



8 March 2005

Securities and Exchange Commission
Judiciary Plaza,
450 Fifth Street,
Washington DC 20549



SUPPL

Re: Bionomics Limited - File number 82-34682

Please see attached provided pursuant to Section 12g3-2(b) file number 82-34682.

Yours sincerely

A handwritten signature in black ink, appearing to be "Jill Mashado".

per: Jill Mashado
Company Secretary



JLW 3/23



8 March 2005

The Manager, Company Announcements
Australian Stock Exchange Limited
Level 19
91 King William Street
Adelaide SA 5000



Dear Sir,

BIONOMICS (BNO) NOTICE IN RESPECT OF ISSUE OF SECURITIES

Bionomics Limited ("**Company**") hereby notifies the ASX that, in respect of the issue of securities on 8 March 2005 as part of the Company's recent acquisition of the business of Neurofit and as required under paragraph 708A(5)(e) of the *Corporations Act 2001* (Cth):

- (a) the securities identified above were issued without disclosure to investors under Part 6D.2 of the *Corporations Act*;
- (b) as at the date of this notice the Company has complied with the provisions of Chapter 2M as they apply to the Company and with section 674 of the *Corporations Act*; and
- (c) as at the date of this notice there is no information which is excluded information within the meaning of subsections 708A(7) and (8) of the *Corporations Act*.

Yours faithfully,

Jill Mashado
Company Secretary
Bionomics Limited

Telephone: +61 8 8354 6106
Email: jmashado@bionomics.com.au

Bionomics Limited ABN 53 075 582 740

31 Dalgieish Street Thebarton SA Australia 5031 Phone 61 8 8354 6100 Fax 61 8 8354 6199 Email info@bionomics.com.au website www.bionomics.com.au



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per: Jill Mashado
Company Secretary

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002.

Name of entity

BIONOMICS LIMITED

ABN

53 075 582 740

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|--|---|
| 1 | *Class of *securities issued or to be issued | ORDINARY SHARES |
| 2 | Number of *securities issued or to be issued (if known) or maximum number which may be issued | ONE MILLION EIGHT HUNDRED AND TWENTY ONE THOUSAND NINE HUNDRED AND EIGHTEEN (1,821,918) |
| 3 | Principal terms of the *securities (eg, if options, exercise price and expiry date; if partly paid *securities, the amount outstanding and due dates for payment; if *convertible securities, the conversion price and dates for conversion) | FULLY PAID |

+ See chapter 19 for defined terms.

**Appendix 3B
New issue announcement**

<p>4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>YES</p>								
<p>5 Issue price or consideration</p>	<p>ISSUED AT A DEEMED PRICE OF TWENTY THREE CENTS (\$0.23)</p>								
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>PURSUANT TO THE TERMS OF THE BUSINESS TRANSFER AGREEMENT DATED 16 DECEMBER 2004, RE THE ACQUISITION OF THE NEUROFIT BUSINESS (REFER TO ASX ANNOUNCEMENT DATED 17 DECEMBER 2004). THESE SHARES ARE, FROM THE DATE OF ISSUE, SUBJECT TO A 6 MONTH VOLUNTARY ESCROW.</p>								
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>8 MARCH 2005</p>								
<p>8 Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="738 1375 998 1396">Number</th> <th data-bbox="998 1375 1258 1396">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="738 1428 998 1459">65,808,494</td> <td data-bbox="998 1428 1258 1459">ORDINARY SHARES</td> </tr> <tr> <td data-bbox="738 1459 998 1491">9,795,822</td> <td data-bbox="998 1459 1258 1491">OPTIONS</td> </tr> <tr> <td></td> <td data-bbox="998 1491 1258 1522">EXP. 31-07-07</td> </tr> </tbody> </table>	Number	+Class	65,808,494	ORDINARY SHARES	9,795,822	OPTIONS		EXP. 31-07-07
Number	+Class								
65,808,494	ORDINARY SHARES								
9,795,822	OPTIONS								
	EXP. 31-07-07								

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	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	7,551,933	OPTIONS
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	NOT APPLICABLE - EARLY STAGE BIOTECHNOLOGY COMPANY	

Part 2 - Bonus issue or pro rata issue

- 11 Is security holder approval required?
- 12 Is the issue renounceable or non-renounceable?
- 13 Ratio in which the +securities will be offered
- 14 +Class of +securities to which the offer relates
- 15 +Record date to determine entitlements
- 16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?
- 17 Policy for deciding entitlements in relation to fractions
- 18 Names of countries in which the entity has +security holders who will not be sent new issue documents
Note: Security holders must be told how their entitlements are to be dealt with.
Cross reference: rule 7.7.
- 19 Closing date for receipt of acceptances or renunciations

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

-
- 20 Names of any underwriters

 - 21 Amount of any underwriting fee or commission

 - 22 Names of any brokers to the issue

 - 23 Fee or commission payable to the broker to the issue

 - 24 Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of *security holders

 - 25 If the issue is contingent on *security holders' approval, the date of the meeting

 - 26 Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled

 - 27 If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders

 - 28 Date rights trading will begin (if applicable)

 - 29 Date rights trading will end (if applicable)

 - 30 How do *security holders sell their entitlements *in full* through a broker?

 - 31 How do *security holders sell *part* of their entitlements through a broker and accept for the balance?

+ See chapter 19 for defined terms.

- 32 How do +security holders dispose of their entitlements (except by sale through a broker)?
- 33 +Despatch date

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

- 34 Type of securities (tick one)
 - (a) Securities described in Part 1
 - (b) All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities (If the additional securities do not form a new class, go to 43)

Tick to indicate you are providing the information or documents

- 35 If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders
- 36 If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
 - 1 - 1,000
 - 1,001 - 5,000
 - 5,001 - 10,000
 - 10,001 - 100,000
 - 100,001 and over
- 37 A copy of any trust deed for the additional +securities

(now go to 43)

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

Entities that have ticked box 34(b)

38 Number of securities for which
 +quotation is sought

39 Class of +securities for which
 quotation is sought

40 Do the +securities rank equally in all
 respects from the date of allotment
 with an existing +class of quoted
 +securities?

If the additional securities do not
 rank equally, please state:

- the date from which they do
- the extent to which they
 participate for the next dividend,
 (in the case of a trust,
 distribution) or interest payment
- the extent to which they do not
 rank equally, other than in
 relation to the next dividend,
 distribution or interest payment

41 Reason for request for quotation
 now

Example: In the case of restricted securities, end of
 restriction period

(if issued upon conversion of
 another security, clearly identify that
 other security)

	Number	+Class
42 Number and +class of all +securities quoted on ASX (including the securities in clause 38)		

(now go to 43)

+ See chapter 19 for defined terms.

All entities

Fees

43 Payment method (tick one)

Cheque attached

Electronic payment made

Note: Payment may be made electronically if Appendix 3B is given to ASX electronically at the same time.

Periodic payment as agreed with the home branch has been arranged

Note: Arrangements can be made for employee incentive schemes that involve frequent issues of securities.

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the +securities to be quoted, it has been provided at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

+ See chapter 19 for defined terms.

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New issue announcement

- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: Date: 8 March 2005
Company Secretary

Print name: JILL MASHADO
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+ See chapter 19 for defined terms.