



**Emyria Limited  
ACN 625 085 734**

## **Notice of General Meeting**

**Time and date:** Wednesday, 21 August 2024 at 2.00pm (AWST)

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

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

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

**Shareholders are urged to vote by lodging the Proxy Form**

**Emyria Limited**  
**ACN 625 085 734**  
**(Company)**

## **Notice of General Meeting**

Notice is hereby given that a general meeting of Shareholders of Emyria Limited will be held at the offices of Stantons International, Level 2, 40 Kings Park Road, West Perth, WA, Australia at 2.00pm (AWST) on Wednesday, 21 August 2024 (AWST) (**Meeting**).

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

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on Monday, 19 August 2024 at 5.00pm (AWST).

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

### **Agenda**

#### **1 Resolutions**

##### **Resolution 1 – Ratification of issue of Placement Shares**

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

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

- (a) 2,937,061 Placement Shares issued under Listing Rule 7.1; and
- (b) 36,662,939 Placement Shares issued under Listing Rule 7.1A,

*on the terms and conditions in the Explanatory Memorandum.’*

##### **Resolution 2 – Ratification of issue of Placement Options**

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

*‘That, pursuant to and in accordance with Listing Rule 7.4, and for all other purposes, Shareholders ratify the issue of 19,800,000 Placement Options under Listing Rule 7.1, on the terms and conditions in the Explanatory Memorandum.’*

### **Resolution 3 – Approval of issue of Director Placement Securities**

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

*‘That, pursuant to and in accordance with Listing Rule 10.11, section 195(4) of the Corporations Act and for all other purposes, Shareholders approve the issue of 9,600,000 Director Placement Securities to the Directors (and/or their respective nominees) as follows:*

- (a) *up to 6,000,000 Director Placement Shares and 3,000,000 Director Placement Options to Greg Hutchinson; and*
- (b) *up to 400,000 Director Placement Shares and 200,000 Director Placement Options to Michael Winlo,*

*on the terms and conditions in the Explanatory Memorandum.’*

### **Resolution 4 – Ratification of issue of Lead Manager Shares**

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

*‘That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 2,760,000 Shares issued under Listing Rule 7.1 to Sixty Two Capital Pty Ltd (or its respective nominee) as follows on the terms and conditions in the Explanatory Memorandum.’*

### **Resolution 5 – Ratification of issue of Lead Manager Options**

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

*‘That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 3,380,000 Options issued under Listing Rule 7.1 to Sixty Two Capital Pty Ltd (or its respective nominees) as follows on the terms and conditions in the Explanatory Memorandum.’*

### **Voting exclusions**

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

- (a) **Resolution 1(a):** by or on behalf of a person who participated in the issue of the Placement Shares issued under Listing Rule 7.1, or any of their respective associates.
- (b) **Resolution 1(b):** by or on behalf of a person who participated in the issue of the Placement Shares issued under Listing Rule 7.1A, or any of their respective associates.
- (c) **Resolution 2:** by or on behalf of a person who participated in the issue of the Placement Options, or any of their respective associates.
- (d) **Resolution 3(a):** by or on behalf of Greg Hutchinson (or his nominees), and any other person who will obtain a material benefit as a result of the issue of these Director Placement

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

- (e) **Resolution 3(b):** by or on behalf of Michael Winlo (or his nominees), and any other person who will obtain a material benefit as a result of the issue of these Director Placement Securities (except a benefit solely by reason of being a Shareholder), or any of their respective associates.
- (f) **Resolution 4:** by or on behalf of Sixty Two Capital Pty Ltd (or its respective nominees), or an associate of Sixty Two Capital Pty Ltd (or its respective nominees).
- (g) **Resolution 5:** by or on behalf of Sixty Two Capital Pty Ltd (or its respective nominees), or an associate of Sixty Two Capital Pty Ltd (or its respective nominees).

