

Neuro-HiTech, Inc.

Share Exchange Agreement with Woodbrook Group and Related Transactions

On October 29, 2018, we closed a Share Exchange Agreement (the “Agreement”) with Woodbrook Group Holdings Ltd, a British Virgin Islands corporation (“Woodbrook”). Under the Agreement, we acquired all of the issued and outstanding capital stock of Woodbrook in exchange for issuance to the former shareholders of Woodbrook, on a pro rata basis, of 2,400,000 shares of our newly designated Series A Convertible Preferred Stock. Our newly designated Series A Convertible Preferred Stock is convertible to common stock at a ratio of ten (10) shares of common stock for each share of Series A Convertible Preferred Stock, is entitled to cast one thousand (1,000) votes for each share held of record on all matters submitted to a vote of shareholders, and ranks *pari passu* with the class of common stock with respect to rights upon liquidation.

Following the closing of the Agreement, we intend to continue the business of our newly acquired subsidiary, Woodbrook, as our sole focus. Woodbrook is an international firm of financial consultants offering a comprehensive suite of financial services. Woodbrook provides its clients with professional advice for a wide range of financial matters, including Portfolio Management, mid and long-term Investment Management, Alternative Investments, Lump Sum Investments, Education Fee Planning, Wealth Planning, Retirement Planning, Structured Product Building, and Qualifying Recognized Overseas Pension Scheme (QROPS) and Financial Review. Woodbrook is headquartered in Cyprus, with additional offices in Budapest, Hungary; Warsaw, Poland; Bucharest, Romania; Moscow, Russia; Bratislava, Slovakia; Marbella, Spain; Geneva, Switzerland; and Ho Chi Minh City, Vietnam.

Appointment of New Officers and Director; Resignation of Former Officers and Director

Immediately following the close of the Agreement on October 29, 2018, the following Woodbrook executives were appointed to lead the company going forward:

Michael Doherty is our newly-appointed Chief Executive Officer and sole Director. He is the Founder and CEO of Woodbrook and has over 25 years of experience in wealth management and investment banking, including significant expertise in M&A with Merrill Lynch. He has worked across Europe, Russia and the United Arab Emirates in various roles including CEO, Managing Partner, Country Manager, and Financial Consultant at some of the most respected wealth management companies.

Senan Mc Conigle is our newly-appointed Chief Operating Officer. He has over 25 years of experience as Director of Finance in a number of large retail, property and consulting businesses.

Maria Milaj is our newly-appointed Chief Compliance Officer. She is an experienced and well-respected Industry Compliance Officer who has built Woodbrook’s reputation for doing business the ethical way.

Christina Doherty is our newly-appointed Director of IT & Marketing. She has over 20 years of experience and has led the project to build Woodbrook’s IT infrastructure.


Immediately following these appointments, David Ambrose resigned his positions as CEO and a director of the Company, and Gary Dutton resigned his position as COO. In addition, Mr. Ambrose has agreed to assume, indemnify, and defend the Company from any liabilities arising prior to the Agreement.

New Address and Contact Information

Following the transactions and new officer and director appointments discussed above, we have moved our principal address and have the following new contact information:

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Neuro-HiTech, Inc.

By: 

Michael Doherty, President and CEO