8 October 2026 Sydney, Australia

2026 AGM Letter to Shareholders, Notice of Meeting & Proxy

Nyrada Inc. (ASX:NYR), a clinical-stage biotechnology company focused on developing Transient Receptor Potential Canonical (TRPC) ion channel inhibitors to treat a range of medical conditions, attaches the following documents in relation to FY2026 Annual General Meeting ("**AGM**"):

- AGM Letter to Shareholders;
- AGM Notice of Meeting; and
- Proxy Form.

-ENDS-

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About Xolatryp®

Xolatryp is a small-molecule inhibitor of TRPC3/6/7 channels designed to limit excessive Ca^{2+} entry related to multiple disease pathologies.

A Phase I clinical trial to assess the safety, tolerability, and pharmacokinetics has been successfully completed and a Phase IIa clinical trial has commenced to assess the safety and preliminary efficacy of Xolatryp in reducing cardiac reperfusion injury in patients with ST-Elevation Myocardial Infarction (STEMI) undergoing percutaneous coronary intervention (PCI).

Key Links:

Cardioprotection

- PROTECT-MI website - https://www.protect-mi.com
- PROTECT-MI NIH Entry - https://bit.ly/4cB2fF9
- Phase IIa factsheet - https://bit.ly/4bcDlKj
- Preclinical cardioprotection study 1a - https://bit.ly/4sigwMZ
- Preclinical cardioprotection study 1b - https://bit.ly/4rmOsXn
- Preclinical cardioprotection study 2 - https://bit.ly/40jHpUg

Oncology

- Preclinical cardiomyopathy study - https://bit.ly/4yR9BgD
- Preclinical cardiomyopathy pilot study - https://bit.ly/4xJH3Fj
- Preclinical anti-tumour study - https://bit.ly/49rWOa0

Neuroprotection

- Preclinical traumatic brain injury study - https://bit.ly/40fhrRT
- Preclinical stroke study - https://bit.ly/4sygHmH

Foundations

- Phase I results - https://bit.ly/3Nt0GzH
- Preclinical mitochondria stabilisation study - https://bit.ly/4yiZUHa
- GLP study results - https://bit.ly/4d8VYkX
- CSANZ Conference Poster - https://bit.ly/4A9ROmf

Corporate

- Latest presentation slides - https://bit.ly/46FM9Xq

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About Nyrada Inc.

Nyrada Inc. is a clinical stage biotechnology company focused on the discovery and development of innovative small-molecule therapies, specifically targeting Transient Receptor Potential Canonical (TRPC) ion channels. The company's lead candidate, Xolatryp®, has shown efficacy in preclinical cardioprotection, neuroprotection, and oncology models and has completed a first-in-human Phase I clinical trial. A Phase IIa clinical trial has commenced to assess the safety and preliminary efficacy of Xolatryp in reducing cardiac reperfusion injury in patients with ST-Elevation Myocardial Infarction (STEMI) undergoing PCI. Nyrada Inc. (ARBN 625 401 818) is incorporated in Delaware, US, with limited liability for its stockholders.

www.nyrada.com

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

Investor & Media Enquiries:
Dimitri Burshtein
T: 0491 789 391
E: info@nyrada.com

Company Secretary:
David Franks
T: 02 8072 1400
E: David.Franks@automicgroup.com.au

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", "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.

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1 October 2026 Sydney, Australia

Nyrada Annual General Meeting – Letter to Shareholders

Nyrada Inc (ASX:NYR) ("Nyrada" or "Company"), a clinical-stage biotechnology company focused on developing Transient Receptor Potential Canonical (TRPC) ion channel inhibitors to treat a range of medical conditions, advises that its Annual General Meeting ("**AGM**" or "**Meeting**") will be held **as a physical only meeting** at 8.30am (AEDT) on Thursday, 19 November 2026, at Automic Group offices, Level 5, 126 Phillip Street, NSW 2000.

This Notice is given based on circumstances as at 30 September 2026. Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at https://www.nyrada.com/site/investors/asx-announcements. CHESS Depository Interest ("CDI") Holders are urged to monitor the ASX announcements platform and the Company's website.

Notice of Meeting

Under the Company's By-laws and Delaware General Corporation Law, this Notice of the AGM ("**Notice**") is being made available to Shareholders electronically and can be viewed and downloaded online at the following links:

1. at https://www.nyrada.com/site/investors/asx-announcements
2. at https://www2.asx.com.au/markets/company/NYR
3. by contacting the Company Secretary (see details below).

Should a Shareholder or CDI Holder wish a printed copy of the Notice to be posted or emailed directly to them, please contact the Company Secretary on david.franks@automicgroup.com.au or +612 8072 1400.

All resolutions will be decided on a poll. The poll will be conducted based on votes submitted by proxy and at the Meeting by shareholders who have indicated that they intend to vote at the Meeting in accordance with the instructions set out below.

Venue – Physical Meeting (Shareholder or CDI Holder)

Shareholders or CDI Holders are able to attend the Annual General Meeting on the date and at the place set out above.

Venue – Physical Meeting (Visitors)

Shareholders or CDI Holders have the right to attend, ask questions and vote at the meeting.

Should there be any visitors who wish to attend, please register your interest to Mr Dimitri Burshtein, Nyrada's Investor Relations Manager at dimitri.burshtein@nyrada.com.

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Questions and Answers

What is the purpose of the Annual General Meeting?

At the Meeting, Shareholders will be able to vote on the Resolutions set out in this Notice. Holders of CDIs may instruct Chess Depositary Nominees Pty Ltd (CDN) to vote the Shares underlying their CDIs by following the instructions on the CDI Voting Instruction Form. 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 to the Company and its business. The Resolutions outlined in the Notice include the:

- Re-election of Mr. John Moore as Director (**Resolution 1**);
- Re-election of Mr. Christopher Cox as Director (**Resolution 2**);
- Re-election of Dr. Ian Dixon as Director (**Resolution 3**);
- Re-election of Mr. Marcus Frampton as Director (**Resolution 4**);
- Re-election of Dr. Rüdiger Weseloh as Director (**Resolution 5**); and
- Re-election of Mr. James Bonnar as Director (**Resolution 6**);
- ASX Listing Rule 7.1A approval of future issue of securities (**Resolution 7**);
- Approval of issue of Incentive Securities to Mr. John Moore, Chair and Director of the Company (**Resolution 8**);
- Approval of issue of Incentive Securities to Mr. Christopher Cox, Director of the Company (**Resolution 9**);
- Approval of issue of Incentive Securities to Dr. Ian Dixon, Director of the Company (**Resolution 10**);
- Approval of issue of Incentive Securities to Mr. Marcus Frampton, Director of the Company (**Resolution 11**);
- Approval of issue of Incentive Securities to Dr. Rüdiger Weseloh, Director of the Company (**Resolution 12**);
- Approval of issue of Incentive Securities to Mr. James Bonnar, Director of the Company (**Resolution 13**);
- Amendment to Bylaws for Directors Elections (**Resolution 14**); and
- Amendment to Bylaws to Increase the Equity Incentive Plan Issue Cap under Section 1100V of the Corporations Act to 10% (**Resolution 15**).

Who is entitled to vote at the Annual General Meeting?

Only those Shareholders or CDI Holders of record or beneficial owners of Shares or CDIs held in Street Name (as defined below), at 7:00PM (AEDT) on Wednesday 4 November 2026 (**Record Date**) will be entitled to vote at the meeting and any adjournment or postponement thereof.

As at the Record Date, unless advised otherwise, there are 258,681,540 Shares of Class A Common Stock outstanding (equivalent to 258,681,540 CDIs), all of which are entitled to vote with respect to the Resolutions set out in this Notice, subject to applicable voting exclusions. Therefore, there is currently, as at the date of this letter, a total of 258,681,540 votes entitled to be cast at the Meeting.

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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 8 to 13, as set out above in the Notice. The table below notes the Disclosure of Interests in relation to all Resolutions.

Disclosure of Interests for Resolutions 8-13 (inclusive)

In accordance with the Delaware General Corporation Law, the following disclosure of interests is advised, being all directors of the Company, as they are eligible to participate in the Equity Incentive Plan:

Mr. John Moore, as at the date of this Notice, holds 9,491,756 CDIs.

Mr. Christopher Cox and a related party of Mr. Christopher Cox, Symphony Capital Holding LLC, as at the date of this Notice, hold 600,000 CDIs and 1,425,000 CDIs respectively.

Related parties of Dr. Ian Dixon, Altnia Holdings Pty Ltd <I Dixon Family A/C> and Helium Management Pty Ltd <Helium S/F A/C>, as at the date of this Notice, hold 9,321,725 CDIs and 458,974 respectively.

Mr. Marcus Frampton, as at the date of this Notice, holds 3,211,740 CDIs.

Dr. Rüdiger Weseloh, as at the date of this Notice, holds 1,483,332 CDIs.

Mr. James Bonnar and a related party of Mr. James Bonnar, Mrs. Suhua Bonnar, as at the date of this Notice, hold 65,000 CDIs and 1,160,989 CDIs respectively.

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 the abovementioned parties or any of their Associates.

How many Shares must be present for voting to hold the Meeting?

Pursuant to Article I, Section 4, of the Company's By-laws, the holders of one-third of the capital stock issued and outstanding and entitled to vote at the Annual General Meeting 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 Annual General Meeting if:

- the Shareholder of record on the Record Date attends the Meeting in person; or
- 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.

