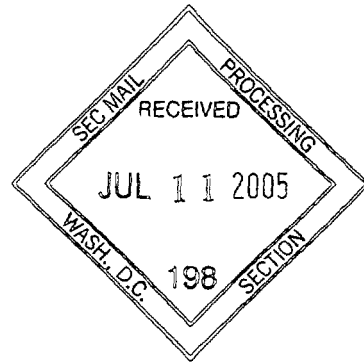




1 July 2005

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

PROCESSED

JUL 15 2005

THOMSON  
FINANCIAL

A handwritten signature in black ink, appearing to be "Jill Mashado" with the date "7/15" written next to it.



**ASX ANNOUNCEMENT**  
**1 July 2005**

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**BIONOMICS' COMPLETES ILIAD ACQUISITION**

Bionomics Limited (ASX:BNO, BNOOA, US OTC: BMICY) announced today that it has completed the acquisition of Iliad Chemicals Pty Ltd.

With the acquisition of Iliad, Bionomics has complemented its pipeline in epilepsy and anxiety with drug candidates for the treatment of multiple sclerosis and vascular targeting agents for the treatment of solid tumours and confirms Bionomics' transformation to a fully integrated drug discovery and development company.

Following completion Dr George Jessup of Start-up Australia Ventures joins the Bionomics' Board and Iliad founder Dr Bernard Flynn joins Bionomics' management team as Vice President Chemistry.

Bionomics' CEO and Managing Director Dr Deborah Rathjen said that its robust pipeline and the expanded capacity of Bionomics to move drugs to the clinic will drive shareholder value and go a long way to delivering Bionomics' growth strategy. This is a very exciting time for Bionomics and we are more committed than ever to progressing the treatment of breast cancer and serious conditions such as multiple sclerosis and epilepsy.

**FOR FURTHER INFORMATION PLEASE CONTACT:**

**DR DEBORAH RATHJEN**  
**CEO & MANAGING DIRECTOR**  
**BIONOMICS LIMITED**  
**Ph: +61 8 8354 6101**

**About Bionomics Limited**

Bionomics (ASX:BNO, BNOOA; US OTC:BMICY) discovers and develops innovative therapeutics, working with partners to maximise wealth for shareholders. The Company leverages its gene discoveries in epilepsy with its proprietary ionX<sup>®</sup> discovery platform, a novel platform for the discovery and development of new and more effective treatments for CNS disorders, including anxiety and epilepsy. Angene<sup>™</sup>, Bionomics' angiogenesis target and drug discovery platform, incorporates a variety of genomics tools to identify and validate novel angiogenesis targets. Bionomics utilises the unique attributes of the Angene<sup>™</sup> platform for the discovery of drugs for the treatment of cancer. The Company is exploiting shorter-term revenue generating opportunities by out-licensing diagnostic applications of its intellectual property. Bionomics aims to generate exponential growth both organically and through acquisition.

For more information about Bionomics, visit [www.bionomics.com.au](http://www.bionomics.com.au)

**About Iliad Chemicals Pty Ltd**

Iliad Chemicals is a drug discovery company which uses a novel synthetic chemistry to discover and optimise new drugs (the MultiCore® technology)

The MultiCore® technology is a new synthetic process which gives direct access to classes of drug-like compounds that have proven difficult to access using traditional methods. For example, a number of natural products, which are of interest in drug discovery, can now be synthesised efficiently using this breakthrough approach. MultiCore® enables Iliad to optimise such leads to give the best performance.

Iliad has two drugs in advanced preclinical development programs: a drug which targets cancer blood vessels and a drug for the treatment of multiple sclerosis.

