

Notice of Extraordinary General Meeting

Total Brain Limited ACN 094 069 682

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

Location	Level 3, 62 Lygon Street, Carlton, Victoria 3053
Date	Wednesday, 5 August 2020
Time	10:00 am (AEST)

Important information for Shareholders

Due to the Coronavirus (COVID-19) pandemic, Australian Federal and State Governments have implemented a number of restrictions and guidelines including those in relation to travel, public gatherings and social distancing which are regularly being reviewed and subject to change. In line with market practice, the Company will take precautionary measures to manage the health and safety of shareholders, employees and other stakeholders in holding the General Meeting.

Shareholders who choose to physically attend the General Meeting will be required to comply with such Government restrictions and guidelines and the reasonable directions of the Company or the venue operator. Any Shareholders who have travelled overseas in the 14 days prior to the date of the General Meeting must not attend the General Meeting in person. The Company reserves the right to refuse entry to Shareholders choosing to physically attend the General Meeting in circumstances where it is required to do so to comply with Government restrictions and guidelines.

The Chairman will be calling a poll in respect of each resolution. Shareholders may vote on the poll either by attending in person, appointing a proxy, power of attorney or corporate representative (refer to the "Notes" section below for additional information). Shareholders should be aware that voting via the teleconference will not be available. The Company strongly encourages Shareholders to submit their votes by proxy prior to the close of proxies at 10:00 a.m. (AEST) on Monday, 3 August 2020.

The Company will also be providing a live teleconference of the General Meeting. Shareholders will be able to ask questions through the online facility but will not be able to vote through the platform.

Shareholders wishing to join the live teleconference should dial in 30 minutes prior to the start of the General Meeting using the following details:

Australia dial-in number: 1800 896 323
United States dial-in number: 1 855 731 0983
Hong Kong dial-in number: 800 906 887
NZ dial-in number (Toll Free): 0800 441 984
UK dial-in number (Toll Free): 0 808 178 0273

Passcode: 12352182

Shareholders who are entitled to cast votes at the General Meeting may submit written questions to the Company if the question is relevant to the resolutions the subject of the General Meeting or the business of the Company. Shareholders may submit written questions either:

- at any time prior to 9:00 am (AEST) on 5 August 2020, to Nigel.Kassulke@teneo.com; or
- during the course of the General Meeting, through the teleconference link for the General Meeting set out above.

If you have any questions regarding attendance at, or submitting questions for, the General Meeting, please contact the Company's share registry, Boardroom Pty Limited, by telephone on 1300 737 760 (from within Australia) or +61 2 9290 9600 (outside of Australia).

Due to the circumstances, the Directors do not intend to attend the General Meeting in person and will attend either online or via teleconference.

Special Business

Resolution 1 – Approval of Updated Employee Share Option Plan

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

'That for the purposes of Listing Rule 7.2 (Exception 13) and for all other purposes, approval be given for the future issue of Options under the Company's updated Employee Share Option Plan, as detailed in the Explanatory Memorandum.'

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

Resolution 2 – Approval to issue Options to Mr Louis Gagnon

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

'That for the purposes of Listing Rule 10.14 and for all other purposes, approval be given for the Company to issue 2,600,000 Options and any Shares issued upon exercise of those Options, to Mr Gagnon on the terms and conditions set out in the Explanatory Memorandum.'

The Directors (other than Mr Gagnon, who makes no recommendation) recommend that you vote in favour of this resolution.

Resolution 3 – Approval to issue Options to Dr Evian Gordon

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

'That for the purposes of Listing Rule 10.14 and for all other purposes, approval be given for the Company to issue 1,205,156 Options and any Shares issued upon exercise of those Options, to Dr Evian Gordon on the terms and conditions set out in the Explanatory Memorandum.'

The Directors (other than Dr Gordon, who makes no recommendation) recommend that you vote in favour of this resolution.

Resolution 4 – Approval to cancel and re-issue Options to Mr Louis Gagnon

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

'That for the purposes of Listing Rule 10.14 and for all other purposes, approval be given for the Company to cancel the 2017 Gagnon Options and issue 2,823,297 Options exercisable at \$0.80 per Option and any Shares issued upon exercise of those Options to Mr Gagnon on the terms and conditions set out in the Explanatory Memorandum.'

The Directors (other than Mr Gagnon, who makes no recommendation) recommend that you vote in favour of this resolution.

Resolution 5 – Approval to cancel and re-issue Options to certain employees of the Company

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

'That approval be given for the Company to cancel the Employee Options and issue 3,709,076, Options exercisable at \$0.80 per Option to holders of the Employee Options, on the terms and conditions set out in the Explanatory Memorandum.'

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

Dated: 6 July 2020

By order of the Board

A handwritten signature in black ink, appearing to be 'Nathan Jong', written in a cursive style.

Nathan Jong
Company Secretary

Voting exclusion statement

Corporations Act

Resolutions 1, 2, 3 and 4 – Approval of updated Employee Share Option Plan and Approval to issue Options to Mr Louis Gagnon and Dr Evian Gordon	<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 any votes cast in favour of the resolution by or on behalf of the following persons:

Resolution 1 – Approval of Employee Share Option Plan	A person who is eligible to participate in the ESOP or an associate of those persons.
Resolutions 2, 3 and 4 – Approval to issue Options to Mr Louis Gagnon and Dr Evian Gordon	A person referred to in Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the ESOP or an associate of those persons.

