

Nyrada Inc.

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Gordon NSW 2072
ARBN: 625 401 818

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



Nyrada Inc.

Notice of 2025 Extraordinary General Meeting

Explanatory Statement | Proxy Form

Thursday, 17 April 2025

10:00am (AEST)

Or Wednesday, 16 April 2025 at 8:00pm EDT (USA)

Address

Automic Group
Level 5
126 Phillip Street
Sydney NSW 2000

This Notice of Meeting should be read in its entirety. If Shareholders and 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 Shareholders and CDI Holders about the Company's 2025 Extraordinary General Meeting

This Notice is given based on circumstances as at 7 March 2025. 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>. Shareholders and 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 and CDI Holders of Nyrada Inc. ABRN 625 401 818 will be held at 10:00am (AEST) on Thursday, 17 April 2025 at Automic Group offices, Level 5, 126 Phillip Street, Sydney NSW 2000.

The matters to be considered and voted on at the Extraordinary General Meeting (**EGM**) are described in the accompanying Notice of 2025 Extraordinary General Meeting of Shareholders and CDI Holders (**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 (Refer Page 27).

Record Date and Voting Rights

Shareholders may vote at the EGM if they are a Shareholder of record or are a beneficial owner of Shares held in Street Name (as defined below) at 7:00pm (AEDT) on Wednesday 2 April 2025 (**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 EGM.

Shareholders at the Record Date are entitled to receive the Notice of Extraordinary Meeting and to attend the EGM, 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 CHESS 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 EGM in accordance with the instructions received via the CDI

Voting Instruction Form.

Questions

Shareholders and CDI Holders are also encouraged to submit questions in advance of the Meeting to the Company. Questions must be submitted in writing to David Franks, Company Secretary, at david.franks@automicgroup.com.au at least 5 Business Days before the EGM.

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 of the Company and its business.

Agenda and Resolutions

Ratification of Prior Issue of Securities

1. **Resolution 1** – Ratification of Prior Issue of 27,416,668 CDIs under ASX Listing Rule 7.4

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 27,416,668 CDIs on 4 November 2024 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

The following disclosure of interests is advised:

Only professional and sophisticated investors who are clients of the Co-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 27,416,668 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 and issue referred to in Resolution 1 and its associates.

2. **Resolution 2 – Ratification of Prior Grant of 2,500,000 Options under ASX Listing Rule 7.4**

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 2,500,000 Options on 4 November 2024 to nominees of Canary Capital and Foster Stockbroking, 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

The following disclosure of interests is advised:

Canary Capital and its associates hold 4,712,538 CDIs as at the date of this Notice of Meeting. Foster Stockbroking and its associates hold 2,499,997 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, Foster Stockbroking or any of their respective associates.

3. Resolution 3 – 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 of the Company approve the issue and allotment of 291,666 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 3 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 3 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 3

The following disclosure of interests is advised:

As at the date of this Notice of Meeting, John Moore and his associates hold 1,691,756 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 and his associates.

4. **Resolution 4 – 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 of the Company approve the issue and allotment of 291,666 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 4 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 4 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 4

The following disclosure of interests is advised:

As at the date of this Notice of Meeting, Marcus Frampton and his associates hold 1,178,408 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 and his associates.

5. **Resolution 5 – Approval of Grant of Warrants 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 of the Company approve the issue of Warrants to acquire 3,600,000 CDIs in aggregate to John Moore, 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 5 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 5 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 5

The following disclosure of interests is advised:

As at the date of this Notice of Meeting, John Moore and his associates hold 1,691,756 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 and his associates.

6. **Resolution 6** – Approval of Grant of Warrants 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 of the Company approve the issue of Warrants to acquire 1,800,000 CDIs in aggregate 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 6 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 6 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 6

The following disclosure of interests is advised:

As at the date of this Notice of Meeting, Christopher Cox and his associates hold 1,425,000 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 Christopher Cox and his associates.

7. Resolution 7 – Approval of Grant of Warrants 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 of the Company approve the issue of Warrants to acquire 1,800,000 CDIs in aggregate 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 7 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 7 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 7

The following disclosure of interests is advised:

As at the date of this Notice of Meeting, Marcus Frampton and his associates hold 1,178,408 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 and his associates.

8. Resolution 8 – Approval of Grant of Warrants to Dr. Rüdiger 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 of the Company approve the issue of Warrants to acquire 1,800,000 CDIs in aggregate to Dr. Rüdiger 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 8 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 8 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 8

The following disclosure of interests is advised:

As at the date of this Notice of Meeting, Dr. Rüdiger Weseloh and his associates holds 366,666 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 Dr. Rüdiger Weseloh and his associates.

9. Resolution 9 – Approval of Grant of Warrants to 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 of the Company approve the issue of Warrants to acquire 1,800,000 CDIs in aggregate to 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 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

The following disclosure of interests is advised:

As at the date of this Notice of Meeting, Ian Dixon and his associates hold 10,380,699 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 Ian Dixon and his associates.

BY ORDER OF THE BOARD

David Franks
Company Secretary

7 March 2025

Proxy Statement

The Board of Directors of Nyrada Inc. ABRN 625 401 818 is soliciting proxies for use at the 2025 Extraordinary General Meeting of Shareholders to be held at 10:00am (AEST) on Thursday, 17 April 2025 at Automic Group Offices, Level 5, 126 Phillip Street, Sydney NSW 2000. We expect to despatch this Proxy Statement and the accompanying Notice of Meeting to Shareholders and CDI Holders on 13 March 2025.

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 Resolutions outlined in the Notice of Meeting include the:

- Ratification of Prior Issue of 27,416,668 CDIs under ASX Listing Rule 7.4 (**Resolution 1**);
- Ratification of Prior Grant of 2,500,000 Options under ASX Listing Rule 7.4 (**Resolution 2**);
- Approval of Issue of CDIs to John Moore, Chairman and Director of the Company (**Resolution 3**);
- Approval of Issue of CDIs to Marcus Frampton, Director of the Company (**Resolution 4**);
- Approval of Grant of Warrants to John Moore, Chairman and Director of the Company (**Resolution 5**);
- Approval of Grant of Warrants to Christopher Cox, Director of the Company (**Resolution 6**);
- Approval of Grant of Warrants to Marcus Frampton, Director of the Company (**Resolution 7**);
- Approval of Grant of Warrants to Dr. Rüdiger Weseloh, Director of the Company (**Resolution 8**);
- Approval of Grant of Warrants to Ian Dixon, Director of the Company (**Resolution 9**);

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 April 2025 (**Record Date**) will be entitled to vote at the Meeting and any adjournment or postponement thereof.

As at the Record Date, there are 210,333,705 Shares of Class A Common Stock outstanding (equivalent to 210,333,705 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 210,333,705 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 9, as set out above in the Notice of Meeting.

