

Notice of Extraordinary General Meeting

Total Brain Limited ACN 094 069 682

Notice is given that the Extraordinary General Meeting of Total Brain Limited ACN 094 069 682 (**Company**) will be held at:

Location	Blue Ocean Equities, Level 29, 88 Phillip Street, Sydney, New South Wales, Australia
Date	Monday, 29 April 2019
Time	10.30am (Sydney time)

Special Business

Resolution 1 – Ratification of prior issue of placement Shares

To consider and, if in favour, pass the following resolution as an ordinary resolution:

"For the purpose of Listing Rule 7.4 and for all other purposes, the Shareholders ratify the issue of 132,814,948 Shares at \$0.028 per Share to certain institutional and sophisticated investors on the terms and conditions set out in the Explanatory Memorandum."

The Directors recommend that you vote in favour of this Resolution.

Resolution 2 – Approval to issue additional placement Shares

To consider and, if in favour, to pass the following resolution as an ordinary resolution:

"That for the purpose of Listing Rule 7.1 and for all other purposes, approval is given for the Company to allot and issue 45,756,472 Shares at \$0.028 per Share to certain institutional and sophisticated investors on the terms and conditions set out in the Explanatory Memorandum."

The Directors recommend that you vote in favour of this Resolution.

Resolution 3 – Approval to issue Options to Blue Ocean Equities

To consider and, if in favour, to pass the following resolution as an ordinary resolution:

"That for the purpose of Listing Rule 7.1 and for all other purposes, approval is given for the Company to allot and issue 2,066,115 Options with an exercise price of \$0.045 per Option and an expiry date of 2 years from the issue date to Blue Ocean Equities (or its nominees) on the terms and conditions set out in the Explanatory Memorandum."

The Directors recommend that you vote in favour of this Resolution.

Resolution 4 – Approval to issue Options to Mr Ajay Arora

To consider and, if in favour, to pass the following resolution as an ordinary resolution:

"That for the purpose of Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 1,920,810 Options to Mr Ajay Arora in accordance with the Company's ESOP Rules, and on the terms and conditions set out in the Explanatory Memorandum."

General business

To consider any other business as may be lawfully put forward in accordance with the Constitution.

Dated: 28 March 2019

By order of the board of Directors

A handwritten signature in black ink, consisting of a large, stylized 'H' followed by a horizontal line and a small flourish.

Harvey Bui
Company Secretary

Voting exclusion statement

Listing Rules

In accordance with Listing Rule 14.11, the Company will disregard votes cast in favour of the Resolution by or on behalf of the following persons:

Resolution 1 – Ratification of prior issue of placement Shares	A person who participated in the issue or an associate of that person (or those persons).
Resolution 2 – Approval to issue additional placement Shares	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity) or an associate of that person (or those persons).
Resolution 3 – Approval to issue Options to Blue Ocean Equities	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity) or an associate of that person (or those persons).
Resolution 4 – Approval to issue Options to Mr Ajay Arora	<p>A Director (except a Director who is ineligible to participate in the ESOP) and an associate of that person.</p> <p>In accordance with the Corporations Act, a member of key management personnel or any of their closely related parties (within the meaning of the Corporations Act) cannot vote as proxy if their appointment does not specify the way in which the proxy is to vote.</p>

However, for the purposes of Listing Rule 14.11, the Company will not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides. In the case of Resolution 4, the proxy form must also expressly authorise the chair to exercise the undirected proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of key management personnel.

Notes

- 1 Subject to the Corporations Act, including sections 250R and 250BD, a Shareholder who is entitled to attend and cast a vote at the meeting is entitled to appoint a proxy.
- 2 The proxy need not be a Shareholder of the Company. A Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
- 3 If you wish to appoint a proxy and are entitled to do so, then complete and return the **attached** proxy form. The completed proxy form must be returned to the Company's share registry by no later than 10.30am (Sydney time) on Saturday, 27 April 2019.
- 4 Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- (c) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);
- (d) if the proxy has two or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands;
- (e) if the proxy is the chair of the Meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- (f) if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

5 Section 250BC of the Corporations Act provides that, if:

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a Meeting of the Company's members;
- (b) the appointed proxy is not the chair of the Meeting; and
- (c) either of the following applies:
 - (i) the proxy is not recorded as attending the Meeting; or
 - (ii) the proxy does not vote on the resolution,

the chair of the Meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the Meeting.

