

10 February 2026

Dear Shareholder,

GENERAL MEETING – NOTICE AND PROXY FORM

Notice is hereby given that a General Meeting ('Meeting') of Shareholders of Neurotech International Limited ('Company') will be held at the offices of BDO Australia - Melbourne, Level 25, 35 Collins Street, Melbourne VIC 3000 at 11:00am (AEDT) on Thursday, 12 March 2026.

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 11:00am (AEDT) on Tuesday 10 March 2026) 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 5 March 2026.

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 Company Secretary of Neurotech International Limited.

Yours sincerely,



Alessandra Gauvin
Company Secretary

NEUROTECH INTERNATIONAL LIMITED
ACN 610 205 402
NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 11:00 am (AEDT)
DATE: 12 March 2026
PLACE: BDO Australia
Level 25, 35 Collins Street,
MELBOURNE VIC 3000

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 7:00 pm (AEDT) on 10 March 2026.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – RATIFICATION OF PLACEMENT SHARES ISSUED UNDER LISTING RULE 7.1 CAPACITY

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 141,729,004 Shares on the terms and conditions set out in the Explanatory Statement."

2. RESOLUTION 2 – RATIFICATION OF PLACEMENT SHARES ISSUED UNDER LISTING RULE 7.1A CAPACITY

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 104,962,192 Shares on the terms and conditions set out in the Explanatory Statement."

3. RESOLUTION 3 – APPROVAL FOR DIRECTOR PARTICIPATION IN PLACEMENT – MR MARK DAVIES

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 7,142,858 Shares to Mr Mark Davies (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

4. RESOLUTION 4 – APPROVAL FOR DIRECTOR PARTICIPATION IN PLACEMENT – DR ANTHONY FILIPPIS

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 3,571,428 Shares to Dr Anthony Filippis (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

5. RESOLUTION 5 – APPROVAL FOR DIRECTOR PARTICIPATION IN PLACEMENT – MR GERALD QUIGLEY

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 3,571,428 Shares to Mr Gerald Quigley (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

6. RESOLUTION 6 – APPROVAL FOR DIRECTOR PARTICIPATION IN PLACEMENT – MR ROBERT MAXWELL JOHNSTON

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 3,571,428 Shares to Mr Robert Maxwell Johnston (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

7. RESOLUTION 7 – APPROVAL TO ISSUE FURTHER PLACEMENT SHARES

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, approval is given for the Company to issue 21,428,572 Shares on the terms and conditions set out in the Explanatory Statement."

Dated: 4 February 2026

Voting Prohibition Statements

Resolution 3 – Approval for Director Participation in Placement – Mr Mark Davies	In accordance with section 224 of the Corporations Act, a vote on these Resolutions 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 3 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 Resolutions and it is not cast on behalf of a Resolution 3 Excluded Party.
Resolution 4 – Approval for Director Participation in Placement – Dr Anthony Filippis	In accordance with section 224 of the Corporations Act, a vote on these Resolutions 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 Resolutions and it is not cast on behalf of a Resolution 4 Excluded Party.
Resolution 5 – Approval for Director Participation in Placement – Mr Gerald Quigley	In accordance with section 224 of the Corporations Act, a vote on these Resolutions 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 5 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 Resolutions and it is not cast on behalf of a Resolution 5 Excluded Party.
Resolution 6 – Approval for Director Participation in Placement – Mr Robert Maxwell Johnston	In accordance with section 224 of the Corporations Act, a vote on these Resolutions 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 6 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 Resolutions and it is not cast on behalf of a Resolution 6 Excluded Party.

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:

Resolution 1 – Ratification of Placement Shares Issued Under Listing Rule 7.1 Capacity	The Unrelated Placement Participants or any person who participated in the issue or an associate of that person or those persons.
Resolution 2 – Ratification of Placement Shares Issued Under Listing Rule 7.1A Capacity	The Unrelated Placement Participants or any person who participated in the issue or an associate of that person or those persons.
Resolution 3 – Approval for Director Participation in Placement – Mr Mark Davies	Mr Mark Davies (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 4 – Approval for Director Participation in Placement – Dr Anthony Filippis	Dr Anthony Filippis (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 5 – Approval for Director Participation in Placement – Mr Gerald Quigley	Mr Gerald Quigley (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 6 – Approval for Director Participation in Placement – Mr Robert Maxwell Johnston	Mr Robert Maxwell Johnston (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 7 – Approval to Issue Further Placement Shares	Any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).