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 EGM present in person or represented by proxy shall constitute a quorum for the transaction of business.

Shares are counted as present at the EGM if:

- the Shareholder of record on the Record Date attends the Meeting in person; and
- 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 EGM.

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 EGM 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 EGM 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 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, 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 Automic 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 EGM.

At the EGM, 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:

In person	To vote in person, attend the Extraordinary General Meeting on the date and at the place set out above.	
By proxy	Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah 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 Online Proxy Lodgement Guide at https://www.automicgroup.com.au/virtual-agms/ .
	By post	Automic, GPO Box 5193, Sydney NSW 2001
	By email	Completing the enclosed Proxy Form and emailing it to: meetings@automicgroup.com.au
	By hand	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 7:00am (AEST) on Thursday, 17 April 2025, 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.

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 EGM:

1. Instructing CHESS Depositary 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, 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 Class A Common Shareholder.

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 through CDN.

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

Online	Lodge the Voting Instruction form online at https://investor.automic.com.au/#/loginsah by following the instructions: Login to the Automic website using the holding details as shown on the Voting Instruction form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, CDI Holders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Voting Instruction form. For further information on the online proxy lodgement process please see the Online Proxy Lodgement Guide at https://www.automicgroup.com.au/virtual-agms/
By post	Automic, GPO Box 5193, Sydney NSW 2001
By email	Completing the enclosed Voting Instruction form and emailing it to: meetings@automicgroup.com.au
By hand	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 as to 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 Thursday, 17 April 2025 at Automic Group offices, 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

Resolution 1 – Ratification of Prior Issue of 27,416,668 CDIs under ASX Listing Rule 7.4

Background

On 28 October 2024, the Company announced that it had successfully received firm commitments for a placement, which would be completed in two tranches as follows:

1. First Tranche: AUD\$3,290,000.16 (before costs), resulting in the issue of 27,416,668 CDIs at an issue price of AUD\$0.12 per CDI raised from institutional, sophisticated and professional investors, (**Placement CDIs**) which was completed by utilising the Company's existing capacity under Listing Rule 7.1 and 7.1A (**First Tranche**); and
2. Second Tranche: AUD\$69,999.84 (before costs), resulting in the issue of 583,332 CDIs at an issue price of AUD\$0.12 per CDI raised from related parties, for which Shareholder approval would be sought pursuant to Resolutions 3 and 4 of this Notice of Meeting (**Second Tranche**),

the First Tranche and Second Tranche together are the "**Placement**".

The First Tranche completed on 4 November 2024 which resulted in the issue of the Placement CDIs.

ASX Listing Rule 7.1 and 7.1A

This Resolution proposes that Shareholders approve and ratify the prior issue and allotment of the Placement CDIs (being 27,416,668 CDIs), which were issued on 4 November 2024 (**Issue Date**).

All of the Placement CDIs were issued by utilising the Company's existing capacity under Listing Rule 7.1 and 7.1A.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company 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. Under Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. The Company received this approval from its members at its 2023 annual general meeting, meaning that its limit as at the time of the Placement was 25%.

The issue of Placement CDIs does not fit within any of the exceptions to Listing Rule 7.1 and, as it has not been approved by the Company's Shareholders, it uses up part of the 25% limit in 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. As at the date of this Notice, the Company has capacity under Listing Rule 7.1 and 7.1A to issue up to 15,812,590 equity securities.

Listing Rule 7.4 allows the Shareholders of a listed company in a general meeting to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and/or 7.1A and so does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 and/or 7.1A.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into 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 subsequently approve the issue of Placement CDIs for the purposes of Listing Rule 7.4.

If this Resolution is passed, the issue of the Placement CDIs under the Placement will be excluded in calculating the Company's 25% capacity to issue equity securities under Listing Rule 7.1 and 7.1A without Shareholder approval over the 12-month period following the Issue Date.

If this Resolution is not passed, the issue of the Placement CDIs under the Placement will be included in calculating the Company's 25% capacity to issue equity securities under Listing Rule 7.1 and 7.1A 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 CDIs were issued to professional and sophisticated investors who are clients of Canary Capital or Foster Stockbroking, the co-lead managers (**Co-Lead Managers**) to the Placement. The investors were identified through a bookbuild process, which involved the Co-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, other than to the following investors that are not 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:

- i. Matt Corp WA Pty Ltd J G Matthews Family A/C, who was issued 3,000,000

CDIs; and

- ii. Celtic Capital Pte Ltd <Investment 1 A/C>, who was issued 2,416,667 CDIs.
- (b) The Company issued 27,416,668 CDIs under ASX Listing Rule 7.1 and 7.1A.
- (c) The CDIs were fully paid on issue and ranked equally in all aspects with all existing CDIs previously issued by the Company. Each CDI represents 1 Share of Class A Common Stock.
- (d) The CDIs were issued on 4 November 2024.
- (e) Each of the Placement CDIs were issued at an issue price of AUD\$0.12 per CDI, which raised \$3,290,000.16 (before costs) for the Company.
- (f) Funds raised from the issue of the Placement CDIs have been and will be used by the Company for:
 - (i) completion of Phase 1a clinical trial for NYR-BI03;
 - (ii) prepare and submit of Investigational New Drug applications with the US Food and Drug Administration;
 - (iii) further research and development of NYR-BI03 in cardiac heart disease and other potential indications; and
 - (iv) working capital and raise costs.
- (g) Other than the material terms described in this Explanatory Statement, there are no other material terms on which the Placement CDIs were issued.
- (h) A voting exclusion statement for Resolution 1 is contained in the Notice of Meeting.

Directors' recommendation

The Board of Directors recommend that Shareholders vote in favour of Resolution 1.

As noted in the Proxy Form, the Chair of the Meeting intends to cast all undirected proxies in favour of these Resolutions.

Ratification of Broker Options

Resolution 2 – Ratification of Prior Grant of 2,500,000 Options under ASX Listing Rule 7.4

Background

On 28 October 2024, the Company announced that it had successfully received firm commitments for the Placement.

As part of the Placement, the Company announced that Canary Capital and Foster Stockbroking acted as the Co-Lead Managers to the Placement. As part of the fee payable to the Co-Lead Managers for acting as Co-Lead Managers to the Placement, the Company has agreed to issue 2,500,000 unlisted Options to nominees of the Co-Lead Managers, each exercisable at AUD\$0.20 per Option and which expire on 31 December 2027 (**Broker Options**).

ASX Listing Rule 7.1 and 7.1A

This Resolution proposes that Shareholders approve and ratify the prior grant of the Broker Options which were granted on 4 November 2024 (**Grant Date**).

All of the Broker Options were issued by utilising the Company's existing capacity under 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 company 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.

