



Emyria Limited
ACN 625 085 734

Notice of General Meeting

TIME AND DATE: Tuesday, 19 August 2025 at 3.30pm (AWST)

LOCATION: At the offices of Stantons International, Level 2, 40 Kings Park Road, West Perth, WA, Australia

The Notice of General Meeting should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their accountant, solicitor or other professional advisor prior to voting.

Should you wish to discuss any matter, please do not hesitate to contact the Company Secretary by telephone on +61 8 6559 2800.

Shareholders are urged to attend the Meeting or vote by lodging the Proxy Form attached to the Notice.

Emyria Limited
ACN 625 085 734
(Company)

Notice of General Meeting

Notice is given that the general meeting of Shareholders of Emyria Limited (**Company**) will be held at the offices of Stantons International, Level 2, 40 Kings Park Road, West Perth, WA, Australia on Tuesday, 19 August 2025 at 3.30pm (AWST) (**Meeting**).

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on Sunday, 17 August 2025 at 3.30pm (AWST).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form, form part of the Notice.

Terms and abbreviations used in the Notice are defined in Schedule 1.

Agenda

1. RESOLUTIONS

Resolution 1 – Ratification of issue of UWA Shares

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

‘That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 2,083,333 UWA Shares issued under Listing Rule 7.1 on the terms and conditions in the Explanatory Memorandum.’

Resolution 2 – Ratification of issue of Tranche 1 Placement Shares

To consider and, if thought fit, to pass with or without amendment, each as a **separate ordinary resolution** the following:

‘That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of:

- (a) 71,290,790 Tranche 1 Placement Shares issued under Listing Rule 7.1; and
- (b) 48,916,082 Tranche 1 Placement Shares issued under Listing Rule 7.1A,

on the terms and conditions in the Explanatory Memorandum.'

Resolution 3 – Approval to issue Tranche 2 Placement Shares

To consider and, if thought fit, to pass with or without amendment, as an **ordinary resolution** the following:

'That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 34,501,462 Tranche 2 Placement Shares, on the terms and conditions in the Explanatory Memorandum.'

Resolution 4 – Approval to issue Placement Options

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution** the following:

'That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 51,569,445 Placement Options on the terms and conditions set out in the Explanatory Memorandum.'

Resolution 5 – Approval to issue Director Placement Securities

To consider and, if thought fit, to pass with or without amendment, as an **ordinary resolution** the following:

'That, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 11,958,333 Director Placement Shares and 3,986,111 Director Placement Options to the following Directors (or their respective nominee/s) as follows:

- (a) *up to 208,333 Director Placement Shares and 69,444 Director Placement Options to Michael Winlo; and*
- (b) *up to 11,750,000 Director Placement Shares and 3,916,667 Director Placement Options to Greg Hutchinson,*

on the terms and conditions in the Explanatory Memorandum.'

Resolution 6 – Approval to issue Lead Manager Options

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution** the following:

'That pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 2,500,000 Lead Manager Options to GBA Capital on the terms and conditions set out in the Explanatory Memorandum.'

Resolution 7 – Approval to issue S3 Shares

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution** the following:

‘That pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 6,250,000 S3 Shares to S3 Consortium on the terms and conditions set out in the Explanatory Memorandum.’

Resolution 8 – Approval to issue S3 Options

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution** the following:

‘That pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to a total of 2,083,333 S3 Options to S3 Consortium on the terms and conditions set out in the Explanatory Memorandum.’

Voting exclusions

Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of:

- (a) **Resolution 1:** by or on behalf of UWA, or any of their associates, or their nominees.
- (b) **Resolution 2(a):** by or on behalf of any person who participated in the issue of these Tranche 1 Placement Shares, or any of their respective associates, or their nominees.
- (c) **Resolution 2(b):** by or on behalf of any person who participated in the issue of these Tranche 1 Placement Shares, or any of their respective associates, or their nominees.
- (d) **Resolution 3:** by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of the Tranche 2 Placement Shares (except a benefit solely by reason of being a Shareholder), or any of their respective associates.
- (e) **Resolution 4:** by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of the Placement Options (except a benefit solely by reason of being a Shareholder), or any of their respective associates.
- (f) **Resolution 5(a):** by or on behalf of Michael Winlo (or his nominee/s), and any other person who will obtain a material benefit as a result of the issue of these Director Placement Securities (except a benefit solely by reason of being a Shareholder), or any of their respective associates.
- (g) **Resolution 5(b):** by or on behalf of Greg Hutchinson (or his nominee/s), and any other person who will obtain a material benefit as a result of the issue of these Director Placement Securities (except a benefit solely by reason of being a Shareholder), or any of their respective associates.
- (h) **Resolution 6:** by or on behalf of GBA Capital (or its nominee/s), and any other person who will obtain a material benefit as a result of, the proposed issue of the Lead

Manager Options (except a benefit solely by reason of being a Shareholder), or any of their associates.

