
2020 Corporate Governance Statement

The Board of Directors of Total Brain Limited (Total Brain or the Company) is responsible for protecting the rights and interests of shareholders, by whom the Board is elected and to whom it is accountable, through the implementation of sound strategies and action plans, and the development of an integrated framework of controls over the consolidated entity's resources, functions and assets. Corporate governance is an important matter to the Company and the Board of Directors strives for high standards in this regard. Total Brain's corporate governance practices, which are summarised below, are reviewed and amended by the Board at appropriate intervals (at least annually), including prior to the finalisation of the Annual Report.

The Board draws on relevant best practice principles, particularly those issued by the Australian Securities Exchange (ASX) Corporate Governance Council's third edition of the publication, "Corporate Governance Principles and Recommendations", which was released in March 2014 and is referred to for guidance purposes. While Total Brain attempts to adhere to the principles proposed by the ASX and the Directors believe that the Company complies with the underlying guidelines of the ASX, it is mindful that there are some instances where compliance is not practicable for a company of its size. However, all listed companies are required to produce a corporate governance statement that discloses the extent to which the entity has followed the recommendations, and to identify any recommendations that have not been followed, the period during which it was not followed, the reasons for not doing so and any alternative governance practices that have been adopted in lieu of the recommendation.

This Corporate Governance Statement was prepared in accordance with ASX Listing Rule 4.7. Total Brain's Board of Directors has recently reviewed the recommendations and approved the Company's Corporate Governance Statement as at 28 August 2020. In many cases Total Brain was already achieving the standard required. In other cases the Company has considered other arrangements to enable compliance. In a limited number of instances, Total Brain has determined not to meet the standard set out in the recommendations, largely due to the recommendation being considered by the Board to be unduly onerous and costly for a company of its size. The Board has approved and adopted policies and charters with which Directors and management are required to comply, and which contain the information recommended by the ASX. The Company's written policies on corporate governance matters are included in its Corporate Governance Compliance Manual, which can be found on Total Brain's website at <https://www.totalbrain.com/investors/>. The following section sets out the Company's position relative to each of the eight principles contained in the ASX Corporate Governance Council's third edition publication.

Principle 1: Lay solid foundations for management and oversight

Total Brain has disclosed the respective roles and responsibilities of its Board and management, including those matters expressly reserved to the Board and those delegated to management.

The roles and responsibilities of the Company's Board include:

- ensuring that Total Brain conducts itself with the highest ethical standards. All Directors and employees are expected to act with integrity and objectivity, striving at all times to enhance the reputation and performance of the Company;
- overseeing and monitoring organisational performance, including assessing risk, on behalf of Total Brain's shareholders;
- reviewing and approving corporate strategies, the annual budget, and financial and business plans;
- monitoring financial performance, including approval of the annual and half-year financial reports, and liaising with the Company's Auditor;
- appointing and assessing the performance of the CEO and the other members of the senior management team;
- ensuring that there are effective management processes in place and approving major corporate initiatives; and
- enhancing and protecting the reputation of Total Brain.

The roles and responsibilities of the Chairman include:

- formulating with the Board the vision and strategy of the Company, developing action plans to achieve this vision and reporting regularly to the Board on progress made;
- setting Board meeting agendas with the other Directors and Company Secretary, ensuring that Directors receive all relevant information needed, chairing meetings and dealing with conflicts;
- chairing the Annual General Meeting (AGM) and ensuring that shareholders have the opportunity to speak on relevant matters, ensuring that the audit partner attends;
- being the spokesperson on Total Brain matters;
- being the primary point of contact between the Board and external parties, keeping fully informed on major matters; and
- initiating Board and Committee performance appraisals, ensuring that agreed composition is maintained and Director induction plans are in place.

The CEO's roles and responsibilities include:

- providing leadership to the management team and employees, appointing and negotiating terms of employment of senior staff members (with Board approval where necessary), developing a succession plan, and ensuring procedures are in place for education and training to ensure compliance with laws and policies. The process for evaluating the performance of executives and staff members has been developed by the CEO, the Board and the Remuneration Committee;
- the successful implementation of the Company's product commercialisation;
- bringing matters requiring review / approval to the Board, advising them on the changes in Brain Resource's risk profile, providing certification regarding the financial statements for the quarterly, half-year and annual reports, reporting to the Board on a monthly basis the performance of the Company and ensuring the education of the Directors on relevant matters; and
- working with the Board to refine and implement the vision and strategy of Total Brain, and the action plans to achieve this vision, and reporting regularly to the Board on progress in this regard.

