

Neurotech

23 October 2017

NOTICE OF ANNUAL GENERAL MEETING

Neurotech International Limited (ASX: NTI) is pleased to announce that the Notice of Annual General Meeting of shareholders to approve a number of resolutions has been despatched to all shareholders.

The Annual General Meeting will be held at 11.00am (WST) on 23 November 2017 at Cliftons, Parmelia House, Ground Floor, 191 St Georges Terrace Perth Western Australia.

Hardcopies of the Annual Report have been despatched to all shareholders who have requested it. Shareholders who have elected to receive the report in electronic format, will be sent an electronic version of the Annual Report from Security Transfer Australia.

The Notice of Annual General Meeting and the Annual Report can be located on the Neurotech International Limited website.

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About Neurotech

Neurotech International Limited is a medical device and solutions company incorporated in Australia and operating through its wholly-owned, Malta-based subsidiary AAT Research Limited. Neurotech's primary mission is to improve the lives of people with neurological conditions, with a vision of becoming the global leader in home-use and clinical neurotechnology solutions that are both accessible and affordable. Through flagship device Mente Autism and its associated platform, Neurotech is focused on the development and commercialisation of technological solutions for the diagnosis and treatment of such conditions, starting with autism.

Mente Autism is a clinical-quality EEG device that uses neurofeedback technology to help children with ASD. Designed for home use, Mente Autism helps relax the minds of children on the spectrum which in turns helps them to focus better and engage positively with their environment.

For more information about Neurotech and Mente Autism please visit:

<http://www.neurotechinternational.com>.

<http://www.mentetech.com>.

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NEUROTECH INTERNATIONAL LIMITED

ACN 610 205 402

Circular to Shareholders

Including

**NOTICE OF ANNUAL GENERAL MEETING
EXPLANATORY MEMORANDUM**

Date of Meeting

23 November 2017

Time of Meeting

11.00am

Place of Meeting

Neurotech International Limited

Cliftons

Ground floor, 191 St Georges Terrace

Perth Western Australia 6000

This document should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

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NOTICE OF MEETING

Notice is hereby given that the Annual General Meeting of Neurotech International Limited will be held at Cliftons, Ground floor, 191 St Georges Terrace, Perth, Western Australia on **Thursday, 23 November 2017 at 11.00am (WST)**.

AGENDA

To consider, and if thought fit to pass, the resolutions set out below as ordinary resolutions (in respect of Resolutions 1 to 8) and as a special resolution (in respect of Resolution 9).

Information on the proposals to which the Resolutions relate is contained in the explanatory memorandum which accompanies and forms part of this Notice of Meeting (**Explanatory Memorandum**). Words and expressions defined in the Explanatory Memorandum have the same meanings where used in this Notice of Meeting.

FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Financial Statements, Directors' Report and Auditor's Report of Neurotech International Limited for the financial year ended 30 June 2017.

RESOLUTION 1 – THE ADOPTION OF THE REMUNERATION REPORT

To consider and, if thought fit, to pass the following resolution as a non-binding **ordinary resolution**:

“That the Remuneration Report contained in the Directors' Report for the year ended 30 June 2017 be adopted by the Company.”

Notes: In accordance with the Corporations Act, the vote on this Resolution is advisory only and does not bind the Directors or the Company.

The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies.

If 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, Shareholders will be required to vote at the second of those annual general meetings on a resolution (“spill resolution”) that another meeting be held within 90 days at which all of the Company's directors (other than the Managing Director) must go up for re-election. For further information, please refer to the Explanatory Memorandum.

<p>Voting exclusion statement: The Company will disregard any votes cast (in any capacity) on this Resolution by or on behalf of a member of the Key Management Personnel whose remuneration is disclosed in the Remuneration Report and Closely Related Parties of those persons (which includes their spouse, child, dependent, other family members and any controlled company), unless the vote is cast as a proxy for a person who is entitled to vote on this Resolution in accordance with a direction on the Proxy Form or by the Chairman and the appointment of the Chairman as proxy does not specify the way the proxy is to vote on this Resolution and expressly authorises the Chairman to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.</p>
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RESOLUTION 2 – APPOINTMENT OF AUDITOR

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

“That, for the purposes of section 327B(1)(b) of the Corporations Act and for all other purposes, BDO Audit (WA) Pty Ltd, having consented to act, be appointed as auditor of the Company.”

RESOLUTION 3 – RE-ELECTION OF MR PETER O’CONNOR AS A DIRECTOR

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

“That, for the purposes of article 6.3 of the Company’s constitution and for all other purposes, Peter O’Connor being a Director who retires by rotation in accordance with article 6.3 of the Company’s constitution and, being eligible offers himself for re-election, is re-elected as a Director.”

RESOLUTION 4 – RE-ELECTION OF MR SIMON TREVISAN AS A DIRECTOR

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

“That, for the purposes of article 6.3 of the Company’s constitution and for all other purposes, Simon Trevisan being a Director who retires by rotation in accordance with article 6.3 of the Company’s constitution and, being eligible offers himself for re-election, is re-elected as a Director.”

RESOLUTION 5 – ISSUE OF SHARES TO MR WOLFGANG STORF

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 10.11 and for all other purposes, approval is given for the Company to issue 471,277 Shares at a deemed issue price of 23.9484 cents per Share to Wolfgang Storf, a Director (or his nominee) in satisfaction of employment incentive entitlements payable to Mr Wolfgang Storf under the terms of his employment with the Company, on the terms and conditions set out in the Explanatory Memorandum.”

