

NEUROTECH INTERNATIONAL LIMITED

ACN 610 205 402

Circular to Shareholders

Including

NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY MEMORANDUM

Date of Meeting

29 November 2016

Time of Meeting

11am

Place of Meeting

Neurotech International Limited

Cliftons

Level 4, 191 St Georges Terrace

Perth Western Australia 6000

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

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NOTICE OF MEETING

Notice is hereby given that the Annual General Meeting of Neurotech International Limited will be held at Cliftons, Level 4, 191 St Georges Terrace Perth, Western Australia on **29 November 2016 at 11am (WST)**.

AGENDA

To consider, and if thought fit to pass, the resolutions set out below as ordinary resolutions (in respect of Resolutions 1, 2 and 3) and as a non-binding ordinary resolution (in respect of Resolution 4).

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

FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Financial Statements, Directors' Report and Auditor's Report of Neurotech International Limited for the financial year ended 30 June 2016.

RESOLUTION 1 – RE-ELECTION OF DIRECTOR

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

"That Dr Adrian Attard Trevisan (a Director appointed by the Board on 15 January 2016) who retires in accordance with article 6.3 of the Company's constitution and Listing Rule 14.4 and, being eligible, offers himself for re-election, is re-elected as a Director."

RESOLUTION 2 – SUBSEQUENT APPROVAL OF APPOINTMENT OF DIRECTOR

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

That for the purposes of Listing Rule 14.4 and article 6.3(j) of the Constitution and for all other purposes, Peter Griffiths, having been appointed by the Board as an additional Director on 12 May 2016 and being eligible offers himself for election, be elected as a Director.

RESOLUTION 3 – SUBSEQUENT APPROVAL OF APPOINTMENT OF DIRECTOR

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

That for the purposes of Listing Rule 14.4 and article 6.3(j) of the Constitution and for all other purposes, Cheryl Tan, having been appointed by the Board as an additional Director on 5 September 2016 and being eligible offers herself for election, be elected as a Director.

RESOLUTION 4 – THE ADOPTION OF THE REMUNERATION REPORT (NON-BINDING RESOLUTION)

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

“That, for the purpose of section 250R(2) of the Corporations Act 2001 and for all other purposes, the remuneration report as contained in the Company’s Annual Report for the financial year ended 30 June 2016 be adopted.”

By Order of the Board



Fleur Hudson
Company Secretary

NOTES

These notes form part of the Notice of Meeting.

Background information

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

Recommendation

The Board believes that the above resolutions are in the best interests of the Shareholders and (save where otherwise indicated in the Explanatory Memorandum) unanimously recommends that Shareholders vote in favour of each of them.

Voting Entitlements

The Directors have determined that, for the purpose of voting at the Meeting, Shareholders eligible to vote at the Meeting are those persons who are the registered holders of Shares at 11am (WST) on 28 November 2016.

How to vote

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

Voting in Person

To vote in person, attend the Meeting on 29 November 2016 at 11am (WST) at Cliftons, Level 4, 191 St Georges Terrace, Perth. Shareholders are asked to arrive at the venue 30 minutes prior to the time designated for the meeting, if possible, so that the Company may check their shareholding against the Company's share register and note attendances.

Voting by Proxy

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

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

To vote by proxy, the Proxy Form (together with the original of any power of attorney or other authority, if any, or certified copy of that power of attorney or other authority under which the Proxy Form is signed) must be deposited with the Company at the registered office Level 14, Parmelia House, 191 St Georges Terrace Perth WA 6000 or faxed to the Company (+61) (8) 9321 5932, not less than 48 hours before the time for holding the Meeting.

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

Annual Report

The Company advises that a copy of its Annual Report for the year ended 30 June 2016, is available to download at the website address, www.neurotechinternational.com.

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

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

However, if you did not elect to continue to receive a hard copy of the Company's Annual Reports and now (or sometime in the future) wish to receive a hard copy of the Company's Annual Reports, please contact Security Transfer Australia Pty Ltd on (03) 9628 2200. They will be pleased to mail you a copy.

Enquiries

Shareholders are invited to contact the Company Secretary, Fleur Hudson, on (08) 9424 9360 if they have any queries in respect of the matters set out in these documents.

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

EXPLANATORY MEMORANDUM TO THE SHAREHOLDERS

INTRODUCTION

This Explanatory Memorandum is prepared for the information of Shareholders in connection with any business to be transacted at the Annual General Meeting of the Company to be held on 29 November 2016.

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

- re-election of a Director;
- subsequent approval for the appointment of Directors; and
- adoption of the Remuneration Report.

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

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

EXPLANATORY MEMORANDUM

1. Financial Statements and Reports

Shareholders are to receive and consider the Financial Statements, Directors' Report and the Auditor's Report of Neurotech International Limited for the financial year ended 30 June 2016.

Shareholders will be given the opportunity to ask questions of the Board and the Auditors in relation to the Annual Report for the financial year ended 30 June 2016, at the Annual General Meeting.

2. Resolution 1 – Re-election of Director

Article 6.3 of the Company's constitution and Listing Rule 14.4 require that at each Annual General Meeting of the Company, one third of the Directors (to the nearest whole number) must retire from office. A retiring Director is eligible for re-election.

