



## Extraordinary General Meeting

**Sydney, 11 May 2021:** Nyrada Inc (ASX: NYR), a preclinical stage, drug development company specialising in novel small molecule drugs to treat cardiovascular and neurological diseases, provides notice for an Extraordinary General Meeting of NYR Shareholders and CHES Depositary Interest (CDI) holders to be held at 10.00am (AEST), Wednesday 16 June 2021.

Please find attached:

- Notice of Extraordinary General Meeting; and
- Sample Proxy form.

The meeting is being held as a physical meeting.

- ENDS -

### About Nyrada Inc

Nyrada is a preclinical stage, drug discovery and development company, specialising in novel small molecule drugs to treat cardiovascular and neurological diseases. The Company has two main programs, each targeting market sectors of significant size and considerable unmet clinical need. These are a cholesterol lowering drug and a drug to treat brain injury, specifically traumatic brain injury and stroke. Nyrada Inc. ARBN 625 401 818 is a company incorporated in the state of Delaware, US, and the liability of its stockholders is limited.

[www.nyrada.com](http://www.nyrada.com)

*Authorised by John Moore, Non-Executive Chairman, on behalf of the Board.*

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## **Forward-Looking Statements**

This announcement may contain forward-looking statements. You can identify these statements by the fact they use words such as “aim”, “anticipate”, “assume”, “believe”, “continue”, “could”, “estimate”, “expect”, “intend”, “may”, “plan”, “predict”, “project”, “plan”, “should”, “target”, “will” or “would” or the negative of such terms or other similar expressions. Forward-looking statements are based on estimates, projections, and assumptions made by Nyrada about circumstances and events that have not yet taken place. Although Nyrada believes the forward-looking statements to be reasonable, they are not certain. Forward-looking statements involve known and unknown risks, uncertainties and other factors that are in some cases beyond the Company’s control (including but not limited to the COVID-19 pandemic) that could cause the actual results, performance, or achievements to differ materially from those expressed or implied by the forward-looking statement.

**Nyrada Inc.**  
Suite 2, Level 3,  
828 Pacific Highway  
Gordon NSW 2072  
ARBN: 625 401 818

<http://www.nyrada.com/site/content/>



# Nyrada Inc.

## **Notice of 2021 Extraordinary General Meeting** Explanatory Statement | Proxy Form

**Wednesday, 16 June 2021**

**10:00AM (AEST)**

**or Tuesday, 15 June 2021 at 8:00PM (EDT)**

### **Address**

Automic Pty Ltd  
Deutsche Bank Building  
Level 5, 126 Phillip Street,  
Sydney NSW 2000

This Notice of Meeting should be read in its entirety. If CDI Holders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

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## **Important Information for CDI Holders about the Company’s 2021 EGM**

Given the uncertainty surrounding the COVID-19 pandemic, by the time this Notice is received by CDI Holders, circumstances may have changed, however, this Notice is given based on circumstances as at 3 May 2021.

Accordingly, should circumstances change, the Company will make an announcement on the ASX announcements platform and on the Company’s website at <https://www.nyrada.com/site/investors/asx-announcements>. CDI Holders are urged to monitor the ASX announcements platform and the Company’s website.

# Notice of Extraordinary General Meeting

Notice is hereby given that an Extraordinary General Meeting of Shareholders of Nyrada Inc. ABRN 625 401 818 will be held at 10:00AM (AEST) on Wednesday, 16 June 2021 (**AGM Time**) at Automic Pty Ltd, Deutsche Bank Building, Level 5, 126 Phillip Street, Sydney NSW 2000.

The matters to be considered and voted on at the Extraordinary General Meeting are described in the accompanying Notice of 2021 Extraordinary General Meeting of Shareholders (**Notice of Meeting**) and Proxy Statement.

All Shareholders and CDI Holders are invited to attend the EGM. Whether or not you expect to attend the EGM, please submit your Proxy Card or CDI Voting Instruction Form as soon as possible so that your applicable Shares/CDIs can be voted at the EGM. For specific instructions on voting, please refer to the instructions in the Notice of Extraordinary Meeting and the Proxy Card or CDI Voting Instruction Form, as applicable. If you hold your Shares or CDIs through an account with a brokerage firm, bank, or other nominee, please follow the instructions you receive from them to vote your Shares or CDIs. Terms and abbreviations used in this Notice of Meeting, Proxy Statement, Explanatory Statement, Proxy Card or CDI Voting Instruction Form are defined in the Glossary.

## **Record Date and Voting Rights**

Shareholders may vote at the Extraordinary General Meeting if they are a Shareholder of record or are a beneficial owner of Shares held in Street Name at 7:00pm (AEST) on Wednesday 2 June 2021 (**Record Date**). In accordance with Article IV, Section 5 of the Company's Bylaws, the Record Date must not be more than 60 days or less than 10 days before the date of the Extraordinary General Meeting.

Shareholders at the Record Date are entitled to receive the Notice of Meeting and to attend the Extraordinary General Meeting, or any adjournment or postponement of the Meeting. Holders of CDIs as at the Record Date are entitled to receive notice of and attend the Meeting and may also instruct CHES Depository Nominees Pty Ltd (**CDN**) to vote the Shares underlying their CDIs by following the instructions on the CDI Voting Instruction Form. CDN will vote the applicable Shares on behalf of each applicable CDI Holder at the Extraordinary General Meeting in accordance with the instructions received via the CDI Voting Instruction Form.

# Resolutions

## Ratification of Prior Issue of Securities

### 1. **Resolution 1** – Ratification of Prior Issue of Tranche 1 CDIs under ASX Listing Rule 7.1

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and prior issue of 16,623,843 Tranche 1 CDIs issued on 30 March 2021 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 1 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

#### **Disclosure of Interests for Resolution 1**

In accordance with the Delaware General Corporation Law, the following disclosure of interests is advised:

Only sophisticated and institutional investors who are clients of the Joint Lead Managers, none of whom were related parties of the Company, participated in the allotment referred to in Resolution 1. In aggregate, the relevant sophisticated and institutional investors were issued 16,623,843 CDIs (which are the subject of this resolution) and may hold or have held other CDIs as at the date of this Notice of Meeting. In accordance with the voting exclusion statement set out immediately above, the Company will disregard any votes cast in favour of this Resolution by CDN on behalf of any party who participated in the allotment referred to in Resolution 1 and its associates.

## 2. **Resolution 2 – Ratification of Prior Issue of Tranche 1 CDIs under ASX Listing Rule 7.1A**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and prior issue of 11,082,562 Tranche 1 CDIs issued on 30 March 2021 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 2 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

### **Disclosure of Interests for Resolution 2**

In accordance with the Delaware General Corporation Law, the following disclosure of interests is advised:

Only sophisticated and institutional investors who are clients of the Joint Lead Managers, none of whom were related parties of the Company, participated in the allotment referred to in Resolution 2. In aggregate, the relevant sophisticated and institutional investors were issued 11,082,562 CDIs (which are the subject of this resolution) and may hold or have held other CDIs as at the date of this Notice of Meeting. In accordance with the voting exclusion statement set out immediately above, the Company will disregard any votes cast in favour of this Resolution by CDN on behalf of any party who participated in the allotment referred to in Resolution 2 and its associates.

## Issue of Securities

### 3. Resolution 3 – Approval of Issue of Tranche 2 CDIs

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Shareholders approve the issue and allotment of 14,601,287 Tranche 2 CDIs to sophisticated and institutional investors, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:

- (a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 3 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

#### **Disclosure of Interests for Resolution 3**

In accordance with the Delaware General Corporation Law, the following disclosure of interests is advised:

Only sophisticated and institutional investors who are clients of the Joint Lead Managers, none of whom are related parties of the Company, will participate in the allotment referred to in Resolution 3. In aggregate, the relevant sophisticated and professional investors will be issued 14,601,287 CDIs if Resolution 3 is passed and may hold or have held other CDIs as at the date of this Notice of Meeting. In accordance with the voting exclusion statement set out immediately above, the Company will disregard any votes cast in favour of this Resolution by CDN on behalf of any party who will participate in the allotment referred to in Resolution 3 or its associates.



#### 4. Resolution 4 – Approval of Issue of Broker CDIs

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Shareholders approve the issue and allotment of 951,923 Broker CDIs to Canary Capital (or its nominee), and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- (a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 4 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

#### **Disclosure of Interests for Resolution 4**

In accordance with the Delaware General Corporation Law, the following disclosure of interests is advised:

Canary Capital and its associates hold 194,299 CDIs as at the date of this Notice of Meeting. Alto Capital and its associates hold 3,986,766 CDIs as at the date of this Notice of Meeting. In accordance with the voting exclusion statement set out immediately above, the Company will disregard any votes cast in favour of this Resolution by CDN on behalf of Canary Capital, Alto Capital or any of their associates.

## 5. Resolution 5 – Approval of Issue of Management and Other CDIs

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Shareholders approve the issue and allotment of 654,231 Management and Other CDIs to members of the Company’s management team, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

- (a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 5 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

### **Disclosure of Interests for Resolution 5**

In accordance with the Delaware General Corporation Law, the following disclosure of interests is advised:

Mr James Bonnar and his associates hold 65,000 CDIs as at the date of this Notice of Meeting. Ms Laura Vize and her associates do not hold any interest in CDIs as at the date of this Notice of Meeting. Candour Asset Management Pty Ltd and its associates hold 1,148,295 CDIs as at the date of this Notice of Meeting. In accordance with the voting exclusion statement set out immediately above, the Company will disregard any votes cast in favour of this Resolution by CDN on behalf of Mr Bonnar, Ms Vize or any of their associates.

## 6. Resolution 6 – Approval of Issue of Broker Options

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Shareholders approve the issue and allotment of 4,000,000 Broker Options in aggregate to Canary Capital and Alto Capital, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of:

- (a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 6 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

### **Disclosure of Interests for Resolution 6**

In accordance with the Delaware General Corporation Law, the following disclosure of interests is advised:

Canary Capital and its associates hold 194,299 CDIs as at the date of this Notice of Meeting. Alto Capital and its associates hold 3,986,766 CDIs as at the date of this Notice of Meeting. In accordance with the voting exclusion statement set out immediately above, the Company will disregard any votes cast in favour of this Resolution by CDN on behalf of Canary Capital, Alto Capital or any of their associates.

## 7. Resolution 7 – Approval of Issue of Advisor Options

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Shareholders approve the issue and allotment of 2,000,000 Advisor Options to Canary Capital, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of:

- (a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 7 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

### **Disclosure of Interests for Resolution 7**

In accordance with the Delaware General Corporation Law, the following disclosure of interests is advised:

Canary Capital and its associates hold 194,299 CDIs as at the date of this Notice of Meeting. Alto Capital and its associates hold 3,986,766 CDIs as at the date of this Notice of Meeting. In accordance with the voting exclusion statement set out immediately above, the Company will disregard any votes cast in favour of this Resolution by CDN on behalf of Canary Capital, Alto Capital or any of their associates.