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

- (a) a person as proxy or attorney for a person who is entitled to vote, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- (b) the Chair as proxy or attorney for a person who is entitled to vote, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

**BY ORDER OF THE BOARD**



**Susan Park**  
**Company Secretary**  
**Emyria Limited**  
Dated: 19 July 2024

**Emyria Limited**  
**ACN 625 085 734**  
**(Company)**

## **Explanatory Memorandum**

### **1. Introduction**

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at the offices of Stantons International, Level 2, 40 Kings Park Road, West Perth, WA, Australia on Wednesday, 21 August 2024 at 2.00pm (AWST).

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolution will be voted. The Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolution:

Section 2	Action to be taken by Shareholders
Section 3	Resolution 1(a) and (b) – Ratification of issue of Placement Shares
Section 4	Resolution 2 – Ratification of issue of Placement Options
Section 5	Resolution 3(a) and (b) – Approval of issue of Director Placement Securities
Section 6	Resolution 4 – Ratification of issue of Lead Manager Shares
Section 7	Resolution 5 – Ratification of issue of Lead Manager Options
Schedule 1	Definitions
Schedule 2	Terms and conditions of Options

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

## 2. Action to be taken by Shareholders

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

### 2.1 Voting in person

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

### 2.2 Voting by proxy

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

Please note that:

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

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

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

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

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

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members;
- (b) the appointed proxy is not the chair of the meeting;

- (c) at the meeting, a poll is duly demanded, or is otherwise required under section 250JA on the resolution; and
- (d) either the proxy is not recorded as attending the meeting or the proxy does not vote on the resolution,

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

Your proxy voting instruction must be received by 2.00pm (AWST) on Monday, 19 August 2024, being not later than 48 hours before the commencement of the Meeting.

### 2.3 Chair's voting intentions

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

### 2.4 Submitting questions

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company Secretary at [info@emyria.com](mailto:info@emyria.com) by 9.00am (AWST) on Monday, 19 August 2024.

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

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

## 3. Resolution 1(a) and (b) – Ratification of issue of Placement Shares

### 3.1 Background

On 23 April 2024, the Company announced that it had secured firm commitments from new and existing professional and sophisticated investors to raise approximately \$2,300,000 (before costs) via a two-tranche placement (**Placement**). The Placement is comprised of an aggregate 46,000,000 Shares at an issue price of \$0.05 per Share, with one (1) free attaching unquoted Option for every two (2) Shares issued, each exercisable at \$0.10 each and expiring 3 years from the date of issue, as follows:

- (a) 39,600,000 Shares to be issued to unrelated professional and sophisticated investors (the subject of Resolution 1(a) and (b)) (**Placement Shares**) and 19,800,000 unquoted Options (the subject of Resolution 2) (**Placement Options**); and
- (b) 6,400,000 Shares (**Director Placement Shares**) and 3,200,000 unquoted Options (**Director Placement Options**) proposed to be issued to Directors Greg Hutchinson and Michael Winlo (and/or their respective nominees) (the subject of Resolution 3).

### 3.2 General

On 7 May 2024, the Company issued the Placement Shares as follows:

- (a) 2,937,061 Placement Shares using the Company's available placement capacity under Listing Rule 7.1; and
- (b) 36,662,939 Placement Shares using the Company's available placement capacity under Listing Rule 7.1A.

Resolution 1(a) and (b) seek the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of the Placement Shares.

### 3.3 **Listing Rules 7.1, 7.1A and 7.4**

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

Under Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase its 15% placement capacity under Listing Rule 7.1 by an extra 10% to 25%. The Company obtained this approval at its annual general meeting held on 16 November 2023.

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

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

The effect of Shareholders passing Resolution 1(a) and (b) will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1 and the 10% additional placement capacity set out in Listing Rule 7.1A without the requirement to obtain prior Shareholder approval.

If Resolution 1(a) is passed, 2,937,061 Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 1(b) is passed, 36,662,939 Placement Shares will be excluded in calculating the Company's 10% limit in Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 1(a) is not passed, 2,937,061 Placement Shares will continue to be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 2,937,061 Equity Securities for the 12 month period following the issue of those Placement Shares.



If Resolution 1(b) is not passed, 36,662,939 Placement Shares will continue to be included in the Company's 10% limit under Listing Rule 7.1A, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 36,662,939 Equity Securities for the 12 month period following the issue of those Placement Shares (and assuming the Company's approval under Listing Rule 7.1A remains in force for this period).

