



**Emyria Limited
ACN 625 085 734**

Notice of General Meeting

A General Meeting of the Company will be held as follows:

Time and date: 10.00am (AWST) on Tuesday, 31 October 2023

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 professional advisor prior to voting.

Should you wish to discuss any matter, please do not hesitate to contact the Company 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 (**Company**) will be held at the offices of Stantons International, Level 2, 40 Kings Park Road, West Perth, WA, Australia, on Tuesday, 31 October 2023 at 10.00am (AWST) (**Meeting**).

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 10.00am (AWST) on Sunday, 29 October 2023.

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

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

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, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 20,000,000 Placement Shares as follows:

- (a) 7,498,402 Placement Shares issued under Listing Rule 7.1; and
- (b) 12,501,598 Placement Shares issued under Listing Rule 7.1A,

on the terms and conditions in the Explanatory Memorandum.'

Resolution 2 – Approval of issue of Placement Options

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

'That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 10,000,000 Placement Options, on the terms and conditions in the Explanatory Memorandum.'

Resolution 3 – Approval of issue of Lead Manager Placement Securities

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

'That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 10,000,000 Lead Manager Placement Securities, on the terms and conditions in the Explanatory Memorandum.'

Resolution 4 – Approval 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, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 6,000,000 Lead Manager Options, on the terms and conditions in the Explanatory Memorandum.'

Resolution 5 – Ratification of issue of StocksDigital Shares

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

'That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 5,000,000 StocksDigital Shares, on the terms and conditions in the Explanatory Memorandum.'

Resolution 6 – Approval of issue of StocksDigital Options

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

'That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 2,500,000 StocksDigital Options, 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:

Resolution 1(a) and (b): by or on behalf of a person who participated in the issue of the Placement Shares, or any of their respective associates, or their nominees.

Resolution 2: by or on behalf of any person who is expected to participate in the issue of the Placement Options, or who will obtain a material benefit as a result of, the proposed issue of the Placement Options (except a benefit solely by reason of being a Shareholder), or any of their respective associates.

Resolution 3: by or on behalf of the Lead Manager, Sufian Ahmad and any other person who is expected to participate in the issue of the Lead Manager Placement Securities, or who will obtain a material benefit as a result of, the proposed issue of the Lead Manager Placement

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

Resolution 4: by or on behalf of the Lead Manager, Sufian Ahmad and any other person who is expected to participate in the issue of the Lead Manager Options, or who will obtain a material benefit as a result of, the proposed issue of the Lead Manager Options (except a benefit solely by reason of being a Shareholder), or any of their respective associates.

Resolution 5: by or on behalf of StocksDigital and any other person who participated in the issue of the StocksDigital Shares, or any of their respective associates, or their nominees.

Resolution 6: by or on behalf of StocksDigital and any other person who is expected to participate in the issue of the StocksDigital Options, or who will obtain a material benefit as a result of, the proposed issue of the StocksDigital Options (except a benefit solely by reason of being a Shareholder), or any of their respective associates.

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 on the Resolution, 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 on the Resolution, 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: 28 September 2023

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 Tuesday, 31 October 2023 at 10.00am (AWST) (**Meeting**).

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

Section 2	Voting and attendance information
Section 3	Resolution 1 – Ratification of issue of Placement Shares
Section 4	Resolution 2 – Approval of issue of Placement Options
Section 5	Resolution 3 – Approval of issue of Lead Manager Placement Securities
Section 6	Resolution 4 – Approval of issue of Lead Manager Options
Section 7	Resolution 5 – Ratification of issue of StocksDigital Shares
Section 8	Resolution 6 – Approval of issue of StocksDigital Options
Schedule 1	Definitions
Schedule 2	Terms and conditions of Options

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

2. Voting and attendance information

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

Voting on all proposed Resolutions at the Meeting will be conducted by poll. On a poll, each Shareholder has one vote for every fully paid ordinary Share held in the Company.

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 a corporation

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it is signed.

2.3 Voting by proxy

A Proxy Form has been made available with the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are encouraged to vote by completing and submitting the Proxy Form to the Company in accordance with the instructions thereon. Submission 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 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 10.00am (AWST) on Sunday, 29 October 2023, being not later than 48 hours before the commencement of the Meeting.

2.4 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.

