

20 October 2025

Dear Shareholder,

ANNUAL GENERAL MEETING – NOTICE AND PROXY FORM

Notice is hereby given that this year's Annual General Meeting ('Meeting') of Shareholders of Neurotech International Limited ('Company') will be held at the offices of BDO Australia - Melbourne, Tower 4, Level 18, 727 Collins St, Docklands VIC 3008 at 11:30am (AEDT) on Thursday, 20 November 2025.

In accordance with section 110D of the *Corporations Act 2001 (Cth)* (as inserted by the *Corporations Amendment (Meeting and documents) Act 2022 (Cth)*), the Company will not be dispatching physical copies of the Notice of Meeting ('Notice') unless specifically requested to do so. Instead, a copy of the Notice is available at the Company's ASX Announcement Platform at www2.asx.com.au (ASX:NTI).

If you have elected to receive notices by email, a copy of your personalised proxy form will be emailed to you. If you have not elected to receive notices by email, a copy of your personalised proxy form will be posted to you, together with this letter for your convenience.

The Board has made the decision that it will hold a physical Meeting. Shareholders who are unable to attend the Meeting will be able to participate by:

- (a) voting prior to the Meeting by lodging your proxy instructions by no later than 48 hours prior to the Meeting (by 11:30am (AEDT) on Tuesday 18 November 2025) either by:
- voting online at <https://investor.automic.com.au/#/loginsah>, or
 - lodging a proxy form by:
 - **post to:** Automic, GPO Box 5193, Sydney, NSW, 2001; or
 - **in person to:** Automic, Level 5, 126 Phillip Street, Sydney, NSW, 2000; or
 - **by email to:** meetings@automicgroup.com.au

- (b) lodging questions in advance of the Meeting by emailing the questions to the Company Secretary at cosec@neurotechinternational.com, by no later than 12 November 2025.

The Company will update shareholders if changing circumstances will impact planning or the arrangements for the Meeting by way of announcement on ASX and the details will also be made available on our website at www.neurotechinternational.com.

The Notice is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser.

If you have any difficulties obtaining a copy of the Notice, or for any other relevant information please contact me on +61 8 9389 3130 or cosec@neurotechinternational.com.

This announcement was authorised for release by the Board of Neurotech International Limited.

Yours sincerely,



Alessandra Gauvin
Company Secretary

NEUROTECH INTERNATIONAL LIMITED
ACN 610 205 402
NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 11:30am (AEDT)
DATE: 20 November 2025
PLACE: BDO Australia
Tower 4, Level 18, 727 Collins Street
DOCKLANDS VIC 3008

The business of the Meeting affects your shareholding and your vote is important.

This Notice should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

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 7:00pm (AEDT) on 18 November 2025.

BUSINESS OF THE MEETING

FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2025 together with the declaration of the Directors, the Director's report, the Remuneration Report and the auditor's report.

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2025.”

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

2. RESOLUTION 2 – RE-ELECTION OF MARK DAVIES

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

“That, for the purpose of clause 15.2 of the Constitution, Listing Rule 14.5 and for all other purposes, Mark Davies, a Director, retires by rotation, and being eligible, is re-elected as a Director.”

3. RESOLUTION 3 – APPROVAL OF 7.1A MANDATE

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, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement.”

4. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF OPTIONS TO ANTFILIPPIS INVESTMENTS PTY LTD

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 ratify the issue of 20,000,000 Options to Antfilippis Investments Pty Ltd, on the terms and conditions set out in the Explanatory Statement.”

Dated: 13 October 2025

Voting Prohibition Statements

<p>Resolution 1 – Adoption of Remuneration Report</p>	<p>A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:</p> <ul style="list-style-type: none"> (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or (b) a Closely Related Party of such a member. <p>However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:</p> <ul style="list-style-type: none"> (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or (b) the voter is the Chair and the appointment of the Chair as proxy: <ul style="list-style-type: none"> (i) does not specify the way the proxy is to vote on this Resolution; and (ii) expressly authorises the Chair 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>Resolution 4 - Ratification of Prior Issue of Options to Antfilippis Investments Pty Ltd</p>	<p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 4 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 4 Excluded Party.</p> <p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. <p>Provided the Chair is not a Resolution 4 Excluded Party, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Voting Exclusion Statements

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolution set out below by or on behalf of the following persons:

<p>Resolution 4 – Ratification of Prior Issue of Options to Antfilippis Investments Pty Ltd</p>	<p>Dr Anthony Filippis and his nominee (Antfilippis Investments Pty Ltd as trustee for The Filippis Family Account) or any other person who participated in the issue or an associate of that person or those persons.</p>
--	--

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Voting in person

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

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 8 9389 3130.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2025 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.neurotechinternational.com.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report to be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

2.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

2.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Meeting.