### 3.4 **Specific information required by Listing Rule 7.5**

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

- (a) The Placement Shares were issued to sophisticated and institutional investors (**Placement Participants**), none of whom is a related party or Material Investor of the Company. The participants in the Placement were identified through a bookbuild process, which involved the Lead Manager seeking expressions of interest to participate in the Placement from existing contacts of the Company and clients of the Lead Manager.
- (b) A total of 39,600,000 Placement Shares were issued as follows:
  - (i) 2,937,061 Shares were issued using the Company's available placement capacity under Listing Rule 7.1; and
  - (ii) 36,662,939 Shares were issued using the Company's available placement capacity under Listing Rule 7.1A.
- (c) The Placement Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.
- (d) The Placement Shares were issued on 7 May 2024 at \$0.05 per Share.
- (e) The proceeds from the issue of the Placement Shares have been or are intended to be applied towards:
  - (i) support the strategic scale-up and national expansion of the Empax Centre;
  - (ii) costs of the Placement; and
  - (iii) general working capital.
- (f) There are no other material terms to the agreement for the subscription of the Placement Shares.
- (g) A voting exclusion statement is included in the Notice.

### 3.5 **Additional information**

Resolution 1(a) and (b) are each separate ordinary resolutions.

The Board recommends that Shareholders vote in favour of Resolution 1(a) and (b).

## 4. **Resolution 2 – Ratification of issue of Placement Options**

### 4.1 **General**

The background to the issue of the Placement Options is in Section 3.1 above.

On 7 May 2024, the Company issued the Placement Options using the Company's available placement capacity under Listing Rule 7.1.

Resolution 2 seeks Shareholder approval pursuant to Listing Rule 7.4 to ratify the issue of the Placement Options.

### 4.2 **Listing Rule 7.1 and 7.4**

A summary of Listing Rules 7.1 and 7.4 is contained in Section 3.3 above.

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

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

If Resolution 2 is passed, 19,800,000 Placement Options will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 2 is not passed, 19,800,000 Placement Options will continue to be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 19,800,000 Equity Securities for the 12 month period following the issue of the Placement Options.

### 4.3 **Specific information required by Listing Rule 7.5**

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

- (a) The Placement Options were issued to the Placement Participants (refer to Section 3.4(a) above for further details of the Placement Participants).
- (b) A total of 19,800,000 Placement Options were issued using the Company's available placement capacity under Listing Rule 7.1, without the need for Shareholder approval.
- (c) The 19,800,000 Placement Options were issued on 7 May 2024.
- (d) The Placement Options were issued as free-attaching Options to the Placement Shares. Accordingly, nil additional cash consideration was payable by the Placement Participants.
- (e) The Placement Options are exercisable at \$0.10 each, expiring 7 May 2027, and are otherwise subject to the terms and conditions in Schedule 2. Shares issued upon

exercise of the Placement Options will be fully paid ordinary Shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue.

- (f) A summary of the intended use of funds raised from the Placement is in Section 3.4(e) above. No additional funds will be raised by the issue of the Placement Options. Any funds raised upon exercise of the Placement Options will be used towards general working capital purposes.
- (g) There are no other material terms to the issue of the Placement Options.
- (h) A voting exclusion statement is included in the Notice.

#### 4.4 Additional information

Resolution 2 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 2.

### 5. Resolution 3(a) and (b) – Approval of issue of Director Placement Securities

#### 5.1 General

The background to the Placement is in Section 3.1 above.

Directors Greg Hutchinson and Michael Winlo wish to participate in the Placement to the extent of subscribing for up to 6,400,000 Director Placement Shares and 3,200,000 Director Placement Options (together, the **Director Placement Securities**) to raise up to approximately \$320,000 (before costs) in the following proportions:

Director	Amount committed to the Placement	Director Placement Shares	Director Placement Options
Greg Hutchinson	\$300,000	6,000,000	3,000,000
Michael Winlo	\$20,000	400,000	200,000
<b>TOTAL</b>	<b>\$320,000</b>	<b>6,400,000</b>	<b>3,200,000</b>

Resolution 3(a) - (b) (inclusive) seek Shareholder approval pursuant to Listing Rule 10.11 for the issue of the Director Placement Securities to the Directors (or their respective nominees).