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".

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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 Annual General Meeting.

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 Annual General Meeting 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 and attend the Annual General Meeting 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?

The Company considers that it is appropriate to hold the Annual General Meeting as a physical only meeting.

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

Even if you currently plan to attend the physical only meeting and vote your Shares at the meeting, 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 Annual General Meeting, the vote you submit at the Annual General 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 Automic 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 Annual General Meeting.

At the Annual General Meeting, 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:

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In person	By attending the Meeting in person.	
By proxy	**Online**	Lodge the Voting Instruction Form online at https://portal.automic.com.au/investor/home 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 can be lodged by 8:30am (AEDT) on Tuesday, 17 November 2026, 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 Annual General Meeting:

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 (not permitted for this meeting), or by proxy.

   Note: In order to vote as a Shareholder in person at the meeting (not permitted for this 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 Annual General Meeting, please use one of the following methods to lodge your CDI Voting Instruction form.

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Online	Lodge the Voting Instruction Form online at https://portal.automic.com.au/investor/home 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.

The Chair intends to vote all open votes in favour of all resolutions, where permitted.

- ENDs -

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- PROTECT-MI NIH Entry - https://bit.ly/4cB2fF9
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- CSANZ Conference Poster - https://bit.ly/4A9ROmf

Corporate

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Nyrada Inc. is a clinical stage biotechnology company focused on the discovery and development of innovative small-molecule therapies, specifically targeting Transient Receptor Potential Canonical (TRPC) ion channels. The company's lead candidate, Xolatryp®, has shown efficacy in preclinical cardioprotection, neuroprotection, and oncology models and has completed a first-in-human Phase I clinical trial. A Phase IIa clinical trial has commenced to assess the safety and preliminary efficacy of Xolatryp in reducing cardiac reperfusion injury in patients with ST-Elevation Myocardial Infarction (STEMI) undergoing PCI. Nyrada Inc. (ARBN 625 401 818) is incorporated in Delaware, US, with limited liability for its stockholders.

www.nyrada.com

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

Investor & Media Enquiries:
Dimitri Burshtein
T: 0491 789 391
E: info@nyrada.com

Company Secretary:
David Franks
T: 02 8072 1400
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Forward-Looking Statements

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

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

Nyrada Inc.

Notice of 2026 Annual General Meeting

Explanatory Statement | Proxy Form

Thursday 19 November 2026

8:30AM AEDT

or Wednesday 18 November 2026 at 4:30PM EST (USA)

Held as a Physical Only Meeting at

Automic Group
Level 5
126 Phillip Street
Sydney NSW 2000

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

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Proxy Form	Attached

Important Information for CDI Holders about the Company's 2026 AGM

This Notice is given based on circumstances as at 30 September 2026. Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at https://www.nyrada.com/site/investors/asx-announcements. CDI Holders are urged to monitor the ASX announcements platform and the Company's website.

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Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting of Shareholders of Nyrada Inc. ARBN 625 401 818 will be held at 8:30AM AEDT on Thursday, 19 November 2026 at Automic Group offices, Level 5, 126 Phillip Street, NSW 2000 as a **physical only meeting (Meeting)**.

The matters to be considered and voted on at the Annual General Meeting (**AGM**) are described in the accompanying Notice of 2026 Annual General Meeting of Shareholders and Chess Depositary Interest (**CDI**) Holders (**Notice of Meeting**) and Proxy Statement.

All Shareholders and CDI Holders are invited to attend the AGM. Whether or not you expect to attend the AGM, 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 AGM. For specific instructions on voting, please refer to the instructions in the Notice of Annual General 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 Pages 35 – 36).

Article II, Section 5, of the Company's Bylaws outlines that each Shareholder represented at a meeting of Shareholders shall be entitled to cast one vote for each Share held. Therefore, the Chair intends to call a poll on each of the resolutions proposed at the AGM. The Chair considers voting by poll to be in the interests of the Shareholders as a whole and is a way to ensure the views of as many Shareholders as possible are represented at the meeting.

Record Date and Voting Rights

Shareholders may vote at the Annual General Meeting if they are a Shareholder of record or are a beneficial owner of Shares held in Street Name (as defined below) at 7:00pm AEDT on Wednesday, 4 November 2026 (**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 Annual General Meeting.

Shareholders at the Record Date are entitled to receive the Notice of Annual General Meeting and to attend the Annual General Meeting, 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 Annual General Meeting, 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 AGM.

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 to the Company and its business.

Technical difficulties

Technical difficulties may arise during the course of the Annual General Meeting. The Chair has discretion as to whether and how the Meeting should proceed in the event that a technical difficulty arises. In exercising his discretion, the Chair will have regard to the number of Shareholders and CDI Holders impacted and the extent to which participation in the business of

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the Meeting is affected. Where he considers it appropriate, the Chair may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions.

Please note that the inability of one or more shareholders, proxies or corporate representatives to access the physical meeting as a result of travel disruption, including strike action, or for any other reason, will not affect the validity of the meeting.

For this reason, Shareholders and CDI Holders are encouraged to lodge a proxy as early as possible. Notwithstanding that under the Company's Bylaws proxies will be accepted up to and during the Meeting, it would be greatly appreciated if they could be lodged no later please than by 8:30AM AEDT on Tuesday, 17 November 2026.

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Notice to Facilitate Electronic Communications with CDI Holders

The *Corporations Act 2001* (Cth) provides various options available to Shareholders and CDI Holders as to how you receive communications from the Company.

The Company will no longer be sending physical meeting documents unless you request a copy to be posted.

The Company encourages all Shareholders and CDI Holders to provide an email address so we can communicate with you electronically when Shareholder and CDI Holder notices become available online, for items such as meeting documents and annual reports.

Shareholders and CDI Holders can still elect to receive some or all of their communications in physical or electronic form, or elect not to receive certain documents such as annual reports. To review your communications preferences, or sign up to receive your Shareholder and CDI Holder communications via email, please update your details at the Automic website (https://portal.automic.com.au/investor/home) with your username and password.

Providing your email address to receive Shareholder and CDI Holder communications electronically

The Company encourages all Shareholders and CDI Holders to provide an email address so we can communicate with you electronically when Shareholder and CDI Holder notices become available online, for items such as meeting documents and annual reports. By providing your email address, you will:

- support the Company by reducing the cost of mailing/postage;
- receive your investor communications faster and in a more secure way; and
- help the environment through the need for less paper.

How do I create an account with Automic?

To create an account with Automic, please go to the Automic website (https://portal.automic.com.au/investor/home), click on 'register' and follow the steps. Shareholders and CDI Holders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

If you are a Shareholder or CDI Holder and would like a physical copy of a communication, need further information about the options available to you or have questions about your holding, visit https://www.automicgroup.com.au/investor-services or contact the Automic Registry:

By post	Automic, GPO Box 5193, Sydney NSW 2001
In person	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
Telephone (within Australia)	1300 288 664
Telephone (outside Australia)	+61 2 9698 5414
By facsimile	+61 2 8583 3040
Email	hello@automicgroup.com.au
Website	https://www.automicgroup.com.au/

Agenda

Ordinary business

Financial statements and reports

As the Company is a company incorporated in the state of Delaware, United States, it is not required to meet the Corporations Act requirements to lay before the meeting the Annual Financial Report and other related reports.

The Board of the Company has, however, decided to lay before the Meeting the Company's audited financial statements, together with the Directors' Report, the Remuneration Report and the Auditor's Report for the financial year ended 30 June 2026.

Shareholders and CDI Holders may view the Company's Annual Report for the financial year ended 30 June 2026 on its website at https://www.nyrada.com/site/investors/annual-reports

This item of ordinary business is for discussion only and is not a resolution.

Shareholders and CDI Holders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.

Remuneration Report

As the Company is a company incorporated in the state of Delaware, United States, it is not required to include a resolution for the adoption of the Remuneration Report in its Notice of Meeting.

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Resolutions

Re-election of Directors

1. **Resolution 1** – Re-election of Mr. John Moore as Director

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

That Mr. John Moore, who retires in accordance with the Company's Bylaws and ASX Listing Rule 14.5 and being eligible, be re-elected as a Director of the Company, effective immediately.

2. **Resolution 2** – Re-election of Mr. Christopher Cox as Director

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

That Mr. Christopher Cox, who retires in accordance with the Company's Bylaws and ASX Listing Rule 14.5 and being eligible, be re-elected as a Director of the Company, effective immediately.

3. **Resolution 3 –** Re-election of Dr. Ian Dixon as Director

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

That Dr. Ian Dixon, who retires in accordance with the Company's Bylaws and ASX Listing Rule 14.5 and being eligible, be re-elected as a Director of the Company, effective immediately.

4. **Resolution 4** – Re-election of Mr. Marcus Frampton as Director

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

That Mr. Marcus Frampton, who retires in accordance with the Company's Bylaws and ASX Listing Rule 14.5 and being eligible, be re-elected as a Director of the Company, effective immediately.

5. **Resolution 5** – Re-election of Dr. Rüdiger Weseloh as Director

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

That Dr. Rüdiger Weseloh, who retires in accordance with the Company's Bylaws and ASX Listing Rule 14.5 and being eligible, be re-elected as a Director of the Company, effective immediately.

