

Notice of Annual General Meeting

Total Brain Limited ACN 094 069 682

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

Location	Grant Thornton Level 17, 383 Kent Street Sydney, NSW 2000
Date	Friday, 29 November 2019
Time	11:00 am (AEDT)

Ordinary Business

Financial statements and reports

To consider and receive the Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2019.

Resolution 1 – Directors' remuneration report

To consider and, if in favour, pass the following resolution in accordance with section 250R(2) of the Corporations Act :

'That the Remuneration Report be adopted.'

Note: This resolution shall be determined under section 250R(2) of the Corporations Act. Votes must not be cast on this resolution by Key Management Personnel and closely related parties in contravention of section 250R or 250BD Corporations Act. Restrictions also apply to votes cast as proxy unless exceptions apply.

The Directors abstain, in the interests of corporate governance, from making a recommendation in relation to this resolution.

Resolution 2 – Re-election of Mr Matthew Morgan

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

'That Mr Matthew Morgan who retires as a Director of the Company in accordance with Listing Rule 14.4 and clause 18.3(b) of the Constitution and being eligible, be re-elected as a Director.'

Note: Information about the candidate appears in the Explanatory Memorandum.

The Directors (with Mr Matthew Morgan abstaining) recommend that you vote in favour of this resolution.

Resolution 3 – Election of Mr David Torrible

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

'That Mr David Torrible who retires as a Director of the Company in accordance with Listing Rule 14.4 and clause 18.2(b) of the Constitution and being eligible, be elected as a Director.'

Note: Information about the candidate appears in the Explanatory Memorandum.

The Directors (with Mr David Torrible abstaining) recommend that you vote in favour of this resolution.

Special business

Resolution 4 – Ratification of previous issue of Shares to institutional and sophisticated investors

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

'That for the purposes of Listing Rule 7.4 and for all other purposes, approval be given to ratify the previous issue of 1,449,615 Shares issued at \$0.028 per Share to various institutional and sophisticated investors as detailed in the Explanatory Memorandum.'

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

Resolution 5 – Approval of additional 10% capacity to issue Shares under Listing Rule 7.1A

To consider and, if in favour, to pass the following resolution as a special resolution:

'That for the purposes of Listing Rule 7.1A and for all other purposes, Shareholders approve Total Brain having the additional capacity to issue Shares up to 10% of the issued capital of Total Brain (at the time of issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 over a 12 month period from the date of the Annual General Meeting, at a price no less than that determined pursuant to Listing Rule 7.1A.3 and otherwise on the terms and conditions set out in the Explanatory Memorandum.'

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

Dated: 24 October 2019

By order of the Board



Harvey Bui
Company Secretary

Voting exclusion statement

Corporations Act

Resolution 1: Directors' remuneration report	<p>In accordance with the Corporations Act the Company will disregard any votes cast in relation to this Resolution by or on behalf of the Key Management Personnel (KMP) in any capacity whose remuneration is included in the Remuneration Report and closely related parties (as defined in the Corporations Act) of a KMP (Excluded Persons). However, an Excluded Person may cast a vote on the Resolution if:</p> <ul style="list-style-type: none">• that person does so as a proxy appointed in writing that specifies how the proxy is to vote on the Resolution and the vote is not cast on behalf of an Excluded Person; or• the proxy is the Chairman and the appointment expressly authorises the Chairman to exercise the undirected proxy even if the resolution is connected directly or indirectly with the remuneration of a KMP.
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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 follow persons and their associates:

Resolution 4 - Ratification of previous issue of Shares to institutional and sophisticated investors	A person who participated in the issue.
Resolution 5 - Approval of additional 10% capacity to issue Shares under Listing Rule 7.1A	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).

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

- 1 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
- 2 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.

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 not more than two proxies.
- 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.
- 4 The Chair of the Annual General Meeting intends to vote all undirected proxy votes in favour of all resolutions.

- 5 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.
- 6 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 Wednesday, 27 November 2019. Transactions registered after that time will be disregarded in determining ability to attend and vote.
- 7 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 Annual General Meeting of the Company to be held at 11:00 am on Friday, 29 November 2019 at Grant Thornton, Level 17, 383 Kent Street, Sydney, NSW 2000.

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.