Voting exclusion statement: The Company will disregard any votes cast on this Resolution by Wolfgang Storf (or his nominee) and any of their Associates. However, the Company need not disregard a vote on this Resolution if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Proxy voting restriction: Members of Key Management Personnel and their Closely Related Parties (other than the Chairman of the Meeting) may not vote with respect to this Resolution as proxy if the appointment does not specify how the proxy is to vote. The Chairman may vote as proxy in accordance with an express authorisation on the Proxy Form.

RESOLUTION 6 – ISSUE OF SHARES TO DR ADRIAN ATTARD TREVISAN

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 10.11 and for all other purposes, approval is given for the Company to issue 411,371 Shares at a deemed issue price of 16.00 cents per share to Adrian Attard Trevisan, a Director (or his nominee) in satisfaction of employment incentive entitlements payable to Dr Attard Trevisan under the terms of his executive employment contract with the Company, on the terms and conditions set out in the Explanatory Memorandum.”

Voting exclusion statement: The Company will disregard any votes cast on this Resolution by Adrian Attard Trevisan (or his nominee) and any of their Associates. However, the Company need not disregard a vote on this Resolution if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Proxy voting restriction: Members of Key Management Personnel and their Closely Related Parties (other than the Chairman of the Meeting) may not vote with respect to this Resolution as proxy if the appointment does not specify how the proxy is to vote. The Chairman may vote as proxy in accordance with an express authorisation on the Proxy Form.

RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE OF SHARES UNDER THE TRANCHE 1 PLACEMENT

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 7.4 and for all other purposes, Shareholders approve and ratify the prior issue of 13,205,266 Shares at an issue price of \$0.20 per Share to sophisticated and professional investors (**Tranche 1 Placement**), on the terms and conditions set out in the Explanatory Memorandum.”*

Voting exclusion statement: The Company will disregard any votes on this Resolution by a person who participated in the issue and any of their Associates. However, the Company need not disregard a vote on this Resolution if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

RESOLUTION 8 – APPROVAL TO ISSUE SHARES UNDER THE TRANCHE 2 PLACEMENT

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 7.1 and for all other purposes, Shareholders approve the issue of up to 6,794,734 Shares at an issue price of \$0.20 per Share to sophisticated and professional investors (**Tranche 2 Placement**), on the terms and conditions set out in the Explanatory Memorandum.”*

Voting exclusion statement: The Company will disregard any votes on this Resolution by a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a Shareholder if the resolution is passed, and any of their Associates. However, the Company need not disregard a vote on this Resolution if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

RESOLUTION 9 – APPROVAL OF ADDITIONAL 10% PLACEMENT FACILITY

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

“That for the purposes of Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of equity securities up to 10% of the number of fully paid ordinary securities of the Company on issue (at the time of issue) calculated in accordance with the formula set out in Listing Rule 7.1A.2 for a period of 12 months from the date of the Meeting on the terms and conditions set out in the Explanatory Memorandum.”

Note: Resolution 9 is a special resolution. To be passed, it must be approved by at least 75% of the votes cast by Shareholders entitled to vote on the Resolution.

Voting exclusion statement: The Company will disregard any votes on this Resolution by a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a Shareholder if the resolution is passed, and any of their Associates. However, the Company need not disregard a vote on this Resolution if it is cast by the person as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form or the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

By Order of the Board



Fleur Hudson
Company Secretary

NOTES

These notes form part of the Notice of Meeting.

Background information

To assist you in deciding how to vote on the above resolutions, background information to the Resolutions are set out in the Explanatory Memorandum forming part of this Notice of Meeting.

Voting entitlements

The Directors have determined that, for the purpose of voting at the Meeting, Shareholders eligible to vote at the Meeting are those persons who are the registered holders of Shares at 11.00am (WST) on 22 November 2017.

How to vote

You may vote by attending the Meeting in person, by proxy, or by an authorised representative.

Voting in person

To vote in person, attend the Meeting on 23 November 2017 at 11.00am (WST) at Cliftons, Ground floor, 191 St Georges Terrace, Perth. Shareholders are asked to arrive at the venue 30 minutes prior to the time designated for the meeting, if possible, so that the Company may check their shareholding against the Company's share register and note attendances.

Voting by Proxy

A Shareholder has the right to appoint a proxy (who need not be a Shareholder). A proxy can be an individual or a body corporate. A body corporate appointed as a Shareholder's proxy may appoint a representative to exercise any of the powers the body corporate may exercise as a proxy at the Meeting. The representative should bring to the meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

If a Shareholder is entitled to cast two or more votes he may appoint two proxies and may specify the percentage of votes each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, each proxy may exercise half the votes.

To vote by proxy, the Proxy Form (together with the original of any power of attorney or other authority, if any, or certified copy of that power of attorney or other authority under which the Proxy Form is signed) must be deposited with Security Transfer Australia Pty Ltd at their Perth office: 770 Canning Highway, Applecross WA 6153 or faxed to their office on (+61) (8) 9315 2233, not less than 48 hours before the proposed time of the Meeting.

Corporate Shareholders should comply with the execution requirements set out on the Proxy Form or otherwise with the provisions of section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:

- (a) two directors of the company;
- (b) a director and a company secretary of the company; or
- (c) for a proprietary company that has a sole director who is also the sole company secretary, that director.

Directing your proxy to vote on Resolutions

You may direct your proxy how to vote by marking For, Against or Abstain for each Resolution. All your shareholding will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on the Resolutions 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 Resolutions, your proxy may vote as he or she chooses (except where a voting exclusion applies). If you mark more than one box on a Resolution your vote will be invalid on that Resolution.