2.5 Submitting questions

Shareholders will 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 – Ratification of issue of Placement Shares

3.1 General

On 4 September 2023, the Company announced, amongst other things, a placement of approximately \$2,000,000 (before costs) (**Placement**). The Placement is comprised of the following tranches:

- (a) the issue of 20,000,000 Shares to unrelated parties at an issue price of \$0.075 per Share (**Placement Shares**), comprising:
 - (i) 7,498,402 Placement Shares issued under Listing Rule 7.1; and
 - (ii) 12,501,598 Placement Shares issued under Listing Rule 7.1A;
- (b) the issue of up to 10,000,000 unquoted free-attaching Options to Placement participants (**Placement Options**), on the basis of one (1) Placement Option for every two (2) Placement Shares subscribed for and issued under the Placement; and
- (c) the issue of up to 6,666,667 Lead Manager Placement Shares and 3,333,333 Lead Manager Placement Options to the Lead Manager (or its nominees) (together, the **Lead Manager Placement Securities**).

On 13 September 2023, the Company issued the Placement Shares using the Company's available placement capacity under Listing Rules 7.1 and 7.1A, in the manner set out above.

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

3.2 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 this 15% limit by an extra 10% to 25%. The Company obtained this approval at its 2022 annual general meeting held on 25 October 2022.

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 15% placement capacity under Listing Rule 7.1 and the additional 10% placement capacity under Listing Rule 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 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 additional 10% placement capacity set out in Listing Rule 7.1A, without the requirement to obtain prior Shareholder approval.

If Resolution 1(a) is passed, 7,498,402 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, 12,501,598 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, 7,498,402 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 7,498,402 Equity Securities for the 12 month period following the issue of those Placement Shares.

If Resolution 1(b) is not passed, 12,501,598 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 12,501,598 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).

The Company confirms that Listing Rule 7.1 was not breached at the time the Placement Shares were issued.

3.3 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 Shares:

- (a) The Placement Shares were issued to a range of professional and sophisticated investors, none of whom are a related party or a 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 new and existing contacts of the Company and clients of the Lead Manager.
- (b) A total of 20,000,000 Placement Shares were issued, as follows:
 - (i) 7,498,402 Placement Shares were issued within the Company's 15% placement capacity permitted under Listing Rule 7.1; and
 - (ii) 12,501,598 Placement Shares were issued within the Company's additional 10% placement capacity permitted 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 13 September 2023.
- (e) The Placement Shares were issued at \$0.075 each.
- (f) The proceeds from the issue of the Placement Shares are intended to be used to fast-track Emyria's mental healthcare programs, including MDMA-assisted therapy for PTSD, novel drug development, payer engagement, data collection as well as general working capital purposes.
- (g) There are no other material terms to the agreement for the subscription of the Placement Shares.
- (h) A voting exclusion statement is included in the Notice.

3.4 Additional information

Resolution 1(a) and (b) is an ordinary Resolution.

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

4. Resolution 2 – Approval of issue of Placement Options

4.1 General

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

The Placement Options will be issued on the terms and conditions set out in Schedule 2.

Resolution 2 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of the Placement Options.

4.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is in Section 3.2 above.

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% placement capacity set out in Listing Rule 7.1, without the requirement to obtain prior Shareholder approval.

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

If Resolution 2 is not passed, the Company will not be able to proceed with the issue of the Placement Options and will be required to reach a commercial agreement with the Placement participants.

4.3 Specific information required by Listing Rule 7.3

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

- (a) The Placement Options will be issued to the persons who were issued Placement Shares as described in Section 3.1.
- (b) A maximum of 10,000,000 Placement Options will be issued.
- (c) The Placement Options will be exercisable at \$0.12 each and will expire 3 years from the date of issue and are otherwise subject to the terms and conditions in Schedule 2.
- (d) The Placement Options will be issued no later than 3 months after the date of the Meeting.
- (e) The Placement Options are proposed to be issued for nil cash consideration as they are free-attaching to the Placement Shares. Accordingly, no funds will be raised from the issue of the Placement Options.
- (f) A summary of the intended use of funds raised from the Placement is in Section 3.3(f) above. No additional funds will be raised by the issue of the Placement Options.
- (g) There are no other material terms to the agreement for the issue of the Placement Options.

