U.S. SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant ☒

Filed by a Party other than the Registrant ☐

Check the appropriate box:

☐ Preliminary Proxy Statement

☐ Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

☒ Definitive Proxy Statement

☐ Definitive Additional Materials

☐ Soliciting Material under §240. Rule 14a-12

neuphoria

Neuphoria Therapeutics Inc.

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

☒ No fee required

☐ Fee paid previously with preliminary materials

☐ Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11

Neuphoria Therapeutics Inc.
14 Milliston Road, Suite 195
Millis, Massachusetts 02054

September 18, 2026

Dear Stockholder:

You are cordially invited to attend Neuphoria Therapeutics Inc.'s Annual Meeting of Stockholders on Monday, November 2, 2026, at 9:00 a.m., Eastern Time, online at https://meetnow.global/MZRSRWT. The Annual Meeting of Stockholders will be held in a virtual-only meeting format.

The matters to be acted on at the Annual Meeting of Stockholders are described in the enclosed notice and proxy statement.

We realize that you may not be able to attend the Annual Meeting of Stockholders and vote your shares at the meeting. However, regardless of your meeting attendance, we need your vote. We urge you to ensure that your shares are represented by voting in advance of the meeting on the Internet or via a toll-free telephone number, as instructed in the Notice of Annual Meeting of Stockholders, or if you have elected to receive a paper or email copy of the proxy materials, by completing, signing and returning the proxy card that is provided. If you decide to attend the Annual Meeting of Stockholders, you may revoke your proxy at that time and vote your shares at such meeting.

Please remember that this is your opportunity to voice your opinion on matters affecting the Company. We look forward to receiving your proxy and perhaps seeing you at the Annual Meeting of Stockholders.

Sincerely,

/s/ Spyridon Papapetropoulos

Spyridon Papapetropoulos
Interim Chief Executive Officer and Director of Neuphoria Therapeutics Inc.

Neuphoria Therapeutics Inc.
14 Milliston Road, Suite 195
Millis, Massachusetts 02054

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON NOVEMBER 2, 2026**

You are cordially invited to attend the 2026 Annual Meeting of Stockholders (the "Annual Meeting") of Neuphoria Therapeutics Inc. (the "Company," "we," "our," "us") to be held on November 2, 2026, at 9:00 a.m., Eastern time, online at https://meetnow.global/MZRSRWT. The Annual Meeting of Stockholders will be held in a virtual-only meeting format.

At the Annual Meeting, stockholders will be invited to consider and vote upon the following matters:

1. Election of one Class II director to serve for a three-year term of office expiring at the 2029 Annual Meeting of Stockholders;
2. Ratification of the appointment of Wolf & Company P.C. ("Wolf & Company") as our independent registered public accounting firm for the fiscal year ending June 30, 2027;
3. To approve one or more adjournments of the Annual Meeting to a later date or dates to solicit additional proxies if there are insufficient votes to approve any of the proposals at the time of the Annual Meeting.

The foregoing items of business are more fully described in the proxy statement accompanying this Notice of Annual Meeting of Stockholders. Only holders of record of shares of Common Stock as of the close of business on the record date, September 10, 2026 (the "Record Date"), are entitled to receive notice of, and to vote at, the Annual Meeting.

Your vote is very important to the Company and all proxies are being solicited by the board of directors and executive officers, as well as representatives of Sodali & Co. who we have retained to aid in the solicitation of proxies, at an estimated cost of $20,000. So, whether or not you plan on attending the Annual Meeting, we encourage you to submit your proxy as soon as possible (i) by accessing the Internet site or by calling the toll-free number described in the proxy materials; or (ii) by signing, dating and returning your proxy card or instruction form provided to you. Please note that all votes cast by telephone or on the Internet by beneficial holder (in street name by banks or brokers) must be cast not later than 11:59 p.m., Eastern Time, on November 1, 2026.

**Please note that this proxy statement relates solely to our 2026 Annual Meeting of Stockholders and does not contain information or proposals regarding the Company's proposed merger with Scancell Holdings plc, which we announced on July 23, 2026, and does not ask you to consider the merger agreement or any other matters related thereto. We do not intend to discuss the proposed merger at our 2026 Annual Meeting of Stockholders, as we will hold a separate special meeting of stockholders in the future to consider and seek approval for the proposals contemplated by the merger agreement. We will deliver a separate set of proxy solicitation materials to you for the special meeting of stockholders in connection with the proposed merger. The proposed Scancell merger is subject to closing conditions set forth in the merger agreement including, among others, the approval by shareholders of both companies.

By Order of the Board of Directors,

/s/ Spyridon Papapetropoulos

Spyridon Papapetropoulos
Interim Chief Executive Officer and Director of Neuphoria Therapeutics Inc.

Millis, Massachusetts
September 18, 2026

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders To Be Held on November 2, 2026. The Proxy Statement, form of proxy, and Annual Report on Form 10-K for the fiscal year ended June 30, 2026 are available free of charge at https://ir.neuphoriatx.com/.

This proxy statement contains information about the 2026 annual meeting of stockholders of Neuphoria Therapeutics Inc. Proxy materials will be first sent to stockholders on or about September 21, 2026.

IMPORTANT

Your vote at this year's Annual Meeting is important, no matter how many or how few shares you own. Please sign and date the enclosed proxy card and return it in the enclosed postage-paid envelope promptly, or follow the instructions set forth on the enclosed proxy card to vote over the Internet or by telephone.

All stockholders are invited to attend the Annual Meeting. Whether or not you expect to attend the Annual Meeting, we respectfully urge you to vote over the Internet or by telephone or sign, date and return the enclosed proxy card as promptly as possible. Stockholders who execute a proxy card may nevertheless attend the Annual Meeting, revoke their proxy and vote their shares during the Annual Meeting. "Street name" stockholders who wish to vote their shares during the Annual Meeting will need to obtain a legal proxy from the bank, broker or other nominee in whose name their shares are registered. The instructions for voting over the Internet or by telephone are provided on your proxy card.

Remember, you can vote your shares over the Internet or by telephone.

Please follow the easy instructions on the enclosed proxy card.

If you have any questions or need assistance in voting your shares, you may also contact our proxy solicitor:

Sodali & Co.
430 Park Avenue, 14th Floor
New York, NY 10022

Stockholders and All Others Call Toll Free: (800) 662-5200
Banks and Brokers Call: (203) 658-9400
Email: NEUP@investor.sodali.com

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Neuphoria Therapeutics Inc.
14 Milliston Road, Suite 195
Millis, Massachusetts 02054

PROXY STATEMENT

INFORMATION ABOUT THE ANNUAL MEETING AND PROXY MATERIALS

General

This proxy statement is furnished to stockholders of Neuphoria Therapeutics Inc., a Delaware corporation (the "Company"), in connection with the solicitation of proxies for use at the 2026 Annual Meeting of Stockholders of the Company (the "Annual Meeting") to be held on Monday, November 2, 2026, at 9:00 a.m., Eastern Time, online at https://meetnow.global/MZRSRWT. The Annual Meeting of Stockholders will be held in a virtual-only meeting format. This solicitation of proxy cards is made on behalf of our board of directors. Capitalized terms used, but not defined, herein shall have the meanings ascribed to them in our Annual Report on Form 10-K for the fiscal year ended June 30, 2026 (the "Annual Report").

This proxy statement, the Annual Report and the proxy card or voting instruction form, as applicable, is being mailed to our stockholders on or about September 21, 2026.

Who is Soliciting my Vote?

The Board of Directors of Neuphoria Therapeutics Inc. is soliciting your vote for the Annual Meeting.

What Are You Voting On?

You will be asked to vote on the following proposals at the Annual Meeting:

1. Election of one Class II director to serve for a three-year term of office expiring at the 2029 Annual Meeting of Stockholders;
2. Ratification of the appointment of Wolf & Company P.C. as our independent registered public accounting firm for the fiscal year ending June 30, 2027;
3. To authorize the adjournment of the Annual Meeting, if necessary, to solicit additional proxies if there are insufficient votes in favor of any of the proposals at the time of the Annual Meeting; and any other matter that properly comes before the Annual Meeting.

Who Can Vote?

Only holders of record of shares of Common Stock as of the close of business on the record date, September 10, 2026 (the "Record Date"), are entitled to receive notice of, and to vote at, the Annual Meeting. Each share of Common Stock entitles the holder thereof to one vote. Your shares of Common Stock may be voted at the Annual Meeting, or any adjournment or postponement thereof, only if you are present in person at the virtual meeting or your shares are represented by a valid proxy.

Difference between a Stockholder of Record and a "Street Name" Holder

If your shares are registered directly in your name, you are considered the stockholder of record with respect to those shares.

If your shares are held in a stock brokerage account or by a bank, trust or other nominee, then the broker, bank, trust or other nominee is considered to be the stockholder of record with respect to those shares. However, you are still considered to be the beneficial owner of those shares, and your shares are said to be held in "street name." Street name holders generally cannot submit a proxy or vote their shares directly and must instead instruct the broker, bank, trust or other nominee how to vote their shares using the methods described below under the heading "—Voting Your Shares."

Quorum

At the close of business on the Record Date, there were 5,411,334 shares of our Common Stock outstanding and entitled to vote at the Annual Meeting. The presence of one-third of the outstanding shares of our Common

Stock entitled to vote at the meeting, present in person or represented by proxy, constitutes a quorum, which is required in order to hold and conduct business at the Annual Meeting. Your shares are counted as present at the Annual Meeting if you:

- Are present in person at the virtual Annual Meeting; or
- Have properly submitted a proxy card by mail or submitted a proxy by telephone or over the Internet.

If you submit your proxy, regardless of whether you abstain from voting on one or more matters, your shares will be counted as present at the Annual Meeting for the purpose of determining a quorum. If your shares are held in "street name," your shares are counted as present for purposes of determining a quorum if your broker, bank, trust or other nominee submits a proxy covering your shares. Your broker, bank, trust or other nominee is entitled to submit a proxy covering your shares as to certain "routine" matters, even if you have not instructed your broker, bank, trust or other nominee on how to vote on those matters.

Attendance at the Annual Meeting

You may attend the Annual Meeting, as well as vote and submit questions during the Annual Meeting, virtually on November 2, 2026, at 9:00 a.m. Eastern Time at https://meetnow.global/MZRSRWT. You will need your unique control number, which appears on the proxy card or voting instruction form that accompanied the proxy materials. In the event that you do not have a control number, please contact your broker, bank or other nominee as soon as possible so that you can be provided with a control number and gain access to the meeting.

