



2 April 2024

Sydney, Australia

2024 EGM Notice of Meeting and Proxy

Nyrada Inc (ASX: NYR), a drug discovery and development company specialising in novel small molecule therapeutics, attaches the following documents in relation to its 2024 General Meeting:

- EGM Notice of Meeting; and
- Proxy Form.

-ENDS-

About Nyrada Inc

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

www.nyrada.com

Authorised by Mr. David Franks, Company Secretary on behalf of the Board.

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Forward-Looking Statements

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

Nyrada Inc.

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

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



Nyrada Inc.

Notice of 2024 Extraordinary General Meeting

Explanatory Statement | Proxy Form

Thursday, 16 May 2024

9:00AM (AEST)

or Wednesday, 15 May 2024 at 7:00PM (EDT)

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 2024 EGM

This Notice is given based on circumstances as at 2 April 2024. 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 of Nyrada Inc. ABRN 625 401 818 will be held at 9:00AM (AEST) on Thursday, 16 May 2024 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 2024 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 23).

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 (AEST) on 2 May 2024 (**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 Depositary 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 23,400,000 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 23,400,000 CDIs issued on 15 March 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

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

Only professional and sophisticated investors who are clients of the Lead Manager, 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 23,400,000 CDIs (which are the subject of this resolution) and may hold or have held other CDIs as at the date of this Notice of Meeting. In accordance with the voting exclusion statement set out immediately above, the Company will disregard any votes cast in favour of this Resolution by CDN on behalf of any party who participated in the allotment referred to in Resolution 1 and its associates.

2. **Resolution 2** – 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 1,333,333 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 2 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 2 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 2

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

As at the date of this Notice of Meeting, John Moore holds 358,423 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.

3. **Resolution 3** – 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 933,333 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 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

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

As at the date of this Notice of Meeting, Marcus Frampton holds 245,075 CDIs. In accordance with the voting exclusion statement set out immediately above, the Company will disregard any votes cast in favour of this Resolution by CDN on behalf of Marcus Frampton.

4. **Resolution 4** – Approval of Issue of CDIs 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 and allotment of 266,666 CDIs 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 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

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

As at the date of this Notice of Meeting, Dr Rüdiger Weseloh holds 100,000 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 Dr Rüdiger Weseloh.

5. **Resolution 5** – Approval of Issue of CDIs to Dr Ian Dixon, Director of the Company

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 266,666 CDIs to Dr Ian Dixon, Director of the Company, or his nominee and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 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

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

As at the date of this Notice of Meeting, related parties of Dr Ian Dixon, Altnia Holdings Pty Ltd <I Dixon Family A/C> holds 9,921,725 CDIs and Helium Management Pty Ltd <Helium S/F A/C> holds 192,308 CDIs. In accordance with the voting exclusion statement set out immediately above, the Company will disregard any votes cast in favour of this Resolution by CDN on behalf of Altnia Holdings Pty Ltd and Helium Management Pty Ltd.

6. Resolution 6 – Approval of Issue of Broker Options

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Shareholders approve the issue and allotment of 5,000,000 Broker Options to Canary Capital and other parties, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

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

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

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

- (iv) 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
- (v) 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
- (vi) 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

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

Canary Capital and its associates hold 1,529,540 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 or any of its associates.

BY ORDER OF THE BOARD



David Franks
Company Secretary

2 April 2024

Proxy Statement

The Board of Directors of Nyrada Inc. ABRN 625 401 818 is soliciting proxies for use at the 2024 Extraordinary General Meeting of Shareholders to be held at 9:00AM (AEST) on Thursday, 16 May 2024 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 or about 2 April 2024.

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 23,400,000 CDIs under ASX Listing Rule 7.4 (**Resolution 1**);
- Approval of Issue of CDIs to John Moore, Chairman and Director of the Company (**Resolution 2**);
- Approval of Issue of CDIs to Marcus Frampton, Director of the Company (**Resolution 3**);
- Approval of Issue of CDIs to Dr Ruediger Weseloh, Director of the Company (**Resolution 4**);
- Approval of Issue of CDIs to Dr Ian Dixon, Director of the Company (**Resolution 5**); and
- Approval of Issue of Broker Options (**Resolution 6**).

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 (AEST) on 2 May 2024 (**Record Date**) will be entitled to vote at the Meeting and any adjournment or postponement thereof.

As at the Record Date, there are 179,408,700 Shares of Class A Common Stock outstanding (equivalent to 179,408,700 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 179,408,700 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 6, as set out above in the Notice of Meeting.