- (h) The Placement Options are not being issued under, or to fund, a reverse takeover.
- (i) 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 – Approval of issue of Lead Manager Placement Securities

5.1 General

The background to the proposed issue of the Lead Manager Placement Securities is in Section 3.1 above.

The Lead Manager has committed a total of \$500,000 under the Placement. The Company is proposing, subject to the receipt of Shareholder approval, to issue up to 10,000,000 Lead Manager Placement Securities to the Lead Manager (or its nominees), as follows:

- (a) 6,666,667 Lead Manager Placement Shares; and
- (b) 3,333,333 Lead Manager Placement Options, on the basis of one (1) Lead Manager Placement Option for every two (2) Lead Manager Placement Shares subscribed for and issued under the Placement.

Resolution 3 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of the Lead Manager Placement Securities.

5.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is in Section 3.2 above.

The effect of Shareholders passing Resolution 3 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 3 is passed, the Company will be able to proceed with the issue of the Lead Manager Placement Securities.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of the Lead Manager Placement Securities and will not receive the additional \$500,000 committed by the Lead Manager under the Placement.

5.3 Specific information required by Listing Rule 7.3

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

- (a) The Lead Manager Placement Securities will be issued to the Lead Manager (or its nominees). The Lead Manager is not a related party of the Company. The Lead

Manager is considered to be a Material Investor because Sufian Ahmad, an individual associated with the Lead Manager, is a substantial Shareholder of the Company. To the extent known by the Company as at the date of this Notice, Mr Ahmad has a relevant interest in 16,593,437 Shares representing approximately 5.38% of the voting Shares in the Company.

- (b) A maximum of 10,000,000 Lead Manager Placement Securities will be issued, as follows:
 - (i) 6,666,667 Lead Manager Placement Shares; and
 - (ii) 3,333,333 Lead Manager Placement Options.
- (c) The Lead Manager 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. The Lead Manager Placement Options will be exercisable at \$0.12 each and will expire 3 years from the date of issue and are otherwise subject to the terms and conditions in Schedule 2.
- (d) The Lead Manager Placement Securities will be issued no later than 3 months after the date of the Meeting.
- (e) The Lead Manager Placement Shares will be issued at \$0.075 each. The Lead Manager Placement Options are proposed to be issued for nil cash consideration as they are free-attaching to the Lead Manager Placement Shares. Accordingly, no funds will be raised from the issue of the Lead Manager Placement Options.
- (f) A summary of the intended use of funds raised from the Placement is in Section 3.3(f) above. No additional funds will be raised by the issue of the Lead Manager Placement Options.
- (g) There are no other material terms to the agreement for the issue of the Lead Manager Placement Securities.
- (h) The Lead Manager Placement Securities are not being issued under, or to fund, a reverse takeover.
- (i) A voting exclusion statement is included in the Notice.

5.4 Additional information

Resolution 3 is an ordinary Resolution.

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

6. Resolution 4 – Approval of issue of Lead Manager Options

6.1 General

Refer to Section 3.1 for the background to the Placement.

Sixty Two Capital Pty Ltd acted as lead manager and bookrunner to the Placement (**Lead Manager**). As part consideration for the provision of lead manager and bookrunner services, the Company agreed to issue the Lead Manager (or its nominees) 6,000,000 unquoted Options exercisable at \$0.12 each and expiring 3 years from the date of issue (**Lead Manager Options**).

Resolution 4 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of the Lead Manager Options.

6.2 Summary of Lead Manager Mandate

The Company entered into a mandate with the Lead Manager for the provision of lead manager and bookrunner services, including (amongst other things) the coordination and management of the Placement (**Lead Manager Mandate**).

Under the Lead Manager Mandate, the Company has agreed to pay the Lead Manager in respect of the Placement:

- (a) a capital raising fee of 6% (excluding GST) on all funds raised under the Placement; and
- (b) the Lead Manager Options, the subject of this Resolution.

The Lead Manager Mandate may be terminated:

- (a) by either party on 30 days written notice; or
- (b) with immediate effect by either party if a party to the Lead Manager Mandate fails to perform any material obligation and does not remedy the failure within 14 days of being required to do so by written demand.

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

6.3 Listing Rule 7.1

A summary of Listing Rule 7.1 is in Section 3.2 above.