However, this does not apply to a vote cast in favour of the resolution by:

- 1 a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- 2 the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- 3 a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (a) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (b) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Notes

- 1 The Company completed a consolidation in January 2020, whereby every 10 securities consolidated into 1 security. Unless otherwise specified, references to securities in this Notice of Meeting is a reference to post-consolidation securities.

- 2 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.
- 3 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.
- 4 If you wish to appoint a proxy and are entitled to do so, then complete and return the **attached** proxy form. Proxy forms must be returned in accordance with the instructions set out in the proxy form by 48 hours prior to the General Meeting, being by 10:00 am (AEST) on Monday, 3 August 2020.
- 5 The Chair of the General Meeting intends to vote all undirected proxy votes in favour of all resolutions.
- 6 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.
- 7 The Company has determined under regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) 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 7.00 pm (AEST) on Monday, 3 August 2020. Transactions registered after that time will be disregarded in determining ability to attend and vote.
- 8 If you have any queries on how to cast your votes then call the Company Secretary on +61 3 9864 4810 during business hours.

Explanatory Memorandum

Total Brain Limited ACN 094 069 682

This Explanatory Memorandum accompanies the Notice of General Meeting of the Company to be held at 10:00 am (AEST) on Wednesday, 5 August 2020 at Level 3, 62 Lygon Street, Carlton, Victoria 3053.

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.

Resolution 1 – Approval of Updated Employee Share Option Plan

- 1 The Company's previous Employee Share Option Plan (**ESOP**) was last approved by Shareholders at the general meeting of the Company held on 14 July 2017. The Directors have adopted a new ESOP to bring the plan terms in line with market best practices.
- 2 Accordingly, the purpose of this resolution is to seek Shareholder approval to adopt the updated ESOP.
- 3 The Directors are empowered to operate the ESOP and to grant Options and to issue or transfer Shares upon the exercise of vested Options, to employees, directors, contractors and other persons determined to be eligible by the Board (**Eligible Participants**) under the ESOP in accordance with the Listing Rules and the terms and conditions set out in Schedule 1. The objectives of the ESOP are to:
 - (a) establish a method by which Eligible Participants can participate in the future growth and profitability of the Company;
 - (b) provide an incentive and reward for Eligible Participants for their contributions to the Company; and
 - (c) attract and retain a high standard of managerial and technical personnel for the benefit of the Company.
- 4 Listing Rule 7.1 provides that a company must not issue equity securities without shareholder approval if that issue, when added to other shares issued by the company in the previous 12 months, will exceed 15% of the ordinary shares on issue at the commencement of that 12 month period.
- 5 Unless an exemption applies, an issue of Options under the ESOP will reduce the Company's capacity to issue further securities under Listing Rule 7.1, without obtaining Shareholder approval. Listing Rule 7.2 (Exception 13) provides that, where an issue of securities under an employee incentive plan has been approved by Shareholders within the three years before the date of issue, issues of securities under the plan do not count towards the Company's 15% capacity under Listing Rule 7.1 (or its 10% capacity under Listing Rule 7.1A if it applies).
- 6 For the ESOP to qualify for an exemption from the Listing Rule 7.1 limit on the number of equity securities the Company can issue without Shareholder approval, the Company must obtain Shareholder approval for issues under their ESOP every three years. As such, if Shareholders approve resolution 1, the approval will remain valid for three years after the date of this Meeting.
- 7 In compliance with the information requirements of Listing Rule 7.2 (Exception 13), Shareholders are advised of the following particulars:

Summary of the terms of the updated ESOP	Refer to the summary of the key terms of the new ESOP outlined in Schedule 1.
Securities granted under the ESOP since the date of last approval	The total number of securities issued under the previous ESOP since the date of last approval, being 14 July 2017, is 7,621,467 (post-consolidation basis). No securities have been granted under the new ESOP.
Maximum number of equity securities to be issued	<p>The Company may not grant an Option if it would cause the aggregate number of outstanding:</p> <ul style="list-style-type: none"> (a) Options; and (b) any other options exercisable into Shares (subject to any vesting or performance conditions) issued under the Company's previous employee share option plan, <p>to exceed 20% of the fully diluted equity capitalisation of the Company.</p> <p>As at 2 July 2020, the Company has 108,303,784 Shares and 19,809,096 Options (including 14,302,482 Options issued under the Company's previous employee share option plan) on issue. The maximum number of Options that may be issued by the Company under the updated ESOP (as at 2 July 2020) is 11,320,094 Options.</p>
Voting exclusion statement	<p>In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the resolution by or on behalf of:</p> <ul style="list-style-type: none"> (a) a person who is eligible to participate in the ESOP or an associate of those persons; or (b) an associate of those persons. <p>However, this does not apply to a vote cast in favour of the resolution by:</p> <ul style="list-style-type: none"> (c) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or (d) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or (e) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: <ul style="list-style-type: none"> (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Directors' recommendation

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

Resolution 2: Approval to issue new Options to Mr Louis Gagnon

9 Resolution 2 seeks Shareholder approval for the issue of 2,600,000 Options (representing 1.87% of the Company's Fully Diluted Capital) to Mr Louis Gagnon under the ESOP. These Options form a part of Mr Gagnon's remuneration package.