The roles and responsibilities of management include:

- the operation and administration of the Company, as delegated by the Board;
- implementing the strategic objectives of Total Brain and operating within the risk appetite set by the Board;
- complying with all other aspects of the day-to-day running of the Company; and
- providing the Board with accurate, timely and clear financial and other information to enable the Board to perform its responsibilities.

Total Brain undertakes appropriate checks before proposing and appointing a person, or putting forward to shareholders a candidate for election, as a Director, and provides shareholders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a Director. The Company has a written agreement with each Director and senior executive setting out the terms of their appointment. The Company Secretary of Total Brain is accountable directly to the Board, through the Chairman, on all matters to do with the proper functioning of the Board.

The Company has established a policy concerning trading in the Company's securities by directors, employees and associates.

A copy of the Company's securities trading policy can be found on the Total Brain's website at <https://www.totalbrain.com/investors/>.

The Company has a Diversity Policy, which includes requirements for the Board to set measurable objectives for achieving gender diversity, and to assess annually both the objectives and Total Brain's

progress in achieving them. The Company has disclosed its Diversity Policy, which can be found in its Corporate Governance Compliance Manual on the Company's website at <https://www.totalbrain.com/investors/>. Total Brain has not disclosed, as at the end of each reporting period, the measurable objectives for achieving gender diversity set by the Board in accordance with the Company's Diversity Policy or its progress towards achieving them. Total Brain has not set formal measurable objectives at this stage, but continues to be in a dynamic growth phase. As it builds its US presence and the size of the organisation increases, and when it achieves certain outstanding regulatory approvals, the Company will be in a better position to accurately set and state specific objectives that are appropriate, aligned and achievable. At least once every 12 months the Board and / or Remuneration Committee reviews the Diversity Policy, including the diversity objectives, and will in future review the progress on the achievement of the diversity objectives. Total Brain respects the diversity of all its employees, consultants and contractors, and cultivates an environment of fairness, respect and equal opportunity. As at the end of the last reporting period, the respective proportions of men and women on the Board, in senior executive positions and across the whole organisation are five men and no women on the Board, there are five men in senior executive positions and three women. The Company defines "senior executive" for these purposes as the directors, the CEO, the Chief Science Officer and the VP of Finance further information of which can be found in the Remuneration Report section of the Annual Report.

Total Brain has a process for periodically evaluating the performance of the Board, its committees and individual Directors using evaluation questionnaires, and a process for evaluating senior executives. When the Board questionnaire is completed it is anonymously tabulated and the results are discussed at the following Board meeting. In relation to the recent reporting period, an informal performance evaluation was undertaken in accordance with that process. The members of the Board agree that, at the current stage of the Company's development, it has an appropriate balance of experienced Directors and senior executives. The Board periodically reviews its composition to determine whether its membership is appropriate to support the expected future business development. The Board of Directors of Total Brain believes it is important that it review its own performance and that of its committees, with a view to achieving a high level of performance by the Board. Directors may at any time discuss with the Chairman any issue concerning Board performance. All one-on-one discussions are confidential, unless otherwise agreed by the Director concerned. The Board may engage external consultants to: evaluate its performance in accordance with this policy; implement recommendations made by the Board as a result of any evaluation; and suggest or provide appropriate training or courses for the Board or certain Directors. The Company's Board has a small management team reporting to it, which allows for open dialogue consistent with Total Brain's size and type.

Principle 2: Structure the Board to add value

The Board of the Company does not have a nomination committee. The Board takes the view that because of the small size of Total Brain and its limited financial capacity, there is no added benefit that will accrue at this stage from compliance with the requirement to have a separate nomination committee and, accordingly, the Board carries out the functions of a nomination committee. The processes the Company employs to address Board succession issues, and to ensure that the Board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively include discussing the current structure and potential new Directors at Board meetings and with Total Brain's advisors. The Company also has, and reviews, a Board skills matrix setting out the mix of skills and diversity that the Board currently has in its membership.

The Directors considered by the Board to be Independent Directors during the recent reporting period were: Mr Ajay Arora (until 13 January 2020), Mr Matthew Morgan and Mr David Torrible and Mr David Daglio (appointed 13 January 2020).

A majority of the Board of Total Brain is made up of Independent Directors. The Chairman of the Board of the Company is not an Independent Director but the Board considers the wealth of knowledge, expertise and leadership of Dr Evian Gordon is crucial to the Company in this stage for him to assume the

role of Chairman of the Board. As its next step towards compliance, the Board intends to consider its opportunities to appoint an independent chairman or an independent director as the deputy chair.

