



Australian Securities Exchange Announcement

10 April 2019

Rights Issue Closure and Shortfall Notification

Total Brain Limited (ASX: TTB) (**Total Brain** or the **Company**) today announces it has completed the 1-for-8 pro rata non-renounceable entitlement offer of fully paid ordinary shares (**New Shares**) in Total Brain as detailed in its Information Booklet dated 18 March 2019 (**Rights Issue**).

The Rights Issue offered up to 66,407,516 New Shares at an issue price of \$0.028 per share to enable existing shareholders the opportunity to participate on the same terms as the Company's placements to institutional and sophisticated investors. Together, the Rights Issue and placements are expected to raise up a total of approximately A\$5.0M (including the conditional placement of A\$1.3M to be completed subject to receiving shareholder approval at the Company's general meeting to be held on 29 April 2019).

In accordance with Appendix 7A of the ASX Listing Rules, the Company advises it received acceptances for a total of 32,027,748 New Shares raising approximately \$0.897M, which leaves a shortfall under the Rights Issue of 34,379,768 New Shares (**Shortfall Capacity**).

The allotment of New Shares under the Entitlement Offer is scheduled to take place on 11 April 2019, and trading of the New Shares on the ASX is expected to commence on 12 April 2019.

As outlined under section 1.7 of the Information Booklet, the Directors have reserved the right to place any shortfall shares up to the Shortfall Capacity by no later than three months after the Rights Issue closing date to existing or new investors at their discretion. The Company will provide further update on the placement under its Shortfall Capacity at a later stage.

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About Total Brain Limited (ASX: TTB)

Total Brain Limited (TTB) is a San Francisco and Sydney based company that has developed and sells Total Brain, the world's first brain optimisation platform powered by the largest standardized brain database and has over 600,000 registered users. Its SaaS platform helps people scientifically measure and optimize their brain capacities while managing the risk of impairment by common mental conditions. Benefits for employers and payers across the United States include productivity improvement and healthcare cost reduction. For more information, please visit www.totalbrain.com and follow us on [Twitter](#), [LinkedIn](#) and [Facebook](#).

This announcement contains certain 'forward-looking statements' within the meaning of the securities laws of applicable jurisdictions. Forward-looking statements can generally be identified by the use of forward-looking words such as 'may,' 'should,' 'expect,' 'anticipate,' 'estimate,' 'scheduled' or 'continue' or the negative version of them or comparable terminology. Any forecasts or other forward-looking statements contained in this announcement are subject to known and unknown risks and uncertainties and may involve significant elements of subjective judgment and assumptions as to future events which may or may not be correct. There are usually differences between forecast and actual results because events and actual circumstances frequently do not occur as forecast and these differences may be material. Total Brain does not give any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statements in this announcement will actually occur and you are cautioned not to place undue reliance on forward-looking statements.