10 The terms of the Options are as follows:

Issue Price	Nil
Issue Date	The Company intends to issue options to Mr Gagnon as soon as practicable and in any event no later than one month after the Meeting.
Vesting Date	<p>The Options will vest and become exercisable in the following tranches:</p> <p>(a) one-third (866,667 Options) vests on achievement of US\$8m in either trailing 12-month revenue or annual revenue run-rate, whichever is achieved first (Gagnon Tranche 1 Options);</p> <p>(b) one-third (866,667 Options) vests on achievement of US\$12m in either trailing 12-month revenue or annual revenue run-rate, whichever is achieved first (Gagnon Tranche 2 Options); and</p> <p>(c) one-third (866,666 Options) vests on achievement of US\$20m in either trailing 12-month revenue or annual revenue run-rate, whichever is achieved first (Gagnon Tranche 3 Options).</p> <p>'Trailing 12-month revenue' means the total revenue the Company earns in a trailing period of 12 consecutive months.</p> <p>'Annual revenue run-rate' means the monthly revenue of the Company that is recurring in nature for more than 12 months, multiplied by 12.</p> <p>The vesting conditions specified above must be satisfied within four years of the issue date. The Options will immediately vest upon a change of control event.</p> <p>Vested Options may only be exercised in accordance with the Company's Securities Trading Policy.</p>
Number and exercise price	<p>2,600,000 Options with the following exercise prices:</p> <p>(a) the Gagnon Tranche 1 Options have an exercise price of the 30-day volume weighted average price of Shares as at the date of the General Meeting, plus a 20% premium;</p> <p>(b) the Gagnon Tranche 2 Options have an exercise price of the 30-day volume weighted average price of Shares as at the date of the General Meeting, plus a 40% premium; and</p> <p>(c) the Gagnon Tranche 3 Options have an exercise price of the 30-day volume weighted average price of Shares as at the date of the General Meeting, plus a 60% premium.</p>
Expiry Date	The Options expire on the fifth anniversary of the issue date.

Listing Rule 10.14

- 11 Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire equity securities under any employee incentive plan without the approval of ordinary shareholders:
- (a) a director of the company;
 - (b) an associate of a director of the company; or
 - (c) a person whose relationship with the company or a person referred to in paragraphs (a) or (b) above is such that, in ASX's option, the acquisition should be approved by its shareholders.
- 12 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 or additional placement capacity.
- 13 As Mr Gagnon is the Managing Director, the proposed issue of Options to Mr Gagnon falls within paragraph 11(a) above (Listing Rule 10.14.1) and therefore resolution 2 seeks Shareholder approval for the purpose of Listing Rule 10.14 and for all other purposes.
- 14 If resolution 2 is passed, the Company will be able to proceed with the proposed issue of Options to Mr Gagnon. If resolution 2 is not passed, the Company will not be able to proceed with the proposed issued of Options to Mr Gagnon.

Technical information required under Listing Rule 10.15

- 15 following information is provided in accordance with Listing Rule 10.15 in respect of the Options proposed to be issued under resolution 2.

The name of the person	Mr Louis Gagnon
Relevant category in Listing Rule 10.14.1 – 10.14.3	Mr Gagnon is a Director of the Company.
Number of securities to be issued for which approval is being sought	2,600,000 Options, which if and when vested will be exercisable into 2,600,000 Shares.
Current total remuneration package	<p>Mr Gagnon's current remuneration package for the financial year ending 30 June 2020 is \$453,743 (US\$295,833), comprising:</p> <ul style="list-style-type: none">(a) \$441,845 in cash salary; and(b) \$11,898 in equity-settled options. <p>The Options proposed to be issued under resolution 2 forms part of Mr Gagnon's total remuneration package.</p> <p>Mr Gagnon is entitled to be reimbursed for expenses properly incurred acting as a Director on Company affairs.</p>
The number of securities previously issued to the person under the ESOP and the average acquisition price paid (if any)	<p>The number of securities which have been issued to Mr Gagnon under the previous ESOP since it was approved on 14 July 2017 is set out in the table below.</p> <p>No securities have been issued to Mr Gagnon under the new ESOP proposed to be adopted under resolution 1.</p>
Summary of the material terms of the securities	A summary of the material terms of the Options to be issued is set out in paragraph 10 above.

	A summary of the material terms of the ESOP to be adopted under resolution 1 are set out in Schedule 1.
Why the securities are being used	The Company believes that the Options, which allow the Company to determine vesting conditions and the exercise price, represents a fair method of remuneration to Mr Gagnon.
The value the entity attributes to the securities and its basis	The Company has valued the Options to be issued to Mr Gagnon and estimates the share-based payment expense to the Company to be \$108,507 per annum for the financial years ending 30 June 2021, 30 June 2022 and 30 June 2023, and \$32,240 for the financial year ended 30 June 2024. This value has been calculated over the 4-year period related to achieving the vesting conditions of the Options. The Company has used the binomial model to value the Options, adjusted for the probability of achieving the relevant revenue targets.
The date by which the entity will issue the securities	The Company intends to issue options to Mr Gagnon as soon as practicable and in any event no later than one month after the Meeting.
The price at which the securities will be issued	There is no price payable for the issue of the Options. The exercise price for each tranche of Options is set out set out in paragraph 10 above.
Summary of material terms of the ESOP	A summary of the material terms of the ESOP are set out in Schedule 1.
A summary of the material terms of any loan that will be made to acquire the securities	Not applicable.
Statements required by Listing Rule 10.15.11	Details of any securities issued under the ESOP will be published in the Company's annual report for the financial year ending 30 June 2020, along with a statement that approval for the issue was obtained under Listing Rule 10.14. Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the ESOP after this resolution is approved and who were not named in this Notice of Meeting will not participate until approval is obtained under that rule.
Voting exclusion statement for the purposes of Listing Rule 14.11	In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of resolution 2 by or on behalf of: <ul style="list-style-type: none"> (a) a person referred to in Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the ESOP; or (b) an associate of those persons. However, this does not apply to a vote cast in favour of resolution 2 by: <ul style="list-style-type: none"> (c) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or (d) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or

