Emyria Limited
ACN 625 085 734

Addendum to Notice of General Meeting

The General Meeting of the Company, which was to be held at D2, 661 Newcastle Street, Leederville WA, 6007 on Friday, 25 February 2022 at 9.30am (WST), will now be held at D2, 661 Newcastle Street, Leederville WA, 6007 on 20 April 2022 at 9.30am (WST).

THE COMPANY IS TAKING PRECAUTIONS TO FACILITATE AN IN PERSON MEETING IN ACCORDANCE WITH COVID-19 RESTRICTIONS. IF THE SITUATION IN RELATION TO COVID-19 CHANGES IN A WAY AFFECTING THE ABILITY TO FACILITATE AN IN PERSON MEETING, THE COMPANY WILL PROVIDE AN UPDATE AHEAD OF THE MEETING BY WAY OF AN ASX ANNOUNCEMENT.

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

Should you wish to discuss any matter, please do not hesitate to contact the Company Secretary by telephone on (08) 6559 2800.

Shareholders are urged to attend or vote by lodging the proxy form attached to the Notice

Emyria Limited
ACN 625 085 734
(Company)

Addendum to Notice of General Meeting

Notice is hereby given that a general meeting of Shareholders of Emyria Limited (**Company**), which was to be held at D2, 661 Newcastle Street, Leederville WA, 6007 on Friday, 25 February 2022 at 9.30am (WST), will now be held on 20 April 2022 at 9.30am (WST) (**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 4.00pm WST on 18 April 2022.

The Directors have resolved to amend the Notice by:

(a) setting a new time and date for holding the Meeting, being 20 April 2022 at 9.30am (WST);

(b) amending the date to determine whether persons are eligible to vote at the Meeting; and

(c) inserting:

  (i) Resolution 4 and Resolution 5 into the Notice, which seeks Shareholder approval for the removal of vesting conditions of Options issued to a corporate adviser for reasons set out in the Addendum;

  (ii) Section 5 and 6 into the Explanatory Memorandum; and

  (iii) Schedule 4 as a schedule to the Notice.

This Addendum is supplemental to the original Notice (which includes the Explanatory Memorandum) and should be read in conjunction with the Notice. Save for the amendments set out below, the Notice remains unchanged. The numbering used in this Addendum is a continuation of the numbering used in the Notice. Unless otherwise defined in this Addendum, the defined terms used in this Addendum are as defined in the Notice.

This Addendum should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their suitably qualified professional advisors prior to voting. Should you wish to discuss the matters set out in this Addendum, please do not hesitate to contact the Company on (08) 6559 2800.

Proxy Form

The Company confirms that the Proxy Form previously dispatched to Shareholders has been amended to include Resolutions 4 and 5 and is attached to this Addendum.

(a) If you have already completed and returned the Proxy Form which was provided with the original Notice of Meeting and you do not wish to change your vote on Resolutions 1, 2 or 3, please complete the Proxy Form in relation to Resolution 4 and Resolution 5 and return it as per the instructions in the Proxy Form.

(b) If you have already completed and returned the Proxy Form which was provided with the original Notice of Meeting and you wish to change your vote on Resolutions 1, 2 or 3, please

complete a the Proxy Form in relation to all resolutions and return it as per the instructions in the Proxy Form .

(c) If you have not yet completed and returned a Proxy Form and you wish to vote on the Resolutions in the Notice of Meeting, please complete and return the attached Proxy Form.

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

Agenda

1 Resolutions

Resolution 4 – Approval of Changes of Option Terms

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

> *"That, for the purposes of Listing Rule 6.23.4, and for all other purposes, Shareholders approve changes to remove the vesting condition attaching to the Sixty Two Capital Options, on the terms and conditions set out in the Explanatory Statement."*

Resolution 5– Ratification of prior issue of Corporate Advisory Options

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

> *'Subject to Shareholders approving Resolution 4, that pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 6,000,000 Options to Sixty Two Capital, on the terms and conditions in the Explanatory Memorandum.'*

Voting exclusion

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

(a) Resolution 4 by or on behalf of a person who holds an Option that is the subject of the approval or an associate of that person or those persons; and

(b) Resolution 5 by or on behalf of Sixty Two Capital and any other person who participated in the issue of the Sixty Two Capital Options, or any person who is a counterparty to an agreement relating to the issue of Sixty Two Capital Options, or any of their respective associates.

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

(a) a person as proxy or attorney for a person who is entitled to vote, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;

(b) the Chair as proxy or attorney for a person who is entitled to vote, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

(ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

BY ORDER OF THE BOARD



Simon Robertson
Company Secretary
Emyria Limited
Dated: 17 March 2022

Emyria Limited
ACN 625 085 734
(Company)

Explanatory Memorandum

Section 5 is inserted into the Explanatory Memorandum as follows:

5. Resolution 4 – Approval of Changes of Option Terms

5.1 General

On 30 December 2021, the Company announced the appointment of Sixty Two Capital Pty Ltd (**Sixty Two Capital**) as corporate advisor. Pursuant to the corporate advisor mandate (**Mandate**), Sixty Two Capital is engaged for a period of 12 months to provide a range of corporate advisory services to the Company in connection with its capital markets requirements, investor relations and the identification of additional, value creating strategic opportunities.

