



Neurotech International Limited
ACN 610 205 402

Supplementary Prospectus

1. Important notices

This supplementary prospectus is dated 7 February 2019 (**Supplementary Prospectus**) and was lodged with ASIC on that date. Neither ASIC nor ASX take any responsibility for the contents of this Supplementary Prospectus.

This Supplementary Prospectus supplements the prospectus dated 29 January 2019 (**Prospectus**) issued by Neurotech International Limited ACN 610 205 402 (**Neurotech** or the **Company**).

This Supplementary Prospectus must be read together with the Prospectus. If there is a conflict between the Prospectus and this Supplementary Prospectus, this Supplementary Prospectus will prevail.

Unless otherwise defined, a term with a defined meaning in the Prospectus has the same meaning in this Supplementary Prospectus.

References to "Sections" are to sections of the Prospectus.

2. Reasons for this Supplementary Prospectus

The purpose of this Supplementary Prospectus is to amend disclosure regarding:

- (a) the potential use of the Mente device for treatment of medical conditions other than autism;
- (b) allocation of any Shortfall to the Rights Issue;
- (c) the liability of the Nominee in the sale of rights of Excluded Shareholders;
- (d) clarification of the fact that Adrian Attard Trevisan is a former director of the Company; and
- (e) expenses of the Offers.

3. Section 2.1(b) – Business focus

The Prospectus is amended by including the following additional information in respect of the Company's business focus in Section 2.1(b).

The use of the Mente device for the treatment for medical conditions other than autism will need clinical validation from a research and development perspective and regulatory approvals. The utility of the Mente device as viable therapy for medical conditions other than autism is yet to be determined and will only be known through working with clinical professionals as part of the Company's 'go to market strategy', through which the Company will continue to accumulate clinical evidence.

4. Section 3.11(b) – Shortfall Offer allocation

The Prospectus is amended by including the following additional statements in Section 3.11(b):

In exercising their discretion to allocate the Shortfall:

- (a) the Directors propose to allocate the Shortfall to both new investors and Eligible Shareholders in a manner considered appropriate to Applicants having regard to the

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best interests of the Company and the Company's desire to maximise the amount of funds raised from the Offers;

- (b) Eligible Shareholders are encouraged to apply for the Shortfall, but in allocating the Shortfall preference will not be conferred on Eligible Shareholders;
- (c) where the Directors consider it is in the best interests of the Company to allocate any portion of the Shortfall to a particular Applicant or to particular Applicants in order to maximise the total funds raised from the Offers, the Directors may do so; this may result in preference being given to an Application from a new investor who is not an Eligible Shareholder;
- (d) to the extent that Applications for the Shortfall are made by Eligible Shareholders, as between those Eligible Shareholders the Directors will generally endeavour to allocate the Shortfall in a manner which is considered fair to those Applicants, having regard to their existing shareholding interests;
- (e) the Directors will not allocate any portion of the Shortfall to an Applicant who is a Related Party of the Company in priority to, or the exclusion of, any other Applicant; and
- (f) the Directors will not otherwise exercise their discretion regarding allocation of the Shortfall in a manner likely to exacerbate a potential unacceptable control effect, except to the extent they consider necessary (acting reasonably) to prevent the issue of shares contrary to law or the Listing Rules..

5. **Section 4.12 – Nominee for Excluded Shareholders' Rights**

Section 4.12 of the Prospectus is amended by deleting the following sentence in Section 4.12:

"Neither the Company nor Patersons will be subject to any liability for failure to sell any Entitlements or to sell them at a particular price."

6. **Section 9.6 – Remuneration of Directors**

Section 9.6 of the Prospectus is amended to read "*Adrian Attard Trevisan (former Director)*" where the name Adrian Attard Trevisan appears.

7. **Section 9.10 - Expenses of the Offers**

In addition to the information in Sections 9.10 and 9.11 of the Prospectus, the following further information about the expenses of the Offers is provided.

The estimated costs and expenses (excluding GST) of the Rights the Offer (assuming 50% subscription and full subscription) as at the Prospectus Date are set out in the table below.

Expense	Expenses	
	50% Subscription	100% Subscription
ASIC fees	\$6,693	\$6,693
ASX fees	\$19,075	\$28,306
Lead Manager's fees (Azure Capital Securities Pty Ltd)	\$32,886	\$65,773
Legal fees (Jackson McDonald)	\$15,000	\$15,000
Nominee's fees (Patersons Securities Limited)	\$5,000	\$5,000
Printing and Share Registry expenses	\$7,355	\$7,355
TOTAL	\$86,009	\$128,127

8. Authorisation

In accordance with section 720 of the Corporations Act, each Director has consented to the lodgement of this Supplementary Prospectus with ASIC and has not withdrawn that consent.

This Supplementary Prospectus is signed for and on behalf of Impact pursuant to a resolution of the Board by:

A handwritten signature in blue ink, appearing to read 'Simon Trevisan', with a long horizontal flourish extending to the right.

Simon Trevisan
Non-Executive Director

Date: 7 February 2019