



5 November 2024

Sydney, Australia

2024 AGM Addendum to the Notice of Meeting and Proxy

Nyrada Inc. ARBN 625 401 818 (**Nyrada** or the **Company**) (ASX: NYR) attaches the following documents in relation to FY2024 Annual General Meeting ("AGM"):

- AGM Addendum to the Notice of Meeting; and
- Proxy Statement or Voting Instruction Form.

This Addendum to the Notice of AGM is issued in respect of Resolution 7.

Resolution 7 seeks CDI approval of ASX Listing Rule 7.1A Approval of Future Issue of Securities, being an additional 10% capacity.

As at the date of the Notice of AGM, the Company had not issued or agreed to issue equity securities under Listing Rule 7.1.A.2 in the 12 months preceding the AGM.

As announced on 28 October 2024, the Company undertook a capital raising, for a placement of 28,000,000 million Chess Depositary Instruments (CDIs), at \$0.12 per CDI, raising \$3.36 million in new equity capital from new and existing professional and sophisticated investors as follows:

1. 24,831,304 CDIs issued on 4 November 2024 to professional and sophisticated investors under Listing Rule 7.1;
2. 2,585,364 CDIs issued on 4 November 2024 to professional and sophisticated investors under Listing Rule 7.1A; and
3. 583,332 CDIs to be issued to directors of the company, subject to CDI holder approval.

The Company has already advised CDI holders of the capital raising generally, and the use of Listing Rule 7.1A specifically, in ASX Announcements as follows:

- (a) ASX release titled "Nyrada Raises \$3.36 Million via Placement" on 28 October 2024;
- (b) ASX release titled "Investor Presentation" on 28 October 2024; and
- (c) ASX release titled "Appendix 3B – Proposed Issue of Securities" on 28 October 2024, including Part 7D.1c(i) where the specific number of securities under Listing Rule 7.1A was noted.

Together **ASX Releases dated 28 October 2024.**

In addition to the ASX Releases dated 28 October 2024, Nyrada also provides the following additional information as required under Listing Rule 7.3A.6 in respect of the Explanatory Statement for Resolution 7 – ASX Listing Rule 7.1A Approval of Future Issue of Securities located on pages 20-23 (inclusive) of the Notice of AGM.

-ENDS-



About Nyrada Inc

Nyrada Inc. is a biotechnology company focused on the discovery and development of innovative small-molecule therapies, specifically targeting Transient Receptor Potential Canonical (TRPC) ion channels. The company's lead candidate, NYR-BI03, has shown efficacy in both neuroprotection and cardioprotection, positioning it for a first-in-human Phase I clinical trial. Nyrada Inc. (ARBN 625 401 818) is incorporated in Delaware, USA, with limited liability for its stockholders.

www.nyrada.com

Authorised by Mr. John Moore, Chair on behalf of the Board.

Investor:

Dimitri Burshtein

T: 02 9498 3390

E: info@nyrada.com

Company Secretary:

David Franks

T: 02 8072 1400

E: david.franks@automicgroup.com.au

Media Enquiries:

Catherine Strong

Sodali & Co

T: 02 8234 0111

E: catherine.strong@sodali.com

Forward-Looking Statements

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

Nyrada Inc.

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

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



Nyrada Inc.

Addendum to Notice of 2024 Annual General Meeting

Explanatory Statement | Proxy Form

Tuesday, 12 November 2024

9:30AM AEDT

or Monday, 11 November 2024 at 5:30PM EST (USA)

Held at

Automic Group
Level 5
126 Phillip Street
Sydney NSW 2000
2000

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

Addendum to Notice of Annual General Meeting

Nyrada Inc. ARBN 625 401 818 (**Nyrada** or the **Company**) gives notice to its CDI holders that, in relation to the Notice of Annual General Meeting (**AGM**) dated 27 September 2024 (**Notice of AGM**), in respect of the proposed AGM detailed below, the Directors have determined to issue this addendum to the Notice of AGM (**Addendum to Notice of AGM**).

Time and date of AGM:

Tuesday, 12 November 2024, commencing at 9.30AM AEDT.

Location of AGM:

The meeting is being held as a physical only meeting, at Level 5, 126 Phillip Street, Sydney NSW 2000

Reasons for this Addendum to Notice of AGM

Defined terms in the Notice of AGM have the same meaning in this Addendum to Notice of AGM.

This Addendum to the Notice of AGM is issued in respect of Resolution 7.

Resolution 7 seeks CDI approval of ASX Listing Rule 7.1A Approval of Future Issue of Securities, being an additional 10% capacity.

As at the date of the Notice of AGM, the Company had not issued or agreed to issue equity securities under Listing Rule 7.1.A.2 in the 12 months preceding the AGM.

As announced on 28 October 2024, the Company undertook a capital raising, for a placement of 28,000,000 million Chess Depositary Instruments (CDIs), at \$0.12 per CDI, raising \$3.36 million in new equity capital from new and existing professional and sophisticated investors as follows:

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3. 583,332 CDIs to be issued to directors of the company, subject to CDI holder approval.

The Company has already advised CDI holders of the capital raising generally, and the use of Listing Rule 7.1A specifically, in ASX Announcements as follows:

- (a) ASX release titled "Nyrada Raises \$3.36 Million via Placement" on 28 October 2024;
- (b) ASX release titled "Investor Presentation" on 28 October 2024; and
- (c) ASX release titled "Appendix 3B – Proposed Issue of Securities" on 28 October 2024, including Part 7D.1(c) where the specific number of securities under Listing Rule 7.1A was noted.

