



**NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES**

18 March 2019

Dear Shareholder,

**NON-RENOUCEABLE ENTITLEMENT OFFER – NOTICE TO ELIGIBLE SHAREHOLDERS**

Total Brain Limited ACN 094 069 682 (**Total Brain** or **Company**) announced today that it is undertaking an institutional placement and conditional placement (subject to approval by Total Brain shareholders) and a non-renounceable 1 for 8 pro-rata entitlement offer (**Entitlement Offer**, and together with the placement and conditional placement, the **Offer**) to raise up to approximately \$6.9 million, before offer costs and expenses.

Proceeds of the Offer will be used to fund:

- software and product development;
- sales and marketing initiatives for the Total Brain products and service offerings; and
- offer costs and working capital to meet the Company's intended growth objectives.

**Details of the Entitlement Offer**

The Entitlement Offer is being made without a prospectus or product disclosure document in accordance with section 708AA of the *Corporations Act 2001* (Cth) (**Corporations Act**) as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84.

Shareholders who are eligible to participate in the Entitlement Offer are those persons who:

- are registered as a holder of fully paid ordinary shares in Total Brain as at 7.00pm (AEDT) on 21 March 2019 (**Record Date**);
- have a registered address on the Total Brain share register that is in Australia, Hong Kong or New Zealand;
- are not in the United States and are not acting for the account or benefit of a person in the United States with respect to their shares in Total Brain (to the extent such person holds Total Brain shares for the account or benefit of such person in the United States); and
- are eligible under all applicable securities laws to receive an offer under the Entitlement Offer without any requirement for a prospectus or offer document to be lodged or registered,

**(Eligible Shareholder).**

Eligible Shareholders may subscribe for 1 new fully paid Total Brain ordinary shares (**New Shares**) for every 8 Total Brain ordinary shares held on the Record Date at an issue price of \$0.028 per New Share.

New Shares under the Entitlement Offer will be fully paid and rank equally in all respects with existing Total Brain ordinary shares from issue.

**Eligibility to participate**

You have been sent this letter because Total Brain believes you are an Eligible Shareholder. If you are not an Eligible Shareholder, you cannot participate in the Entitlement Offer. Total Brain will notify those shareholders who are not Eligible Shareholders.

## Entitlements

Entitlements in respect of New Shares will be rounded up to the nearest whole number and holdings on different registers or sub-registers will not be aggregated to calculate entitlements.

Entitlements are non-renounceable, meaning that Eligible Shareholders may not sell their entitlements to third parties if they do not wish to take them up.

## Information Booklet

The Company released a copy of the Entitlement Offer information booklet (**Information Booklet**) to ASX on 18 March 2019 and will send a copy (along with a personalised Entitlement and Acceptance Form) to all Eligible Shareholders.

Further details of the Entitlement Offer will be included in the Information Booklet. Eligible Shareholders should read the Information Booklet carefully and in its entirety before deciding whether to participate in the Entitlement Offer.

## Important dates

Activity	Date
Enter trading halt pending capital raising announcement	Thursday, 14 March 2019
Announcement of Offer to ASX and Total Brain shares recommence trading	Monday, 18 March 2019
Shares begin to trade on an "ex-entitlement" basis	Wednesday, 20 March 2019
Record Date for determining Eligible Shareholders under the Entitlement Offer	Thursday, 21 March 2019
Entitlement Offer opens	Tuesday, 26 March 2019
Entitlement Offer closes	Friday, 5 April 2019
Allotment of New Shares under the Entitlement Offer	Thursday, 11 April 2019
Normal trading of New Shares under the Entitlement Offer commences	Friday, 12 April 2019

All dates are indicative and subject to change. Subject to the requirements of the Corporations Act, ASX Listing Rules and other applicable laws, Total Brain reserves the right to vary or withdraw the timetable without notice. In particular, Total Brain reserves the right to extend the closing date of the Entitlement Offer, to accept late applications under the Entitlement Offer (either generally or in particular cases). Additionally, Total Brain reserves the right not to proceed with the whole or part of the Entitlement Offer any time before the allotment and issue of New Shares. In that event, the relevant application monies (without interest) will be returned in full to applicants.

## Further information

For further information regarding the Entitlement Offer, please contact Total Brain's share registry on 1300 737 760 (within Australia) or +61 (02) 9290 9600 (outside Australia) between 8.30am to 5.00pm (AEDT) Monday to Friday during the offer period. Alternatively, contact your stockbroker, solicitor, accountant or other professional adviser.

On behalf of the Directors, I thank you for your ongoing support of Total Brain.

Yours sincerely,



**Dr Evian Gordon, PhD**  
**Executive Chairman**

### **Important information**

This letter is issued by Total Brain. This letter is not a prospectus or offering document under Australian law or under any other law. It is for information purposes only and does not constitute an offer, invitation or recommendation to subscribe for, retain or purchase any entitlements or securities in Total Brain in any jurisdiction. This letter does not constitute financial product advice and does not and will not form any part of any contract for the acquisition of entitlements or Total Brain securities.

This letter may not be released or distributed in the United States. This letter does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States or to, or for the account or benefit of, any person in the United States. No action has been or will be taken to register, qualify or otherwise permit a public offering of the New Shares in any jurisdiction. In particular, the New Shares have not been, and will not be, registered under the United States Securities Act of 1933 (**US Securities Act**) or the securities laws of any state or other jurisdiction of the United States. Accordingly, the entitlements and the New Shares may not be issued to, purchased or traded by, or taken up or exercised by, any person in the United States or any person acting for the account or benefit of a person in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable United States state securities laws. The entitlements and New Shares to be offered in the Entitlement Offer will only be offered outside the United States in "offshore transactions" (as defined in Rule 902(h) of the Securities Act) in reliance on Regulation S under the U.S. Securities Act.