In order to attend the virtual meeting, you will need to pre-register at https://meetnow.global/MZRSRWT by 9:00 a.m., Eastern Time on November 1, 2026. Once pre-registered, stockholders as of the record date will be able to attend the virtual Annual Meeting by visiting the link noted above, where you will be able to listen to the meeting live, submit questions, and vote.

Please have your proxy card, voting instruction form, or other notice containing your control number available and follow the instructions to complete your registration. If you are a beneficial holder, you must obtain a legal proxy from your broker, bank or other nominee to participate in the Annual Meeting. Upon completing registration, stockholders will receive a confirmation email in advance of the meeting with a link and instructions for accessing the Annual Meeting.

We encourage you to access the Annual Meeting before the start time of 9:00 a.m., Eastern Time, on Monday November 2, 2026. Please allow ample time for online check-in, which will begin at 8:45 a.m. Eastern Time. We will have a support team ready to assist attendees with any technical difficulties they may have accessing or hearing the audio webcast of the meeting.

Voting Your Shares

The Annual Meeting will be held entirely online this year. You may vote by attending the Annual Meeting or by submitting a proxy. The method of voting by proxy differs (1) depending on whether you are viewing this proxy statement on the Internet or receiving a paper copy and (2) for shares held as a record holder and shares held in "street name."

If you are a record holder, you may vote by submitting a proxy over the Internet or by telephone by following the instructions on the website referred to in the proxy card or voting instruction form mailed to you. Alternatively, if you received a paper copy of your proxy card, you may vote your shares by submitting a proxy over the Internet or by telephone by following the instructions on the proxy card, or by completing, dating and signing the proxy card that was included with this proxy statement and promptly returning it in the pre-addressed, postage-paid envelope provided to you.

If your shares are held in "street name," your broker, bank or other street name holder will provide you with instructions that you must follow to have your shares voted.

Deadline for Submitting Your Proxy on the Internet or by Telephone

Internet and telephone voting will close for beneficial holders (holding their shares in "street name") at 11:59 p.m., Eastern Time, on November 1, 2026. Stockholders who submit a proxy by Internet or telephone need not return a proxy card.

YOUR VOTE IS VERY IMPORTANT. Please submit your vote in advance even if you plan to attend the Annual Meeting.

Changing Your Vote

As a stockholder of record, if you vote by proxy, you may revoke that proxy at any time before it is voted at the Annual Meeting. Stockholders of record may revoke a proxy prior to the Annual Meeting by (i) delivering a written notice of revocation to the attention of the Secretary of the Company at our principal executive office at 14 Milliston Road, Suite 195, Millis, Massachusetts 02054, (ii) duly submitting a later-dated proxy over the Internet, by mail, or if applicable, by telephone, or (iii) attending the virtual Annual Meeting and voting during the meeting. Attendance at the Annual Meeting will not, by itself, revoke a proxy.

If your shares are held in the name of a broker, bank, trust or other nominee, you may change your voting instructions by following the instructions of your broker, bank, trust or other nominee.

How Do You Vote?

For the Director Election Proposal you may either vote “For” or “Withhold”. For each of the other proposals, you may either vote “For” or “Against” or abstain from voting.

The Board of Directors recommends that you vote:

- FOR the election of the Board’s nominee for Class II director;
- FOR the ratification of the appointment of Wolf & Company P.C. as our independent registered public accounting firm for the fiscal year ending June 30, 2027;

Votes cast by proxy or during the Annual Meeting will be counted by the person(s) we appoint to act as inspector of election for the meeting. The inspector of election will count all votes “for”, “withheld”, and “against,” as well as abstentions and broker non-votes, as applicable, for each matter to be voted on at the Annual Meeting.

The procedures for voting are as follows:

If you are a stockholder of record, you may vote by attending the Annual Meeting or vote by proxy over the Internet or by telephone or by returning an executed proxy card. Whether or not you plan to attend the Annual Meeting, we urge you to vote by proxy to ensure your vote is counted. You still may attend the Annual Meeting and vote during the Annual Meeting even if you have already voted by proxy.

- To vote using a traditional proxy card, complete, sign and date the enclosed proxy card and return it promptly in the envelope provided. If you return your signed proxy card to us before the Annual Meeting, we will vote your shares as you direct.
- To vote over the Internet or by telephone, simply follow the instructions and use the control number included on your proxy card.
- If you attend the Annual Meeting, you can also vote during the Annual Meeting.

If you are a beneficial owner of shares registered in the name of your broker, bank, or other nominee, these proxy materials along with a voting instruction form are being provided by that organization rather than the Company. Simply follow the instructions and mail the voting instruction form or vote over the Internet or by telephone to ensure that your vote is counted. To vote by attending the Annual Meeting, you must obtain a valid legal proxy from your broker, bank or other nominee. Follow the instructions from your broker, bank or other nominee included with these proxy materials, or contact your broker, bank or other nominee to request a legal proxy.

If You Do Not Vote

If you are a stockholder of record and do not vote by completing and mailing your proxy card, over the Internet or by telephone, or by attending the Annual Meeting, your shares will not be voted.

If you are a beneficial owner and do not instruct your broker, bank, or other nominee how to vote your shares by completing and mailing the voting instruction form or voting over the Internet or by telephone, the question of whether your broker or nominee will still be able to vote your shares depends on whether the particular proposal is a “routine” matter. Brokers and nominees can use their discretion to vote “uninstructed” shares with respect to matters that are considered to be “routine,” but not with respect to “non-routine” matters.

Returning a Proxy Card or Voting Instruction Form or Otherwise Vote but do not Make Specific Choices

If you return a signed and dated proxy card or voting instruction form without marking voting selections, your shares will be voted, as applicable:

- FOR the election of the Board's nominee for Class II director;
- FOR the ratification of the appointment of Wolf & Company P.C. as our independent registered public accounting firm for the fiscal year ending June 30, 2027;

In addition, the proxy holders named in the proxy are authorized to vote in their discretion on any other matters that may properly come before the Annual Meeting and at any postponement or adjournment thereof. The board of directors knows of no other items of business that will be presented for consideration at the Annual Meeting other than those described in this proxy statement.

Votes Required

The following table summarizes the voting requirements and the effects of broker non-votes and "withhold" votes or abstentions on each of the proposals to be voted on at the Annual Meeting:

Proposals	Required Vote
1. Election of Director	Plurality of votes cast for a nominee on this proposal
2. Ratification of Independent Registered Public Accounting Firm	Majority of shares entitled to vote on this proposal and present in person or represented by proxy
3. Adjournment Proposal	Majority of shares entitled to vote on this proposal and present in person or represented by proxy

Effect of Broker Non-Votes: A broker non-vote occurs when a broker holding shares for a beneficial owner has discretionary authority to vote on "routine" matters brought before a stockholder meeting, but the beneficial owner of the shares fails to provide the broker with specific instructions on how to vote on any "non-routine" matters brought to a vote at the stockholder meeting. If you hold your shares in street name and do not provide voting instructions to your broker or other nominee, your shares may be considered to be broker non-votes and will not be voted on any proposal on which your broker or other nominee does not have discretionary authority to vote. Shares that constitute broker non-votes will be counted as present at the Annual Meeting for the purpose of determining a quorum, but will not be considered entitled to vote on the proposal in question. Under the rules that govern brokers who are voting shares held in street name, brokers have the discretion to vote those shares on routine matters but not on non-routine matters.

Abstentions and Withheld Votes: If you vote ABSTAIN or WITHHOLD, your shares will be counted as present at the meeting for the purpose of determining a quorum. An abstention on Proposal No. 2 and Proposal No. 3 effectively functions as a vote against the proposal, but will have no effect on Proposal No. 1. WITHHOLD votes will have no effect on Proposal No. 1.

Inspector of Election

All votes will be tabulated by the inspector of election appointed for the Annual Meeting, who will separately tabulate affirmative and negative votes, abstentions and broker non-votes.

Solicitation of Proxies

We will bear the cost of soliciting proxies. Copies of solicitation materials will be furnished to banks, brokerage houses, fiduciaries and custodians holding shares of our Common Stock in their names that are beneficially owned by others to forward to those beneficial owners. We may reimburse persons representing beneficial owners for their costs of forwarding the solicitation materials to the beneficial owners. We have retained Sodali & Co. to aid in the solicitation of proxies, at an estimated cost of $20,000. Original solicitation of proxies may be supplemented by telephone, facsimile, electronic mail or personal solicitation by our directors, officers or other employees. These directors, officers and employees will not be paid additional remuneration for their efforts, but may be reimbursed for out-of-pocket expenses incurred, if any, in connection therewith.

PROPOSAL 1 — ELECTION OF DIRECTOR

Our board of directors currently consists of five members. In accordance with our Certificate of Incorporation (the "Certificate of Incorporation") our board of directors is divided into three classes with staggered three-year terms. At each annual meeting of stockholders, the successors to directors whose terms then expire will be elected to serve from the time of election and qualification until the third annual meeting following election. Our directors are divided among the three classes as follows:

Class	Term Expiration (annual meeting)	Director	Age
Class I	2028	Peter Miles Davies	45
	2028	David Wilson	63
Class II	2026	Alan Fisher	73
Class III	2027	Spyridon Papapetropoulos	53
	2027	Jane Ryan	67

Class II Director Nominee for Election — Term Expiring

The current term of the Class II director will expire at the Annual Meeting. Our board of directors nominated Alan Fisher for re-election at the Annual Meeting as a Class II director to hold office until the 2029 Annual Meeting of Stockholders and until his successor is duly elected and qualified or until his earlier death, resignation or removal. The nominee has consented to serve a term as a Class II director. Should the nominee become unable to serve for any reason prior to the Annual Meeting, the board of directors may designate a substitute nominee, in which event the person named in the enclosed proxy will vote for the election of such substitute nominee, or may reduce the number of directors on the board of directors.

Below is a biography of the Class II director standing for re-election at the Annual Meeting:

Alan Fisher, a member of the Board since September 1, 2016, was appointed Non-Executive Chair of the Board, effective from July 1, 2023. He is also Chair of the Audit and Risk Management Committee and a member of the Nomination and Compensation Committee. Mr. Fisher has served as the Managing Director of Fisher Corporate Advisory Pty Ltd. since 1997, where he advises public and private companies on mergers and acquisitions, public and private equity raisings, business restructuring and strategic advice. He currently serves on the board of ASX-listed company Thorney Technologies Limited (Non-Executive Director – Chair of Audit and Risk Management Committee), an investment company, since 2014. Mr. Fisher worked at Coopers & Lybrand from 1974 to 1997, and served as a Corporate Finance Partner from 1985-1997. Mr. Fisher received his B.Com., Accounting from the University of Melbourne, Australia and is a Fellow of the Australian and New Zealand Institute of Chartered Accountants. Mr. Fisher's experience as a biopharmaceutical board member and with financing and related transactions across industries contributed to our board of directors' conclusion that he should serve as a director of our company.

