



Announcement Summary

Entity name

NYRADA INC.

Announcement Type

New announcement

Date of this announcement

Monday March 22, 2021

The Proposed issue is:

A placement or other type of issue

Total number of +securities proposed to be issued for a placement or other type of issue

ASX +security code	+Security description	Maximum Number of +securities to be issued
n/a	Broker Options \$0.40 ex price, 5 year expiry	4,000,000
n/a	Broker Options \$0.60 ex price, 5 year expiry	2,000,000
n/a	Broker Options \$0.90 ex price, 5 year expiry	2,000,000
NYR	CHESS DEPOSITARY INTERESTS 1:1 US PROHIBITED	42,307,692

Proposed +issue date

Monday March 29, 2021

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of +Entity

NYRADA INC.

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

1.2 Registered Number Type

ABN

Registration Number

54625401818

1.3 ASX issuer code

NYR

1.4 The announcement is

New announcement

1.5 Date of this announcement

Monday March 22, 2021

1.6 The Proposed issue is:

A placement or other type of issue



Part 7 - Details of proposed placement or other issue

Part 7A - Conditions

7A.1 - Are any of the following approvals required for the placement or other type of issue?

- +Security holder approval
- Court approval
- Lodgement of court order with +ASIC
- ACCC approval
- FIRB approval
- Another approval/condition external to the entity

 Yes

7A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
+Security holder approval	Friday May 14, 2021	<input checked="" type="checkbox"/> Estimated	

Comments

- 1) The initial placement of 27,706,405 CDIs under LR 7.1 and LR 7.1A without shareholder approval occurs on 29/3/2021;
- 2) Balance of all other securities being issued subject to shareholder approval, estimated on 14 May 2021 with date to be confirmed, including 14,601,287 placement CDIs (42,307,692 - 27,706,405) and all options

Part 7B - Issue details

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

 Existing class

Will the proposed issue of this +security include an offer of attaching +securities?

 No

Details of +securities proposed to be issued

ASX +security code and description

NYR : CHESS DEPOSITARY INTERESTS 1:1 US PROHIBITED

Number of +securities proposed to be issued

42,307,692

Offer price details



Are the +securities proposed to be issued being issued for a cash consideration?

Yes

In what currency is the cash consideration being paid?

AUD - Australian Dollar

What is the issue price per +security?

AUD 0.26000

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?

Yes

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

New class

Will the proposed issue of this +security include an offer of attaching +securities?

No

Details of +securities proposed to be issued

ISIN Code (if Issuer is a foreign company and +securities are non CDIs)

Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?

No

Will the entity be seeking quotation of the 'new' class of +securities on ASX?

No

ASX +security code

New class-code to be confirmed

+Security description

Broker Options \$0.40 ex price, 5 year expiry

+Security type

Options

Number of +securities proposed to be issued

4,000,000

Offer price details

Are the +securities proposed to be issued being issued for a cash consideration?

No

Please describe the consideration being provided for the +securities

Broker fee



Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities

1.000000

Will all the +securities issued in this class rank equally in all respects from their issue date?

Yes

Options details

+Security currency

AUD - Australian Dollar

Exercise price

AUD 0.4000

Expiry date

Thursday May 14, 2026

Details of the type of +security that will be issued if the option is exercised

NYR : CHESS DEPOSITARY INTERESTS 1:1 US PROHIBITED

Number of securities that will be issued if the option is exercised

1 Class A Common Stock = 1 CDI

Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

New class

Will the proposed issue of this +security include an offer of attaching +securities?

No

Details of +securities proposed to be issued

ISIN Code (if Issuer is a foreign company and +securities are non CDIs)

Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?

No

Will the entity be seeking quotation of the 'new' class of +securities on ASX?

No

ASX +security code

New class-code to be confirmed

+Security description

Broker Options \$0.60 ex price, 5 year expiry

+Security type

Options



Number of +securities proposed to be issued

2,000,000

Offer price details

Are the +securities proposed to be issued being issued for a cash consideration?

No

Please describe the consideration being provided for the +securities

Canary Capital PL: Part of fee for 12 month corporate advisory mandate

Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities

1.000000

Will all the +securities issued in this class rank equally in all respects from their issue date?