6 The chair of the Meeting intends to vote all undirected proxies in favour of all Resolutions.

7 A corporation may elect to appoint a representative in accordance with the Corporations Act in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the meeting.

8 The Company has determined under regulation 7.11.37 Corporations Regulations that for the purpose of determining a conference to vote and attend at the meeting or any adjourned meeting, securities are taken to be held by those persons recorded in the Company's register of Shareholders as at 7.00pm (Sydney time) on Saturday, 27 April 2019. Transactions registered after that time will be disregarded in determining ability to attend and vote.

9 If you have any queries on how to cast your votes then call the Company Secretary on (03) 9824 5254 during business hours.

Explanatory Memorandum

Total Brain Limited ACN 094 069 682

This Explanatory Memorandum accompanies the notice of Extraordinary General Meeting of the Company to be held at the offices of Blue Ocean Equities, Level 29, 88 Phillip Street, Sydney, New South Wales, Australia.

The Explanatory Memorandum has been prepared to assist Shareholders in determining how to vote on the resolutions set out in the Notice of Meeting and is intended to be read in conjunction with the Notice of Meeting.

General

- 1 On Monday, 18 March 2019, the Company announced that it was undertaking a placement, conditional placement and a non-renounceable 1 for 8 entitlement offer to raise up to, in aggregate, approximately \$6.9 million (before costs).
- 2 The placement is being undertaken in two tranches:
 - (a) the first tranche, which has been completed on Friday, 22 March 2019, has raised \$3,718,818 (before costs) through the issue of 132,814,948 Shares at an issue price of \$0.028 per Share (**Tranche 1 Placement**); and
 - (b) the second tranche, which will proceed only if approval under Resolution 3 is obtained, will raise \$1,281,181 (before costs) through the issue of 45,756,472 Shares at an issue price of \$0.028 per Share (**Tranche 2 Placement**).

Resolution 1- Ratification of prior issue of placement Shares

- 3 On Friday, 22 March 2019, the Company announced it had completed the Tranche 1 Placement.
- 4 The Company issued:
 - (a) 79,688,980 Shares pursuant to the Company's placement capacity under Listing Rule 7.1; and
 - (b) 53,125,968 Shares pursuant to the Company's additional placement capacity under Listing Rule 7.1A.
- 5 Resolution 1 seeks Shareholder approval to ratify the 132,814,948 Shares previously issued under the Tranche 1 Placement, pursuant to Listing Rule 7.4 for the issue of those Shares (**Ratification**).

Listing Rules

- 6 Listing Rule 7.1 provides the Company must not without the approval of Shareholders, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of Shares on issue at the commencement of that 12 month period.
- 7 The Company previously obtained Shareholders' approval at its 2018 Annual General Meeting for the purpose of Listing Rule 7.1A and can therefore issue equity securities up to a further 10% of the Shares on issue at the commencement of that 12 month period without further approval of Shareholders. Approval under Listing Rule 7.1A needs to be renewed at each annual general meeting if the Company wishes to retain the additional placement capacity.

- 8 Shares under the Tranche 1 Placement were issued without Shareholder approval under Listing Rules 7.1 and 7.1A and do not exceed the placement thresholds under those Listing Rules.
- 9 Listing Rule 7.4 provides that where Shareholders subsequently ratifies an issue of equity securities by ordinary resolution, the issue will be treated as having been made with approval for the purpose of Listing Rule 7.1. This has the effect of refreshing the Company's placement capacity under Listing Rules 7.1 and 7.1A, enabling it to issue further equity securities up to the relevant limits.
- 10 By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1 and the 10% additional placement capacity set out in Listing Rule 7.1A without obtaining prior Shareholder approval.