The Company has a programme for inducting new Directors. New and current Directors are provided with appropriate professional development opportunities to develop and maintain the skills and knowledge needed to perform their role as Directors effectively. This includes, in the case of a Director who does not have appropriate accounting skills or knowledge, the opportunity to develop the requisite accounting standards training needed to perform their financial review role as Directors effectively. Total Brain has sought to maintain a Board with a common vision and complementary relevant experience. Each Director of the Company has the right to seek independent professional advice at the expense of Total Brain. This requires the prior approval of the Chairman, but will not be unreasonably withheld.

Principle 3: Act ethically and responsibly

The Company has a Corporate Code of Conduct for its Directors, senior executives and employees to guide compliance with legal and other obligations and has disclosed that Code in its Corporate Governance Compliance Manual on its website at <https://www.totalbrain.com/investors/>. The Board of Directors continues to review the Code and Total Brain's situation to determine if it contains the most appropriate and effective operational procedures for a company of its size. The Company believes that good corporate governance depends on the personal integrity of those on its Board and in management, and clearly articulates in its Corporate Code of Conduct what it regards as acceptable business practices for its Directors, senior executives and employees. Total Brain's Corporate Code of Conduct is a meaningful statement of its core values and is promoted as such across the organisation and is reinforced by proper training and proportionate disciplinary action if it is breached.

In addition, during the period the Board adopted a Whistleblower Policy the object of which is to provide a Whistleblower reporting regime, and protection for Whistleblowers. A copy of the Whistleblower policy can be found on the Company's website at <https://www.totalbrain.com/investors/>.

Principle 4: Safeguard integrity in corporate reporting

The Board of the Company has an Audit Committee that commenced the recent reporting period with Mr Matthew Morgan (Committee Chairman) and Mr David Torrible, both independent non-executive Directors. The Audit Committee did not comply with the recommendation that it should have at least three members. This continues to be reviewed by Total Brain, but alternatives are limited due to the size constraints of the Company and Board (three non-Executive Directors). The Audit Committee does, however, comply with the recommendation that it be chaired by an Independent Director who is not the chair of the Board. The Audit Committee has a formal charter that sets out the Committee's role, responsibilities, composition, structure and membership requirements, which is disclosed in its Corporate Governance Compliance Manual in the Company website at <https://www.totalbrain.com/investors/>. The Audit Committee has disclosed the relevant qualifications and experience of the members of the Committee on its website in the Investors section and in its Annual Report. In relation to the last reporting period, the Audit Committee met four times and all members attended these meetings, and this has also been disclosed in the Report of the Directors section of the Annual Report.

The Board of the Company receives from its CEO and VP of Finance (before it approves Total Brain's financial statements for a financial period) a declaration that, in their opinion, the financial records of the Company have been properly maintained, and that the financial statements comply with the appropriate accounting standards. The declaration also states that the financial statements give a true and fair view of the financial position and performance of Total Brain, and that this opinion has been formed on the basis of a sound system of risk management and internal control, which is operating effectively.

The Company ensures that its external Auditor attends its AGM and is available to answer questions from security holders relevant to the audit, and this has been supported by Total Brain's audit partner

at Grant Thornton. The Company recognises that the opportunity for security holders to question Total Brain's external Auditor at the AGM is an important safeguard for the integrity of the corporate reporting process. The Audit Committee members, who are suitably qualified in financial matters, meet with the Company's external Auditor at least once during each half-year, and report back to the Board prior to the finalisation of the financial statements and prior to the signing of the Audit Report.

Principle 5: Make timely and balanced disclosure

Total Brain has adopted a new continuous disclosure policy in March 2020, a written policy for complying with its continuous disclosure obligations under the ASX Listing Rules and discloses that policy in its Corporate Governance section in its website at <https://www.totalbrain.com/investors/>. The Board is very aware of the ASX's continuous disclosure requirements, and operates in an environment where strong emphasis is placed on full and appropriate disclosure to the market. Written systems ensure accountability at a senior management level for that compliance. A regular review takes place to ensure compliance with ASX Listing Rule 3.1, which requires a listed entity, subject to certain exceptions, to disclose to ASX immediately any information concerning it that a reasonable person would expect to have a material effect on the price or value of its securities. The Company's policy is directed to ensuring that it complies with this obligation so that all investors have equal and timely access to material information concerning Total Brain, including its financial position, performance, ownership and governance. The Company maintains a register of matters considered for possible market disclosure.

