal cash flows.

| | | INTEREST RATE MATURITY | | | | | |
|---|---|---|---|---|---|---|---|
| | WEIGHTED AVERAGE EFFECTIVE INTEREST RATE % | LESS THAN 1 MONTH $ | 1–3 MONTHS $ | 3–12 MONTHS $ | 1–5 YEARS $ | 5+ YEARS $ | TOTAL $ |
| **2013** | | | | | | | |
| Non-interest bearing | | 3,973,225 | - | - | - | - | 3,973,225 |
| Finance lease liability | 7.11 | 12,571 | 25,142 | 113,139 | 347,591 | - | 498,443 |
| Fixed interest rate instruments | 3.81 | 550,000 | - | 7,002 | 80,592 | - | 637,594 |
| **TOTAL** | | **4,535,796** | **25,142** | **120,141** | **428,183** | **-** | **5,109,262** |
| **2012** | | | | | | | |
| Non-interest bearing | | 2,681,517 | - | - | - | - | 2,681,517 |
| Forward exchange contracts (payable) | | 487,805 | 1,425,100 | 261,288 | - | - | 2,174,193 |
| Forward exchange contracts (receivable) | | (493,754) | (1,469,309) | (247,362) | - | - | (2,210,425) |
| Finance lease liability | 7.14 | 13,387 | 38,388 | 119,670 | 498,443 | - | 669,888 |
| Fixed interest rate instruments | 4.31 | 550,000 | - | - | - | - | 550,000 |
| **TOTAL** | | **3,238,955** | **(5,821)** | **133,596** | **498,443** | **-** | **3,865,173** |

## NOTE 23: KEY MANAGEMENT PERSONNEL DISCLOSURES

### (a) Directors

The following persons were directors of Bionomics during the financial year and prior year unless otherwise stated:

**Non-Executive Chairman**
Mr Graeme Kaufman (appointed 18 September 2012)

**Executive Director**
Dr Deborah Rathjen, Chief Executive Officer and Managing Director

**Non-Executive Directors**
Mr Trevor Tappenden
Dr Errol De Souza
Dr Jonathan Lim (appointed 14 September 2012)
Mr Christopher Fullerton (retired 31 December 2012)

### (b) Other Key Management Personnel

The following persons also had authority and responsibility for planning, directing and controlling the activities of the Group directly or indirectly during the financial year:

| NAME | POSITION |
|---|---|
| Dr José Iglesias | Chief Medical Officer |
| Ms Melanie Young | Chief Financial Officer and Company Secretary |

## NOTE 23: KEY MANAGEMENT PERSONNEL DISCLOSURES CONT.

**(c) Key Management Personnel Compensation**

The aggregate compensation made to key management personnel of the Group is set out below:

| | 2013 $ | 2012 $ |
|---|---|---|
| Short-term employee benefits | 1,245,426 | 1,433,265 |
| Post-employment benefits | 49,778 | 76,115 |
| Share-based payments | 96,025 | 215,664 |
| **Total key management personnel compensation** | **1,391,229** | **1,725,044** |

## NOTE 24: COMMITMENTS FOR EXPENDITURE

**(a) Finance Leases**

The Group leases scientific equipment under finance leases. The average lease term is four years (2012: four years). Under the terms of the lease, the Group retains ownership at the completion of the agreed term. Interest rates underlying all obligations under finance leases are fixed at the respective contract dates ranging from 4.5% to 7.29% (2012: 7.1% to 8.9%) per annum.

| | MINIMUM LEASE PAYMENTS | | PRESENT VALUE OF LEASE PAYMENTS | |
|---|---|---|---|---|
| | 2013 $ | 2012 $ | 2013 $ | 2012 $ |
| **FINANCE LEASE LIABILITIES** | | | | |
| Within one year | 150,852 | 171,445 | 122,885 | 134,783 |
| Later than one year but not greater than five | 435,128 | 498,443 | 407,650 | 443,942 |
| | **585,980** | **669,888** | **530,535** | **578,725** |
| Future finance charges | (55,445) | (91,163) | - | - |
| **Present value of minimum lease payments** | **530,535** | **578,725** | **530,535** | **578,725** |

| | 2013 $ | 2012 $ |
|---|---|---|
| **Represented in the financial statements (note 16) by:** | | |
| Current borrowings | 130,376 | 134,783 |
| Non-current borrowings | 400,159 | 443,942 |
| | **530,535** | **578,725** |