The grant of the Broker Options does not fit within any of the exceptions to Listing Rule 7.1 and, as it has not been approved by the Company's Shareholders, it uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the Grant Date. As at the date of this Notice, the Company has capacity under Listing Rule 7.1 and 7.1A to issue up to 15,812,590 equity securities.

Listing Rule 7.4 allows the Shareholders of a listed company in a general meeting to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and/or 7.1A and so does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 and/or 7.1A.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into 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 subsequently approve the grant of Broker Options for the purposes of Listing Rule 7.4.

If this Resolution is passed, the grant of the Broker Options will be excluded in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12-month period following the Grant Date.

If this Resolution is not passed, the grant of the Broker Options will be included in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 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 Broker Options were granted to nominees of Canary Capital and Foster Stockbroking as part of the fee payable to Canary Capital and Foster Stockbroking for acting as Co-Lead Managers to the Placement. A full summary of parties and number of Broker Options granted is outlined below:

Nominees of Canary Capital:

Mr Stuart Leslie Craigie	100,000
Mrs Srila Gott	100,000
Mr Nathan Oyet	100,000
Mr Andrew James Barracosa	100,000
Anna Carina Pty Ltd <Anna Carina Family A/C>	800,000
Cbxsen Pty Ltd	800,000

Nominee of Foster Stockbroking:

- (b) The Company granted 2,500,000 Broker Options under ASX Listing Rule 7.1.
- (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 were granted on 4 November 2024.
- (e) The Broker Options were granted for \$0.0001 per option which raised \$250 (before costs) for the Company.
- (f) Any amounts received by the Company on grant or exercise of the Broker Options either have been or will be used by the Company for:
 - (i) completion of Phase 1a clinical trial for NYR-BI03;
 - (ii) preparation and submission of Investigational New Drug applications with the US Food and Drug Administration;
 - (iii) further research and development of NYR-BI03 in cardiac heart disease and other potential indications; and
 - (iv) working capital and raise costs.
- (g) Under a co-lead manager mandate between the Company, Canary Capital and Foster Stockbroking (**CLM Mandate**), the Company must, in consideration for Canary Capital and Foster Stockbroking acting as Co-Lead Managers to the Placement:
 - (i) pay to Canary Capital and Foster Stockbroking an amount equal to 6% of the total amount raised under the Placement (exclusive of GST); and
 - (ii) grant to Canary Capital and Foster Stockbroking (or their respective nominees) 2,500,000 Broker Options (the subject of this Resolution),and there are no other material terms of the CLM Mandate.
- (h) A voting exclusion statement for Resolutions 2 is contained in the Notice of Meeting.

Directors' recommendation

The Board of Directors recommend that Shareholders vote in favour of Resolution 2.

As noted in the Proxy Form, the Chair of the Meeting intends to cast all undirected proxies in favour of these Resolutions.

Issue of Securities to Related Parties under the Placement

Resolutions 3 and 4 – Approval of Issue of CDIs to Directors of the Company

Background

As announced by the Company to ASX on 28 October 2024, in conjunction with the Placement, Directors of the Company have agreed to subscribe for CDIs on the same terms as applicable to the Placement CDIs.

Resolutions 3 and 4 seek Shareholder approval to issue and allot 583,332 CDIs at an issue price of AUD\$0.12 per CDI to Directors of the Company to raise approximately AUD\$69,999.84 (before costs) (**Director CDIs**) on the following basis:

- (a) 291,666 Director CDIs to John Moore or his nominee (approval for which is being sought under Resolution 3); and

- (b) 291,666 Director CDIs to Marcus Frampton or his nominee (approval for which is being sought under Resolution 4).

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 or 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 3 and 4 are Directors, 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 3 and 4 seek the required Shareholder approval to issue the Director CDIs to the Directors under Resolutions 3 and 4 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 3 and/or 4 are passed, the Company will be able to proceed with the proposed issue of the relevant Director CDIs and access additional funding.

If Resolutions 3 and/or 4 not passed, the Company will not be able to proceed with the proposed issue of the relevant Director CDIs and will be unable to access the relevant 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 3);
 - (ii) Marcus Frampton or his nominee (Resolution 4);
- (b) Each of the allottees under Resolutions 3 and 4 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) 291,666 Director CDIs to John Moore or his nominee (Resolution 3); and
 - (ii) 291,666 Director CDIs to Marcus Frampton or his nominee (Resolution 4).
- (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. Each CDI represents 1 Share of Class A Common Stock.

- (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 issued at an issue price of AUD\$0.12 per Director CDI.
- (g) Funds raised from the issue of the Director CDIs will be used by the Company for:
 - (i) Completion of Phase 1a clinical trial for NYR-BI03;
 - (ii) preparation and submission of Investigational New Drug applications with the US Food and Drug Administration;
 - (iii) further research and development of NYR-BI03 in cardiac heart disease and other potential indications; and
 - (iv) working capital and raise costs.
- (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 3 and 4 is contained in the Notice of Meeting.

Directors' recommendation

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 Chair of the Meeting intends to cast all undirected proxies in favour of these Resolutions.

Grant of Warrants to Directors

Resolutions 5 to 9 – Approval of Grant of Warrants to Directors of the Company

Background

Resolutions 5 to 9 seek Shareholder approval to grant warrants to acquire CDIs, each exercisable at the Warrant Exercise Price on the terms of the Warrant Agreements (**Warrants**) and on the following basis:

- (a) Warrants to acquire 3,600,000 CDIs in aggregate to John Moore or his nominee (approval for which is being sought under Resolution 5);
- (b) Warrants to acquire 1,800,000 CDIs in aggregate to Christopher Cox or his nominee (approval for which is being sought under Resolution 6);
- (c) Warrants to acquire 1,800,000 CDIs in aggregate to Marcus Frampton or his nominee (approval for which is being sought under Resolution 7);
- (d) Warrants to acquire 1,800,000 CDIs in aggregate to Dr. Rüdiger Weseloh or his nominee (approval for which is being sought under Resolution 8); and
- (e) Warrants to acquire 1,800,000 CDIs in aggregate to Ian Dixon or his nominee (approval for which is being sought under Resolution 9).

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 or 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 5 to 9 are Directors, they are each a person in a position of influence for the purposes of Listing Rule 10.11. The proposed grant 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 5 to 9 seek the required Shareholder approval to grant the Warrants to acquire CDIs to the Directors under Resolutions 5 to 9 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 one or more of Resolutions 5 to 9 are passed, the Company will be able to proceed with one or more of the proposed grants of the relevant Warrants and access additional funding from the exercise of the Warrants.

If one or more of Resolutions 5 to 9 are not passed, the Company will not be able to proceed with one or more of the proposed grants of the relevant Warrants and:

- (a) will be unable to access the relevant additional funding from the exercise of the Warrants; and
- (b) will need to negotiate alternative remuneration for the relevant Directors including, but not limited to, other non-monetary benefits to preserve the Company's cash and the Directors' remuneration pool.