Required Vote

The director will be elected by a plurality of the votes cast. Votes withheld will have no effect on the outcome of this proposal.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE IN FAVOR OF THE BOARD'S NOMINEE FOR ELECTION AS CLASS II DIRECTOR TO THE BOARD OF DIRECTORS.

Class I and III Directors Continuing in Office

Below are biographies of the directors continuing in office:

Miles Davies – Class I

Peter Miles Davies has served as a member of our board of directors since July 2021, and effective June 17, 2024, was appointed as a member of our Audit Committee. Mr. Davies has worked at Apeiron Investment Group Ltd in the Healthcare team from 2021 to 2022. Prior to that, Mr. Davies was at Rothschild & Co. from 2006 to 2021. Mr. Davies received his Master's Degree from The University of Edinburgh, Scotland. Mr. Davies' experience in the healthcare industry includes mergers and acquisitions, strategic advisory, capital raising, and restructuring transactions, which all contributed to our board of directors' conclusion that he should serve as a director of our company.

David Wilson – Class I

David Wilson has served as a member of our board of directors since June 2016. He has served as the Chairman and founding partner of WG Partners LLP, an investment banking boutique advising life sciences companies on corporate finance, mergers and acquisitions, and capital raising, since November 2011. Prior to WG Partners LLP, Mr. Wilson worked at Piper Jaffray in various roles from 2001 to 2011, including CEO of European Operations, Chairman of the Global Healthcare Team and a Member of the Global Operating Board. He was also a Managing Director of ING Investment Banking from 1999 to 2001 and the Head of Small Companies Corporate Finance at Deutsche Bank from 1998 to 1999. He is currently on the board of directors of several privately held companies, including CS Pharmaceuticals Limited, a pharmaceutical company based in the United Kingdom, since July 2021. Mr. Wilson received his Bachelor's degree from the University of Cambridge. Mr. Wilson's experience in corporate finance and capital raising in the healthcare industry contributed to our board of directors' conclusion that he should serve as a director of our company.

Spyridon "Spyros" Papapetropoulos, M.D. – Class III

Spyridon "Spyros" Papapetropoulos, M.D., has served as our President and Chief Executive Officer since January 5, 2023, and as the Interim Chief Executive Officer since January 1, 2026. Dr. Papapetropoulos is an experienced biopharmaceutical executive, a recognized neuroscientist/neurologist, and change agent with a 26-year career focused on CNS disorders. He has held various positions of increasing responsibility at CNS-focused start-up/small, medium specialty and large biopharma companies. Since 2020, he was the Chief Medical Officer of Vigil Neuroscience Inc, a Nasdaq-listed biopharmaceutical company developing a pipeline of neuroimmune targeted therapeutics for the treatment of neurodegenerative disorders. Prior to joining Vigil, he served as Chief Development Officer, and SVP, Head of Development at Acadia Pharmaceuticals Inc., CEO at SwanBio Therapeutics, and EVP of Research & Development and Chief Medical Officer at Cavion. Before Cavion, he held senior/executive positions at Biogen Inc., Allergan plc, Pfizer Inc., and Teva Pharmaceuticals Inc. Dr. Papapetropoulos has filed multiple INDs and has overseen a broad spectrum of CNS biopharmaceutical development programs (small molecules, biologics, gene therapy), leading to successful regulatory filings (>20 INDs and multiple NDAs/BLAs) and new product launches worldwide. Dr. Papapetropoulos received his MD and PhD in Greece from the University of Patras, School of Medicine and before joining the biopharmaceutical industry served as faculty at the Department of Neurology of the University of Miami, School of Medicine.

Jane Ryan, Ph.D. – Class III

Jane Ryan, Ph.D. has served as a member of our board of directors since October 2020. Dr. Ryan is a member of the Audit and Risk Management Committee and Chair of the Nomination and Compensation Committee. Since January 2014, Dr. Ryan has provided executive level advisory services to biotechnology companies in connection with capital raising, business development, and mergers and acquisitions. Dr. Ryan currently serves as a non-executive director of Viral Vector Manufacturing Facility Pty Ltd. She previously served as commercial and product development advisor to BCAL Diagnostics, a cancer diagnostics company listed on the ASX. From 2014 to 2017, Dr. Ryan served as the CEO of Sementis Ltd., a public company (unlisted) developing vaccine technology. Prior to that, Dr. Ryan was an executive and division leader of product development at Biota, a biotechnology company listed on the ASX and Nasdaq, where she provided oversight to Biota's development portfolio and programs, including the negotiation and winning of a $231 million advanced development contract with the government of the United States. From 2018 to 2023, Dr. Ryan served as director of Anatara Life Sciences, an ASX listed company. Dr. Ryan has served as a director of IDT Australia Limited since January 2022, a listed company. She is also a member of the Australian Institute of Company Directors. She received her B.Sc. from the Australia National University, her Ph.D. from Macquarie University and was a Postdoctoral Fellow at Columbia University. Dr. Ryan's knowledge of our business and experience as a biopharmaceutical executive and board member contributed to our board of directors' conclusion that she should serve as a director of our company.

General Information About the Board of Directors

Board Composition and Leadership Structure

Our business and affairs are organized under the direction of our Board. The primary responsibilities of the board of directors are to provide oversight, strategic guidance, counseling, and direction to our management. The board of directors will meet on a regular basis and additionally as required. Our board of directors currently consists of five members, led by our Non-Executive Chair of the Board, Alan Fisher. Our board of directors has concluded that our current leadership structure is appropriate at this time. However, our board of directors will continue to periodically review our leadership structure and may make such changes in the future as it deems appropriate.

Family Relationships

There are no family relationships among any of our directors or executive officers.

Director Independence

As a domestic U.S. issuer, under the listing requirements and rules of Nasdaq, we are required to have a majority of independent directors on our board of directors, as well as our Audit and Risk Management Committee, which is required to consist of entirely independent directors, subject to certain phase-in schedules. Our board of directors has determined that all of our directors, other than David Wilson and Dr. Papapetropoulos, are independent directors in accordance with the listing requirements of the Nasdaq. The Nasdaq independence definition includes a series of objective tests, including that the director is not, and has not for at least three years, been one of our employees, has not exceeded the financial compensation threshold designated to remaining an independent director or has engaged in, or have had a family member engage in, a number of different transactions with us. In making these determinations, our board of directors reviewed and discussed information provided by the directors and us with regard to each director's business and personal activities and relationships as they may relate to us and our management.

Board Responsibilities

The board of directors is our governing body, responsible for overseeing our executive leadership team in the competent and ethical operation on a day-to-day basis and assuring that the long-term interests of our stockholders are being served. Our board of directors has established delegated limits of authority, which define the matters that are delegated to management and those that require approval by our board of directors.

The responsibilities of our board of directors include:

- charting our strategic direction, approving corporate objectives in line with that strategic direction and monitoring progress towards Board approved objectives;
- approving our statement of core values and Code of Business Conduct to underpin the desired culture within the company;
- overseeing management in its implementation of our strategic objectives and instilling our values and performance generally;
- ensuring that our remuneration policies are aligned with our purpose, values, strategic objectives and risk appetite;
- monitoring compliance with regulatory requirements and ethical standards; and
- appointing and reviewing the performance and remuneration of the Non-Executive Chair.

Our board of directors seeks to ensure that it is cognizant of our state of development such that at any point in time its membership as a group has expertise in areas of current and future importance to us as we grow.

- Periodically, our board of directors undertakes a performance evaluation of itself that:
- compares the performance of our board of directors with the requirements of our Board Charter;
- involves the Non-Executive Chair meeting individually with each member of our board of directors to assess how Board performance may be improved; and
- effects any improvements to the Board Charter deemed necessary or desirable.

The board of directors has also typically undertaken a strategic review process once per year to review the corporate strategy and the role of our board of directors within that strategy.

Board Oversight of Risk

One of the key functions of our board of directors will be informed oversight of its risk management process. The board of directors does not anticipate having a standing risk management committee, but rather anticipates administering this oversight function directly through the board of directors as a whole, as well as through various standing committees of the board of directors that address risks inherent in their respective areas of oversight. In particular, our board of directors will be responsible for monitoring and assessing strategic risk exposure and our audit committee will have the responsibility to consider and discuss the combined company's major financial risk exposures and the steps its management will take to monitor and control such exposures, including guidelines and policies to govern the process by which risk assessment and management is undertaken. The audit committee will also monitor compliance with legal and regulatory requirements. Our Compensation Committee will also assess and monitor whether our compensation plans, policies and programs comply with applicable legal and regulatory requirements.

Board Committees

Our board of directors currently has two committees, the Audit and Risk Management Committee and the Nomination and Compensation Committee. Each of the existing members of the Audit and Risk Management Committee and Nomination and Compensation Committee satisfy the independence requirements under Nasdaq rules.

Audit Committee

The Audit Committee is not a policy-making body but assists our board of directors by implementing board policy. The role of the Audit and Risk Management Committee includes assisting our board of directors with our governance and exercising of due care, diligence and skill in relation to:

- the reporting of financial information to users of financial reports;
- the application of accounting policies;
- financial management;
- the internal control system;
- the risk management system;
- the performance management system;
- the cybersecurity risk management system;
- business policies and practices;
- protection of our assets; and
- compliance with applicable laws, regulations, standards and best practice guidelines.

In addition, the Audit and Risk Management Committee will review whether management is adopting systems and processes for the above matters that are sufficient for a company of our size and stage of development.

The members of our Audit and Risk Management Committee are currently Mr. Alan Fisher (Chair), Miles Davies, and Dr. Jane Ryan. All members of our Audit and Risk Management Committee meet the requirements for financial literacy under the applicable rules and regulations of the SEC and Nasdaq. Our board of directors has determined that Mr. Alan Fisher qualifies as an "audit committee financial expert" (as defined by applicable SEC rules) and has the requisite financial sophistication as required under the applicable Nasdaq rules.