## 8. Resolution 8 – Approval of Issue of Advisor Options

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Shareholders approve the issue and allotment of 2,000,000 Advisor Options to Canary Capital, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 8 by or on behalf of:

- (a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 8 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

### **Disclosure of Interests for Resolution 8**

In accordance with the Delaware General Corporation Law, the following disclosure of interests is advised:

Canary Capital and its associates hold 194,299 CDIs as at the date of this Notice of Meeting. Alto Capital and its associates hold 3,986,766 CDIs as at the date of this Notice of Meeting. In accordance with the voting exclusion statement set out immediately above, the Company will disregard any votes cast in favour of this Resolution by CDN on behalf of Canary Capital, Alto Capital or any of their associates.

## 9. **Resolution 9 – Approval of Issue of CDIs to John Moore, Chairman and Director of the Company**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders approve the issue and allotment of 76,923 CDIs to John Moore, Chairman and Director of the Company, or his nominee and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 9 by or on behalf of:

- (a) a person who is to expected to receive the securities as a result of the proposed issue;
- (b) a person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (c) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 9 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

### **Disclosure of Interests for Resolution 9**

In accordance with the Delaware General Corporation Law, the following disclosure of interests is advised:

As at the date of this Notice of Meeting, John Moore holds 281,500 CDIs. In accordance with the voting exclusion statement set out immediately above, the Company will disregard any votes cast in favour of this Resolution by CDN on behalf of John Moore.

## 10. **Resolution 10** – Approval of Issue of CDIs to Christopher Cox, Director of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders approve the issue and allotment of 625,000 CDIs to Christopher Cox, Director of the Company, or his nominee and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 10 by or on behalf of:

- (a) a person who is to expected to receive the securities as a result of the proposed issue;
- (b) a person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (c) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 10 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

### **Disclosure of Interests for Resolution 10**

In accordance with the Delaware General Corporation Law, the following disclosure of interests is advised:

As at the date of this Notice of Meeting, a related party of Christopher Cox, Symphony Capital Holdings LLC, holds 800,000 CDIs. In accordance with the voting exclusion statement set out immediately above, the Company will disregard any votes cast in favour of this Resolution by CDN on behalf of Symphony Capital Holdings LLC.

## 11. Resolution 11 – Approval of Issue of CDIs to Dr Ian Dixon, Director of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders approve the issue and allotment of 192,308 CDIs to Dr Ian Dixon, Director of the Company, or his nominee and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 11 by or on behalf of:

- (a) a person who is to expected to receive the securities as a result of the proposed issue;
- (b) a person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (c) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 11 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

### **Disclosure of Interests for Resolution 11**

In accordance with the Delaware General Corporation Law, the following disclosure of interests is advised:

As at the date of this Notice of Meeting, a related party of Dr Ian Dixon, Altnia Holding Pty Ltd Pty Ltd <I Dixon Family A/C> holds 9,921,725 CDIs. In accordance with the voting exclusion statement set out immediately above, the Company will disregard any votes cast in favour of this Resolution by CDN on behalf of Altnia Holding Pty Ltd Pty Ltd.



## 12. **Resolution 12** – Approval of Issue of CDIs to Dr Ruediger Weseloh, Director of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders approve the issue and allotment of 100,000 CDIs to Dr Ruediger Weseloh, Director of the Company, or his nominee and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 12 by or on behalf of:

- (a) a person who is to expected to receive the securities as a result of the proposed issue;
- (b) a person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (c) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 12 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

### **Disclosure of Interests for Resolution 12**

In accordance with the Delaware General Corporation Law, the following disclosure of interests is advised:

As at the date of this Notice of Meeting, Dr Ruediger Weseloh does not hold any interest in CDIs.

### 13. **Resolution 13 – Approval of Issue of CDIs to Marcus Frampton, Director of the Company**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders approve the issue and allotment of 75,000 CDIs to Marcus Frampton, Director of the Company, or his nominee and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 13 by or on behalf of:

- (a) a person who is to be expected to receive the securities as a result of the proposed issue;
- (b) a person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (c) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 13 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

#### **Disclosure of Interests for Resolution 13**

In accordance with the Delaware General Corporation Law, the following disclosure of interests is advised:

As at the date of this Notice of Meeting, Marcus Frampton holds 170,075 CDIs. In accordance with the voting exclusion statement set out immediately above, the Company will disregard any votes cast in favour of this Resolution by CDN on behalf of Marcus Frampton.

## 14. Resolution 14 – Approval of Issue of CDIs to Peter Marks, Director of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders approve the issue and allotment of 200,000 CDIs to Peter Marks, Director of the Company, or his nominee and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 14 by or on behalf of:

- (a) a person who is to be expected to receive the securities as a result of the proposed issue;
- (b) a person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (c) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 14 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

### **Disclosure of Interests for Resolution 14**

In accordance with the Delaware General Corporation Law, the following disclosure of interests is advised:

As at the date of this Notice of Meeting, a related party of Peter Marks, Shanti Capital Pty Ltd <Peter Marks Super Fund A/C>, holds 50,000 CDIs. In accordance with the voting exclusion statement set out immediately above, the Company will disregard any votes cast in favour of this Resolution by CDN on behalf of Shanti Capital Pty Ltd.

### **BY ORDER OF THE BOARD**



David Franks  
Company Secretary

3 May 2021

# Proxy Statement

The Board of Directors of Nyrada Inc. ABRN 625 401 818 is soliciting proxies for use at the 2021 Extraordinary General Meeting of Shareholders to be held at 10:00AM (AEST) on Wednesday, 16 June 2021 at Automic Pty Ltd, Deutsche Bank Building, Level 5, 126 Phillip Street, Sydney NSW 2000, and at any adjournment or postponement of the Meeting. We expect to mail this Proxy Statement and the accompanying Notice of Meeting to Shareholders and CDI Holders on or about 11 May 2021.

## Questions and Answers

### What is the purpose of the Extraordinary General Meeting?

At the Meeting, Shareholders will be able to vote on the Resolutions set out in this Notice of Meeting. Holders of CDIs may instruct CDN to vote the Shares underlying their CDIs by following the instructions on the CDI Voting Instruction Form. The Company will also provide Shareholders and CDI Holders with the opportunity to ask questions during the Meeting in respect to the formal items of business as well as general questions in respect to the Company and its business. The Resolutions outlined in the Notice of Meeting are the following:

- the ratification of prior issue of Tranche 1 CDIs under ASX Listing Rule 7.1 (**Resolution 1**);
- the ratification of prior issue of Tranche 1 CDIs under ASX Listing Rule 7.1A (**Resolution 2**);
- the issue of Tranche 2 CDIs (**Resolution 3**);
- the issue of Broker CDIs (**Resolution 4**);
- the issue of Management and Other CDIs (**Resolution 5**);
- the issue of Broker Options (**Resolution 6**);
- the issue of Advisor Options (**Resolution 7**);
- the issue of Advisor Options (**Resolution 8**);
- the issue of CDIs to John Moore, Chairman and Director of the Company (**Resolution 9**);
- the issue of CDIs to Christopher Cox, Director of the Company (**Resolution 10**);
- the issue of CDIs to Dr Ian Dixon, Director of the Company (**Resolution 11**);
- the issue of CDIs to Dr Ruediger Weseloh, Director of the Company (**Resolution 12**);
- the issue of CDIs to Marcus Frampton, Director of the Company (**Resolution 13**); and
- the issue of CDIs to Peter Marks, Director of the Company (**Resolution 14**).

### Who is entitled to vote at the Extraordinary General Meeting?

Only those Shareholders of record or beneficial owners of Shares held in Street Name (as defined below), at 7:00PM (AEDT) on Wednesday 2 June 2021 (**Record Date**) will be entitled to vote at the Meeting and any adjournment or postponement thereof.

As at the Record Date, there are 138,532,028 Shares of Class A Common Stock outstanding (equivalent to 138,532,028 CDIs), all of which are entitled to vote with respect to the Resolutions set out in this Notice of Meeting, subject to applicable voting exclusions. Therefore, there is currently a total of 138,532,028 votes entitled to be cast at the Meeting.

Each Share of Class A Common Stock is entitled to one vote per Share. Each CDI represents 1 Share of Class A Common Stock.

Votes for, against and abstentions will be counted as present and entitled to vote for the purposes of determining whether a quorum is present.

### Will any Shareholders be excluded from voting on any of the items?

In accordance with ASX Listing Rule 14.11.1, the Company will disregard certain votes cast on certain resolutions by certain persons. Voting exclusions apply for Resolutions 1 to 14, as set out above in the Notice of Meeting.

The table below notes the Disclosure of Interests in relation to all Resolutions

#### **Disclosure of Interests for Resolutions 1-14**

In accordance with the Delaware General Corporation Law, the following disclosure of interests is advised:

**Resolution 1:** Only sophisticated and institutional investors who were clients of the Joint Lead Managers, none of whom were related parties of the Company, participated in the allotment referred to in Resolution 1. In aggregate, the relevant sophisticated and institutional investors were issued 16,623,843 CDIs (which are the subject of this resolution) and may hold or have held other CDIs as at the date of this Notice of Meeting. Further to the voting exclusion statement for this resolution, these parties are unable to vote on Resolution 1.

**Resolution 2:** Only sophisticated and institutional investors who were clients of the Joint Lead Managers, none of whom were related parties of the Company, participated in the allotment referred to in Resolution 2. In aggregate, the relevant sophisticated and institutional investors were issued 11,082,562 CDIs (which are the subject of this resolution) and may hold or have held other CDIs as at the date of this Notice of Meeting. Further to the voting exclusion statement for this resolution, these parties are unable to vote on Resolution 2.

**Resolution 3:** Only sophisticated and institutional investors who are clients of the Joint Lead Managers, none of whom are related parties of the Company, will participate in the allotment referred to in Resolution 3. In aggregate, the relevant sophisticated and institutional investors will be issued 14,601,287 CDIs if Resolution 3 is passed and may hold or have held other CDIs as at the date of this Notice of Meeting. Further to the voting exclusion statement for this resolution, these parties are unable to vote on Resolution 3.

**Resolution 4:** Canary Capital and its associates hold 194,299 CDIs as at the date of this Notice of Meeting. Alto Capital and its associates hold 3,986,766 CDIs as at the date of this Notice of Meeting. Further to the voting exclusion statement for this resolution, these parties are unable to vote on Resolution 4.

**Resolution 5:** Mr James Bonnar and his associates hold 65,000 CDIs as at the date of this Notice of Meeting. Ms Laura Vize and her associates does not hold any interest in CDIs as at the date of this Notice of Meeting. Candour Asset Management Pty Ltd and its associates hold 1,148,295 CDIs as at the date of this Notice of Meeting. Further to the voting exclusion statement for this resolution, these parties are unable to vote on Resolution 5.

**Resolution 6:** Canary Capital and its associates hold 194,299 CDIs as at the date of this Notice of Meeting. Alto Capital and its associates hold 3,986,766 CDIs as at the date of this Notice of Meeting. Further to the voting exclusion statement for this resolution, these parties are unable to vote on Resolution 6.