Information required by ASX Listing Rule 10.13

The following information in relation to the proposed grants of the Warrants is provided to Shareholders for the purposes of ASX Listing Rule 10.13:

- (a) The recipients are:
 - (i) John Moore or his nominee (Resolution 5);
 - (ii) Christopher Cox or his nominee (Resolution 6);
 - (iii) Marcus Frampton or his nominee (Resolution 7);
 - (iv) Rüdiger Weseloh or his nominee (Resolution 8); and
 - (v) Ian Dixon or his nominee (Resolution 9).
- (b) Each of the recipients under Resolutions 5 to 9 are Directors of the Company (or their associates) and fall within the categories referred to in Listing Rule 10.11.1 or 10.11.4.
- (c) The maximum number of Warrants to be granted is as follows:

- (i) Warrants to acquire 3,600,000 CDIs in aggregate to John Moore or his nominee (Resolution 5);
 - (ii) Warrants to acquire 1,800,000 CDIs in aggregate to Christopher Cox or his nominee (Resolution 6);
 - (iii) Warrants to acquire 1,800,000 CDIs in aggregate to Marcus Frampton or his nominee (Resolution 7); and
 - (iv) Warrants to acquire 1,800,000 CDIs in aggregate to Dr. Rüdiger Weseloh or his nominee (Resolution 8); and
 - (v) Warrants to acquire 1,800,000 CDIs in aggregate to Ian Dixon or his nominee (Resolution 9).
- (d) The terms of the Warrants are set out in the template document in Annexure B of this Notice of Meeting. Each Director will enter into Warrant Agreements substantially in the form of the template Warrant Agreement set out in Annexure B.
- (e) The Warrants will be granted within 1 month of Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of its discretion).
- (i) The Warrants will be granted for nil consideration, but will be granted as a part of the fees payable to the relevant Director for the services provided to the Company, and to remunerate or incentivise the relevant Director.
- (j) The current total remuneration package for each relevant Director that will be granted Warrants is as follows:
- (i) John Moore's remuneration package is USD\$120,000 per annum, in addition to a payment of:
 - i. USD\$5,000 per annum for being a member of the Audit and Risk Committee; and
 - ii. USD\$5,000 per annum for being a member of the Remuneration and Nomination Committee;
 - (ii) Christopher Cox's remuneration package is USD\$50,000 per annum in addition to a payment of USD\$5,000 per annum for being a member of the Remuneration and Nomination Committee;
 - (iii) Marcus Frampton's remuneration package is USD\$50,000 per annum in addition to a payment of USD\$5,000 per annum for being a member of the Audit and Risk Committee;
 - (iv) Dr. Rüdiger Weseloh's remuneration package is USD\$50,000 per annum; and
 - (v) Ian Dixon's remuneration package is USD\$50,000 per annum, in addition to a payment of:
 - i. USD\$5,000 per annum for being a member of the Audit and Risk Committee; and
 - ii. USD\$5,000 per annum for being a member of the Remuneration and Nomination Committee.
- (f) Funds raised from the exercise of the Warrants will be used by the Company for working capital.
- (g) Provided that each relevant Director does not cease to hold office as a director of the Company at any time prior to (but not including) the relevant anniversary of the grant of the

Warrants:

- (i) for John Moore, 1,200,000 Warrants will be exercisable during the three year period commencing on the first anniversary of the grant of the Warrants. For each of Christopher Cox, Marcus Frampton, Rüdiger Weseloh and Ian Dixon, 600,000 Warrants will be exercisable during the three year period commencing on the first anniversary of the grant of the Warrants;
- (ii) for John Moore, 1,200,000 Warrants will be exercisable during the three year period commencing on the second anniversary of the grant of the Warrants. For each of Christopher Cox, Marcus Frampton, Rüdiger Weseloh and Ian Dixon, 600,000 Warrants will be exercisable during the three year period commencing on the second anniversary of the grant of the Warrants; and
- (iii) for John Moore, 1,200,000 Warrants will be exercisable during the three year period commencing on the third anniversary of the grant of the Warrants. For each of Christopher Cox, Marcus Frampton, Rüdiger Weseloh and Ian Dixon, 600,000 Warrants will be exercisable in the three year period commencing on the third anniversary of the grant of the Warrants,

Each Director will enter into a separate Warrant Agreement for the exercise periods specified in paragraphs (g)(i) to (g)(iii). Otherwise, the terms of the Warrant Agreements are set out in the template Warrant Agreement attached at Annexure B of this Notice of Meeting. There are no other material terms on which the Warrants will be granted.

- (h) A voting exclusion statement for each of Resolutions 5 to 9 is contained in the Notice of Meeting.

Directors' recommendation

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 Chair 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 8072 1400 if they have any queries in respect of the matters set out in these documents.

Glossary

AEDT means Australian Eastern Daylight Time as observed in Sydney, New South Wales.

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

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.

Board means the current board of Directors of the Company.

Broker Options has the meaning given to that term on page 19.

Business Day means a day on which trading takes place on the stock market 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.

Code means the Internal Revenue Code of 1986, as amended, as well as any applicable regulations and guidance thereunder.

CDI means a CHESS Depositary Interest over a Share.

CDI Holder means a holder of a CDI.

CDN means CHESS Depositary 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 current director of the Company.

Dollar or "\$" or "AUD\$" means Australian dollars.

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.

Fair Market Value means, as of any date, the value of the Company's common stock determined by the Board in compliance with Section 409A of the Code or Section 422 of the Code (as applicable).

Foster Stockbroking means Foster Stockbroking Pty Limited ACN 088 747 148.

Notice of Meeting or **Notice of Extraordinary General Meeting** means this notice of extraordinary general meeting dated 7 March 2025 including the Explanatory Statement.

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 more than 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 (AEDT) on Wednesday, 2 April 2025 .

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 Automatic Registry Services.

Street Name has the meaning given to it on page 11 of this Notice of Meeting.

VWAP means the volume weighted average price at which the CDIs have traded over a specified time period, weighted by the volume of trades executed at each price level.

Warrants has the meaning given to it on page 23.

Warrant Agreements means the agreements between the Company and each Director that will be issued Warrants as proposed by Resolutions 5 to 9, the terms of which are set out in the template document annexed at Annexure B.

Warrant Exercise Price means the exercise price for the Warrants specified in the Warrant Agreement, being the higher of:

- 100% of the Fair Market Value of the Company's common stock as of the date on which the Warrants are granted; and
- 120% of the VWAP of the CDIs for the period of 10 trading days ending on the trading day immediately prior to the date on which the relevant Warrants vest,

per CDI.