Annual Report

The Company advises that a copy of its Annual Report for the year ended 30 June 2017, is available to download at the website address, www.neurotechinternational.com.

When you access the Company's Annual Report on-line, you can view it and print a copy.

Please note that if you have elected to continue to receive a hard copy of the Company's Annual Reports, the Annual Report will accompany this Notice of Meeting or alternatively it will be mailed to you no later than 21 days before the Meeting.

However, if you did not elect to continue to receive a hard copy of the Company's Annual Reports and now (or sometime in the future) wish to receive a hard copy of the Company's Annual Reports, please contact Security Transfer Australia Pty Ltd on (08) 9315 2333. They will be pleased to mail you a copy.

Enquiries

Shareholders are invited to contact the Company Secretary, Fleur Hudson, on (08) 9321 5922 if they have any queries in respect of the matters set out in these documents.

The Notice of Meeting, Explanatory Memorandum and Proxy Form should be read in their entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their Accountant, Solicitor or other professional adviser prior to voting.

EXPLANATORY MEMORANDUM

INTRODUCTION

This Explanatory Memorandum is prepared for the information of Shareholders in connection with any business to be transacted at the Annual General Meeting of the Company to be held on 23 November 2017.

At the Meeting, Shareholders will be asked to consider resolutions regarding:

- adoption of the Remuneration Report; and
- appointment of the Company's auditor;
- re-election of Directors;
- issue of Shares to Directors;
- ratification of prior issue of shares issued under listing rule 7.1;
- approval to issue shares under listing rule 7.1; and
- approval of additional placement capacity under Listing Rule 7.1A.

Details of these proposals are set out in the Explanatory Memorandum, which Shareholders are encouraged to read carefully.

The purpose of this Explanatory Memorandum is to provide information that the Board believes to be material to Shareholders in deciding whether or not to pass these resolutions. The Explanatory Memorandum explains the resolutions and identifies the Board's reasons for putting them to Shareholders. It should be read in conjunction with the accompanying Notice of Meeting.

1. Financial Statements and Reports

Shareholders are to receive and consider the Financial Statements, Directors' Report and the Auditor's Report of Neurotech International Limited for the financial year ended 30 June 2017.

Shareholders will be given the opportunity to ask questions of the Board and the Auditors in relation to the Annual Report for the financial year ended 30 June 2017, at the Annual General Meeting.

2. Resolution 1 – Adoption of the Remuneration Report

The Remuneration Report is set out in the Directors' Report in the Company's 2017 Annual Report.

The Corporations Act requires the Company to put a resolution to Shareholders that the Remuneration Report be adopted. In accordance with section 250R (3) of the Corporations Act, the vote on this Resolution is advisory only and does not bind the Directors or the Company.

In accordance with Division 9 of Part 2G.2 of the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings, Shareholders will be required to vote at the second of those Annual General Meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's directors (other than the Managing Director) must go up for re-election.

At the Company's previous annual general meeting the votes against the remuneration report was less than 25% of the votes cast on the resolution. As such, Shareholders do not need to consider a spill resolution at the Meeting.

A voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting. Key Management Personnel and their Closely Related Parties may not vote on this Resolution and may not cast a vote as proxy, unless the proxy appointment gives a direction on how to vote or the proxy is given to the Chairman and expressly authorises the Chairman to exercise the proxy. The Chairman will use any such proxies to vote in favour of Resolution 1.

The Company encourages all Shareholders to cast their votes on Resolution 1 (Remuneration Report).

3. Resolution 2 – Appointment of Auditor

3.1 Background

Resolution 2 seeks Shareholder approval for the appointment of BDO Audit (WA) Pty Ltd (**BDO**) as auditor of the Company.

BDO was appointed auditor by the Board. Pursuant to section 327C(2), this appointment will lapse at the Meeting.

If Resolution 2 is approved, BDO will be appointed as the Company's auditor with effect from the close of the Meeting.

3.2 Corporations Act requirements

Section 327B(1)(b) of the Corporations Act requires that a company appoint an auditor to fill any vacancy in the office of auditor at any annual general meeting.

Resolution 2 seeks, for the purposes of section 327B(1)(b) of the Corporations Act, the appointment of BDO as the Company's auditor. Section 328B of the Corporations Act requires that a company may only appoint an auditor at its annual general meeting if a member of the company nominates the auditor in writing before the meeting is convened or not less than 21 days before the meeting. BDO has been nominated by a member of the Company to be the Company's auditor (see Annexure A).

Section 328A of the Corporations Act requires that an auditor provide its consent in writing to the appointment. BDO has duly consented to act as the Company's auditor (see Annexure B).

3.3 Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 2 to appoint BDO as the Company's auditor.

4. Resolution 3 – Re-election of Mr Peter O'Connor as a Director

4.1 Background

Resolution 3 seeks approval for the re-election of Mr Peter O'Connor as a Director.

Article 6.3(c) of the Company's Constitution requires that one third of the Directors in office (other than a Managing Director) retire by rotation at each annual general meeting of the Company. Article 6.3(f) provides that the retiring Directors are then eligible for re-election.

Mr O'Connor, who was appointed as a non-executive Director on the incorporation of the Company (15 January 2016), retires in accordance with article 6.3(c), and being eligible, offers himself for re-election as a Director.

4.2 Biography

A profile of Mr O'Connor is contained in the Company's Annual Report for the financial year ended 30 June 2017.

4.3 Directors' recommendation

Mr O'Connor has a material personal interest in the outcome of Resolution 3 and accordingly declines to make a recommendation in respect of Resolution 3.

The Directors (other than Mr O'Connor) recommend that Shareholders vote in favour of Resolution 3 to re-appoint Mr O'Connor to as a non-executive Director.