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

Disclosure of Interests for Resolutions 1-6

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

Resolution 1: Only sophisticated and institutional investors who were clients of the Lead Manager, 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 23,400,000 CDIs (which are the subject of this resolution) and may hold or have held other CDIs as at the date of this Notice of Meeting. Further to the voting exclusion statement for this resolution, these parties are unable to vote on Resolution 1.

Resolution 2: As at the date of this Notice of Meeting, John Moore holds 358,423 CDIs. Further to the voting exclusion statement for this resolution, John Moore is unable to vote on Resolution 2.

Resolution 3: As at the date of this Notice of Meeting, Marcus Frampton holds 245,075 CDIs. Further to the voting exclusion statement for this resolution, Marcus Frampton is unable to vote on Resolution 3.

Resolution 4: As at the date of this Notice of Meeting, Dr Ruediger Weseloh holds 100,000 CDIs. Further to the voting exclusion statement for this resolution, Dr Ruediger Weseloh is unable to vote on Resolution 4.

Resolution 5: As at the date of this Notice of Meeting, related parties of Dr Ian Dixon, Altnia Holdings Pty Ltd <I Dixon Family A/C> holds 9,921,725 CDIs and Helium Management Pty Ltd <Helium S/F A/C> holds 192,308 CDIs. Further to the voting exclusion statement for this resolution, Altnia Holdings Pty Ltd and Helium Management Pty Ltd are unable to vote on Resolution 5.

Resolution 6: Canary Capital and its associates hold 1,529,540 CDIs as at the date of this Notice of Meeting. Further to the voting exclusion statement for this resolution, these parties are unable to vote on Resolution 6.

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 must be 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 or CDIs and are a Shareholder of record on the Record Date. CDI Holders may vote the Shares underlying their CDIs by submitting their properly completed CDI Voting Form and lodging it with the Company by the due date and in a manner as set out in this Notice of Extraordinary Meeting.

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

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

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

Shareholders are entitled to vote if they are a Shareholder on the Record Date regardless of whether they attend the 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 4:00pm (AEST) on Wednesday, 15 May 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.

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 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

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

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

Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders and CDI Holders in connection with the business to be conducted at the Extraordinary General Meeting to be held at 9:00AM (AEST) on Thursday, 16 May 2024 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 23,400,000 CDIs under ASX Listing Rule 7.4

Background

On 6 March 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\$1,755,000 (before costs), resulting in the issue of 23,400,000 CDIs at an issue price of AUD\$0.075 per CDI raised from institutional and other sophisticated investors, which was completed by utilising the Company's existing capacity under Listing Rule 7.1 (**Placement CDI's**); and
2. Second Tranche: AUD\$210,000 (before costs), resulting in the issue of 2,799,998 CDIs at an issue price of AUD\$0.075 per CDI raised from related parties, for which shareholder approval would be sought pursuant to Resolutions 2 to 5 of this Notice of Meeting.

The First Tranche completed on 15 March 2024 which resulted in the issue of 23,400,000 Placement CDI's.

ASX Listing Rule 7.1

This Resolution proposes that Shareholders approve and ratify the prior issue and allotment of 23,400,000 CDIs, which were issued on 15 March 2024 (**Issue Date**).

All of the CDIs 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 issue of CDIs did 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 effectively 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 Issue Date.

Listing Rule 7.4 allows the Shareholders of a listed company 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 so does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

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

If this Resolution is passed, the issue of CDIs under the Placement 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 Issue Date.

If this Resolution is not passed, the issue of CDIs under the Placement 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 CDIs were issued to professional and sophisticated investors who are clients of Canary Capital, the lead manager (**Lead Managers**) to the Placement. The investors were identified through a bookbuild process, which involved the Lead Manager seeking expressions of interest to participate in the capital raising from non-related parties of the Company.

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

- (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (ii) issued more than 1% of the issued capital of the Company.
- (b) The Company issued 23,400,000 CDIs under ASX Listing Rule 7.1.
- (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 15 March 2024.
- (e) Each of the CDIs were issued at an issue price of AUD\$0.075 per CDI, which raised approximately AUD\$1,755,000 (before costs) for the Company.
- (f) Funds raised from the issue of the CDIs have been and will be used by the Company to:
- (i) conduct the remaining preclinical work and Phase I in-human clinical trial of NYR-BI03 (scheduled for the second half of the 2024 calendar year);
 - (ii) prepare and submit Investigational New Drug (IND) applications with the US Food and Drug Administration (FDA) for NYR-BI03's use in both traumatic brain injury (TBI) and stroke; and
 - (iii) planning and preparation for a Phase II in-human trial of NYR-BI03's effectiveness

in TBI and stroke.

