

Neurotech

ASX ANNOUNCEMENT

30 January 2019

DESPATCH OF NOTICE TO OPTIONHOLDERS

Neurotech International Limited (ASX: NTI) has despatched a notice to its optionholders in accordance with the timetable for the renounceable rights issue. A copy of this notice accompanies this announcement.

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About Neurotech

Neurotech International Limited is a medical device and solutions company incorporated in Australia and operating through its wholly-owned, Malta-based subsidiary AAT Research Limited. Neurotech's primary mission is to improve the lives of people with neurological conditions, with a vision of becoming the global leader in home-use and clinical neurotechnology solutions that are both accessible and affordable. Through flagship device Mente Autism and its associated platform, Neurotech is focused on the development and commercialisation of technological solutions for the diagnosis and treatment of such conditions, starting with autism.

Mente Autism is a clinical-quality EEG device that uses neurofeedback technology to help children with ASD. Designed for home use, Mente Autism helps relax the minds of children on the spectrum which in turns helps them to focus better and engage positively with their environment.

For more information about Neurotech and Mente Autism please visit:

<http://www.neurotechinternational.com>.

<http://www.mentetech.com>.

For more information please contact:

Matthew Wright

matt@nwrcommunications.com.au

Tel: +61 451 896 420

Neurotech International Ltd

ABN 73 610 205 402

Level 14, 225 St Georges Terrace Perth,
Western Australia 6060

www.neurotechinternational.com

30 January 2019



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Dear Optionholder,

NEUROTECH INTERNATIONAL LIMITED – PRO-RATA RENOUNCEABLE RIGHTS ISSUE NOTICE TO OPTIONHOLDERS

On 29 January 2019, Neurotech International Limited (ASX Code: NTI) (**Company**) announced its intention to undertake a **renounceable** pro-rata rights offer on the basis of 1 (one) fully paid ordinary Share in the Company for every 1 (one) Share held by Shareholders (**New Shares**) at an offer price of \$0.03 per New Share, together with 1 (one) free attaching option, exercisable at \$0.06 on or before 31 March 2021 (**New Option**), for every Share subscribed, to raise up to approximately \$3,288,627 (before costs) (**Rights Offer**). Any New Shares not applied for under the Rights Offer will form the shortfall, and will be offered to eligible shareholders and persons nominated by the lead manager to the Rights Offer, Azure Capital Securities Pty Ltd (**Lead Manager**), or as determined by the directors of the Company (**Directors**) under a separate offer (**Shortfall Offer**).

The Company lodged a prospectus for the Rights Offer and Shortfall Offer (**Prospectus**) with ASIC and ASX on 29 January 2019 and the Prospectus is available on ASX's website (www.asx.com.au) and the Company's website (<https://neurotechinternational.com/>).

Eligibility to participate

The Rights Offer is based on the number of Shares held by a Shareholder with a registered address in Australia, New Zealand and certain shareholders resident in the Principality of Liechtenstein, the Republic of Malta and Singapore, as at 5.00pm (WST) on Monday, 4 February 2019 (or such other date as may be determined by the directors of the Company, subject to the ASX Listing Rules) (**Record Date**).

The Rights Offer does not apply to your holding of Neurotech International Limited options exercisable at \$0.20 per option (**Options**).

To be eligible to participate in the Rights Offer in respect of your Options, you will need to exercise those Options and be registered (with a registered address in Australia, New Zealand, including certain shareholders with a registered address in the Principality of Liechtenstein, the Republic of Malta and Singapore) as the holder of the underlying Neurotech Shares as at the Record Date.

We note the exercise price of your Options is significantly greater than the most recent sale price for Shares traded on ASX.

If you do not wish to participate in the Offer (in respect of your Options) you do not need to take any action.

To exercise some or all of your Options you will need to give notice in writing to Neurotech in accordance with the terms and conditions of the issue of your Options together with payment of the exercise price for each Option exercised.

If you do not exercise your Options, then after the Closing Date of the Rights Offer an adjustment may be made to the exercise price of your Neurotech options in accordance with any formula set out in the terms and conditions of Options.

You are encouraged to consult your stockbroker or other professional adviser before exercising any or your Options.

Indicative timetable

The anticipated timetable for the Offers is as follows:

Event	Target Date
Announcement of Offers	Tuesday, 29 January 2019
Prospectus lodged with ASIC and ASX (Appendix 3B lodged with ASX)	Tuesday, 29 January 2019
'Ex' date – Shares traded on ex basis Entitlement trading commences	Friday, 1 February 2019
Record Date for determining Shareholders' entitlements to participate in the Rights Offer	5:00pm (WST) on Monday, 4 February 2019
Prospectus and Entitlement and Acceptance Forms sent to Eligible Shareholders Opening Date of Offers	Wednesday, 6 February 2019
Entitlement trading ends	5:00pm (WST) on Wednesday, 13 February 2019
Closing Date of Offers	5:00pm (WST) on Wednesday, 20 February 2019
Issue of New Shares and despatch of Holding Statements	Monday, 25 February 2019
Normal trading commences	Tuesday, 26 February 2019

Subject to the ASX Listing Rules, the dates in the table above are indicative only and are subject to change. The directors of the Company may extend the closing date of the Offers by giving at least 3 business days notice to ASX before the closing date. In addition, the Company reserves the right to withdraw an Offer at any time before New Shares are issued pursuant to it, in which case any application moneys received from applicants will be refunded without interest in accordance with the requirements of the *Corporations Act 2001* (Cth).

Further information

Should you elect to exercise your Options and subject to being registered as a holder of the underlying Neurotech Shares at the Record Date, the Prospectus, including personalised Entitlement and Acceptance Forms and Shortfall Offer Application Forms, will be despatched to Eligible Shareholders shortly in accordance with the timetable set out above. Eligible Shareholders should read the Prospectus in full before deciding whether to submit an application for New Securities under an Offer.

For further information on the Rights Offer (and Shortfall Offer), please refer to the Prospectus, the Company's announcements available on ASX's website (www.asx.com.au) or the Company's website (<https://neurotechinternational.com/>). Alternatively, please contact the Company Secretary, by phone on +61 8 9321 5922 or email at fhudson@tribis.com.au.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Fleur Hudson', with a stylized flourish at the end.

Fleur Hudson
Company Secretary
Neurotech International Limited

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