**Resolution 7:** Canary Capital and its associates hold 194,299 CDIs as at the date of this Notice of Meeting. Alto Capital and its associates hold 3,986,766 CDIs as at the date of this Notice of Meeting. Further to the voting exclusion statement for this resolution, these parties are unable to vote on Resolution 7.

**Resolution 8:** Canary Capital and its associates hold 194,299 CDIs as at the date of this Notice of Meeting. Alto Capital and its associates hold 3,986,766 CDIs as at the date of this Notice of Meeting. Further to the voting exclusion statement for this resolution, these parties are unable to vote on Resolution 8.

**Resolution 9:** As at the date of this Notice of Meeting, John Moore holds 281,500 CDIs. Further to the voting exclusion statement for this resolution, John Moore is unable to vote on Resolution 9.

**Resolution 10:** As at the date of this Notice of Meeting, a related party of Christopher Cox, Symphony Capital Holdings LLC, holds 800,000 CDIs. Further to the voting exclusion statement for this resolution, Symphony Capital Holdings LLC is unable to vote on Resolution 10.

**Resolution 11:** As at the date of this Notice of Meeting, a related party of Dr Ian Dixon, Altnia Holding Pty Ltd Pty Ltd <I Dixon Family A/C> holds 9,921,725 CDIs. Further to the voting exclusion statement for this resolution, Altnia Holding Pty Ltd Pty Ltd is unable to vote on Resolution 11.

**Resolution 12:** As at the date of this Notice of Meeting, Dr Ruediger Weseloh does not hold any interest in CDIs.

**Resolution 13:** As at the date of this Notice of Meeting, Marcus Frampton holds 170,075 CDIs. Further to the voting exclusion statement for this resolution, Marcus Frampton is unable to vote on Resolution 13.

**Resolution 14:** As at the date of this Notice of Meeting, a related party of Peter Marks, Shanti Capital Pty Ltd <Peter Marks Super Fund A/C>, holds 50,000 CDIs. Further to the voting exclusion statement for this resolution, Shanti Capital Pty Ltd is unable to vote on Resolution 14.

### **How many Shares must be present for voting to hold the Meeting?**

Pursuant to Article I, Section 4, of the Company's Bylaws, the holders of one-third of the capital stock issued and outstanding and entitled to vote at the Extraordinary General Meeting must be present in person or represented by proxy to constitute a quorum for the transaction of business.

Shares are counted as present at the Extraordinary General Meeting if:

- the Shareholder of record on the Record Date attends the Meeting in person; or
- the Shareholder of record on the Record Date, or the applicable beneficial owner, has properly submitted a proxy in a timely fashion as set out in this Notice of Meeting.

### **What is a proxy?**

If you designate another person or entity to vote Shares that you own, such other person or entity is referred to as your proxy. If you designate someone as your proxy in a written document, that document is also called a proxy or proxy card. When you designate a proxy, you may also direct the proxy how to vote your Shares. This is referred to as your "proxy vote".

### **What is the difference between a Shareholder of record and a "Street Name" holder?**

If you own Shares registered directly in your name with the Company's US share registrar, you are considered the Shareholder of record with respect to those Shares. As a Shareholder of record, you have the right to grant your voting proxy directly to the Company or to vote in person at the Extraordinary General Meeting.

If your Shares are held in a stock brokerage account or by a bank, trust or other nominee, then the broker, trust or other nominee is considered to be the Shareholder of record with respect to those Shares, while you are considered the beneficial owner of those Shares and your Shares are held in street name (**Street Name**). Street Name holders generally cannot vote their Shares directly and must instead instruct the broker, bank, trust or other nominee how to vote their Shares. Since a Street Name holder is not the Shareholder of record, the Street Name holder may not vote their Shares in person at the Extraordinary General Meeting unless such holder obtains a legal proxy from their applicable broker, bank, trustee or nominee giving such holder the right to vote the Shares at the Meeting.

CDN is the Shareholder of record for all Shares beneficially owned by holders of CDIs. Holders of CDIs are entitled to receive the Notice of Meeting and attend the Extraordinary General Meeting and may direct CDN to vote by using the method described in the CDI Voting Instruction Form.

### **What does it mean if I receive more than one printed set of proxy materials?**

If you receive more than one printed set of proxy materials, it means that you hold Shares registered in more than one account. To ensure that all of your Shares are voted, please submit proxies or voting instructions for all of your Shares.

### **Can I vote my Shares in person at the Meeting?**

You may vote your Shares in person at the Meeting if you own shares of Class A Common Stock or CDIs and are a Shareholder of record on the Record Date. CDI Holders may vote the Shares underlying their CDIs by submitting their properly completed CDI Voting Form and lodging it with the Company by the due date and in a manner as set out in this Notice of Extraordinary Meeting.

Even if you currently plan to attend the Meeting and vote your Shares at the Meeting, we recommend that you submit a proxy so that your vote will be counted if you later decide not to attend the Meeting. If you submit your vote by proxy and later decide to vote in person at the Meeting, the vote you submit at the Meeting will override your proxy vote.

If you are a Street Name holder of Shares, you may vote your Shares in person at the meeting only if you obtain and provide to Automatic prior to the meeting a signed letter or other form of proxy from your broker, bank, trust or other nominee giving you the right to vote the Shares at the Meeting.

## How do I vote my Shares of Class A Common Stock?

Shareholders are entitled to vote if they are a Shareholder on the Record Date regardless of whether they attend the Extraordinary General Meeting.

At the Extraordinary Meeting General Meeting, every holder of Class A Common Stock present themselves or by proxy, is entitled to one vote for each Share of Class A Common Stock held on the Record Date on all matters submitted to a vote to the Shareholders.

If you are a Shareholder of record, you can vote in any of the following ways:

<b>In person</b>	To vote in person, attend the Extraordinary Meeting General Meeting on the date and at the place set out above.	
<b>By proxy</b>	<b>Online</b>	Lodge the Proxy Form online at <a href="https://investor.automic.com.au/#/loginsah">https://investor.automic.com.au/#/loginsah</a> by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form.
	<b>By post</b>	Automic, GPO Box 5193, Sydney NSW 2001
	<b>By hand</b>	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000

Under the Company's Bylaws, proxies will be accepted up to and during the Meeting, up to the close of voting at the Meeting. **The Company would appreciate if proxies could be lodged by 5:00PM (AEST) on Monday, 14 June 2021, which will be the time at which the Company will report its lodged proxy results.** However, the Company will continue to accept proxies up to and during the Meeting.

## How do I vote if I hold CDIs?

If you are a CDI Holder, you must take one of the following actions in order to vote at the Extraordinary General Meeting:

1. Instructing CHES Depository Nominees Pty Ltd (**CDN**), as the Shareholder of record, to vote the Shares underlying your CDIs pursuant to your instructions in the CDI Voting Instruction Form provided to Automic Registry.
2. Converting your CDIs into Shares of Class A Common Stock and voting such Shares at the Meeting in person, virtually or by proxy.

Note: In order to vote as a Shareholder in person at the meeting, such conversion to Class A Common Stock must be completed prior to the Record Date. CDI Holders should contact the Share Registry for information regarding the conversion process. If CDI Holders convert their holding to Class A Common Stock prior to the Record Date, then they may follow the instructions above for voting as a holder of Class A Common Stock.

Each CDI represents 1 Share of Class A Common Stock. Therefore, each CDI Holder will be entitled to one vote for every 1 CDI that they hold (by instructing CDN to vote the relevant underlying Shares of Class A Common Stock).

If you are a CDI Holder, and wish to vote at the Extraordinary General Meeting, please use one of the following methods to lodge your CDI Voting Instruction form.

<b>Online</b>	Lodge the Voting Instruction form online at <a href="https://investor.automic.com.au/#/loginsah">https://investor.automic.com.au/#/loginsah</a> by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form. For further information on the online proxy lodgement process please see the <b>Online Proxy</b>
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	<b>Lodgement Guide</b> at Annexure D or <a href="https://www.automicgroup.com.au/virtual-agms/">https://www.automicgroup.com.au/virtual-agms/</a>
<b>By post</b>	Automic, GPO Box 5193, Sydney NSW 2001
<b>By hand</b>	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000

**How do I vote if I am a Street Name holder?**

If you hold your Shares in Street Name, you must vote your Shares or CDIs in the manner set forth by your broker, bank, trust or other nominee, which is similar to the voting procedures for Shareholders of record. You will receive a voting instruction form if nominated as a proxy (not a proxy card) to use in directing your applicable broker, bank, trust or other nominee how to vote your Shares at the Meeting.



# Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders and CDI Holders in connection with the business to be conducted at the Extraordinary General Meeting to be held at 10:00AM (AEST) on Wednesday, 16 June 2021 at Automic Pty Ltd, Deutsche Bank Building, Level 5, 126 Phillip Street, Sydney NSW 2000.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders and CDI Holders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

Full details of the business to be considered at the Extraordinary General Meeting are set out below.

## Resolutions

### Ratification of Prior Issue of Securities

#### Resolutions 1 and 2 – Ratification of Prior Issue of Tranche 1 CDIs

##### Background

On 22 March 2021, the Company announced that it had received firm commitments to raise approximately AU\$11 million (before costs) via a two-tranche placement to sophisticated and institutional investors through the issue of 42,307,692 new CDIs at an issue price of AU\$0.26 per CDI (**Placement**).

The Company announced that the Placement would be undertaken in two tranches, with the first tranche (**Tranche 1**) to be issued under the Company's existing capacity under ASX Listing Rules 7.1 and 7.1A, and the second tranche (**Tranche 2**) subject to Shareholder approval.

On 30 March 2021, the Company completed Tranche 1 of the Placement by issuing 16,623,843 Tranche 1 CDIs under ASX Listing Rule 7.1 and 11,082,562 Tranche 1 CDIs under ASX Listing Rule 7.1A, raising AU\$7,203,665 (collectively, **Tranche 1 CDIs**).

##### ASX Listing Rules 7.1 and 7.1A

Resolution 1 proposes that Shareholders approve and ratify the prior issue and allotment of 16,623,843 Tranche 1 CDIs, which were issued on 30 March 2021 (**Issue Date**), utilising the Company's existing capacity under ASX Listing Rule 7.1.

Resolution 2 proposes that Shareholders approve and ratify the prior issue and allotment of 11,082,562 Tranche 1 CDIs, which were issued on the Issue Date, utilising the Company's existing capacity under ASX Listing Rule 7.1A.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed entity can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

At last year's AGM, the Company sought and obtained approval of its Shareholders under Listing Rule 7.1A to increase this 15% limit by an extra 10% to 25%.

The issue of Tranche 1 CDIs did not fall within any of the exceptions (to Listing Rules 7.1 and 7.1A) and, as it has not been approved by the Company's Shareholders, it effectively used up part of the Company's expanded 25% limit under Listing Rule 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 and 7.1A for the 12-month period following the Issue Date (noting that the extra 10% under Listing Rule 7.1A will expire unless re-approved by the Company's Shareholders on an annual basis).

