



Announcement Summary

Entity name

NEUROTECH INTERNATIONAL LIMITED

Announcement Type

New announcement

Date of this announcement

Friday July 3, 2020

The Proposed issue is:

☒ A placement or other type of issue

Total number of +securities proposed to be issued for a placement or other type of issue

ASX +Security Code	+Security Description	Maximum Number of +securities to be issued
n/a	NTIOPT8 Options	33,000,000
n/a	NTIOPT8 Options	5,000,000
NTI	ORDINARY FULLY PAID	207,099,128

Proposed +issue date

Monday August 31, 2020

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of +Entity

NEUROTECH INTERNATIONAL LIMITED

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

1.2 Registered Number Type

ABN

Registration Number

73610205402

1.3 ASX issuer code

NTI

1.4 The announcement is

☒ New announcement

1.5 Date of this announcement

Friday July 3, 2020

1.6 The Proposed issue is:

☒ A placement or other type of issue



Part 7 - Details of proposed placement or other issue

Part 7A - Conditions

7A.1 - Are any of the following approvals required for the placement or other type of issue?

- +Security holder approval
- Court approval
- Lodgement of court order with +ASIC
- ACCC approval
- FIRB approval
- Another approval/condition external to the entity

☒ Yes

7A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
+Security holder approval	Monday August 31, 2020	<input checked="" type="checkbox"/> Estimated	No

Comments

The Company intends to seek shareholder approval for the issue of the securities the subject of this Appendix 3B at a General Meeting of Shareholders to be held on or around 31 August 2020.

Part 7B - Issue details

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

☒ Existing class

Will the proposed issue of this +security include an offer of attaching +securities?

☒ No

Details of +securities proposed to be issued

ASX +Security Code and Description

NTI : ORDINARY FULLY PAID

Maximum Number of +securities proposed to be issued

67,750,000

**Purpose of the issue**

Up to 67,750,000 Shares to be issued under the second tranche of a Placement to investors, at \$0.005 per share. For further information, please refer to the ASX announcement titled "NTI secures option to acquire global rights to cannabis strains targeting autism" released on 3 July 2020.

Offer price details for retail security holders

In what currency is the cash consideration being paid?

AUD - Australian Dollar

What is the issue price per +security?

AUD 0.00500

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?

☒ Yes

Oversubscription & Scale back details

May a scale back be applied to this event?

☒ No

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

☒ Existing class

Will the proposed issue of this +security include an offer of attaching +securities?

☒ No

Details of +securities proposed to be issued

ASX +Security Code and Description

NTI : ORDINARY FULLY PAID

Maximum Number of +securities proposed to be issued

99,000,000

Purpose of the issue

99,000,000 Shares to be issued to Dolce Cann Global Pty Ltd, or its nominees, as part consideration for the acquisition of a licence. For further information, please refer to the ASX announcement titled "NTI secures option to global rights to cannabis strains targeting autism" released on 3 July 2020. The issue price quoted below is a deemed issue price, based on the closing price of NTI Shares as at 2 July 2020.

Offer price details for retail security holders

In what currency is the cash consideration being paid?

AUD - Australian Dollar

What is the issue price per +security?

AUD 0.01000



Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?

☒ Yes

Oversubscription & Scale back details

May a scale back be applied to this event?

☒ No

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

☒ New class

Will the proposed issue of this +security include an offer of attaching +securities?

☒ No

Details of +securities proposed to be issued

ISIN Code (if Issuer is a foreign company and +securities are non CDIs)

Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?

☒ Yes

Will the entity be seeking quotation of the 'new' class of +securities on ASX?

☒ No

ASX +Security Code

New class-code to be confirmed

+Security Description

NTIOPT8 Options

+Security Type

Options

Maximum Number of +securities proposed to be issued

33,000,000

Purpose of the issue

33,000,000 Options to be issued to Dolce Cann Global Pty Ltd, or its nominees, as part consideration for the acquisition of a licence. For further information, please refer to the ASX announcement titled "NTI secures option to global rights to cannabis strains targeting autism" released on 3 July 2020. The issued price quoted below is a deemed issue price, based on a Black Scholes valuation as at 1 July 2020.

Offer price details for retail security holders

In what currency is the cash consideration being paid?

AUD - Australian Dollar

What is the issue price per +security?

AUD 0.00600



Will all the +securities issued in this class rank equally in all respects from their issue date?

☒ Yes

Oversubscription & Scale back details

May a scale back be applied to this event?