Principle 6: Respect the rights of security holders

Total Brain provides information about itself and its governance to investors via its website. In the Investors section of the Company's website information and links can be found to Total Brain's corporate governance, including the names, qualifications and brief biographical information of its Directors and Company Secretary, Investor Communication presentations, the Corporate Governance Compliance Manual (containing the charters of each of its Board Committees and other corporate governance policies and materials) and the Corporate Governance Statement, as well as links to the Company's ASX announcements, Annual Reports and interim reports, and Investor Contact information (including contact details for its share registry). Information is also provided on Total Brain's website about the Company's main products, being MyBrainSolutions and iSPOT, and a Publications link is provided that lists academic papers in peer-reviewed scientific journals that Total Brain has either published or directly contributed to. A Contact Us link, with information on Total Brain's USA and Australian offices, as well as enquiry details, is also provided.

The Company has designed and implemented an investor relations programme to facilitate effective two-way communication with investors, which includes actively engaging with security holders at the AGM, meeting with them upon request and responding to any enquiries they may make from time-to-time. When analysts are briefed on aspects of Total Brain's operations, new material used in the presentation is released to the ASX and is also posted under Investor Communication in the Investors section of the Company's website. Total Brain's investor relations programme is tailored to the individual circumstances of the Company, and allows investors and other financial market participants to gain a greater understanding of Total Brain's business, governance, financial performance and prospects.

The Company has policies and processes in place to facilitate and encourage participation at meetings of shareholders and they are disclosed in its Corporate Governance Compliance Manual. Security holders can provide questions or comments ahead of these meetings. Written policies that Total Brain has made on shareholders participation at meetings cover disclosure of price-sensitive information and ensure that the requirements of continuous disclosure are met. These written policies and procedures are designed to enable appropriate communication with, and participation by, shareholders. The Company views its meetings of shareholders as an important forum for two-way communication between Total Brain and its shareholders. They provide an opportunity for the Company to impart to shareholders a greater understanding of its business, governance, financial performance and prospects, as well as to discuss areas of concern or interest to the Board and

management. These meetings also provide an opportunity for shareholders to express their views to the Board and management about any areas of concern or interest for them.

Total Brain gives security holders the option to receive communications from, and send communications to, the Company and its share registry electronically via the Investor Contact part of the Investors section of its website and on the Contact Us link. Total Brain recognises that many security holders appreciate the speed, convenience and environmental friendliness of electronic communications, compared with more traditional methods of communication.

Principle 7: Recognise and manage risk

The Company has established an Audit and Risk Committee to oversee Total Brain's risk management framework. Risk management arrangements are the responsibility of the Board and senior management collectively. Company and business risk factors are an agenda item at each Board meeting, and the CEO and VP of Finance periodically reported to the Board on risk management, internal controls and the Company's insurance programme. The Audit and Risk Committee also includes risk management as an agenda item periodically. Under the Corporations Act, Total Brain is required to include in the operating and financial review in the Directors' Report of its Annual Report, a discussion of the main internal and external risk sources that could adversely affect the Company's prospects for future financial years.

The Board reviews Total Brain's risk management framework periodically to satisfy itself that it continues to be sound, and discloses, in relation to each reporting period, whether such a review has taken place. This review has taken place in the recent reporting period and the Board is satisfied that it is operating within the risk appetite that it has set for itself. The insights that the Company has gained from this latest review confirm the suitability of Total Brain's risk management framework based on its current scale of activities and no changes were required to be made to its risk management framework as a result of this review. The Audit Committee also periodically checks the Company is operating in accordance with the risk register and the level of associated risk which is agreed by the Board is reflected in the charter of the Audit and Risk Committee.

Total Brain does not have an internal audit function. The processes the Company employs for evaluating and continually improving the effectiveness of its risk management and internal control processes include a review of its actual versus budget variances in revenue and expenses by the Board. The Chairman of the Audit Committee periodically reviews Total Brain's controls to ensure that the necessary procedures have been followed.

