

# 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

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

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.

<b>Name of Director</b>	<b>Matthew Morgan</b>
<b>Date of last notice</b>	<b>20 December 2018</b>

### 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	12 February 2019														
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>3,835,691</td><td>4,888,889</td></tr><tr><td>Total</td><td>3,835,691</td><td>5,138,889</td></tr></table>				Shares	Options	Direct	-	250,000	Indirect	3,835,691	4,888,889	Total	3,835,691	5,138,889
	Shares	Options													
Direct	-	250,000													
Indirect	3,835,691	4,888,889													
Total	3,835,691	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>315,111</td><td>-</td></tr><tr><td>Total</td><td>315,111</td><td>-</td></tr></table>				Shares	Options	Direct	-	-	Indirect	315,111	-	Total	315,111	-
	Shares	Options													
Direct	-	-													
Indirect	315,111	-													
Total	315,111	-													
Number disposed	Nil														
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	AUD 8,557.76														

+ See chapter 19 for defined terms.

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No. of securities held after change			
		<b>Shares</b>	<b>Options</b>
	<b>Direct</b>	-	250,000
	<b>Indirect</b>	4,150,802	4,888,889
	<b>Total</b>	4,150,802	<b>5,138,889</b>
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	<b>On-market trade</b>		

#### 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.

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

#### Part 3 – +Closed period

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

+ See chapter 19 for defined terms.