In consideration for the corporate advisory services, the Company:

(a) will pay Sixty Two Capital a monthly retainer of $10,000 per month; and

(b) has issued 6,000,000 Options to Sixty Two Capital exercisable at $0.55 each on or before 31 December 2023 (**Corporate Advisory Options**).

The Sixty Two Capital Options were issued in the three tranches set out in the table below, each subject to the specified vesting condition based on the volume weighted average market price of the Company's Shares calculated over any 10 consecutive trading day period (**10-Day VWAP**):

Table 1:

Tranche	Number of Options	Vesting condition
Tranche 1	1,000,000	10-Day VWAP of $0.60 or above.
Tranche 2	2,000,000	10-Day VWAP of $0.70 or above.
Tranche 3	3,000,000	10-Day VWAP of $0.90 or above.

On 31 December 2021, the Company granted the Sixty Two Capital Options using its placement capacity under Listing Rule 7.1.

5.2 Proposed Amendments to Vesting Condition

At present, the Corporate Advisory Options will only vest if the 10-Day VWAP satisfies the Tranche 1, Tranche 2 and Tranche 3 Vesting Conditions (**Vesting Conditions**) set out in Table 1.

Following the grant of the Corporate Advisory Options, ASX advised the Company that it did not consider the Corporate Advisory Options to be appropriate and equitable for the purpose of Listing Rule 6.1, on the basis that the use of vesting conditions tied to the market price of an entity's securities was not an appropriate hurdle for options issued to corporate advisors or promoters.

Sixty Two Capital, in its role as Corporate Advisor, considers the long term sustained price appreciation of its clients to reflect its broader work strategic work identifying and evaluating potential growth strategies. The Company and Sixty Two Capital have agreed, subject to Shareholder approval, to remove the Vesting Conditions from the Corporate Advisory Option terms on the understanding that this change will permit ASX to consider the terms to be appropriate and equitable for the purpose of Listing Rule 6.1.

5.3 Listing Rule 6.23

Listing Rule 6.23.4 provides that a Company must obtain Shareholder approval to make a change to the terms of options on issue which is not prohibited under Listing Rule 6.23.3.

Listing Rule 6.23.3 prohibits a change to the terms of options which has the effect of reducing the exercise price, increasing the period for exercise or increasing the number of securities on exercise.

The proposed amendment is not prohibited under Listing Rule 6.23.3, as it does not have the effect of reducing the exercise price, increasing the period for exercise or increasing the number of securities to be received on exercise of the Options.

Accordingly, the Company is seeking Shareholder approval to remove the Vesting Conditions.

In the event Shareholders approve Resolution 4, the Company and Sixty Two Capital will agree to amend the Sixty Two Capital Option terms to be consistent with the terms set out in Schedule 4.

In the event that Shareholders do not approve Resolution 4:

(a) the Company will withdraw Resolution 5, the effect on which is set out in Section 6.2 of this Notice; and

(b) the Company will be in technical breach of Listing Rule 6.1 until such time as it is able to amend or cancel the Sixty Two Capital Options. Such an outcome may require further Shareholder meetings and would be likely to adversely affect the financial position of the Company and the focus of management.

5.4 Board recommendation

The Board recommends Shareholders vote in favour of Resolution 4.

6. Resolution 5 – Ratification of prior issue of Sixty Two Capital Options

6.1 Background

The background to the issue of the Corporate Advisory Options is set out in Section 5.

6.2 Listing Rules 7.1 and 7.4

A summary of Listing Rules 7.1 and 7.4 is provided in Section 3.2 of the Notice.

The issue of the Corporate Advisory 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 those Listing Rules for the 12 month period following the issue of the Corporate Advisory 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% annual placement capacity set out in Listing Rule 7.1 and the additional 10% annual placement capacity set out in Listing Rule 7.1A without the requirement to obtain prior Shareholder approval.

If Resolution 5 is passed, 6,000,000 Corporate Advisory 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, 6,000,000 Corporate Advisory Options will continue to be included in the Company's 15% limit in 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 6,000,000 Equity Securities for the 12 month period following the issue of the Corporate Advisory Options.

1.2 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 Corporate Advisory Options:

(a) The Corporate Advisory Options were issued to Sixty Two Capital on 31 December 2021.

(b) The Corporate Advisory Options were issued for nil cash consideration as they are being issued in consideration for corporate advisory services. Accordingly, nil funds were raised through the issue.

(c) The Corporate Advisory Options are exercisable at $0.55 each on or before 31 December 2023 and subject to Shareholders passing Resolution 4, are otherwise subject to the terms and conditions in Schedule 4.