Yes

Options details

+Security currency

AUD - Australian Dollar

Exercise price

AUD 0.6000

Expiry date

Thursday May 14, 2026

Details of the type of +security that will be issued if the option is exercised

NYR : CHESS DEPOSITARY INTERESTS 1:1 US PROHIBITED

Number of securities that will be issued if the option is exercised

1 Class A Common Stock = 1 CDI

Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

New class

Will the proposed issue of this +security include an offer of attaching +securities?

No

Details of +securities proposed to be issued



ISIN Code (if Issuer is a foreign company and +securities are non CDIs)

Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?
 No

Will the entity be seeking quotation of the 'new' class of +securities on ASX?
 No

ASX +security code

New class-code to be confirmed

+Security description

Broker Options \$0.90 ex price, 5 year expiry

+Security type

Options

Number of +securities proposed to be issued

2,000,000

Offer price details

Are the +securities proposed to be issued being issued for a cash consideration?

No

Please describe the consideration being provided for the +securities

Canary Capital PL: Part of fee for 12 month corporate advisory mandate

Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities

1.000000

Will all the +securities issued in this class rank equally in all respects from their issue date?

Yes

Options details

+Security currency

AUD - Australian Dollar

Exercise price

AUD 0.9000

Expiry date

Thursday May 14, 2026

Details of the type of +security that will be issued if the option is exercised

NYR : CHES DEPOSITARY INTERESTS 1:1 US PROHIBITED

Number of securities that will be issued if the option is exercised

1 Class A Common Stock = 1 CDI

Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.



Part 7C - Timetable

7C.1 Proposed +issue date

Monday March 29, 2021

Part 7D - Listing Rule requirements

7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?

No

7D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?

Yes

7D.1b (i) How many +securities are proposed to be issued without security holder approval using the entity's 15% placement capacity under listing rule 7.1?

16,623,843

7D.1c Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?

Yes

7D.1c (i) How many +securities are proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A?

11,082,562

7D.1c (ii) Please explain why the entity has chosen to do a placement rather than a +pro rata issue or an offer under a +security purchase plan in which existing ordinary +security holders would have been eligible to participate

The Company undertook an IPO in early 2020 through a prospectus dated 26 November 2019, with those shares allotted on 9 January 2020. It was considered that this raising was appropriate to the current capital raising requirements of the Company.

7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?

No

7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?

No

7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?

No

Part 7E - Fees and expenses

7E.1 Will there be a lead manager or broker to the proposed issue?

Yes



7E.1a Who is the lead manager/broker?

Canary Capital PL and Alto Capital as Joint Lead Managers ("JLM")

7E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?

- 1) JLM: 6% on funds raised. 2m A\$0.40 options, with 5 year expiry to each JLM;
- 2) Alto Capital: Mandate at \$4,000/month for 12 months; and
- 3) Canary Capital PL: Advisory mandate at \$4,000/month for 12 months, plus 2m A\$0.60 options, with 5 year expiry and 2m A\$0.90 options, with 5 year expiry.

7E.2 Is the proposed issue to be underwritten?

No

7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue

Standard costs such as Legal Fees, Professional Fees and ASX Fees.

Part 7F - Further Information

7F.01 The purpose(s) for which the entity is issuing the securities

- 1) To fully fund a Phase 1 clinical trial of Cholesterol-Lowering and Brain Injury drug candidates; 2) Repayment of Noxopharm loan; 3) Enable further proof-of-concept studies evaluating existing drug candidates in additional therapeutic areas.

7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?

No

7F.2 Any other information the entity wishes to provide about the proposed issue

- 1) The initial placement of 27,706,405 CDIs under LR 7.1 (16,623,843 CDIs) and LR 7.1A (11,082,562 CDIs) without shareholder approval occurs on 29/3/2021;
- 2) Balance of all other securities being issued subject to shareholder approval, estimated on 14 May 2021 with date to be confirmed, including 14,601,287 placement CDIs (42,307,692 - 27,706,405) and all options; and
- 3) a separate App 3B will be issued in relation to Director and Mgt CDIs and Broker Placement Shares once finalised.