6. **Resolution 6** – Re-election of Mr. James Bonnar as Director

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

That Mr. James Bonnar, who retires in accordance with the Company's Bylaws and ASX Listing Rule 14.5 and being eligible, be re-elected as a Director of the Company, effective immediately.

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Voting Information for Resolutions 1-6

In accordance with the Company's Bylaws, Directors are elected by a plurality of the votes cast at the Meeting. You may vote "FOR" or "ABSTAIN" on the re-election or election of each Director (Resolutions 1-6).

The ASX has granted the Company a waiver from Listing Rule 14.2.1 to permit the Company not to provide in its proxy form an option for CDI Holders to vote against a resolution to elect a Director. The terms of the waiver are that:

(a) the Company complies with relevant US laws as to the content of the proxy forms applicable to resolutions for the election of Directors;

(b) the notice given by the Company to CDI Holders under ASX Settlement Operating Rule 13.8.9 makes it clear that holders are only able to vote for the relevant resolutions or abstain from voting, and the reasons why this is the case; and

(c) the waiver from Listing Rule 14.2.1 only applies for so long as the relevant US laws prevent the Company from allowing stockholders to vote against a resolution to elect a director.

Disclosure of Interests for Resolutions 1-6

The following disclosure of interests is advised:

Resolution 1: Mr. John Moore, as at the date of this Notice of Meeting, holds 9,491,756 CDIs and intends to provide instructions to CDN to vote in favour of this Resolution.

Resolution 2: Mr. Christopher Cox and a related party of Mr. Christopher Cox, Symphony Capital Holding LLC, as at the date of this Notice of Meeting, hold 600,000 CDIs and 1,425,000 CDIs respectively and intend to provide instructions to CDN to vote in favour of this Resolution.

Resolution 3: Related parties of Dr. Ian Dixon, Altnia Holdings Pty Ltd <I Dixon Family A/C> and Helium Management Pty Ltd <Helium S/F A/C>, as at the date of this Notice of Meeting, hold 9,321,725 CDIs and 458,974 respectively and the related parties intend to provide instructions to CDN to vote in favour of this Resolution.

Resolution 4: Mr. Marcus Frampton, as at the date of this Notice of Meeting, holds 3,211,740 CDIs and intends to provide instructions to CDN to vote in favour of this Resolution.

Resolution 5: Dr. Rüdiger Weseloh, as at the date of this Notice of Meeting, holds 1,483,332 CDIs and intends to provide instructions to CDN to vote in favour of this Resolution.

Resolution 6: Mr. James Bonnar and a related party of Mr. James Bonnar, Mrs. Suhua Bonnar, as at the date of this Notice of Meeting, hold 65,000 CDIs and 1,160,989 CDIs respectively and intend to provide instructions to CDN to vote in favour of this Resolution.

ASX Listing Rule 7.1A (Additional 10% Capacity)

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

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

That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, the issue and allotment of equity securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting is approved.

Issue of Securities

8. **Resolution 8** – Approval of Issue of Incentive Securities to Mr. John Moore, Chair and Director of the Company

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

That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the issue and allotment of 1,200,000 unlisted options under the Equity Incentive Plan to Mr. John Moore, Chair and Director of the Company, or his nominee on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting is approved.

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 8 by or on behalf of:

(a) a person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Equity Incentive Plan; or

(b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 8 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.

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Disclosure of Interests for Resolutions 8 to 13

In accordance with the Delaware General Corporation Law, the following disclosure of interests is advised, being all directors of the Company, as they are eligible to participate in the Equity Incentive Plan:

Mr. John Moore, as at the date of this Notice of Meeting, holds 9,491,756 CDIs.

Mr. Christopher Cox and a related party of Mr. Christopher Cox, Symphony Capital Holding LLC, as at the date of this Notice of Meeting, hold 600,000 CDIs and 1,425,000 CDIs respectively.

Related parties of Dr. Ian Dixon, Altnia Holdings Pty Ltd <I Dixon Family A/C> and Helium Management Pty Ltd <Helium S/F A/C>, as at the date of this Notice of Meeting, hold 9,321,725 CDIs and 458,974 respectively.

Mr. Marcus Frampton, as at the date of this Notice of Meeting, holds 3,211,740 CDIs.

Dr. Rüdiger Weseloh, as at the date of this Notice of Meeting, holds 1,483,332 CDIs.

Mr. James Bonnar and a related party of Mr. James Bonnar, Mrs. Suhua Bonnar, as at the date of this Notice of Meeting, hold 65,000 CDIs and 1,160,989 CDIs respectively.

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 the abovementioned parties or any of their Associates.

9. **Resolution 9** – Approval of Issue of Incentive Securities to Mr. Christopher Cox, Director of the Company

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

That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the issue and allotment of 600,000 unlisted options under the Equity Incentive Plan to Mr. Christopher Cox, Director of the Company, or his nominee on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting is approved.

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 9 by or on behalf of:

(a) a person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Equity Incentive Plan; or

(b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 9 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 9

Please refer to Disclosure of Interests for Resolution 8.

10. **Resolution 10** – Approval of Issue of Incentive Securities to Dr. Ian Dixon, Director of the Company

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

That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the issue and allotment of 600,000 unlisted options under the Equity Incentive Plan to Dr. Ian Dixon, Director of the Company, or his nominee on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting is approved.

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 10 by or on behalf of:

(a) a person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Equity Incentive Plan; or

(b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 10 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 10

Please refer to Disclosure of Interests for Resolution 8.

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11. **Resolution 11** – Approval of Issue of Incentive Securities to Mr. Marcus Frampton, Director of the Company

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

That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the issue and allotment of 600,000 unlisted options under the Equity Incentive Plan to Mr. Marcus Frampton, Director of the Company, or his nominee on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting is approved.

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 11 by or on behalf of:

(a) a person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Equity Incentive Plan; or

(b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 11 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 11

Please refer to Disclosure of Interests for Resolution 8.

12. **Resolution 12** – Approval of Issue of Incentive Securities to Dr. Rüdiger Weseloh, Director of the Company

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

That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the issue and allotment of 600,000 unlisted options under the Equity Incentive Plan to Dr. Rüdiger Weseloh, Director of the Company, or his nominee on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting is approved.

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Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 12 by or on behalf of:

(a) a person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Equity Incentive Plan; or

(b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 12 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 12

Please refer to Disclosure of Interests for Resolution 8.

13. **Resolution 13** – Approval of Issue of Incentive Securities to Mr James Bonnar, Director of the Company

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

That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the issue and allotment of 600,000 unlisted options under the Equity Incentive Plan to Mr James Bonnar, Director of the Company, or his nominee on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting is approved.

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 13 by or on behalf of:

(a) a person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Equity Incentive Plan; or

(b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 13 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 13

Please refer to Disclosure of Interests for Resolution 8.

Amendments to Bylaws

14. **Resolution 14** – Amendment to Bylaws for Directors Elections

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

That the third sentence of Section 1 of Article II of the Company's Bylaws be deleted and replaced with the following:

"Except as provided in Section 2 of this Article II, the Board shall be divided into three classes designated Class I, Class II and Class III. Class I directors shall initially serve until the first annual meeting of stockholders following the initial effectiveness of this Section; Class II directors shall initially serve until the second annual meeting of stockholders following the initial effectiveness of this Section; and Class III directors shall initially serve until the third annual meeting of stockholders following the initial effectiveness of this Section. Commencing with the first annual meeting of stockholders following the initial effectiveness of this Section, directors of each class shall be elected by a plurality of votes cast to hold office for the designated term of such class and until the election and qualification of their respective successors in office. The Board is authorized to assign members of the Board already in office to Class I, Class II or Class III, with such assignment becoming effective as of the initial effectiveness of this Section."

15. **Resolution 15** – Amendment to Bylaws to Increase the Equity Incentive Plan Issue Cap under Section 1100V of the Corporations Act to 10%

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

That the following is added as section 8 of Article IV of the Company's Bylaws:

*"Section 8. Equity Incentive Plan. Subject to the Listing Rules and the Corporations Act 2001 (Cth) (**Corporations Act**) and for the purposes of section 1100V(2) of the Corporations Act, the issue cap is 10%."*

Disclosure of Interests for Resolution 15

In accordance with the Delaware General Corporation Law, the following disclosure of interests is advised, being all directors of the Company, as they are eligible to participate in the Equity Incentive Plan:

Mr. John Moore, as at the date of this Notice of Meeting, holds 9,491,756 CDIs and intends

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to provide instructions to CDN to vote in favour of this Resolution.

Mr. Christopher Cox and a related party of Mr. Christopher Cox, Symphony Capital Holding LLC, as at the date of this Notice of Meeting, hold 600,000 CDIs and 1,425,000 CDIs respectively and intend to provide instructions to CDN to vote in favour of this Resolution.

Related parties of Dr. Ian Dixon, Altnia Holdings Pty Ltd <I Dixon Family A/C> and Helium Management Pty Ltd <Helium S/F A/C>, as at the date of this Notice of Meeting, hold 9,321,725 CDIs and 458,974 respectively and the related parties intend to provide instructions to CDN to vote in favour of this Resolution.

Mr. Marcus Frampton, as at the date of this Notice of Meeting, holds 3,211,740 CDIs and intends to provide instructions to CDN to vote in favour of this Resolution.