3. RESOLUTION 2 – RE-ELECTION OF MARK DAVIES

3.1 General

Listing Rule 14.5 provides that an entity which has directors must hold an election of directors at each annual general meeting.

The Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting.

Mark Davies, who has held office without re-election since 15 November 2023 and being eligible retires by rotation and seeks re-election.

Further information in relation to Mark Davies is set out below.

Qualifications, experience and other material directorships	Mark Davies graduated from the University of Western Australia with a Bachelor of Commerce. He has over 20 years' experience in trading, investment banking and providing corporate advice. He worked at Montagu Stockbrokers before co-founding investment banking firm Cygnet Capital and more recently 1861 Capital. Mark specialises in providing corporate advice and capital raising services to emerging companies seeking business development opportunities and funding from the Australian market.
Term of office	Mark Davies has served as a Director since 16 April 2019 and was last re-elected on 15 November 2023.
Independence	If re-elected, the Board considers that Mark Davies will be an independent Director.
Board recommendation	Having received an acknowledgement from Mark Davies that he will have sufficient time to fulfil his responsibilities as a Director and having reviewed the performance of Mark Davies since his appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Mark Davies) recommend that Shareholders vote in favour of this Resolution.

3.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, Mark Davies will be re-elected to the Board as an independent non-executive Director.

If this Resolution is not passed, Mark Davies will not continue in his role as an independent non-executive Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

4. RESOLUTION 3 – APPROVAL OF 7.1A MANDATE

4.1 General

This Resolution seeks Shareholder approval by way of special resolution for the Company to have the additional 10% placement capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

Under Listing Rule 7.1A, an Eligible Entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (**7.1A Mandate**). An Eligible Entity means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less. As of the date of this Notice, the Company's market capitalisation is \$19,942,816. The Company is therefore an Eligible Entity.

4.2 Technical information required by Listing Rule 14.1A

For this Resolution to be passed, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be cast in favour of the Resolution.

If this Resolution is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If this Resolution is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

4.3 Technical information required by Listing Rule 7.3A

REQUIRED INFORMATION	DETAILS
Period for which the 7.1A Mandate is valid	<p>The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following:</p> <ul style="list-style-type: none">(a) the date that is 12 months after the date of this Meeting;(b) the time and date of the Company's next annual general meeting; and(c) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).
Minimum price	<p>Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued for cash consideration at a minimum price of 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:</p> <ul style="list-style-type: none">(a) the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or(b) if the Equity Securities are not issued within 10 trading days of the date in paragraph (a) above, the date on which the Equity Securities are issued.
Use of funds	<p>The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate for potential acquisitions, additional research projects, repayment of debt, other business opportunities which complement the Company's business, regulatory activities and providing general working capital to fund the Company's operations.</p>
Risk of economic and voting dilution	<p>Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue.</p> <p>If this Resolution is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.</p> <p>The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue or proposed to be issued as at 25 September 2025.</p>

REQUIRED INFORMATION		DETAILS				
		<p>The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate.</p>				
		DILUTION				
		Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)	Shares issued – 10% voting dilution	Issue Price		
				\$0.0085	\$0.017	\$0.0255
				50% decrease	Issue Price	50% increase
Funds Raised						
Current	1,049,621,921 Shares	104,962,192 Shares	\$892,179	\$1,784,357	\$2,676,536	
50% increase	1,574,432,882 Shares	157,443,288 Shares	\$1,338,268	\$2,676,536	\$4,014,804	
100% increase	2,099,243,842 Shares	209,924,384 Shares	\$1,784,357	\$3,568,715	\$5,353,072	
		<p>*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.</p>				
		<p>The table above uses the following assumptions:</p>				
		<ol style="list-style-type: none"> 1. There are currently 1,049,621,921 Shares on issue comprising all existing Shares as at the date of this Notice. 2. The issue price set out above is the closing market price of the Shares on the ASX on 25 September 2025 (being \$0.017) (Issue Price). The Issue Price at a 50% increase and 50% decrease are each rounded to three decimal places prior to the calculation of the funds raised. 3. The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate. 4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1. 5. The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders. 6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances. 7. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed. 8. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%. 9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A Mandate, based on that Shareholder's holding at the date of the Meeting. 				
		<p>Shareholders should note that there is a risk that:</p>				
		<p>(a) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and</p>				