Compensation Committee

The primary purpose of the Compensation Committee is to support and advise our board of directors by:

- reviewing and approving corporate goals and objectives relevant to the compensation of our Chief Executive Officer, evaluating the Chief Executive Officer’s performance in light of those goals and objectives, approving the grant of equity awards to the Chief Executive Officer, and recommending to the board of directors the Chief Executive Officer’s compensation level based on this evaluation;
- reviewing and approving the compensation of all other executive officers;
- reviewing and recommending to the board of directors employment and severance arrangements for executive officers;
- administering and making recommendations to the board of directors with respect to the Company’s incentive compensation and equity-based compensation plans;
- reviewing, evaluating and recommending changes, if appropriate, to the remuneration for directors; and
- overseeing succession planning for positions held by executive officers, and reviewing succession planning and management development with the Board.

The members of our Compensation Committee are currently Dr. Jane Ryan (Chair) and Mr. Alan Fisher. Our board of directors has determined that each of the committee members is independent under the applicable Nasdaq rules, is a “non-employee director” as defined in Rule 16b-3 promulgated under the Exchange Act and is an “outside director” as defined in Section 162(m) of the Code. The Compensation Committee operates under a written charter, which provides that it will undertake an annual review and evaluation of the performance of our board of directors and its committees and present to our board of directors the results of its review.

Compensation Committee Interlocks

None of the members of the Nomination and Compensation Committee has ever been one of our officers or employees. Except for our director Dr. Papapetropoulos, who currently services as a director and Interim Chief Executive Officer, none of our executive officers currently serves, or has served, as a member of the board of directors or compensation committee of any entity that has one or more executive officers serving as a member of our board of directors.

Code of Business Conduct

We have adopted a written Code of Business Conduct Policy that applies to our directors, managers, employees and agents acting on our behalf, including our Interim Chief Executive Officer, Chief Financial Officer, or persons performing similar functions. Our Code of Business Conduct Policy is available under the Corporate Governance section of our website at www.neuphoriatx.com. In addition, we intend to post on our website all disclosures that are required by law or Nasdaq listing standards concerning any amendments to, or waivers from, any provision of our Code of Business Conduct Policy. The reference to our website address does not constitute incorporation by reference of the information contained at or available through our website, and you should not consider it to be a part of this proxy statement.

Insider Trading Policy

We have adopted an insider trading policy which governs the purchase, sale, and/or other dispositions of our securities by us and our directors, officers, employees, and consultants, and we believe the policy is designed to promote compliance with insider trading laws, rules, regulations, and any Nasdaq listing standards applicable to us. A copy of our insider trading policy is filed with our Annual Report as Exhibit 19.1.

Rule 10b5-1 Sales Plans

Our directors and executive officers may adopt written plans, known as Rule 10b5-1 plans, in which they will contract with a broker to buy or sell our common shares on a periodic basis. Under a Rule 10b5-1 plan, a broker executes trades pursuant to parameters established by the director or officer when entering into the plan, without further direction from them. The director or officer may amend a Rule 10b5-1 plan in some circumstances and may terminate a plan at any time. Our directors and executive officers also may buy or sell additional shares outside of a Rule 10b5-1 plan when they are not in possession of material nonpublic information, subject to compliance with the terms of our insider trading policy. No directors or officers of the Company adopted or terminated a Rule 10b5-1 trading plan or a non-Rule 10b5-1 trading arrangement during the fiscal year ended June 30, 2026.

Prohibitions against Hedging and Pledging

As part of our insider trading policy, all directors and employees of the Company, including our executive officers, are prohibited from engaging in hedging or monetization transactions (such as prepaid variable forwards, equity swaps, collars and exchange funds) involving our securities, holding our securities in a margin account or pledging our securities as collateral for a loan.

Clawback Policy

In compliance with the Nasdaq listing standards issued in connection with the SEC rules promulgated under the Dodd-Frank Wall Street Reform and Consumer Protection Act, we have adopted the Neuphoria Therapeutics Inc. Clawback Policy covering our executive officers, which provides that in the event of a required accounting restatement, the Compensation Committee will seek reimbursement of the portion of any incentive-based compensation that would not have been paid had our financial statements been correctly stated.

Policies and Practices on Timing of Equity Grants

It is our policy not to time the granting of equity awards, including stock option awards, in relation to the release of material non-public information. Accordingly, regularly scheduled awards are permitted to be granted at times when there is material non-public information. We will generally grant equity awards to newly hired and promoted executive officers at the subsequently scheduled committee or board meeting following the respective effective date of the hire or promotion. We will not time the disclosure of material non-public information for the purpose of affecting the value of executive compensation. In fiscal year ended June 30, 2026, we did not grant option awards to our named executive officers during the four business days prior to or the one business day following the filing of our periodic reports or the filing or furnishing of a Form 8-K that discloses material nonpublic information.

PROPOSAL 2 — RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee is responsible for the appointment, compensation, retention and oversight of the Company's independent auditors. In connection with this responsibility, the Audit Committee evaluates and monitors the auditors' qualifications, performance and independence. This responsibility includes a review and evaluation of the independent auditors. The Audit Committee approves all audit engagement fees and terms associated with the retention of the independent auditors.

As a matter of good corporate governance, the board of directors is requesting our stockholders to ratify the Audit Committee's selection of Wolf & Company P.C. as our independent registered public accounting firm for the fiscal year ending June 30, 2027. Wolf & Company served as our independent auditor for fiscal years 2026 and 2025, with respect to our financial statements prepared in accordance with GAAP. The Audit Committee and the board of directors believe that the continued retention of Wolf & Company P.C. as our independent auditors is in the best interests of the Company. The Audit Committee carefully considered the selection of Wolf & Company P.C. as our independent auditors. In connection with this selection, the Audit Committee considered whether there should be a rotation of the independent audit firm. The Audit Committee charter requires the Audit Committee to periodically consider whether the independent audit firm should be rotated. In addition to evaluating rotation of the independent auditors, the Audit Committee oversees the selection of the new lead audit partner and the Audit Committee chair participates directly in the selection of the new lead audit partner.

If the stockholders do not ratify the selection, the Audit Committee will reconsider its selection. Even if the selection is ratified, the Audit Committee, in its discretion, may appoint a different independent registered public accounting firm at any time during the year if the Audit Committee determines that such a change would be in the best interests of the Company and our stockholders.

Required Vote

The affirmative vote by holders of a majority of the shares present, in person or represented by proxy, and entitled to vote at the Annual Meeting, is required for approval of this proposal. Abstentions will have the same effect as a vote "against". Broker non-votes, if any, will have no effect.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT STOCKHOLDERS VOTE IN FAVOR OF THE RATIFICATION OF THE APPOINTMENT OF WOLF & COMPANY P.C. AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JUNE 30, 2027.

PROPOSAL 3 — AUTHORIZATION OF ADJOURNMENT OF THE ANNUAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES

If at the Annual Meeting, the number of shares of the Common Stock present or represented and voting in favor of any of the Proposals is insufficient to approve the Proposals, our proxy holders may move to adjourn the Annual Meeting in order to enable our board of directors to continue to solicit additional proxies in favor of the Proposals set forth in this Proxy Statement. In that event, you will be asked to vote only upon this adjournment proposal and not on any other proposals.

In this proposal, we are asking you to authorize the holder of any proxy solicited by our board of directors to vote in favor of adjourning the Annual Meeting and any adjournments or postponements thereof, if necessary, to solicit additional proxies in favor of the Proposals set forth herein, including the solicitation of proxies from stockholders that have previously voted against the proposal.

If it is necessary to adjourn the Annual Meeting, no notice of the adjourned meeting is required to be given to our stockholders, so long as the meeting is adjourned for 30 days or less and no new record date is fixed for the adjourned meeting. At the adjourned meeting, we may transact any business which might have been transacted at the original meeting.

Required Vote

Authorization of the adjournment of the Annual Meeting, if necessary, to solicit additional proxies if there are insufficient votes in preference of the Proposals contained in this Proxy Statement requires the affirmative vote by holders of a majority of shares present, in person or represented by proxy, at the Annual Meeting. Abstentions will have the same effect as a vote “against”; broker non-votes and failures to vote are not considered as votes cast and will have no effect on the outcome of this proposal.

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS
A VOTE IN FAVOR OF PROPOSAL 3.**

AUDIT COMMITTEE REPORT

The Audit Committee reviewed and discussed the audited consolidated financial statements for the fiscal year ended June 30, 2026 with our management and with our independent registered public accounting firm, Wolf & Company P.C. In addition, the Audit Committee discussed with Wolf & Company P.C. the matters required to be discussed by the applicable requirements of the Public Company Accounting Oversight Board (the “PCAOB”) and the SEC. The Audit Committee also received the written disclosures and the independence letter from Wolf & Company P.C. required by the applicable requirements of the PCAOB, and discussed with Wolf & Company P.C. about its independence.

Based on the Audit Committee’s review of the audited consolidated financial statements and the review and discussions described in the preceding paragraph, the Audit Committee recommended to the board of directors that the audited consolidated financial statements for the fiscal year ended June 30, 2026, be included in the Annual Report.

Audit Committee

Alan Fisher (Chair)
Miles Davies
Dr. Jane Ryan

The above Audit Committee Report is not soliciting material, is not deemed filed with the SEC and is not incorporated by reference in any of our filings under the Securities Act of 1933, as amended (the “Securities Act”), or the Exchange Act, whether made before or after the date of this proxy statement and irrespective of any general incorporation language in any such filings.

Independent Registered Public Accounting Firm

Fees Billed by the Principal Accountant

Our independent registered public accounting firm is Wolf & Company. Wolf & Company served as our independent auditor for fiscal years 2026 and 2025, with respect to our financial statements prepared in accordance with GAAP. The following table presents fees for professional services rendered by Wolf & Company for fiscal years 2026 and 2025.

	Fiscal Year 2026	Fiscal Year 2025
	Wolf & Company	Wolf & Company
Audit and review fees	$323,500	$258,000
Audit-related fees	$ 45,000	$ 89,000
Tax fees	—	—
All other fees	—	—

Pre-approval of Services

The Audit Committee pre-approves all audit and non-audit services rendered by our independent auditor. The Audit Committee has not adopted a formal written policy or procedures for the pre-approval of audit and non-audit services rendered by our independent auditor. The Audit Committee generally pre-approves specified services in the defined categories of audit services, audit-related services, and tax services up to specified amounts. Pre-approval may also be given as part of the Audit Committee’s approval of the scope of the engagement of the independent auditor or on an individual explicit case-by-case basis before the independent auditor is engaged to provide each service. The Audit Committee approved all of the services in the table above.