For more information about Iliad visit: [www.iliad.com.au](http://www.iliad.com.au)

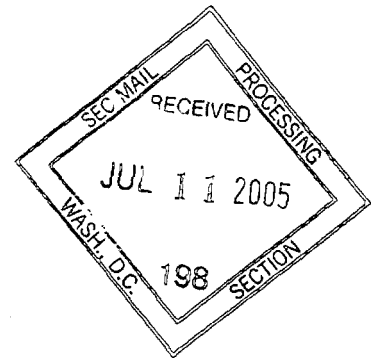
**Factors Affecting Future Performance**

*This announcement contains "forward-looking" statements within the meaning of the United States' Private Securities Litigation Reform Act of 1995. Any statements contained in this press release that relate to prospective events or developments, including, without limitation, statements made regarding Neurofit, Bionomics' drug discovery programs and diagnostic products are deemed to be forward-looking statements. Words such as "believes," "anticipates," "plans," "expects," "projects," "forecasts," "will" and similar expressions are intended to identify forward-looking statements. There are a number of important factors that could cause actual results or events to differ materially from those indicated by these forward-looking statements, including risks related to our available funds or existing funding arrangements, a downturn in our customers' markets, our failure to introduce new products or technologies in a timely manner, regulatory changes, risks related to our international operations, our inability to integrate acquired businesses and technologies into our existing business and to our competitive advantages, as well as other factors. Subject to the requirements of any applicable legislation or the listing rules of any stock exchange on which our securities are quoted, we disclaim any intention or obligation to update any forward-looking statements as a result of developments occurring after the date of this press release.*



1 July 2005

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



**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". The signature is fluid and cursive, with a long horizontal stroke extending to the right.

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  | FORTY MILLION NINE HUNDRED AND NINE THOUSAND AND NINETY ONE (40,909,091) |
| 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   |

**Appendix 3B**  
**New issue announcement**

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- |  |   |
|--|---|
| <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"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul> | <p>YES</p>  |
| <p>5 Issue price or consideration</p>  | <p>1,500,000 CONVERTIBLE PREFERENCE SHARES OF ILIAD CHEMICALS PTY LIMITED AND 600,000 ORDINARY SHARES OF ILIAD CHEMICALS PTY LIMITED</p>  |
| <p>6 Purpose of the issue<br/>         (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>   | <p>CONSIDERATION FOR SHARES OF ILIAD CHEMICALS PTY LIMITED AS DESCRIBED IN ITEM 5 ABOVE, PURSUANT TO THE TERMS OF THE SHARE SALE AND PURCHASE AGREEMENT DATED 26 APRIL 2005 (REFER TO ASX ANNOUNCEMENT DATED 25 MAY 2005).<br/>         28,514,003 OF THESE SHARES ARE, FROM THE DATE OF ISSUE, SUBJECT TO A 12 MONTH RESTRICTION AGREEMENT.<br/>         A FURTHER 11,652,973 OF THESE SHARES ARE, FROM THE DATE OF ISSUE, SUBJECT TO A 12 MONTH VOLUNTARY ESCROW.</p> |
| <p>7 Dates of entering *securities into uncertificated holdings or despatch of certificates</p>  | <p>1 JULY 2005</p>  |

---

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

8	Number and *class of all *securities quoted on ASX (including the securities in clause 2 if applicable)	Number	*Class
		153,810,177	ORDINARY SHARES
		9,795,822	BNOOA OPTIONS EXP. 31-07-07
		31,530,063	BNOOB OPTIONS EXP. 31-01-09

9	Number and *class of all *securities not quoted on ASX (including the securities in clause 2 if applicable)	Number	*Class
		8,187,333	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.

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

- 
- 19 Closing date for receipt of acceptances or renunciations
- 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.



Appendix 3B  
New issue announcement

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**

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**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)

--

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

Number	*Class

(now go to 43)

## 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.

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+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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- 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: 1 July 2005  
Company Secretary

Print name: JILL MASHADO  
=====

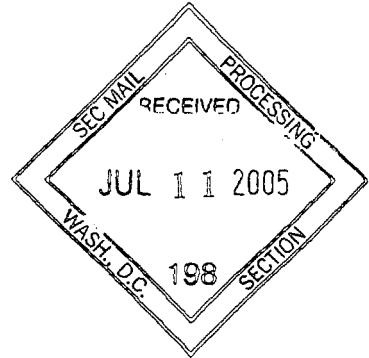
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+ See chapter 19 for defined terms.