- (g) Other than the material terms described in this Explanatory Statement, there are no other material terms on which the CDIs were issued.
- (h) A voting exclusion statement for Resolutions 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.

Issue of Securities to Related Parties under the Placement

Resolutions 2 to 5 – Approval of Issue of CDIs to Directors of the Company

Background

As announced by the Company to ASX on 6 March 2024, in conjunction with the Placement, Directors of the Company have agreed to subscribe for CDIs on the same terms as applicable to all CDIs issued pursuant to the Placement.

Resolutions 2 to 5 seek Shareholder approval to issue and allot 2,799,998 CDIs at an issue price of AUD\$0.075 per CDI to Directors of the Company to raise approximately AUD\$210,000 (before costs) (**Director CDIs**) on the following basis:

- (a) 1,333,333 Director CDIs to John Moore or his nominee (approval for which is being sought under this Resolution 2);
- (b) 933,333 Director CDIs to Marcus Frampton or his nominee (approval for which is being sought under this Resolution 3);
- (c) 266,666 Director CDIs to Dr Rüediger Weseloh or his nominee (approval for which is being sought under this Resolution 4); and
- (d) 266,666 Director CDIs to Dr Ian Dixon or his nominee (approval for which is being sought under this Resolution 5).

Listing Rule 10.11

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

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

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

As each of the allottees under Resolutions 2 to 5 are Directors of the Company, they are each a

person in a position of influence for the purposes of Listing Rule 10.11. The proposed issue does not fall within any of the exceptions in Listing Rule 10.12, and therefore requires the approval of the Company's Shareholders under Listing Rule 10.11.

To this end, Resolutions 2 to 5 seek the required Shareholder approval to issue the Director CDIs to each of the Directors under Resolutions 2 to 5 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 2 to 5 are passed, the Company will be able to proceed with the proposed issue of CDIs and access additional funding.

If Resolutions 2 to 5 are not passed, the Company will not be able to proceed with the proposed issue of CDIs and will be unable to access the additional funding.

Information required by ASX Listing Rule 10.13

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

- (a) The allottees are:
 - (i) John Moore or his nominee (Resolution 2);
 - (ii) Marcus Frampton or his nominee (Resolution 3);
 - (iii) Dr Rüdiger Weseloh or his nominee (Resolution 4); and
 - (iv) Dr Ian Dixon or his nominee (Resolution 5);
- (b) Each of the allottees under Resolutions 2 to 5 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) 1,333,333 Director CDIs to John Moore or his nominee (Resolution 2);
 - (ii) 933,333 Director CDIs to Marcus Frampton or his nominee (Resolution 3);
 - (iii) 266,666 Director CDIs to Dr Rüdiger Weseloh or his nominee (Resolution 4); and
 - (iv) 266,666 Director CDIs to Dr Ian Dixon or his nominee (Resolution 5).
- (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 offered at an issue price of AUD\$0.075 per Director CDI.
- (g) Funds raised from the issue of the Director CDIs will be used by the Company to:
 - (i) conduct the remaining preclinical work and Phase I in-human clinical trial of NYR-BI03 (scheduled for the second half of the 2024 calendar year);
 - (ii) prepare and submit Investigational New Drug (IND) applications with the US Food and Drug Administration (FDA) for NYR-BI03's use in both traumatic brain injury (TBI) and stroke; and
 - (iii) planning and preparation for a Phase II in-human trial of NYR-BI03's effectiveness in TBI and stroke.
- (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 2 to 5 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.

Resolution 6 – Approval of Issue of Broker Options

Background

On 6 March 2024, the Company announced that it had successfully completed a Placement to new and existing professional and sophisticated investors (**Placement**) of 23,400,000 CDIs at an issue price of AUD\$0.075 per CDI, raising AUD\$1,755,000 (before costs) for the Company.

The Company announced that Canary Capital acted as the Lead Manager to the Placement. As part of the fee payable to Canary Capital for acting as Lead Manager to the Placement, the Company has agreed to issue 5,000,000 unlisted Options to Canary Capital and other parties, including Alto Capital, each exercisable at AUD\$0.135 per Option and which expire on 30 June 2027 (**Broker Options**).

Accordingly, this Resolution seeks Shareholder approval to issue and allot 5,000,000 Broker Options to Canary Capital and other parties, including Alto Capital.

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

ASX Listing Rule 7.1

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

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

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

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

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

If this Resolution is not passed, and the Company proceeds with the issue, the Broker Options will be included in calculating the Company's 15% limit in Listing Rule 7.1 to issue equity securities without Shareholder approval over the 12-month period following the date on which the Broker Options are issued. Should the Resolution not be approved, the Company will not be able to allot the Broker Options and may be required to pay an equivalent cash payment.