REQUIRED INFORMATION	DETAILS
	(b) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.
Allocation policy under 7.1A Mandate	<p>The recipients of the Equity Securities to be issued under the 7.1A Mandate have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.</p> <p>The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors:</p> <ul style="list-style-type: none"> (a) the purpose of the issue; (b) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate; (c) the effect of the issue of the Equity Securities on the control of the Company; (d) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company; (e) prevailing market conditions; and (f) advice from corporate, financial and broking advisers (if applicable).
Previous approval under Listing Rule 7.1A.2	<p>The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 20 November 2024 (Previous Approval).</p> <p>During the 12 month period preceding the date of the Meeting, being on and from 20 November 2024, the Company has not issued any Equity Securities pursuant to the Previous Approval.</p>
Voting exclusion statement	As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in this Notice.

5. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF OPTIONS TO ANTFILIPPIS INVESTMENTS PTY LTD

5.1 Background

As announced by the Company on 11 November 2024, Dr Anthony Filippis was appointed as Chief Executive Officer and Managing Director with effect from 1 February 2025.

Pursuant to an executive services agreement between the Company and Dr Filippis, the Company issued an aggregate of 20,000,000 unquoted Options to Dr Filippis' nominee, Antfilippis Investments Pty Ltd as trustee for The Filippis Family Account as an incentive component of Dr Filippis's remuneration package, comprising:

- (a) 10,000,000 Options exercisable at \$0.16 each on or before 24 February 2030; and
- (b) 10,000,000 Options exercisable at \$0.18 each on or before 24 February 2030.

A summary of the terms and conditions of the Options is included in Schedule 1. The issue of Options was made pursuant to the Company's existing placement capacity under Listing Rule 7.1 and in reliance of Listing Rule 10.12 (exception 12).

5.2 General

Resolution 4 seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of 20,000,000 Options issued to Dr Filippis as a long-term equity incentive in respect of his appointment as Chief Executive Officer and Managing Director of the Company.

5.3 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 4.1 above.

The issue does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of the issue.

5.4 Listing Rule 7.4

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue.

5.5 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the issue will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

If this Resolution is not passed, the issue will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

5.6 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	The Options were issued to Dr Filippis' nominee, Antfilippis Investments Pty Ltd as trustee for The Filippis Family Account.
Number and class of Securities issued	20,000,000 Options were issued.
Terms of Securities	A summary of the terms and conditions of the Options is included in Schedule 1.
Date(s) on or by which the Securities were issued.	24 February 2025.
Price or other consideration the Company received for the Securities	The Options were issued at a nil issue price as a long-term equity based incentive component of Dr Filippis' remuneration package.

REQUIRED INFORMATION	DETAILS
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue was to incentivise Dr Filippis' performance as Chief Executive Officer and Managing Director of the Company and to satisfy the Company's obligations under Dr Filippis' Executive Service Agreement.
Summary of material terms of agreement to issue	The Options were issued under an Executive Services Agreement, a summary of the material terms of which is set out in Schedule 2.
Voting Exclusion Statement	A voting exclusion statement and voting prohibition statement apply to this Resolution.
Compliance	The issue did not breach Listing Rule 7.1.

GLOSSARY

\$ means Australian dollars.

7.1A Mandate has the meaning given in Section 4.1.

AEDT means Australian Eastern Daylight Time as observed in Melbourne, Victoria.

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

AWST means Australian Western Standard Time as observed in Perth, Western Australia

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- (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 Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means Neurotech International Limited (ACN 610 205 402).

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means the current directors of the Company.

Eligible Entity means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Listing Rules means the Listing Rules of ASX.

Managing Director means the managing director of the Company who may, in accordance with the Listing Rules, continue to hold office indefinitely without being re-elected to the office.

Meeting means the meeting convened by the Notice.

Notice means this notice of meeting including the Explanatory Statement and the Proxy Form.

Option means an option to acquire a Share.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2025.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Section means a section of the Explanatory Statement.