Listing Rule 7.4 allows the Shareholders of a listed entity to approve an issue of equity securities after it has been made or agreed to be made, provided that the issue or agreement did not breach Listing Rule 7.1. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

A note to Listing Rule 7.4 also provides that an issue made in accordance with Listing Rule 7.1A can be approved subsequently under Listing Rule 7.4 and, if it is, the issue will then be excluded from variable “E” in Listing Rule 7.1A.2 (which means that the Company’s capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1A is not reduced).

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, Resolutions 1 and 2 seek Shareholder approval to subsequently approve the issue of Tranche 1 CDIs for the purposes of Listing Rule 7.4.

If Resolutions 1 and 2 are passed, the issue of Tranche 1 CDIs under the Placement will be excluded in calculating the Company’s 25% capacity to issue equity securities under Listing Rules 7.1 (15%) and 7.1A (10%) without Shareholder approval over the 12-month period following the Issue Date.

If Resolutions 1 and 2 are not passed, the issue of Tranche 1 CDIs under the Placement will be included in calculating the Company’s 25% capacity to issue equity securities under Listing Rules 7.1 (15%) and 7.1A (10%) without Shareholder approval over the 12-month period following the Issue Date.

#### **Information required by ASX Listing Rule 7.5**

The following information is provided to Shareholders for the purposes of Listing Rule 7.5.

- (a) The Tranche 1 CDIs were issued to sophisticated and institutional investors who are clients of Canary Capital and Alto Capital, joint lead managers to the Placement (together the **Joint Lead Managers**). The investors were identified through a bookbuild process, which involved the Joint Lead Managers seeking expressions of interest to participate in the capital raising from non-related parties of the Company.

In accordance with Section 7.4 of ASX Guidance Note 21, the Company confirms that none of the investors were:

- (i) related parties of the Company, members of the Company’s Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
  - (ii) issued more than 1% of the issued capital of the Company.
- (b) 27,706,405 Tranche 1 CDIs were issued on the following basis:
- (i) 16,623,843 Tranche 1 CDIs under ASX Listing Rule 7.1 (ratification of which is sought under Resolution 1); and
  - (ii) 11,082,562 Tranche 1 CDIs under ASX Listing Rule 7.1A (ratification of which is sought under Resolution 2).
- (c) The Tranche 1 CDIs were fully paid on issue and ranked equally in all aspects with all existing CDIs previously issued by the Company.
- (d) The Tranche 1 CDIs were issued on 30 March 2021.
- (e) Each of the Tranche 1 CDIs were issued at an issue price of AU\$0.26 per Tranche 1 CDI, which raised approximately AU\$7,203,665 (before costs) for the Company.
- (f) Funds raised from the issue of the Tranche 1 CDIs have been and will be used by the Company to:
- (i) fully fund a Phase 1 clinical trial of the Company’s cholesterol-lowering and brain injury drug candidates;
  - (ii) enable further proof-of-concept studies evaluating existing drug candidates in additional therapeutic areas; and
  - (iii) fund the repayment of the Company’s loan from Noxopharm Limited.
- (g) Other than the material terms described in this Explanatory Statement, there are no other material terms on which the Tranche 1 CDIs were issued.
- (h) A voting exclusion statement for each of Resolutions 1 and 2 is contained in the Notice of Meeting.

#### **Directors’ recommendation**

The Board of Directors recommend that Shareholders vote in favour of Resolutions 1 and 2.

## **Issue of Securities**

### **Resolution 3 – Approval of Issue of Tranche 2 CDIs**

#### **Background**

On 22 March 2021, the Company announced that it had received firm commitments to raise approximately AU\$11 million (before costs) via a two-tranche placement to sophisticated and institutional investors through the issue of 42,307,692 new CDIs at an issue price of AU\$0.26 per CDI (**Placement**).

The Company announced that the Placement would be undertaken in two tranches, with the first tranche (**Tranche 1**) to be issued under the Company's existing capacity under ASX Listing Rules 7.1 and 7.1A, and the second tranche (**Tranche 2**) subject to Shareholder approval.

This Resolution seeks Shareholder approval to issue and allot 14,601,287 CDIs at an issue price of AU\$0.26 per CDI to sophisticated and institutional investors pursuant to Tranche 2 of the Placement (**Tranche 2 CDIs**).

The effect of this Resolution is for Shareholders to approve the issue of these Tranche 2 CDIs to fall within an exception to ASX Listing Rule 7.1, which will allow the Company to issue these CDIs without using the Company's 15% capacity under Listing Rule 7.1.

#### **ASX Listing Rule 7.1**

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed entity can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

An issue of equity securities that is approved by the Company's Shareholders under Listing Rule 7.1 will not use up the Company's 15% limit and therefore does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, this Resolution seeks Shareholder approval to approve the issue of the Tranche 2 CDIs under and for the purposes of Listing Rule 7.1.

If this Resolution is passed, the issue of the Tranche 2 CDIs will be excluded in calculating the Company's 15% limit in Listing Rule 7.1 to issue equity securities without Shareholder approval over the 12-month period following the date on which the Tranche 2 CDIs are issued.

If this Resolution is not passed, and the Company proceeds with the issue, the Tranche 2 CDIs will be included in calculating the Company's 15% limit in Listing Rule 7.1 to issue equity securities without Shareholder approval over the 12-month period following the date on which the Tranche 2 CDIs are issued. Should the Resolution not be approved, the Company will not be able to allot the CDIs and raise the funds under the Resolution unless there is capacity under Listing Rules 7.1 and/or 7.1A as a result of the approval of Resolutions 1 and/or 2.

#### **Information Required by Listing Rule 7.3**

The following information is provided to Shareholders for the purposes of Listing Rule 7.3:

- (a) The allottees are sophisticated and institutional investors who are clients of the Joint Lead Managers. The investors were identified through a bookbuild process, which involved the Joint Lead Managers seeking expressions of interest to participate in the capital raising from non-related parties of the Company.

In accordance with Section 7.2 of ASX Guidance Note 21, the Company confirms that none of the investors are:

- (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
  - (ii) will be issued with more than 1% of the issued capital of the Company.
- (b) The maximum number of Tranche 2 CDIs to be issued is 14,601,287.
- (c) The Tranche 2 CDIs will be fully paid on issue and rank equally in all aspects with all existing CDIs previously issued by the Company.

- (d) The Tranche 2 CDIs will be issued within 3 months of Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of its discretion).
- (e) The Tranche 2 CDIs will be offered at an issue price of AU\$0.26 per Tranche 2 CDI, to raise approximately AU\$3,796,335 (before costs).
- (f) Funds raised from the issue of the Tranche 2 CDIs will be used by the Company to:
  - (i) fully fund a Phase 1 clinical trial of the Company's cholesterol-lowering and brain injury drug candidates;
  - (ii) enable further proof-of-concept studies evaluating existing drug candidates in additional therapeutic areas; and
  - (iii) fund the repayment of the Company's loan from Noxopharm Limited.
- (g) The Tranche 2 CDIs are not being issued under, or to fund, a reverse takeover.
- (h) A voting exclusion statement for this Resolution 3 is contained in the Notice of Meeting.

#### **Directors' Recommendation**

The Board of Directors recommend Shareholders vote in favour of this Resolution.

## **Resolution 4 – Approval of Issue of Broker CDIs**

### **Background**

On 22 March 2021, the Company announced that it had received firm commitments to raise approximately AU\$11 million (before costs) via a two-tranche placement to sophisticated and institutional investors through the issue of 42,307,692 new CDIs at an issue price of AU\$0.26 per CDI (**Placement**).

The Company announced that Canary Capital and Alto Capital acted as Joint Lead Managers to the Placement. As part of the fee payable to Canary Capital for the Placement, Canary Capital has agreed to accept 75% of their fee in CDIs as opposed to cash. Therefore, the Company has agreed to issue Canary Capital 951,923 CDIs at AU\$0.26 per CDI (**Broker CDIs**), subject to Shareholder approval.

This Resolution seeks Shareholder approval to issue and allot 951,923 Broker CDIs at an issue price of AU\$0.26 per CDI to Canary Capital.

The effect of this Resolution is for Shareholders to approve the issue of these Broker CDIs to fall within an exception to ASX Listing Rule 7.1, which will allow the Company to issue these without using the Company's 15% capacity under Listing Rule 7.1.

### **ASX Listing Rule 7.1**

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed entity can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

An issue of equity securities that is approved by the Company's Shareholders under Listing Rule 7.1 will not use up the Company's 15% limit and therefore does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, this Resolution seeks Shareholder approval to approve the issue of the Broker CDIs under and for the purposes of Listing Rule 7.1.

If this Resolution is passed, the issue of the Broker CDIs will be excluded in calculating the Company's 15% limit in Listing Rule 7.1 to issue equity securities without Shareholder approval over the 12-month period following the date on which the Broker CDIs are issued.

If this Resolution is not passed, and the Company proceeds with the issue, the Broker CDIs will be included in calculating the Company's 15% limit in Listing Rule 7.1 to issue equity securities without Shareholder approval over the 12-month period following the date on which the Broker CDIs are issued. Should the Resolution not be approved, the Company will not be able to allot the CDIs and will be required to pay Canary Capital AU\$100,100 in cash for that portion of the Placement fee unless there is capacity under Listing Rules 7.1 and/or 7.1A as a

result of the approval of Resolutions 1 and/or 2.

### Information Required by Listing Rule 7.3

The following information is provided to Shareholders for the purposes of Listing Rule 7.3:

- (a) The allottee is Canary Capital (or its nominee), joint lead manager to the Placement.
- (b) The maximum number of Broker CDIs to be issued is 951,923.
- (c) The Broker CDIs will be fully paid on issue and rank equally in all aspects with all existing CDIs previously issued by the Company.
- (d) The Broker CDIs will be issued within 3 months of Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of its discretion).
- (e) The Broker CDIs will be offered for nil cash consideration. However, the Broker CDIs are being issued in satisfaction of the Placement fee in the amount of AU\$247,500.
- (f) Funds will not be raised from the issue of the Broker CDIs as the issue is proposed to be made to pay part (75%) of the fee payable by the Company to Canary Capital for the Placement.
- (g) The Broker CDIs are proposed to be issued under the mandate in relation to the Placement (**JLM Placement Mandate**) and Ongoing Corporate Advisory Mandate between the Company, Alto Capital and Canary Capital (as applicable). The material terms of these agreements are:
  - (i) Capital raising as announced on 22 March 2021;
  - (ii) 6% placement fee, of which 75% of the Canary Capital Placement fee to be satisfied in CDIs instead of cash (approval for which is being sought under this Resolution 4);
  - (iii) 12-month corporate advisory mandate with Canary Capital and Alto Capital each receiving AU\$4,000 per month;
  - (iv) 2,000,000 unlisted Options to each of Canary Capital and Alto Capital, each exercisable at AU\$0.40 and which expire 5 years from the date of issue (approval for which is being sought under Resolution 6);
  - (v) 2,000,000 unlisted Options to Canary Capital, each exercisable at AU\$0.60 and which expire 5 years from the date of issue (approval for which is being sought under Resolution 7); and
  - (vi) 2,000,000 unlisted Options to Canary Capital, each exercisable at AU\$0.90 and which expire 5 years from the date of issue (approval for which is being sought under Resolution 8).
- (h) The Broker CDIs are not being issued under, or to fund, a reverse takeover.
- (i) A voting exclusion statement for this Resolution 4 is contained in the Notice of Meeting.