In accordance with article 6.3 of the Company's constitution, Dr Attard Trevisan, being eligible, has offered himself for re-election as a Director. A profile of Dr Attard Trevisan is contained in the Company's Prospectus.

All Directors (other than Dr Attard Trevisan) recommend that Shareholders vote in favour of Resolution 1.

3. Subsequent approval of appointment of Directors

The Company's constitution provides that the Directors may appoint any person as a Director to fill a casual vacancy or as an addition to the existing Directors. Article 6.3 of the Company's constitution and Listing Rule 14.4 provide that a Director appointed by the Board will hold office until the next annual general meeting of the Company when the Director may then be re-elected.

Subject to Resolutions 1, 2, and 3 being passed, after the General Meeting the Board will comprise Mr. Peter O'Connor, Dr. Adrian Attard Trevisan, Mr. Wolfgang Storf, Mr. Simon Trevisan, Mr. Peter Griffiths and Ms. Cheryl Tan. The Board considers that this board composition, including the mix of executive and non-executive Directors, provides an appropriate range of skills, knowledge and experience.

Mr. Peter Griffiths, having consented by notice in writing to act as a Director, was appointed by the Board as a Director on 12 May 2016 pursuant to article 6.2(b) of the Company's constitution.

Ms. Cheryl Tan, having consented by notice in writing to act as a Director, was appointed by the Board as a Director on 12 May 2016 pursuant to article 6.2(b) of the Company's constitution.

3.1 Resolution 2 – Election of Peter Griffiths

In accordance with article 6.3(i) of the Company's constitution and Listing Rule 14.4, Mr. Griffiths, being eligible, has offered himself for re-election as a Director. A profile of Mr. Griffiths is contained the Company's Prospectus.

3.2 Resolution 3 – Election of Cheryl Tan

In accordance with article 6.3(i) of the Company's constitution and Listing Rule 14.4, Ms. Tan, being eligible, has offered himself for re-election as a Director. A profile of Ms. Tan is contained the Company's Prospectus.

4. Resolution 4 - Adoption of the Remuneration Report

The Corporations Act requires that at a listed Company's AGM a resolution that the Remuneration Report be adopted must be put to the Shareholders. This resolution is advisory only and will not bind the Directors or the Company.

The Chairman will allow a reasonable opportunity for discussion of the Remuneration Report at the Meeting.

The Remuneration Report is contained in the Annual Report for the year end 30 June 2016 and sets out the Company's remuneration arrangements for the Directors and senior management of the Company.

If 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, Shareholders will be required to vote at the second of those annual general meetings on a resolution (a "spill resolution") to determine whether another meeting be held within 90 days at which all of the Directors (other than the managing director) must go up for re-election.

Voting exclusion

Section 250R(4) of the Corporations Act prohibits any votes on this resolution being cast by senior executives (or their associates) whose remuneration details are disclosed in the Remuneration Report. This prohibition extends to undirected proxy votes to be cast by the Chairman. In this regard, you should specifically note that if you appoint the Chairman as your proxy and you do not indicate on the Proxy Form how you wish your proxy to vote on Resolution 4, you will be deemed to have expressly directed the Chairman to cast your votes **in favour of** Resolution 4. **Therefore, if you wish to appoint the Chairman as your proxy but do NOT want your votes to be cast in favour of Resolution 4, you must indicate your voting intention by marking either 'against' or 'abstain' against Resolution 4 in the Proxy Form.**

ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders should read this Explanatory Memorandum carefully before deciding how to vote on the resolution set out in the Notice of Meeting.

Attached to the Notice of Meeting is a proxy form for use by Shareholders. Shareholders are invited and encouraged to attend the Annual General Meeting or, if unable to attend in person, to complete, sign and return the Proxy Form to the Company in accordance with the instructions contained on the Proxy Form and in the Notice of Meeting. Lodgment of a Proxy Form will not preclude a Shareholder from attending and voting at the Annual General Meeting in person.

GLOSSARY

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

AGM	(a) A company's annual general meeting; or (b) the Annual General Meeting, as the context requires.
Annual General Meeting or Meeting	The annual general meeting of the Company to be held on 29 November 2016
Annual Report	The Company's annual report including the reports of the Directors and the Auditor and the Financial Statements of the Company for the year ended 30 June 2016, which can be downloaded from the Company's website at www.neurotechinternational.com
ASIC	Australian Securities and Investments Commission
ASX	ASX Limited (ACN 008 624 691) trading as the Australian Securities Exchange
ASX Listing Rules or Listing Rules	The official listing rules of the ASX, as amended from time to time
Auditor	BDO Audit (WA) Pty Ltd
Board	The board of Directors
Chairman	The chairman of the Meeting
Company or BMG	Neurotech International Limited (ACN 610 205 402)
Constitution	The constitution of the Company
Corporations Act	Corporations Act 2001 (Cth)
Director	A director of the Company
Equity Securities	Has the meaning given in the Listing Rules
Notice of Meeting or Notice	The notice convening the AGM which accompanies this Explanatory Memorandum
Option	An option to acquire a Share
Proxy Form	The proxy form attached to the Notice of Meeting
Remuneration Report	The remuneration report appearing in the Annual Report
Share	A fully paid ordinary share in the Company
Share Registrar	Security Transfer Australia Pty Ltd
Shareholder	A registered holder of a Share

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