

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

Name of entity	Total Brain Limited (ASX:TTB)
ABN	24 094 069 682

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Matthew Morgan
Date of last notice	16 November 2018

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Indirect														
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Director's related entity														
Date of change	19 December 2018														
No. of securities held prior to change	<table><tr><td></td><td>Shares</td><td>Options</td></tr><tr><td>Direct</td><td>-</td><td>250,000</td></tr><tr><td>Indirect</td><td>3,551,371</td><td>4,888,889</td></tr><tr><td>Total</td><td>3,551,371</td><td>5,138,889</td></tr></table>				Shares	Options	Direct	-	250,000	Indirect	3,551,371	4,888,889	Total	3,551,371	5,138,889
	Shares	Options													
Direct	-	250,000													
Indirect	3,551,371	4,888,889													
Total	3,551,371	5,138,889													
Class	Fully paid ordinary shares														
Number acquired	<table><tr><td></td><td>Shares</td><td>Options</td></tr><tr><td>Direct</td><td>-</td><td>-</td></tr><tr><td>Indirect</td><td>284,320</td><td>-</td></tr><tr><td>Total</td><td>284,320</td><td>-</td></tr></table>				Shares	Options	Direct	-	-	Indirect	284,320	-	Total	284,320	-
	Shares	Options													
Direct	-	-													
Indirect	284,320	-													
Total	284,320	-													
Number disposed	Nil														
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	\$0.03 per share														

+ See chapter 19 for defined terms.

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No. of securities held after change			
		Shares	Options
	Direct	-	250,000
	Indirect	3,835,691	4,888,889
	Total	3,835,691	5,138,889
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	On-market trade		

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of “notifiable interest of a director” should be disclosed in this part.

Detail of contract	None
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
Date of change	N/A
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	N/A
Interest after change	N/A

Part 3 – +Closed period

Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	
If prior written clearance was provided, on what date was this provided?	

+ See chapter 19 for defined terms.