Information Required by Listing Rule 7.3

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

- (a) The allottee is Canary Capital as Lead Manager to the Placement and other parties, including Alto Capital. A full summary of parties and number of Broker Options is outlined below:

MR STUART LESLIE CRAIGIE	166,667
MRS SRILA GOTT	166,667
MR NATHAN OYET	166,667
MR ANDREW JAMES BARRACOSA	166,667
ANNA CARINA PTY LTD	1,333,332
MR ARUN SENGUPTA	1,333,333
MRS ANNA FELICIA BELTON	500,000
ACNS CAPITAL MARKETS PTY LTD	516,667
COBBLESTONES CORPORATE PTY LTD <DRP FAMILY A/C>	300,000
MR CRAIG IAN BROWN AND MRS JENNY LEE BROWN <CRAIG IAN BROWN SUPER>	130,000
MR ANTHONY JOHN LOCANTRO	220,000

- (b) The maximum number of Broker Options to be issued is 5,000,000.
- (c) A summary of the material terms of the Broker Options is set out in Annexure A of this Notice of Meeting.
- (d) The Broker Options will be issued within 3 months of Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of its discretion).
- (e) The Broker Options will be offered at an issue price of AU\$0.0001 per Broker Option, at an aggregate cost price of \$500.
- (f) Funds will not be raised from the issue of the Broker Options as the issue is proposed to satisfy part of the fee payable to Canary Capital for acting as Lead Manager to the Placement. However, on exercise of the Broker Options in full, a total of AU\$675,000 would be raised.
- (g) 5,000,000 Broker Options are proposed to be issued under the Lead Manager Mandate between the Company and Canary Capital. The material terms of the agreement are:
- (i) Capital raising as announced on 6 March 2024;
 - (ii) Fees comprising 6% placement fee (exclusive of GST) and 5,000,000 Broker Options (the subject of this resolution); and
 - (iii) Terms and conditions standard of a mandate of this type.
- (h) The Broker Options are not being issued under, or to fund, a reverse takeover.
- (i) A voting exclusion statement for this Resolution 6 is contained in the Notice of Meeting.

Directors' Recommendation

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

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

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

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

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

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

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

Board means the current board of Directors of the Company.

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.

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.

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

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

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

Lead Manager Placement Mandate has the meaning given to it on page 19 of this Notice of Meeting.

Lead Manager means Canary Capital.

Notice of Meeting or **Notice of Extraordinary General Meeting** means this notice of extraordinary general meeting dated 2 April 2024 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 at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

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

Record Date means 7:00pm (AEST) on 2 May 2024.

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

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

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

Shareholder means a holder of a Share.

Share Registry means Automic Registry Services.

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

Trading Day has the meaning given to that term in ASX Listing Rule 19.12.

US\$ means United States dollars.

VWAP means the volume weighted average market (closing) price, with respects to the price of Shares.

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

Each Broker Option:

- has an issue price of \$0.0001 per option;
- has an exercise price of AUD\$0.135;
- expires 30 June 2027;
- is convertible into one Share of Class A Common Stock (equivalent to one CDI); 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.



Nyrada Inc. | ARBN 625 401 818

Voting Instruction Form

If you are attending the virtual Meeting please retain this Voting Form for online Securityholder registration.

Holder Number:

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 **4:00PM (AEST) on Wednesday, 15 May 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/#/login>

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.

CHES Depositary Nominees Pty Ltd will vote as directed.

Voting Instructions to CHES Depositary Nominees Pty Ltd

I/We being a holder of CHES Depositary Interests of Nyrada Inc. hereby direct CHES Depositary Nominees Pty Ltd to vote the shares underlying my/our holding at the Extraordinary General Meeting of Nyrada Inc to be held at **9:00AM (AEST) on Thursday, 16 May 2024 [or Wednesday, 15 May 2024 at 7:00PM EDT (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 CHES 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. Ratification of Prior Issue of 23,400,000 CDIs under ASX Listing Rule 7.4	☐	☐	☐
2. Approval of Issue of CDIs to John Moore, Chairman and Director of the Company	☐	☐	☐
3. Approval of Issue of CDIs to Marcus Frampton, Director of the Company	☐	☐	☐
4. Approval of Issue of CDIs to Dr Ruediger Weseloh, Director of the Company	☐	☐	☐
5. Approval of Issue of CDIs to Dr Ian Dixon, Director of the Company	☐	☐	☐
6. Approval of Issue of Broker Options	☐	☐	☐

STEP 3 – Signatures and contact details

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary
Contact Name:		
Email Address:		
Contact Daytime Telephone	Date (DD/MM/YY)	
	/ /	

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