**(b) Operating Leases**

Operating leases relate to business premises with lease terms of between two and ten years. The building premise leases have options of +2 and +5+5 year terms respectively.

| | 2013 $ | 2012 $ |
|---|---|---|
| **PAYMENTS RECOGNISED AS AN EXPENSE** | | |
| Minimum lease payments | 850,955 | 894,252 |
| | | |
| **NON-CANCELLABLE OPERATING LEASE COMMITMENTS** | | |
| Within one year | 1,003,196 | 885,505 |
| Later than one year but not greater than five | 4,095,463 | 3,745,267 |
| Later than five years | 2,575,996 | 3,531,191 |
| **Minimum lease payments** | **7,674,655** | **8,161,963** |

## NOTE 24: COMMITMENTS FOR EXPENDITURE CONT.

The non-cancellable lease commitments include the rent payable under the sale and leaseback of the headquarters. The sale occurred on 29 April 2011, with settlement occurring on 13 July 2011. The total lease commitments are expected to be $6,392,784 (2012: $7,229,077), and are considered market related.

**(b) Rental Agreements**

The Group sub-lets areas of its facility under agreements that are renewed annually. Rent received from these agreements is treated according to the accounting policy outlined in note 1(c).

| | 2013 $ | 2012 $ |
|---|---|---|
| **FUTURE RENTAL INCOME RECEIVABLE** | | |
| Within one year | 155,369 | 173,219 |
| Later than one year but not greater than five | - | 157,870 |
| | **155,369** | **331,089** |

## NOTE 25: EVENTS OCCURRING AFTER REPORTING DATE

No matters or circumstances have arisen since the end of the financial year which significantly affect or may significantly affect the results of the operations of the Group, except as noted below.

On 31 July 2013 Bionomics announced an agreement with Merck, known as MSD outside the United States and Canada, to discover and develop novel small molecule candidates for the treatment of chronic pain. Merck will have the option to exclusively license a compound from Bionomics for development and commercialisation. In return, Bionomics may receive option exercise fees and development and regulatory milestone payments of up to US$172 million. Bionomics may also be eligible for undisclosed royalties on net sales of products from the collaboration.

## NOTE 26: REMUNERATION OF AUDITORS

During the financial year the following services were paid and payable to the external auditor:

| | 2013 $ | 2012 $ |
|---|---|---|
| **AUDITOR OF THE PARENT ENTITY** | | |
| Audit or review of the financial report | 158,566 | 130,535 |
| Tax compliance including preparation of the income tax return | 6,300 | 16,900 |
| Other non-audit services | 12,798 | 12,805 |
| | **177,664** | **160,240** |

The auditor of Bionomics Limited is Deloitte Touche Tohmatsu.

It is the Group's practice to employ Deloitte Touche Tohmatsu on assignments additional to their statutory audit duties where their expertise and experience with the Group are important.

## NOTE 27: CASH FLOW INFORMATION

Reconciliation of operating loss after income tax to net cash outflow from operating activities

| | 2013 $ | 2012 $ |
|---|---|---|
| Loss for the year after income tax | (10,001,350) | (3,136,238) |
| Items in loss | | |
| - Depreciation and amortisation | 1,245,815 | 696,717 |
| - Share-based payments | 136,908 | 324,999 |
| - Income tax expense/(benefit) | 38,175 | (192,658) |
| - Net unrealised foreign exchange differences | 869,526 | (145,655) |

| NOTE 27: CASH FLOW INFORMATION CONT. | 2013 $ | 2012 $ |
|---|---|---|
| - Accrued grant income | (7,016,607) | - |
| - Interest received / receivable | (1,037,151) | (1,123,099) |
| Changes in operating assets and liabilities | | |
| - Decrease/(Increase) in debtors and other assets | 204,317 | (1,495,733) |
| - Decrease/(Increase) in accrued income | 3,907,756 | - |
| - Increase in other operating assets | (56,616) | (111,830) |
| - Decrease/(Increase) in inventory | 36,758 | (96,413) |
| - Movement in provisions | 240,366 | 101,120 |
| - Increase/(Decrease) in unearned income | 19,259 | (33,815) |
| - Increase in creditors and accruals | 1,362,138 | 1,198,463 |
| **Net cash outflows from operating activities** | **(10,050,706)** | **(4,014,142)** |