### Directors' Recommendation

The Board of Directors recommend Shareholders vote in favour of this Resolution.

## Resolution 5 – Approval of Issue of Management and Other CDIs

### Background

As announced by the Company on 22 March 2021, in conjunction with the Placement, members of the Company's management team and another non-related sophisticated investor have agreed to subscribe for CDIs on the same terms as applicable to all CDIs issued pursuant to the Placement.

This Resolution seeks Shareholder approval to issue and allot 654,231 CDIs at an issue price of AU\$0.26 per CDI (**Management and Other CDIs**) to members of the Company's management team and another non-related sophisticated investor to raise approximately AU\$170,100 (before costs).

The effect of this Resolution is for Shareholders to approve the issue of these Management and Other CDIs to fall within an exception to ASX Listing Rule 7.1, which will allow the Company to issue these Management and Other CDIs without using the Company's 15% capacity under Listing Rule 7.1.

### ASX Listing Rule 7.1

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities

that a listed entity can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

An issue of equity securities that is approved by the Company's Shareholders under Listing Rule 7.1 will not use up the Company's 15% limit and therefore does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, this Resolution seeks Shareholder approval to approve the issue of the Management and Other CDIs under and for the purposes of Listing Rule 7.1.

If this Resolution is passed, the issue of the Management and Other CDIs will be excluded in calculating the Company's 15% limit in Listing Rule 7.1 to issue equity securities without Shareholder approval over the 12-month period following the date on which the Management and Other CDIs are issued.

If this Resolution is not passed, and the Company proceeds with the issue, the Management and Other CDIs will be included in calculating the Company's 15% limit in Listing Rule 7.1 to issue equity securities without Shareholder approval over the 12-month period following the date on which the Management and Other CDIs are issued. Should the Resolution not be approved, the Company will not be able to allot the CDIs and raise the funds under the Resolution unless there is capacity under Listing Rules 7.1 and/or 7.1A as a result of the approval of Resolutions 1 and/or 2.

### **Information Required by Listing Rule 7.3**

The following information is provided to Shareholders for the purposes of Listing Rule 7.3:

- (a) The allottees are:
  - (i) James Bonnar, Chief Executive Officer of Nyrada (76,923 Management and Other CDIs);
  - (ii) Laura Vize, Investor Relations Manager of Nyrada (192,308 Management and Other CDIs); and
  - (iii) Candour Asset Management Pty Ltd, non-related sophisticated investor (385,000 Management and Other CDIs).
- (b) The maximum number of Management and Other CDIs to be issued is 654,231.
- (c) The Management and Other CDIs will be fully paid on issue and rank equally in all aspects with all existing CDIs previously issued by the Company.
- (d) The Management and Other CDIs will be issued within 3 months of Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of its discretion).
- (e) The Management and Other CDIs will be offered at an issue price of AU\$0.26 per Management and Other CDI, to raise approximately AU\$170,100 (before costs).
- (f) Funds raised from the issue of the Management and Other CDIs will be used by the Company to:
  - (i) fully fund a Phase 1 clinical trial of the Company's cholesterol-lowering and brain injury drug candidates;
  - (ii) enable further proof-of-concept studies evaluating existing drug candidates in additional therapeutic areas; and
  - (iii) fund the repayment of the Company's loan with Noxopharm Limited.
- (g) The Management and Other CDIs are not being issued under, or to fund, a reverse takeover.
- (h) A voting exclusion statement for this Resolution 5 is contained in the Notice of Meeting.

### **Directors' Recommendation**

The Board of Directors recommend Shareholders vote in favour of this Resolution.

## **Resolution 6 – Approval of Issue of Broker Options**

### **Background**

On 22 March 2021, the Company announced that it had received firm commitments to raise approximately

AU\$11 million (before costs) via a two-tranche placement to sophisticated and institutional investors through the issue of 42,307,692 new CDIs at an issue price of AU\$0.26 per CDI (**Placement**).

The Company announced that Canary Capital and Alto Capital acted as Joint Lead Managers to the Placement. As part of the fee payable to each of Canary Capital and Alto Capital for acting as Joint Lead Managers to the Placement, the Company has agreed to issue 2,000,000 unlisted Options to each of Canary Capital and Alto Capital, each exercisable at AU\$0.40 per Option and which expire 5 years from the date of issue (**Broker Options**).

Accordingly, this Resolution seeks Shareholder approval to issue and allot an aggregate of 4,000,000 Broker Options to Canary Capital and Alto Capital.

The effect of this Resolution is for Shareholders to approve the issue of these Broker Options to fall within an exception to ASX Listing Rule 7.1, which will allow the Company to issue these without using the Company's 15% capacity under Listing Rule 7.1.

### **ASX Listing Rule 7.1**

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed entity can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

An issue of equity securities that is approved by the Company's Shareholders under Listing Rule 7.1 will not use up the Company's 15% limit and therefore does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, this Resolution seeks Shareholder approval to approve the issue of the Broker Options under and for the purposes of Listing Rule 7.1.

If this Resolution is passed, the issue of the Broker Options will be excluded in calculating the Company's 15% limit in Listing Rule 7.1 to issue equity securities without Shareholder approval over the 12-month period following the date on which the Broker Options are issued.

If this Resolution is not passed, and the Company proceeds with the issue, the Broker Options will be included in calculating the Company's 15% limit in Listing Rule 7.1 to issue equity securities without Shareholder approval over the 12-month period following the date on which the Broker Options are issued. Should the Resolution not be approved, the Company will not be able to allot the Broker Options and may be required to pay an equivalent cash payment unless there is capacity under Listing Rules 7.1 and/or 7.1A as a result of the approval of Resolutions 1 and/or 2.

### **Information Required by Listing Rule 7.3**

The following information is provided to Shareholders for the purposes of Listing Rule 7.3:

- (a) The allottees are Canary Capital and Alto Capital, each a Joint Lead Manager to the Placement.
- (b) The maximum number of Broker Options to be issued is 4,000,000.
- (c) A summary of the material terms of the Broker Options is set out in Annexure A of this Notice of Meeting.
- (d) The Broker Options will be issued within 3 months of Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of its discretion).
- (e) The Broker Options will be offered for nil cash consideration.
- (f) Funds will not be raised from the issue of the Broker Options as the issue is proposed to satisfy part of the fee payable to Canary Capital and Alto Capital for acting as Joint Lead Managers to the Placement. However, on exercise of the Broker Options in full, a total of AU\$1,600,000 would be raised.
- (j) 4,000,000 Broker Options are proposed to be issued under the JLM Placement Mandate and Ongoing Corporate Advisory Mandate between the Company, Alto Capital and Canary Capital (as applicable). The material terms of the agreement are:
  - (i) Capital raising as announced on 22 March 2021;
  - (ii) 6% placement fee, of which 75% of the Canary Capital Placement fee to be satisfied in CDIs instead of cash (approval for which is being sought under Resolution 4);

- (iii) 12-month corporate advisory mandate with Canary Capital and Alto Capital each receiving AU\$4,000 per month;
  - (iv) 2,000,000 unlisted Options to each of Canary Capital and Alto Capital, each exercisable at AU\$0.40 and which expire 5 years from the date of issue (approval for which is being sought under this Resolution 6);
  - (v) 2,000,000 unlisted Options to Canary Capital, each exercisable at AU\$0.60 and which expire 5 years from the date of issue (approval for which is being sought under Resolution 7); and
  - (vi) 2,000,000 unlisted Options to Canary Capital, each exercisable at AU\$0.90 and which expire 5 years from the date of issue (approval for which is being sought under Resolution 8).
- (k) The Broker Options are not being issued under, or to fund, a reverse takeover.
- (l) A voting exclusion statement for this Resolution 6 is contained in the Notice of Meeting.

#### **Directors' Recommendation**

The Board of Directors recommend Shareholders vote in favour of this Resolution.

## **Resolutions 7 and 8 – Approval of Issue of Advisor Options**

### **Background**

As announced by the Company to ASX on 22 March 2021, the Company entered into a 12-month corporate advisory mandate (**Ongoing Corporate Advisory Mandate**) with Canary Capital. Pursuant to the Mandate, Canary Capital is entitled to:

- (a) a monthly fee of AU\$4,000; and
- (b) 4,000,000 unlisted Options issued on the following basis:
  - (i) 2,000,000 unlisted Options, each exercisable at AU\$0.60 and which expire 5 years from the date of issue; and
  - (ii) 2,000,000 unlisted Options, each exercisable at AU\$0.90 and which expire 5 years from the date of issue,
 (together, the **Advisor Options**).

Accordingly, Resolutions 7 and 8 seek Shareholder approval to issue and allot the 4,000,000 Advisor Options to Canary Capital.

The effect of Resolutions 7 and 8 is for Shareholders to approve the issue of these Advisor Options to fall within an exception to ASX Listing Rule 7.1, which will allow the Company to issue these without using the Company's 15% capacity under Listing Rule 7.1.

### **ASX Listing Rule 7.1**

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed entity can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

An issue of equity securities that is approved by the Company's Shareholders under Listing Rule 7.1 will not use up the Company's 15% limit and therefore does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, Resolution 7 and 8 seek Shareholder approval to approve the issue of the Advisor Options under and for the purposes of Listing Rule 7.1.

If Resolutions 7 and 9 are passed, the issue of the Advisor Options will be excluded in calculating the Company's 15% limit in Listing Rule 7.1 to issue equity securities without Shareholder approval over the 12-month period following the date on which the Advisor Options are issued.

If Resolutions 7 or 8 are not passed, and the Company proceeds with the issue, the Advisor Options will be included in calculating the Company's 15% limit in Listing Rule 7.1 to issue equity securities without Shareholder



approval over the 12-month period following the date on which the Advisor Options are issued. Should the Resolutions not be approved, the Company will not be able to allot all or part of the Broker Options and may be required to pay an equivalent cash payment unless there is capacity under Listing Rules 7.1 and/or 7.1A as a result of the approval of Resolutions 1 and/or 2.

