

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Total Brain Limited (formerly Brain Resource Limited)

ACN/ARSN 094 069 682

1. Details of substantial holder (1)

Name **Och-Ziff Holding Corporation and Och-Ziff Capital Management Group LLC on behalf of themselves, OZ Management LP, OZ Management II LP and their controlled entities OZ Special Master Fund, Ltd., Malta Holdings, Ltd., Malta Trading Platform Limited, OZMD IR, LLC, OZAS IR, LLC, SIMF IR, LLC, Sculptor Finance (MD) Ireland Designated Activity Company, Sculptor Finance (AS) Ireland Designated Activity Company, Sculptor Finance (SI) Ireland Designated Activity Company, OZ ELS Master Fund, Ltd., OZ Asia Master Fund, Ltd., Gordel Capital Limited, OZ Master Fund, Ltd., OZ Global Special Investments Master Fund, L.P., OZ Enhanced Master Fund, Ltd., OZEA, L.P., OZEA Holdings, L.P., and OZ Global Equity Opportunities Master Fund, Ltd.**

ACN/ARSN (If applicable) **Not applicable**

There was a change in the interests of the substantial holder on

4/12/2018

The previous notice was given to the company on

6/2/2018

The previous notice was dated

5/2/2018

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Fully Paid Ordinary Shares	202,785,377	38.17%	97,272,296	18.31%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of Change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to changes (7)	Class and number of securities affected	Person's votes affected
04-Dec-2018	OZ Master Fund, Ltd.	Sell	195,519.32	Fully paid ordinary shares	6,860,327
04-Dec-2018	OZ Asia Master Fund, Ltd.	Sell	180,687.83	Fully paid ordinary shares	6,339,924
04-Dec-2018	OZ Enhanced Master Fund, Ltd.	Sell	17,929.61	Fully paid ordinary shares	629,109
04-Dec-2018	OZEA, L.P.	Sell	9,939.46	Fully paid ordinary shares	348,753
04-Dec-2018	OZEA Holdings, L.P.	Sell	10,715.80	Fully paid ordinary shares	375,993
04-Dec-2018	Gordel Capital Limited	Sell	4,132.19	Fully paid ordinary shares	144,989
04-Dec-2018	OZ Global Special Investments Master Fund, L.P.	Sell	1,056.87	Fully paid ordinary shares	37,083

04-Dec-2018	OZ ELS Master Fund, Ltd.	Sell	560.51	Fully paid ordinary shares	19,667
04-Dec-2018	Sculptor Finance (MD) Ireland Designated Activity Company	Sell	889,759.84	Fully paid ordinary shares	31,570,521
04-Dec-2018	Sculptor Finance (AS) Ireland Designated Activity Company	Sell	1,068,750.01	Fully paid ordinary shares	37,500,000
04-Dec-2018	Sculptor Finance (SI) Ireland Designated Activity Company	Sell	26,463.50	Fully paid ordinary shares	928,544
04-Dec-2018	Malta Trading Platform Limited	Sell	591,235.06	Fully paid ordinary shares	20,745,090
23-Mar-2018	OZ Global Equity Opportunities Master Fund, Ltd.	Sell	667.13	Fully paid ordinary shares	13,081