Annexure A – Material terms of Broker Options (Resolution 2)

Each Broker Option:

- has an issue price of \$0.0001 per Option;
- has an exercise price of AU\$0.20;
- expires 31 December 2027;
- is convertible into one CDI (equivalent to one Share of Class A Common Stock) ; 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 Shares of Class A Common Stock with respect to the underlying Shares of Class A Common Stock.

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 – Template Warrant Agreement (Resolutions 5 to 9)

Attached.

NEITHER THIS SECURITY NOR THE SECURITIES INTO WHICH THIS SECURITY IS EXERCISEABLE HAVE BEEN REGISTERED WITH THE SECURITIES AND EXCHANGE COMMISSION OR THE SECURITIES COMMISSION OF ANY U.S. STATE IN RELIANCE UPON AN EXEMPTION FROM REGISTRATION UNDER THE U.S. SECURITIES ACT OF 1933 AND, ACCORDINGLY, MAY NOT BE OFFERED OR SOLD EXCEPT PURSUANT TO AN EFFECTIVE REGISTRATION STATEMENT UNDER THE SECURITIES ACT OR PURSUANT TO AN AVAILABLE EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND IN ACCORDANCE WITH APPLICABLE U.S. STATE SECURITIES LAWS.

Nyrada Inc.

Warrant to Purchase CDIs

Warrant Certificate No.: [insert]

Number of CDIs issuable upon exercise: [insert]

Date of Issuance: [insert] (“**Issuance Date**”)

Nyrada Inc., a Delaware corporation (the “**Company**”), hereby certifies that, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, [insert] the registered holder hereof or its permitted assigns (the “**Holder**”), is entitled, subject to the terms set forth below, to purchase from the Company, at the Exercise Price (as defined below) then in effect, at any time after the [insert] anniversary of the Issuance Date or immediately prior to the effectiveness of any Change of Control (as defined in the Company’s 2018 Equity Incentive Plan) (“**Vesting Date**”), but not after 11:59 p.m., Sydney time, on the Expiration Date (as defined below), up to [insert] Chess Depositary Interests, as represented by [insert] shares of common stock in the capital of the Company (“**CDIs**”) subject to adjustment as provided herein (the “**Warrant CDIs**”). Except as otherwise defined herein, capitalized terms in this Warrant to Purchase CDIs (including any Warrants to Purchase CDIs issued in exchange or replacement hereof, this “**Warrant**”), shall have the meanings set forth in Section 16.

1. EXERCISE OF WARRANT.

(a) Mechanics of Exercise. Subject to the terms and conditions hereof, this Warrant may be exercised by the Holder at any time or times on or after the Vesting Date and on or prior to the Expiration Date, in whole or in part, by (i) delivery of a written notice, in the form attached hereto as Exhibit A (the “**Exercise Notice**”), of the Holder's election to exercise this Warrant, and (ii) receipt by the Company of an amount equal to the applicable Exercise Price multiplied by the number of Warrant CDIs as to which this Warrant is being exercised (the “**Aggregate Exercise Price**”) in cash by wire transfer of immediately available funds. The Holder shall not be required to deliver the original Warrant in order to effect an exercise hereunder. Execution and delivery of the Exercise Notice with respect to less than all of the Warrant CDIs shall have the same effect as cancellation of the original Warrant and issuance of a new Warrant evidencing the right to purchase the remaining number of Warrant CDIs. An Exercise Notice must be issued for Warrants that have a minimum Aggregate Exercise Price of the lesser of: (i) A\$50,000 or (ii) the balance of the total of the Warrants held by the holder.

On or before the first Trading Day following the date on which the Company has received the Exercise Notice together with cleared funds for the Aggregate Exercise Price, the Company shall transmit by facsimile or email an acknowledgment of confirmation of receipt of the Exercise Notice to the Holder and the Company's share registry who will act as transfer agent (the “**Transfer Agent**”). On or before the second Trading Day following the date on which the Company has received the Exercise Notice and the Aggregate Exercise Price (the “**CDI Delivery Date**”), the Company shall issue and allot the Warrant CDIs to the Holder's nominated account in accordance with the CHES Rules and, subject to

the Corporations Act and ASX Listing Rules, issue a Cleansing Statement in respect of such Warrant CDIs to the ASX Company Announcements Platform.

The Company shall be responsible for all fees and expenses of the Transfer Agent and all fees and expenses with respect to the issuance and allotment of the Warrant CDIs to the Holder's custodian's nominated CHESS account, in accordance with the CHESS Rules, if any.

If this Warrant is submitted in connection with any exercise pursuant to this Section 1(a) and the number of Warrant CDIs represented by this Warrant submitted for exercise is greater than the number of Warrant CDIs being acquired upon an exercise, then the Company shall as soon as practicable and in no event later than three Trading Days after any exercise and at its own expense, issue a new Warrant (in accordance with Section 6(d)) representing the right to purchase the number of Warrant CDIs issuable immediately prior to such exercise under this Warrant, less the number of Warrant CDIs with respect to which this Warrant is exercised.

No fractional Warrant CDIs are to be issued upon the exercise of this Warrant, but rather the number of Warrant CDIs to be issued shall be rounded down to the nearest whole number. If required, the Company shall pay any and all stamp, transfer or similar taxes which may be payable with respect to the issuance and delivery of Warrant CDIs upon exercise of this Warrant nothing in this clause will cause the Company to be liable for any income tax, capital gains or similar taxes assessed on the Holder as a result of the exercise of this Warrant.

Subject to the Corporations Act and ASX Listing Rules, the Company's obligations to issue and deliver Warrant CDIs in accordance with the terms and subject to the conditions hereof are absolute and unconditional, irrespective of any action or inaction by the Holder to enforce the same, any waiver or consent with respect to any provision hereof, the recovery of any judgment against any Person or any action to enforce the same, or any setoff, counterclaim, recoupment, limitation or termination.

If the Company does not issue a Cleansing Statement for the Warrant CDIs received on exercise of the Warrant, or that Cleansing Statement for any reason is not effective to ensure that an offer for issue of the Warrant CDIs does not require disclosure to investors (as defined in the Corporations Act), the Company must within seven days of the issue of the Warrant CDIs lodge with Australian Securities and Investments Commission a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act and the Holder will not resell (or otherwise dispose of any interest or grant any rights in or security over) such Warrant CDIs until the prospectus is lodged and the Holder agrees to the Company applying a holding lock to the Warrant CDIs pending the issue of that prospectus.

(b) Exercise Price. For purposes of this Warrant, subject to adjustment as provided herein, "**Exercise Price**" means the higher of:

- 100% of the Fair Market Value (as defined in the Company's 2018 Equity Incentive Plan) of the Company's common stock as of the Issuance Date; and
- 120% of the VWAP of the CDIs for the period of 10 trading days ending on the trading day immediately prior to the Vesting Date.