5. Resolution 4 – Re-election of Mr Simon Trevisan as a Director

5.1 Background

Resolution 4 seeks approval for the re-election of Mr Simon Trevisan as a Director.

Article 6.3(c) of the Company's Constitution requires that one third of the Directors in office (other than a Managing Director) retire by rotation at each annual general meeting of the Company. Article 6.3(f) provides that the retiring Directors are then eligible for re-election.

Mr Trevisan, who was appointed as a non-executive Director on the incorporation of the Company (15 January 2016), retires in accordance with article 6.3(c), and being eligible, offers himself for re-election as a Director.

5.2 Biography

A profile of Mr Trevisan is contained in the Company's Annual Report for the financial year ended 30 June 2017.

5.3 Directors' recommendation

Mr Trevisan has a material personal interest in the outcome of Resolution 4 and accordingly declines to make a recommendation in respect of Resolution 4.

The Directors (other than Mr Trevisan) recommend that Shareholders vote in favour of Resolution 4 to re-elect Mr Trevisan as a non-executive Director.

6. Resolution 5 – Issue of Shares to Mr Wolfgang Storf

6.1 General

The Company's Chief Executive Officer and Director, Mr Wolfgang Storf was awarded a short term incentive benefit of €76,500 for his performance for the period commencing on 1 April 2016 and ending on 31 December 2016 (**Relevant Period**).

Using an exchange rate of 1 Euro: 1.4753 Australian dollars, being the average exchange rate over the Relevant Period, the bonus equates to A\$112,863.50.

On 17 May 2017, Mr Storf agreed to settle the value of his bonus through the issue of 471,277 Shares at an issue price of 23.9484 cents per Share, being the VWAP of Shares on the ASX over the three trading days to 17 May 2017.

Accordingly, the Company seeks pursuant to Resolution 5, Shareholder approval to issue to Mr Storf 471,277 Shares.

6.2 Listing Rule 10.11

Listing Rule 10.11 provides that a company must not issue or agree to issue, without shareholder approval, any equity securities, or other securities with rights to conversion to equity, to either a Related Party, or to any other person whose relationship to the entity is such that in ASX's opinion, shareholder approval should be obtained.

As the issue of the Shares to Mr Storf involves the issue of securities to a Related Party of the Company, Shareholder approval pursuant to Listing Rule 10.11 is required.

If Resolution 5 is approved for the purposes of Listing Rule 10.11, then approval is not required under Listing Rule 7.1.

6.3 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

- (a) the giving of the financial benefit falls within one of the nominated exceptions to the provisions; or
- (b) prior Shareholder approval is obtained for the giving of the financial benefit.

The Board (excluding Mr Storf) considers that the issue of Shares to Mr Storf falls within a nominated exception, as the issue of Shares forms part of Mr Storf's remuneration as an officer of the Company.

Further, the Board (excluding Mr Storf) considers the remuneration to be reasonable given the circumstances of the Company and the responsibilities undertaken by Mr Storf in his role as Chief Executive Officer.

Accordingly, no Shareholder approval is sought for the purposes of the Corporations Act requirements.

6.4 Technical 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 Resolution 5:

- (a) The Related Party is Mr Wolfgang Storf, a Director of the Company (or his nominee).
- (b) The maximum number of securities to be issued is 471,277 Shares.
- (c) The Shares will be issued on one date, no later than 1 month after the date of the Meeting.
- (d) The Shares will be issued at a deemed issue price of 23.9484 cents each, but for nil cash consideration, in lieu of payment of Mr Storf's short-term incentive benefit for the period to 31 December 2016, and accordingly, no funds will be raised.
- (e) The Shares will rank equally with all other Shares on issue. The Company will apply for the Shares to be quoted on ASX.

6.5 Directors' recommendation

Mr Storf has a material personal interest in the outcome of Resolution 5 and accordingly declines to make a recommendation in respect of Resolution 5.

The Directors (other than Mr Storf) recommend that Shareholders vote in favour of Resolution 5.

7. Resolution 6 – Issue of Shares to Dr Adrian Attard Trevisan

7.1 General

As set out in the Company's prospectus dated 12 September 2016, Dr Adrian Attard Trevisan, a Director of the Company, was awarded pursuant to his then executive employment contract, rights to acquire up to 3,000,000 Shares (**Share Rights**). Dr Attard Trevisan is now a non-executive Director, and the relevant executive employment agreement has been terminated.

On 1 April 2017, on the satisfaction of performance criteria set by the Nomination and Remuneration committee for the year to 31 December 2016, 411,371 of Dr Attard Trevisan's Share Rights vested.

Accordingly, the Company seeks pursuant to Resolution 6, Shareholder approval to issue to Dr Attard Trevisan a total of 411,371 Shares.

The 411,371 Shares proposed to be issued to Dr Attard Trevisan are proposed to be issued at a deemed issue price of A\$0.16 each, being the value of Shares as at the date on which the Share Rights were granted, being 1 October 2016. Accordingly, the Shares proposed to be issued to Dr Attard Trevisan have an aggregate value of A\$65,819.

7.2 Listing Rule 10.11

Listing Rule 10.11 provides that a company must not issue or agree to issue, without shareholder approval, any equity securities, or other securities with rights to conversion to equity, to either a Related Party, or to any other person whose relationship to the entity is such that in ASX's opinion, shareholder approval should be obtained.

As the issue of the Shares to Dr Attard Trevisan involves the issue of securities to a Related Party of the Company, Shareholder approval pursuant to Listing Rule 10.11 is required.