Together **ASX Releases dated 28 October 2024.**

In addition to the ASX Releases dated 28 October 2024, Nyrada also provides the following additional information as required under Listing Rule 7.3A.6 in respect of the Explanatory Statement for Resolution 7 – ASX Listing Rule 7.1A Approval of Future Issue of Securities located on pages 20-23 (inclusive) of the Notice of AGM.

Proxy Statement

There is no change to the Proxy Statement.

A Proxy Statement is attached to the Addendum to Notice of AGM.

A CDI holder who has already submitted a proxy form, including for Resolution 7, is not required to resubmit a Proxy Statement as a result of the amendments to the Notice of AGM, unless that CDI holder wishes to lodge a revised Proxy Statement.

All proxy forms received to date by the Company will be treated as valid unless a revised Proxy Statement is received after the AGM.

Enquiries

CDI holders are asked to contact the Company Secretary at david.franks@automicgroup.com.au if they have any queries in respect of the matters set out in these documents.

Explanatory Statement

ASX Listing Rule 7.1A

Resolution 7 – ASX Listing Rule 7.1A Approval of Future Issue of Securities

Additional information as required under Listing Rule 7.3A.6 in respect of the Explanatory Statement for Resolution 7 – ASX Listing Rule 7.1A Approval of Future Issue of Securities located on pages 20-23 (inclusive) of the Notice of AGM is provided below.

In the 12 months preceding the AGM, and subsequent to the date of the Notice of AGM, the Company issued equity securities, and provides the following information:

- (a) 2,585,364 CDIs were issued under Listing Rule 7.1A on 4 November 2024, which represents 1.66% of the 156,008,700 CDIs on issue at the commencement of the that 12 month period; and
- (b) the 2,585,364 CDIs were:
 - issued to non-related parties, being professional and sophisticated investors, who were clients of Canary Capital Pty Ltd and Foster Stockbroking Pty Ltd, the Co-lead Managers for the capital raise;
 - issued at \$0.12 per CDI, which represented a 14.3% discount to the last traded price on 23 October 2024 of \$0.14, being the last traded price prior to the agreement to issue noting that the Company was in a trading halt on 24 and 25 October 2024 during the capital raising process;
 - the total consideration raised was \$310,243.68. As at the date of this Addendum to the Notice of AGM, no consideration has been spent, with the full capital raising including funds raised under the Listing Rule 7.1A portion of the raising to be spent on:
 - 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

BY ORDER OF THE BOARD



David Franks
Company Secretary

4 November 2024



Nyrada Inc. | ARBN 625 401 818

Voting Instruction Form

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

Holder Number:
[HolderNumber]

Under the Company's Bylaws, proxies will be accepted up to and during the meeting, up to the close of voting at the Meeting. The Company would appreciate if proxies can be lodged by **7:00AM (AEDT) on Tuesday, 12 November 2024** which will be the timing of the Company reporting its lodged proxy results. However, the Company will continue to accept proxies up to and during the Meeting as noted above for the purposes of voting on resolutions.

SUBMIT YOUR VOTING INSTRUCTION

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

YOUR NAME AND ADDRESS

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

STEP 1 - HOW TO VOTE ON ITEMS OF BUSINESS

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

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

SIGNING INSTRUCTIONS

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

Joint holding: Where the holding is in more than one name, all CDI Holders should sign.

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Voting Form:

Online:

Use your computer or smartphone to appoint a proxy at

<https://investor.automic.com.au/#/loginsah>

or scan the QR code below using your smartphone

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



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBCHAT:

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

PHONE:

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

STEP 1 – How to vote

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

CHESS Depositary Nominees Pty Ltd will vote as directed.

Voting Instructions to CHESS Depositary Nominees Pty Ltd

I/We being a holder of CHESS Depositary Interests of Nyrada Inc. hereby direct CHESS Depositary Nominees Pty Ltd to vote the shares underlying my/our holding at the Annual General Meeting of Nyrada Inc to be held at **9:30AM (AEDT) on Tuesday, 12 November 2024 [or Monday, 11 November 2024 at 5:30PM EST (USA)] at Automic Group, Level 5, 126 Phillip Street, Sydney NSW 2000** and at any adjournment or postponement of that meeting.

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

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Unless indicated otherwise by ticking the "for," "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

STEP 2 – Your voting direction

Resolutions	For	Against	Abstain
1. Re-election of Mr. John Moore as Director	<input type="checkbox"/>		<input type="checkbox"/>
2. Re-election of Mr. Christopher Cox as Director	<input type="checkbox"/>		<input type="checkbox"/>
3. Re-election of Dr. Ian Dixon as Director	<input type="checkbox"/>		<input type="checkbox"/>
4. Re-election of Mr. Marcus Frampton as Director	<input type="checkbox"/>		<input type="checkbox"/>
5. Re-election of Dr. Rüdiger Weseloh as Director	<input type="checkbox"/>		<input type="checkbox"/>
6. Re-election of Dr. Gisela Mautner as Director	<input type="checkbox"/>		<input type="checkbox"/>
7. ASX Listing Rule 7.1A Approval of Future Issue of Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Approval of Issue of Incentive Securities to Mr. John Moore, Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Approval of Issue of Incentive Securities to Mr. Christopher Cox, Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Approval of Issue of Incentive Securities to Mr. Marcus Frampton, Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Approval of Issue of Incentive Securities to Dr. Rüdiger Weseloh, Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

[HolderNumber] NYR

STEP 3 – Signatures and contact details

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

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