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% placement capacity set out in Listing Rule 7.1, without the requirement to obtain prior Shareholder approval.

If Resolution 4 is passed, the Company will be able to proceed with the issue of the Lead Manager Options.

If Resolution 4 is not passed, the Company will not be able to proceed with the issue of Lead Manager Options and will be required to reach a commercial agreement with the Lead Manager.

6.4 Specific information required by Listing Rule 7.3

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

- (a) The Lead Manager Options will be issued to the Lead Manager (or its nominees), who is not a related party. The Lead Manager is considered to be a Material Investor because Sufian Ahmad, an individual associated with the Lead Manager, is a substantial Shareholder of the Company. To the extent known by the Company as at the date of this Notice, Mr Ahmad has a relevant interest in 16,593,437 Shares representing approximately 5.38% of the voting Shares in the Company.
- (b) A maximum of 6,000,000 Lead Manager Options will be issued.
- (c) The Lead Manager Options will be exercisable at \$0.12 each and will expire 3 years from the date of issue and are otherwise subject to the terms and conditions in Schedule 2.
- (d) The Lead Manager Options will be issued no later than 3 months after the date of the Meeting.
- (e) The Lead Manager Options are proposed to be issued for nil cash consideration as part consideration for the provision of lead manager and bookrunner services provided to the Company in connection with the Placement. Accordingly, no funds will be raised from the issue of the Lead Manager Options.
- (f) A summary of the material terms of the Lead Manager Mandate is in Section 6.2 above.
- (g) The Lead Manager Options are not being issued under, or to fund, a reverse takeover.
- (h) A voting exclusion statement is included in the Notice.

6.5 Additional information

Resolution 4 is an ordinary Resolution.

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

7. Resolution 5 – Ratification of issue of StocksDigital Shares

7.1 General

On 13 September 2023, the Company issued 5,000,000 Shares to StocksDigital (or its nominees), as part consideration for the provision of investor relation services to be provided to the Company (**StocksDigital Shares**). The investor relation services will be provided to the Company over a 30 month initial engagement period (being from September 2023 to March 2026).

The Company issued the StocksDigital Shares without Shareholder approval using the Company's 15% placement capacity under Listing Rule 7.1 prior to the Meeting.

Resolution 5 seeks the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of the StocksDigital Shares.

7.2 Summary of StocksDigital Mandate

The Company entered into an agreement with StocksDigital pursuant to which StocksDigital will provide investor relation services to the Company (**StocksDigital Mandate**).

As consideration for the provision of investor relation services, the Company has agreed to pay StocksDigital a fee of \$375,000 (plus GST), which is payable as follows:

- (a) the issue of the StocksDigital Shares, the subject of this Resolution;
- (b) the issue of 2,500,000 unquoted Options exercisable at \$0.12 each and expiring 3 years from the date of issue, the subject of Resolution 6 (**StocksDigital Options**); and
- (c) a cash payment of \$37,500 for the GST component of the fee.

The StocksDigital Mandate may be terminated by StocksDigital:

- (a) at any time on 10 business days' notice; or
- (b) immediately, if the Company is in breach of the StocksDigital Mandate or suffers an insolvency event.

The StocksDigital Mandate contains additional provisions, including warranties and indemnities in respect of the Company, which are considered standard for an agreement of this nature.

7.3 Listing Rules 7.1 and 7.4

A summary of Listing Rules 7.1 and 7.4 is in Section 3.2 above.

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, 5,000,000 StocksDigital Shares will continue to 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, 5,000,000 StocksDigital Shares will 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 5,000,000 Equity Securities for the 12 month period following the issue of those StocksDigital Shares.

The Company confirms that the issue of the StocksDigital Shares did not breach Listing Rule 7.1 at the time of issue.

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 ratification of the issue of the StocksDigital Shares:

- (a) The StocksDigital Shares were issued to StocksDigital (or its nominees) who is not a related party or a Material Investor.
- (b) A total of 5,000,000 StocksDigital Shares were issued within the Company's 15% placement capacity permitted under Listing Rule 7.1.
- (c) The StocksDigital Shares were issued on 13 September 2023.
- (d) The StocksDigital Shares were issued as part consideration for the provision of investor relation services to be provided to the Company. Accordingly, no funds will be raised by the issue of the StocksDigital Shares.
- (e) A summary of the StocksDigital Mandate is in Section 7.2 above.
- (f) 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.