Financial statements and reports

- 1 The Corporations Act requires that the report of the Directors, the auditor's report and the financial report be laid before the Annual General Meeting.
- 2 Apart from the matters involving remuneration which are required to be voted upon, neither the Corporations Act nor the Constitution requires a vote of Shareholders at the Annual General Meeting on the financial statements and reports.
- 3 Shareholders will be given reasonable opportunity at the meeting to raise questions and make comments on these reports.
- 4 In addition to asking questions at the meeting, Shareholders may address written questions to the chairman about the management of the Company or to the Company's auditor, Grant Thornton, if the question is relevant to:
 - (a) the content of the auditor's report; or
 - (b) the conduct of its audit of the annual financial report to be considered at the meeting.

Note: Under section 250PA(1) of the Corporations Act, a Shareholder must submit the question to the Company no later than the fifth business day before the day on which the AGM is held.

- 5 Written questions for the auditor must be delivered by 5.00pm (Melbourne time) on Friday, 22 November 2019.
- 6 Please send any written questions for Grant Thornton to:
The Company Secretary
Total Brain Limited
Level 3, 62 Lygon St
Carlton, VIC 3053

Resolution 1: Remuneration Report

- 7 The Remuneration Report is contained in the Annual Report, which is available on the Total Brain website at <http://www.totalbrain.com/investors/>.
- 8 The Corporations Act requires that the Remuneration Report be put to the vote of Shareholders for adoption.
- 9 The resolution of Shareholders is advisory only and not binding on the Company. The Board will take the discussion at the meeting into consideration when determining Total Brain's remuneration policy and appropriately respond to any concerns Shareholders may raise in relation to remuneration issues.

- 10 The Remuneration Report:
- (a) reports and explains the remuneration arrangements in place for executive Directors, senior management and non-executive Directors;
 - (b) explains Board policies in relation to the nature and value of remuneration paid to non-executive Directors, executives and senior managers within Total Brain; and
 - (c) discusses the relationship between the Board policies and Total Brain performance.
- 11 The Chairman will give Shareholders a reasonable opportunity to ask questions about, or to make comments on, the Remuneration Report.

Directors' Recommendation

- 12 As the resolution relates to matters including the remuneration of the Directors, the Board, as a matter of corporate governance and in accordance with the spirit of section 250R(4) of the Corporations Act, makes no recommendation regarding this resolution.

Resolution 2: Re-election of Director

- 13 In accordance with Listing Rule 14.4 and clause 18.3(b) of the Constitution, Mr Matthew Morgan was last elected at the Company's 2016 Annual General Meeting and may hold office only until the conclusion of this Annual General Meeting unless he is re-elected. Mr Morgan, being eligible, offers himself for re-election as a Director.
- 14 Mr Morgan is a Non-Executive Director and is currently Chairman of the Audit and Risk Committee and member of the Nomination and Remuneration Committee.
- 15 Mr Morgan is the principal of Millers Point Company, an advisory firm focused on emerging growth companies. He is a former venture capitalist at QIC and is Australia's first Kauffman Fellow. He was a co-founder of Diversa Ltd, which was sold to OneVue Holdings Limited. Mr Morgan is the Chairman of Sensera Ltd (ASX: SE1) and Non-Executive Director and Chairman of the Audit and Risk Committee of Leaf Resources Ltd (ASX: LER).

Directors' Recommendation

- 16 The Directors (with Mr Morgan abstaining), recommend the re-appointment of Mr Matthew Morgan.

Resolution 3: Election of Director

- 17 In accordance with Listing Rule 14.4 and clause 18.2(b) of the Constitution, Mr David Torrible, having been appointed by the directors to fill a casual vacancy, may hold office only until the conclusion of this Annual General Meeting unless he is elected by Shareholders. Accordingly, Mr Torrible, being eligible, offers himself for election as a Director.
- 18 Mr Torrible is a Non-Executive Director and currently the Chairman of the Nomination and Remuneration Committee and serves as a member of the Audit and Risk Committee.
- 19 Mr Torrible has had an accomplished career in equity capital markets and served as a Partner and Head of Product Sales for Goldman Sachs and Co. in Asia. Prior to 2012, Mr Torrible worked for 19 years as an equity specialist serving institutional accounts in Asian capital markets. He is an experienced Non-Executive Director who currently serves on the Board of three specialist funds management businesses in Asia.

Directors' Recommendation

- 20 The Directors (with Mr Torrible abstaining), recommend the re-appointment of Mr David Torrible.