1 July 2005

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



**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

82-34682



1 July 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 1 July 2005 as part of the Company's recent acquisition of Iliad Chemicals Pty Ltd 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](mailto:jmashado@bionomics.com.au)

Bionomics Limited ABN 53 075 582 740



1 July 2005

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

**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", written in a cursive style.

Per: Jill Mashado  
Company Secretary



**ASX RELEASE**  
1 July 2005

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In accordance with Australian Stock Exchange Limited Listing Rule 3.16.1, Bionomics Limited advises the appointment of Dr George Jessup as a Non-Executive Director of Bionomics Limited effective from 1 July 2005.

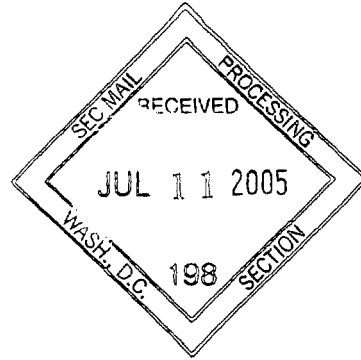
**JILL MASHADO  
COMPANY SECRETARY  
BIONOMICS LIMITED**





1 July 2005

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



**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, consisting of several loops and a long horizontal stroke extending to the right.

*Per:* Jill Mashado  
Company Secretary

**Appendix 3X**  
**Initial Director's Interest Notice**

*Rule 3.19A.1*

## Appendix 3X

### Initial Director's Interest Notice

*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 30/9/2001.

<b>Name of entity: Bionomics Limited</b>
<b>ABN: 53 075 582 740</b>

We (the entity) give ASX the following information under listing rule 3.19A.1 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	George Jessup
<b>Date of appointment</b>	1 July 2005

**Part 1 - Director's relevant interests in securities of which the director is the registered holder**

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

<b>Number &amp; class of securities</b>
Nil

**Part 2 - Director's relevant interests in securities of which the director is not the registered holder**

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

<b>Name of holder &amp; nature of interest</b>	<b>Number &amp; class of Securities</b>
Note: Provide details of the circumstances giving rise to the relevant interest. Blue Jay Pty Limited ATF Jessup Super Fund (Controller)	100,000 Ordinary Shares
Blue Jay Ventures Pty Limited (Controller)	1,626,048 Ordinary Shares 494,000 BNOOB Listed Options
Start-up Australia Ventures Pty Limited (Controller of Blue Jay Ventures Pty Limited, which holds > 20% of voting power in Start-up Australia Ventures Pty Limited)	42,588,077 Ordinary Shares 9,382,716 BNOOB Listed Options

+ See chapter 19 for defined terms.

82-34682

**Appendix 3X**  
**Initial Director's Interest Notice**

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**Part 3 - Director's interests in contracts**

<b>Detail of contract</b>	
<b>Nature of interest</b>	
<b>Name of registered holder (if issued securities)</b>	
<b>No. and class of securities to which interest relates</b>	

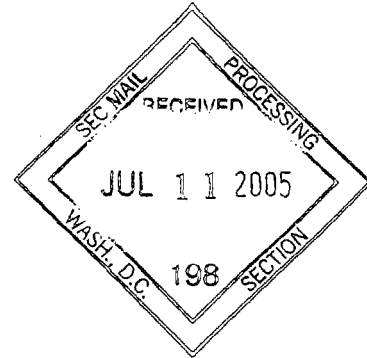
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+ See chapter 19 for defined terms.



1 July 2005

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



**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

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

# 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 FORTY MILLION NINE HUNDRED AND NINE THOUSAND AND NINETY ONE (40,909,091)
- 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**

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- |   |   |
|---|---|
| <p>4 Do the <sup>+</sup>securities rank equally in all respects from the date of allotment with an existing <sup>+</sup>class of quoted <sup>+</sup>securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul> | <p>YES</p>  |
| <p>5 Issue price or consideration</p>   | <p>1,500,000 CONVERTIBLE PREFERENCE SHARES OF ILIAD CHEMICALS PTY LIMITED AND 600,000 ORDINARY SHARES OF ILIAD CHEMICALS PTY LIMITED</p>  |
| <p>6 Purpose of the issue<br/>(If issued as consideration for the acquisition of assets, clearly identify those assets)</p>   | <p>CONSIDERATION FOR SHARES OF ILIAD CHEMICALS PTY LIMITED AS DESCRIBED IN ITEM 5 ABOVE, PURSUANT TO THE TERMS OF THE SHARE SALE AND PURCHASE AGREEMENT DATED 26 APRIL 2005 (REFER TO ASX ANNOUNCEMENT DATED 25 MAY 2005).<br/> 28,514,003 OF THESE SHARES ARE, FROM THE DATE OF ISSUE, SUBJECT TO A 12 MONTH RESTRICTION AGREEMENT.<br/> A FURTHER 11,652,973 OF THESE SHARES ARE, FROM THE DATE OF ISSUE, SUBJECT TO A 12 MONTH VOLUNTARY ESCROW.</p> |
| <p>7 Dates of entering <sup>+</sup>securities into uncertificated holdings or despatch of certificates</p>  | <p>1 JULY 2005</p>  |