#### 5.2 Listing Rule 10.11

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

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

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

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

The effect of Shareholders passing Resolution 3(a) to (b) (inclusive) will be to allow the Company to issue the Director Placement Securities, raising up to \$320,000 (before costs).

If Resolution 3(a) - (b) (inclusive) are not passed, the Company will not be able to proceed with the issue of the Director Placement Securities and will not receive the additional \$320,000 (before costs) committed by the Directors.

### 5.3 **Specific information required by Listing Rule 10.13**

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

- (a) The Director Placement Securities will be issued to the Directors (or their respective nominees) in the manner set out in Section 5.1.
- (b) Each of the Directors fall into the category stipulated by Listing Rule 10.11.1 by virtue of being Directors of the Company.
- (c) A maximum of 6,400,000 Director Placement Shares and 3,200,000 Director Placement Options will be issued to the Directors (and/or their respective nominees).
- (d) The Director Placement Shares will be fully paid ordinary Shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.
- (e) The Director Placement Options will be exercisable at \$0.10 each and will expire on 7 May 2027. The Director Placement Options are subject to the terms and conditions Schedule 2.

- (f) The Director Placement Securities will be issued within one month after the date of the Meeting.
- (g) The Director Placement Shares are proposed to be issued at an issue price of \$0.05 each, being the same issue price as other Placement Shares and will raise up to approximately \$320,000 (before costs).
- (h) The Director Placement Options are proposed to be issued for nil cash consideration as they are free-attaching to the Director Placement Shares. Accordingly, no funds will be raised from the issue of the Director Placement Options. Any funds raised upon exercise of the Director Placement Options will be used towards general working capital purposes.
- (i) A summary of the intended use of funds raised from the Placement is in Section 3.4(e) above. No additional funds will be raised by the issue of the Director Placement Options.
- (j) The proposed issue of the Director Placement Securities is not intended to remunerate or incentivise the Directors.
- (k) There are no other material terms to the proposed issue of the Director Placement Securities. The Director Placement Securities will not be issued pursuant to an agreement.
- (l) A voting exclusion statement is included in the Notice.

#### 5.4 **Section 195 of the Corporations Act**

Section 195(1) of the Corporations Act prohibits a director of a public company who has a material personal interest in a matter that is being considered at a meeting of directors from being present while the matter is being considered at the meeting or voting on the matter. If there is not a quorum of directors who are eligible to vote on a matter because of the operation of section 195(1) of the Corporations Act, one or more directors may call a general meeting and the general meeting may deal with the matter.

The Directors have a personal interest in the outcome of Resolution 3(a) - (b) (inclusive) and have exercised their right under section 195(4) of the Corporations Act to put the issue of the Director Placement Securities to Shareholders to resolve.

#### 5.5 **Chapter 2E of the Corporations Act**

In accordance with Chapter 2E of the Corporations Act, in order to give a financial benefit to a related party, the Company must:

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

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

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

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

## 5.6 **Additional information**

Resolution 3(a) - (b) are separate ordinary resolutions.

The Board declines to make a recommendation in respect of Resolution 3(a) - (b) as a result of two Directors' personal interest in the Resolutions.

## 6. **Resolution 4 – Ratification of issue of Lead Manager Shares**

### 6.1 **Background**

The background to the Placement is in Section 3.1 above.

Sixty Two Capital acted as lead manager to the Placement (**Lead Manager**), and, as consideration for the provision of lead manager services, the Company agreed to pay the Lead Manager a capital raising fee of 6% of the amount raised under the Placement (**Capital Raising Fee**) and 2,000,000 unquoted Options exercisable at \$0.10 each and expiring 7 May 2024.