Resolution 4: Ratification of previous issue Shares to institutional and sophisticated investors

- 21 As announced to ASX on 18 April 2019, Total Brain had secured commitments from institutional and sophisticated investors exceeding the shortfall from the entitlement offer conducted by the Company which completed on 11 April 2019. On 7 May 2019, Total Brain issued 1,449,615 Shares using its placement capacity under Listing Rule 7.1.
- 22 Resolution 4 is for Shareholders to approve the previous allotment and issue of 1,449,615 Shares to institutional and sophisticated investors pursuant to Listing Rule 7.4, to refresh the Company's 15% placement capacity allowed under Listing Rule 7.1.
- 23 Listing Rule 7.1 provides that (subject to certain exceptions) the Company may only issue up to 15% of the number of Shares on issue as at the date 12 months prior to the issue of new Shares without prior approval of Shareholders.
- 24 The aggregate allotments and issue of securities detailed in Resolution 4 does not exceed the 15% threshold. However, Listing Rule 7.4 provides that where a company subsequently approves an issue of securities, the issue will be treated as having been made with approval for the purpose of Listing Rule 7.1, thereby replenishing the company's 15% capacity and enabling it to issue further securities up to that limit.
- 25 In compliance with the information requirements of Listing Rule 7.5, Shareholders are advised of the following particulars:

Date of issue	7 May 2019
Number of securities issued	1,449,615
Issue price	\$0.028 per Share
Terms of securities	Ordinary fully paid shares
Persons to whom securities were issued	Various institutional and sophisticated investors
Intended use of funds	<p>The funds are intended to be used for:</p> <ul style="list-style-type: none"> • software and product development; • sales and marketing initiatives for Total Brain products and service offerings; and • working capital to meet the Company's growth objectives.

Resolution 5: Approval of additional 10% capacity to issue Shares under Listing Rule 7.1A.

- 26 Listing Rule 7.1 permits Total Brain to issue a maximum of 15% of its capital in any 12 month period without requiring shareholder approval. Under Listing Rule 7.1A, eligible entities (companies that are outside the S&P/ASX 300 index and have a market capitalisation of \$300 million or less) can issue a further 10% of share capital in 12 months on a non-pro rata basis (**Additional Placement Capacity**) subject to the company obtaining shareholder approval.
- 27 Total Brain is an eligible entity as at the date of this Notice of Meeting.
- 28 The number of Shares that may be issued (if Shareholder approval is obtained at the Annual General Meeting) will be determined in accordance with the following formula prescribed in Listing Rule 7.1A.2:

(A x D) – E

- A** is the number of fully paid shares on issue 12 months before the date of issue or agreement:

- (A) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- (B) plus the number of partly paid shares that became fully paid in the 12 months;
- (C) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% capacity pursuant to Listing Rule 7.1 without Shareholder approval; and
- (D) less the number of fully paid shares cancelled in the 12 months.

D is 10%.

E is the number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of Shareholders under Listing Rule 7.1 or 7.4.

29 For the purposes of Listing Rule 7.3A, Total Brain provides the following information:

Minimum price at which the equity securities may be issued	<p>The issue price of each share must be no less than 75% of the volume weighted average price for the shares calculated over the 15 trading days on which trades in that class were recorded immediately before:</p> <ul style="list-style-type: none"> (a) the date on which the price, at which the securities are to be issued, is agreed; or (b) if the securities are not issued within five trading days of the date in paragraph (a), the date on which the securities are issued.
Risk of economic and voting dilution	<p>An issue of shares under Listing Rule 7.1A involves the risk of economic and voting dilution for existing ordinary security holders. The risks include:</p> <ul style="list-style-type: none"> (a) the market price for shares may be significantly lower on the issue date than on the date of the approval under Listing Rule 7.1A; and (b) the equity securities may be issued at a price that is at a discount to the market price for the shares on the issue date. <p>Under Listing Rule 7.3A.2, a table describing the notional possible dilution, based upon various assumptions as stated, is set out below.</p>
Date by which the Company may issue the securities	<p>The period commencing on the date of the annual general meeting (to which this notice relates) at which approval is obtained and expiring on the first to occur of the following:</p> <ul style="list-style-type: none"> (a) the date which is 12 months after the date of the annual general meeting at which approval is obtained; and (b) the date of the approval by holders of the Company's ordinary securities of a transaction under Listing Rules 11.1.2 or 11.2. <p>The approval under Listing Rule 7.1A will cease to be valid if holders of the Company's ordinary securities approve a transaction under Listing Rules 11.1.2 or 11.2.</p>
Purposes for which the equity securities may be issued, including	<p>It is the Board's current intention that any funds raised under an issue of equity securities will be applied as follows:</p>