| NOTE 28: NON-CASH FINANCING ACTIVITIES | 2013 $ | 2012 $ |
|---|---|---|
| Acquisition of equipment under a finance lease | - | 648,796 |
| | - | **648,796** |

| NOTE 29: LOSS PER SHARE | 2013 CENTS | 2012 CENTS |
|---|---|---|
| Basic loss per share | (2.7) | (0.9) |
| Diluted loss per share | (2.7) | (0.9) |

The basic and diluted loss per share amounts have been calculated using the 'Loss after income tax' figure in the consolidated statement of comprehensive income.

| | 2013 $ | 2012 $ |
|---|---|---|
| **LOSS PER SHARE (BASIC AND DILUTED):** | | |
| Loss after tax for the year | (10,001,350) | (3,136,238) |

| | 2013 NUMBER | 2012 NUMBER |
|---|---|---|
| **Weighted average number of shares - Basic** | | |
| Weighted average number of ordinary shares used in calculating basic loss per share: | 374,438,730 | 344,928,141 |
| **Weighted average number of shares – Diluted** | | |
| Weighted average number of ordinary shares used in calculating basic loss per share: | 374,438,730 | 344,928,141 |
| Shares deemed to be issued for no consideration in respect of: | | |
| - Employee options | 468,564 | 2,060,462 |
| **Weighted average number of ordinary shares used in the calculation of diluted earnings per share** | **374,907,294** | **346,988,603** |

The following potential ordinary shares are anti-dilutive and are therefore excluded from the weighted average number of ordinary shares for the purposes of diluted earnings per share.

| | 2013 NUMBER | 2012 NUMBER |
|---|---|---|
| Employee options | 5,107,000 | 2,155,000 |

## NOTE 30: RELATED PARTY TRANSACTIONS

**(a) Parent Entity**

The immediate parent and ultimate controlling party of the Group is Bionomics Limited. Interests in subsidiaries are set out in note 12.

**(b) Key Management Personnel**

Disclosures relating to compensation of key management personnel are set out in note 23 and the Directors' Report.

**(c) Other Transactions with Related Parties**

**Transactions between the Group and its related parties**

During the financial year ended 30 June 2013, the following transactions occurred between the Group and its other related parties:

- research and development services between the parent and subsidiary entities totalled $4,246,642 (2012: $917,543).
- corporate support fees were charged between the Group's entities of $1,091,000 (2012: $281,356) for management and accounting support.

The following balances arising from transactions between the Group and its other related parties are outstanding at reporting date:

- loan receivables totalling $1,124,647 (2012: $755,710) are payable by the subsidiaries to the Parent entity.

All amounts advanced to or payable to related parties are unsecured and are subordinate to other liabilities. Interest has been waived since 2010.

The amounts outstanding will be settled in cash. No guarantees have been given or received. No expense has been recognised in the period for bad or doubtful debts in respect of the amounts owed by related parties.

Transactions between the Group and its associates were eliminated in the preparation of the consolidated financial statements of the Group to the extent of the Group's share in profits and losses of the associate resulting from these transactions.

**(d) Loans To and From Related Parties**

No loans to or from related parties have occurred in the current or previous financial year.

**(e) Key Management Personnel Equity Holdings**

(i) Options provided as remuneration and shares issued on the exercise of such options are outlined below, and the terms and conditions of the options can be found in note 1(p)(iv).

(ii) The number of unlisted options over ordinary shares in the company held by each director of the company and other key management personnel (including related parties) of the Group are set out below. All options that are vested are exercisable.