Security means a Share or Option (as applicable).

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a registered holder of a Share.

Variable A means "A" as set out in the formula in Listing Rule 7.1A.2.

SCHEDULE 1 – TERMS AND CONDITIONS OF OPTIONS

1. Each Option entitles the registered holder of that Option (**Option Holder**) to subscribe for one Share by exercising that Option in accordance with these terms prior to the Expiry Date (as defined below), provided such Option has first vested in accordance with these terms.
2. The expiry date of each Option (**Expiry Date**) is the earliest to occur of:
 - (a) 5:00pm (AWST) on the fifth anniversary of the date on which the Option was first issued to the Option Holder;
 - (b) 5:00pm (AWST) on the third anniversary of the date on which the Option vested; or
 - (c) 5:00pm (AWST) on the date of termination of the Executive's employment with the Company in the Position, pursuant to the executive service agreement dated 8 November 2024 entered into between the Executive and the Company (**Relevant Agreement**), by reason of Bad Leaving.
3. The Option Holder is not required to pay any amount on the issue of an Option.
4. The Options are to be issued in four tranches as follows:
 - (a) 5,000,000 Options which vest on the first anniversary of the Commencement Date provided the Executive was continually employed by the Company in the Position, and was continually appointed as a Director, for that entire year (**Tranche 1 Options**);
 - (b) 5,000,000 Options which vest on the first date by which both of the following vesting conditions have been satisfied (provided they are both satisfied prior to the lapse of those Options):
 - (i) completion by the Executive of an 18 month period of continuous service in the Position, commencing upon the Commencement Date (provided the Executive was continually employed by the Company in the Position, and was continually appointed as a Director, for that entire 18 month period); and
 - (ii) the Company filing a market registration application (which is approved by the Board) for NT1164 with the appropriate health regulator in any one of the following markets: Australia, United States of America, European Union, United Kingdom or the Republic of Korea,
(Tranche 2 Options);
 - (c) 5,000,000 Options which vest on the first date by which all of the following vesting conditions have been satisfied (provided they are all satisfied prior to the lapse of those Options):
 - (i) completion by the Executive of a 24 month period of continuous service in the Position, commencing upon the Commencement Date (provided the Executive was continually employed by the Company in the Position, and was continually appointed as a Director, for that entire 24 month period);
 - (ii) the Company enters into and completes a legally binding licensing transaction by which a third party is licensed by the Company to exploit NT1164, to the reasonable satisfaction of the Board; and
 - (iii) the Company achieving, after the Commencement Date, an Undiluted Market Capitalisation of at least \$200 million, which continues for a period of at least ten consecutive Trading Days,
(Tranche 3 Options); and

- (d) 5,000,000 Options which vest on the first date by which all of the following vesting conditions have been satisfied (provided they are all satisfied prior to the lapse of those Options):
- (i) completion by the Executive of a 24 month period of continuous service in the Position, commencing upon the Commencement Date (provided the Executive was continually employed by the Company in the Position, and was continually appointed as a Director, for that entire 24 month period);
 - (ii) the Company announcing to the ASX the receipt by the Company of proceeds from the Company's first commercial sale of NTI164 in any market following regulatory approval by the appropriate health regulator, but not including the sale of NTI164 through any special access scheme or authorised prescriber pathway in Australia or in any other market; and
 - (iii) the Company achieving, after the Commencement Date, an Undiluted Market Capitalisation of at least \$300 million, which continues for a period of at least ten consecutive Trading Days,

(Tranche 4 Options).

5. The exercise price of:
- (a) each Tranche 1 Option is \$0.16;
 - (b) each Tranche 2 Option is \$0.16;
 - (c) each Tranche 3 Option is \$0.18; and
 - (d) each Tranche 4 Option is \$0.18,
- (each, the **Exercise Price**).
6. Unvested Options cannot be exercised.
7. The Board has the sole authority to determine (acting reasonably) whether and when an Option has vested in accordance with paragraph 4.
8. An Option that is not exercised by the Expiry Date will automatically lapse immediately and all rights in respect of that Option will thereupon be lost.
9. Subject to compliance with the Corporations Act, Listing Rules and all other applicable laws, unvested Options shall automatically vest immediately if a Change of Control Event occurs before the Expiry Date. However, if a Change of Control Event occurs before the Expiry Date, to the extent that:
- (a) those Options; or
 - (b) any other outstanding Options which vested previously,
- are not exercised by the earlier of:
- (c) the Expiry Date; or
 - (d) 5:00pm (AWST) on the second Business Day after the Change of Control Event occurs,
- they will automatically lapse immediately and all rights in respect of them will thereupon be lost.
10. In the event that the Executive ceases to be employed by the Company (whether by reason of a Bad Leaving or otherwise), all unvested Options shall automatically lapse immediately and all rights in respect of those Options will thereupon be lost.
11. Options cannot be Disposed of.
12. If, and for the period that, the Company is admitted to the official list of ASX:
- (a) the Company will not apply to have the Options quoted on ASX; and