- (i) **Resolution 7:** by or on behalf of S3 Consortium (or its nominee/s), and any other person who will obtain a material benefit as a result of, the proposed issue of the S3 Shares (except a benefit solely by reason of being a Shareholder), or any of their associates.
- (j) **Resolution 8:** by or on behalf of S3 Consortium (or its nominee/s), and any other person who will obtain a material benefit as a result of, the proposed issue of the S3 Options (except a benefit solely by reason of being a Shareholder), or any of their associates.

The above voting exclusion does not apply to a vote cast in favour of the relevant Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- (b) the Chair as proxy or attorney for a person who is entitled to vote, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) 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
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

BY ORDER OF THE BOARD



Susan Park
Company Secretary
Emyria Limited
Dated: 18 July 2025

Emyria Limited
ACN 625 085 734
(Company)

Explanatory Memorandum

2. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at the offices of Stantons International, Level 2, 40 Kings Park Road, West Perth, WA, Australia on Tuesday, 19 August 2025 at 3.30pm (AWST) (**Meeting**).

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

The Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2	Introduction
Section 3	Voting and attendance information
Section 4	Background to the Placement
Section 5	Resolution 1 – Ratification of issue of UWA Shares
Section 6	Resolution 2 – Ratification of issue of Tranche 1 Placement Shares
Section 7	Resolution 3 – Approval to issue Tranche 2 Placement Shares
Section 8	Resolution 4 – Approval to issue Placement Options
Section 9	Resolution 5 – Approval to issue Director Placement Securities
Section 10	Resolution 6 – Approval to issue Lead Manager Options
Section 11	Resolution 7 – Approval to issue S3 Shares
Section 12	Resolution 8 – Approval to issue S3 Options
Schedule 1	Definitions
Schedule 2	Terms and Conditions of Placement Options, Lead Manager Options, Director Placement Options and S3 Options.

A Proxy Form is located at the end of the Explanatory Memorandum.

3. Voting and attendance information

Shareholders should read the Notice including the Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

3.1 Voting in person

To vote in person, attend the Meeting on the date and at the place set out above.

3.2 Voting by proxy

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are encouraged to vote by completing and returning the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (i) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (ii) a proxy need not be a member of the Company; and
- (iii) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- (i) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);
- (ii) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands;
- (iii) if the proxy is the Chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- (iv) if the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Section 250BC of the Corporations Act provides that, if:

- (i) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members;
- (ii) the appointed proxy is not the chair of the meeting;
- (iii) at the meeting, a poll is duly demanded on the resolution; and
- (iv) either the proxy is not recorded as attending the meeting or the proxy does not vote on the resolution,

the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

3.3 Chair's voting intentions

The Chair intends to exercise all available proxies in favour of all Resolutions, unless the Shareholder has expressly indicated a different voting intention.

3.4 Submitting questions

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company Secretary at info@emyria.com at least 5 Business Days prior to the Meeting.

Shareholders will also have the opportunity to submit questions during the Meeting in respect to the formal items of business. In order to ask a question during the Meeting, please follow the instructions from the Chair.

The Chair will attempt to respond to the questions during the Meeting. The Chair will request prior to a Shareholder asking a question that they identify themselves (including the entity name of their shareholding and the number of Shares they hold).

4. Background to the Placement

On 18 June 2025, the Company announced that it had obtained firm commitments for a capital raising of \$4,000,000 (before costs) through the issue of Shares in the Company (**Placement Shares**) at an issue price of \$0.024 per Share (**Placement**). Participants in the Placement will also receive one (1) free attaching unquoted Option for every three (3) Placement Shares subscribed for, exercisable at \$0.05 each and expiring 18 months from the date of issue (**Placement Options**).

The Placement is comprised of the following tranches:

- (a) 120,206,872 Placement Shares issued utilising the Company's available placement capacity pursuant to Listing Rules 7.1 and 7.1A (the subject of Resolution 2(a) and Resolution 2(b)) (**Tranche 1 Placement Shares**);
- (b) 34,501,462 Placement Shares (**Tranche 2 Placement Shares**) proposed to be issued subject to Shareholder approval under Listing Rule 7.1 (the subject of Resolution 3);
- (c) 51,569,445 Placement Options proposed to be issued subject to Shareholder approval under Listing Rule 7.1 (the subject of Resolution 4); and
- (d) 11,958,333 Shares (**Director Placement Shares**) and 3,986,111 Options (**Director Placement Options**) proposed to be issued to Michael Winlo and Greg Hutchinson (or their respective nominee/s) subject to Shareholder approval under Listing Rule 10.11 (the subject of Resolution 5(a) and Resolution 5(b)).

The Company engaged GBA Capital Group Pty Ltd as lead manager and corporate advisor to the Placement (**Lead Manager**). As partial consideration for the provision of lead manager and corporate advisory services in connection with the Placement, the Lead Manager (or its nominees) will be issued 2,500,000 Options on the same terms as the Placement Options

(**Lead Manager Options**), subject to Shareholder approval under Listing Rule 7.1 (the subject of Resolution 6).

5. Resolution 1 – Ratification of issue of UWA Shares

5.1 Background

On 31 October 2024, the Company announced that it had entered into an exclusive licence agreement with the University of Western Australia (**UWA**) (**UWA Agreement**).