	<p>(e) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:</p> <p>(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and</p> <p>(ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.</p>
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The following securities have been issued to Mr Gagnon under the previous ESOP since it was last approved at the Company's general meeting held on 14 July 2017:

Recipient	Options	Issue date	Vest date	Exercise Price	Expiry date
Louis Gagnon	500,000	24/05/2017	22/05/2017	\$0.80	22/05/2022
Louis Gagnon	2,823,297	10/01/2018	13/12/2017	\$0.80	22/05/2022
Louis Gagnon	941,099	10/01/2018	22/05/2018	\$1.20	22/05/2022
Louis Gagnon	941,099	10/01/2018	22/05/2019	\$1.60	22/05/2022
Louis Gagnon	941,099	10/01/2018	22/05/2020	\$1.60	22/05/2022

Note: The Company completed a consolidation in January 2020, whereby every 10 securities consolidated into 1 security. As a result of the consolidation, the number of Options have reduced by a factor of 10 and the exercise price has increased by a factor of 10. All numbers above are shown on a post-consolidation basis.

Chapter 2E of the Corporations Act

- 16 Pursuant to Chapter 2E of the Corporations Act, if a public company proposes 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.
- 17 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).
- 18 Mr Gagnon 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 Gagnon on the basis that the exception under section 211 is applicable.

Directors' recommendation

- 19 The Directors (other than Mr Gagnon, who makes no recommendation) recommend that you vote in favour of resolution 2.

Resolution 3: Approval to issue Options to Dr Evian Gordon

- 20 Resolution 3 seeks Shareholder approval for the issue of 1,205,156 Options (representing 0.87% of the Company's Fully Diluted Capital) to Dr Evian Gordon under the ESOP. These Options form a part of Dr Gordon's remuneration package. The Options comprise:

- (a) 360,000 Options are issued subject to certain vesting conditions as part of Dr Gordon's remuneration package. The terms of these Options are set out in paragraph 21; and
- (b) 845,156 Options are issued with an exercise price of \$0.80 per Option in recognition of Dr Gordon's prior services to the Company. The terms of these Options are set out in paragraph 22.

- 21 The terms of the Options referred to in paragraph 20(a) are as follows:

Issue Price	Nil
Issue Date	The Company intends to issue options to Dr Gordon as soon as practicable and in any event no later than one month after the Meeting.
Vesting Date	<p>The Options will vest and become exercisable in the following tranches:</p> <ul style="list-style-type: none"> (a) one-third (120,000 Options) vests on achievement of US\$8m in either trailing 12-month revenue or annual revenue run-rate, whichever is achieved first (Gordon Tranche 1 Options); (b) one-third (120,000 Options) vests on achievement of US\$12m in either trailing 12-month revenue or annual revenue run-rate, whichever is achieved first (Gordon Tranche 2 Options); and (c) one-third (120,000 Options) vests on achievement of US\$20m in either trailing 12-month revenue or annual revenue run-rate, whichever is achieved first (Gordon Tranche 3 Options). <p>'Trailing 12-month revenue' means the total revenue the Company earns in a trailing period of 12 consecutive months.</p> <p>'Annual revenue run-rate' means the monthly revenue of the Company that is recurring in nature for more than 12 months, multiplied by 12.</p> <p>The vesting conditions specified above must be satisfied within four years of the issue date. The Options will immediately vest upon a change of control event.</p> <p>Vested Options may only be exercised in accordance with the Company's Securities Trading Policy.</p>
Number and exercise price	<p>360,000 Options with the following exercise prices:</p> <ul style="list-style-type: none"> (a) the Gordon Tranche 1 Options have an exercise price of the 30-day volume weighted average price of Shares as at the date of the General Meeting, plus a 20% premium;

	<p>(a) the Gordon Tranche 2 Options have an exercise price of the 30-day volume weighted average price of Shares as at the date of the General Meeting, plus a 40% premium; and</p> <p>(b) the Gordon Tranche 3 Options have an exercise price of the 30-day volume weighted average price of Shares as at the date of the General Meeting, plus a 60% premium.</p>
Expiry Date	The Options expire on the fifth anniversary of the issue date.

22 The terms of the Options referred to in paragraph 20(b) are as follows:

Issue Price	Nil
Issue Date	The Company intends to issue options to Dr Gordon as soon as practicable and in any event no later than one month after the Meeting.
Number and exercise price	845,156 Options with an exercise price of \$0.80 per Option.
Vesting Date	<p>Of the total number of 845,156 Options proposed to be issued:</p> <ul style="list-style-type: none"> • 722,630 Options will vest and become exercisable upon issue; and • 122,526 Options will vest and become exercisable on 15 April 2021. <p>The Options may only be exercised in accordance with the Company's Securities Trading Policy.</p>
Expiry Date	The Options expire on 14 December 2022.

Listing Rule 10.14

23 Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire equity securities under any employee incentive plan without the approval of ordinary shareholders:

- (a) a director of the company;
- (b) an associate of a director of the company; or
- (c) a person whose relationship with the company or a person referred to in paragraphs (a) or (b) above is such that, in ASX's option, the acquisition should be approved by its shareholders.