| 2013 OPTIONS NAME | BALANCE AT THE START OF THE YEAR | GRANTED DURING THE YEAR AS COMPEN-SATION | EXERCISED DURING THE YEAR | NET OTHER CHANGES DURING THE YEAR | BALANCE AT YEAR END | VESTED AND EXERCISABLE AT YEAR END |
|---|---|---|---|---|---|---|
| Mr Graeme Kaufman | - | 500,000 | - | - | 500,000 | - |
| Dr Deborah Rathjen | 3,120,000 | 65,000 | (430,000) | - | 2,755,000 | 2,755,000 |
| Mr Trevor Tappenden[1] | 500,000 | - | - | (100,000) | 400,000 | 400,000 |
| Dr Errol De Souza | 500,000 | - | - | - | 500,000 | 500,000 |
| Dr Jonathan Lim | - | 500,000 | - | - | 500,000 | - |
| Mr Christopher Fullerton[3] | 1,000,000 | - | - | (1,000,000) | - | - |
| Ms Melanie Young | 500,000 | 75,000 | - | - | 575,000 | 175,000 |
| Dr José Iglesias | - | 500,000 | - | - | 500,000 | - |
| | **5,620,000** | **1,640,000** | **(430,000)** | **(1,100,000)** | **5,730,000** | **3,830,000** |

## NOTE 30: RELATED PARTY TRANSACTIONS CONT.

| 2012 OPTIONS NAME | BALANCE AT THE START OF THE YEAR | GRANTED DURING THE YEAR AS COMPEN-SATION | EXERCISED DURING THE YEAR | NET OTHER CHANGES DURING THE YEAR | BALANCE AT YEAR END | VESTED AND EXERCISABLE AT YEAR END |
|---|---|---|---|---|---|---|
| Mr Christopher Fullerton | 1,000,000 | - | - | - | 1,000,000 | 400,000 |
| Dr Deborah Rathjen[2] | 1,965,000 | 1,595,000 | (340,000) | (100,000) | 3,120,000 | 3,120,000 |
| Mr Trevor Tappenden[1] | 500,000 | - | - | - | 500,000 | 500,000 |
| Dr Errol De Souza | 500,000 | - | - | - | 500,000 | 400,000 |
| Ms Melanie Young | - | 500,000 | - | - | 500,000 | - |
| | **3,965,000** | **2,095,000** | **(340,000)** | **(100,000)** | **5,620,000** | **4,420,000** |

[1]Held by Kelso Investments Australia Pty Ltd
[2]Includes 1,000,000 options vested August 2012 to Dr Deborah Rathjen for services performed in 2011/2012
[3]Mr Christopher Fullerton retired 31 December 2012 and is no longer disclosed

(iii) The number of shares in the company held by each director of the Company and other key management personnel (including personally related parties) of the Group are set out below:

| 2013 SHARES NAME | BALANCE AT THE START OF THE YEAR | GRANTED DURING THE YEAR AS COMPEN-SATION | RECEIVED DURING THE YEAR UPON EXERCISE OF OPTIONS | NET OTHER CHANGES DURING THE YEAR | BALANCE AT YEAR END |
|---|---|---|---|---|---|
| Mr Graeme Kaufman | - | - | - | 178,750 | 178,750 |
| Dr Deborah Rathjen | 1,533,689 | - | 430,000 | 1,712 | 1,965,401 |
| Mr Trevor Tappenden[2] | 220,000 | - | - | 27,500 | 247,500 |
| Dr Errol De Souza | 116,698 | - | - | - | 116,698 |
| Dr Jonathan Lim | - | - | - | 4,073,463 | 4,073,463 |
| Mr Christopher Fullerton[1, 3] | 4,200,000 | - | - | (4,200,000) | - |
| Ms Melanie Young | 18,710 | - | - | 20,339 | 39,049 |
| Dr José Iglesias | - | - | - | - | - |
| | **6,089,097** | **-** | **430,000** | **101,764** | **6,620,861** |

| 2012 SHARES NAME | BALANCE AT THE START OF THE YEAR | GRANTED DURING THE YEAR AS COMPEN-SATION | RECEIVED DURING THE YEAR UPON EXERCISE OF OPTIONS | NET OTHER CHANGES DURING THE YEAR | BALANCE AT YEAR END |
|---|---|---|---|---|---|
| Mr Christopher Fullerton[1] | 4,825,020 | - | - | (625,020) | 4,200,000 |
| Dr Deborah Rathjen | 1,343,689 | - | 340,000 | (150,000) | 1,533,689 |
| Mr Trevor Tappenden[2] | 245,899 | - | - | (25,899) | 220,000 |
| Dr Errol De Souza | 116,698 | - | - | - | 116,698 |
| Ms Melanie Young | - | 1,710 | - | 17,000 | 18,710 |
| | **6,531,306** | **1,710** | **340,000** | **(783,919)** | **6,089,097** |

[1]Held by Mandalay Capital Pty Ltd
[2]Held by Kelso Investments Australia Pty Ltd
[3]Mr Christopher Fullerton retired 31 December 2012 and is no longer disclosed

# NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2013

## NOTE 30: RELATED PARTY TRANSACTIONS CONT.

**(f) Loans to Directors and Other Key Management Personnel**

There were no loans to any directors of the Company or other key management personnel of the Group during the financial year ended 30 June 2013.