As consideration under the UWA Agreement, the Company issued 2,083,333 Shares (**UWA Shares**) to UWA using the Company's available placement capacity under Listing Rule 7.1 on 4 March 2025.

Resolution 1 seeks the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of the UWA Shares under Listing Rules 7.1.

5.2 Summary of the UWA Agreement

A summary of the material terms and conditions of the UWA Agreement are as follows:

- (a) (**Parties**): the Company and UWA.
- (b) (**Licence**): the Company receives worldwide exclusive rights for all fields and applications for patent titled: "ANALOGUES OF MDMA FOR MODULATING SERT, DAT AND/OR NET ACTIVITY" (PCT/AU2022/051422).
- (c) (**Consideration**): the Company is required to issue Shares to the value of:
 - (i) \$62,500 at a deemed issue price of \$0.03 (totalling 2,083,333 the subject of this Resolution 1);
 - (ii) subject to Shareholder approval, \$62,500, on successful completion of pre-clinical in vivo efficacy experiments of the first lead compound in a rodent model that has positive results; and
 - (iii) subject to Shareholder approval, \$62,500, when one or more new national phase patent applications are first filed for a patentable invention.

The Company will also pay a royalty based on net sales by sub-licensees which will be:

- (iv) 2% of net sales if the royalty received by the Company under a valid sub-license is \geq 6% of net sales, or if there is no sub-license; or
- (v) 30% of the royalty received by the Company under a valid sub-license, if the royalty received by the Company is $<$ 6% of net sales, but in every event, no less than 1% net sales.

The UWA Agreement otherwise contains terms and conditions considered standard for an agreement of this nature.

5.3 Listing Rules 7.1 and 7.4

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 shares it had on issue at the start of that period.

The issue of the UWA Placement Shares does not fit within any of the exceptions to Listing Rules 7.1 and, as it has not yet been approved by Shareholders, effectively uses up part of the Company's placement capacity under Listing Rules 7.1. This reduces 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 of the UWA Placement Shares.

Listing Rule 7.4 provides an exception to Listing Rules 7.1. It provides that where a company in a general meeting ratifies the previous issue of securities made pursuant to Listing Rules 7.1 (and provided that the previous issue did not breach Listing Rules 7.1), those Equity Securities will be deemed to have been made with shareholder approval for the purpose of Listing Rules 7.1. The Company confirms that the issue of the UWA Shares did not breach Listing Rule 7.1.

The effect of Shareholders passing Resolution 1 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

If Resolution 1 is passed, 2,083,333 UWA Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 1 is not passed, 2,083,333 UWA Shares will continue to be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 2,083,333 Equity Securities for the 12 month period following the issue of those Placement Shares.

5.4 Specific information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the UWA Placement Shares:

- (a) The UWA Shares were issued to nominees of UWA, none of which are a related party or Material Investor.
- (b) A total of 2,083,333 UWA Shares were issued under Listing Rule 7.1.
- (c) The UWA Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.
- (d) The UWA Shares were issued on 4 March 2025.
- (e) The number of UWA Shares were calculated using a deemed issue price of \$0.03 each to a value of \$62,500.

- (f) The purpose of the issue of the UWA Shares is to discharge the Company's obligations to pay the consideration to UWA in accordance with the UWA Agreement summarised at Section 5.2 above. Accordingly, no funds will be raised from the issue.
- (g) A summary of the material terms and conditions of the UWA is in Section 5.2 above.
- (h) A voting exclusion statement is included in the Notice.

5.5 Additional information

Resolution 1 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 1.

6. Resolution 2 – Ratification of issue of Tranche 1 Placement Shares

6.1 Background

The background to the Placement and the issue of the Tranche 1 Placement Shares is set out in Section 4 above.

On 26 June 2025, the Company issued the Tranche 1 Placement Shares using the Company's available placement capacity as follows:

- (a) 71,290,790 Tranche 1 Placement Shares under Listing Rule 7.1; and
- (b) 48,916,082 Tranche 1 Placement Shares under Listing Rule 7.1A.

Resolution 2(a) and (b) seek the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of the Tranche 1 Placement Shares under Listing Rules 7.1 and 7.1A respectively.

6.2 Listing Rules 7.1, 7.1A and 7.4

A summary of Listing Rule 7.1 is in Section 5.3 above.

Under Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase its 15% placement capacity under Listing Rule 7.1 by an extra 10% to 25%. The Company obtained this approval at its annual general meeting held on 12 November 2024.

The issue of the Tranche 1 Placement Shares does not fit within any of the exceptions to Listing Rules 7.1 and 7.1A and, as it has not yet been approved by Shareholders, effectively uses up part of the Company's placement capacities under Listing Rules 7.1 and 10% placement capacity under Listing Rule 7.1A. This reduces the Company's capacity to issue further Equity Securities without Shareholder approval under those Listing Rules for the 12 month period following the issue of the Tranche 1 Placement Shares.