### Information Required by Listing Rule 7.3

The following information is provided to Shareholders for the purposes of Listing Rule 7.3:

- (c) The allottee is Canary Capital.
- (d) The maximum number of Advisor Options to be issued is 4,000,000, on the following basis:
  - (i) 2,000,000 unlisted Options, each exercisable at AU\$0.60 and which expire 5 years from the date of issue (approval for which is being sought under this Resolution 7); and
  - (ii) 2,000,000 unlisted Options, each exercisable at AU\$0.90 and which expire 5 years from the date of issue (approval for which is being sought under this Resolution 8).
- (e) Summaries of the material terms of the Advisor Options are set out in Annexure B (Resolution 7) and Annexure C (Resolution 8) of this Notice of Meeting.
- (f) The Advisor Options will be issued within 3 months of Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of its discretion).
- (g) The Advisor Options will be offered for nil cash consideration.
- (h) Funds will not be raised from the issue of the Advisor Options as the issue is proposed to be made to satisfy part of the fee payable to Canary Capital in accordance with the terms of the Ongoing Corporate Advisory Mandate.
- (m) The Advisor Options are proposed to be issued under the JLM Placement Mandate and Ongoing Corporate Advisory Mandate between the Company, Alto Capital and Canary Capital. The material terms of the agreement are:
  - (i) Capital raising as announced on 22 March 2021;
  - (ii) 6% placement fee, of which 75% of the Canary Capital placement fee to be satisfied in CDIs instead of cash (approval for which is being sought under Resolution 4);
  - (iii) 12-month corporate advisory mandate with Canary Capital and Alto Capital each receiving AU\$4,000 per month;
  - (iv) 2,000,000 unlisted Options to each of Canary Capital and Alto Capital, each exercisable at AU\$0.40 and which expire 5 years from the date of issue (approval for which is being sought under Resolution 6);
  - (v) 2,000,000 unlisted Options to Canary Capital, each exercisable at AU\$0.60 and which expire 5 years from the date of issue (approval for which is being sought under this Resolution 7); and
  - (vi) 2,000,000 unlisted Options to Canary Capital, each exercisable at AU\$0.90 and which expire 5 years from the date of issue (approval for which is being sought under this Resolution 8).
- (n) The Advisor Options are not being issued under, or to fund, a reverse takeover.
- (o) A voting exclusion statement for each of Resolutions 7 and 8 is contained in the Notice of Meeting.

### Directors' Recommendation

The Board of Directors recommend Shareholders vote in favour of Resolutions 7 and 8.

## Resolutions 9 to 14 – Approval of Issue of CDIs to Directors of the Company

### Background

As announced by the Company to ASX on 22 March 2021, in conjunction with the Placement, Directors of the Company have agreed to subscribe for CDIs on the same terms as applicable to all CDIs issued pursuant to the Placement.

Resolutions 9 to 14 seek Shareholder approval to issue and allot 1,269,231 CDIs at an issue price of AU\$0.26 per CDI to Directors of the Company to raise approximately AU\$330,000 (before costs) (**Director CDIs**) on the

following basis:

- (a) 76,923 Director CDIs to John Moore or his nominee (approval for which is being sought under this Resolution 9);
- (b) 625,000 Director CDIs to Christopher Cox or his nominee (approval for which is being sought under this Resolution 10);
- (c) 192,308 Director CDIs to Dr Ian Dixon or his nominee (approval for which is being sought under this Resolution 11);
- (d) 100,000 Director CDIs to Dr Ruediger Weseloh or his nominee (approval for which is being sought under this Resolution 12);
- (e) 75,000 Director CDIs to Marcus Frampton or his nominee (approval for which is being sought under this Resolution 13); and
- (f) 200,000 Director CDIs to Peter Marks or his nominee (approval for which is being sought under this Resolution 14).

#### **Listing Rule 10.11**

ASX Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, the Company, as a listed entity, must not issue equity securities to persons in a position of influence without Shareholder approval.

A person in a position of influence for the purposes of Listing Rule 10.11 includes:

- (a) a related party;
- (b) a person who is, or was at any time in the 6 months before the issue of agreement, a substantial (30%+) holder in the Company;
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a director to the board of the Company pursuant to a relevant agreement which gives them a right or expectation to do so;
- (d) an Associate of a person referred to in (a) to (c) above; and
- (e) a person whose relationship with the Company or a person referred to in (a) to (d) above is such that, in the ASX's opinion, the issue or agreement should be approved by Shareholders.

As each of the allottees under Resolutions 9 to 14 are Directors of the Company, they are each a person in a position of influence for the purposes of Listing Rule 10.11. The proposed issue does not fall within any of the exceptions in Listing Rule 10.12, and therefore requires the approval of the Company's Shareholders under Listing Rule 10.11.

To this end, Resolutions 9 to 14 seek the required Shareholder approval to issue the Director CDIs to each of the Directors under Resolutions 9 to 14 under and for the purposes of Listing Rule 10.11.

If approval is obtained under Listing Rule 10.11, in accordance with Listing Rule 7.2 (exception 14), separate approval is not required under Listing Rule 7.1.

If Resolutions 9 to 14 are passed, the Company will be able to proceed with the proposed issue of CDIs and access additional funding.

If Resolutions 9 to 14 are not passed, the Company will not be able to proceed with the proposed issue of CDIs and will be unable to access the additional funding.

#### **Information required by ASX Listing Rule 10.13**

The following information in relation to the issue of the Director CDIs is provided to Shareholders for the purposes of ASX Listing Rule 10.13:

- (a) The allottees are:
  - (i) John Moore or his nominee (Resolution 9);
  - (ii) Christopher Cox or his nominee (Resolution 10);
  - (iii) Dr Ian Dixon or his nominee (Resolution 11);
  - (iv) Dr Ruediger Weseloh or his nominee (Resolution 12);

- (v) Marcus Frampton or his nominee (Resolution 13); and
  - (vi) Peter Marks or his nominee (Resolution 14).
- (b) Each of the allottees under Resolutions 9 to 14 are Directors of the Company (or their associates) and fall within the categories referred to in Listing Rule 10.11.1.
- (c) The maximum number of Director CDIs to be issued is as follows:
- (i) 76,923 Director CDIs to John Moore or his nominee (Resolution 9);
  - (ii) 625,000 Director CDIs to Christopher Cox or his nominee (Resolution 10);
  - (iii) 192,308 Director CDIs to Dr Ian Dixon or his nominee (Resolution 11);
  - (iv) 100,000 Director CDIs to Dr Rüdiger Weseloh or his nominee (Resolution 12);
  - (v) 75,000 Director CDIs to Marcus Frampton or his nominee (Resolution 13); and
  - (vi) 200,000 Director CDIs to Peter Marks or his nominee (Resolution 14).
- (d) The Director CDIs will be fully paid on issue and rank equally in all aspects with all existing CDIs previously issued by the Company.
- (e) The Director CDIs will be issued within 1 month of Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of its discretion).
- (f) The Director CDIs will be offered at an issue price of AU\$0.26 per Director CDI.
- (g) Funds raised from the issue of the Director CDIs will be used by the Company to:
- (i) fully fund a Phase 1 clinical trial of the Company's cholesterol-lowering and brain injury drug candidates;
  - (ii) enable further proof-of-concept studies evaluating existing drug candidates in additional therapeutic areas; and
  - (iii) fund the repayment of the Company's loan from Noxopharm Limited.
- (h) The issue of the Director CDIs is not intended to remunerate or incentivise the Directors.
- (i) Other than the material terms described in this Explanatory Statement, there are no other material terms on which the Director CDIs will be issued.
- (j) A voting exclusion statement for each of Resolutions 9 to 14 is contained in the Notice of Meeting.

Given the nature of these Resolutions, the Board does not consider that it is appropriate to make a recommendation on how Shareholders should vote on these Resolutions. As noted in the Proxy Form, the Chairman of the Meeting intends to cast all undirected proxies in favour of these Resolutions.

## Enquiries

Shareholders are asked to contact the Company Secretary, Mr David Franks, on +61 2 8098 1169 if they have any queries in respect of the matters set out in these documents.

# Glossary

**AEST** means Australian Eastern Standard Time as observed in Sydney, New South Wales.

**Alto Capital** means ACNS Capital Markets Pty Ltd ACN 088 503 208 trading as Alto Capital.

**Associate** has the meaning given to it by the ASX Listing Rules.

**ASX** means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.

**ASX Listing Rules** or **Listing Rules** means the official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

**AU\$** means Australian dollars.

**Board** means the current board of Directors of the Company.

**Business Day** means a day on which trading takes place on the securities exchange of ASX.

**Bylaws** means the Company's amended and restated bylaws, effective as of 25 November 2019.

**Canary Capital** means Canary Capital Pty Ltd ACN 618 657 640.

**CDI** means a CHESS Depository Interest over a Share.

**CDI Holder** means a holder of a CDI.

**CDN** means CHESS Depository Nominees Pty Ltd ACN 071 346 506.

**Chair** means the person chairing the Meeting.

**Company** or **Nyrada** means Nyrada Inc. ABRN 625 401 818.

**Director** means a director of the Company from time to time.

**EDT** means Eastern Daylight Time as observed in the state of Delaware, USA.

**Explanatory Statement** means the explanatory statement accompanying this Notice of Meeting.

**Extraordinary General Meeting** or **EGM** or **Meeting** means an Extraordinary General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

**Incentive Plan** or **Equity Incentive Plan** means the Company's Equity Incentive Plan adopted by Shareholders of the Company on 23 May 2018.

**JLM Placement Mandate** has the meaning given to it on page 29 of this Notice of Meeting.

**Joint Lead Managers** means Alto Capital and Canary Capital.

**Notice of Meeting** or **Notice of Extraordinary General Meeting** means this notice of extraordinary general meeting dated 3 May 2021 including the Explanatory Statement.

**Ongoing Corporate Advisory Mandate** has the meaning given to it on page 32 of this Notice of Meeting.

**Option** means an option which, subject to its terms, could be exercised into a Share or CDI (as applicable).

**Ordinary Resolution** means a resolution that can only be passed if at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

**Proxy Form** means the proxy form attached to this Notice of Meeting.

**Record Date** means 7:00pm (AEST) on 2 June 2021.

**Resolutions** means the resolutions set out in this Notice of Meeting, or any one of them, as the context requires.

**Securities** mean Shares, CDIs and/or Options (as the context requires).

**Share** means a fully paid share of Class A Common Stock in the capital of the Company.

**Shareholder** means a holder of a Share.

**Share Registry** means Automic Registry Services.

**Street Name** has the meaning given to it on page 22 of this Notice of Meeting.

**US\$** means United States dollars.

# Annexure A – Material terms of Broker Options (Resolution 6)

Each Broker Option:

- has an issue price of \$0.0001 per option;
- has an exercise price of \$0.40;
- has an exercise period of 5 years from the date of issue; and
- is transferable.

Prior to the exercise of the Broker Options, the holder of those Broker Options will not be entitled to any rights of a holder of CDIs with respect to the underlying CDIs.

Otherwise, the Broker Options are on terms customary for Options granted by a U.S. entity listed on ASX.

The Company will not apply for quotation of the Broker Options on ASX.

# Annexure B – Material terms of Advisor Options (Resolution 7)

Each Advisor Option:

- has an issue price of \$0.00 per option;
- has an exercise price of \$0.60;
- has an exercise period of 5 years from the date of issue; and
- is transferable.

Prior to the exercise of the Advisor Options, the holder of those Advisor Options will not be entitled to any rights of a holder of CDIs with respect to the underlying CDIs.

Otherwise, the Advisor Options are on terms customary for Options granted by a U.S. entity listed on ASX.

