Announcement Summary

Entity name

NYRADA INC.

Announcement Type

New announcement

Date of this announcement

28/10/2024

The Proposed issue is:
An offer of securities under a securities purchase plan
A placement or other type of issue

Total number of +securities proposed to be issued for an offer of securities under a securities purchase plan

ASX +security code	+Security description	Maximum Number of +securities to be issued
NYR	CHESS DEPOSITARY INTERESTS 1:1 US PROHIBITED	8,333,333

+Record date

25/10/2024

Offer closing date

2/12/2024

+Issue date

9/12/2024

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
New class-code to be confirmed	OPTION EXPIRING 31-DEC-2027 EX $0.20	2,500,000
NYR	CHESS DEPOSITARY INTERESTS 1:1 US PROHIBITED	27,416,668

Proposed +issue date

4/11/2024

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.
If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

1.2 Registered Number Type	**Registration Number**
ACN	625401818

1.3 ASX issuer code

NYR

1.4 The announcement is
New announcement

1.5 Date of this announcement

28/10/2024

1.6 The Proposed issue is:
An offer of +securities under a +securities purchase plan
A placement or other type of issue

Part 4 - Details of proposed offer under securities purchase plan

Part 4A - Conditions

4A.1 Do any external approvals need to be obtained or other conditions satisfied before the offer of +securities under the +securities purchase plan issue can proceed on an unconditional basis?
No

Part 4B - Offer details

+Class or classes of +securities that will participate in the proposed issue and +class or classes of +securities proposed to be issued

ASX +security code and description

NYR : CHESS DEPOSITARY INTERESTS 1:1 US PROHIBITED

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

Maximum total number of those +securities that could be issued if all offers under the +securities purchase plan are accepted

8,333,333

Will the offer be conditional on applications for a minimum number of +securities being received or a minimum amount being raised (i.e. a minimum subscription condition)?
No

Will the offer be conditional on applications for a maximum number of +securities being received or a maximum amount being raised (i.e. a maximum subscription condition)?
No

Will individual security holders be required to accept the offer for a minimum number or value of +securities (i.e. a minimum acceptance condition)?
Yes

Is the minimum acceptance unit based or dollar based?
Dollar based ($)

Please enter the minimum acceptance value

$ 2,500

Will individual security holders be limited to accepting the offer for a maximum number or value of +securities (i.e. a maximum acceptance condition)?
Yes

Is the maximum acceptance unit based or dollar based?
Dollar based ($)

Please enter the maximum acceptance value

$ 30,000

Describe all the applicable parcels available for this offer in number of securities or dollar value

$2,500, $5,000, $10,000, $15,000, $20,000, $25,000, $30,000

Offer price details

Has the offer price been determined?
Yes

In what currency will the offer be made?	What is the offer price per +security?
AUD - Australian Dollar	AUD 0.12000

Oversubscription & Scale back details

Will a scale back be applied if the offer is over-subscribed?
Yes

Describe the scale back arrangements

The SPP aims to raise approximately $1 million. Nyrada may determine to raise a higher amount or decide to scale back Applications under the SPP at its absolute discretion.

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

Part 4C - Timetable

4C.1 Date of announcement of +security purchase plan

28/10/2024

4C.2 +Record date

25/10/2024

4C.3 Date on which offer documents will be made available to investors

4/11/2024

4C.4 Offer open date

4/11/2024

4C.5 Offer closing date

2/12/2024

4C.7 +Issue date and last day for entity to announce results of +security purchase plan offer

9/12/2024

Part 4D - Listing Rule requirements

4D.1 Does the offer under the +securities purchase plan meet all of the requirements of listing rule 7.2 exception 5 or do you have a waiver from those requirements?
Yes

Part 4E - Fees and expenses

4E.1 Will there be a lead manager or broker to the proposed offer?
No

4E.2 Is the proposed offer to be underwritten?
No

4E.3 Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?
No

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

Part 4F - Further Information

4F.01 The purpose(s) for which the entity intends to use the cash raised by the proposed issue

1.Completion of Phase 1a clinical trial for NYR-BI03
2.Preparation and submission of Investigational New Drug applications with US FDA
3.Further R&D of NYR-BI03 in cardiac heart disease and other potential indications
4.Working capital and cost of raise

4F.1 Will the entity be changing its dividend/distribution policy if the proposed offer is successful?
No

4F.2 Countries in which the entity has +security holders who will not be eligible to accept the proposed offer

Eligible CDI Holder has a registered address either in Australia or NZ (provided such CDI Holder is not in the USA, or acting for the account or benefit of a US Person). NYR has holders in Denmark, Germany, HK, Netherlands, UK and USA who are not eligible.

4F.3 URL on the entity's website where investors can download information about the proposed offer

https://www.asx.com.au/markets/company/nyr

4F.4 Any other information the entity wishes to provide about the proposed offer

Number of securities are subject to rounding. If this calculation produces a fractional number, the number of New CDIs issued will be rounded up to the nearest whole New CDI.

Part 7 - Details of proposed placement or other issue

Part 7A - Conditions

7A.1 Do any external approvals need to be obtained or other conditions satisfied before the placement or other type of issue can proceed on an unconditional basis?
No

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

27,416,668

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 0.12000

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 do not have +CDIs issued over them)

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

OPTION EXPIRING 31-DEC-2027 EX $0.20

+Security type

Options

Number of +securities proposed to be issued

2,500,000

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 0.00010

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

Options details

+Security currency	Exercise price	Expiry date
AUD - Australian Dollar	AUD 0.2000	31/12/2027

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 NYR CDI for each option exercised.

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.

Refer ASX Release dated 28 October 2024.

Part 7C - Timetable

7C.1 Proposed +issue date
4/11/2024

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?

2,500,000 unlisted options
24,831,304 CDIs

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?

2,585,364 CDIs (subject to rounding)

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 Pty Ltd and Foster Stockbroking Pty Ltd acted as the Co-lead Managers for the capital raise.

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

As Co-Lead Managers, Canary Capital and Foster Stockbroking are entitled to 6% (exclusive of GST) of the total amount raised and a combined 2.50 million unlisted options over CDIs.

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

Part 7F - Further Information

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

1.Completion of Phase 1a clinical trial for NYR-BI03
2.Preparation and submission of Investigational New Drug applications with US FDA
3.Further R&D of NYR-BI03 in cardiac heart disease and other potential indications
4.Working capital and cost of raise

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

Number of securities are subject to rounding. If this calculation produces a fractional number, the number of New CDIs issued will be rounded up to the nearest whole New CDI.

7F.3 Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:
The publication of a cleansing notice under section 708A(5), 708AA(2)(f), 1012DA(5) or 1012DAA(2)(f)