

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, 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.

ACN/ARSN (if applicable) Not applicable

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

22/03/2019

The previous notice was given to the company on

20/12/2018

The previous notice was dated

20/12/2018

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	47,272,208	8.90%	47,136,884	7.10%

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
15-Jan-2019	Gordel Capital Limited	Sell	3,338.92	119,247 fully paid ordinary shares	119,247
15-Jan-2019	OZ ELS Master Fund, Ltd.	Sell	452.62	16,165 fully paid ordinary shares	16,165
22-Mar-2019	See Item 1	As a result of an issue of 132,814,948 fully paid ordinary shares on 22 March 2019, the voting power of the persons in Item 1 decreased.	N/A	132,814,948 fully paid ordinary shares	132,814,948

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 (B)	Nature of relevant interest (C)	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 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	47,136,884 ordinary shares	47,136,884
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 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	47,136,884 ordinary shares	47,136,884
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 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	47,136,884 ordinary shares	47,136,884
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	14,217,282 ordinary shares	14,217,282
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	14,217,282 ordinary shares	14,217,282
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	14,217,282 ordinary shares	14,217,282
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	25,965,615 ordinary shares	25,965,615
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	763,695 ordinary shares	763,695
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	25,965,615 ordinary shares	25,965,615

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	763,895 ordinary shares	763,695
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	5,642,371 ordinary shares	5,642,371
OZ Global Special Investments Master Fund, L.P.	HSBC Custody Nominees (Australia) 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	30,500 ordinary shares	30,500
OZ Enhanced Master Fund, Ltd.	HSBC Custody Nominees (Australia) Limited	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	617,421 ordinary shares	517,421

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. Addressees

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
Malta Holdings, Ltd.	c/o Stuart Corporate Services Ltd., P.O. Box 2510, 36A Dr. Roy's Drive, Grand Cayman, KY1-1101, Cayman Islands
Malta Trading Platform Limited	c/o International Management Services Ltd., Office 21, Regent House, Blisazza Street, Sliema SLM1641, Malta
OZMD 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 (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
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

Signature

print name Wayne N. Cohen

Capacity: President and Chief Operating Officer

sign here

Wayne N. Cohen

date 26.3.2019