If Resolution 6 is approved for the purposes of Listing Rule 10.11, then approval is not required under Listing Rule 7.1.

7.3 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

- (a) the giving of the financial benefit falls within one of the nominated exceptions to the provisions; or
- (b) prior Shareholder approval is obtained for the giving of the financial benefit.

The Board (excluding Dr Attard Trevisan) considers that the issue of Shares to Dr Attard Trevisan falls within a nominated exception, as the issue of Shares forms part of Dr Attard Trevisan's remuneration as an officer of the Company.

Further, the Board (excluding Dr Attard Trevisan) considers the remuneration to be reasonable given the circumstances of the Company and the responsibilities undertaken by Dr Attard Trevisan in his prior role as Chief Scientific Officer of the Company.

Accordingly, no Shareholder approval is sought for the purposes of the Corporations Act requirements.

7.4 Technical 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 Resolution 6:

- (a) The Related Party is Dr Adrian Attard Trevisan, a Director of the Company (or his nominee).
- (b) The maximum number of securities to be issued is 411,371 Shares.
- (c) The Shares will be issued on one date, no later than 1 month after the date of the Meeting.
- (d) The securities will be issued at a deemed issue price of A\$0.16 each, but for nil cash consideration, in satisfaction of the vesting of 411,371 Share Rights held by Dr Attard Trevisan as a part of his remuneration as an officer of the Company. The deemed issue price of the Shares of A\$0.16 reflects the value of Shares as at the date on which the Share Rights were granted, being 1 October 2016. As the Shares are being issued for nil cash consideration, no funds will be raised.
- (e) The Shares will rank equally with all other Shares on issue. The Company will apply for the Shares to be quoted on ASX.

7.5 Directors' recommendation

Mr Attard Trevisan has a material personal interest in the outcome of Resolution 6 and accordingly declines to make a recommendation in respect of Resolution 6.

The Directors (other than Mr Attard Trevisan) recommend that Shareholders vote in favour of Resolution 6.

8. Background to Resolutions 7 and 8

8.1 General

On 16 October 2017, the Company announced that it is undertaking a placement of up to 20,000,000 Shares to sophisticated and professional investors at a price of \$0.20 per Share to raise up to a maximum of \$4 million (**Share Placement**).

The Share Placement comprises:

- (a) **Tranche 1 Placement:** 13,205,266 Shares have been issued at a price of A\$0.20 per Share (**Tranche 1 Shares**) to raise a total of A\$2,641,053.20.
- (b) **Tranche 2 Placement:** subject to Shareholder approval, the Company will issue up to a further 6,794,734 Shares at an issue price of A\$0.20 (**Tranche 2 Shares**) to raise up to A\$1,358,946.80.

The Company has entered into a lead manager agreement (**Lead Manager Agreement**) with Azure Capital Limited (**Azure**) pursuant to which Azure acts as Lead Manager to the Share Placement. Pursuant to the Lead Manager Agreement, Azure has placed the Tranche 1 Shares and will endeavour to place the Tranche 2 Shares, to sophisticated and professional investors, subject to shareholder approval under Resolution 8.

Pursuant to the Lead Manager Agreement, Azure is entitled to a share placement fee of 6.0% of the total gross proceeds raised pursuant to the Share Placement, comprising a 4.0% Placement Fee and a 2.0% Management Fee, payable in cash upon successful completion of the Share Placement.

The funds raised by the Share Placement will be used for manufacturing of additional inventory, further product enhancements, investigating potential strategic initiatives and for general working capital.

8.2 The purpose of Resolutions 7 and 8

The purpose of Resolutions 7 and 8 is to enable Shareholders to:

- (a) ratify the issue of the Tranche 1 Shares, that have already been issued (Resolution 7); and
- (b) approve the issue of the Tranche 2 Shares (Resolution 8).

8.3 Effect of the Share Placement on Neurotech's capital structure

The table below illustrates the effect of the Share Placement on the Company's capital structure assuming maximum subscription pursuant to the Tranche 1 Placement and Tranche 2 Placement:

Class of security	Securities on issue prior to Share Placement	Securities issued under Tranche 1 Placement	Maximum securities issued under Tranche 2 Placement	Securities on issue on completion of the Share Placement
Shares	88,035,112	13,205,266	6,794,734	108,035,112
Options (unquoted, exercisable at \$0.20 each on or before 20 November 2020)	10,894,390	Nil	Nil	10,894,390

Prior to the Tranche 1 Placement, the Company had 88,035,112 Shares on issue. If the Share Placement is fully subscribed, 20,000,000 Shares will be issued. Assuming the Company does not issue any other Shares and no Options are exercised, this would represent a 22.72% increase to the Company's issued Share capital. Consequently, the Company's existing Shareholders who do not participate in the Share Placement will have their percentage interest in the Company diluted.

9. Resolution 7 – Ratification of prior issue of Shares under the Tranche 1 Placement

9.1 Effect of Resolution 7

Listing Rule 7.1 provides that prior approval of shareholders is required for an issue of securities if the securities will, when aggregated with the securities issued by a company during the previous 12 months, exceed 15% of the number of securities on issue at the commencement of that 12 month period.

Listing Rule 7.4 states that an issue by a company of securities made without approval under Listing Rule 7.1 is treated as having been made with approval for the purpose of Listing Rule 7.1 if the issue did not breach Listing Rule 7.1 and the company's members subsequently approve it.

The 13,205,266 Shares issued by the Company under the Tranche 1 Placement were issued under the Company's existing capacity under Listing Rule 7.1.

Under Resolution 7, the Company seeks Shareholder approval for, and ratification of the issue of the Tranche 1 Shares so as to restore the Company's issuing capacity under Listing Rule 7.1.