**(g) Other Transactions with Directors and Other Key Management Personnel**

There were no other transactions with directors of the Company or other key management personnel of the Group during the financial year.

## NOTE 31: PARENT ENTITY INFORMATION

The accounting policies of the parent entity, which have been applied in determining the financial information shown below, are the same as those applied in the consolidated financial statements. Refer to note 1 for a summary of the significant accounting polices relating to the Group.

| FINANCIAL POSITION | YEAR ENDED 30 JUNE 2013 $ | YEAR ENDED 30 JUNE 2012 $ |
|---|---|---|
| **ASSETS** | | |
| Current assets | 31,203,186 | 21,566,896 |
| Non-current assets | 20,750,731 | 9,463,051 |
| Total assets | **51,953,917** | **31,029,947** |
| **LIABILITIES** | | |
| Current liabilities | 5,287,458 | 3,837,756 |
| Non-current liabilities | 5,096,108 | 462,181 |
| **Total liabilities** | **10,383,566** | **4,299,937** |
| **Net Assets** | **41,570,351** | **26,730,010** |
| **EQUITY** | | |
| Issued capital | 111,312,572 | 87,834,778 |
| Accumulated losses | (71,412,263) | (62,637,902) |
| Share-based payments reserve | 1,670,042 | 1,533,134 |
| **Total equity** | **41,570,351** | **26,730,010** |

| FINANCIAL PERFORMANCE | YEAR ENDED 30 JUNE 2013 | YEAR ENDED 30 JUNE 2012 |
|---|---|---|
| Loss for the year | (8,774,362) | (2,777,626) |
| Other comprehensive income | - | - |
| Total comprehensive income | **(8,774,362)** | **(2,777,626)** |

**(a) Property, Plant and Equipment Commitments**

There are no contractual commitments for the acquisition of property, plant or equipment as at 30 June 2013 (2012: Nil).

**(b) Contingent Liabilities and Guarantees**

There are no contingent liabilities or guarantees as at 30 June 2013 (2012: Nil).

## NOTE 32: BUSINESS COMBINATIONS – ACQUISITION OF ECLIPSE THERAPEUTICS, INC

On 17 September 2012 the Company announced the acquisition of Eclipse Therapeutics, Inc into the wholly owned subsidiary Bionomics Inc with effect from 14 September 2012. Bionomics Inc is engaged in Cancer Stem Cell research and development activities and is complementary to the Group's existing oncology research and development program.

## NOTE 32: BUSINESS COMBINATIONS - ACQUISITION OF ECLIPSE THERAPEUTICS, INC CONT.

### CONSIDERATION TRANSFERRED

| | NUMBER | $ |
|---|---|---|
| Shares issued | 19,112,575 | 6,116,024 |
| Shares issuable (estimated maximum) | 4,778,143 | 1,532,567 |
| Cash | - | 14,246 |
| **Total consideration** | **23,890,718** | **7,662,837** |
| Contingent consideration (i) | | 4,681,749 |
| | | **12,344,586** |

(i) The contingent consideration is the estimated fair value of the potential cash earn-outs to Eclipse security holders based on achieving late stage development success or partnering outcomes based on Eclipse assets. The contingent consideration of $4,681,749 at the acquisition date has been revalued at 30 June 2013 due to the movement in the US / Australian dollar exchange rate to $5,348,695.