<p>whether the Company may issue them for non-cash consideration</p>	<ul style="list-style-type: none"> (a) software and product development; (b) sales and marketing initiatives for Total Brain products and service offerings; and (c) working capital to meet the Company's growth objectives. <p>The Company reserves the right to issue shares for non-cash consideration, including for payment of service or consultancy fees and costs.</p>
<p>Details of Total Brain 's allocation policy for issues under approval</p>	<p>The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to Listing Rule 7.1A. The identity of the allottees will be determined on a case-by-case basis having regard to factors including but not limited to the following:</p> <ul style="list-style-type: none"> (a) the methods of raising funds that are available to the Company including but not limited to, rights issue or other issue in which existing security holders can participate; (b) the effect of the issue of the Listing Rule 7.1A shares on the control of the Company; (c) the financial situation and solvency of the Company; and (d) advice from corporate, financial and broking advisers (if applicable). <p>The allottees under the Listing Rule 7.1A facility have not been determined as at the date of this Notice of Meeting but may include existing substantial shareholders and new shareholders who are not related parties or associates of a related party of the Company. Further, if the Company is successful in acquiring new assets or investments, it is likely that the allottees under the Listing Rule 7.1A facility will be or include the vendors of the new assets or investments.</p>
<p>Previous approvals under Listing Rule 7.1A</p>	<p>Approval under Listing Rule 7.1A was last sought at the Company's 2018 Annual General Meeting.</p>

Information under Listing Rule 7.3A.2

- 30 The table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated under the formula in Listing Rule 7.1A(2) as at the date of this notice.
- 31 In particular, it assumes that "A" is calculated upon Resolution 4 being approved at the Annual General Meeting.
- 32 The table shows two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future shareholders' meeting.
- 33 The table also shows two examples where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		\$0.0265 50% decrease in Issue Price	\$0.053 Issue Price	\$0.106 100% increase in Issue Price
Current Variable A* 777,688,418 Shares	10% voting dilution	77,768,842	77,768,842	77,768,842
	Funds raised	\$2,060,874	\$4,121,749	\$8,243,497
50% increase in current Variable A* 1,166,532,627 Shares	10% voting dilution	116,653,263	116,653,263	116,653,263
	Funds raised	\$3,091,311	\$6,182,623	\$12,365,246
100% increase in current Variable A* 1,555,376,836 Shares	10% voting dilution	155,537,684	155,537,684	155,537,684
	Funds raised	\$4,121,749	\$8,243,497	\$16,486,994

*Note: Current Variable A refers to the calculation required by Listing Rule 7.1A.2.

- 34 The table has been prepared on the following assumptions:
- Total Brain issues the maximum number of Shares available under the 10% Listing Rule 7.1A approval.
 - No Options are exercised to convert into Shares before the date of the issue of the Shares available under Listing Rule 7.1A.
 - The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
 - The table does not show an example of dilution that may be caused to a particular shareholder by reason of Share issue under Listing Rule 7.1A, based on that shareholder's holding at the date of the meeting.
 - The table shows only the effect of issues of equity securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
 - The issue of securities under Listing Rule 7.1A consists only of Shares.
 - The issue price is \$0.053, being the closing price of the shares on ASX on 16 October 2019.
- 35 Listing Rule 7.1A requires Resolution 5 to be passed as a special resolution. A special resolution needs approval by at least 75% of the votes cast by members entitled to vote on the resolution.

Information under Listing Rule 7.3A.6

The Company has issued 246,428,550 Shares in the 12 months preceding the date of the Annual General Meeting, representing approximately 46.39% of the Shares on issue at the date 12 months prior to this AGM.

The table at Annexure A provides additional information in relation to the Shares issued.