Dr. Rüdiger Weseloh, as at the date of this Notice of Meeting, holds 1,483,332 CDIs and intends to provide instructions to CDN to vote in favour of this Resolution.

Mr. James Bonnar and a related party of Mr. James Bonnar, Mrs Suhua Bonnar, as at the date of this Notice of Meeting, hold 65,000 CDIs and 1,160,989 CDIs respectively and intends to provide instructions to CDN to vote in favour of this Resolution.

BY ORDER OF THE BOARD

.....

David Franks
Company Secretary

1 October 2026

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Proxy Statement

The Board of Directors of Nyrada Inc. ABRN 625 401 818 is soliciting proxies for use at the 2026 Annual General Meeting to be held at 8:30AM AEDT on Thursday, 19 November 2026 at Automic Group offices, Level 5, 126 Phillip Street, NSW 2000 as a **physical only meeting (Meeting)**. We expect to despatch this Proxy Statement and the accompanying Notice of Meeting to Shareholders and CDI Holders on or about Thursday, 15 October 2026.

Shareholder or CDI Holder

Shareholders or CDI Holders have the right to attend, ask questions and vote at the meeting.

Shareholders will be able to vote (see the "**How do I vote my Shares of Class A Common Stock?**" section of this Notice of Meeting below) and ask questions at the meeting.

Visitors

Shareholders or CDI Holders have the right to attend, ask questions and vote at the meeting.

Should there be any visitors who wish to attend, please register your interest with Mr Dimitri Burshtein, Nyrada's Investor Relations Manager dimitri.burshtein@nyrada.com. Please note that visitors will only be able to listen to, and view, the Meeting.

Questions and Answers

What is the purpose of the Annual 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 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 to the Company and its business.

Who is entitled to vote at the Annual General Meeting?

Only those Shareholders of record or beneficial owners of Shares held in Street Name (as defined below), at 7:00pm AEDT on Wednesday 4 November 2026 (**Record Date**) will be entitled to vote at the meeting and any adjournment or postponement thereof.

As at the Record Date, unless advised otherwise, there are 258,681,540 Shares of Class A Common Stock outstanding (equivalent to 258,681,540 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, as at the date of this Notice, a total of 258,681,540 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 8 to 13, as set out above in the Notice of Meeting.

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 Annual General Meeting must be present in person or represented by proxy shall constitute a quorum for the transaction of business.

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Shares are counted as present at the Annual General Meeting if:

- the Shareholder of record on the Record Date attends the Meeting in person or virtually; 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 Annual General Meeting.

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 Annual General Meeting 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 Annual General Meeting 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?

The Company is holding the 2026 Annual General Meeting as a physical only meeting.

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

Even if you currently plan to attend the physical meeting, 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 Annual Meeting, the vote you submit at the Annual 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 Automic 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 Annual General Meeting.

At the Annual General Meeting, every holder of Class A Common Stock present themselves or by

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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	By attending the Meeting in person.	
By proxy	**Online**	Lodge the Voting Instruction Form online at https://portal.automic.com.au/investor/home 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 and CDI Holders 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 can please be lodged no later than by 8:30AM AEDT on Tuesday, 17 November 2026, noting that the timing of the Company reporting its lodged proxy results will be 4:00PM AEDT on Wednesday, 18 November 2026. 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 Annual General Meeting:

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 (not permitted for this meeting), virtually 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 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 Annual General Meeting, please use one of the following methods to lodge your CDI Voting Instruction Form.

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Online	Lodge the Voting Instruction Form online at https://portal.automic.com.au/investor/home by following the instructions: Login to the Automic website using the holding details as shown on the CDI Voting Instruction Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders and CDI Holders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the CDI Voting Instruction 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 CDI Voting Instruction 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 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.

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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 Annual General Meeting to be held at be held at 8:30AM AEDT on Thursday, 19 November 2026 at Automic Group offices, Level 5, 126 Phillip Street, NSW 2000 as a **physical only meeting (Meeting)**.

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 Annual General Meeting are set out below.

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Resolutions

Resolutions 1 - 6 – Re-election of Directors

Background

Article II, Section 1, of the Company's Bylaws provides that Directors shall be elected by a plurality of the votes cast at Annual Meetings of Shareholders, and each Director so elected shall hold office until the next Annual General Meeting and until his successor is duly elected and qualified, or until his earlier resignation or removal.

Article II, Section 2, of the Company's Bylaws provides that vacancies and newly created directorships resulting from any increase in the authorised number of Directors may be filled by vote of a majority of the Directors and the Directors so appointed shall hold office until the next annual election and until their successors are duly elected and qualified, or until their earlier resignation or removal.

ASX Listing Rule 14.4 also provides that each additional Director appointed during the year is to hold office until the next Annual General Meeting and is then eligible for election as a Director of the Company.

ASX Listing Rule 14.5 provides that an entity which has Directors must hold an election of Directors at each annual general meeting.

The ASX has granted the Company a waiver from Listing Rule 14.2.1 to permit the Company not to provide in its proxy form an option for holders of CDIs to vote against a resolution to elect a Director. You may only vote "for" or "abstain" on the re-election of each Director. If a holder votes "against" a resolution to elect a Director under the Bylaws, this will be treated as an "abstain".

Resolution 1 – Re-election of Mr. John Moore as Director

Under this Resolution, Mr. John Moore seeks re-election as a Director in accordance with Article II, Section 1 of the Company's Bylaws.

Experience and expertise

John Moore is a seasoned executive with extensive leadership experience across multiple industries. He currently serves on the boards of one private and two public companies.

In the life sciences sector, he is Chairman of Scientific Industries (SCND-OTCQB), a manufacturer of laboratory instruments, and Trialogics, a clinical trial informatics company.

Until 23 July 2026 John was a shareholder and director of Cormetech, a global leader in air pollution control solutions for power plants which was sold to Johnson Matthey for $360 million resulting in a return of over 110x in four years.

Previously, he was CEO of Acorn Energy (2006–2015), where he led the acquisition of CoaLogix for $11 million and its later sale for $101 million. He also oversaw the public listing of Comverge through Citibank and exited through a secondary offering led by Goldman Sachs at a $600 million valuation prior to its sale to Constellation Energy. Earlier, in 2002, he served as Partner and CEO of Edson Moore Healthcare Ventures, managing the $148 million acquisition of 16 drug delivery investments from Elan Pharmaceuticals.

John holds a degree from Rutgers University and brings deep strategic insight to his board roles.

Independence

Mr Moore is the Non-Executive Chairman of the Company, member of the Audit & Risk Committee and member of the Remuneration & Nomination Committee.

If re-elected the Board considers Mr Moore an independent Director.

Directors' Recommendation

The Directors (excluding Mr. Moore) recommend that Shareholders and CDI Holders vote for this Resolution.

The Chair intends to vote all undirected proxies in favour of this Resolution.

Resolution 2 – Re-election of Mr. Christopher Cox as Director

Under this Resolution, Mr. Christopher Cox seeks re-election as a Director in accordance with Article II, Section 1 of the Company's Bylaws.

Experience and expertise

Christopher Cox is a Co-Founder and has been a Managing Partner of Population Health Partners since April 2020. Additionally, Chris is a retired Partner of Cadwalader, Wickersham & Taft LLP (New York) a position he held from January 2012. He remains a Senior Attorney of the firm.

Previously the Chairman of Cadwalader's Corporate Department and a member of its Management Committee, Chris advised clients on a wide array of corporate and financial matters, including mergers and acquisitions and restructurings, spin-offs, joint ventures, IP monetisations and other complex financing transactions. From February 2016 to March 2019, Chris was seconded to The Medicines Company, a global biopharmaceutical company, where he served as Executive Vice President and Chief Corporate Development Officer and was responsible for business development and strategy. Before January 2012, Chris was a partner at Cahill Gordon & Reindel LLP in New York.

Chris also serves as the Chief Executive Officer of Symphony Capital Holdings, LLC, a private investment holding company with interests in biotechnology, network security and entertainment.

Independence

Mr Cox is a Non-Executive Director of the Company and Chair of the Remuneration & Nomination Committee.

If re-elected the Board considers Mr Cox an independent Director.

Directors' Recommendation

The Directors (excluding Mr. Cox) recommend that Shareholders and CDI Holders vote for this Resolution.

The Chair intends to vote all undirected proxies in favour of this Resolution.

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Resolution 3 – Re-election of Dr. Ian Dixon as Director

Under this Resolution, Dr. Ian Dixon seeks re-election as a Director in accordance with Article II, Section 1 of the Company's Bylaws.

Experience and expertise

Dr Dixon brings to the Board extensive entrepreneurial and technical experience in founding, building and running listed and unlisted technology-based companies.

In 2011, Dr Dixon co-founded Cynata Inc, now a subsidiary of ASX-listed Cynata Therapeutics Ltd (ASX:CYP), a stem cell and regenerative medicine company.

In 2014, Ian co-founded Cardio Therapeutics Pty Ltd and managed the PCSK9 cardiovascular discovery program until the company was acquired by Nyrada Inc in advance of the IPO of Nyrada in 2019.

In 2018, the genetic medicines company founded by Ian listed on the ASX as Exopharm Ltd (ASX: EX1), now Entropy Neurodynamics Limited (ASX: ENP) Ian was also a co-inventor of several inventions in the exosome field, including a number of granted U.S. patents.