Technical information required by Listing Rule 7.5

- 11 The following information is provided in accordance with Listing Rule 7.5:

Date of issue	Friday, 22 March 2019
Number of securities issued	132,814,948 Shares
Issue price	\$0.028 per Share
Terms of securities	Fully paid ordinary shares
Persons to whom securities were issued	Various sophisticated and professional investors.
Use (or intended use) of funds raised	<p>Proceeds of will be used to fund:</p> <ul style="list-style-type: none"> (a) software and product development; (b) sales and marketing initiatives for the Total Brain products and service offerings; and (c) offer costs and working capital to meet the Company's intended growth objectives.
Voting exclusion statement	<p>In accordance with Listing Rule 14.11, the Company will disregard votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or an associate of that person (or those persons).</p> <p>However, for the purposes of Listing Rule 14.11, the Company will not disregard a vote if:</p> <ul style="list-style-type: none"> (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Directors' recommendation

- 12 The Directors unanimously recommend that you vote in favour of Resolution 1.

Resolution 2 - Approval to issue additional placement Shares

- 13 The Company has entered into conditional agreements with certain institutional and sophisticated investors to issue a further 45,756,472 Shares at an issue price of \$0.028 per Share to raise an additional \$1,281,181 before costs under the Tranche 2 Placement.

- 14 Resolution 2 seeks Shareholder approval to issue 45,756,472 Shares under the Tranche 2 Placement for the purpose of Listing Rule 7.1. The Tranche 2 Placement is conditional upon Shareholders approve this Resolution 2. If Resolution 2 is not passed by the requisite majority, the Tranche 2 Placement will not proceed.

Listing Rules

- 15 Listing Rule 7.1 provides the Company must not without the approval of Shareholders, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of Shares on issue at the commencement of that 12 month period.
- 16 In accordance with Listing Rule 7.1, any issue of equity securities that are made with the approval of Shareholders do not count towards the Company's placement capacity under Listing Rule 7.1 or its additional placement capacity under Listing Rule 7.1A.
- 17 The effect of Resolution 2 will be to allow the Company to issue the Shares pursuant to the Tranche 2 Placement during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% placement capacity or 10% additional placement capacity.

Technical information required by Listing Rule 7.3

- 18 The following information is provided in accordance with Listing Rule 7.3:

Maximum number of securities to be issued	45,756,472
Date of issue	The Company intends to issue the Shares under the Tranche 2 Placement on Monday, 6 May 2019. In any event the Shares will be issued no later than 3 months after the date of this Meeting.
Issue price	\$0.028 per Share
Persons to whom securities will be issued	Various sophisticated and professional investors.
Terms of securities	Fully paid ordinary shares.
Intended use of funds raised	Proceeds of will be used to fund: (a) software and product development; (b) sales and marketing initiatives for the Total Brain products and service offerings; and (c) offer costs and working capital to meet the Company's intended growth objectives.
Voting exclusion statement	In accordance with Listing Rule 14.11, the Company will disregard votes cast in favour of the Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity) or an associate of that person (or those persons). However, for the purposes of Listing Rule 14.11, the Company will not disregard a vote if: (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or

	(b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.
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Directors' recommendation

- 19 The Directors unanimously recommend that you vote in favour of Resolution 2.

Resolution 3 – Approval to issue Options to Blue Ocean Equities

- 22 The Company appointed Blue Ocean Equities to act as lead manager to the Tranche 1 Placement and Tranche 2 Placement. The Company has agreed to issue 2,066,115 Options to Blue Ocean Equities as part payment for services provided to the Company on successful completion of the Tranche 2 Placement.
- 23 Resolution 3 seeks Shareholder approval to issue 2,066,115 Options to Blue Ocean Equities for the purpose of Listing Rule 7.1 and all other purposes. The effect of Resolution 3 will be to allow the Company to issue the Options during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's placement capacity.
- 24 Shareholders should note that the agreement to issue Options to Blue Ocean Equities is not subject to Shareholder approval. If Resolution 3 is not approved, the Company intends to issue the Options using its placement capacity under Listing Rule 7.1 to the extent it is able to do so.
- 24 In accordance with Listing Rule 7.2 Exception 4, if this Resolution 3 is approved by Shareholders the issue of Shares on exercise of the Options will not use the Company's placement capacity or additional placement capacity.