The Company believes that it does not have any material exposure to economic, environmental or social sustainability risks. Total Brain operates with a long-term perspective in order to achieve a level of economic growth utilising the experience of a Board of Directors who have achieved success in business at a senior executive level. The Company has a goal of not compromising the health of the ecosystems in which it operates over the long term. Total Brain has worked, and continues to work, in a manner that meets accepted social norms and needs, and intends to continue to do so into the future. The Company has not identified any potential material sustainability risks. Total Brain believes that how it conducts its business activities impacts directly on a range of stakeholders, including security holders, employees, customers, suppliers, creditors, consumers, governments and the local communities in which it operates. The Company understands that whether or not it does so sustainably can impact in the longer term on society and the environment. Total Brain's business, in essence, aims to address certain environmental, social sustainability and economic risks, as it responds to the mainstream demand for brain products that empower people's lives. The Company has established the first and largest international human brain database to make sense of the brain's complexities and provide a coherent model for measuring brain health. Total Brain empowers clinicians, employers, researchers, pharmaceutical companies, health plans and individuals with access to personalised, validated and actionable data. The Company creates brain products for everyday life that help people train for peak brain health and fitness, reduce stress simply and objectively, provide rapid assessment of brain strengths and weaknesses, and enable landmark tests to predict treatment in Depression and ADHD. By assisting people with such tools that aim to benefit

their mental wellbeing, Total Brain is in turn helping people to be more likely to function well and stay in employment, which has an impact on the economy, as well as sustaining the social fabric of society. The Company's leadership team brings with it decades of experience in the fields of Integrative Neuroscience, Finance, Health Care Provision, Genetics, and Product and Business Development. Total Brain has a global network of academics, scientists, researchers and leading universities, which keeps its support network widespread and less volatile. The Company's products meet the growing need for brain solutions for a wide range of users, including consumers, corporates, clinicians and research.

Principle 8: Remunerate fairly and responsibly

The Board of Total Brain has a Remuneration Committee, which has the recommended minimum of three members. During the reporting period, the Remuneration Committee now comprises three Independent Directors as members, Mr David Torrible (Committee Chairman), Mr Matthew Morgan (Member) and Mr David Daglio (Member). The Company has disclosed the charter of this Committee in the Corporate Governance Compliance Manual in the Investors section of Total Brain's website at <https://www.totalbrain.com/investors/>, where it clearly sets out its role and confers on it all necessary powers to perform that role. This includes the right to interview management, obtain information and seek advice from external consultants or specialists where the Committee considers that necessary or appropriate. As at the end of each reporting period, the Remuneration Committee discloses in the Report of Directors in the Company's Annual Report, the number of times the Committee met throughout the period and the individual attendances of the members at those meetings. The Committee met two times during the last reporting period. The Directors believe that the size of Total Brain makes individual salary negotiation more appropriate than formal remuneration policies. The Company's Remuneration Committee determines remuneration levels on an individual basis. The role of the Remuneration Committee is: to review and make recommendations to the Board in relation to Total Brain's remuneration framework for Directors, including the process by which any pool of Directors' Fees approved by security holders is allocated to Directors; the remuneration packages to be awarded to senior executives; equity-based remuneration plans for senior executives and other employees; superannuation arrangements for Directors, senior executives and other employees; and whether or not there is any gender or other inappropriate bias in remuneration for Directors, senior executives or other employees.

In order to facilitate an open dialogue with its security holders on remuneration matters, the Company clearly articulates and separately discloses its respective remuneration policies and practices regarding the remuneration of Non-Executive Directors on the one hand, and the remuneration of Executive Directors and other senior executives on the other. Those policies and practices appropriately reflect the different roles and responsibilities of Non-Executive Directors compared with Executive Directors and other senior executives. The disclosures regarding the remuneration of Executive Directors and other senior executives include a summary of Total Brain's policies and practices regarding performance-based remuneration. In accordance with Corporations Act requirements, the Company makes detailed disclosure of the fees or salaries paid to all Directors in the Remuneration Report section of its Annual Report, which is subject to an advisory vote by security holders and a "two-strikes rule". Non-Executive Directors are remunerated by way of fees.

Under the ASX Listing Rules, Total Brain is required to obtain security holder approval for the issue of securities to Directors or their associates under any equity-based incentive scheme. The Company is not required under the Corporations Act or the ASX Listing Rules to obtain security holder approval for an equity-based incentive scheme involving the issue of securities to senior executives or other employees who are not Directors. Total Brain has an equity-based remuneration scheme and the Company's policy is that it does not permit participants in the scheme to enter into transactions (whether through the use of derivatives or otherwise) that limit the economic risk of participating in the scheme. The rules of the Employee Share Option Plan were set out in the Notice of Extraordinary General Meeting released to ASX on 6 July 2020. The Corporations Act prohibits the key management personnel of ASX-listed companies established in Australia, or closely-related parties of such personnel, from entering into arrangements that would have the effect of limiting their

exposure to risks relating to an element of their remuneration that either has not vested or has vested but remains subject to a holding lock.