As announced on 23 April 2024, Sixty Two Capital agreed to take up its Capital Raising Fee in Shares and Options issued on the same terms as the Placement, equating to 2,760,000 Shares and 1,380,000 unquoted Options.

### 6.2 **General**

On 7 May 2024, the Company issued 2,760,000 Shares (**Lead Manager Shares**) to Sixty Two Capital (or its nominee) using the Company's available placement capacity under Listing Rule 7.1.

Resolution 4 seeks the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of the Lead Manager Shares to Sixty Two Capital (or its nominees).

### 6.3 **Summary of Lead Manager mandate**

Sixty Two Capital was appointed as Lead Manager to the Placement for the provision of lead manager and advisory services, including the coordination and management of the Placement pursuant to a Lead Manager mandate.

Pursuant to the Lead Manager mandate, the Company agreed to pay the following fees to Sixty-Two Capital as consideration for these services:

- (a) a Capital Raising Fee of the amount raised under the Placement; and
- (b) a total of 2,000,000 unquoted Options.

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

#### 6.4 **Listing Rules 7.1 and 7.4**

A summary of Listing Rules 7.1 and 7.4 is set out in Section 3.3 above.

The issue of the 2,760,000 Lead Manager Shares does not fit within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by Shareholders, effectively uses up part of the Company's placement capacity under Listing Rule 7.1. This reduces the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the issue of the 2,760,000 Lead Manager Shares.

The effect of Shareholders passing Resolution 4 will be to allow the Company to retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1, without the requirement to obtain prior Shareholder approval.

If Resolution 4 is passed, 2,760,000 Lead Manager Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 4 is not passed, 2,760,000 Lead Manager Shares will continue to be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 2,760,000 Equity Securities for the 12 month period following the date of issue of those Lead Manager Shares.

#### 6.5 **Specific information required by Listing Rule 7.5**

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

- (a) 2,760,000 Lead Manager Shares were issued to the Lead Manager.
- (b) A total of 2,760,000 Lead Manager Shares were issued using the Company's available placement capacity under Listing Rule 7.1.
- (c) The Lead Manager Shares are fully paid ordinary Shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.
- (d) The Lead Manager Shares were issued to the Lead Manager on 7 May 2024.
- (e) The Lead Manager Shares were issued as part consideration for the provision of the Lead Manager's corporate advisory services provided in connection with the Placement, with the Lead Manager Shares issued in lieu of part of the Capital Raising Fee.
- (f) The Lead Manager Shares were issued on the same terms as the Placement Shares at an issue price of \$0.05. As the Lead Manager Shares were issued as part consideration for the provision of the Lead Manager's corporate advisory services provided in connection with the Placement, nil cash proceeds were raised through the issue of the Lead Manager Shares.
- (g) A summary of the material terms of the Lead Manager mandate is in Section 6.3 above.
- (h) A voting exclusion statement is included in the Notice.

## 6.6 **Board recommendation**

Resolution 4 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 4.

## 7. **Resolution 5 – Ratification of issue of Lead Manager Options**

### 7.1 **General**

The background to the Placement is in Section 3.1 above. The Background to the issue of Options to the Lead Manager is in Section 6.1 above.

On 7 May 2024, the Company issued 3,380,000 unquoted Options (**Lead Manager Options**) to Sixty Two Capital (or its nominee) using the Company's available placement capacity under Listing Rule 7.1.

Resolution 5 seeks the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of the Lead Manager Options to Sixty Two Capital (or its nominees).

### 7.2 **Summary of Lead Manager mandate**

A summary of the Lead Manager Mandate is in Section 6.3 above.

### 7.3 **Listing Rule 7.1 and 7.4**

A summary of Listing Rules 7.1 and 7.4 is contained in Section 3.3 above.

The issue of the 3,380,000 Lead Manager Options does not fit within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by Shareholders, effectively uses up part of the Company's placement capacity under Listing Rule 7.1. This reduces the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the issue of the 3,380,000 Lead Manager Options.

The effect of Shareholders passing Resolution 5 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

If Resolution 5 is passed, the 3,380,000 Lead Manager Options will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 5 is not passed, the 3,380,000 Lead Manager Options will continue to be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 3,380,000 Equity Securities for the 12-month period following the issue of the Lead Manager Options.