(c) Disputes. In the case of a dispute as to the determination of the Exercise Price or the arithmetic calculation of the Warrant CDIs, the Company shall promptly issue to the Holder the number of Warrant CDIs that are not disputed and resolve such dispute in accordance with Section 11.

(d) Authorized Shares. The Company hereby covenants and agrees that it will not take any steps or actions to amend its constituent documents to decrease its ability to issue the maximum number of CDIs contemplated to be issued pursuant to this Warrant.

(e) No Quotation. The Company does not intend to seek quotation of this Warrant on the Principal Market.

(f) Investment Representation Statement. Unless the rights under this Warrant are exercised pursuant to an effective registration statement under the Securities Act that includes the CDIs with respect to which the Warrant was exercised, pursuant to the terms, it shall be a condition to any exercise of the rights under this Warrant that the Holder shall have made the warranties set forth in the Exercise Notice attached hereto as Exhibit A.

(g) Termination of Warrant prior to Vesting Date. Notwithstanding any other provision of this Warrant, if the Holder ceases to hold office as a director of the Company at any time prior to (but not including) the Vesting Date, this Warrant shall automatically terminate and be of no further force and effect.

2. ADJUSTMENT OF EXERCISE PRICE AND NUMBER OF WARRANT CDIs.
The Exercise Price and the number of Warrant CDIs shall be adjusted from time to time as follows:

(a) Adjustment. Other than as set out in this Warrant or the ASX Listing Rules (while the Company is on the Official List of ASX), this Warrant does not confer the right to a change in the Exercise Price or a change in the number of underlying securities over which this Warrant can be exercised.

(b) Adjustment Upon Subdivision or Combination of CDIs. In the event of any re-organisation (including reconstruction, consolidation, subdivision, reduction or return of capital) of issued capital of the Company, this Warrant will be re-organised as required by the ASX Listing Rules, but in all other respects the terms of exercise will remain unchanged.

(c) No Participating Rights or Entitlements. There are no participating rights or entitlements inherent in this Warrant and Holders will not be entitled to participate in new issues of capital offered during the currency of this Warrant, except upon exercise of this Warrant.

3. PRO RATA ISSUES AND BONUS ISSUES.

(a) If there is a pro rata issue (except a bonus issue) to the holders of CDIs, the Exercise Price of this Warrant may be reduced according to the following formula:

$$O' = \frac{O - E [P - (S + D)]}{N + 1}$$

O' = the new Exercise Price of this Warrant.

O = the old Exercise Price of this Warrant.

E = the number of CDIs into which one Warrant is exercisable.
Note: E is one unless the number has changed because of a bonus issue.

P = the volume weighted average market price per security of the CDIs, calculated over the 5 Trading Days ending on the day before the ex-rights date or ex-entitlements date.

S = the subscription price for a security under the pro rata issue.

D = the dividend due but not yet paid on the existing CDIs (except those to be issued under the pro rata issue).

N = the number of securities with rights or entitlements that must be held to receive a right to one new security.

(b) If there is a bonus issue to the holders of CDIs, the number of securities over which this Warrant is exercisable may be increased by the number of securities which the holder of this Warrant would have received if this Warrant had been exercised before the record date for the bonus issue.

4. NON-CIRCUMVENTION. The Company covenants and agrees that the Company will not, by amendment of its constitution, or through any reorganization, transfer of assets, consolidation, merger, scheme of arrangement, dissolution, issue or sale of securities, or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms of this Warrant, and will at all times in good faith carry out all of the provisions of this Warrant and take all action as may be required to protect the rights of the Holder. Without limiting the generality of the foregoing, the Company shall take all such actions as may be necessary or appropriate in order that the Company may validly and legally issue fully paid CDIs upon the exercise of this Warrant.

5. WARRANT HOLDER NOT DEEMED A SHAREHOLDER. Except as otherwise specifically provided herein, the Holder, solely in such Person's capacity as a holder of this Warrant, shall not be entitled to vote or receive dividends or be deemed to be a shareholder of the Company for any purpose, nor shall anything contained in this Warrant be construed to confer upon the Holder, solely in such Person's capacity as the Holder of this Warrant, any of the rights of a shareholder of the Company or any right to vote, give or withhold consent to any corporate action (whether any reorganization, issue of stock, reclassification of stock, consolidation, merger, conveyance or otherwise), receive notice of meetings, receive dividends or subscription rights, or otherwise, prior to the issuance to the Holder of the Warrant CDIs which such Person is then entitled to receive upon the due exercise of this Warrant. In addition, nothing contained in this Warrant shall be construed as imposing any liabilities on the Holder to purchase any securities (other than upon exercise of this Warrant) or as a shareholder of the Company, whether such liabilities are asserted by the Company or by creditors of the Company. Notwithstanding this Section 5, the Company shall provide the Holder with copies of the same notices and other information given to the shareholders of the Company generally, contemporaneously with the giving thereof to the shareholders, unless and to the extent such notices and other information are publicly released on ASX.

6. REISSUANCE OF WARRANTS.

(a) Lost, Stolen or Mutilated Warrant. Upon receipt by the Company of evidence reasonably satisfactory to the Company of the loss, theft, destruction or mutilation of this Warrant, and, in the case of loss, theft or destruction, of an indemnification agreement by the Holder to the Company in customary form (but without any requirement to post any surety or similar bond) and, in the case of mutilation, upon surrender and cancellation of this Warrant, the Company shall execute and deliver to the Holder a new Warrant (in accordance with Section 6(d)) representing the right to purchase the Warrant CDIs then underlying this Warrant.

(b) Exchangeable for Multiple Warrants. This Warrant is exchangeable, upon the surrender hereof by the Holder at the principal office of the Company, for a new Warrant or Warrants (in accordance with Section 6(d)) representing in the aggregate the right to purchase the number of Warrant CDIs then underlying this Warrant, and each such new Warrant will represent the right to purchase such portion of such Warrant CDIs as is designated by the Holder at the time of such surrender; provided, however, that no Warrants for fractional Warrant CDIs shall be given

(c) Issuance of New Warrants. Whenever the Company is required to issue a new Warrant pursuant to the terms of this Warrant, such new Warrant (i) shall be of like tenor with this Warrant, (ii) shall represent, as indicated on the face of such new Warrant, the right to purchase the Warrant CDIs then underlying this Warrant (or in the case of a new Warrant being issued pursuant to Section 6(a) or Section 6(c), the Warrant CDIs designated by the Holder which, when added to the number of CDIs underlying the other new Warrants issued in connection with such issuance, does not

exceed the number of Warrant CDIs then underlying this Warrant), (iii) shall have an issuance date, as indicated on the face of such new Warrant which is the same as the Issuance Date, and (iv) shall have the same rights and conditions as this Warrant. For the avoidance of doubt, any reference to the issuance of Warrants for the purposes of this Section 6(d) and the rest of this document does not represent an issue of new equity securities but represents an update of the details of the document of title to which the Warrant relates.