24 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 or additional placement capacity.

25 As Dr Gordon is the Executive Chairman, the proposed issue of Options to Dr Gordon falls within paragraph 23(a) above (Listing Rule 10.14.1) and therefore resolution 3 seeks Shareholder approval for the purpose of Listing Rule 10.14 and for all other purposes.

- 26 If resolution 3 passed, the Company will be able to proceed with the proposed issue of Options under resolution 3 to Dr Gordon. If resolution 3 is not passed, the Company will not be able to proceed with the proposed issued of Options under resolution 3 to Dr Gordon.

Technical information required under Listing Rule 10.15

- 27 The following information is provided in accordance with Listing Rule 10.15 in respect of the Options proposed to be issued under resolution 3.

The name of the person	Dr Evian Gordon
Relevant category in Listing Rule 10.14.1 – 10.14.3	Dr Gordon is Chairman of the Company.
Number of securities to be issued for which approval is being sought	1,205,156 Options, of which: (a) 360,000 Options, which if and when vested will be exercisable into 360,000 Shares; (b) 722,630 Options are immediately exercisable into 722,630 Shares; and (c) 122,526 Options if and when vested on 15 April 2021 will be exercisable into 122,526 Shares.
Current total remuneration package	Dr Gordon’s current remuneration package for the financial year ending 30 June 2020 is \$379,614 in cash salary. The Options proposed to be issued under resolution 3 form part of Dr Gordon’s total remuneration package. Dr Gordon is entitled to be reimbursed for expenses properly incurred acting as a Director on Company affairs.
The number of securities previously issued to the person under the ESOP and the average acquisition price paid (if any)	No securities have been issued to Dr Gordon under the previous ESOP since it was approved on 14 July 2017. No securities have been issued to Dr Gordon under the updated ESOP proposed to be adopted under resolution 1.
Summary of the material terms of the securities	A summary of the material terms of the Options to be issued is set out in paragraphs 21 and 22. A summary of the material terms of the ESOP to be adopted under resolution 1 are set out in Schedule 1.
Why the securities are being used	The Company believes that the Options, which allow the Company to determine vesting conditions and the exercise price, represents a fair method of remuneration to Dr Gordon.
The value the entity attributes to the securities and its basis	The Company has valued the Options to be issued to Dr Gordon and estimates the share-based payment expense to the Company as follows: (a) the Company has valued the options referred to in paragraph 20(a) to be \$15,024 per annum for the financial years ending 30 June 2021, 30 June 2022 and 30 June 2023 and \$4,464 for the year ending 30 June 2024. This value has been calculated over the 4-year period related to achieving the vesting conditions of the Options. The Company has used the binomial model to value the Options, adjusted for the probability of achieving the relevant revenue targets; and

	(b) the Company has valued the options referred to in paragraph 20(b) to be \$122,548. The Company has used the binomial model to value the Options.
The date by which the entity will issue the securities	The Company intends to issue options to Dr Gordon as soon as practicable and in any event no later than one month after the Meeting.
The price at which the securities will be issued	There is no price payable for the issue of the Options. The exercise price for the Options referred to in paragraph 20(a) is set out in paragraph 21 above. The exercise price for the Options referred to in paragraph 20(b) is \$0.80 as set out in paragraph 22 above.
Summary of material terms of the ESOP	A summary of the material terms of the ESOP are set out in Schedule 1.
A summary of the material terms of any loan that will be made to acquire the securities	Not applicable.
Statements required by Listing Rule 10.15.11	Details of any securities issued under the ESOP will be published in the Company's annual report for the financial year ending 30 June 2020, along with a statement that approval for the issue was obtained under Listing Rule 10.14. Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the ESOP after this resolution is approved and who were not named in this Notice of Meeting will not participate until approval is obtained under that rule.
Voting exclusion statement for the purposes of Listing Rule 14.11	In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of resolution 3 by or on behalf of: (a) a person referred to in Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the ESOP; or (b) an associate of those persons. However, this does not apply to a vote cast in favour of resolution 3 by: (c) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or (d) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or (e) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and

- | | |
|--|---|
| | (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way. |
|--|---|

Chapter 2E of the Corporations Act

28 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.

29 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).

30 Dr Gordon 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 Dr Gordon on the basis that the exception under section 211 is applicable.

Directors' recommendation

31 The Directors (other than Dr Gordon, who makes no recommendation) recommend that you vote in favour of resolution 3.

Resolutions 4 and 5: Approval to cancel and re-issue Options to Mr Gagnon and certain other employees

Introduction

32 At the Company's extraordinary general meeting held on 14 December 2017, Shareholders approved the issue of the various Options to Mr Gagnon under the Company's existing ESOP, including:

- (a) 941,099 Options exercisable at \$1.20 per Option (on a post-consolidation basis), with a vesting date of 22 May 2018 and expiring on 22 May 2022;
- (b) 941,099 Options exercisable at \$1.60 per Option (on a post-consolidation basis), with a vesting date of 22 May 2019 and expiring on 22 May 2022; and
- (c) 941,099 Options exercisable at \$1.60 per Option (on a post-consolidation basis), with a vesting date of 22 May 2020 and expiring on 22 May 2022,

(together, the **2017 Gagnon Options**).