Listing Rule 7.4 provides an exception to Listing Rules 7.1 and 7.1A. It provides that where a company in a general meeting ratifies the previous issue of securities made pursuant to Listing Rules 7.1 and 7.1A (and provided that the previous issue did not breach Listing Rules 7.1 and 7.1A), those Equity Securities will be deemed to have been made with shareholder approval for the purpose of Listing Rules 7.1 and 7.1A. The Company confirms that the issue of the Tranche 1 Placement Shares did not breach Listing Rule 7.1 and 7.1A.

The effect of Shareholders passing Resolution 2(a) and (b) will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1 and the 10% additional placement capacity set out in Listing Rule 7.1A without the requirement to obtain prior Shareholder approval.

If Resolution 2(a) is passed, 71,290,790 Tranche 1 Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 2(b) is passed, 48,916,082 Tranche 1 Placement Shares will be excluded in calculating the Company's 10% limit in Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 2(a) is not passed, 71,290,790 Tranche 1 Placement Shares will continue to be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 71,290,790 Equity Securities for the 12 month period following the issue of those Placement Shares.

If Resolution 2(b) is not passed, 48,916,082 Tranche 1 Placement Shares will continue to be included in the Company's 10% limit under Listing Rule 7.1A, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 48,916,082 Equity Securities for the 12 month period following the issue of those Placement Shares (and assuming the Company's approval under Listing Rule 7.1A remains in force for this period).

6.3 Specific information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Tranche 1 Placement Shares:

- (a) The Tranche 1 Placement Shares were issued to institutional and sophisticated investors (**Tranche 1 Placement Participants**), none of whom is a related party of the Company or a Material Investor. The Tranche 1 Placement Participants were identified through a bookbuild process, which involved the Company and Lead Manager seeking expressions of interest to participate in the Placement from new and existing contacts of the Company and clients of the Lead Manager.
- (b) A total of 120,206,872 Tranche 1 Placement Shares using the Company's available placement capacity in the following proportions:
 - (i) 71,290,790 Tranche 1 Placement Shares under Listing Rule 7.1; and
 - (ii) 48,916,082 Tranche 1 Placement Shares under Listing Rule 7.1A.
- (c) The Tranche 1 Placement Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.
- (d) The Tranche 1 Placement Shares were issued on 26 June 2025 at an issue price of \$0.024 each.
- (e) The proceeds from the Placement have been or are intended to be used:

- (i) to support the Company's expanded treatment programs, including those funded under the Medibank agreement;
 - (ii) for costs of the Placement; and
 - (iii) for general working capital.
- (f) There are no other material terms to the agreement for the subscription of the Tranche 1 Placement Shares.
- (g) A voting exclusion statement is included in the Notice.

6.4 Additional information

Resolution 2(a) and 2(b) are each separate ordinary resolutions and are not inter-conditional.

The Board recommends that Shareholders vote in favour of Resolution 2(a) and 2(b).

7. Resolution 3 – Approval to issue Tranche 2 Placement Shares

7.1 Background

The Background to the Placement, including the proposed issue of the Tranche 2 Placement Shares is set out in Section 4 above.

Resolution 3 seeks the approval of Shareholders pursuant to Listing Rule 7.1 to approve the issue of the Tranche 2 Placement Shares.

7.2 Listing Rules 7.1

A summary of Listing Rule 7.1 is contained in Section 6.2 above.

The issue of the Tranche 2 Placement Shares does not fall within any of the exceptions to Listing Rule 7.1 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

If Resolution 3 is passed, the Company will be able to proceed with the issue of the Tranche 2 Placement Shares.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of the Tranche 2 Placement Shares and will not receive approximately \$828,035 from the issue of the Tranche 2 Placement Shares.

7.3 Specific information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Tranche 2 Placement Shares:

- (a) The Tranche 2 Placement Shares will be issued to institutional and sophisticated investors (**Tranche 2 Placement Participants**), none of whom are a related party of the Company or a Material Investor. The Tranche 2 Placement Participants were identified through the same process as the Tranche 1 Placement Participants (refer to Section 6.3(a)).

- (b) A maximum of 34,501,462 Tranche 2 Placement Shares will be issued.
- (c) The Tranche 2 Placement Shares will be fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue.
- (d) The Tranche 2 Placement Shares will be issued no later than 3 months after the date of the Meeting.
- (e) The Tranche 2 Placement Shares will be issued at a price of \$0.024 each, being the same issue price as the Tranche 1 Placement Shares and will raise up to approximately \$828,035 (before costs).
- (f) A summary of the intended use of funds raised from the Placement is set out in Section 6.3(e) above.
- (g) There are no other material terms to the agreement for the subscription of the Tranche 2 Placement Shares.
- (h) A voting exclusion statement is included in the Notice.

7.4 Additional information

Resolution 3 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 3.

8. Resolution 4 – Approval to issue Placement Options

8.1 Background

The background to the Placement and the proposed issue of the Placement Options is set out in Section 4 above.

Resolution 4 seeks Shareholder approval pursuant to Listing Rule 7.1 to approve the issue of the Placement Options.

8.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is contained in Section 6.2 above.

The issue of the Placement Options does not fall within any of the exceptions to Listing Rule 7.1 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

If Resolution 4 is passed, the Company can proceed to issue the Placement Options. In addition, the issue of the Placement Options will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 4 is not passed, the Company will not be able to proceed with the issue of the Placement Options.