### 7.4 **Specific information required by Listing Rule 7.5**

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the issue of the Lead Manager Options:



- (a) The 3,380,000 Lead Manager Options were issued to Sixty Two Capital (and/or its respective nominee).
- (b) 3,380,000 Lead Manager Options were issued within the Company's 15% placement capacity permitted under Listing Rule 7.1, without the need for Shareholder approval.
- (c) The 3,380,000 Lead Manager Options were issued on 7 May 2024.
- (d) A total of 3,380,000 Lead Manager Options were issued with a nil issue price as follows:
  - (i) 2,000,000 Lead Manager Options were issued as partial consideration for the Lead Manager services in connection with the Placement; and
  - (ii) 1,380,000 Lead Manager Options were issued as free attaching Options to the 2,760,000 Lead Manager Shares the subject of Resolution 5, which were issued in lieu of the cash component of the Capital Raising Fee.

Accordingly, no funds were raised from the issue of the Lead Manager Options.

- (e) The Lead Manager Options are exercisable at \$0.10 each, expiring 7 May 2027 and are otherwise subject to the terms and conditions in Schedule 2. Shares issued upon exercise of the Lead Manager Options will be fully paid ordinary Shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue.
- (f) A summary of the material terms of the Lead Manager mandate, pursuant to which 3,380,000 Lead Manager Options were issued, is set out in Section 6.3 above.
- (g) A voting exclusion statement is included in the Notice.

#### 7.5 **Additional information**

Resolution 5 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 5.

## Schedule 1 Definitions

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

<b>\$ or A\$</b>	means Australian Dollars.
<b>ASX</b>	means the ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
<b>AWST</b>	means Western Standard Time, being the time in Perth, Western Australia.
<b>Board</b>	means the board of Directors.
<b>Capital Raising Fee</b>	has the meaning given in Section 6.1.
<b>Chair</b>	means the person appointed to chair the Meeting of the Company convened by the Notice.
<b>Company</b>	means Emyria Limited (ACN 625 085 734).
<b>Corporations Act</b>	means the <i>Corporations Act 2001</i> (Cth), as amended.
<b>Director</b>	means a director of the Company.
<b>Director Placement Options</b>	has the meaning given in Section 3.1(b).
<b>Director Placement Securities</b>	has the meaning given in Section 5.1.
<b>Director Placement Shares</b>	has the meaning given in Section 3.1(b).
<b>Equity Security</b>	has the same meaning as in the Listing Rules.
<b>Explanatory Memorandum</b>	means the explanatory memorandum which forms part of the Notice.
<b>Key Management Personnel</b>	has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any Director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.
<b>Lead Manager</b>	means Sixty Two Capital Pty Ltd (ACN 611 480 169).
<b>Lead Manager Options</b>	means the 3,380,000 Options to be issued to the Lead Manager (or its nominees), the subject of Resolution 5.

<b>Lead Manager Shares</b>	means the 2,760,000 Shares to be issued to the Lead Manager (or its nominees), the subject of Resolution 4.
<b>Listing Rules</b>	means the listing rules of ASX.
<b>Material Investor</b>	means, in relation to the Company: <ul style="list-style-type: none"> <li>(a) a related party;</li> <li>(b) Key Management Personnel;</li> <li>(c) a substantial Shareholder;</li> <li>(d) an advisor; or</li> <li>(e) an associate of the above,</li> </ul> who received or will receive Securities in the Company which constitute more than 1% of the Company's anticipated capital structure at the time of issue.
<b>Meeting</b>	has the meaning given in the introductory paragraph of the Notice.
<b>Notice</b>	means this notice of general meeting.
<b>Options</b>	means an option to acquire a Share.
<b>Placement</b>	has the meaning given to in Section 3.1.
<b>Placement Options</b>	means the 19,800,000 free-attaching Options issued under the Placement, the subject of Resolution 2.
<b>Placement Participants</b>	has the meaning given to that term in Section 3.4(a).
<b>Placement Shares</b>	means the 39,600,000 Shares issued under the Placement, the subject of Resolution 1(a) and (b).
<b>Proxy Form</b>	means the proxy form attached to the Notice.
<b>Resolution</b>	means a resolution referred to in the Notice.
<b>Schedule</b>	means a schedule to the Notice.
<b>Section</b>	means a section of the Explanatory Memorandum.
<b>Securities</b>	means any Equity Securities of the Company (including Shares and/or Options).
<b>Share</b>	means a fully paid ordinary share in the capital of the Company.
<b>Shareholder</b>	means the holder of a Share.
<b>Sixty Two Capital</b>	means Sixty Two Capital Pty Ltd (ACN 611 480 169).