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Och-Ziff Holding Corporation	HSBC Custody Nominees (Australia) Limited, National Australia Bank Limited	OZ Special Master Fund, Ltd., Malta Holdings, Ltd., Malta Trading Platform Limited, OZMD IR, LLC, SIMF IR, LLC, Sculptor Finance (MD) Ireland Designated Activity Company, Sculptor Finance (SI) Ireland Designated Activity Company, OZ ELS Master Fund, Ltd., Gordel Capital Limited, OZ Master Fund, Ltd., OZ Global Special Investments Master Fund, L.P., and OZ Enhanced Master Fund, Ltd.	The holder of the relevant interest has a relevant interest in the holdings detailed below by virtue of section 608(3)(b) of the Corporations Act	97,272,296 ordinary shares	97,272,296
Och-Ziff Capital Management Group LLC	HSBC Custody Nominees (Australia) Limited, National Australia Bank Limited	OZ Special Master Fund, Ltd., Malta Holdings, Ltd., Malta Trading Platform Limited, OZMD IR, LLC, SIMF IR, LLC, Sculptor Finance (MD) Ireland Designated Activity Company, Sculptor Finance (SI) Ireland Designated Activity Company, OZ ELS Master Fund, Ltd., Gordel Capital Limited, OZ Master Fund, Ltd., OZ Global Special Investments Master Fund, L.P., and OZ Enhanced Master Fund, Ltd.	The holder of the relevant interest has a relevant interest in the holdings detailed below by virtue of section 608(3)(b) of the Corporations Act	97,272,296 ordinary shares	97,272,296
OZ Management LP	HSBC Custody Nominees (Australia) Limited, National Australia Bank Limited	OZ Special Master Fund, Ltd., Malta Holdings, Ltd., Malta Trading Platform Limited, OZMD IR, LLC, SIMF IR, LLC, Sculptor Finance (MD) Ireland Designated Activity Company, Sculptor Finance (SI) Ireland Designated Activity Company, OZ ELS Master Fund, Ltd., Gordel Capital Limited, OZ Master Fund, Ltd., OZ Global Special Investments Master Fund, L.P., and OZ Enhanced Master Fund, Ltd.	The holder of the relevant interest has a relevant interest in the holdings detailed below by virtue of section 608(3)(b) of the Corporations Act	97,272,296 ordinary shares	97,272,296
OZ Management II LP	National Australia Bank Limited	OZ ELS Master Fund, Ltd.	OZ Management II LP has a relevant interest in the holdings by virtue of section 608(3)(b) of the Corporations Act	33,281 ordinary shares	33,281
OZ Special Master Fund, Ltd.	HSBC Custody Nominees (Australia) Limited	Malta Trading Platform Limited	OZ Special Master Fund, Ltd. has a relevant interest in the holdings of Malta Trading Platform Limited detailed below by virtue of section 608(3)(b) of the Corporations Act	29,254,910 ordinary shares	29,254,910

Malta Holdings, Ltd.	HSBC Custody Nominees (Australia) Limited	Malta Trading Platform Limited	Malta Holdings, Ltd. has a relevant interest in the holdings of Malta Trading Platform Limited detailed below by virtue of section 608(3)(b) of the Corporations Act	29,254,910 ordinary shares	29,254,910
Malta Trading Platform Limited	HSBC Custody Nominees (Australia) Limited	Malta Trading Platform Limited	As legal owner of the interest, Malta Trading Platform Limited has a relevant interest by virtue of section 608(1)(a) of the Corporations Act	29,254,910 ordinary shares	29,254,910
OZMD IR, LLC	National Australia Bank	Sculptor Finance (MD) Ireland Designated Activity Company	OZMD IR, LLC has a relevant interest in the holdings of Sculptor Finance (MD) Ireland Designated Activity Company detailed below by virtue of section 608(3)(b) of the Corporations Act	53,429,479 ordinary shares	53,429,479
SIMF IR, LLC	National Australia Bank	Sculptor Finance (SI) Ireland Designated Activity Company	SIMF IR, LLC has a relevant interest in the holdings of Sculptor Finance (SI) Ireland Designated Activity Company detailed below by virtue of section 608(3)(b) of the Corporations Act	1,571,456 ordinary shares	1,571,456
Sculptor Finance (MD) Ireland Designated Activity Company	National Australia Bank	Sculptor Finance (MD) Ireland Designated Activity Company	As legal owner of the interest, Sculptor Finance (MD) Ireland Designated Activity Company has a relevant interest by virtue of section 608(1)(a) of the Corporations Act	53,429,479 ordinary shares	53,429,479
Sculptor Finance (SI) Ireland Designated Activity Company	National Australia Bank	Sculptor Finance (SI) Ireland Designated Activity Company	As legal owner of the interest, Sculptor Finance (SI) Ireland Designated Activity Company has a relevant interest by virtue of section 608(1)(a) of the Corporations Act	1,571,456 ordinary shares	1,571,456
OZ ELS Master Fund, Ltd.	National Australia Bank Limited	OZ ELS Master Fund, Ltd.	As legal owner of the interest, OZ ELS Master Fund, Ltd. has a relevant interest by virtue of section 608(1)(a) of the Corporations Act	33,281 ordinary shares	33,281
Gordel Capital Limited	HSBC Custody Nominees (Australia) Limited, National Australia Bank Limited	Gordel Capital Limited	As legal owner of the interest, Gordel Capital Limited has a relevant interest by virtue of section 608(1)(a) of the Corporations Act	245,390 ordinary shares	245,390
OZ Master Fund, Ltd.	HSBC Custody Nominees (Australia) Limited	OZ Master Fund, Ltd.	As legal owner of the interest, OZ Master Fund, Ltd. has a relevant interest by virtue of section 608(1)(a) of the Corporations Act	11,610,317 ordinary shares	11,610,317
OZ Global Special Investments Master Fund, L.P.	HSBC Custody Nominees (Australia) Limited, National Australia Bank Limited	OZ Global Special Investments Master Fund, L.P.	As legal owner of the interest, OZ Global Special Investments Master Fund, L.P. has a relevant interest by virtue of section 608(1)(a) of the Corporations Act	62,759 ordinary shares	62,759
OZ Enhanced Master Fund, Ltd.	National Australia Bank Limited, JP Morgan Chase	OZ Enhanced Master Fund, Ltd.	As legal owner of the interest, OZ Enhanced Master Fund, Ltd. has a relevant interest by virtue of section 608(1)(a) of the Corporations Act	1,064,704 ordinary shares	1,064,704