8.3 Specific information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Placement Options:

- (a) The Placement Options will be issued to the Tranche 1 Placement Participants and Tranche 2 Placement Participants, none of whom are a related party or Material Investor.
- (b) A maximum of 51,569,445 Placement Options will be issued.
- (c) The Placement Options will be exercisable at \$0.05 each and will expire 18 months from the date of issue, and are otherwise subject to the terms and conditions in Schedule 2.
- (d) The Placement Options will be issued no later than 3 months after the date of the Meeting.
- (e) As the Placement Options are free attaching based on one (1) Placement Option for every two (3) Placement Shares subscribed for and issued under the Placement, the Company will not receive any cash consideration for the issue of the Placement Options.
- (f) A summary of the intended use of funds raised from the Placement is set out in Section 6.3(e) above. No additional funds will be raised by the issue of the Placement Options.
- (g) The purpose of the issue of the Placement Options is to incentivise participation in the Placement.
- (h) There are no other material terms to the agreement for the issue of the Placement Options.
- (i) A voting exclusion statement is included in the Notice.

8.4 Directors' recommendation

Resolution 4 is an ordinary resolution.

The Board recommend that shareholders vote in favour of Resolution 4.

9. Resolution 5 – Approval to issue Director Placement Securities

9.1 General

The background to the Placement, including the proposed issue of the Director Placement Securities is in Section 4 above.

As detailed at Section 4(d) above, the Company has received firm commitments from Directors Michael Winlo and Greg Hutchinson (together the **Participating Directors**) to raise an additional \$287,000 (before costs) under the Placement through the issue 11,958,333 Director Placement Shares at an issue price of \$0.024 per Share, together with attaching Director Placement Options (together, the **Director Placement Securities**), subject to Shareholder approval, in the following proportions:

Participating Director	Amount committed by the Director	Director Placement Shares	Director Placement Options
Michael Winlo	\$5,000	208,333	69,444
Greg Hutchinson	\$282,000	11,750,000	3,916,667
Total	\$287,000	11,958,333	3,986,111

Resolution 5(a) and (b) seek Shareholder approval pursuant to Listing Rule 10.11 for the issue of the Director Placement Securities to the Participating Directors (or their nominees) in the numbers set out above.

9.2 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue Equity Securities to any of the following persons without the approval of its Shareholders:

- (a) a related party (Listing Rule 10.11.1);
- (b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (30%+) in the company (Listing Rule 10.11.2);
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (10%+) 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 (Listing Rule 10.11.3);
- (d) an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3 (Listing Rule 10.11.4); or
- (e) a person whose relation with the company or a person referred to in Listing Rule 10.11.1 or 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders (Listing Rule 10.11.5).

Each of the Participating Directors are a related party of the Company by virtue of being a Director. Shareholder approval pursuant to Listing Rule 10.11 is therefore required unless an exception applies. It is the view of the Board that the exceptions set out in Listing Rule 10.12 do not apply in the current circumstances.

Approval pursuant to Listing Rule 7.1 is not required for the issue of the Director Placement Securities as approval is being obtained under Listing Rule 10.11. Accordingly, the issue of the Director Placement Securities to the Participating Directors (or their nominee/s) will not be included in the Company's 15% annual placement capacity pursuant to Listing Rule 7.1.

The effect of Shareholders passing Resolution 5(a) and (b) will be to allow the Company to issue the Director Placement Securities in accordance with the Placement, raising up to \$287,000 (before costs) for the Company.

If each of Resolution 5(a) and (b) are passed, the Company will be able to proceed with the issue of the Director Placement Securities and will receive the relevant amount committed by the Participating Directors (as set out in Section 9.1).

If each of Resolution 5(a) and (b) are not passed, the Company will not be able to proceed with the issue of the Director Placement Securities and will not receive the relevant amount committed by the Participating Directors (as set out in Section 9.1).

9.3 Specific information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the proposed issue of the Director Placement Securities:

- (a) The Director Placement Securities are proposed to be issued to the Participating Directors as set out in Section 9.1.
- (b) The Participating Directors will each fall into the category stipulated by Listing Rule 10.11.1 by virtue of being a Director of the Company. In the event the Director Placement Securities are issued to a nominee of a Participating Director, that nominee will fall into the category stipulated by Listing Rule 10.11.4.
- (c) A maximum of 11,958,333 Director Placement Shares and 3,986,111 Director Options will be issued to the Participating Directors (and/or their respective nominees).
- (d) The Director Placement Shares will be fully paid ordinary Shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.
- (e) The Director Placement Securities will be issued within one month after the date of the Meeting.
- (f) The Director Placement Shares are proposed to be issued at an issue price of \$0.024 each, being the same issue price at which the Placement Shares are / will be issued.
- (g) The Director Placement Options are proposed to be issued for nil cash consideration as they are free attaching to the Director Placement Shares. Accordingly, no funds will be raised from the issue of the Director Placement Options. Any funds raised upon exercise of the Director Placement Options will be used towards general working capital purposes.
- (h) A summary of the intended use of funds raised from the Placement is set out in Section 6.3(e) above. No additional funds will be raised by the issue of the Director Placement Options.
- (i) The proposed issue of the Director Placement Securities is not intended to remunerate or incentivise the Participating Directors.
- (j) There are no other material terms to the proposed issue of the Director Placement Securities. The Director Placement Securities will not be issued pursuant to an agreement.
- (k) A voting exclusion statement is included in the Notice.