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. BACKGROUND TO RESOLUTIONS 1 TO 7 – PLACEMENT

1.1 Background

On 17 December 2025, the Company announced that it was undertaking a placement of Shares priced at \$0.014 each to raise approximately \$4 million (**Placement**). The Placement is comprised of the following:

- (a) 246,691,196 Shares issued to unrelated institutional, professional and sophisticated investors (**Unrelated Placement Participants**) on 24 December 2025 under the Company's Listing Rule 7.1 and 7.1A placement capacity to raise approximately \$3,453,677 (for which ratification is sought pursuant to Resolutions 1 and 2);
- (b) 17,857,142 Shares to be issued, subject to Shareholder approval, to Messrs Mark Davies, Anthony Filippis, Gerald Quigley and Robert Maxwell Johnston (the **Director Participants**) (or their nominee(s)) to raise approximately \$250,000 (for which approval is sought pursuant to Resolutions 3 to 6; and
- (c) 21,428,572 Shares to be issued, subject to Shareholder approval, to additional unrelated institutional, professional and sophisticated investors to raise approximately a further \$300,000 (for which approval is sought pursuant to Resolution 7.

Taylor Collison Limited acted as lead manager to the Placement (**Lead Manager**) and will receive a 2% management fee and 4% selling fee on the gross Placement proceeds. The Company confirms that the agreement with the Lead Manager is otherwise on standard terms and conditions for an agreement of this nature.

1.2 Use of Funds

Funds raised under the Placement will be applied towards advancing NT1164 non-clinical toxicology and registration-enabling clinical programs, progressing regulatory submissions, and supporting general working capital.

2. RESOLUTIONS 1 AND 2 – RATIFICATION OF PLACEMENT SHARES ISSUED UNDER LISTING RULE 7.1 AND LISTING RULE 7.1A CAPACITY

2.1 General

A summary of the Placement is set out in Section 1.1.

These Resolutions seek Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of an aggregate of 246,691,196 Shares at an issue price of \$0.014 per Share to raise approximately \$3,453,677.

141,729,004 Shares were issued pursuant to the Company's capacity under Listing Rule 7.1 (being, the subject of Resolution 1) and 104,962,192 Shares were issued pursuant to the Company's placement capacity under Listing Rule 7.1A (being, the subject of Resolution 2).

2.2 Listing Rules 7.1 and 7.1A

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 securities it had on issue at the start of that 12 month period.

Under Listing Rule 7.1A however, an Eligible Entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. The Company obtained this approval at its annual general meeting held on 20 November 2025.

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 25% limit in Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 and 7.1A for the 12 month period following the date of the issue.

2.3 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.

2.4 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the issue will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, 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 these Resolutions are not passed, the issue will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

2.5 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 Shares were issued to the Unrelated Placement Participants who are all professional and sophisticated investors that were identified through a bookbuild process, which involved the Lead Manager seeking expressions of interest to participate in the Placement from non-related parties of the Company. The Company confirms that no Material Persons were issued more than 1% of the issued capital of the Company.
Number and class of Securities issued	246,691,196 Shares were issued on the following basis: (a) 141,729,004 Shares were issued under Listing Rule 7.1 (ratification of which is sought under Resolution 1); and (b) 104,962,192 Shares issued pursuant to Listing Rule 7.1A (ratification of which is sought under Resolution 2).
Terms of Securities	The Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities were issued	24 December 2025.
Price or other consideration the Company received for the Securities	\$0.014 per Share for Shares issued pursuant to Listing Rule 7.1 and Listing Rule 7.1A.

REQUIRED INFORMATION	DETAILS
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 1.2 for details of the proposed use of funds.
Summary of material terms of agreement to issue	The Shares were not issued under an agreement.
Voting Exclusion Statement	A voting exclusion statement applies to these Resolutions.
Compliance	The issue did not breach Listing Rule 7.1.

3. RESOLUTIONS 3 TO 6 – APPROVAL FOR DIRECTOR PARTICIPATION IN PLACEMENT

3.1 General

Resolutions 3 to 6 seek Shareholder approval for the purposes of Chapter 2E of the Corporations Act and Listing Rule 10.11 for the issue of an aggregate of 17,857,142 Shares to the Director Participants (or their respective nominee(s)) on the terms and conditions set out below to enable the Director Participants to participate in the Company's capital raising activities on the same terms as unrelated participants.

Further details in respect of the intended participation of the Director Participants are set out in the table below.

RECIPIENT	RESOLUTION	PARTICIPATION	
		SHARES	FUNDS RAISED
Mark Davies	3	7,142,858	\$100,000.01
Anthony Filippis	4	3,571,428	\$49,999.99
Gerald Quigley	5	3,571,428	\$49,999.99
Robert Maxwell Johnston	6	3,571,428	\$49,999.99
Total		17,857,142	\$249,999.99

3.2 Director Recommendation

Each Director Participant has a material personal interest in the outcome of these Resolutions on the basis that all of the Directors (or their nominee(s)) are to be issued Shares should these Resolutions be passed. For this reason, the Directors do not believe that it is appropriate to make a recommendation on these Resolutions.