The Company will not apply for quotation of the Advisor Options on ASX.

# Annexure C – Material terms of Advisor Options (Resolution 8)

Each Advisor Option:

- has an issue price of \$0.00 per option;
- has an exercise price of \$0.90;
- has an exercise period of 5 years from the date of issue; and
- is transferable.

Prior to the exercise of the Advisor Options, the holder of those Advisor Options will not be entitled to any rights of a holder of CDIs with respect to the underlying CDIs.

Otherwise, the Advisor Options are on terms customary for Options granted by a U.S. entity listed on ASX.

The Company will not apply for quotation of the Advisor Options on ASX.



# Annexure D – Online Proxy Lodgement Guide

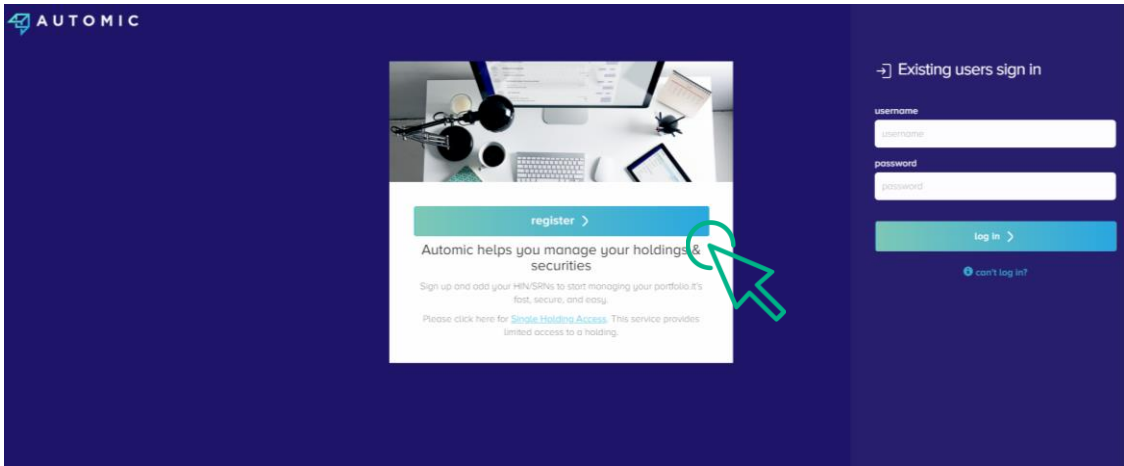
# Online Proxy Lodgment



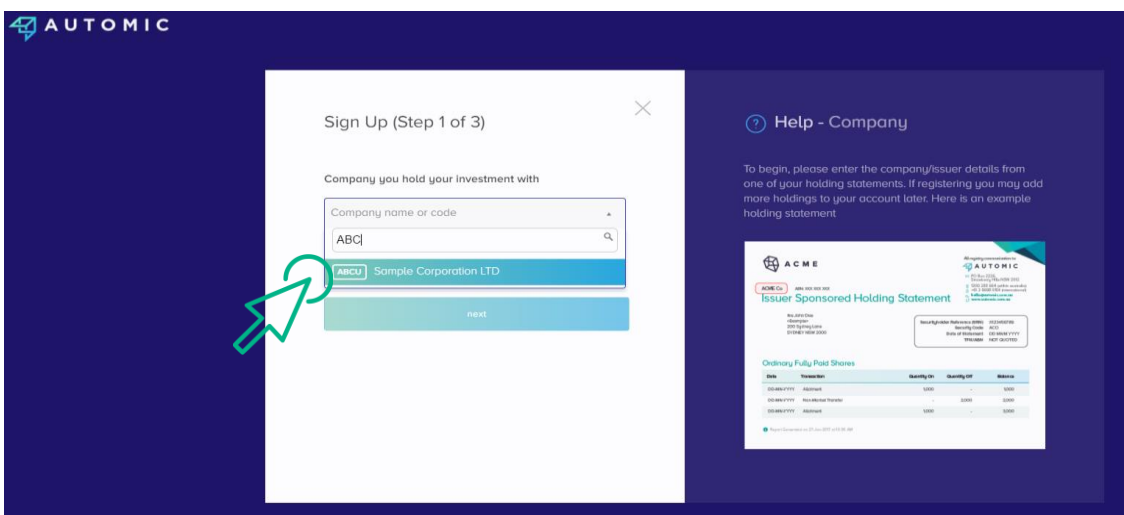
# REGISTER

## Step 1

- Go to: <https://investor.automic.com.au/#/home>.
- If you are a new user, select “register”.
- If you are an existing user, simply sign in under the “Existing users sign in”. and follow the instructions in **Step 2** of this guide.



- Start typing the company name or company code that you hold shares in and select the relevant company from the dropdown.



# REGISTER

- Enter your unique Holder Number which can be found on your proxy form. This number starts with a capital letter “I” or “X”.
- Enter the postcode recorded on the proxy form or select “[change the country](#)” if your holding is registered to an overseas address (then type and select the applicable country your holding is registered to).
- Tick the box “[I’m not a robot](#)” and select “[next](#)”.

**AUTOMIC**

Sign Up (Step 1 of 3)

Company you hold your investment with  
Sample Corporation LTD

Holder Number (HIN/SRN)  
I1000000 ✓

Country Australia ✓ Postcode 6000 ✓  
[change country](#)

I'm not a robot reCAPTCHA

next

Help - Recaptcha  
Click the checkbox to prove you are a human for security purposes. If you have accessed this page multiple times recently you may be asked to solve a few puzzles before you will be approved. Click next.

reCAPTCHA

- Next, complete all information on the screen.
- Once each field is completed correctly you will see a green tick appear at the end of the field. Where you have entered incorrect information, you will see a red star.
- Your password must contain: at least 8 characters, at least 1 number, at least 1 capital and lowercase letter and at least one special symbol (#, %, ! etc)
- Click “[sign up](#)”.

Sign Up (Step 2 of 3)

Email  
sample@email.com.au ✓

Confirm Email  
sample@email.com.au ✓

Username  
Sample Username ✓

password  
..... ✓

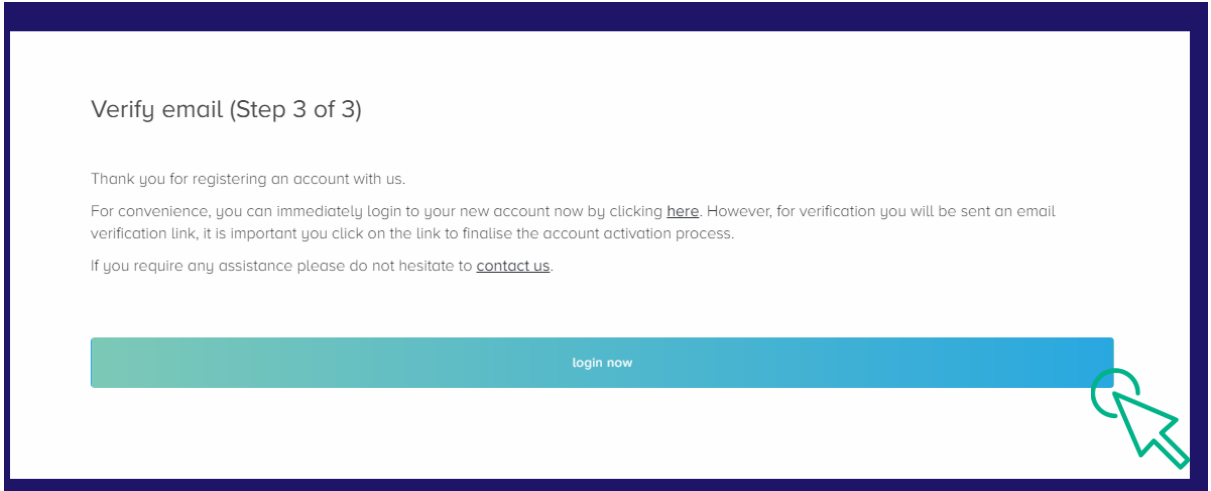
confirm password  
confirm password \*  
Passwords do not match!

sign up

Please confirm your password

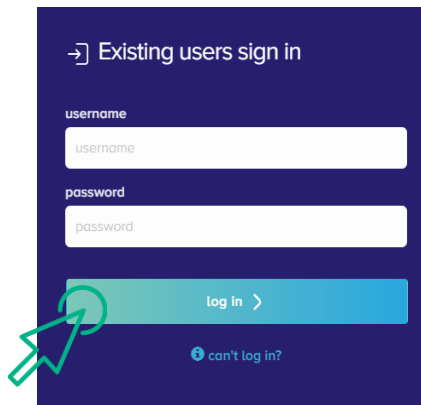
# LOG IN

- On the next screen simply select “login now”.

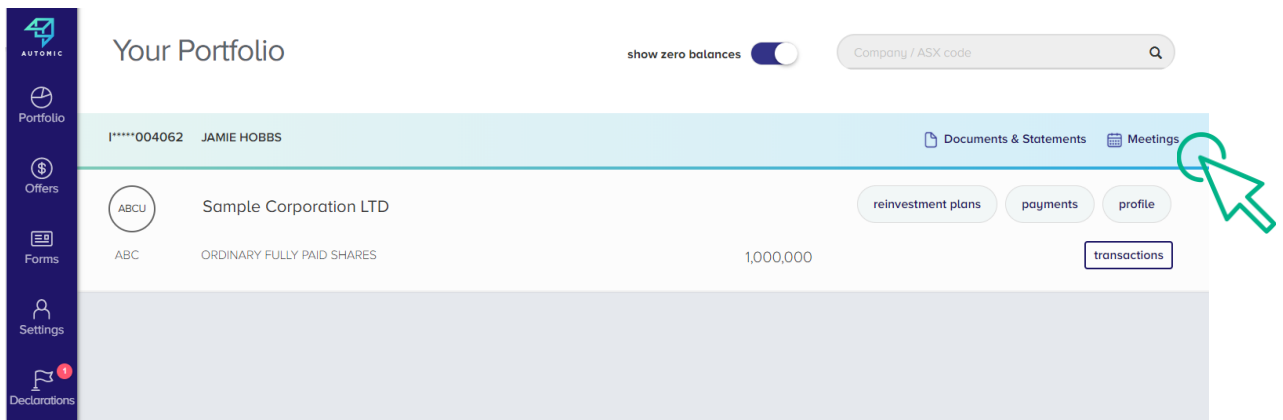


## Step 2

- Under “existing users” enter the username and password you created in the previous steps and select “log in”.