Directors' recommendation

36 The Directors recommend that you vote in favour of resolution 5.

Glossary

Total Brain Limited ACN 094 069 682

Annual General Meeting or AGM	means the Company's annual general meeting the subject of this Notice of Meeting.
Annual Report	means the 2019 Annual Report of the Company.
ASIC	means the Australian Securities and Investments Commission.
ASX	means ASX Limited ABN 98 008 624 691 or the securities market which it operates, as the context requires.
Board	means the board of directors of the Company.
Company or Total Brain	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.
Explanatory Memorandum	means the explanatory memorandum attached to the Notice of Meeting.
Key Management Personnel	means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or
Listing Rules	means the listing rules of ASX.
Notice of Meeting	means this notice of meeting and includes the Explanatory Memorandum.
Options	means unlisted options to acquire Shares in the Company.
Remuneration Report	means the section of the Directors' report for the 2019 financial year that is included under section 300A(1) Corporations Act.
Shareholder	means a person who is the registered holder of Shares.
Shares	means fully paid ordinary shares in the Company.

Annexure A – Details of securities issued in the past 12 months

No.	Date of Issue	Number	Class	Persons to whom the securities were issued	Issue price (AUD)	Discount/Premium to market price (%)	Total cash consideration	Amount of cash that has been spent, use of funds and intended use for remaining cash
1	22 March 2019	132,814,948	Ordinary shares	Placement to institutional and sophisticated investors	\$0.028	7.7% premium to market price	\$3,718,818.54	<p>Use of funds:</p> <ul style="list-style-type: none"> • software and product development; • sales and marketing initiatives for Total Brain products and service offerings; and • working capital to meet the Company's growth objectives. <p>(*)</p>
2	11 April 2019	32,027,748	Ordinary shares	Entitlement offer to shareholders	\$0.028	3.44% discount to market price	\$896,776.94	<p>Use of funds:</p> <ul style="list-style-type: none"> • software and product development; • sales and marketing initiatives for Total Brain products and service offerings; and • working capital to meet the Company's growth objectives.

								(*)
3	1 May 2019	25,115,107	Ordinary shares	Placement of shortfall shares under entitlement offer to institutional and sophisticated investors	\$0.028	N/A	\$703,223	Use of funds: <ul style="list-style-type: none"> • software and product development; • sales and marketing initiatives for Total Brain products and service offerings; and • working capital to meet the Company's growth objectives. (*)
4	7 May 2019	10,714,276	Ordinary shares	Placement of shortfall shares under entitlement offer to institutional and sophisticated investors	\$0.028	N/A	\$299,999,73	Use of funds: <ul style="list-style-type: none"> • software and product development; • sales and marketing initiatives for Total Brain products and service offerings; and • working capital to meet the Company's growth objectives. (*)
5	7 May 2019	44,756,471	Ordinary shares	Placement to institutional and sophisticated investors	\$0.028	N/A	\$1,253,181.19	Use of funds: <ul style="list-style-type: none"> • software and product development;

								<ul style="list-style-type: none"> • sales and marketing initiatives for Total Brain products and service offerings; and • working capital to meet the Company's growth objectives.
6	9 May 2019	1,000,000	Ordinary shares	Placement to institutional and sophisticated investors	\$0.028	7.7% premium to market price	\$28,000	<p>(*)</p> <p>Use of funds:</p> <ul style="list-style-type: none"> • software and product development; • sales and marketing initiatives for Total Brain products and service offerings; and • working capital to meet the Company's growth objectives. <p>(*)</p>

(*) Total cash received through the issue of the above securities was approximately A\$6.6 million. The Company has spent approximately A\$4.5 million on product development, sales and marketing initiatives and other working capital needs, with the remainder of A\$2.1 million intended to be spent on the same activities.



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 11:00 am (AEDT) on Wednesday, 27 November 2019.**

🖥 TO VOTE ONLINE

STEP 1: VISIT <https://www.votingonline.com.au/ttbagm2019>

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 11:00 am (AEDT) on Wednesday, 27 November 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/ttbagm2019>

📠 **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 Annual General Meeting of the Company to be held at **Grant Thornton, Level 17, 383 Kent Street, Sydney, NSW 2000 on Friday, 29 November 2019 at 11:00 am (AEDT)** 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.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If 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 and I/we have not directed my/our proxy how to vote in respect of Resolution 1, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolution 1 is connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 1). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

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	Approval of Directors Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr Matthew Morgan as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of Mr David Torrible as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Ratification of previous issue of Shares to institutional and sophisticated investors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of additional 10% capacity to issue Shares under Listing Rule 7.1A	<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