9.2 Listing Rules information requirements

For the purposes of Listing Rule 7.5, the Company provides the following information to Shareholders:

- (a) The number of securities issued was 13,205,266 Shares.
- (b) The issue price of the Shares was \$0.20 per Share.
- (c) All Shares issued rank equally with all other Shares on issue. The Company has applied for quotation of all Shares issued on ASX.
- (d) The Shares were issued to clients of the Lead Manager, each of whom was a, sophisticated or professional investor, none of whom were a Related Party of the Company.
- (e) The issue of Shares pursuant to the Tranche 1 Placement raised the amount of \$2,641,053.20 before costs and expenses of the Tranche 1 Placement. The net funds raised will be used for manufacturing of additional inventory, further product enhancements, investigating potential strategic initiatives and for general working capital.
- (f) A summary of the key terms of the Lead Manager Agreement is set out in Section 7.1.

9.3 Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 7 in order to provide the Company with the flexibility to raise additional funds in the future as and when required.

10. Resolution 8 – Approval to issue Shares under the Tranche 2 Placement

10.1 Effect of Resolution 2

Listing Rule 7.1 provides that a listed company may not issue equity securities in any 12 month period which exceeds 15% of the number of issued securities of the company held at the beginning of the 12 month period, except with the prior approval of shareholders of the company in general meeting unless another exception to Listing Rule 7.1 applies.

Resolution 8 requires Shareholder approval pursuant to Listing Rule 7.1.

The effect of Resolution 8, if passed, will be that the Tranche 2 Shares granted will be exempt from the 15% limit under Listing Rule 7.1. This will allow the Company to grant the Tranche 2 Shares and provide flexibility during the next 12 month period to issue further equity Securities in order to raise further capital, if required.

10.2 Listing Rules information requirements

For the purposes of the information requirements of Listing Rule 7.3, the Company provides the following information to Shareholders:

- (a) The maximum number of securities to be issued is 6,794,734 Shares.
- (b) The Shares will be issued on one date, that is no later than 3 months after the date of the General Meeting, or within such other time as may be permitted by the Listing Rules or any waiver(s) of the Listing Rules granted by ASX.
- (c) The issue price of the Shares will be \$0.20 each.
- (d) The Shares will be issued to sophisticated and professional investors as determined and arranged by the Lead Manager, in conjunction with the Company.
- (e) The Lead Manager in consultation with the Directors will determine to whom the Shares will be issued, but none of these persons will be a Related Party of the Company.
- (f) All Shares issued will be fully paid ordinary Shares, ranking equally with the Company's existing Shares. The Company will apply for quotation of all Shares on ASX.
- (g) The issue of Shares pursuant to the Tranche 2 Placement will raise up to \$1,358,946.80 before costs and expenses of the Tranche 2 Placement. The net funds raised will be used for manufacturing of additional inventory, further product enhancements, investigating potential strategic initiatives and for general working capital.

10.3 Directors' recommendation

Directors unanimously recommend that Shareholders vote in favour of Resolution 8 to enable the Company to conduct the Tranche 2 Placement, pursuant to which it will raise funds that will be used as set out in Section 10.2(g) above.

11. Resolution 9 – Approval of additional 10% placement capacity

11.1 Background

Resolution 9 seeks Shareholder approval for an additional issuing capacity under Listing Rule 7.1A (**Additional Placement Facility**).

If approved, Resolution 9 would enable the Company to issue additional Equity Securities (calculated below) over a 12 month period without obtaining Shareholder approval.

Resolution 9 is a special resolution. It must be passed by at least 75% of the votes cast by Shareholders entitled to vote on the Resolution.

11.2 Applicable Listing Rules

Listing Rule 7.1A permits eligible entities that have obtained the approval of shareholders by special resolution at an annual general meeting, to have an additional capacity to issue additional Equity Securities issue equal to approximately 10% of its issued capital, over a 12 month period.

The Company is an eligible entity (being an entity with market capitalisation of \$300 million or less and which is not included in the S&P/ASX 300 index) and seeks Shareholder approval under this Resolution for the Additional Placement Facility.

11.3 Information on Additional Placement Facility

(a) Quoted securities

Any Equity Securities issued under the Additional Placement Facility must be in the same class as an existing class of Equity Securities of the Company that are quoted on ASX.

As at the date of this Notice, the Company has one class of Equity Securities quoted on ASX, being Shares.

(b) Number of Equity Securities that may be issued

Listing Rule 7.1 permits the Company to issue Equity Securities equal to approximately 15% of the Company's issued capital over a 12 month period without shareholder approval.

The Additional Placement Facility under Listing Rule 7.1A is in addition to the Company's 15% placement capacity under Listing Rule 7.1. The effect of Shareholders passing Resolution 9 is to allow the Company to issue Equity Securities equal to approximately 25% of its issued capital during the next 12 months without first obtaining specific Shareholder approval.

The exact number of additional Equity Securities that the Company may issue under the Additional Placement Facility is not fixed but is calculated under a formula prescribed by the Listing Rules (set out below).

At the date of this Notice the Company has 101,240,378 Shares on issue. If Resolution 9 is passed to approve the Additional Placement Capacity, and Resolution 7 is passed to ratify the issue of Shares under the Tranche 1 Placement, the Company will be permitted to issue approximately:

- (i) 15,186,057 Equity Securities under the Listing Rule 7.1 15% placement capacity; and
- (ii) 10,124,038 Equity Securities under the Additional Placement Capacity.