PRINCIPAL STOCKHOLDERS

The following table sets forth information regarding beneficial ownership of our Common Stock as of September 17, 2026 by:

- Each person, or group of affiliated persons, known by us to beneficially own more than 5% of our Common Stock;
- Each of our directors;
- Each of our named executive officers; and
- All of our current executive officers and directors as a group.

The percentage ownership information is based on 5,411,334 shares of Common Stock outstanding as of September 17, 2026.

Information with respect to beneficial ownership has been furnished by each director, officer or beneficial owner of more than 5% of our Common Stock. We have determined beneficial ownership in accordance with the rules of the SEC. These rules generally attribute beneficial ownership of securities to persons who possess sole or shared voting power or investment power with respect to those securities. In addition, the rules include shares of our Common Stock issuable pursuant to the exercise of stock options or warrants that are either immediately exercisable or exercisable within 60 days of September 17, 2026. These shares are deemed to be outstanding and beneficially owned by the person holding those options or warrants for the purpose of computing the percentage ownership of that person, but they are not treated as outstanding for the purpose of computing the percentage ownership of any other person. Unless otherwise indicated, the persons or entities identified in this table have sole voting and investment power with respect to all shares shown as beneficially owned by them. Except as otherwise noted below, the address for each person or entity listed in the table is Neuphoria Therapeutics Inc., 14 Milliston Road, Suite 195, Millis, Massachusetts 02054.

Name and Address of Beneficial Owner	Number of Shares Beneficially Owned	%
Greater than 5% Holders		
Lynx1 Capital Management LP	875,328	16.2%
Directors and Named Executive Officers		
Spyridon “Spyros” Papapetropoulos, M.D.(1)	49,267	*
Tim Cunningham	—	—
Alan Fisher(2)	13,658	*
Miles Davies(3)	6,909	*
Jane Ryan, Ph.D.(4)	7,243	*
David Wilson(5)	6,992	*
All executive officers and directors as a group	84,069	*

* less than 1%

(1) Includes (i) 4,944 shares, and (ii) 44,323 shares that Dr. Papapetropoulos has the right to acquire pursuant to options that are exercisable as of September 17, 2026, or will become exercisable within 60 days of such date.

(2) Includes (i) 13,566 shares, and (ii) 92 shares that Mr. Fisher has the right to acquire pursuant to options that are exercisable as of September 17, 2026, or will become exercisable within 60 days of such date.

(3) Includes 6,909 shares held by Mr. Davies on September 17, 2026.

(4) Includes (i) 7,013 shares, and (ii) 230 shares that Ms. Ryan has the right to acquire pursuant to options that are exercisable as of September 17, 2026, or will become exercisable within 60 days of such date.

(5) Includes (i) 6,900 shares, and (ii) 92 shares that Mr. Wilson has the right to acquire pursuant to options that are exercisable as of September 17, 2026, or will become exercisable within 60 days of such date.

Delinquent Section 16(a) Reports

Section 16(a) of the Exchange Act requires the Company's directors, executive officers, and persons who own more than ten percent of a registered class of the Company's equity securities, to file reports of securities ownership and changes in such ownership with the SEC. Directors, executive officers and greater than ten percent shareholders also are required by SEC rules to furnish the Company with copies of all Section 16(a) forms they file. Based upon a review of copies of such forms furnished to the Company and written representations provided by the reporting persons, the Company believes that all Section 16(a) filing requirements were timely met in fiscal year 2026.

EXECUTIVE AND DIRECTOR COMPENSATION

Overview of Our Executive Compensation Program

Introduction

Our Compensation Committee made all decisions regarding the compensation levels of our named executive officers in 2026. It is our Compensation Committee's responsibility to:

- Oversee the design of our executive compensation programs, policies and practices;
- Determine the types and amounts of compensation for our named executive officers; and
- Review and approve the adoption, termination and amendment of, and to administer and, as appropriate, make recommendations to the board of directors, regarding our incentive compensation programs.

Our objective is to provide a market-based executive compensation program that aligns the interests of our named executive officers with our stockholders and incentivizes them to achieve our key business objectives.

Role of the Independent Compensation Consultant in Executive Compensation

Our Compensation Committee regularly reviews the competitiveness of our executive compensation program and relevant governance trends when determining the compensation levels for our named executive officers. Our Compensation Committee has retained Pearl Meyer & Partners, LLC ("Pearl Meyer") as its independent compensation consultant to assist in this process and to provide advice on our executive compensation practices.

Pearl Meyer does no work for our management team that is not under the Compensation Committee's purview. Representatives of Pearl Meyer attended certain meetings of the Compensation Committee, including meeting with members of the Compensation Committee without members of management present. During 2026, our Compensation Committee reviewed the independence of Pearl Meyer using assessment criteria under applicable Nasdaq rules and concluded that the retention of Pearl Meyer did not raise any conflicts of interest.

Elements of our Executive Compensation Program

The compensation program through December 31, 2025 for our named executive officer consisted of an annual base salary, the ability to earn short-term cash bonuses, grants of long-term equity incentive awards subject to the achievement of specific vesting conditions and the ability to participate in employee benefit plans and programs at the same level and on the same terms as apply to our employees more broadly.

We review compensation at least annually for our named executive officers. In considering setting executive base salaries and bonuses and granting equity incentive awards, we consider compensation for comparable positions in the market, the historical compensation levels of our executives, individual performance as compared to our expectations and objectives, our desire to motivate our executives to achieve short- and long-term results that are in the best interests of our stockholders and a long-term commitment to our company.

The following is a detailed description of each material element of our compensation program for our named executive officers:

Base Salary. Base salary is a fixed component of compensation that we provide each of our named executive officers. The base salary payable to each of our named executive officers was initially established through arm's-length negotiations at the time of the officer's hiring, taking into account the officer's qualifications and experience, the scope of their responsibilities and competitive market compensation paid by other companies for similar positions within the industry and geography.

Base salaries are reviewed annually by our Compensation Committee, typically in connection with our annual performance review process, and adjusted from time to time to realign salaries with market levels after taking into account individual responsibilities, performance and experience. In making decisions regarding salary adjustments, we may also draw upon the experience of members of our board of directors with executives at other companies.

Annual Cash Bonus. Our named executive officers are eligible to receive discretionary annual cash bonuses based on our Compensation Committee's assessment of their individual performance, the performance of the

Company and such other factors as are determined to be relevant by our Compensation Committee. Our Compensation Committee feels that a discretionary bonus program provides the best ability for the Compensation Committee to review individual and Company performance on a holistic basis and to appropriately reward our officers based on the Compensation Committee's assessment of all relevant factors.

In July 2025, our Compensation Committee met and, after considering input from management, Pearl Meyer in its role as the Compensation Committee's independent compensation consultant and the Compensation Committee's assessment of relevant company and individual performance, determined to award a cash bonus of $226,875 for Dr. Papapetropoulos, which represents 75% of his 2025 annual target amount. The Compensation Committee determined that bonuses at 75% of the target level were appropriate in light of the efforts provided by Dr. Papapetropoulos throughout the year. The compensation arrangement of Mr. Cunningham is determined and paid through Danforth Advisors, and, therefore, is not eligible to receive a paid bonus from the Company.

Long-Term Equity Incentive Awards. Our named executive officers are eligible to receive long-term equity awards relating to shares of our Common Stock. These equity awards represent a significant component of our executive compensation program and are intended to motivate, incentivize and retain our officers while also further align their interests with those of our stockholders over extended vesting periods.

Our Compensation Committee evaluates whether to make equity award grants, and the type and size of those grants, in the context of our overall compensation program. Historically, we have granted awards of restricted stock units ("RSUs"), performance stock units ("PSUs"), and stock options to purchase shares of Common Stock ("Options") to our named executive officers that are subject to multi-year vesting conditions. All equity awards granted to our named executive officers under our 2024 Plan will become fully vested upon a change in control of the Company in accordance with the terms of such plan.

Employee Benefits. Our named executive officers are generally eligible to participate in the same health, welfare and retirement arrangements as apply to our employees more broadly. We do not sponsor or maintain any defined benefit pension plans or similar arrangements and did not provide any perquisites to our named executive officers in 2026.

Named Executive Officer Employment Arrangements

Compensation and other terms of employment for the Chief Executive Officer and the other executives are formalized in the form of an executive employment contract or consultancy agreement. Major provisions of the agreements relating to remuneration are set out below:

Spyros Papapetropoulos, M.D., President and Chief Executive Officer

Effective December 16, 2022, the Company and Dr. Spyros Papapetropoulos entered into an employment agreement, the terms of which were announced to ASX on December 16, 2022 ("Initial Employment Agreement"). Under the terms of the Initial Employment Agreement, Dr. Papapetropoulos commenced as President, Chief Executive Officer and a Director of the Company effective January 5, 2023.

For administrative purposes, it was subsequently agreed that Bionomics, Inc., then a wholly owned U.S. subsidiary of Bionomics Ltd. (now Neuphoria Therapeutics, Inc.), should be party to the employment agreement. Accordingly, on January 15, 2023, the Initial Employment Agreement was terminated and a new employment agreement was entered into between Dr. Papapetropoulos and Bionomics Inc. that, in all material respects, was on the same terms as the Initial Employment Agreement, other than the contracting party ("Papapetropoulos Employment Agreement").

Under the Papapetropoulos Employment Agreement, Dr. Papapetropoulos received an initial fixed remuneration of $525,000 base salary per year, plus reimbursement for the cost of procuring health benefits in the United States, for the provision of executive services as determined by our board of directors, plus a short term incentive/bonus potential of 50% of base salary, upon meeting the applicable performance criteria established by the Compensation Committee of the board of directors against agreed financial, strategic, and operational targets (the "Papapetropoulos Target Bonus"). In addition, Dr. Papapetropoulos, in connection with his appointment as President, Chief Executive Officer and a Director, received an initial grant of 27,067,015 (12,529 options on a post-redomiciliation basis) Options issued with an exercise price equal to the volume weighted average selling price of Shares for the five trading day period ending immediately prior to the grant date (February 21, 2023); and with 25% vesting on the 12 month anniversary of the grant date for the Options and the balance vesting on a quarterly basis over a 3-year period from that date (with acceleration in the event of a change in control and also on termination as described below). The award was subject to stockholder approval, which was obtained on February 21, 2023.