33 The Company also previously issued 3,709,076 Options (on a post-consolidation basis) to various non-Director employees of the Company under the Company's existing ESOP. These Options have an exercise price ranging between \$1.20 to \$2.40 per Option (on a post-consolidation basis) and

expiry dates ranging from 16 May 2022 to 30 September 2024 (**Employee Options**). Of the 3,709,076 Employee Options, 1,718,426 Options have vested and 1,990,650 Options are unvested with vesting dates ranging from 16 July 2020 to 30 September 2023.

- 34 The 2017 Gagnon Options and Employee Options were issued as part of the remuneration package for Mr Gagnon and the holders of the Employee Options in prior years. The 2017 Gagnon Options represent 2.03% of the Company's Fully Diluted Capital and the Employee Options represent 2.67% of the Company's Fully Diluted Capital.
- 35 The 2017 Gagnon Options and the Employee Options are significantly "out of the money", meaning that the exercise price of the Options is higher than the current market value of the Options based on the current trading price of Shares on ASX. As at 25 June 2020, the trading price of Shares on ASX was \$0.32 per Share. The Company therefore considers that these Options do not appropriately incentivise Mr Gagnon nor those employees that hold the Employee Options.
- 36 The Board has conducted a review of the Company's remuneration structure for Directors and employees and wishes to re-align Mr Gagnon and the relevant employees' remuneration package based on the prevailing share price to ensure that the Options suitably incentivise them to build shareholder value.
- 37 Resolutions 4 and 5 relate to the cancellation and re-issue of Options and issue new replacement Options under the ESOP with the exercise price for the replacement Options reduced to \$0.80. The replacement Options will otherwise be on the same terms, including in relation to vesting conditions and expiry dates. These new Options are deemed a replacement of the cancelled Options. Set out below is a table summarising the key differences between the Options proposed to be cancelled and the replacement Options to be issued under resolutions 4 and 5.

Number and exercise price	There will be no change to the number of Options issued, as the cancellation and re-issue is on a 1 for 1 basis. The exercise price of all replacement Options will be reduced to \$0.80 per Option.
Vesting Date	There is no change to the vesting conditions tied to the Options.
Expiry Date	There is no change to the expiry dates tied to the Options.
Other terms	The replacement Options are proposed to be issued under the updated ESOP (if approved by Shareholders under resolution 1). Refer to resolution 1 and Schedule 1 for further information on the terms of the updated ESOP.

Listing Rule 6.23.3

- 38 Listing Rule 6.23.3 provides that a change which has the effect of reducing the exercise price, increasing the period for exercise or increasing the number of securities received on exercise on an option cannot be made. The cancellation and re-issue of Options as contemplated under resolutions 4 and 5 have the effect of reducing the exercise price of Options.
- 39 The Company has applied to ASX for a waiver from Listing Rule 6.23.3 to the extent necessary to permit the Company to cancel and re-issue the Options described in resolutions 4 and 5, on the basis that the cancellation and re-issue will be subject to the Company obtaining Shareholder approval.

Information relating to resolution 4

40 The terms of the Options to be issued to Mr Gagnon under resolution 4 are as follows:

Issue Price	Nil
Issue Date	The Company intends to issue options to Mr Gagnon as soon as practicable and in any event no later than one month after the Meeting.
Number and exercise price	2,823,297 Options with an exercise price of \$0.80 per Option.
Vesting Date	The Options will vest and become exercisable upon issue. The Options may only be exercised in accordance with the Company's Securities Trading Policy.
Expiry Date	The Options expire on 22 May 2022.

Listing Rule 10.14

41 Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire equity securities under any employee incentive plan without the approval of ordinary shareholders:

- (a) a director of the company;
- (b) an associate of a director of the company; or
- (c) a person whose relationship with the company or a person referred to in paragraphs (a) or (b) above or is such that, in ASX's option, the acquisition should be approved by its shareholders.

42 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 or additional placement capacity.

43 As Mr Gagnon is the Managing Director, the proposed issue of Options to Mr Gagnon falls within paragraph 41(a) above (Listing Rule 10.14.1) and therefore resolution 4 seeks Shareholder approval for the purpose of Listing Rule 10.14 and for all other purposes.

44 If resolution 4 is passed, the Company will be able to proceed with the proposed cancellation and re-issue of Options to Mr Gagnon. If resolution 4 is not passed, the Company will not be able to proceed with the proposed cancellation and re-issue of Options to Mr Gagnon.

Technical information required under Listing Rule 10.15

45 The following information is provided in accordance with Listing Rule 10.15 in respect of the Options proposed to be issued under resolution 4.

The name of the person	Mr Louis Gagnon
Relevant category in Listing Rule 10.14.1 – 10.14.3	Mr Gagnon is a Director of the Company.
Number of securities to be issued for which approval is being sought	2,823,297 Options which are exercisable into 2,823,297 Shares.
Current total remuneration package	Mr Gagnon's current remuneration package for the financial year ending 30 June 2020 is \$453,743, comprising: (a) \$441,845 in cash salary; and