8. Resolution 6 – Approval of issue of StocksDigital Options

8.1 General

The Company is proposing to issue, subject to the receipt of Shareholder approval, up to 2,500,000 StocksDigital Options to StocksDigital (or its nominees), as part consideration for the provision of investor relation services to be provided to the Company. The investor relation services will be provided to the Company over a 30 month initial engagement period (being from September 2023 to March 2026).

Resolution 6 seeks the approval of Shareholders pursuant to Listing Rule 7.1 to approve the issue of the StocksDigital Options.

A summary of the StocksDigital Mandate is in Section 7.2 above.

8.2 Listing Rules 7.1

A summary of Listing Rule 7.1 is in Section 3.2 above.

The effect of Shareholders passing Resolution 6 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 6 is passed, the Company will be able to proceed with the issue of the StocksDigital Options.

If Resolution 6 is not passed, the Company will not be able to proceed with the issue of the StocksDigital Options and will be required to reach a commercial agreement with StocksDigital.

8.3 Specific information required by Listing Rule 7.3

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

- (a) The StocksDigital Options will be issued to StocksDigital (or its nominees), who is not a related party or a Material Investor.
- (b) A maximum of 2,500,000 StocksDigital Options will be issued.
- (c) The StocksDigital Options will be exercisable at \$0.12 each and will expire 3 years from the date of issue and are otherwise subject to the terms and conditions in Schedule 2.
- (d) The StocksDigital Options will be issued no later than 3 months after the date of the Meeting.
- (e) The StocksDigital Options will be issued as part consideration for the provision of investor relation services to be provided to the Company. Accordingly, no funds will be raised by the issue of the StocksDigital Options.
- (f) A summary of the StocksDigital Mandate is in Section 7.2 above.
- (g) The StocksDigital Options are not being issued under, or to fund, a reverse takeover.
- (h) A voting exclusion statement is included in the Notice.

8.4 Additional information

Resolution 6 is an ordinary Resolution.

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

Schedule 1 Definitions

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

\$	means Australian dollars.
ASX	means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
AWST	means Western Standard Time, being the time in Perth, Western Australia.
Board	means the board of Directors.
Chair	means the person appointed to chair the Meeting of the Company convened by the Notice.
Company or Emyria	means Emyria Limited (ACN 625 085 734).
Corporations Act	means the <i>Corporations Act 2001</i> (Cth) as amended.
Director	means a director of the Company.
Explanatory Memorandum	means the explanatory memorandum which forms part of the Notice.
Key Management Personnel	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.
Lead Manager	means Sixty Two Capital Pty Ltd (ACN 611 480 169).
Lead Manager Mandate	means the mandate between the Company and Lead Manager for the provision of lead manager and bookrunner services in relation to the Placement, a summary of which is in Section 6.2.
Lead Manager Options	means the issue of up to 6,000,000 unquoted Options to the Lead Manager (or its nominees) in accordance with the Lead Manager Mandate, the subject of Resolution 4.
Lead Manager Placement Options	means the issue of up to 3,333,333 free-attaching unquoted Options to the Lead Manager (or its nominees) under the Placement, the subject of Resolution 3.

Lead Manager Placement Securities	means the Lead Manager Placement Shares and the Lead Manager Placement Options.
Lead Manager Placement Shares	means the issue of up to 6,666,667 Shares to the Lead Manager (or its nominees) under the Placement, the subject of Resolution 3.
Listing Rules	means the listing rules of ASX.
Material Investor	means, in relation to the Company: <ul style="list-style-type: none"> (a) a related party; (b) Key Management Personnel; (c) a substantial Shareholder; (d) an advisor; or (e) an associate of the above, 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.
Meeting	has the meaning given in the introductory paragraph of the Notice.
Notice	means this notice of general meeting.
Placement	has the meaning given in Section 3.1.
Placement Options	means the issue of up to 10,000,000 free-attaching unquoted Options to Placement participants, the subject of Resolution 2.
Placement Shares	means the 20,000,000 Shares issued under the Placement, the subject of Resolution 1(a) and (b).
Proxy Form	means the proxy form made available with the Notice.
Resolution	means a resolution referred to in the Notice.
Schedule	means a schedule to the Notice.
Section	means a section of the Explanatory Memorandum.
Securities	means any Equity Securities of the Company (including Shares, options and/or performance rights).
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means the holder of a Share.
StocksDigital	means S3 Consortium Pty Ltd (ACN 135 239 968) trading as StocksDigital.