### ASSETS ACQUIRED AND LIABILITIES ASSUMED AT THE DATE OF ACQUISITION

| | $ |
|---|---|
| **CURRENT ASSETS** | |
| Cash and cash equivalents | 270,525 |
| Other current assets | 7,256 |
| **NON-CURRENT ASSETS** | |
| Plant and equipment | 109,853 |
| Intellectual property | 12,703,228 |
| **CURRENT LIABILITIES** | |
| Trade and other payables | (746,276) |
| | **12,344,586** |

In accordance with the Accounting Standard AASB 3 'Business Combinations', the Company is able to provisionally determine the initial accounting for the acquisition. At the end of the year, the intangible assets have been provisionally determined based on the directors' best estimate of the likely fair value at $12,703,228. The calculation of the consideration transferred and intangible assets, including but not limited to intellectual property, goodwill and deferred tax assets may be amended when further information to support these values is obtained.

Included in the loss for the year ended 30 June 2013 is $1,927,691 attributable to this acquisition. Had the acquisition been effected at 1 July 2012, the loss from continuing operations for the year would have increased by an additional $280 thousand, the 'pro-forma' loss.

In determining the 'pro-forma' loss of the Group had Eclipse Therapeutics, Inc been acquired at the beginning of the year, the directors have:

- calculated depreciation of plant and equipment acquired on the basis of the fair values arising in the initial accounting for the business combination rather than the carrying amounts recognised in the pre-acquisition financial statements;
- included savings for work performed within the Group rather than outsourced; and
- assumed a similar rate of progress for research and development.

# DIRECTORS' DECLARATION

**THE DIRECTORS DECLARE THAT:**

a) in the directors' opinion, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable;

b) the attached financial statements are in compliance with International Financial Reporting Standards issued by the International Accounting Standards Board, as stated in note 1 to the financial statements;

c) in the directors' opinion, the attached financial statements and notes thereto are in accordance with the *Corporations Act 2001*, including compliance with accounting standards and giving a true and fair view of the financial position and performance of the consolidated entity; and

d) the directors have been given the declarations required by section 295A of the *Corporations Act 2001*.

Signed in accordance with a resolution of the directors made pursuant to section 295(5) of the *Corporations Act 2001*.

On behalf of the directors

**Graeme Kaufman**
*Chairman*

**Deborah Rathjen**
*Chief Executive Officer and Managing Director*

Dated this 15th day of August 2013

# INDEPENDENT AUDIT REPORT

Deloitte.

Deloitte Touche Tohmatsu
ABN 74 490 121 060

11 Waymouth Street
Adelaide SA 5000
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Adelaide SA 5001 Australia

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## Independent Auditor's Report to the members of Bionomics Limited

**Report on the Financial Report**

We have audited the accompanying financial report of Bionomics Limited, which comprises the statement of financial position as at 30 June 2013, the statement of profit or loss and other comprehensive income, the statement of cash flows and the statement of changes in equity for the year ended on that date, notes comprising a summary of significant accounting policies and other explanatory information, and the directors' declaration of the consolidated entity, comprising the company and the entities it controlled at the year's end or from time to time during the financial year as set out on pages 39 to 81.

*Directors' Responsibility for the Financial Report*

The directors of the company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error. In Note 1, the directors also state, in accordance with Accounting Standard AASB 101 *Presentation of Financial Statements*, that the consolidated financial statements comply with International Financial Reporting Standards.

*Auditor's Responsibility*

Our responsibility is to express an opinion on the financial report based on our audit. We conducted our audit in accordance with Australian Auditing Standards. Those standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance whether the financial report is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, the auditor considers internal control, relevant to the company's preparation of the financial report that gives a true and fair view, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

*Auditor's Independence Declaration*

In conducting our audit, we have complied with the independence requirements of the *Corporations Act 2001*. We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of Bionomics Limited, would be in the same terms if given to the directors as at the time of this auditor's report.

# INDEPENDENT AUDIT REPORT

Deloitte.

*Opinion*

In our opinion:

(a) the financial report of Bionomics Limited is in accordance with the *Corporations Act 2001*, including:

  (i) giving a true and fair view of the consolidated entity's financial position as at 30 June 2013 and of its performance for the year ended on that date; and

  (ii) complying with Australian Accounting Standards and the *Corporations Regulations 2001*; and

(b) the consolidated financial statements also comply with International Financial Reporting Standards as disclosed in Note 1.

**Report on the Remuneration Report**

We have audited the Remuneration Report included in pages 30 to 36 of the directors' report for the year ended 30 June 2013. The directors of the company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

*Opinion*

In our opinion the Remuneration Report of Bionomics Limited for the year ended 30 June 2013, complies with section 300A of the *Corporations Act 2001*.