7. NOTICES. The Company shall provide the Holder with prompt written notice of all actions taken pursuant to this Warrant, including in reasonable detail a description of such action and the reason therefor. Without limiting the generality of the foregoing, the Company will give written notice to the Holder (i) promptly following any adjustment of the Exercise Price, setting forth in reasonable detail, and certifying, the calculation of such adjustment and (ii) at the earlier of what is required under the ASX Listing Rules and fifteen (15) days prior to the date on which the Company closes its books or takes a record (A) with respect to any dividend or distribution upon the CDIs; provided in each case that such information shall be made known to the public prior to or in conjunction with such notice being provided to the Holder. It is expressly understood and agreed that the time of exercise specified by the Holder in each Exercise Notice shall be definitive and may not be disputed or challenged by the Company.

8. AMENDMENT AND WAIVER. Except as otherwise provided herein, the provisions of this Warrant may be amended or waived and the Company may take any action herein prohibited, or omit to perform any act herein required to be performed by it, only if the Company has obtained the written consent of the Holders of a majority of the Warrants then outstanding. Any amendment would have equal effect to all Warrants then outstanding and no consideration will be offered to any holder in relation to any amendment unless the same consideration is offered to all Holders pro rata.

9. GOVERNING LAW; JURISDICTION; JURY TRIAL. This Warrant shall be governed by and construed and enforced in accordance with, and all questions concerning the construction, validity, interpretation and performance of this Warrant shall be governed by, the internal laws of the State of New South Wales without giving effect to any choice of law or conflict of law provision or rule (whether of the State of New South Wales or any other jurisdictions) that would cause the application of the laws of any jurisdictions other than the State of New South Wales.

Each of the Company and the Holder hereby irrevocably submits to the jurisdiction of the state and federal courts sitting in New South Wales, for the adjudication of any dispute hereunder or in connection herewith or with any transaction contemplated hereby or discussed herein, and hereby irrevocably waives, and agrees not to assert in any suit, action or proceeding, any claim that it is not personally subject to the jurisdiction of any such court, that such suit, action or proceeding is brought in an inconvenient forum or that the venue of such suit, action or proceeding is improper. Each of the Company and the Holder hereby irrevocably waives personal service of process and consents to process being served in any such suit, action or proceeding by mailing a copy thereof to the Company or the Holder (as the case may be) and agrees that such service shall constitute good and sufficient service of process and notice thereof. Nothing contained herein shall be deemed to limit in any way any right to serve process in any manner permitted by law.

Nothing contained herein shall be deemed or operate to preclude either the Company or the Holder from bringing suit or taking other legal action against the Holder or the Company, as applicable, in any other jurisdiction to collect on the Holder's obligations to the Company or the Company's obligations to the Holder, as applicable, to realize on any collateral or any other security for such obligations, or to enforce a judgment or other court ruling in favor of the Company or the Holder, as applicable. **EACH OF THE COMPANY AND THE HOLDER HEREBY IRREVOCABLY WAIVES ANY RIGHT IT MAY HAVE, AND AGREES NOT TO REQUEST, A JURY TRIAL**

FOR THE ADJUDICATION OF ANY DISPUTE HEREUNDER OR IN CONNECTION WITH OR ARISING OUT OF THIS WARRANT OR ANY TRANSACTION CONTEMPLATED HEREBY.

10. CONSTRUCTION; HEADINGS. This Warrant shall be deemed to be jointly drafted by the Company and all the Investors and shall not be construed against any Person as the drafter hereof. The headings of this Warrant are for convenience of reference and shall not form part of, or affect the interpretation of, this Warrant.

11. DISPUTE RESOLUTION. In the case of a dispute as to the determination of the Exercise Price or the arithmetic calculation of the Warrant CDIs, the Company shall submit the disputed determinations or arithmetic calculations via facsimile or electronic mail within one (1) Business Day of receipt or deemed receipt of the Exercise Notice giving rise to such dispute, as the case may be, to the Holder. If the Holder and the Company are unable to agree upon such determination or calculation of the Exercise Price or the Warrant CDIs within three (3) Business Days of such disputed determination or arithmetic calculation being submitted to the Holder, then the Company shall, within three (3) Business Days submit via facsimile or electronic mail (a) the disputed determination of the Exercise Price to an independent, reputable investment bank selected by the Holder and approved by the Company, such approval not to be unreasonably withheld, conditioned or delayed or (b) the disputed arithmetic calculation of the Warrant CDIs to an independent, outside accountant, selected by the Holder and approved by the Company, such approval not to be unreasonably withheld, conditioned or delayed. The Company shall cause at its expense the investment bank or the accountant, as the case may be, to perform the determinations or calculations and notify the Company and the Holder of the results no later than five (5) Business Days from the time it receives the disputed determinations or calculations. Such investment bank's or accountant's determination or calculation, as the case may be, shall be binding upon all parties absent demonstrable error.

12. REMEDIES, OTHER OBLIGATIONS, BREACHES AND INJUNCTIVE RELIEF. The remedies provided in this Warrant shall be cumulative and in addition to all other remedies available under this Warrant, at law or in equity (including a decree of specific performance and/or other injunctive relief), and nothing herein shall limit the right of the Holder to pursue actual damages for any failure by the Company to comply with the terms of this Warrant. The Company acknowledges that a breach by it of its obligations hereunder will cause irreparable harm to the Holder and that the remedy at law for any such breach may be inadequate. The Company therefore agrees that, in the event of any such breach or threatened breach, the holder of this Warrant shall be entitled, in addition to all other available remedies, to an injunction restraining any breach, without the necessity of showing economic loss and without any bond or other security being required.

13. TRANSFER. This Warrant may not be offered for sale, sold, transferred, pledged or assigned. Subject to Chapter 6D of the Corporations Act which prevents on-sale within 12 months to Australian retail investors where further disclosure would be required, the Warrant CDIs may be offered for sale, sold, transferred, pledged or assigned without the consent of the Company.

14. SEVERABILITY. If any provision of this Warrant is prohibited by law or otherwise determined to be invalid or unenforceable by a court of competent jurisdiction, the provision that would otherwise be prohibited, invalid or unenforceable shall be deemed amended to apply to the broadest extent that it would be valid and enforceable, and the invalidity or unenforceability of such provision shall not affect the validity of the remaining provisions of this Warrant so long as this Warrant as so modified continues to express, without material change, the original intentions of the parties as to the subject matter hereof and the prohibited nature, invalidity or unenforceability of the provision(s) in question does not substantially impair the respective expectations or reciprocal obligations of the parties or the practical realization of the benefits that would otherwise be conferred upon the parties. The parties will endeavor in good faith negotiations to replace the prohibited, invalid or unenforceable provision(s)

with a valid provision(s), the effect of which comes as close as possible to that of the prohibited, invalid or unenforceable provision(s).