Technical information required by Listing Rule 7.3

- 25 The following information is provided in accordance with Listing Rule 7.3:

Maximum number of securities to be issued	2,066,115 Options
Date of issue	The Company intends to issue the Options on Monday, 6 May 2019. In any event the Options will be issued no later than 3 months after the date of this Meeting.
Issue price	Nil
Persons to whom securities will be issued	Blue Ocean Equities Pty Ltd or its nominees
Terms of securities	Options to acquire Shares (on a 1 for 1 basis) with an exercise price of \$0.045 per Option. Each Option has an expiry date of 2 years from the date of issue. The Options will not be listed on ASX.
Intended use of funds raised	No funds will be raised from the issue of the Options. Funds received from the exercise of Options (if any) will be used towards the Company's general working capital requirements.
Voting exclusion statement	In accordance with Listing Rule 14.11, the Company will disregard votes cast in favour of the Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by

	<p>reason of being a holder of ordinary securities in the entity) or an associate of that person (or those persons).</p> <p>However, for the purposes of Listing Rule 14.11, the Company will not disregard a vote if:</p> <p>(a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or</p> <p>(b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.</p>
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Directors' recommendation

- 26 The Directors unanimously recommend that you vote in favour of Resolution 3.

Resolution 4 – Approval to issue Options to Mr Ajay Arora

- 27 Resolution 4 seeks Shareholder approval for the issue of 1,920,810 Options to Mr Ajay Arora under the Company's ESOP. Mr Arora is currently a Non-Executive Director of the Company.
- 28 The Company wishes to issue the Options to Mr Arora as part of his remuneration package. The terms of the Options are as follows:

Issue price	Nil
Issue date	Subject to the passing of Resolution 4, the Company will issue the Options to Mr Arora as soon as practicable and in any event no later than one month after the Meeting.
Vesting date	<p>(a) 480,202 Options vest immediately (exercise price of \$0.08 per Option)</p> <p>(b) 480,202 Options vest on the first anniversary of the issue date (exercise price of \$0.12 per Option)</p> <p>(c) 480,203 Options vest on the second anniversary of the issue date (exercise price of \$0.16 per Option)</p> <p>(d) 480,203 Options vest on the third anniversary of the issue date (exercise price of \$0.16 per Option)</p> <p>In accordance with the ESOP Rules, an Option may only be exercised within the period of one month after the date of announcement of the Company's half yearly or annual financial results to the ASX occurring within the exercise period for the relevant Option, or any other period prescribed by the board of Directors.</p>
Expiry date	<p>The Options expire on the earlier of</p> <p>(a) the fifth anniversary of the issue date; or</p> <p>(b) the date on which Mr Arora ceases to be an officer of or employed by the Company (other than as a result of death or retirement, in accordance with the ESOP Rules).</p>

ASX Listing Rule 10.14

- 29 ASX Listing Rule 10.14 provides that an entity must not permit a director or an associate of a director to acquire securities under any employee incentive scheme without the approval of ordinary shareholders.

- 30 An issue of securities made with approval of ordinary shareholders under Listing Rule 10.14 does not require approval under Listing Rule 10.11 or 7.1, and does not utilise the Company's placement capacity.
- 31 As Mr Arora is a Non-Executive Director, this Resolution 4 seeks Shareholder approval for the purpose of ASX Listing Rule 10.14 and for all other purposes.

Technical information required under ASX Listing Rule 10.15

- 32 The following information is provided in accordance with ASX Listing Rule 10.15.

Maximum number of securities to be issued	1,920,810 Options, which if and when vested will be exercisable into 1,920,810 Shares.
The price for each security	<p>There is no price payable for the issue of the Options.</p> <p>The exercise price for each Option is:</p> <ul style="list-style-type: none"> (a) in relation to the 480,202 Options vesting immediately, \$0.08 per Option; (b) in relation to the 480,202 Options vesting on the first anniversary of the issue date, \$0.12 per Option; (c) in relation to the 480,203 Options vesting on the second anniversary of the issue date, \$0.16 per Option; and (d) in relation to the 480,203 Options vesting on the third anniversary of the issue date, \$0.16 per Option.
The names of all persons referred to in ASX Listing Rule 10.14 who received securities under the scheme since the last approval, the number of securities received and acquisition price for each security	<p>Approval was sought at the Extraordinary General Meeting held on 14 December 2017 to issue:</p> <ul style="list-style-type: none"> (a) to Mr Louis Gagnon, 56,465,912 Options with nil issue price and an exercise prices of between \$0.08 to \$0.16 per Option; and (b) to Mr Matthew Morgan, 4,000,000 Options with nil issue price and an exercise price of \$0.10 per Option.
The names of all persons referred to in ASX Listing Rule 10.14 entitled to participate in the scheme	<p>Evian Gordon (Executive Chairman) Louis Gagnon (Managing Director) Stephen Koslow (Non-Executive Director) Matthew Morgan (Non-Executive Director) Ajay Arora (Non-Executive Director)</p>
Voting exclusion statement	<p>A Director (except a Director who is ineligible to participate in the ESOP) and an associate of that person.</p> <p>In accordance with the Corporations Act, a member of key management personnel or any of their closely related parties (within the meaning of the Corporations Act) cannot vote as proxy if their appointment does not specify the way in which the proxy is to vote.</p> <p>However, for the purposes of Listing Rule 14.11, the Company will not disregard a vote if:</p> <ul style="list-style-type: none"> (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides and the proxy form expressly authorises the chair to exercise the undirected

	proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of key management personnel.
The terms of any loan in relation to the acquisition	Not applicable
The date by which the entity will issue the securities	Subject to the passing of Resolution 4, the Company will issue the Options to Mr Arora as soon as practicable following this Meeting, and in any event no later than one month after the Meeting.

Chapter 2E of the Corporations Act

33 Pursuant to Chapter 2E of the Corporations Act, if a public company proposed to provide a financial benefit to a related party, the company must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval.

Unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

34 Section 211 of the Corporations Act provides that member approval is not needed to give a financial benefit if the benefit is remuneration to a related party as an officer or employee of a public company and it is reasonable given:

- (a) the circumstances of the public company giving the remuneration; and
- (b) the related party's circumstances (including the responsibilities involved in the office or employment).

35 Mr Arora is considered a related party of the Company. However, the Directors have resolved that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of Options to Mr Arora on the basis that the exception under section 211 is applicable.

Directors' recommendation

36 The Directors (other than Mr Arora, who makes no recommendation) recommend that you vote in favour of Resolution 4.

Glossary

Total Brain Limited ACN 094 069 682

ASX	means ASX Limited ABN 98 008 624 691 or the securities market which it operates, as the context requires.
Blue Ocean Equities	means Blue Ocean Equities Pty Ltd ACN 151 186 935.
Company	means Total Brain Limited ACN 094 069 682.
Constitution	means the constitution of the Company from time to time.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Corporations Regulations	means the <i>Corporations Regulations 2001</i> (Cth).
Directors	means the directors of the Company.
ESOP	means the Company's Employee and Directors Share Option Plan.
ESOP Rules	means the rules of the ESOP, as amended or adopted by the board of Directors from time to time.
Explanatory Memorandum	means the explanatory memorandum attached to the Notice of Meeting.
Extraordinary General Meeting or Meeting	Means the Extraordinary General Meeting of Shareholders the subject of this Notice of Meeting.
Listing Rules	means the listing rules of ASX.
Notice of Meeting	means this notice of meeting and includes the Explanatory Memorandum.
Options	mean unlisted options to acquire Shares.
Resolution	means a resolution included in the Notice of Meeting.
Shares	means a fully paid ordinary share issued in the capital of the Company.
Shareholder	means a person who is the registered holder of one or more Shares.



All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:30am (Sydney Time) on Saturday 27 April 2019.**

🖨 TO VOTE ONLINE

- STEP 1: VISIT** <https://www.votingonline.com.au/ttbegm2019>
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10:30am on Saturday, 27 April 2019**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

💻 **Online** <https://www.votingonline.com.au/ttbegm2019>

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

👤 **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

☐**Your Address**

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM**STEP 1 APPOINT A PROXY**

I/We being a member/s of **Total Brain Limited** (Company) and entitled to attend and vote hereby appoint:

☐

the **Chair of the Meeting** (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Extraordinary General Meeting of the Company to be held at **Blue Ocean Equities, Level 29, 88 Phillip Street, Sydney, NSW 2000 on Monday, 29 April 2019 at 10:30am (Sydney Time)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair of the Meeting becomes my/our proxy by default), I/we expressly authorise the Chair of the Meeting to exercise my/our proxy on Resolution 4 (except where I/we have indicated a different voting intention below) even though Resolution 4 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chair of the Meeting.

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business.

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Ratification of prior issue of placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval to issue additional placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval to issue Options to Blue Ocean Equities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval to issue Options to Mr Ajay Arora	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2019