Ian has a PhD in biomedical engineering from Monash University, an MBA from Swinburne University and professional engineering qualifications.

Independence

Dr Dixon is a Non-Executive Director of the Company, member of the Audit & Risk Committee and member of the Remuneration & Nomination Committee.

If re-elected the Board considers Dr Dixon an independent Director.

Directors' Recommendation

The Directors (excluding Dr. Dixon) recommend that Shareholders and CDI Holders vote for this Resolution.

The Chair intends to vote all undirected proxies in favour of this Resolution.

Resolution 4 – Re-election of Mr. Marcus Frampton as Director

Under this Resolution, Mr. Marcus Frampton seeks re-election as a Director in accordance with Article II, Section 1 of the Company's Bylaws.

Experience and expertise

Marcus Frampton currently serves as the Chief Investment Officer of the Alaska Permanent Fund Corporation (APFC), the US$94 billion sovereign wealth fund for the State of Alaska. Marcus manages the investment team at APFC and leads all investment decisions related to APFC's investment portfolio within the guidelines established by APFC's Board of Trustees.

Before joining the APFC in 2012, Marcus held positions ranging from Investment Banking Analyst & Associate at Lehman Brothers (2002-2005), to private equity investing at PCG Capital Partners (2005- 2010), and acted as an executive of a private equity-backed portfolio company at LPL Financial (2010-2012).

Independence

Mr Frampton is a Non-Executive Director of the Company and Chair of the Audit & Risk Committee.

If re-elected the Board considers Mr Frampton an independent Director.

Directors' Recommendation

The Directors (excluding Mr. Frampton) recommend that Shareholders and CDI Holders vote for

this Resolution.

The Chair intends to vote all undirected proxies in favour of this Resolution.

Resolution 5 – Re-election of Dr. Rüdiger Weseloh as Director

Under this Resolution, Dr. Rüdiger Weseloh seeks re-election as a Director in accordance with Article II, Section 1 of the Company's Bylaws.

Experience and expertise

Rüdiger Weseloh is an Executive Director of Business Development at EMD Serono, Inc, Rockland, MA, USA., where over a period of 20 years he has led more than 90 transactions for the healthcare division of its parent company Merck KGaA, Darmstadt, Germany. Completed deals across the drug development value chain were in the fields of Oncology, Rheumatology, Neurodegenerative diseases, and Fertility. Before joining Merck KGaA, Rüdiger spent 5 years as a Biotech/Pharma Equity Analyst, at Gontard & Metallbank AG, Frankfurt, and Sal. Oppenheim, Cologne/Frankfurt, as well as 3 years as a Postdoc at the Max-Planck-Institute for Experimental Medicine in Goettingen. Rüdiger also served 5 years on the Supervisory Board of Cytotools AG, Freiburg, Germany.

Independence

Dr Weseloh is a Non-Executive Director of the Company.

If re-elected the Board considers Dr Weseloh an independent Director.

Directors' Recommendation

The Directors (excluding Dr. Weseloh) recommend that Shareholders and CDI Holders vote for this Resolution.

The Chair intends to vote all undirected proxies in favour of this Resolution.

Resolution 6 – Re-election of Mr. James Bonnar as Director

Under this Resolution, Mr. James Bonnar seeks re-election as a Director in accordance with Article II, Section 1 of the Company's Bylaws.

Experience and expertise

James Bonnar joined Nyrada Inc. in February 2018 and brings over 20 years of global experience in the Life Sciences industry, including pre-clinical research, operations management, CMC (Chemistry, Manufacturing and Controls), Regulatory Affairs, and Quality Assurance.

Before joining Nyrada, James was at Neuren Pharmaceuticals for eleven years. During this period, he was the Director, CMC and Regulatory Affairs and then Director, Clinical Operations where he oversaw clinical development for drugs in the areas of traumatic brain injury and neurodevelopmental disorders.

Prior to that he worked in diabetes research, GMP manufacturing, and drug formulation development.

James brings an experienced scientific focus to Nyrada, having led teams from early-stage development through to end of Phase II.

Independence

Mr Bonnar is an Executive Director of the Company.

If elected the Board considers Mr Bonnar a non-independent Director.

Directors' Recommendation

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The Directors (excluding Mr. Bonnar) recommend that Shareholders and CDI Holders vote for this Resolution.

The Chair intends to vote all undirected proxies in favour of this Resolution.

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

Background

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.

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to add an additional 10% capacity.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation less than the amount prescribed by ASX (currently $300 million).

As of close of trading on 30 September 2026, the Company has a market capitalisation of approximately $129.341 million and therefore is an eligible entity. If at the time of the Meeting the Company is no longer an eligible entity this Resolution will be withdrawn.

This Resolution seeks Shareholder approval by way of a special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue equity securities without Shareholder approval.

If this Resolution is passed, the Company will be able to issue equity securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If this Resolution is not passed, the Company will not be able to access the additional 10% capacity to issue equity securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without Shareholder approval set out in Listing Rule 7.1.

The capital structure of the Company as at 30 September 2026 is as follows:

Security Class (Listed)	**Number on issue**
Listed CHESS Depositary Interests (CDIs), which also has the equivalent number of unlisted Class A Common Stock	258,681,540
Security Class (Unlisted)	**Number on issue**
Option Expiring Various Dates Ex Various Prices	45,136,707

Information Required by ASX Listing Rule 7.3A

The following information is provided to Shareholder for the purposes of Listing Rule 7.3A.

Period for which the approval will be valid

An approval under this Listing Rule 7.1A commences on the date of the annual general meeting at which the approval is obtained and expires on the first to occur of the following:

(a) the date which is 12 months after the date of the annual general meeting at which the approval is obtained;

(b) the time and date of the entity's next annual general meeting; and

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(c) the time and date on which Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

Minimum price at which the equity securities may be issued under Listing Rule 7.1A

Any equity securities issued under Listing Rule 7.1A.2 must be an existing quoted class of the Company's equity securities and issued for cash consideration.

The issue price per equity security must not be less than 75% of the volume weighted average market price of the equity securities in that class, calculated over 15 trading days on which trades in that class were recorded immediately before:

(a) the date on which the price at the equity securities are to be issued is agreed by the Company and the recipient of the equity securities; and

(b) if the equity securities are not issued within 10 trading days of the date in paragraph (a), the date on which the equity securities are issued.

Purposes for which the funds raised by an issue of equity securities under Listing Rule 7.1A may be used

As noted above, any equity securities issued under Listing Rule 7.1A.2 must be issued for cash consideration. Accordingly, every issue of equity securities under Listing Rule 7.1A.2 will have an accompanying proposed use of funds at the time of issue.

As at the date of this Notice, the Company has not formed an intention to offer any equity securities under Listing Rule 7.1A during the Listing Rule 7.1A mandate period, if Shareholders approve this Resolution. However, if Shareholders approved this Resolution and the Company did raise funds from the issue of equity securities under Listing Rule 7.1A, based on the Company's existing plans, the Company considers that the funds may be used for the following purposes:

(a) to further develop the Company's business or businesses acquired subsequently where permitted without requiring shareholder approval for the acquisition under Chapter 11 of the ASX Listing Rules;

(b) to fund and develop any of its existing products and newly discovered products or products acquired subsequently where permitted without requiring shareholder approval for the acquisition under Chapter 11 of the ASX Listing Rules;

(c) to acquire assets including acquisition (full or part) of asset purchases or equity holdings, either in current part owned holdings or new acquisitions which are permitted under the ASX Listing Rules without requiring shareholder approval under Chapter 11 of the ASX Listing Rules; and

(d) for general corporate purposes, including working capital requirements and costs of raisings.

Risk of economic and voting dilution to existing ordinary Securityholders

If this Resolution is approved, and the Company issues equity securities under Listing Rule 7.1A, the existing Shareholders' economic and voting power in the Company will be diluted.

There is a risk that:

(a) the market price for the Company's equity securities in that class may be significantly lower on the issue date than on the date of the approval under Listing Rule 7.1A; and

(b) the equity securities may be issued at a price that is at a discount (as described above) to the market price for the Company's equity securities on the issue date;

which may have an effect on the amount of funds raised by the issue of equity securities under Listing Rule 7.1A.

The table below shows the potential dilution of existing Securityholders on the basis of 3 different assumed issue prices and values for the variable "A" in the formula in rule 7.1A.2:

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[Variable "A" ASX Listing Rule 7.1A.2		Potential Dilution and Funds Raised		
		$0.25 50% decrease in issue price	**$0.50 issue prices[b]**	**$1.00 100% increase in issue price**
"A" is the number of shares on issue, being 258,681,540 CDIs[a]	**10% voting dilution[c]**	25,868,154	25,868,154	25,868,154
	Funds raised	$6,467,039	$12,934,077	$25,868,154
"A" is a 50% increase in shares on issue, being 388,022,310 CDIs	**10% voting dilution[c]**	38,802,231	38,802,231	38,802,231
	Funds raised	$9,700,558	$19,401,116	$38,802,231
"A" is a 100% increase in shares on issue, being 517,363,080 CDIs	**10% voting dilution[c]**	51,736,308	51,736,308	51,736,308
	Funds raised	$12,934,077	$25,868,154	$51,736,308

Notes:

(a) Based on the total number of fully paid ordinary CDIs on issue as at 30 September 2026.