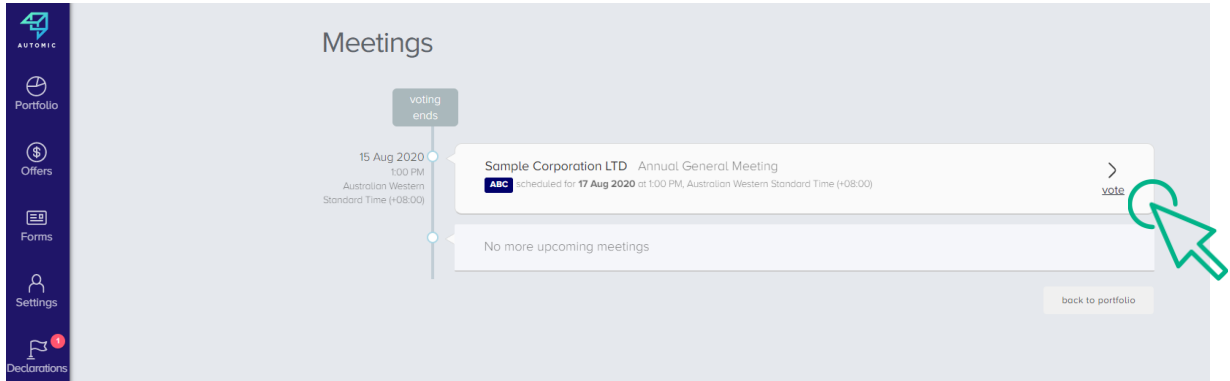


- Select “Meetings”.

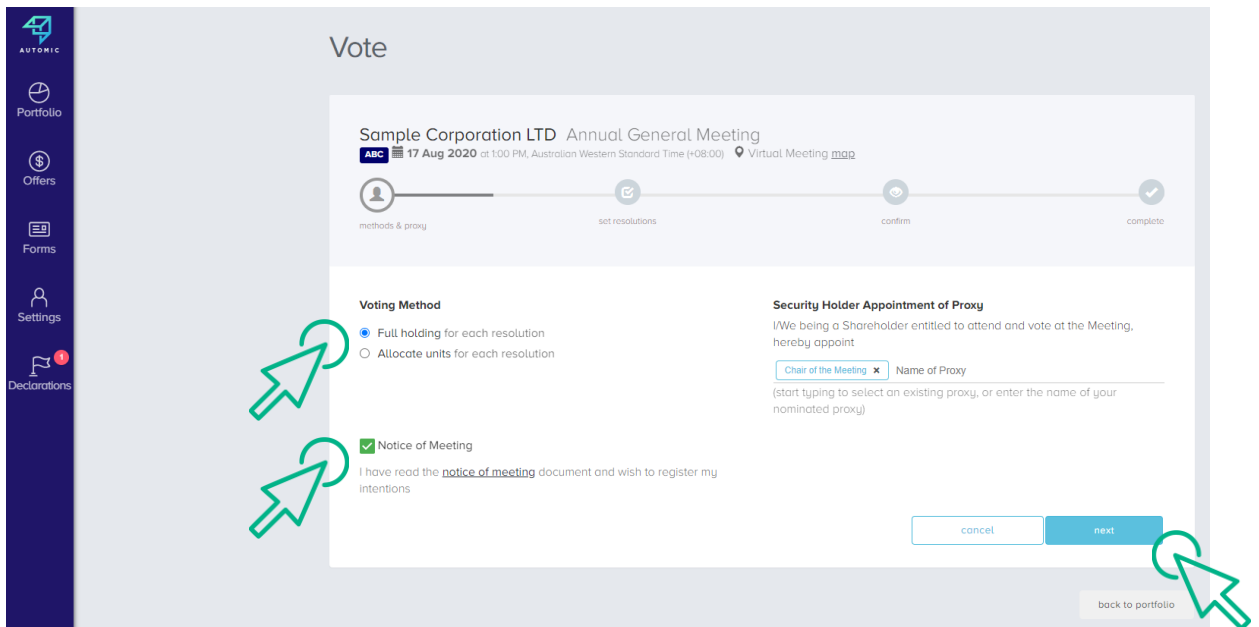


# VOTING SHARES

- Select “Vote”.



- Select “Full holding” and select the box next to “Notice of Meeting”.
- If you wish to nominate the Chair of the Meeting as your proxyholder simply select “next”.
- If you wish to appoint a different proxyholder, place your cursor on “name of proxy” and type the name of your appointed proxyholder. Once you’ve typed the name in full press enter on your keyboard. This will replace “Chair of the meeting” with your chosen proxyholder.
- Select “next”.



# VOTING SHARES (FOR CDIs – SEE NEXT PAGE)

- Mark your voting instruction next to each resolution. You must select a vote for each resolution before you can continue. Select “next”.

Vote

Sample Corporation LTD Annual General Meeting  
ABC 17 Aug 2020 at 1:00 PM, Australian Western Standard Time (+08:00) Virtual Meeting [mqg](#)

methods & proxy set resolutions confirm complete

Please note that you must make an election for each Resolution. If you wish to leave open votes to your Proxy, you must select "Discretionary".  
The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.  
Unless indicated otherwise by ticking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

Please note You must make an election for each Resolution. If you wish to leave open votes to your Proxy, you must select 'Discretionary'

Resolutions

1	Remuneration Report	for	against	abstain	discretionary
2	Re-Election of Mr Robert Smith as Director	for	against	abstain	discretionary

prev next

back to portfolio

- Check your vote is as you intended.
- If you are registered as a Corporation you must select the box next to “declaration”.
- Then select “save” to save your proxy vote.

Vote

Sample Corporation LTD Annual General Meeting  
ABC 17 Aug 2020 at 1:00 PM, Australian Western Standard Time (+08:00) Virtual Meeting [mqg](#)

methods & proxy set resolutions confirm complete

Confirmation of Resolutions

1	Remuneration Report	for
2	Re-Election of Mr Robert Smith as Director	for

prev save

back to portfolio

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## VOTING CDI

- The ASX has granted the Company a waiver from Listing Rule 14.2.1 to permit the Company not to provide in its proxy form an option for holders of CDIs to vote against a resolution to elect a Director.
- As outlined in the Notice of Meeting, Directors are elected by a plurality of the votes cast at the Meeting. You may only vote “for” or “abstain” on the re-election of each director.
- If a holder votes “against” a resolution to elect a director under the Bylaws, this will be treated as an “abstain”.



# VOTING COMPLETE

- Your voting is complete.

## Vote

Sample Corporation LTD Annual General Meeting  
ABC 17 Aug 2020 at 1:00 PM, Australian Western Standard Time (+08:00) Virtual Meeting [map](#)

methods & proxy    set resolutions    confirm    complete

Voting Complete! ✓

prev    done

back to portfolio



Nyrada Inc | ARBN 625401818

# Proxy Voting Form

If you are attending the meeting in person, please bring this with you for Securityholder registration.

[EntityRegistrationDetailsLine1Envelope]  
[EntityRegistrationDetailsLine2Envelope]  
[EntityRegistrationDetailsLine3Envelope]  
[EntityRegistrationDetailsLine4Envelope]  
[EntityRegistrationDetailsLine5Envelope]  
[EntityRegistrationDetailsLine6Envelope]

## [HolderNumber]

Holder Number:  
[HolderNumber]

Under the Company's Bylaws, proxies will be accepted up to and during the meeting, up to the close of voting at the Meeting. The Company would appreciate if proxies can be lodged by **10.00am (AEST) Monday 14 June 2021 or 8:00pm (EDT) Sunday 13 June 2021**, which will be the timing of the Company reporting its lodged proxy results. However, the Company will continue to accept proxies up to and during the Meeting as noted above for the purposes of voting on resolutions

## SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

### YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's security register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Securityholders sponsored by a broker should advise their broker of any changes.

### HOW TO VOTE ON ITEMS OF BUSINESS

Each CHESS Depository Interest (CDI) is equivalent to one share of Company Common Stock, so that every 1 (one) CDI registered in your name entitles you to one vote.

You can vote by completing, signing, and returning your CDI Voting Instruction Form. This form gives your voting instructions to CHESS Depository Nominees Pty Ltd, which will vote the underlying shares on your behalf. You need to return the form no later than the time and date shown above to give CHESS Depository Nominees Pty Ltd enough time to tabulate all CHESS Depository Interest votes and to vote on the underlying shares.

### STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct CHESS Depository Nominees Pty Ltd how to vote by marking one of the boxes opposite each item of business. All your CDI's will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of CDI's you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### SIGNING INSTRUCTIONS

**Individual:** Where the holding is in one name, the CDI holder must sign.

**Joint holding:** Where the holding is in more than one name, all CDI holder's should sign.

**Power of attorney:** If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Voting Instruction Form when you return it.

**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

**Email Address:** Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications dispatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Voting Instruction Form and Annual Report via email.

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

### Lodging your Proxy Voting Form:

#### Online:

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

**Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.**



#### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

[meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

#### BY FACSIMILE:

+61 2 8583 3040

#### All enquiries to Automic:

#### WECHAT:

<https://automicgroup.com.au/>

**PHONE:** 1300 288 664 (Within Australia)  
+61 2 9698 5414 (Overseas)

## STEP 1 - How to vote

Complete and return this form as instructed only if you do not vote online

CHES Depository Nominees Pty Ltd will vote as directed

### Voting Instructions to CHES Depository Nominees Pty Ltd

I/We being a holder of CHES Depository Interests of Nyrada Inc. hereby direct CHES Depository Nominees Pty Ltd to vote the shares underlying my/our holding at the Extraordinary General Meeting of Nyrada Inc to be held at Automic Pty Ltd, Deutsche Bank Building, Level 5, 126 Phillip Street, Sydney NSW 2000 at **10:00AM (AEST) on Wednesday, 16 June 2021 or 8:00pm (EDT) Tuesday, 15 June 2021** and at any adjournment or postponement of that meeting.

By execution of this CDI Voting Instruction Form the undersigned hereby authorises CHES Depository Nominees Pty Ltd to appoint such proxies or their substitutes to vote in their discretion on such business as may properly come before the meeting.

## STEP 2 – Your voting direction

Resolutions	For	Against	Abstain	Resolutions	For	Against	Abstain
1. Ratification of Prior Issue of Tranche 1 CDIs under ASX Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11. Approval of Issue of CDIs to Dr Ian Dixon, Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Ratification of Prior Issue of Tranche 1 CDIs under ASX Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12. Approval of Issue of CDIs to Dr Ruediger Weseloh, Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Approval of Issue of Tranche 2 CDIs	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13. Approval of Issue of CDIs to Marcus Frampton, Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Approval of Issue of Broker CDIs	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14. Approval of Issue of CDIs to Peter Marks, Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Approval of Issue of Management CDIs	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
6. Approval of Issue of Broker Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
7. Approval of Issue of Advisor Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
8. Approval of Issue of Advisor Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
9. Approval of Issue of CDIs to John Moore, Chair and Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
10. Approval of Issue of CDIs to Christopher Cox, Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

## STEP 3 – Signatures and contact details

Individual or Securityholder 1	Securityholder 2	Securityholder 3
<input type="text"/>	<input type="text"/>	<input type="text"/>
Sole Director and Sole Company Secretary	Director	Director / Company Secretary
Contact Name:		
<input type="text"/>		
Email Address:		
<input type="text"/>		
Contact Daytime Telephone	Date (DD/MM/YY)	
<input type="text"/>	<input type="text"/> / <input type="text"/> / <input type="text"/>	

By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).



[HolderNumber] NYR

[HolderNumber]