

# Appendix 3Y

## Change of Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/9/2001. Amended 01/01/11

<b>Name of Entity:</b>	Total Brain Limited (ASX: TTB)
<b>ABN:</b>	24 094 069 682

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director:</b>	Matthew Morgan
<b>Date of Last Notice:</b>	19 July 2021

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or Indirect Interest	Indirect														
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Director Related Entity														
Date of change	19 August 2021														
No. of securities held prior to change	<table><tr><td></td><td>Shares</td><td>Options</td></tr><tr><td>Direct</td><td>-</td><td>425,000</td></tr><tr><td>Indirect</td><td>449,724</td><td>-</td></tr><tr><td>Total</td><td>449,724</td><td>425,000</td></tr></table>				Shares	Options	Direct	-	425,000	Indirect	449,724	-	Total	449,724	425,000
	Shares	Options													
Direct	-	425,000													
Indirect	449,724	-													
Total	449,724	425,000													
Class	a) Fully Paid Ordinary Shares (TTB) b) Listed Options (TTBO)														
Number acquired	<table><tr><td></td><td>Shares</td><td>Options</td></tr><tr><td>Direct</td><td>-</td><td>-</td></tr><tr><td>Indirect</td><td>a) 64,246</td><td>b) 32,123</td></tr><tr><td>Total</td><td>64,246</td><td>32,123</td></tr></table>				Shares	Options	Direct	-	-	Indirect	a) 64,246	b) 32,123	Total	64,246	32,123
	Shares	Options													
Direct	-	-													
Indirect	a) 64,246	b) 32,123													
Total	64,246	32,123													
Number disposed	<table><tr><td></td><td>Shares</td><td>Options</td></tr><tr><td>Direct</td><td>-</td><td>-</td></tr><tr><td>Indirect</td><td>-</td><td>-</td></tr><tr><td>Total</td><td>-</td><td>-</td></tr></table>				Shares	Options	Direct	-	-	Indirect	-	-	Total	-	-
	Shares	Options													
Direct	-	-													
Indirect	-	-													
Total	-	-													

<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	a) \$0.26 per share b) Free attaching options to Entitlement Offer as per the Prospectus announced on 21 July 2021.												
<b>No. of securities held after change</b>	<table><tr><td></td><td><b>Shares</b></td><td><b>Options</b></td></tr><tr><td>Direct</td><td>-</td><td>425,000</td></tr><tr><td>Indirect</td><td>513,970</td><td>32,123</td></tr><tr><td><b>Total</b></td><td><b>513,970</b></td><td><b>457,123</b></td></tr></table>		<b>Shares</b>	<b>Options</b>	Direct	-	425,000	Indirect	513,970	32,123	<b>Total</b>	<b>513,970</b>	<b>457,123</b>
	<b>Shares</b>	<b>Options</b>											
Direct	-	425,000											
Indirect	513,970	32,123											
<b>Total</b>	<b>513,970</b>	<b>457,123</b>											
<b>Nature of change</b> Example: On-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	a & b) Entitlement Offer as per the Prospectus announced on 21 July 2021.												

## Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of “notifiable interest of a director” should be disclosed in this part.

<b>Detail of contract</b>	N/A
<b>Nature of interest</b>	N/A
<b>Name of registered holder (if issued securities)</b>	N/A
<b>Date of change</b>	N/A
<b>No. and class of securities to which interest related prior to change</b> Note: Details are only required for a contract in relation to which the interest has changed	N/A
<b>Interest acquired</b>	N/A
<b>Interest disposed</b>	N/A
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	N/A
<b>Interest after change</b>	N/A

## Part 3 – +Closed period

<b>Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?</b>	No
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	N/A
<b>If prior written clearance was provided, on what date was this provided?</b>	N/A



**The CFO Solution**