(c) Formula for Additional Placement Facility

If this Resolution 9 is passed, the Company may issue or agree to issue, during the 12 month period after this Meeting, the number of Equity Securities calculated in accordance with the following formula:

$$\text{Additional Placement Capacity} = (A \times D) - E$$

where:

A = the number of fully paid ordinary securities on issue 12 months before the issue date or date of agreement to issue:

- plus the number of fully paid ordinary securities issued in the 12 months under an exception in Listing Rule 7.2;
- plus the number of partly paid ordinary securities that became fully paid in the 12 months;
- plus the number of fully paid ordinary securities issued in the 12 months with approval of holders of ordinary securities under Listing Rule 7.1 or Listing Rule 7.4;
- less the number of fully paid ordinary securities cancelled in the 12 months.

D = 10%

E = the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of Shareholders under Listing Rule 7.1 or 7.4.

11.4 Listing Rule requirements

Pursuant to and in accordance with Listing Rule 7.3A, the following information is provided in relation to the proposed approval of the Additional Placement Facility:

(a) Minimum price at which Equity Securities may be issued

The issue price of any Equity Security under the Additional Placement Facility will not be less than 75% of the VWAP for securities in the same class, calculated over the 15 trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the securities are to be issued is agreed; or
- (ii) if the securities are not issued within 5 trading days of the date above, the date on which the securities are issued.

(b) Risk of economic and voting dilution

If Resolution 9 is passed and the Company issues securities under the Additional Placement Facility, then there is a risk to existing Shareholders of economic and voting dilution, including the risk that:

- (i) the market price for Equity Securities in the same class may be significantly lower on the issue date of the new Equity Securities than on the date of this Meeting; and
- (ii) the new Equity Securities may be issued at a price that is at a discount to the market price for Equity Securities in the same class on the issue date or the new Equity Securities may be issued in consideration for the acquisition of a new asset.

The table below identifies the potential dilution to existing Shareholders following the issue of Equity Securities under the Additional Placement Facility (based on the formula set out above) using different variables for the number of issued Shares and the market price of Shares.

The numbers are calculated on the basis of the latest available market price of Shares before the date of this Notice and the current number of Shares on issue.

Variable A in Listing Rule 7.1A		Nominal issue price		
		\$0.215 (market price)	\$0.1613 (25% decrease in market price)	\$0.1075 (50% decrease in market price)
Current issued capital A = 101,240,378 Shares	Shares issued under LR 7.1A	10,124,037	10,124,037	10,124,037
	Voting dilution	10%	10%	10%
	Funds raised	\$2,176,668	\$1,632,501	\$1,088,334
	Economic dilution	0%	2.27%	4.55%
50% increase in issued capital A = 151,860,567 Shares	Shares issued under LR 7.1A	15,186,056	15,186,056	15,186,056
	Voting dilution	10%	10%	10%
	Funds raised	\$3,265,002	\$2,448,752	\$1,632,501
	Economic dilution	0%	2.27%	4.55%
100% increase in issued capital A = 202,480,756 Shares	Shares issued under LR 7.1A	20,248,075	20,248,075	20,248,075
	Voting dilution	10%	10%	10%
	Funds raised	\$4,353,336	\$3,265,002	\$2,176,668
	Economic dilution	0%	2.27%	4.55%

This table has been prepared on the following assumptions:

1. the latest available market price of Shares, being the closing price as at 12 October 2017, was \$0.215;
2. the Company issues the maximum number of equity securities available under the Additional Placement Facility;
3. existing Shareholders' holdings do not change from the date of this Meeting to the date of the issue under the Additional Placement Facility;

4. the Company issues Shares only and does not issue other types of equity securities (such as Options) under the Additional Placement Facility; and
5. the impact of placements under Listing Rule 7.1 or following the exercise of options is not included in the calculations.
6. Economic dilution (ED) is calculated using the following formula:

$$ED = (MP - (NMC / TS)) / MP$$

where:

- MP = the market price of shares traded on ASX, expressed in dollars;
- MC = market capitalisation prior to issue of Equity Securities, being the MP multiplied by the number of shares on issue;
- NMC = notional market capitalisation, being the market capitalisation plus the NSV;
- NSV = new security value, being the number of new Equity Securities multiplied by the issue price of those Equity Securities; and
- TS = total shares on issue following new Equity Security issue.

- (c) Date by which Equity Securities may be issued

Equity Securities may be issued under the Additional Placement Facility for 12 months after the Meeting.

However, the approval to the Additional Placement Facility under this Resolution will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).

- (d) Purpose for which Equity Securities may be issued

The Company may seek to issue Equity Securities under the Additional Placement Facility for the following purposes:

- (i) cash consideration to fund business growth, to acquire new assets or make investments, to develop the Company's existing assets and operations and for general working capital; and
- (ii) non-cash consideration to acquire new assets or make investments. In these circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3.

- (e) Allocation policy

The Company's allocation policy for the issue of Equity Securities under the Additional Placement Facility will depend on the prevailing market conditions at the time of the proposed issue. The allottees will be determined on a case-by-case basis having regard to the factors such as:

- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing security holders can participate;
- (ii) the effect of the issue of the new securities on the control of the Company;
- (iii) the financial situation and solvency of the Company;
- (iv) prevailing market conditions; and
- (v) advice from corporate and other advisors.

As at the date of this Notice, the Company has not identified any proposed allottees of Equity Securities using the Additional Placement Facility. However, the eventual allottees may include existing substantial Shareholders, other Shareholders and/or new investors.

None of the allottees will be a related party or an associate of a related party of the Company, except as permitted under Listing Rule 7.2. Existing Shareholders may or may not be entitled to subscribe for Equity Securities under the Additional Placement Facility and it is possible that their shareholding will be diluted.