StocksDigital Mandate	means the mandate between the Company and StocksDigital for the provision of investor relation services, a summary of which is in Section 7.2.
StocksDigital Options	means the issue of up to 2,500,000 unquoted Options to StocksDigital (or its nominees) in accordance with the StockDigital Mandate, the subject of Resolution 6.
StocksDigital Shares	means the 5,000,000 Shares to be issued to StockDigital (or its nominees) in accordance with the StockDigital Mandate, the subject of Resolution 5.

Schedule 2 Terms and conditions of Options

- (a) **(Entitlement):** Subject to the terms and conditions set out below, each Option (**Option**) entitles the holder to the issue of one fully paid ordinary share in the capital of the Company (**Share**).
- (b) **(Issue Price):** The Options will be issued for nil cash consideration.
- (c) **(Exercise Price):** The Options are exercisable at \$0.12 each.
- (d) **(Expiry Date):** Each Option will expire 3 years from the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (e) **(Exercise Period):** The Options are exercisable at any time and from time to time on or prior to the Expiry Date.
- (f) **(Notice of Exercise):** The Options may be exercised by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

The Options held by each holder may be exercised in whole or in part, and if exercised in part, at least 100,000 must be exercised on each occasion.

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

- (g) **(Issue of Shares):** Within 5 business days after the valid exercise of an Option, the Company will:
 - (i) issue, allocate or cause to be transferred to the holder the number of Shares to which the holder is entitled;
 - (ii) issue a substitute Certificate for any remaining unexercised Options held by the holder;
 - (iii) if required, and subject to paragraph (h), give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
 - (iv) do all such acts, matters and things to obtain the grant of quotation of the Shares by ASX in accordance with the Listing Rules.
- (h) **(Restrictions on transfer of Shares):** If the Company is required but unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or such a notice for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, Shares issued on exercise of the Options may not be traded 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. The Company is authorised by the holder to apply a holding lock on the relevant Shares during the period of such restriction from trading.
- (i) **(Ranking):** All Shares issued upon the exercise of Options will upon issue rank equally in all respects with other Shares.
- (j) **(Transferability of the Options):** The Options are not transferable, except with the prior written approval of the Company at its sole discretion and subject to compliance with the

Corporations Act and Listing Rules.

- (k) **(Dividend rights):** An Option does not entitle the holder to any dividends.
- (l) **(Voting rights):** An Option does not entitle the holder to vote on any resolutions proposed at a general meeting of the Company, subject to any voting rights provided under the Corporations Act or the ASX Listing Rules where such rights cannot be excluded by these terms.
- (m) **(Quotation of the Options):** The Company will not apply for quotation of the Options on any securities exchange.
- (n) **(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.
- (o) **(Entitlements and bonus issues):** Subject to the rights under paragraph (p), holders will not be entitled to participate in new issues of capital offered to shareholders such as bonus issues and entitlement issues.
- (p) **(Adjustment for bonus issues of Shares):** If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):
 - (i) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Option holder would have received if the Option holder had exercised the Option before the record date for the bonus issue; and
 - (ii) no change will be made to the Exercise Price.
- (q) **(Return of capital rights):** The Options do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
- (r) **(Rights on winding up):** The Options have no right to participate in the surplus profits or assets of the Company upon a winding up of the Company.
- (s) **(Takeovers prohibition):**
 - (i) 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
 - (ii) 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.
- (t) **(No other rights)** An Option does not give a holder any rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.
- (u) **(Amendments required by ASX)** The terms of the Options may be amended as considered necessary by the Board in order to comply with the ASX Listing Rules, or any directions of ASX regarding the terms provided that, subject to compliance with the Listing Rules, following such amendment, the economic and other rights of the holder are not diminished or terminated.
- (v) **(Constitution)** Upon the issue of the Shares on exercise of the Options, the holder will 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 **10.00am (AWST) on Sunday, 29 October 2023**, 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 KMP.

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.



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