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Och-Ziff Holding Corporation	c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801, U.S.A.
Och-Ziff Capital Management Group LLC	c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801, U.S.A.
OZ Management LP	c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801, U.S.A.
OZ Management II LP	c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801, U.S.A.
OZ Special Master Fund, Ltd.	c/o State Street Cayman Trust Company, Ltd, Suite 3307, Gardenia Court, 45 Market Street, P.O. Box 31113, Camana Bay, Grand Cayman, KY1-1205, Cayman Islands
Malla Holdings, Ltd.	c/o Stuarts Corporate Services Ltd., P.O. Box 2510, 36A Dr. Roy's Drive, Grand Cayman, KY1-1101, Cayman Islands
Malla Trading Platform Limited	c/o International Management Services Ltd., Office 21, Regent House, Blazza Street, Silema SLM1641, Malla
OZMD IR, LLC	c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801, U.S.A.
OZAS IR, LLC	c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801, U.S.A.
SIMF IR, LLC	c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801, U.S.A.
Sculptor Finance (MD) Ireland Designated Activity Company	Pinnacle 2, Eastpoint Business Park, Clontarf, Dublin 3, D03 P580, Ireland
Sculptor Finance (AS) Ireland Designated Activity Company	Pinnacle 2, Eastpoint Business Park, Clontarf, Dublin 3, D03 P580, Ireland
Sculptor Finance (SI) Ireland Designated Activity Company	Pinnacle 2, Eastpoint Business Park, Clontarf, Dublin 3, D03 P580, Ireland
OZ ELS Master Fund, Ltd.	c/o State Street Cayman Trust Company, Ltd, Suite 3307, Gardenia Court, 45 Market Street, P.O. Box 31113, Camana Bay, Grand Cayman, KY1-1205, Cayman Islands
OZ Asia Master Fund Ltd.	c/o State Street Cayman Trust Company, Ltd, Suite 3307, Gardenia Court, 45 Market Street, P.O. Box 31113, Camana Bay, Grand Cayman, KY1-1205, Cayman Islands
Gordel Capital Limited	c/o Trident Trust Company (BVI) Ltd., Trident Chambers, Wickhams Cay, Road Town, Tortola, British Virgin Islands
OZ Master Fund, Ltd.	c/o State Street Cayman Trust Company, Ltd, Suite 3307, Gardenia Court, 45 Market Street, P.O. Box 31113, Camana Bay, Grand Cayman, KY1-1205, Cayman Islands
OZ Enhanced Master Fund, Ltd.	c/o State Street Cayman Trust Company, Ltd, Suite 3307, Gardenia Court, 45 Market Street, P.O. Box 31113, Camana Bay, Grand Cayman, KY1-1205, Cayman Islands
OZ Global Special Investments Master Fund, L.P.	c/o State Street Cayman Trust Company, Ltd, Suite 3307, Gardenia Court, 45 Market Street, P.O. Box 31113, Camana Bay, Grand Cayman, KY1-1205, Cayman Islands
OZEA, L.P.	c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801, U.S.A.
OZEA Holdings, L.P.	c/o MaplesFS Limited, P.O. Box 1093, Queensgate House, Grand Cayman, KY1-1102, Cayman Islands
OZ Global Equity Opportunities Master Fund, Ltd.	c/o State Street Cayman Trust Company, Ltd, Suite 3307, Gardenia Court, 45 Market Street, P.O. Box 31113, Camana Bay, Grand Cayman, KY1-1205, Cayman Islands

Signature

print name Wayne N. Cohen

Capacity: President and Chief Operating Officer

sign here Wayne N. Cohen

date 6/12/2018