## Schedule 2 Terms and conditions of Options

The terms and conditions of the Options (**Options**) are as follows:

1. (**Entitlement**): Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
2. (**Expiry Date**): Each Option will expire at 5:00pm (AWST) on 7 May 2027 being three years from the issue date (**Expiry Date**).
3. (**Exercise Period**): The Options are exercisable at any time on or prior to the Expiry Date.
4. (**Exercise Price**): The Options are exercisable at \$0.10 each (**Exercise Price**).
5. (**Quotation of the Options**): The Company will not apply for quotation of the Options on any securities exchange.
6. (**Transferability**): The Options are not transferable.
7. (**Notice of Exercise**): The Options may be exercised by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and, if applicable, payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.  
  
Any Notice of Exercise of an Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt of the Notice of Exercise and, if applicable, the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).
8. (**Timing of issue of Shares on exercise**): Within 5 Business Days after the Exercise Date the Company will:
  - (a) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which, if applicable, cleared funds have been received by the Company; and
  - (b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act.
9. (**Restrictions on transfer of Shares**): If the Company is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, Shares issued on exercise of the Options may not be traded and will be subject to a holding lock until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act.
10. (**Shares issued on exercise**): Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
11. (**Takeovers prohibition**):
  - (a) the issue of Shares on exercise of the Options is subject to and conditional upon the issue of the relevant Shares not resulting in any person being in breach of section 606(1) of the Corporations Act; and
  - (b) the Company will not be required to seek the approval of its members for the purposes of item 7 of section 611 of the Corporations Act to permit the issue of any Shares on exercise of the Options.

12. **(Reconstruction of capital):** If at any time the issued capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.
13. **(Participation in new issues):** There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.
14. **(Entitlement to dividends):** The Options do not confer any entitlement to a dividend, whether fixed or at the discretion of the directors, during the currency of the Options without exercising the Options.
15. **(Entitlement to capital return):** The Options do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise, and similarly do not confer any right to participate in the surplus profit or assets of the Company upon a winding up, in each case, during the currency of the Options without exercising the Options.
16. **(Adjustments for reorganisation):** If there is any reorganisation of the issued share capital of the Company, the rights of the Option holder will be varied in accordance with the Listing Rules.
17. **(Adjustment for bonus issues of Shares):** If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):
  - (a) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Option holder would have received if the Option holder had exercised the Option before the record date for the bonus issue; and
  - (b) no change will be made to the Exercise Price.
18. **(Voting rights):** The Options do not confer any right to vote at meetings of members of the Company, except as required by law, during the currency of the Options without first exercising the Options.
19. **(Constitution):** Upon the issue of Shares on exercise of the Options, the holder agrees to be bound by the Company's constitution.



Emyria Limited | ABN 96 625 085 734

# Proxy Voting Form

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

Your proxy voting instruction must be received by **02.00pm (AWST) on Monday, 19 August 2024**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR PROXY

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

### YOUR NAME AND ADDRESS

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

### STEP 1 – APPOINT A PROXY

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

### DEFAULT TO THE CHAIR OF THE MEETING

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

### STEP 2 - VOTES ON ITEMS OF BUSINESS

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

### APPOINTMENT OF SECOND PROXY

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

### SIGNING INSTRUCTIONS

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

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

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

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

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

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

### CORPORATE REPRESENTATIVES

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

### Lodging your Proxy Voting Form:

#### Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

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



#### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

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