---

<sup>+</sup> See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

	Number	*Class
8 Number and *class of all *securities quoted on ASX (including the securities in clause 2 if applicable)	125,296,174	ORDINARY SHARES
	9,795,822	BNOOA OPTIONS EXP. 31-07-07
	31,530,063	BNOOB OPTIONS EXP. 31-01-09
9 Number and *class of all *securities not quoted on ASX (including the securities in clause 2 if applicable)	28,514,003	RESTRICTED ORDINARY SHARES
	8,187,333	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	

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

<p>18 Names of countries in which the entity has +security holders who will not be sent new issue documents</p> <p>Note: Security holders must be told how their entitlements are to be dealt with.</p> <p>Cross reference: rule 7.7.</p>	
<p>19 Closing date for receipt of acceptances or renunciations</p>	
<p>20 Names of any underwriters</p>	
<p>21 Amount of any underwriting fee or commission</p>	
<p>22 Names of any brokers to the issue</p>	
<p>23 Fee or commission payable to the broker to the issue</p>	
<p>24 Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders</p>	
<p>25 If the issue is contingent on +security holders' approval, the date of the meeting</p>	
<p>26 Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled</p>	
<p>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</p>	
<p>28 Date rights trading will begin (if applicable)</p>	
<p>29 Date rights trading will end (if applicable)</p>	
<p>30 How do +security holders sell their entitlements <i>in full</i> through a broker?</p>	

+ See chapter 19 for defined terms.



**Appendix 3B**  
**New issue announcement**

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

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**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)

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+ 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.

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+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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- 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: 1 July 2005  
 Company Secretary

Print name: JILL MASHADO  
 =====

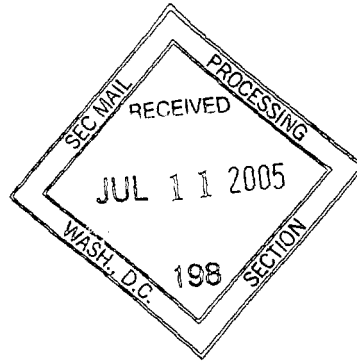
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+ See chapter 19 for defined terms.



1 July 2005

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



**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

**Form 604**Corporations Act 2001  
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme Bionomics Limited ("Bionomics")ACN/ARSN 075 582 740**1. Details of substantial holder (1)**Name Start-up Australia Ventures Pty Limited as managing partner of the BioVentures Australia Partnership ("Start-up Australia")ACN/ARSN (if applicable) 095 498 632

There was a change in the interests of the substantial holder on

01/07/2005

The previous notice was given to the company on

29/06/2005

The previous notice was dated

29/06/2005**2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary Shares	14,074,074	12.47%	42,588,077	27.69%

**3. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
1/7/2005	Start-up Australia	Subscription by Start-up Australia	The sale to Bionomics of 1,500,000 shares held by Start-up Australia in Iliad Chemicals Pty Ltd	28,514,003 Ordinary Shares	28,514,003

**4. Present relevant interests**

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Start-up	Start-up	Start-up	Registered Holder	42,588,077 Ordinary Shares	42,588,077

**5. Changes in association**

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Not applicable	

**6. Addresses**

The addresses of persons named in this form are as follows:

Name	Address
Start-up Australia Ventures Pty Limited	Level 5, 15 Castlereagh St, Sydney NSW 2000

**Signature**

print name **George Jessup** capacity **Managing Director**

sign here  date **01/07/2005**

**DIRECTIONS**

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 606 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
  - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.