3.3 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue constitutes giving a financial benefit and each of the proposed recipients is a related party of the Company by virtue of being Directors of the Company.

As Shares are proposed to be issued to all of the Directors, the Directors are unable to form a quorum to consider whether one of the exceptions set out in sections 210 to 216 of

the Corporations Act applies to the issue. Accordingly, Shareholder approval for the issue is sought in accordance with Chapter 2E of the Corporations Act.

3.4 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The issue falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

3.5 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the Company will be able to proceed with the issue within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.11), the issue will not use up any of the Company's 15% annual placement capacity.

If these Resolutions are not passed, the Company will not be able to proceed with the issue and will accordingly not raise additional funds of approximately \$250,000 under the Placement from the Directors.

3.6 Technical Information required by Listing Rule 10.13 and section 219 of the Corporations Act

REQUIRED INFORMATION	DETAILS
Name of the persons to whom Securities will be issued	The proposed recipients of the Shares are set out in Section 3.1 above.
Categorisation under Listing Rule 10.11	Each of the proposed recipients falls within the category set out in Listing Rule 10.11.1 as they are a related party of the Company by virtue of being a Director. Any nominee(s) of the proposed recipients who receive Shares may constitute 'associates' for the purposes of Listing Rule 10.11.4.
Number of Securities and class to be issued	The maximum number of Shares to be issued (being the nature of the financial benefit proposed to be given) and the allocation between the Director Participants is set out in the table included at Section 3.1 above.
Terms of Securities	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.

REQUIRED INFORMATION	DETAILS																															
Date(s) on or by which the Securities will be issued	The Company expects to issue the Shares within 5 Business Days of the Meeting. In any event, the Company will not issue any Shares later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).																															
Price or other consideration the Company will receive for the Securities	\$0.014 per Share.																															
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to raise capital. Please refer to Section 1.2 for details of the proposed use of funds.																															
Consideration of type and quantum of Security to be issued	The quantum of Shares to be offered under the Placement and the pricing of the Shares was determined in conjunction with the Lead Manager. The Director Participants are seeking to participate in the capital raising on the same terms as the institutional, professional and sophisticated investors who took part in the capital raising. It is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Shares on the terms proposed.																															
Valuation	The value of the Shares proposed to be issued is set out in the table below, based on a valuation of \$0.014 per Share (being the issue price of the Shares proposed to be issued, which is equivalent to the price at which Shares were issued to unrelated participants in the Placement). <table><tr><th>RECIPIENT</th><th>SHARES</th><th>VALUE</th></tr><tr><td>Mark Davies</td><td>7,142,858</td><td>\$100,000.01</td></tr><tr><td>Anthony Filippis</td><td>3,571,428</td><td>\$49,999.99</td></tr><tr><td>Gerald Quigley</td><td>3,571,428</td><td>\$49,999.99</td></tr><tr><td>Robert Maxwell Johnston</td><td>3,571,428</td><td>\$49,999.99</td></tr></table>	RECIPIENT	SHARES	VALUE	Mark Davies	7,142,858	\$100,000.01	Anthony Filippis	3,571,428	\$49,999.99	Gerald Quigley	3,571,428	\$49,999.99	Robert Maxwell Johnston	3,571,428	\$49,999.99																
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Robert Maxwell Johnston	3,571,428	\$49,999.99																														
Summary of material terms of agreement to issue	The Shares are not being issued under an agreement.																															
Interest in Securities	The relevant interests of the proposed recipients in Shares as at the date of this Notice and following completion of the issue are set out below: As at the date of this Notice <table><tr><th>RECIPIENT</th><th>SHARES¹</th><th>OPTIONS</th><th>UNDILUTED</th><th>FULLY DILUTED</th></tr><tr><td>Mark Davies</td><td>11,793,017</td><td>Nil</td><td>0.91%</td><td>0.83%</td></tr><tr><td>Anthony Filippis</td><td>Nil</td><td>20,000,000²</td><td>0.00%</td><td>1.40%</td></tr><tr><td>Gerald Quigley</td><td>277,777</td><td>Nil</td><td>0.02%</td><td>0.02%</td></tr><tr><td>Robert Maxwell Johnston</td><td>1,033,333</td><td>1,000,000³</td><td>0.08%</td><td>0.14%</td></tr></table> Post issue <table><tr><th>RECIPIENT</th><th>SHARES¹</th><th>OPTIONS</th></tr><tr><td>Mark Davies</td><td>18,935,875</td><td>Nil</td></tr></table>	RECIPIENT	SHARES ¹	OPTIONS	UNDILUTED	FULLY DILUTED	Mark Davies	11,793,017	Nil	0.91%	0.83%	Anthony Filippis	Nil	20,000,000 ²	0.00%	1.40%	Gerald Quigley	277,777	Nil	0.02%	0.02%	Robert Maxwell Johnston	1,033,333	1,000,000 ³	0.08%	0.14%	RECIPIENT	SHARES ¹	OPTIONS	Mark Davies	18,935,875	Nil
RECIPIENT	SHARES ¹	OPTIONS	UNDILUTED	FULLY DILUTED																												
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RECIPIENT	SHARES ¹	OPTIONS																														
Mark Davies	18,935,875	Nil																														