(d) The Corporate Advisory Options were issued pursuant to the Mandate with Sixty Two Capital. Consideration payable under the Mandate is summarised above in Section 6.1. Either party can terminate the Mandate at any time by providing 30 days written notice. The terms and conditions of the Mandate are otherwise considered standard for this type of agreement.

(e) A voting exclusion statement is included in the Notice.

1.3 Board recommendation

Resolution 5 is an ordinary resolution.

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

Schedule 4 Proposed Amended Terms and Conditions Corporate Advisory Options

The following terms and conditions apply to the Options:

1. **(Options)** Each Option entitles the holder, on exercise, to one fully paid ordinary share in the capital of the Company (**Share**).

2. **(Exercise Price and Expiry Date)** The Options have an exercise price and an expiry date as shown below:

Exercise Price	Expiry Date
$0.55 per Option	5:00pm (WST) on 31 December 2023

3. **(Exercise Period)** The Options are exercisable at any time on or before the Expiry Date.

4. **(Notice of Exercise)** The Options may be exercised by notice in writing to the Company's share registry in the manner specified on the Option certificate 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.

Cheques shall be in Australian currency made payable to the Company and crossed "Not Negotiable".

5. **(Lapse)** Any Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

6. **(Quotation of Options)** The Options will be unquoted.

7. (**Transfer**) The Options are not transferable.

8. **(Shares issued on exercise)** Shares issued on exercise of the Options rank equally with the then Shares of the Company.

9. **(Quotation of Shares on exercise)** Application will be made by the Company to ASX, on the business day the Shares are issued, for quotation of the Shares issued upon the exercise of the Options.

10. **(Timing of issue of Shares)** Within 5 business days after the later of the following:

(a) receipt of a Notice of Exercise given in accordance with these terms and conditions and payment of the Exercise Price for each Option being exercised; and

(b) when excluded information in respect to the Company (as defined in section 708A(7) of the Corporations Act 2001 (Cth)) (if any) ceases to be excluded information,

the Company will:

(c) issue the Shares pursuant to the exercise of the Options;

(d) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and

(e) apply for official quotation on ASX on Shares issued pursuant to the exercise of the Options.

11. **(Participation in new issues)** there are no participation rights or entitlements inherent in the Options and the holder will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least the minimum time set by the Listing Rules. This will give the holder the opportunity to exercise the Options prior to the date for determining entitlements to participate in any such issue.

12. **(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 holder would have received if they had exercised the Option before the record date for the bonus issue; and

(b) no change will be made to the Exercise Price.

13. **(No adjustment for entitlements issue)** If the Company makes an issue of Shares pro rata to existing shareholders (other than as a bonus issue, to which paragraph 13 will apply) there will be no adjustment of the Exercise Price of an Option or the number of Shares over which the Options are exercisable.

14. **(Adjustments for reorganisation)** If there is any reorganisation of the issued share capital of the Company, the rights of the Option holders will be varied in accordance with the Listing Rules.

15. **(Lodgement Instructions)** Cheques shall be in Australian currency made payable to the Company and crossed "Not Negotiable". The application for shares on exercise of the Options with the appropriate remittance should be lodged with the Company's share registry.

Emyria Limited | ACN 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 **9.30.am (WST) on Monday, 18 April 2022,** 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 VOTE ONLINE

Vote online at https://investor.automic.com.au/#/loginsah

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

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote if required.

SUBMIT YOUR PROXY VOTE BY PAPER

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.

Contact

Return your completed form

BY MAIL
Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON
Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL
meetings@automicgroup.com.au

BY FACSIMILE
+61 2 8583 3040

All enquiries to Automic

WEBSITE
https://automic.com.au/

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

AUTOMIC

STEP 1: Appoint Your Proxy

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

I/We being a Shareholder entitled to attend and vote at the General Meeting of Emyria Limited, to be held at **9.30am (WST) on Wednesday, 20 April 2022 at D2, 661 Newcastle Street, Leederville WA 6007** hereby:

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

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

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS
Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution 3a and 3b (except where I/we have indicated a different voting intention below) even though Resolutions 3a and 3b are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

STEP 2: Your Voting Direction

Resolutions		For	Against	Abstain
1a.	Ratification of prior issue of Tattarang Shares under Listing Rule 7.1A	☐	☐	☐
1b.	Ratification of prior issue of Tattarang Options under Listing Rule 7.1	☐	☐	☐
2.	Election of Director – Dr Karen Smith	☐	☐	☐
3a.	Approval of issue of Tranche 1 Director Shares	☐	☐	☐
3b.	Approval of issue of Tranche 2 Director Shares	☐	☐	☐
4.	Approval of changes of Option Terms	☐	☐	☐
5.	Ratification of prior issue of Corporate Advisory Options	☐	☐	☐

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

EMD

STEP 3: Sign Here + Contact Details

SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY) ☐☐ / ☐☐ / ☐☐

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