If the Additional Placement Facility is used to acquire new assets or investments, then it is likely that the allottees will be the vendors of these assets/investments.

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities under the Additional Placement Facility.

11.5 Equity securities issued under previous placement facility approval

The Meeting is the first annual general meeting of the Company called since its admission to the Official List of ASX. Consequently, the Company has not previously obtained approval under Listing Rule 7.1A.

11.6 Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 9 as it will give the Company the flexibility to raise and fund necessary working capital whilst preserving the Company's cash reserves.

GLOSSARY

The following terms and abbreviations used in this Explanatory Memorandum have the following meanings:

Additional Placement Capacity	Has the meaning given to that term on Section 11.1 of this Explanatory Memorandum.
A\$ or \$	Australian dollars.
Annual General Meeting or Meeting	The annual general meeting of Shareholders, or any meeting adjourned thereof, convened by the Notice.
Annual Report	The annual report of the Company for 2017, including the annual financial report, the Directors' report and the Auditor's report for the financial year ended 30 June 2017, which can be downloaded from the Company's website at www.neurotechinternational.com
Associate	Has the meaning given to it by Division 2 of Part 1 of the Corporations Act.
ASX	ASX Limited and its Related Bodies Corporate, or the financial market known as the Australian Securities Exchange, as the context requires.
Auditor	BDO Audit (WA) Pty Ltd.
Board	The board of Directors.
Chairman	The chairman of the Meeting.
Closely Related Party	Has same meaning given to it in section 9 of the Corporations Act, being, in relation to a member of Key Management Personnel: <ul style="list-style-type: none">(a) a spouse or child of the member;(b) a child of the member's spouse;(c) a dependent of the member or the member's spouse;(d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;(e) a company the member controls; or(f) a person prescribed by the <i>Corporations Regulations 2001</i> (Cth) (currently none are prescribed).
Company or Neurotech	Neurotech International Limited (ACN 610 205 402).
Constitution	The constitution of the Company.
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Director	A director of the Company.
Equity Securities	Has the meaning given in the Listing Rules.
Glossary	This glossary of terms.
Key Management Personnel	Has the same meaning as the definition of that term in section 9 of the Corporations Act, being those persons details of whose remuneration are included in the remuneration report having authority and responsibility for planning, directing and controlling the activities of the

	Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.
Lead Manager or Azure	Azure Capital Limited ACN 107 416 106, AFSL No. 276569.
Listing Rules	The official listing rules of the ASX.
Meeting	The annual general meeting convened by the Notice which accompanies this Explanatory Memorandum.
Notice of Meeting or Notice	The notice convening the Meeting which accompanies this Explanatory Memorandum.
Option	An option to acquire a Share.
Proxy Form	The proxy form attached to the Notice of Meeting.
Related Party	Has the meaning given to that term in the Listing Rules.
Remuneration Report	The remuneration report appearing in the Annual Report.
Resolution	A resolution set out in the Notice.
Section	A section of this Explanatory Memorandum.
Share	A fully paid ordinary share in the Company.
Share Placement	The placement comprising the Tranche 1 Placement and the Tranche 2 Placement, for the placement of an aggregate of up to 20,000,000 Shares to institutional and sophisticated investors at a price of \$0.20 per Share to raise up to a maximum of \$4 million.
Share Registrar	Security Transfer Australia Pty Ltd.
Shareholder	A holder of a Share.
Tranche 1 Placement	The placement of 13,205,266 Shares at a price of A\$0.20 per Share to raise a total of A\$2,641,053.20.
Tranche 2 Placement	The proposed placement, subject to Shareholder approval, of up to 6,794,734 Shares at an issue price of A\$0.20 to raise up to A\$1,358,946.80.
VWAP	Volume weighted average price.
WST	Australian Western Standard Time, being the time in Perth, Western Australia.

Annexure A – Nomination of BDO to be the Company's auditor



Transcontinental Group

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191 St George's Terrace
Perth, Western Australia 6000
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Web: www.transrg.com.au

12 October 2017

Ms Fleur Hudson
Company Secretary
Neurotech International Limited
Level 14, 191 St Georges Terrace
PERTH WA 6000

Dear Madam

Neurotech International Limited – Nomination of Auditor

Transcontinental Investments Pty Ltd (ACN 009 017 985) is a shareholder of Neurotech International Limited (**Company**).

For the purposes of section 328B(1) of the *Corporation Act 2001* (Cth), Transcontinental Investments Pty Ltd hereby nominates BDO Audit (WA) Pty Ltd of 38 Station Street, Subiaco, Western Australia for appointment as auditor of the Company, at the next annual general meeting of the Company.

Yours faithfully

Anthony Trevisan
Chairman

Annexure B – Consent of BDO to be the Company’s auditor



Tel: +61 8 6382 4600
Fax: +61 8 6382 4601
www.bdo.com.au

38 Station Street
Subiaco, WA 6008
PO Box 700 West Perth WA 6872
Australia

12 October 2017

Neurotech International Limited
14th Floor (south) 191 St Georges Terrace
PERTH WA 6000

Dear Sirs

In accordance with section 328A(1) of the Corporations Act 2001 (Cth), we hereby consent to act as auditors of Neurotech International Limited.

This consent shall remain in force until revoked by us in writing.

Yours faithfully

BDO Audit (WA) Pty Ltd

A handwritten signature in blue ink. The word 'BDO' is written in a simple, blocky font. Below it, the name 'J Prue' is written in a cursive, flowing script.

Jarrad Prue

Director

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