- (b) the Company will apply to ASX for official quotation on the ASX of the Shares issued on exercise of Options.
13. There will be no entitlements inherent in the Options to participate in new issues of securities in the Company during the currency of the Options.
14. If the Company makes a bonus issue of Shares or other securities to Shareholders (except an issue in lieu of dividends or by way of dividend reinvestment) (**Bonus Issue**) and a Share has not been issued in respect of the Option before the record date for determining entitlements to the Bonus Issue, then the number of underlying Shares over which the Option is exercisable will be increased by the number of Shares which the Option Holder would have received if the Option Holder had exercised the Option before the record date for determining entitlements to the Bonus Issue.
15. If the Company makes a pro rata issue of Shares (except a Bonus Issue) to Shareholders (except an issue in lieu of dividends or by way of dividend reinvestment) (**Pro Rata Issue**) and a Share has not been issued in respect of the Option before the record date for determining entitlements to the Pro Rata Issue, the Exercise Price of each Option will be reduced in accordance with Listing Rule 6.22.2.
16. If there is a reorganisation (including consolidation, sub-division, reduction or return) of the share capital of the Company (**Reorganisation**), then the rights of the Option Holder will be changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the Reorganisation.
17. Any calculations or adjustments which are required to be made in relation to the Options and their terms will be made by the Company's directors and will, in the absence of manifest error, be final and conclusive and binding on the Company and the Option Holder.
18. To exercise Options, the Option Holder must give the Company or its securities registry, at the same time:
- (a) a written exercise notice (in the form approved by the Board from time to time) specifying the number of Options being exercised and Shares to be issued;
 - (b) payment of the aggregate Exercise Price for the Shares, the subject of the exercise notice, by way of bank cheque or by other means of payment approved by the Company; and
 - (c) any certificate for the Options.
19. The Option Holder may only exercise Options in multiples of 10,000 Options unless the Option Holder exercises all Options held by the Option Holder.
20. Options will be deemed to have been exercised on the date when the actions in paragraph 18 have been completed (provided those Options have vested and have not lapsed by that time).
21. The Company must give the Option Holder a certificate stating:
- (a) the number of Options issued to the Option Holder;
 - (b) the Exercise Price of the Options; and
 - (c) the date of issue of the Options.
22. If the Option Holder exercises less than the total number of Options registered in the Option Holder's name:
- (a) the Option Holder must surrender their Option certificate (if any); and
 - (b) the Company must cancel the Option certificate (if any) and issue the Option Holder a certificate stating the remaining number of Options held by the Option Holder.
23. Within 15 Business Days after the date when the actions in paragraph 18 have been completed, the Company must issue to the Option Holder the number of Shares resulting

from the exercise of the Options which were exercised (provided those Options had vested and had not lapsed as at the time of exercise of those Options).