The Papapetropoulos Employment Agreement may be terminated by either party. In the event of a termination of the agreement by the company for cause or voluntary resignation without good reason, Neuphoria will pay Dr. Papapetropoulos' earned but unpaid base salary and annual bonus. In the event of a termination without cause or resignation for good reason, Neuphoria is obligated to pay severance of 1-times base salary plus a 1-time target bonus potential to be paid in installments over the following 12-month period, unless otherwise agreed and any outstanding equity compensation awards will fully and immediately vest.

Effective December 31, 2025, Mr. Papapetropoulos ceased to serve as the full-time President and CEO of the Company and the Papapetropoulos Employment Agreement terminated on such date; however, he remained as a member of the Company's Board of Directors. Pursuant to the terms of the Papapetropoulos Employment Agreement, Mr. Papapetropoulos was paid severance in an aggregate amount equal to his annual base salary, target bonus amount, and medical insurance premiums, which shall be paid in an amount equal to 50% of such gross severance in calendar year 2025, and the balance of such severance to be paid in partial installments in 2026 until fully paid in full, subject to and in accordance with the Company's regular payroll, withholding practices and applicable law. Except as required by applicable law, Mr. Papapetropoulos' participation in, coverage by, and entitlement to all compensation, fringe benefits, and employee benefits programs of the Company terminated immediately; however, as a continuing service provider and director, Mr. Papapetropoulos continued to have rights in and to outstanding stock options, which shall continue to vest and be exercisable under the terms of the equity incentive plan.

Simultaneously and in connection with the termination of the Employment Agreement, Mr. Papapetropoulos entered into a Consulting Agreement with the Company (the "Consulting Agreement") effective January 1, 2026, under which Mr. Papapetropoulos will serve as the interim CEO to the Company for up to twelve months to support the execution of the Company's contemplated strategic transaction and ensure a seamless transition. Under the terms of the Consulting Agreement, Mr. Papapetropoulos will receive consulting fees equal to $800 per hour for services up to approximately 40 hours per month for his continued services, which aggregate hours shall not exceed more than twenty percent of the total hours performed while acting as the full-time CEO of the Company. The Consulting Agreement shall automatically terminate upon the earlier of twelve months from entry or the consummation of a strategic merger, change of control or similar transaction by the Company.

Mr. Tim Cunningham, Chief Financial Officer

In May 2023, we amended our consulting agreement with Danforth (originally entered into for consulting services in July 2021, and further amended in August 2023). Pursuant to the Danforth agreement, Danforth provides us with the CFO services of Mr. Cunningham in exchange for fees payable to Danforth. The Danforth Agreement will continue until such time as either party to it has given notice of termination pursuant thereto with cause upon 30 days prior written notice to the other party or without cause upon 60 days prior written notice. Tim Cunningham commenced as Chief Financial Officer in July 2023.

Tax Considerations

As a general matter, our Compensation Committee considers various tax and accounting implications of our existing and proposed compensation programs. We consider the tax-deductibility of compensation in designing our compensation programs, but it is not our sole consideration, and the Compensation Committee ultimately designs and approves compensation programs that it determines are in the best interests of the Company and our stockholders.

Summary Compensation Table

The following table provides information regarding the compensation earned by our named executive officers for the fiscal years presented.

Name and Principal Position	Fiscal Year	Salary	Bonus	Stock Awards	Option Awards[(1)]	Non-Equity Incentive Plan Compensation	Nonqualified Deferred Compensation Earnings	All Other Compensation	Total
Spyros Papapetropoulos, MD. President and Chief Executive Officer	2025	$550,000	$226,875	$—	$ 95,850	$—	$—	$ 50,808	$ 923,533
Spyros Papapetropoulos, MD. [(3)] President and Chief Executive Officer	2026	$284,625	$ —	$—	$272,325	$—	$—	$1,117,740	$1,674,690
Tim Cunningham[(2)] Chief Financial Officer	2025	$ —	$ —	$—	$ —	$—	$—	$ 254,363	$ 254,363
Tim Cunningham Chief Financial Officer	2026	$ —	$ —	$—	$ —	$—	$—	$ 325,894	$ 325,894

(1) Share options do not represent cash payments to named executive officers. Share options granted may or may not be exercised by named executive officers.

(2) Mr. Cunningham was appointed Chief Financial Officer on July 1, 2023.

(3) Dr. Papapetropoulos' employment with the Company terminated effective December 31, 2025. In connection with such termination, and pursuant to the terms of the applicable employment agreement, Dr. Papapetropoulos received the following severance payments and benefits: (i) a cash payment equal to twelve months of base salary in the amount of $535,433; (ii) a cash payment equal to Dr. Papapetropoulos' target annual bonus for the fiscal year in which the termination occurred in the amount of $313,087; and (iii) payment of COBRA health benefit continuation premiums in the amount of $51,480. The target bonus component was paid in two installments on December 30, 2025 and January 15, 2026. All severance amounts were paid or accrued during the fiscal year ended June 30, 2026 and are reported in the "All Other Compensation" column above.

Outstanding Equity Awards at Fiscal Year-End

The following table provides information concerning unexercised options, stock that has not vested and equity incentive plan awards outstanding as of June 30, 2026:

	Option Awards					Stock Awards			
Name	Number of Securities Underlying Unexercised Options Exercisable	Number of Securities Underlying Unexercised Options Unexercisable	Number of Securities Underlying Unexercised Unearned Options	Option Exercise Price ($)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested	Market Value of Shares or Units of Stock That Have Not Vested	Number of Unearned Shares, Units, or Other Rights That Have Not Vested	Market or Payout Value of Unearned Shares, Units, or Other Rights That Have Not Vested
Spyros Papapetropoulos, M.D., PhD President and Chief Executive Officer	3,133	—	—	$43.27	12/16/2028	—	$—	—	$—
	783	—	—	$43.27	3/16/2029	—	$—	—	$—
	783	—	—	$43.27	6/16/2029	—	$—	—	$—
	783	—	—	$43.27	9/16/2029	—	$—	—	$—
	783	—	—	$43.27	12/16/2029	—	$—	—	$—
	783	—	—	$43.27	3/16/2030	—	$—	—	$—
	783	—	—	$43.27	6/16/2030	—	$—	—	$—
	783	—	—	$43.27	9/16/2030	—	$—	—	$—
	783	—	—	$43.27	12/16/2030	—	$—	—	$—
	783	—	—	$43.27	3/16/2031	—	$—	—	$—
	783	—	—	$43.27	6/16/2031	—	$—	—	$—
	21,750	—	—	$ 5.16	4/16/2035	—	$—	—	$—
	7,920	—	—	$ 8.27	8/27/2035				
	—	—	783	$43.27	9/16/2031	—	$—	—	$—
	—	—	783	$43.27	12/16/2031	—	$—	—	$—
	—	—	5,250	$ 5.16	4/16/2035	—	$—	—	$—
	—	—	26,639	$ 8.27	8/27/2035				
Tim Cunningham Chief Financial Officer	—	—	—	—	—	—	$—	—	$—

Equity Compensation Plan Information

Recovery Policy

In November 2023, we adopted a policy on the recovery of erroneously awarded incentive compensation that is compliant with the Nasdaq Listing Rules. This policy is available on our website www.neuphoriatx.com under the "Corporate Governance" section of our website.

Equity Incentive Plans

The principal features of Neuphoria's equity incentive plan are summarized below. This summary is qualified in its by reference to the actual text of the applicable plan, which is or will be filed as an exhibit to our Annual Report.

Equity Awards

The principal features of Neuphoria's equity incentive plan are summarized below. This summary is qualified in its reference to the actual text of the applicable plan, which is or will be filed as an exhibit to our Annual Report.

Equity awards for executives and employees have been provided by, and are currently provided by, a combination of equity plans that may include the:

- Employee Share Option Plan ("ESOP");
- Employee Equity Plan ("EEP"); and
- 2024 Equity Incentive Plan.

Participation in these plans is at our board of directors' discretion and no individual has an ongoing contractual right to participate in a plan or to receive any guaranteed benefits. For key appointments, an initial allocation of equity may be offered as a component of their initial employment agreement. The structure of equity awards is under the active review of the Compensation Committee to ensure it meets good corporate practice for a company of our size, nature and company lifecycle.

The following describes the material terms of the 2024 Equity Incentive Plan.

2024 Equity Incentive Plan

On December 10, 2024, our board of directors adopted Neuphoria's 2024 Equity Incentive Plan ("Plan"). The material terms of the Plan are summarized below.

Purpose. The purpose of the Plan is to provide a means through which we and our affiliates may attract and retain key personnel and to provide a means whereby our and our affiliate's directors, employees, and consultants may acquire and maintain an equity interest in the Company, or be paid incentive compensation, which may be measured by reference to the value of our shares of common stock, thereby strengthening their commitment to the success of the Company and aligning their interests with those of our stockholders.

Eligibility and administration. Employees, consultants, and directors of the Company and its affiliates, as well as prospective employees, consultants, and directors who have accepted offers of employment or consultancy from the Company or its affiliates are eligible to receive one or more types of Awards under the Plan (defined below).

The Plan is administered by the board of directors, which has complete authority to determine the employees, consultants, and/or non-employee directors who will be granted Awards under the Plan.

Subject to the terms of the Plan, the board of directors has all discretion and authority to administer the Plan and to control its operation, in accordance with the Plan's provisions, including, but not limited to, the power to (a) determine which employees, consultants, and non-employee directors will be granted Awards, (b) prescribe the terms and conditions of the Awards (which need not be the same), (c) interpret the Plan and the Awards, (d) adopt such procedures and/or subplans deemed necessary or appropriate for the purpose of satisfying applicable foreign laws or for qualifying for favorable tax treatment under applicable foreign laws, (e) to institute and determine the terms and conditions of an award exchange program; provided, however, that the board of directors shall not implement an award exchange program without the approval of the majority of the Company's stockholders entitled to vote at any annual or special meeting of Company's stockholders, and (e) make whatever rules it considers appropriate for the administration and interpretation of the Plan.

The board of directors may delegate any of its authority and powers under the Plan to a committee or one or more of the Company's officers. However, the board of directors may not delegate its authority and powers with respect to any Awards that are granted to our executive officers or directors who are subject to Section 16(b) of the Securities Exchange Act. All interpretations, determinations and decisions made by the board of directors and any delegate of the board of directors will be final and binding on all persons and will be given the maximum possible deference permitted by law.