9.4 Chapter 2E of the Corporations Act

In accordance with Chapter 2E of the Corporations Act, in order to give a financial benefit to a

related party, the Company must:

- (a) obtain Shareholder approval in the manner set out in section 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The proposed issue of the Director Placement Securities constitutes giving a financial benefit to a related party of the Company.

The Board considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Director Placement Securities because the Securities will be issued on the same terms as those Shares issued to non-related party participants in the Placement and as such the giving of the financial benefit is on arm's length terms.

9.5 Additional information

Resolution 5(a) and (b) are each separate ordinary resolutions.

The Board (other than the Participating Directors that have a personal interest in the outcome of these Resolutions) recommend that Shareholders vote in favour of Resolution 5(a) and (b).

10. Resolution 6 – Approval to issue Lead Manager Options

10.1 Background

The background to the Placement, including the proposed issue of the Lead Manager Options is set out in Section 4 above.

Resolution 6 seeks Shareholder approval pursuant to Listing Rule 7.1 to approve the issue of the Lead Manager Options to the Lead Manager (or its nominees).

10.2 Summary of Lead Manager Mandate

The Company entered into a mandate with the Lead Manager for the provision of lead managerial and corporate advisory services, including the coordination and management of the Placement (**Lead Manager Mandate**).

Under the Lead Manager Mandate, the Company agreed to pay the following fees to the Lead Manager as consideration for these services:

- (a) a capital raising fee of 4% of the amount raised under the Placement;
- (b) a 2% fee on funds introduced directly by the Lead Manager; and
- (c) the Lead Manager Options.

The Lead Manager Mandate contains additional provisions, including warranties and indemnities in respect of the Company, which are considered standard for agreements of this nature.

10.3 Listing Rule 7.1

A summary of Listing Rule 7.1 is contained in Section 6.2 above.

The issue of the Lead Manager Options does not fit within any of the exceptions to Listing Rules 7.1 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of the Company's Shareholders under Listing Rule 7.1.

If Resolution 6 is passed, the Company can proceed to issue up to 2,500,000 Lead Manager Options. In addition, the issue of the Lead Manager Options will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 6 is not passed, the Company will not be able to proceed with the issue of the Lead Manager Options and will have to consider other forms of remuneration for the Lead Manager, which may include payment of cash.

10.4 Specific information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Lead Manager Options:

- (a) The Lead Manager Options will be issued to GBA Capital Pty Ltd (or its nominees), none of whom are a related party or Material Investor of the Company.
- (b) A maximum of 2,500,000 Lead Manager Options will be issued.
- (c) The Lead Manager Options will be exercisable at \$0.05 each and will expire 18 months from the date of issue, and will otherwise subject to the terms and conditions in Schedule 2.
- (d) The Lead Manager Options will be issued no later than 3 months after the date of the Meeting.
- (e) The Lead Manager Options will be issued with a nil issue price as partial consideration for the Lead Manager's corporate advisory services provided in connection with the Placement. Accordingly, no funds were raised from the issue of the Lead Manager Options.
- (f) A summary of the material terms of the Lead Manager Mandate is set out in Section 10.2 above.
- (g) A voting exclusion statement is included in the Notice.

10.5 Directors' recommendation

Resolution 6 is an ordinary resolution.

The Board recommends that shareholders vote in favour of Resolution 6.

11. Resolution 7 – Approval to issue S3 Shares

11.1 General

On 17 June 2025, the Company engaged S3 Consortium Pty Ltd (**S3 Consortium**) to provide investor relation services to the Company (**S3 Agreement**).

In connection with the S3 Agreement, as consideration for investor relation services, the Company has agreed to issue S3 Consortium (or its nominee/s):

- (a) 6,250,000 Shares (**S3 Shares**) (the subject of this Resolution 7); and
- (b) 2,083,333 Options (**S3 Options**) on the same terms as the Placement Options (the subject of Resolution 8).

Resolution 7 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of the S3 Shares.

11.2 S3 Agreement

The Company entered into the S3 Agreement in relation to S3 Consortium providing investor relation services to the Company, including online content creation and distribution.

Under the Lead S3 Agreement, the Company agreed to pay the following fees to S3 Consortium as consideration for these services:

- (a) the S3 Shares (the subject of this Resolution 7)
- (b) the S3 Options (the subject of Resolution 8); and
- (c) a cash payment of \$150,000 (plus GST).

The S3 Agreement contains additional provisions which are considered standard for agreements of this nature.

11.3 Listing Rule 7.1

A summary of Listing Rule 7.1 is contained in Section 6.2 above.

The issue of the S3 Shares does not fit within any of the exceptions to Listing Rules 7.1 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of the Company's Shareholders under Listing Rule 7.1.