	<p>(b) \$11,898 in equity-settled options.</p> <p>The Options proposed to be issued under resolution 4 form part of Mr Gagnon's total remuneration package for prior years.</p> <p>Mr Gagnon is entitled to be reimbursed for expenses properly incurred acting as a Director on Company affairs.</p>
The number of securities previously issued to the person under the ESOP and the average acquisition price paid (if any)	<p>The number of securities which have been issued to Mr Gagnon under the previous ESOP since it was approved on 14 July 2017 is set out in the table below.</p> <p>No securities have been issued to Mr Gagnon under the new ESOP proposed to be adopted under resolution 1.</p>
Summary of the material terms of the securities	<p>A summary of the material terms of the Options to be issued is set out in paragraph 40 above.</p> <p>A summary of the material terms of the ESOP to be adopted under resolution 1 are set out in Schedule 1.</p>
Why the securities are being used	<p>The Company believes that the Options, which allow the Company to determine vesting conditions and the exercise price, represents a fair method of remuneration to Mr Gagnon.</p>
The value the entity attributes to the securities and its basis	<p>The Company has valued the Options to be issued to Mr Gagnon and estimates the share-based payment expense to the Company to be \$172,221. This amount will be recognised in the financial year ending 30 June 2021. The valuation of the 2,823,297 Options being issued is \$335,972. The valuation of the 2017 Gagnon Options being cancelled is \$163,751, representing a difference of \$172,221.</p> <p>The figures above have been calculated based on the binomial model, which is a widely used method for calculating the value of options.</p>
The date by which the entity will issue the securities	<p>The Company intends to issue options to Mr Gagnon as soon as practicable and in any event no later than one month after the Meeting.</p>
The price at which the securities will be issued	<p>There is no price payable for the issue of the Options.</p> <p>The exercise price for each Option is \$0.80.</p>
Summary of material terms of the ESOP	<p>A summary of the material terms of the ESOP are set out in Schedule 1.</p>
A summary of the material terms of any loan that will be made to acquire the securities	<p>Not applicable.</p>
Statements required by Listing Rule 10.15.11	<p>Details of any securities issued under the ESOP will be published in the Company's annual report for the financial year ending 30 June 2020, along with a statement that approval for the issue was obtained under Listing Rule 10.14.</p> <p>Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the ESOP after this resolution is approved and who were not named in this Notice of Meeting will not participate until approval is obtained under that rule.</p>

Voting exclusion statement for the purposes of Listing Rule 14.11	<p>In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of resolution 4 by or on behalf of:</p> <ul style="list-style-type: none"> (a) a person referred to in Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the ESOP; or (b) an associate of those persons. <p>However, this does not apply to a vote cast in favour of resolution 4 by:</p> <ul style="list-style-type: none"> (c) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or (d) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or (e) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: <ul style="list-style-type: none"> (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.
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The following securities have been issued to Mr Gagnon under the previous ESOP since it was last approved at the Company's general meeting held on 14 July 2017:

Recipient	Options	Issue date	Vest date	Exercise Price	Expiry date
Louis Gagnon	500,000	24/05/2017	22/05/2017	\$0.80	22/05/2022
Louis Gagnon	2,823,297	10/01/2018	13/12/2017	\$0.80	22/05/2022
Louis Gagnon	941,099	10/01/2018	22/05/2018	\$1.20	22/05/2022
Louis Gagnon	941,099	10/01/2018	22/05/2019	\$1.60	22/05/2022
Louis Gagnon	941,099	10/01/2018	22/05/2020	\$1.60	22/05/2022

Note: The Company completed a consolidation in January 2020, whereby every 10 securities consolidated into 1 security. As a result of the consolidation, the number of Options have reduced by a factor of 10 and the exercise price has increased by a factor of 10. All numbers above are shown on a post-consolidation basis.

Chapter 2E of the Corporations Act

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

- (c) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (d) 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.

47 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).

48 Mr Gagnon 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 Gagnon under resolution 4 on the basis that the exception under section 211 is applicable.

Directors' recommendation

49 The Directors (other than Mr Gagnon, who makes no recommendation) recommend that you vote in favour of resolution 4.

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

Glossary

Total Brain Limited ACN 094 069 682

2017 Gagnon Options	has the meaning given in paragraph 32 of this Explanatory Memorandum.
ASX	means ASX Limited ABN 98 008 624 691 or the securities market which it operates, as the context requires.
Company or Total Brain	means Total Brain Limited ACN 094 069 682.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Directors	means the directors of the Company.
Employee Options	means the Options issued to various non-Director employees, the details of which are set out in Schedule 2.
ESOP	means the Company's Employee 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.
Fully Diluted Capital	means the percentage calculated by dividing the relevant number of Options by the total number of Shares and Options on issue as at the date of this Notice of Meeting, plus any Options proposed to be issued under this Notice of Meeting if the relevant resolutions are approved by Shareholders.
General Meeting	means the Company's extraordinary general meeting the subject of this Notice of Meeting.
Key Management Personnel or KMP	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.
Shareholder	means a person who is the registered holder of Shares.
Shares	means fully paid ordinary shares in the Company.

Schedule 1 – Terms of updated ESOP

A summary of the key terms of the updated ESOP is set out in the following table:

Eligible Participants	The Board may designate employees, directors, contractors and other persons determined to be eligible by the Board as an eligible participant for the purposes of the ESOP (Eligible Participant).
Offer of Options	The Board may offer any number of Options to an Eligible Participant on the terms the Board decides by giving the Eligible Participant a written offer to participate in the ESOP (Invitation), subject to the ESOP Rules and any applicable law or the Listing Rules. An Invitation is required to set out details such as the total number of Options being offered, the acquisition price (if any), the exercise price, the vesting conditions, the forfeiture of the Options, any disposal restrictions on plan shares, expiry date and other terms attaching to the options.
Rights attaching to Options	An Eligible Participant who receives Options is not entitled to: (a) notice of, or to vote or attend at, a meeting of the shareholders of the Company; nor (b) receive any dividends declared by the Company, by virtue of holding an Option.
Acceptance of Offer by Eligible Participant	To accept an Invitation, an Eligible Participant must complete, sign and return the application form annexed to their Invitation in accordance with the Invitation and the ESOP Rules.
Maximum securities offered	The Company may not grant an Option if it would cause the aggregate number of outstanding: (a) Options; and (b) any other options exercisable into Shares (subject to any vesting or performance conditions) issued under the Company's previous employee share option plan, to exceed 20% of the fully diluted equity capitalisation of the Company.
Acquisition Price	An Eligible Participant may be required to pay an acquisition price to acquire an option (Acquisition Price). The Board has sole discretion in determining the Acquisition Price.
Option Exercise Price	An Eligible Participant may be required to pay an exercise price to exercise the Option to acquire Shares (Option Exercise Price). The Option Exercise Price of an Option is at the absolute discretion of the Board.
Vesting	The Board has sole discretion in determining the vesting conditions which apply in respect of each grant of Options under the ESOP. Once options vest, they become exercisable by the Eligible Participant prior to expiry or forfeiture.
Disposal Restriction	The Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction, including but not limited to imposing or procuring the share registry to impose an ASX holding lock (where applicable) on the plan shares or using an employee share trust to hold the plan shares during the relevant restriction period.
Adjustment for reconstruction of issued capital of the Company	If there is a reconstruction of the issued capital of the Company, the number of Shares over which an option exists will be adjusted (as appropriate) to the extent necessary to comply with the Listing Rules.
Participation in further issues	An Eligible Participant cannot participate in a pro rata or bonus issue of Shares by virtue of holding Options and prior to their exercise. If a pro rata bonus or cash issue of securities is awarded by the Company, the number of Shares over which an option exists will be adjusted as specified in Listing Rules and written notice will be given to the Participant.
Change of Control	Unless otherwise stated in an Invitation, if a change of control event occurs all Options held by Eligible Participants will immediately be deemed to be fully vested and exercisable.

<p>Amending the ESOP</p>	<p>Notwithstanding the ESOP rules or any terms of an Option, no Option may be offered, granted, vested or exercised, and no plan share may be issued or transferred, if to do so would contravene any applicable laws or regulations.</p> <p>The Board may at any time amend any provisions of the ESOP rules, including (without limitation) the terms and conditions upon which any Options have been granted under the ESOP and determine that any amendments to the ESOP rules be given retrospective effect, immediate effect or future effect, provided however no amendment to any provision of the ESOP rules may be made if the amendment materially reduces the rights of any Eligible Participant as they existed before the date of the amendment, other than an amendment introduced primarily:</p> <ul style="list-style-type: none"> (a) for the purposes of complying with or conforming to present or future legislation governing or regulating the Plan or like plans; (b) to correct any manifest error or mistake; (c) to allow the implementation of an employee share trust arrangement; (d) to enable the Plan or any member of the Group to comply with its constituent documents, and any other applicable laws and regulations; (e) to take into consideration possible adverse taxation implications in respect of the Plan including changes to applicable taxation legislation or the interpretation of that legislation by a court of competent jurisdiction or any rulings from taxation authorities administering such legislation; or (f) agreed to in writing by all Participants adversely affected by the amendment. <p>As soon as reasonably practicable after making any amendment to any provision of the ESOP rules, the Board will give notice of the amendment to each Eligible Participant affected by the amendment. Failure by the Board to notify an Eligible Participant of any amendment will not invalidate the amendment as it applies to that Eligible Participant.</p>
<p>Cashless Exercise Facility</p>	<p>If an Eligible Participant wishes to exercise some or all of their Options, it may elect in the Notice of Exercise to pay the Option Exercise Price by using the cashless exercise facility (Cashless Exercise Facility). The Cashless Exercise Facility entitles an Eligible Participant to set off the Option Exercise Price against the number of Shares which a Participant is entitled to receive upon exercise of the Participant's Options. By using the Cashless Exercise Facility, the Participant will receive Shares to the value of the surplus after the Option Exercise Price has been set-off.</p>
<p>U.S. Addendum</p>	<p>The ESOP includes additional rules under an U.S. Addendum relating to Invitations issued to Eligible Participants in the U.S., these include rules relating to tax laws and/or securities restrictions applicable to persons who are U.S. residents and depending on whether Options are "Incentive Stock Options" or "Nonqualified Stock Options" for the purposes of the U.S. Internal Revenue Code of 1986.</p>



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 10:00am (AEST) on Monday, 3 August 2020.**

🖥 TO VOTE ONLINE

- STEP 1: VISIT** <https://www.votingonline.com.au/ttbauegcm2020>
- 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 **10:00am (AEST) on Monday, 3 August 2020.** 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/ttbauegcm2020>
- 📠 **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 **Level 3, 62 Lygon Street, Carlton, Victoria, Australia 3053 on Wednesday, 5 August 2020 at 10:00am (AEST)** 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 Resolutions 1, 2, 3, and 4, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions even though Resolutions 1, 2, 3, and 4 are connected to members 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 Resolutions 1, 2, 3, and 4). 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 Updated Employee Share Option Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval to issue Options to Mr Louis Gagnon	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval to issue Options to Dr Evian Gordon	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval to cancel and re-issue Options to Mr Louis Gagnon	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval to cancel and re-issue Options to certain employees of the Company	<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 / / 2020