(b) Based on the closing price of the Company's CDIs on ASX as at 30 September 2026.

(c) The table assumes that the Company issues the maximum number of CDIs available to be issued under Listing Rule 7.1A.

(d) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of issues of equity securities under Listing Rule 7.1A based on that Shareholder's holding at the date of this Explanatory Statement.

(e) The table shows the effect of an issue of equity securities under Listing Rule 7.1A only, not under the Company's 15% placement capacity under Listing Rule 7.1.

Allocation policy for issues under Listing Rule 7.1A

The Company's allocation policy and the identity of the allottees of equity securities under Listing Rule 7.1A will depend on a number of factors, including:

(a) the Company's intentions in relation to the possible issue of equity securities (for cash consideration) during the Listing Rule 7.1A mandate period;

(b) the structure and timeframe of the capital raising opportunities available to the Company and any alternative methods for raising funds that are available to the Company (such as a pro rata offer or an offer under a share purchase plan);

(c) the potential effect on the control of the Company;

(d) the Company's financial position and the likely future capital requirements; and

(e) advice from the Company's corporate or financial advisors.

Based on the Company's historical cashflow reports and capital raising activities in the past 12 months, the Company considers that it may raise funds during the Listing Rule 7.1A mandate period, although this cannot be guaranteed.

The Company announced on 21 September 2026 a capital raising program, including successfully raising $12.0m through a placement. Of this placement, $6.875m was issued to non-related sophisticated and professional investors under Listing Rule 7.1A (**Capital Raising Announcement**). This placement is disclosed in the information in the section below ("Issue or agreement to issue equity securities under Listing Rule 7.1A in the 12 months prior to AGM").

As of the date of this Notice, the Company has no specific intention to issue equity securities, other than the remaining securities under the Capital Raising Announcement (of which none will be issued under Listing Rule 7.1A), in relation to any parties, investors or existing Securityholders have

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been formed. In addition, no intentions have been formed in relation to the possible number of issues, or the time frame in which the issues could be made. Accordingly, no votes will be disregarded under LR 7.3A.7. Subject to the requirements of the Listing Rules and the Corporations Act, the Board of Directors reserve the right to determine at the time of any issue of equity securities under Listing Rule 7.1A, the allocation policy that the Company will adopt for that issue.

If and when the determination is made to proceed with an issue of equity securities during the Listing Rule 7.1A mandate period, details regarding the allottees and purposes of issue will be disclosed pursuant to the Company's obligations under Listing Rules 3.10.3 and 7.1A.4.

Offers made under Listing Rule 7.1A may be made to parties (excluding any related parties) including professional and sophisticated investors, existing Shareholders or CDI Holders of the Company, clients of Australian Financial Service Licence holders and/or their nominees, or any other person to whom the Company is able to make an offer of equity securities.

Issue or agreement to issue equity securities under Listing Rule 7.1A in the 12 months prior to AGM

The Company has issued or agreed to issue equity securities under Listing Rule 7.1A.2 in the 12 months preceding the AGM. Details of these issues or agreements to issue are set out in the table below:

Number/Class of equity securities issued	**Terms of the securities issued**	**Price and discount to closing market price on the date of issue (if any) or date prior to the date of agreement to issue**	**Consideration details**	**Allottees of the Securities**
Issued on 25 September 2026, with agreement to issue on 20 September 2026				
11,088,710 CDIs	Issue of CDIs to institutional and other sophisticated investors under a placement announced by the Company on 21 September 2026. The placement was completed by utilising existing capacity under ASX Listing Rule 7.1A. The CDIs were fully paid on issue and ranked equally in all aspects with all existing CDIs previously issued by the Company.	Issue price of $0.62 per CDI. The CDIs were issued at: • a discount on the closing price of CDIs on the date of agreement to issue, being $0.73, of 15.1%; and • a premium on the closing price of CDIs on the date of issue, being $0.52, of 19.2%.	Cash consideration of $6.875m. The Funds raised were used for: • Complete its Phase IIa clinical trial of Xolatryp in cardiac ischemia reperfusion injury; • Undertake a Phase Ib clinical trial to assess Xolatryp as a combined anti-cancer and cardioprotection oncology drug to position for a Phase IIa clinical trial; • Undertake a prerequisite stroke preclinical model to position Xolatryp for a	Institutional and other sophisticated investors, being clients of Bell Potter Securities Limited who acted as the sole Lead Manager and bookrunner and through a 'book-building' process.

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			Phase IIa clinical trial; • Development of commercial dose form of Xolatryp and an orally dosed TRPC channel inhibitor; and • Corporate, working capital, and raise costs. As at the date of this Notice, no funds raised under LR 7.1A have been spent.	

Total equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months prior to AGM ("A")	11,088,710 CDIs
Percentage that "A" represents based on the total number of equity securities on issue at the commencement of that 12-month period (fully diluted)	3.84%

This Resolution is a Special Resolution. For a Special Resolution to be passed, at least 75% of the votes validly cast on the resolution by Shareholders (by number of ordinary shares) must be in favour of this Resolution.

Directors' Recommendation

The Board of Directors recommend that Shareholders vote for this Resolution.

The Chair intends to vote all undirected proxies in favour of this Resolution.

Resolutions 8 - 13 – Approval of Issue of Incentive Securities to Directors of the Company

Background

Resolutions 8 to 13 seek Shareholder approval to issue and allot a total of 4,200,000 Options (**Incentive Securities**) on the following basis:

(a) 1,200,000 Incentive Securities to John Moore or his nominee (approval for which is being sought under Resolution 8);

(b) 600,000 Incentive Securities to Christopher Cox or his nominee (approval for which is being sought under Resolution 9);

(c) 600,000 Incentive Securities to Ian Dixon or his nominee (approval for which is being sought under Resolution 10);

(d) 600,000 Incentive Securities to Marcus Frampton or his nominee (approval for which is being sought under Resolution 11);

(e) 600,000 Incentive Securities to Ruediger Weseloh or his nominee (approval for which is being sought under Resolution 12); and

(f) 600,000 Incentive Securities to James Bonnar or his nominee (approval for which is being sought under Resolution 13).

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A summary of the material terms of the Incentive Securities are as follows:

Director	Incentive Securities	Material Terms
John Moore (**Resolution 8**)	1,200,000 Options	The exercise price of the Incentive Securities is the price equal to the 10-day VWAP of the Company's CDIs prior to the date of grant of the Incentive Securities. The Incentive Securities will vest on the third anniversary of the date of grant, provided that vesting will cease upon termination of the Director's Service (as defined in the Equity Incentive Plan). The exercise period of the Incentive Securities is 3 years from the date on which the relevant Incentive Securities vest.
Christopher Cox (**Resolution 9**)	600,000 Options	The exercise price of the Incentive Securities is the price equal to the 10-day VWAP of the Company's CDIs prior to the date of grant of the Incentive Securities. The Incentive Securities will vest on the third anniversary of the date of grant, provided that vesting will cease upon termination of the Director's Service (as defined in the Equity Incentive Plan). The exercise period of the Incentive Securities is 3 years from the date on which the relevant Incentive Securities vest.
Ian Dixon (**Resolution 10**)	600,000 Options	The exercise price of the Incentive Securities is the price equal to the 10-day VWAP of the Company's CDIs prior to the first anniversary of the date of grant of the Incentive Securities. The Incentive Securities will vest on the third anniversary of the date of grant, provided that vesting will cease upon termination of the Director's Service (as defined in the Equity Incentive Plan). The exercise period of the Incentive Securities is 3 years from the date on which the relevant Incentive Securities vest.
Marcus Frampton (**Resolution 11**)	600,000 Options	The exercise price of the Incentive Securities is the price equal to the 10-day VWAP of the Company's CDIs prior to the date of grant of the Incentive Securities. The Incentive Securities will vest on the third anniversary of the date of grant, provided that vesting will cease upon termination of the Director's Service (as defined in the Equity Incentive Plan). The exercise period of the Incentive Securities is 3 years from the date on which the relevant Incentive Securities vest.
Ruediger Weseloh (**Resolution 12**)	600,000 Options	The exercise price of the Incentive Securities is the price equal to the 10-day VWAP of the Company's CDIs prior to the date of grant of the Incentive Securities. The Incentive Securities will vest on the third anniversary of the date of grant, provided that vesting will cease upon termination of the Director's Service (as defined in the Equity Incentive Plan). The exercise period of the Incentive Securities is 3 years from the date on which the relevant Incentive Securities vest.
James Bonnar (**Resolution 13**)	600,000 Options	The exercise price of the Incentive Securities is the price equal to the 10-day VWAP of the Company's CDIs prior to the date of grant of the Incentive Securities. The Incentive Securities will vest on the third anniversary of the date of grant, provided that vesting will cease upon termination of the Director's Service (as defined in the Equity Incentive Plan). The exercise period of the Incentive Securities is 3 years from the date on which the relevant Incentive Securities vest.

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ASX Listing Rule 10.14

ASX Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire securities under an employee incentive scheme unless it obtains the approval of its shareholders:

(a) a director of the company;

(b) an associate of a director of the company; or

(c) a person whose relationship with the company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders.