Deloitte Touche Tohmatsu

DELOITTE TOUCHE TOHMATSU

Philip Teale
Partner
Chartered Accountants
Adelaide, 15 August 2013

# SHAREHOLDER INFORMATION

All shareholder information provided is current as at 18 September 2013.

## DIFFERENCE IN RESULTS REPORTED TO THE ASX

There are no material differences between the figures reported in the financial statements and those lodged with the ASX in the Company's Appendix 4E for the year ended 30 June 2013, other than those previously announced to the market.

## AUDIT AND RISK MANAGEMENT COMMITTEE

The Company established an Audit and Risk Management Committee in July 2002. The main responsibilities of the Audit and Risk Management Committee are set out in the section headed 'Corporate Governance Statement' of the Annual Report.

## CORPORATE GOVERNANCE

Bionomics' corporate governance practices are set out in the section headed 'Corporate Governance Statement' of the Annual Report.

## SUBSTANTIAL SHAREHOLDERS

Substantial holders in the Company are set out below:

| ORDINARY SHARES | NUMBER HELD |
|---|---|
| Link Traders (Aust) Pty Ltd | 34,624,622 |
| John Leaver | 24,241,071 |
| Ausbil Dexia Limited | 24,000,000 |
| The Australian National University | 21,642,425 |

## EQUITY SECURITIES

There are 4,085 holders of ordinary shares in Bionomics.

The number of shareholdings held in less than marketable parcels is 249.

## VOTING RIGHTS

There is one class of quoted equity securities issued by the Company, ordinary, with voting rights attached to the ordinary shares. One share equates to one vote.

## DISTRIBUTION OF HOLDERS OF EQUITY SECURITIES

| | NUMBER OF SECURITY HOLDERS | |
|---|---|---|
| CATEGORY (SIZE OF HOLDING) | ORDINARY SHARES | UNLISTED OPTIONS |
| 1 – 1,000 | 407 | - |
| 1,001 – 5,000 | 1,214 | 3 |
| 5,001 – 10,000 | 691 | 3 |
| 10,001 – 100,000 | 1,460 | 28 |
| 100,001 – and over | 313 | 16 |
| | **4,085** | **50** |

# SHAREHOLDER INFORMATION

## TWENTY LARGEST HOLDERS OF EACH CLASS OF QUOTED EQUITY SECURITIES

The names of the 20 largest holders of each class of quoted equity securities are listed below:

| | | ORDINARY SHARES | |
|---|---|---|---|
| | **NAME** | **NUMBER HELD** | **PERCENTAGE OF ISSUED SHARES** |
| 1 | National Nominees Limited | 63,060,183 | 15.32 |
| 2 | Link 405 Pty Ltd | 39,578,873 | 9.62 |
| 3 | HSBC Custody Nominees (Australia) Limited | 29,590,892 | 7.19 |
| 4 | The Australian National University | 21,642,425 | 5.26 |
| 5 | CVC Limited | 15,876,024 | 3.86 |
| 6 | HSBC Custody Nominees (Australia) Limited–GSCO ECA | 13,805,085 | 3.35 |
| 7 | HSBC Custody Nominees (Australia) Limited ←NT-Comnwlth Super Corp AC→ | 11,816,448 | 2.87 |
| 8 | Pagodatree Investments Limited | 8,014,030 | 1.95 |
| 9 | Leagou Funds Management Pty Ltd | 7,652,692 | 1.86 |
| 10 | Wenola Pty Limited | 7,100,171 | 1.73 |
| 11 | Balzac Investments Pty Ltd | 4,816,950 | 1.17 |
| 12 | City Hill Venture Partners I LLC | 4,009,865 | 0.97 |
| 13 | Mr Mark Richard Potter and Mrs Rebecca Amy Potter | 3,800,000 | 0.92 |
| 14 | Alimter Pty Limited | 3,000,000 | 0.73 |
| 15 | BNP Paribas Noms Pty Ltd | 2,819,500 | 0.69 |
| 16 | Biogen IDEC MA Inc | 2,810,306 | 0.68 |
| 17 | Citicorp Nominees Pty Limited | 2,765,928 | 0.67 |
| 18 | AW & JE Wilks Pty Ltd | 2,650,000 | 0.64 |
| 19 | Boom Australia Pty Limited | 2,500,000 | 0.61 |
| 20 | Mandalay Capital Pty Limited | 2,350,000 | 0.57 |
| | | **249,659,372** | **60.66** |