Limitation on Awards and shares of common stock available. The maximum number of shares of common stock available for issuance under the Plan is 1,000,000 shares of common stock (the "Share Reserve"). In no event shall the maximum aggregate number of shares of common stock that may be issued under the Plan pursuant to incentive stock options exceed the Share Reserve. The Share Reserve is subject to further adjustment as provided in the Plan. In no event shall fractional shares of common stock be issued under the Plan. The maximum number of shares of common stock that may be granted under the Plan during any single fiscal year to a non-employee director, when taken together with any cash fees paid to such non-employee director during such year in respect of his or her service as a non-employee director (including service as a member or chair of any committee of the board of directors), shall not exceed $750,000 in total value (calculating the value of any such Awards based on the grant date fair value of such Awards for financial reporting purposes).

In the event there is a specified type of change in our capital structure, such as a stock split, reverse stock split, or recapitalization, appropriate adjustments will be made to (i) the class and maximum number of shares of common stock reserved for issuance under the Plan and (ii) the class and maximum number of shares of common stock that may be issued on the exercise of ISOs.

Awards. The Plan permits the board of directors to grant various types of discretionary equity compensation awards under the Plan ("*Awards*"), including:

- Incentive stock options or ISOs
- Nonqualified stock options or NSOs
- Stock appreciation rights or SARs
- Restricted stock
- Restricted stock units or RSUs
- Stock bonus awards, and
- Performance awards.

An individual who has received one or more Awards under the Plan is referred to in this summary as a *"participant"*.

A brief description of each award type follows:

- ISOs and NSOs. Stock options provide for the purchase of shares of common stock in the future at an exercise price set by the board of directors on the grant date. ISOs are stock options that by their terms qualify for, and are intended to qualify for, favorable U.S. federal tax treatment. NSOs are stock options that by their terms either do not qualify for or are not intended to qualify as ISOs. The board of directors may grant ISOs only to employees of the Company or a subsidiary at the time of grant. The exercise price of each NSO will be determined by the board of directors in its discretion, but must be at least one hundred percent (100%) of the fair market value of the shares of common stock on the grant date or otherwise compliant with Section 409A of the Internal Revenue Code of 1986, as amended (the "Code"). The exercise price of an ISO must be at least one hundred percent (100%) of the fair market value of the shares of common stock on the grant date (although in rare circumstances, the exercise price must be at least 110% of the fair market value of the shares of common stock on the grant date), except with respect to certain substitute options granted in connection with a corporate transaction. Stock options will not be exercisable after the expiration of ten (10) years from the date of grant (or five (5) years, in the case of an ISO issued to a ten percent (10%) stockholder).

- SARs. SARs entitle the participant, upon exercise, to receive an amount equal to the appreciation of the shares of common stock subject to the Award between the grant date and the exercise date. The exercise price of a SAR will not be less than 100% of the fair market value of the underlying share of common stock on the grant date (except with respect to certain substitute SARs granted in connection with a corporate transaction). SARs will not be exercisable after the expiration of ten (10) years from the grant date.
- Restricted stock and RSUs. Restricted stock is an award of nontransferable shares of common stock that remain forfeitable unless and until specified conditions are met, and which may be subject to a purchase price. RSUs are contractual promises to pay cash or deliver shares of common stock in the future, which also are forfeitable unless and until specified conditions are met. Delivery of the shares underlying RSUs may be deferred under the terms of the Award or at the election of the participant, if the board of directors permits such a deferral.
- Stock bonuses. A stock bonus is the issuance of shares of common stock to a participant. The shares of common stock issued pursuant to a stock bonus typically are unrestricted, meaning that they are not subject to vesting requirements.
- Performance awards. Performance awards include any of the foregoing Awards that are granted subject to vesting and/or payment based on the attainment of specified performance goals or other criteria the board of directors may determine, which may or may not be objectively determinable. Such performance goals may be based solely by reference to our performance or the performance of a subsidiary, division, business segment or business unit, or based upon performance relative to performance of other companies or upon comparisons of any of the indicators of performance relative to performance of other companies.
- Vesting. The board of directors may determine the time and conditions under which the Award will vest and may specify partial vesting in one or more vesting tranches, which may be based solely upon continued employment or service for a specified period of time or may be based upon the achievement of specific performance goals established by the board of directors in its discretion.

For all purposes of the Plan, “vesting” of an Award shall mean:

(a) For an ISO, NSO, or SAR, the time at which the participant has the right to exercise the Award.

(b) For restricted stock or RSUs, the time at which all conditions for vesting, as stated in the applicable award agreement or the Plan, are satisfied.

(c) For performance shares, the time at which the participant has satisfied the requirements to receive payment on such performance shares, as stated in the applicable award agreement or the Plan.

(d) Vesting need not be uniform among Awards granted at the same time or to persons similarly situated. Vesting requirements shall be set forth in the applicable award agreement.

If the date of the vesting of any Award, other than an ISO, NSO, or SAR, held by participant who is subject to the Company’s policy regarding trading of its shares of common stock by its officers and directors and the shares of common stock are not within a “window period” applicable to the participant, as determined by the Company in accordance with such policy, then the vesting of such Award shall not occur on such original vesting date and shall instead occur on the first day of the next “window period” applicable to the participant pursuant to such policy.

Certain transactions; Adjustments. In the event of (i) any dividend (other than ordinary cash dividends) or other distribution (whether in the form of cash, shares of common stock, other securities or other property), recapitalization, stock split, reverse stock split, reorganization, merger, amalgamation, consolidation, spin-off, split-up, split-off, combination, or other similar corporate transaction or event that affects the shares of common stock, or (ii) unusual or infrequently occurring events affecting the Company, any affiliate, or the financial statements of the Company or any affiliate, or changes in applicable rules, rulings, regulations or other requirements of any governmental body or securities exchange or inter-dealer quotation system, accounting principles or law, such that in either case the board of directors in its sole discretion may adjust any or all of (A) the number of shares of common stock or other securities of the Company (or number and kind of other securities or other property) that may be delivered in respect of Awards or with respect to which Awards may be granted under the Plan and (B) the terms of any outstanding Award, including, without limitation, (1) the number of shares of common stock or other securities of the Company (or number and kind of other securities or other property) subject to outstanding Awards or to which outstanding Awards relate, (2) the exercise price with respect to any Award, or (3) any applicable performance measures.

Treatment of Awards Upon a Change in Control. In the event of a "change in control" of the Company, as defined in the Plan, then unless otherwise provided in an award agreement, the board of directors may, in its sole discretion: (i) cancel awards for a cash payment equal to their fair value (as determined in the sole discretion of the board of directors), (ii) provide for the issuance of replacement awards, (iii) terminate stock options without providing accelerated vesting, (iv) immediately vest the unvested portion of any Award or (v) take any other action with respect to the awards the board of directors deems appropriate. The treatment of awards upon a change in control may vary among participants and types of awards in the board of directors' sole discretion. Awards subject to performance goals shall be settled upon a "change in control" of the Company based upon the extent to which the performance goals underlying such awards have been achieved as determined in the sole discretion of the board of directors.

Clawback provisions, transferability, and participant payments. All Awards will be subject to the provisions of any clawback policy implemented by Neuphoria Therapeutics Inc. and to the extent set forth in such clawback policy or in the applicable award agreement. With limited exceptions according to the laws of descent and distribution, Awards under the Plan are generally nontransferable prior to vesting and are exercisable only by the participant. With regard to tax withholding obligations arising in connection with Awards under the Plan and exercise price obligations arising in connection with the exercise of stock options under the Plan, the board of directors may, in its discretion, accept cash, wire transfer, or check, shares of our common stock that meet specified conditions (a market sell order) or such other consideration as it deems suitable or any combination of the foregoing.

Plan amendment and termination. The board of directors may amend, suspend, or terminate the Plan at any time; however, the Company will obtain stockholder approval of any material amendment to the Plan. No amendment, suspension or termination of the Plan can, without the consent of the participant, alter or impair any rights or obligations under his or her outstanding Award(s). No award may be granted pursuant to the Plan after the tenth (10^{th}) anniversary of the date on which our board of directors adopted the Plan.

Non-Employee Director Compensation

We paid our non-executive directors the amounts shown in the table below during the fiscal year ended June 30, 2026.

Name	Fees Earned or Paid in Cash	Stock Awards	Option Awards	Non-Equity Incentive Plan Compensation	Nonqualified Deferred Compensation Earnings	All Other Compensation	Total
Miles Davies	$34,271	$34,404	—	—	—	—	$ 68,675
Alan Fisher	$54,124	$68,804	—	—	$5,954	—	$128,882
Jane Ryan	$30,875	$34,404	—	—	$3,396	—	$ 68,675
David Wilson	$38,721	$34,404	—	—	—	—	$ 73,125

CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

Our Audit Committee is responsible for reviewing and monitoring the propriety of related party transactions, as set out in the Audit Committee Charter. The following includes a summary of certain relationships and transactions, including any transactions since July 1, 2023 and any currently proposed transactions, to which we were or are to be a participant, in which (1) the amount involved exceeded or will exceed the lesser of (i) $120,000 or (ii) 1% of the average of our total assets for the last two completed fiscal years, and (2) any of our directors, executive officers or holders of more than 5% of our capital stock, or any affiliate or member of the immediate family of the foregoing persons, had or will have a direct or indirect material interest, other than compensation and other arrangements that are described under the section titled "Executive and Director Compensation" in this proxy statement.

In July 2021, we entered into a consulting agreement with Danforth Advisors LLC ("Danforth") to provide consulting services to the Company. The Danforth agreement was amended in May 2023, and further amended in August 2023. Pursuant to the agreement, Danforth provides us with financial accounting, reporting, and Chief Financial Officer ("CFO") services in exchange for fees payable to Danforth. The Danforth agreement will continue until such time as either party to it has given notice of termination pursuant thereto with cause upon 30 days prior written notice to the other party; or without cause upon 60 days prior written notice. During the twelve months ended June 30, 2026, the Company paid Danforth a total of $843,714, of which $325,894 was for the service of Mr. Cunningham as our CFO. During the twelve months ended June 30, 2025, the Company paid Danforth a total of $734,648, of which $254,363 was for the service of Mr. Cunningham as our CFO. We believe that this agreement is on an arms-length basis.