As each of the allottees under Resolutions 8 to 13 are Directors, the proposed issue of Incentive Securities under Resolutions 8 to 13 constitutes the acquisition of securities under an employee incentive scheme for the purposes of Listing Rule 10.14 and therefore requires the approval of the Company's Shareholders under Listing Rule 10.14.

To this end, Resolutions 8 to 13 seek the required Shareholder approval to issue the Incentive Securities to the Directors under Resolutions 8 to 13 under and for the purposes of Listing Rule 10.14.

If approval is obtained under Listing Rule 10.14, in accordance with Listing Rule 10.12 (exception 8), separate approval is not required under Listing Rule 10.11 or Listing Rule 7.1.

If one or more of Resolutions 8 to 13 are passed, the Company will be able to proceed with one or more of the proposed issue of Incentive Securities to the Directors as outlined in this Notice of Meeting.

If one or more of Resolutions 8 to 13 are not passed, the Company may need to discuss and negotiate the remuneration packages of the relevant Directors in order to reflect the intent of their Director Services Agreements.

Information Required by ASX Listing Rule 10.15

The following information is provided for the purposes of ASX Listing Rule 10.15:

(a) The allottees are:

  (i) John Moore or his nominee (Resolution 8);

  (ii) Christopher Cox or his nominee (Resolution 9);

  (iii) Ian Dixon or his nominee (Resolution 10);

  (iv) Marcus Frampton or his nominee (Resolution 11);

  (v) Ruediger Weseloh or his nominee (Resolution 12); and

  (vi) James Bonnar or his nominee (Resolution 13).

(b) Each of the recipients under Resolutions 8 to 13 are Directors of the Company (or their associates) and fall within the category referred to in Listing Rule 10.14.1.

(c) The number of Incentive Securities to be issued is:

  (i) 1,200,000 Incentive Securities to John Moore or his nominee (Resolution 8);

  (ii) 600,000 Incentive Securities to Christopher Cox or his nominee (Resolution 9);

  (iii) 600,000 Incentive Securities to Ian Dixon or his nominee (Resolution 10);

  (iv) 600,000 Incentive Securities to Marcus Frampton or his nominee (Resolution 11);

  (v) 600,000 Incentive Securities to Ruediger Weseloh or his nominee (Resolution 12); and

  (vi) 600,000 Incentive Securities to James Bonnar or his nominee (Resolution 13).

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(d) The current total remuneration package received by each Director is:

(i) Resolution 8: John Moore received in FY26 $189,162 (including superannuation) and share based payments of $710,007, with ongoing remuneration of US$130,000 per fiscal year for non-executive Board fees (which includes his additional fees for being a member of the Audit & Risk Committee and the Remuneration & Nomination Committee);

(ii) Resolution 9: Christopher Cox received in FY26 $79,907 (including superannuation) and share based payments of $355,004, with ongoing remuneration of US$55,000 per fiscal year for non-executive Board fees per fiscal year (which includes his additional fee for being a member of the Remuneration & Nomination Committee);

(iii) Resolution 10: Ian Dixon received in FY26 $89,558 (including superannuation) and share based payments of $170,838, with ongoing remuneration of US$60,000 per fiscal year for non-executive Board fees per fiscal year (which includes his additional fees for being a member of the Audit & Risk Committee and the Remuneration & Nomination Committee);

(iv) Resolution 11: Marcus Frampton received in FY26 $79,907 (including superannuation) and share based payments of $355,004, with ongoing remuneration of US$55,000 per fiscal year for non-executive Board fees per fiscal year (which includes his additional fee for being a member of the Audit & Risk Committee);

(v) Resolution 12: Ruediger Weseloh received in FY26 $72,769 (including superannuation) and share based payments of $355,004, with ongoing remuneration of US$50,000 per fiscal year for non-executive Board fees per fiscal year.

(vi) Resolution 13: James Bonnar received in $396,660 (including superannuation) and share based payments of $289,715, with ongoing remuneration of $383,574 (including superannuation) per fiscal year under his Executive Services Agreement per fiscal year.

The proposed Incentive Securities also form part of the Directors' incentive arrangements and remuneration packages.

(e) Since the Company's previous incentive plan received Shareholder approval under Listing Rule 7.2 (exception 13(b)) on 21 August 2025, the Company issued Options under the Equity Incentive Plan to the Directors as follows:

(i) 3,600,000 Options to John Moore (as approved by Shareholders at the 2025 AGM);

(ii) 1,800,000 Options to Christopher Cox (as approved by Shareholders at the 2025 AGM);

(iii) 1,200,000 Options to Ian Dixon (as approved by Shareholders at the 2025 AGM);

(iv) 1,800,000 Options to Marcus Frampton (as approved by Shareholders at the 2025 AGM); and

(v) 1,800,000 Options to Ruediger Weseloh (as approved by Shareholders at the 2025 AGM).

Nil cash consideration was paid for these Securities.

(f) The material terms of the Incentive Securities are summarised in the Explanatory Statement and Annexure A. The Incentive Securities are being used as a part of the fees payable to the relevant Director for the services provided to the Company, and to remunerate or incentivise the relevant Director. The Incentive Securities are valued in total at $1,712,796, or by individual as follows:

(i) John Moore: $489,371;

(ii) Christopher Cox: $244,685;

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(iii) Ian Dixon: $244,685;

(iv) Marcus Frampton: $244,685;

(v) Ruediger Weseloh: $244,685; and

(vi) James Bonnar: $244,685.

The valuation has been undertaken internally by the Company, the assumptions of which are set out in Annexure B. The Company has used the Black Scholes methodology to value the Options.

(g) The Incentive Securities will be issued within 12 months from the date of this Meeting, if approved by Shareholders.

(h) The Incentive Securities are being issued for nil cash consideration pursuant to the terms of the Directors Services Agreement and the Equity Incentive Plan.

(i) Details of any securities issued under the Equity Incentive Plan will be published in each annual report of the Company relating to a period which securities have been issued, and that approval for the issue of securities was obtained under ASX Listing Rule 10.14. Any additional persons who become entitled to participate in the Equity Incentive Plan after the resolution was approved and who were not named in the notice of meeting will not participate until approval is obtained under ASX Listing Rule 10.14.

(j) A voting exclusion statement for each of Resolutions 8 to 13 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 14 – Amendment to Bylaws in relation to Director Elections

Background

The third sentence of Section 1 of Article II of the Company's Bylaws reads as follows

> "*Except as provided in Section 2 of this Article II, directors shall be elected by a plurality of the votes cast at Annual Meetings of Stockholders, and each director so elected shall hold office until the next Annual Meeting and until his successor is duly elected and qualified, or until his earlier resignation or removal.*"

The Board has determined it to be in the best interests of the Company to amend the above sentence in the Company's Bylaws to create a staggered Board with one class of directors being subject to election every third year.

Directors' Recommendation

The Board of Directors recommend that Shareholders vote for this Resolution.

The Chair intends to vote all undirected proxies in favour of this Resolution.

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Resolution 15 – Amendment to Bylaws to Increase the Equity Incentive Plan Issue Cap under Section 1100V of the Corporations Act to 10%

Background

The Equity Incentive Plan provides for the grant of incentive stock options to employees of the Company, and for the grant of non-statutory stock options, stock appreciation rights, restricted stock and restricted stock units to the employees and consultants of the Company and members of the Board. A summary of the key terms of the Equity Incentive Plan is set out in Annexure A, and a copy of the Equity Incentive Plan is available at: https://www.nyrada.com/site/About-Us/corporate-governance.

The Equity Incentive Plan was adopted by the Board on 21 August 2025 in replacement of the Company's previous incentive plan.

The Treasury Laws Amendment (Cost of Living Support and Other Measures) Act 2022 introduced Division 1A of Part 7.12 of the Corporations Act, which took effect from 1 October 2022. Division 1A provides regulatory relief from certain disclosure, licensing, advertising, anti-hawking and on-sale requirements that may otherwise apply to offers made under an employee share scheme.

One of the key changes introduced by Division 1A is that the default issue cap applicable to listed companies may be increased if a higher percentage is specified in the company's constitution or equivalent constituent documents. Under section 1100V of the Corporations Act, the maximum number of employee share scheme interests that may be issued over a rolling three-year period is 5% of a listed company's issued capital unless a higher percentage is specified in the company's constitution or equivalent constituent documents. The ability to specify a higher issue cap provides listed companies with greater flexibility (relative to the previous class order regime) to incentivise and reward employees, directors and other eligible participants through equity-based incentive arrangements.

If approved, the proposed amendments to the Company's Bylaws would mean that, for the purposes of section 1100V of the Corporations Act, the issue cap applicable to the Company will be increased from 5% to 10% of the Company's issued capital. The Board considers that the increased cap will provide the Company with additional flexibility to make future grants under the Equity Incentive Plan and any other employee incentive arrangements that may be adopted by the Company from time to time. The Directors believe that this amendment is not material and will not have any significant adverse impact on Shareholders and CDI Holders.

Directors' Recommendation

The Board of Directors recommend that Shareholders vote for this Resolution.

The Chair intends to vote all undirected proxies in favour of this Resolution.

Enquiries

Shareholders and CDI Holders are asked to contact the Company Secretary, Mr David Franks, on +612 8072 1400 if they have any queries in respect of the matters set out in these documents.

Glossary

AEDT means Australian Eastern Daylight Time as observed in Sydney, New South Wales.