15. **DISCLOSURE.** Upon receipt or delivery by the Company of any notice in accordance with the terms of this Warrant, unless the Company has in good faith determined that the matters relating to such notice do not constitute material, nonpublic information the Company shall within one (1) Trading Day after any such receipt or delivery publicly disclose such material, nonpublic information to the ASX Company Announcements Platform, pursuant to a press release or otherwise. In the event that the Company believes that a notice contains material, nonpublic information relating to the Company or its Subsidiaries, the Company so shall indicate to such Holder contemporaneously with delivery of such notice, and in the absence of any such indication, the Holder shall be allowed to presume that all matters relating to such notice do not constitute material, nonpublic information relating to the Company or its Subsidiaries.

16. **CERTAIN DEFINITIONS.** For purposes of this Warrant, the following terms shall have the following meanings:

(a) **"Affiliate"** means, with respect to any Person, any other Person that directly or indirectly controls, is controlled by, or is under common control with, such Person, it being understood for purposes of this definition that "control" of a Person means the power directly or indirectly either to vote 10% or more of the stock having ordinary voting power for the election of directors of such Person or direct or cause the direction of the management and policies of such Person whether by contract or otherwise.

(b) **"ASX Listing Rules"** means the listing rules of the Principal Market as waived or modified in respect of the Company.

(c) **"ASX Settlement"** means ASX Settlement Pty Ltd.

(d) **"ASX Settlement Operating Rules"** means the Settlement Operating Rules of ASX Settlement.

(e) **"Business Day"** means:

(1) for determining when a notice, consent or other communication is given, a day that is not a Saturday, Sunday or public holiday in the place to which the notice, consent or other communication is sent; and

(2) for any other purpose, a day (other than a Saturday, Sunday or public holiday) on which banks are open for general banking business in Sydney, Australia.

(f) **"CDI"** means Chess Depositary Interests, as represented by shares of common stock in the capital of the Company.

(g) **"CHESS"** means Clearing House Electronic Subregister System.

(h) **"CHESS Rules"** means the ASX Settlement Operating Rules and the provisions of the Corporations Act and ASX Listing Rules concerning the electronic share registration and transfer system as and to the extent that they apply to the Company.

(i) **"Cleansing Statement"** means a notice in relation to the Warrant CDIs given by the Company in accordance with section 708A(5) of the Corporations Act.

(j) **"Corporations Act"** means the *Corporations Act 2001* (Cth).

(k) **"Expiration Date"** means the date that is three (3) years after the Vesting Date; provided, however, if such date falls on a day other than a Business Day or on which trading does not take place on the Principal Market (a **"Holiday"**), then the Expiration Date shall be the next day that is not a Holiday.

Exercise Notice for Warrant issued by Nyrada Inc.

Deliver Exercise Notice by email to the Company Secretary of Nyrada Inc.:

The undersigned holder hereby exercises the right to purchase _____ Chess Depositary Interests, as represented by shares of common stock in the capital of the Company (“**Warrant CDIs**”) of Nyrada Inc., a Delaware corporation (the “**Company**”), evidenced by the attached Warrant to Purchase CDIs (the “**Warrant**”). Capitalized terms used herein and not otherwise defined shall have the respective meanings set forth in the Warrant.

1. ***Form of Exercise Price.*** The Holder intends that payment of the Exercise Price shall be made as a “Cash Exercise” with respect to _____ Warrant CDIs.

2. ***Payment of Exercise Price.*** In the event that the holder has elected a Cash Exercise with respect to some or all of the Warrant CDIs to be issued pursuant hereto, the holder shall pay the Aggregate Exercise Price in the sum of A\$_____ to the Company in accordance with the terms of the Warrant.

3. ***Delivery of Warrant CDIs.*** The Company shall deliver to the holder _____ Warrant CDIs in accordance with the terms of the Warrant.

4. The undersigned consents to being a member of the Company and agrees to be bound by the constitution of the Company.

5. ***Warranties from Holder:*** At the date of the Exercise Notice and on the date of the issue of the Warrant CDIs, the Holder warrants, acknowledges and agrees with the Company as follows:

- (i) It is either: (A) in the United States and are an “accredited investor” (within the meaning of Rule 501(a) under the Securities Act) or (B) a person who is otherwise able to receive and accept the offer of Warrant CDIs in accordance with the applicable laws of the Holder’s domicile without any further requirements for registration or qualification by the Company.
- (ii) It is aware that publicly available information about the Company and its securities can be obtained from the websites of the ASX and the Company.
- (iii) The Holder is not acquiring the Warrant CDIs with the purpose of selling or transferring the Warrant CDIs, or granting, issuing or transferring interests in, or warrants over, them in violation of any applicable securities laws.
- (iv) The Holder has had access to all information that it believes is necessary or appropriate in connection with your exercise of the Warrant.
- (v) The Holder has made and relied upon its own assessment of securities of the Company, including, without limitation, the particular tax consequences of acquiring, owning or disposing of the Warrant CDIs in light of its particular

situation as well as any consequences arising under the laws of any other taxing jurisdiction.

- (vi) The Holder acknowledges that an investment in the Warrant CDIs involves a degree of risk.
- (vii) The Holder has such knowledge and experience in financial and business matters that it is capable of evaluating the merits and risks of a purchase of the Warrant CDIs.
- (viii) The Holder has the financial ability to bear the economic risk of the investment in the Warrant CDIs.
- (ix) [The Holder is not a related party (as defined in section 228 of the Australian Corporations Act) of the Company, nor will you be treated by ASX as a person to whom ASX Listing Rule 10.11 applies.]
- (x) The issue of the Warrant CDIs will not result the Holder (nor any of your “associates”, as that term is defined in the Australian Corporations Act) obtaining a relevant interest in more than 20% of the voting securities of the Company in breach of the Australian Corporations Act.
- (xi) The Holder will not trade any Warrant CDIs on the OTC Markets or other market in the United States on which the CDIs of the Company trade until such time as such CDIs are no longer “restricted securities” within the meaning of Rule 144(a)(3) of the Securities Act.
- (xii) The Holder acknowledges that the Company is under no obligation to take any further action to seek to qualify the Warrant CDIs other than the issue of a cleansing notice or prospectus in accordance with clause 1(a) of this Warrant.
- (xiii) The Holder acknowledges that the Company is entitled to rely upon the truth and accuracy of the foregoing representations, warranties and agreements.

Date:_____

Signature:_____

Name:_____

Title:_____