In December 2023, we entered into an engagement letter with WG Partners LLP to provide financial advisory services to the Company. David Wilson, a director of the Company, is the Chairman and Chief Executive Officer of WG Partners. Under the then existing agreement, the Company agreed to pay to WG Partners a monthly fee of $15,000 and applicable commissions, if any, which are subject to conditions and further addendum; however, no such commissions were earned, invoiced or paid during the twelve months ended June 30, 2026 and 2025 under the terms of this agreement. On January 20, 2026, in connection with the Company's previously announced initiation of a strategic evaluation process in October 2025, the Company and WG Partners entered into an amendment to the agreement to reflect WG Partners' continued services on behalf of the Company, alongside H.C. Wainwright & Co., the Company's lead strategic alternative transaction advisor, to assist and advise the Company in its consideration of a potential merger and acquisition, or such other strategic transaction, as the case may be. In this regard, WG Partners has extended the strategic partner outreach to territories outside of the U.S. Pursuant to the 2026 amendment, WG Partners is entitled to receive the following compensation: (i) an increase in its monthly fee from $15,000 to $20,000, plus VAT where applicable, (ii) a one-time retainer of $100,000, plus VAT where applicable, which payment was made upon entry into such 2026 amendment; and (iii) a strategic transaction success fee of $350,000, plus VAT where applicable, payable on the completion of a potential merger and acquisition transaction, if any. The agreement will continue until such time as a party gives 30 days prior written notice of termination to the other party. During the twelve months ended June 30, 2026 and 2025, WG Partners invoiced the Company for monthly stipend fees of $219,981 and $148,971, respectively. We believe that this agreement, as amended, was negotiated and entered into on an arms-length basis.

Limitation on Liability and Indemnification Matters

Our Certificate of Incorporation and our Bylaws limit our directors' liability, and may indemnify our directors and officers to the fullest extent permitted under the DGCL. The DGCL provides that directors of a corporation will not be personally liable for monetary damages for breach of their fiduciary duties as directors, except for liability for any:

- transaction from which the director derives an improper personal benefit;
- act or omission not in good faith or that involves intentional misconduct or a knowing violation of law;
- unlawful payment of dividends or redemption of shares; or
- breach of a director's duty of loyalty to the corporation or its stockholders.

These limitations of liability do not apply to liabilities arising under federal securities laws and do not affect the availability of equitable remedies such as injunctive relief or rescission.

The DGCL and our Bylaws provide that we will, in certain situations, indemnify our directors and officers and may indemnify other employees and other agents, to the fullest extent permitted by law. Any indemnified person is also entitled, subject to certain limitations, to advancement, direct payment or reimbursement of reasonable expenses, including attorneys' fees and disbursements, in advance of the final disposition of the proceeding.

We maintain a directors' and officers' insurance policy pursuant to which our directors and officers are insured against liability for actions taken in their capacities as directors and officers. We believe that these provisions in our amended and restated certificate of incorporation and amended and restated bylaws and these indemnification agreements are necessary to attract and retain qualified persons as directors and officers.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers or control persons and, in the opinion of the SEC, such indemnification is against public policy as expressed in the Securities Act, such indemnification shall be considered unenforceable.

ADDITIONAL INFORMATION

The Company files reports, proxy statements and other information with the SEC as required by the Exchange Act. You can review the Company's electronically-filed reports, proxy and information statements on the SEC's website at *www.sec.gov* or on the Company's website at https://www.neuphoriatx.com. Information included on the Company's website is not a part of this proxy statement.

You should rely only on the information contained in this proxy statement or on information to which the Company has referred you. The Company has not authorized anyone else to provide you with any information. You should not assume that the information contained in this document is accurate as of any date other than the date on the cover page hereof, and the provision of this document to stockholders at any time after that date does not create an implication to the contrary. This proxy statement does not constitute a solicitation of a proxy in any jurisdiction where, or to or from any person to whom, it is unlawful to make such proxy solicitations in such jurisdiction.

If you have more questions about this proxy statement or how to submit your proxy, or if you need additional copies of this proxy statement or the enclosed proxy card or voting instructions, please contact our Secretary at Neuphoria Therapeutics Inc.,14 Milliston Road, Suite 195, Millis, Massachusetts 02054.

STOCKHOLDER COMMUNICATIONS

Stockholders of the Company wishing to communicate with the board of directors or an individual director may send a written communication to the board of directors or such director at the following address:

c/o Neuphoria Therapeutics Inc.
14 Milliston Road, Suite 195,
Millis, Massachusetts 02054
Attn: Secretary

The Secretary will review each communication, and will forward such communication to the board of directors or to any individual director to whom the communication is addressed unless the communication contains advertisements or solicitations or is unduly hostile, threatening or similarly inappropriate, in which case the Secretary shall discard the communication or inform the proper authorities, as may be appropriate.

OTHER MATTERS

The Company knows of no other matters to be submitted to the stockholders at the Annual Meeting, other than the proposals referred to in this proxy statement. If any other matters properly come before the stockholders at the Annual Meeting, it is the intention of the proxy holders to vote the shares represented thereby on such matters in accordance with their best judgment.

STOCKHOLDER PROPOSALS FOR 2027 ANNUAL MEETING

Submission of Stockholder Proposals for Inclusion in Next Year's Annual Meeting Proxy Statement

Any proposal or proposals by a stockholder intended to be included in the proxy statement and form of proxy relating to the 2027 Annual Meeting of Stockholders in accordance with the procedures outlined in Rule 14a-8 of the Exchange Act must be received by the Company no later than July 27, 2027 and must comply with the other proxy solicitation rules promulgated by the SEC and with the procedures set forth in the Bylaws. Proposals should be sent to the Secretary of the Company at 14 Milliston Road, Suite 195, Millis, Massachusetts 02054. Nothing in this paragraph shall be deemed to require the Company to include in its proxy statement and proxy relating to the 2026 Annual Meeting of Stockholders any stockholder proposal which may be omitted from the proxy materials according to applicable regulations of the SEC in effect at the time the proposal is received.

Other Stockholder Proposals for Presentation at Next Year's Annual Meeting

A stockholder who wishes to submit a proposal or nominate a candidate to serve as a director for consideration at the 2027 Annual Meeting of Stockholders outside the processes of Rule 14a-8 under the Exchange Act and therefore will not be included in the proxy statement for such meeting must timely deliver a written notice in accordance with the requirements, including eligibility and information required in such notice, set forth in Article II, Section 2 of the Bylaws. To be timely, such written notice must be received by the Secretary of the Company at its principal executive offices, 14 Milliston Road, Suite 195, Millis, Massachusetts 02054, not earlier than the close of business on July 5, 2027, nor later than the close of business on August 4, 2027. In the event that next year's annual meeting is scheduled to occur more than 30 days before or more than 60 days after November 2, 2027 (the anniversary of the Annual Meeting), the written notice must be received (i) not earlier than the close of business on the 120th day prior to such annual meeting and (ii) not later than the close of business on the later of the 90th day prior to such annual meeting or the 10th day following the day on which public announcement of the date of such meeting is first made.

To comply with the universal proxy rules, a stockholder who intends to solicit proxies in support of director nominees other than the Company's nominees must provide notice that sets forth the information required by Rule 14a-19 under the Exchange Act no later than September 3, 2027. In the event that next year's annual meeting is not scheduled to occur within 30 days of November 2, 2027 (the anniversary of the Annual Meeting), the written notice must be postmarked or transmitted electronically by the later of (i) 60 calendar days prior to such annual meeting or (ii) the 10th calendar day following the day on which public announcement of the date of such annual meeting is first made by the Company.

HOUSEHOLDING

The SEC's rules permit us to deliver a single set of proxy materials to one address shared by two or more of our stockholders with such stockholder's consent, if required. This delivery method is referred to as "householding" and can result in significant cost savings. To take advantage of this opportunity, we will deliver only one set of proxy materials to multiple stockholders who share an address and who have consented to such delivery, if required, unless and until we receive contrary instructions from the impacted stockholders prior to the mailing date. ***We agree to deliver promptly, upon written or oral request, a separate copy of the proxy materials, as requested, to any stockholder at the shared address to which a single copy of those documents was delivered.***

If you are currently a stockholder sharing an address with another stockholder and wish to receive only one copy of future proxy materials for your household, please contact Secretary of the Company at the above phone number or address.

WHETHER OR NOT YOU PLAN TO ATTEND THE ANNUAL MEETING ONLINE, WE URGE YOU TO VOTE YOUR SHARES VIA THE TOLL-FREE TELEPHONE NUMBER OR OVER THE INTERNET, AS DESCRIBED IN THIS PROXY STATEMENT. IF YOU RECEIVED A COPY OF THE PROXY CARD BY MAIL, YOU MAY COMPLETE, SIGN, DATE AND MAIL THE PROXY CARD IN THE ENCLOSED RETURN ENVELOPE. WE ENCOURAGE YOU TO PROMPTLY VOTE YOUR SHARES.

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neuphoria VOTE

Using a black ink pen, mark your votes with an X as shown in this example. Please do not write outside the designated areas.

2026 Annual Meeting Proxy Card

▼ IF VOTING BY MAIL, SIGN, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼

A Proposals — The Board of Directors recommend a vote FOR the nominee listed and FOR Proposals 2 and 3.

1. Election of one Class II director to serve for a three-year term of office expiring at the 2029 Annual Meeting of Stockholders.

	For	Withhold
01 - Alan Fisher	☐	☐

	For	Against	Abstain
2. Ratification of the appointment of Wolf & Company P.C. ("Wolf & Company") as our independent registered public accounting firm for the fiscal year ending June 30, 2027.	☐	☐	☐
3. To approve one or more adjournments of the Annual Meeting to a later date to solicit additional proxies if there are insufficient votes to approve any of the proposals at the time of the Annual Meeting.	☐	☐	☐

B Authorized Signatures — This section must be completed for your vote to count. Please date and sign below.

Please sign exactly as name(s) appears hereon. Joint owners should each sign. When signing as attorney, executor, administrator, corporate officer, trustee, guardian, or custodian, please give full title.

Date (mm/dd/yyyy) — Please print date below.	Signature 1 — Please keep signature within the box.	Signature 2 — Please keep signature within the box.
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▼ IF VOTING BY MAIL, SIGN, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE.▼

Neuphoria Therapeutics Inc.

Notice of 2026 Annual Meeting of Stockholders

Proxy Solicited by Board of Directors for Annual Meeting — November 2, 2026

Board of Directors, or any of them, each with the power of substitution, are hereby authorized to represent and vote the shares of the undersigned, with all the powers which the undersigned would possess if personally present, at the Annual Meeting of Stockholders of Neuphoria Therapeutics Inc. to be held on November 2, 2026 or at any postponement or adjournment thereof.

Shares represented by this proxy will be voted in the manner directed by the stockholder. If no such directions are indicated, the Proxies will have authority to vote FOR the election of the Director and FOR items 2 and 3.

In their discretion, the Proxies are authorized to vote upon such other business as may properly come before the meeting.

(Items to be voted appear on reverse side)