If Resolution 7 is passed, the Company can proceed to issue of the S3 Shares. In addition, the issue of the S3 will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 7 is not passed, the Company will not be able to proceed with the issue of the S3 Shares and may consider alternative means to compensate S3 Consortium for their services, which may include paying cash.

11.4 Specific information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the proposed issue of the S3 Shares:

- (a) The S3 Shares will be issued to S3 Consortium Pty Ltd (or their nominee/s) who is not a related party or Material Investor of the Company.
- (b) A maximum of 6,250,000 S3 Shares will be issued.
- (c) The S3 Shares will be fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.
- (d) The S3 Shares will be issued no later than 3 months after the date of the Meeting.
- (e) The purpose of the issue of the S3 Shares and the S3 Options is to discharge the Company's obligations to pay the consideration to S3 Consortium in accordance with the S3 Agreement summarised at Section 11.1 above. The S3 Shares will be issued for nil issue price in consideration of the services provided to the Company. Accordingly, no funds will be raised from the issue.
- (f) The material terms of the S3 Agreement are summarised at Section 11.2 above.
- (g) A voting exclusion statement is included in the Notice.

11.5 Additional information

Resolution 7 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 7.

12. Resolution 8 – Approval to issue S3 Options

12.1 General

The background to the S3 Agreement, and the proposed issue of the S3 Options is contained in Section 11.1 above.

Resolution 8 above seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of the S3 Placement Options.

12.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is contained in Section 6.2 above.

The issue of the S3 Placement Options does not fit within any of the exceptions to Listing Rules 7.1 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of the Company's Shareholders under Listing Rule 7.1.

If Resolution 8 above is passed, the Company can proceed to issue the S3 Options. In addition, the issue of the S3 Options will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 8 above is not passed, the Company will not be able to proceed with the issue of the S3 Options and may consider alternative means to compensate S3 Consortium for their services, which may include paying cash.

12.3 Specific information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the proposed issue of the S3 Options:

- (a) The S3 Options will be issued to S3 Consortium Pty Ltd (or their nominee/s) who is not a related party or Material Investor of the Company.
- (b) A maximum of 2,083,333 S3 Options will be issued under Resolution 8 above.
- (c) The S3 Options are exercisable at \$0.05 each and expiring 18 months from the date of issue, and are otherwise subject to the terms and conditions in Schedule 2 (being the same terms and conditions as the Placement Options). Shares issued upon exercise of the S3 Options will be fully paid ordinary Shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue.
- (d) The S3 Options will be issued no later than 3 months after the date of the Meeting.
- (e) The purpose of the issue of the S3 Options is summarised in 11.4(e) above. The S3 Options will be issued for nil issue price in consideration of the services provided to the Company. Accordingly, no funds will be raised from the issue.
- (f) The material terms of the S3 Agreement are summarised at Section 11.2 above.
- (g) A voting exclusion statement is included in the Notice.

12.4 Additional Information

Resolution 8 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 8.

Schedule 1 Definitions

In the Notice, words importing the singular include the plural and vice versa.

\$	means Australian Dollars.
ASX	means the ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
Board	means the board of Directors.
Chair	means the person appointed to chair the Meeting of the Company convened by the Notice.
Company	means Emyria Limited (ACN 625 085 734).
Corporations Act	means the <i>Corporations Act 2001</i> (Cth) as amended or modified from time to time.
Director	means a director of the Company.
Director Placement	has the meaning given in Section 4(d).
Director Placement Options	has the meaning given in Section 4(d).
Director Placement Securities	has the meaning given in Section 9.1.
Director Placement Shares	has the meaning given in Section 4(d).
Equity Security	has the same meaning as in the Listing Rules.
Explanatory Memorandum	means the explanatory memorandum which forms part of the Notice.
GBA Capital or Lead Manager	means GBA Capital Pty Ltd (ACN 643 039 123)
Lead Manager Options	has the meaning given in Section 4.
Lead Manager Mandate	has the meaning given in Section 10.2.
Listing Rules	means the listing rules of ASX.
Material Investor	<p>means, in relation to the Company:</p> <ul style="list-style-type: none">(a) a related party;(b) Key Management Personnel;(c) a substantial Shareholder;(d) an advisor; or(e) an associate of the above, <p>who have or will (as applicable) receive securities in the Company which constitute more than 1% of the Company's anticipated capital structure at the time of issue.</p>

Meeting	has the meaning given in the introductory paragraph of the Notice.
Notice	means this Notice of General Meeting.
Option	means an option to acquire a Share.
Participating Directors	has the meaning given in Section 9.1.
Placement	has the meaning given in Section 4.
Placement Options	has the meaning given in Section 4(d).
Placement Shares	has the meaning given in Section 4.
Proxy Form	means the proxy form attached to the Notice.
Resolution	means a resolution referred to in the Notice.
S3 Agreement	has the meaning given in Section 11.1.
S3 Consortium	means S3 Consortium Pty Ltd.
S3 Shares	has the meaning given in Section 11.1.
S3 Options	has the meaning given in Section 11.1.
Schedule	means a schedule to the Notice.
Section	means a Section of this Notice.
Securities	means any Equity Securities of the Company (including Shares, Options and/or performance rights).
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means the holder of a Share.
Tranche 1 Placement Participants	has the meaning given Section 6.3(a).
Tranche 2 Placement Participants	has the meaning given in Section 7.3(a).
Tranche 1 Placement Shares	has the meaning given in Section 4(a).
Tranche 2 Placement Shares	has the meaning given in Section 4(b).
UWA	has the meaning given in Section 5.1.
UWA Agreement	has the meaning given in Section 5.1.
WST	means Western Standard Time, being the time in Perth, Western Australia.