☒ No

Options details

+Security Currency	Exercise Price	Expiry date
AUD - Australian Dollar	AUD 0.0100	Tuesday January 31, 2023

Details of the existing class of +security that will be issued upon exercise or conversion of this new class of company option

NTI : ORDINARY FULLY PAID

Please provide any further information relating to the principal terms of the +securities

NTIOPT8 Options will be a new class of unlisted options, each with an exercise price of \$0.01 and an expiry date of 31 January 2023.

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

☒ Existing class

Will the proposed issue of this +security include an offer of attaching +securities?

☒ No

Details of +securities proposed to be issued

ASX +Security Code and Description

NTI : ORDINARY FULLY PAID

Maximum Number of +securities proposed to be issued

5,000,000

Purpose of the issue

5,000,000 Shares to be issued to the introducer of the Transaction. For further information, please refer to the ASX announcement titled "NTI secures option to global rights to cannabis strains targeting autism" released on 3 July 2020. The issue price quoted below is a deemed issue price.

Offer price details for retail security holders

**In what currency is the cash consideration being paid?**

AUD - Australian Dollar

What is the issue price per +security?

AUD 0.00500

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?☒ Yes**Oversubscription & Scale back details****May a scale back be applied to this event?**☒ No**Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?**☒ New class**Will the proposed issue of this +security include an offer of attaching +securities?**☒ No

Details of +securities proposed to be issued

ISIN Code (if Issuer is a foreign company and +securities are non CDIs)**Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?**☒ No**Will the entity be seeking quotation of the 'new' class of +securities on ASX?**☒ No**ASX +Security Code**

New class-code to be confirmed

+Security Description

NTIOPT8 Options

+Security Type

Options

Maximum Number of +securities proposed to be issued

5,000,000

Purpose of the issue

5,000,000 NTIOPT8 Options to be issued to the introducer of the Transaction for nil cash consideration. For further information, please refer to the ASX announcement titled "NTI secures option to global rights to cannabis strains targeting autism" released on 3 July 2020. The issued price quoted below is a deemed issue price, based on a Black Scholes valuation as at 1 July 2020.

Offer price details for retail security holders

**In what currency is the cash consideration being paid?**

AUD - Australian Dollar

What is the issue price per +security?

AUD 0.00600

Will all the +securities issued in this class rank equally in all respects from their issue date?☒ Yes**Oversubscription & Scale back details****May a scale back be applied to this event?**☒ No

Options details

+Security Currency

AUD - Australian Dollar

Exercise Price

AUD 0.0100

Expiry date

Tuesday January 31, 2023

Details of the existing class of +security that will be issued upon exercise or conversion of this new class of company option

NTI : ORDINARY FULLY PAID

Please provide any further information relating to the principal terms of the +securities

NTIOPT8 Options will be a new class of unlisted options, each with an exercise price of \$0.01 and an expiry date of 31 January 2023.

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?☒ Existing class**Will the proposed issue of this +security include an offer of attaching +securities?**☒ No

Details of +securities proposed to be issued

ASX +Security Code and Description

NTI : ORDINARY FULLY PAID

Maximum Number of +securities proposed to be issued

35,349,128



Purpose of the issue

35,349,128 to be issued to Directors in lieu of \$283,500 in accrued directors fees. For further information, please refer to the ASX announcement titled "NTI secures option to global rights to cannabis strains targeting autism" released on 3 July 2020. The issue price quoted below is a deemed issue price, based on the 5 day VWAP of trading in NTI shares on ASX leading up to this Appendix 3B.

Offer price details for retail security holders

In what currency is the cash consideration being paid?

AUD - Australian Dollar

What is the issue price per +security?

AUD 0.00802

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?

☒ Yes

Oversubscription & Scale back details

May a scale back be applied to this event?

☒ No

Part 7C - Timetable

7C.1 Proposed +issue date

Monday August 31, 2020

Part 7D - Listing Rule requirements

7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the issue under listing rule 7.1?

☒ Yes

7D.1a Date of meeting or proposed meeting to approve the issue under listing rule 7.1

Monday August 31, 2020

7D.2 Is a party referred to in listing rule 10.11.1 participating in the proposed issue?

☒ Yes

7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?

☒ No

7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?

☒ No



Part 7E - Fees and expenses

7E.1 Will there be a lead manager or broker to the proposed issue?

☒ No

7E.2 Is the proposed issue to be underwritten?

☒ No

7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue

As part of the Transaction, NTI will be required to pay a royalty fee to Dolce Cann Pty Ltd of 2.50% of the net sales, in respect of all sales which utilise the cannabis strains for neuro disorders.

Part 7F - Further Information

7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?

☒ No

7F.2 Any other information the entity wishes to provide about the proposed issue

For further information, please refer to the ASX announcement titled "NTI secures option to global rights to cannabis strains targeting autism" released on 3 July 2020.