24. Subject to the Company's constitution, all Shares issued on the exercise of Options will rank in all respects (including rights relating to dividends) equally with the existing fully paid ordinary shares of the Company at the date of issue.
25. An Option does not confer any rights to dividends or to notice of, or to vote or attend at, a meeting of Shareholders.
26. Other than as expressly provided under these terms and subject to compliance with the Listing Rules, there is no right to a change in the exercise price of the Options or to the number of Shares over which the Options are exercisable.
27. These terms and conditions of Options may be amended as necessary by the Board in order to comply with the Corporations Act, the Listing Rules (if applicable), or any directions of ASX (if applicable) regarding the terms and conditions of Options.
28. Terms which are defined in the Relevant Agreement have the same meanings when used in these terms of Options (unless a different meaning is specified in paragraph 29).
29. In these terms of Options the following expressions have the following meanings:
 - (a) **\$** means Australian dollars.
 - (b) **ASX** means ASX Limited ACN 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
 - (c) **AWST** means the time in Perth, Western Australia.
 - (d) **Bad Leaving** means the termination of the Executive's employment with the Company pursuant to the Relevant Agreement:
 - (i) by the Executive, except for termination due to the ill health or Permanent Disablement of the Executive; or
 - (ii) by the Company at any time without notice of termination or payment in lieu of notice.
 - (e) **Board** means the board of directors of the Company, from time to time.
 - (f) **Business Day** means a day which is not a Saturday, Sunday or public holiday in the State of Victoria.
 - (g) **Change of Control Event** means:
 - (i) a bona fide Takeover Bid is declared unconditional and the bidder has acquired a Relevant Interest in at least 50.1% of the Company's issued Shares;
 - (ii) a court approves, under Section 411(4)(b) of the Corporations Act, a proposed compromise or arrangement for the purposes of, or in connection with, a scheme by which the Company is to be acquired by, or amalgamated with, any other company or companies; or
 - (iii) in any other case, a person obtains Voting Power in the Company which the Board (which for the avoidance of doubt will comprise those Directors immediately prior to the person acquiring that Voting Power) determines, acting in good faith and in accordance with their fiduciary duties, is sufficient to control the composition of the Board.
 - (h) **Commencement Date** means 1 February 2025.
 - (i) **Corporations Act** means the *Corporations Act 2001* (Cth).
 - (j) **Director** means a director of the Company.
 - (k) **Dispose** means to sell, transfer, mortgage, pledge, charge, grant a Security Interest over or otherwise dispose of an Option, and Disposed of has a corresponding meaning.

- (l) **Executive** means Anthony Filippis of 1 Willorna Court, Doncaster East VIC 3109.
- (m) **Listing Rules** means the Official Listing Rules of the ASX.
- (n) **NTI164** means a broad-spectrum oral cannabinoid drug therapy derived from *C.sativa L.* which is being developed by the Company as at the Commencement Date.
- (o) **Permanent Disablement** means:
 - (i) the illness or incapacity of the Executive necessitating the permanent withdrawal of the Executive from the work force, as accepted to the satisfaction of the Board; or
 - (ii) any other circumstances which the Board considers should be treated as Permanent Disablement for the purposes of these terms.
- (p) **Position** means the position of Chief Executive Officer of the Company.
- (q) **Relevant Interest** has the meaning given in the Corporations Act.
- (r) **Security Interest** means a mortgage, charge, pledge, lien, encumbrance or other third party interest of any nature.
- (s) **Share** means a fully paid ordinary share in the capital of the Company.
- (t) **Shareholder** means a holder of one or more Shares.
- (u) **Takeover Bid** means a takeover bid (as defined in the Corporations Act) to acquire Shares.
- (v) **Trading Day** has the meaning given in the Listing Rules.
- (w) **Undiluted Market Capitalisation** means the amount (expressed in Australian dollars) comprising the ASX market price of one Share at close of trading on the ASX market on a given Trading Day multiplied by the total number of Shares on issue at 5.00pm (AWST) on the Commencement Date.
- (x) **Voting Power** has the meaning given in the Corporations Act.

SCHEDULE 2 – MATERIAL TERMS OF EXECUTIVE SERVICE AGREEMENT

The material terms and conditions of the Executive Service Agreement between the Company and Dr Filippis are summarised below.

Commencement Date	1 February 2025
Fixed Remuneration	\$468,300 per annum (inclusive of superannuation).
Long Term Incentives	<p>The Company has issued the following securities to Dr Filippis's nominee as an equity incentive to his remuneration package:</p> <ul style="list-style-type: none">(a) 5,000,000 Tranche 1 Options, with an exercise price of \$0.16 each;(b) 5,000,000 Tranche 2 Options, with an exercise price of \$0.16 each;(c) 5,000,000 Tranche 3 Options, with an exercise price of \$0.18 each; and(d) 5,000,000 Tranche 4 Options, with an exercise price of \$0.18 each. <p>All Options are subject to vesting conditions as set out in Schedule 1 above.</p>
Termination	Either party may terminate by providing four (4) months' notice.

Your proxy voting instruction must be received by **11:30am (AEDT) on Tuesday, 18 November 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 - APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

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://automicgroup.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

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



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://automicgroup.com.au>

PHONE:

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