| **UNQUOTED EQUITY SECURITIES** | **NUMBER ON ISSUE** | **NUMBER OF HOLDERS** |
|---|---|---|
| Options issued pursuant to Bionomics Limited Employee Share Option Plan | 9,944,160 | 50 |
| | **9,944,160** | **50** |

# COMPANY PARTICULARS

Bionomics, a listed public Company, is domiciled and incorporated in Australia.

Bionomics shares are listed on the Australian Securities Exchange under the code BNO.

**REGISTERED OFFICE**
31 Dalgleish Street
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**Telephone:** +61 8 8354 6100

**ADMINISTRATIVE OFFICE**
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**Telephone:** +61 8 8354 6100
**Facsimile:** +61 8 8354 6199
**E-mail:** info@bionomics.com.au
**Web Address:** www.bionomics.com.au

**SHARE REGISTRY**
Computershare Investor Services Pty Limited
Level 5, 115 Grenfell Street
Adelaide SA Australia 5000
**Telephone:** 1300 556 161 (within Australia)
+61 3 9415 4000 (outside Australia)
**E-mail:** web.queries@computershare.com.au
**Web Address:** www.computershare.com

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Adelaide SA Australia 5000

**AUDITORS**
Deloitte Touche Tohmatsu
11 Waymouth Street
Adelaide SA Australia 5000

**PATENT ATTORNEYS**
Griffith Hack
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Melbourne VIC Australia 3000

Davies Collison Cave
1 Nicholson Street
Melbourne VIC Australia 3000

Bionomics is not listed on any other stock exchanges other than the ASX.

| **DIRECTORS** | |
|---|---|
| Mr Graeme Kaufman | Chairman |
| Dr Deborah Rathjen | Chief Executive Officer and Managing Director |
| Mr Trevor Tappenden | Non-Executive Director |
| Dr Errol De Souza | Non-Executive Director |
| Dr Jonathan Lim | Non-Executive Director |

| **SENIOR MANAGEMENT** | |
|---|---|
| Dr Deborah Rathjen | Chief Executive Officer and Managing Director |
| Dr Emile Andriambeloson | Head of Research, Neurofit |
| Dr Peter Chu | Vice President US Operations & Cancer Biology |
| Dr Forrest Fuller | Vice President Business Development |
| Dr Andrew Harvey | Vice President Drug Discovery |
| Dr José Iglesias | Chief Medical Officer |
| Dr Gabriel Kremmidiotis | Vice President Research and Development |
| Dr Sue O'Connor | Senior Director, CNS Research & Development |
| Dr Christopher Reyes | Vice President Research and Development Biologics |
| Dr Jeremy Simpson | Vice President Clinical Development |
| Ms Melanie Young | Chief Financial Officer and Company Secretary |

| **SCIENTIFIC ADVISORS** |
|---|
| Dr Carrolee Barlow PhD MD BA |
| Dr Philippe Danjou MD PhD |
| Dr Jayesh Desai FRACP |
| Dr Errol De Souza PhD |
| Professor Paul Fitzgerald PhD MSc |
| Dr Ann Hayes PhD Bsc |
| Dr Fiona McLaughlin PhD FSB |
| Dr Christopher J Sweeney MBBS |
| Dr CD Nigel Toseland FRCPath |

Bionomics has an American Depositary Receipts program (ADRs) sponsored by BNY Mellon, under the ticker code 'BMICY'. For further details about this program, please contact:

**UNITED STATES**
BNY Mellon Shareowner Services
PO Box 358516, Pittsburgh, PA 15252-8516
**Toll Free Number for Domestic Calls:**
+1 888 BNY ADRS or +1888 269 2377
**Number for International Calls:** +1 201 680 6825
**Email:** shrrelations@bnymellon.com
or visit **BNY Mellon Shareowner Services' website at** www.bnymellon.com\shareowner

**AUSTRALIA**
Mr Anthony Sprenger, Vice President
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