AGM Time means 8:30AM AEDT on Thursday, 19 November 2026 or Wednesday, 18 November 2026 at 4:30PM EST (USA).

Annual Financial Report means the 2026 Annual Report for the period ended 30 June 2026 as lodged by the Company with ASX on 18 August 2026.

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

ASIC means Australian Securities and Investment Commission.

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.

Auditor's Report means the auditor's report of William Buck Audit (Vic) Pty Ltd dated 18 August 2026 as included in the Annual Financial Report.

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.

CDI means a CHESS Depositary Interest over a Share.

CDI Holder means holder of a CDI.

Chair means the person chairing the Meeting.

Company or **Nyrada** means Nyrada Inc. ARBN 625 401 818.

Corporations Act means the *Corporations Act 2001* (Cth) as amended or replaced from time to time.

Director means a director of the Company from time to time.

Directors' Report means the report of Directors as included in the Annual Financial Report.

Dollar or "**$**" means Australian dollars.

Equity Incentive Plan means the Company's 2025 Equity Incentive Plan, a summary of which is set out in Annexure A.

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

Incentive Securities has the meaning given to that term on page 29.

Notice of Meeting or **Notice of Annual General Meeting** means this notice of annual general meeting dated 1 October 2026 including the Explanatory Statement.

Option means an option which, subject to its terms, could be exercised into a Share or a CDI.

Ordinary Resolution means a resolution that can only be passed if more than 50% of the total votes cast by Shareholders present and entitled to vote on the resolution are voted in its favour

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at the meeting.

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

Record Date means 7:00pm AEDT on Wednesday 4 November 2026.

Remuneration Report means the remuneration report as set out in the Annual Financial Report.

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.

Special Resolution means a resolution that can only be passed if at least 75% of the total votes cast by Shareholders present and entitled to vote on the resolution are voted in its favour at the meeting.

VWAP means volume-weighted average price.

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Annexure A – Material Terms of Equity Incentive Plan (Resolutions 8 - 13)

The Company's 2025 Equity Incentive Plan provides for the grant of stock options, stock appreciation rights, restricted stock, restricted stock units, stock bonus awards and/or performance awards (individually, an **Award** and collectively, the **Awards**) to one or more of the Company's existing or prospective employees, Directors or consultants, or their affiliates (**Eligible Persons**). Each grant of an Award shall be evidenced by an Award agreement (**Award Agreement**).

The maximum aggregate number of Shares that have been reserved for issuance under the Equity Incentive Plan is 80,000,000.

The Equity Incentive Plan is effective as of the date it is approved by the Board (**Effective Date**) and will expire on the tenth anniversary of the Effective Date, provided that such expiration will not affect any outstanding Awards.

The Incentive Plan will be administered by a committee of at least two people as the Board may appoint to administer the Equity Incentive Plan or, if no such committee has been appointed by the Board, the Board (**Committee**). Subject to the Equity Incentive Plan, applicable laws and the ASX Listing Rules, the Committee shall have the power to, amongst other things:

(a) designate participants;
(b) determine the type, form and terms and conditions of an Award to be granted to participants;
(c) establish, amend, suspend or waive any rules and regulations as the Committee shall deem appropriate to properly administer the Equity Incentive Plan; and
(d) accelerate the vesting or exercisability of payment for or lapse of restrictions on an Award.

Participation in the Equity Incentive Plan is limited to Eligible Persons, who have entered into an Award Agreement or who have been notified that they have been selected to participate (each, a **Participant**).

Whilst the Company is admitted to the official list of ASX, Awards are not transferable in any manner or in any situation until the performance goals set for the Awards are achieved and the Awards are converted into Shares.

Whilst the Company is admitted to the official list of ASX, if at any time the issued capital of the Company is reconstructed, all rights of a Participant are to be changed in a manner consistent with the ASX Listing Rules at the time of the reconstruction.

If:

(a) a person who does not control the Company at the time the applicable Awards are issued achieves control of more than 50% of the Shares or such similar corporate transaction or event; and
(b) an adjustment is determined by the Committee in its sole discretion to be necessary or appropriate,

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then the Committee shall make any such adjustments in such manner as it may deem equitable, including without limitation accelerating the exercisability or vesting of, lapse of restrictions on, or termination of, Awards or providing for a period of time for exercise prior to the occurrence of such event.

The Board may amend, alter, suspend, discontinue or terminate any part or all of the Equity Incentive Plan, provided that any such amendment, alteration, suspension, discontinuance or termination that would materially and adversely affect the rights of any Participant requires the consent of the affected Participant.

For so long as the Company is admitted to the official list of ASX, if any provision of the Equity Incentive Plan is or becomes inconsistent with the ASX Listing Rules, the Equity Incentive Plan is deemed not to contain that provision to the extent of the inconsistency.

The Equity Incentive Plan is be governed by and construed in accordance with the internal laws of the State of Delaware applicable to contracts made and performed within the State of Delaware, without giving effect to the conflict of laws provisions thereof.

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Annexure B – Option Valuation Assumptions (Resolutions 8 - 13)

The valuation has been completed internally by the Company, based on the following assumptions:

(a) Black Scholes methodology used to value the Options;
(b) Risk free rate of 4.35%;
(c) Volatility 106.6%;
(d) Dividend yield of 0.00%;
(e) Deemed exercise price of $0.545;
(f) Deemed share price at date of issue of $0.495, being closing share price on 24 September 2026; and
(g) Exercise period of 3 years after vesting for all tranches, with vesting conditions being:

Director	Incentive Securities	Material Terms
John Moore (**Resolution 8**)	1,200,000 Options	The Incentive Securities will vest on the third anniversary of the date of grant, provided that vesting will cease upon termination of the Director's Service (as defined in the Equity Incentive Plan).
Christopher Cox (**Resolution 9**)	600,000 Options	The Incentive Securities will vest on the third anniversary of the date of grant, provided that vesting will cease upon termination of the Director's Service (as defined in the Equity Incentive Plan).
Ian Dixon (**Resolution 10**)	600,000 Options	The Incentive Securities will vest on the third anniversary of the date of grant, provided that vesting will cease upon termination of the Director's Service (as defined in the Equity Incentive Plan).
Marcus Frampton (**Resolution 11**)	600,000 Options	The Incentive Securities will vest on the third anniversary of the date of grant, provided that vesting will cease upon termination of the Director's Service (as defined in the Equity Incentive Plan).
Ruediger Weseloh (**Resolution 12**)	600,000 Options	The Incentive Securities will vest on the third anniversary of the date of grant, provided that vesting will cease upon termination of the Director's Service (as defined in the Equity Incentive Plan).
James Bonnar (**Resolution 13**)	600,000 Options	The Incentive Securities will vest on the third anniversary of the date of grant, provided that vesting will cease upon termination of the Director's Service (as defined in the Equity Incentive Plan).

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Voting Instruction Form

If you are attending the Meeting in person, please bring this with you for 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 **8:30AM (AEDT) on Tuesday, 17 November 2026** 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://portal.automic.com.au/investor/home
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)

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STEP 1 – How to vote

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

CHESS Depositary Nominees Pty Ltd will vote as directed.

Voting Instructions to CHESS Depositary Nominees Pty Ltd
I/We being a holder of CHESS Depositary Interests of Nyrada Inc. hereby direct CHESS Depositary Nominees Pty Ltd to vote the shares underlying my/our holding at the Annual General Meeting of Nyrada Inc to be held Physically and at **8:30AM (AEDT) on Thursday, 19 November 2026 [or Wednesday, 18 November 2026 at 4:30PM EST (USA)] at Automic Group, Level 5, 126 Phillip Street, Sydney NSW 2000** and at any adjournment or postponement of that meeting.

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

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote. Unless indicated otherwise by ticking the "for"," against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

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STEP 2 – Your voting direction

Resolutions	For	Against	Abstain	Resolutions	For	Against	Abstain
1. Re-election of Mr. John Moore as Director	☐		☐	9. Approval of Issue of Incentive Securities to Mr. Christopher Cox, Director of the Company	☐	☐	☐
2. Re-election of Mr. Christopher Cox as Director	☐		☐	10. Approval of Issue of Incentive Securities to Dr. Ian Dixon, Director of the Company	☐	☐	☐
3. Re-election of Dr. Ian Dixon as Director	☐		☐	11. Approval of Issue of Incentive Securities to Mr. Marcus Frampton, Director of the Company	☐	☐	☐
4. Re-election of Mr. Marcus Frampton as Director	☐		☐	12. Approval of Issue of Incentive Securities to Dr. Rüdiger Weseloh, Director of the Company	☐	☐	☐
5. Re-election of Dr. Rüdiger Weseloh as Director	☐		☐	13. Approval of Issue of Incentive Securities to Mr James Bonnar, Director of the Company	☐	☐	☐
6. Election of Mr. James Bonnar as Director	☐		☐	14. Amendment to Bylaws for Directors Elections	☐	☐	☐
7. ASX Listing Rule 7.1A Approval of Future Issue of Securities	☐	☐	☐	15. Amendment to Bylaws to Increase the Equity Incentive Plan Issue Cap under Section 1100V of the Corporations Act to 10%	☐	☐	☐
8. Approval of Issue of Incentive Securities to Mr. John Moore, Chair and Director of the Company	☐	☐	☐				

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

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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).

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