Schedule 2 Terms and Conditions of Placement Options, Lead Manager Options, Director Placement Options and S3 Options

The terms and conditions Placement Options, Lead Manager Options, Director Placement Options and the S3 Options (hereinafter referred to as **Options**) are set out below:

- (a) **(Entitlement)**: Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
- (b) **(Exercise Price)**: The Options have an exercise price of \$0.05 per Option (**Exercise Price**).
- (c) **(Expiry Date)**: The Options expire at 5:00pm (WST) 18 months from date of issue. (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (d) **(Exercise Period)**: The Options are exercisable at any time and from time to time on or prior to the Expiry Date.
- (e) **(Quotation of the Options)**: The Options will not be quoted on ASX. The Company must apply for the official quotation of a Share issued on exercise of an Option on ASX within the time period required by the ASX Listing Rules.
- (f) **(Notice of Exercise)**: The Options may be exercised by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

The Options held by each holder may be exercised in whole or in part, and if exercised in part, at least 1,000 must be exercised on each occasion.

Any Notice of Exercise of an Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

- (g) **(Timing of issue of Shares on exercise)**: Within 5 Business Days after the Exercise Date the Company will:
 - (i) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
 - (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
 - (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.
- (h) **(Transferability)**: The Options are not transferrable, except with the consent of the Company.

- (i) **(Restrictions on transfer of Shares):** If the Company is required but unable to give ASX a notice under paragraph (g)(i), or such a notice for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, Shares issued on exercise of Options may not be traded and will be subject to a holding lock until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act.
- (j) **(Shares issued on exercise):** Shares issued on exercise of the Options will rank equally with the then Shares of the Company.
- (k) **(Quotation of Shares on exercise):** If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options in accordance with the Listing Rules.
- (l) **(Reconstruction of capital):** If at any time the issued capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.
- (m) **(Participation in new issues):** There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.
- (n) **(Change in exercise price):** There will be no change to the exercise price of the Options or the number of Shares over which the Options are exercisable in the event of the Company making a pro-rata issue of Shares or other securities to the holders of Shares in the Company (other than a bonus issue).
- (o) **(Adjustment for bonus issues of Shares):** If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):
 - (i) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Option holder would have received if the Option holder had exercised the Option before the record date for the bonus issue; and
 - (ii) no change will be made to the Exercise Price.
- (p) **(Return of capital rights):** The Options do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
- (q) **(Rights on winding up):** The Options have no right to participate in the surplus profits or assets of the Company upon a winding up of the Company.
- (r) **(Dividend and voting rights):** The Options do not confer on the holder an entitlement to vote (except as otherwise required by law) or receive dividends.
- (s) **(ASX Listing Rule compliance):** The Board reserves the right to amend any term of the Options to ensure compliance with the ASX Listing Rules.
- (t) **(Takeovers prohibition):**
 - (a) the issue of Shares on exercise of the Options is subject to and conditional upon the issue of the relevant Shares not resulting in any person being in breach of section 606(1) of the Corporations Act; and

- (b) the Company will not be required to seek the approval of its members for the purposes of item 7 of section 611 of the Corporations Act to permit the issue of any Shares on exercise of the Options.
- (u) **(No other rights):** An Option gives the holder no rights other than those expressly provided by these terms and conditions and those provided at law where such rights at law cannot be excluded by these terms.



Emyria Limited | ABN 96 625 085 734

Proxy Voting Form

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

Your proxy voting instruction must be received by **3.30pm (AWST) on Sunday, 17 August 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares 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 shares 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.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

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

Joint holding: Where the holding is in more than one name, all Shareholders 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 Proxy Voting 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, Proxy Voting 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://automicgroup.com.au>.

Lodging your Proxy 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:

WEBSITE:

<https://automicgroup.com.au>

PHONE:

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

For personal use only



STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the General Meeting of Emyria Limited, to be held at **3.30pm (AWST) on Tuesday, 19 August 2025 at the offices of Stantons International, Level 2, 40 Kings Park Road, West Perth, WA, Australia** hereby:

Appoint the Chair of the Meeting (Chair) OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

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 issue of UWA Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2a Ratification of issue of Tranche 1 Placement Shares - Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2b Ratification of issue of Tranche 1 Placement Shares - Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval to issue Tranche 2 Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval to issue Placement Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5a Approval to issue Director Placement Securities - Michael Wlnlo	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5b Approval to issue Director Placement Securities - Greg Hutchinson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Approval to issue Lead Manager Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Approval to issue S3 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Approval to issue S3 Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3 – Signatures and contact details

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY) / /

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