REQUIRED INFORMATION	DETAILS			
	Anthony Filippis		3,571,428	20,000,000 ²
	Gerald Quigley		3,849,205	Nil
	Robert Maxwell Johnston	4,604,761	1,000,000 ³	
	Notes:			
	1. Fully paid ordinary shares in the capital of the Company (ASX: NTI).			
	2. Comprising 10,000,000 unquoted Options exercisable at \$0.16 each on or before 24 February 2030 and 10,000,000 unquoted Options exercisable at \$0.18 each on or before 24 February 2030.			
	3. Comprising 1,000,000 unquoted Options exercisable at \$0.16 each on or before 24 April 2026.			
Dilution	If the Shares under these Resolutions are issued, a total of 17,857,142 Shares would be issued. This will increase the number of Shares on issue from 1,296,313,117 (being the total number of Shares on issue as at the date of this Notice) to 1,314,170,259 (assuming that no other Shares are issued and no other convertible securities vest or are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 1.36%, comprising 0.54% by Mark Davies, 0.27% by Anthony Filippis, 0.27% by Gerald Quigley and 0.27% by Robert Maxwell Johnston.			
Trading history	The trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:			
		PRICE	DATE	
	Highest	\$0.049	22 January 2025, 29 January 2025	
	Lowest	\$0.012	27 August 2025	
	Last	\$0.014	21 January 2026	
Other information	The Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass these Resolutions.			
Voting exclusion statements	Voting exclusion statements apply to these Resolutions.			
Voting prohibition statements	Voting prohibition statements apply to these Resolutions.			

4. RESOLUTION 7 – APPROVAL TO ISSUE FURTHER PLACEMENT SHARES

4.1 General

A summary of the Placement is set out in Section 1.1.

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 21,428,572 Shares to additional unrelated institutional, professional and sophisticated investors at an issue price of \$0.014 per Share to raise a further \$300,000.01 under the Placement.

A summary of Listing Rule 7.1 is set out in Section 2.2 above.

The proposed issue falls within exception 17 of Listing Rule 7.2 which excludes from the restrictions in Listing Rules 7.1 and 7.1A an agreement to issue equity securities that is conditional on the holders of its ordinary securities approving the issue under Listing

Rule 7.1 before the issue is made. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

4.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue and will accordingly be unable to raise the additional funds of approximately \$300,000 under the Placement.

4.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	The Shares will be issued to unrelated institutional, professional and sophisticated investors who are professional and sophisticated investors that have been identified through a bookbuild process, which involved the Lead Manager seeking expressions of interest to participate in the Placement from non-related parties of the Company. The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.
Number of Securities and class to be issued	21,428,572 Shares will be issued.
Terms of Securities	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Shares within 5 Business Days of the Meeting. In any event, the Company will not issue any Shares later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	\$0.014 per Share.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to raise capital. Refer to Section 1.2 for details of the proposed use of funds.
Summary of material terms of agreement to issue	The Shares are being issued pursuant to customary placement agreements between the Company and the Unrelated Placement Participants.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

GLOSSARY

\$ means Australian dollars.

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

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

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.

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

Constitution means the Company's constitution.

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

Director Participants has the meaning given in Section 1.1.

Directors means the current directors of the Company.

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.

Lead Manager means Taylor Collison Limited (AFSL: 247083)

Listing Rules means the Listing Rules of ASX.

Material Person means a related party of the Company, member of the Key Management Personnel, substantial holder of the Company, adviser of the Company or associate of any of these parties.

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.

Placement has the meaning given in Section 1.1.

Proxy Form means the proxy form accompanying the Notice.

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 an Option (as applicable).

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

Shareholder means a registered holder of a Share.

Unrelated Placement Participants has the meaning given in Section 1.1.

Your proxy voting instruction must be received by **11:00am (AEDT) on Tuesday, 10 March 2026**, 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:

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IN PERSON:

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