



5 September 2022

Australian Securities Exchange (ASX) Announcement

SONDERMIND TRANSACTION TIMING UPDATE

Total Brain Limited (**Total Brain**, **TTB** or the **Company**) (ASX: TTB) provides an update to the proposed timetable of events relating to the asset sale agreement (**Sale Agreement**) entered into between Total Brain and SonderMind Inc. (**SonderMind**) pursuant to which SonderMind has agreed to purchase substantially all of the assets of the business of the Company and its subsidiaries (**Proposed Transaction**) announced to the ASX on 5 August 2022 (**Announcement**).

The Proposed Transaction is subject to a number of conditions as set out in the Announcement, including the Company obtaining shareholder approval of the Proposed Transaction for the purposes of ASX listing rule 11.2 at an extraordinary general meeting and the provision to shareholders of an independent expert's report opining on whether the Proposed Transaction is in the best interests of TTB shareholders. Additional details of the Proposed Transaction (including the expected net proceeds available for distribution to TTB shareholders) will be contained in the notice of meeting.

TTB shareholders are encouraged to participate in the extraordinary general meeting after having carefully considered the notice of meeting and the independent expert's report.

TTB directors unanimously recommend that all TTB shareholders vote in favour of the Proposed Transaction, and each director intends to vote all TTB shares held or controlled by them (comprising approximately 13% of the Company's shares) in favour of the Proposed Transaction, subject to the independent expert concluding that the Proposed Transaction is in the best interests of TTB shareholders and in the absence of a 'Superior Proposal'¹.

Proposed timetable²

Event	Date (2022)
Announcement of Proposed Transaction	5 August
Notice of Meeting and Independent Expert's Report sent to shareholders	Week commencing 19 September
Extraordinary general meeting of TTB shareholders to consider the Proposed Transaction	From 19 October (approx. one calendar month after Notice dispatched)

¹ As defined in Annexure B of the Announcement.

² Tentative and subject to change



Completion of Proposed Transaction (subject to satisfaction or waiver of Conditions)	Late October
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Authorised for release to ASX by:

Matthew Morgan

Non-Executive Director
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For further queries please contact:

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About Total Brain Limited (ASX: TTB)

Total Brain Limited is a San Francisco and Sydney based applied, integrative neuroscience company that has developed and offers Total Brain, a SaaS-based mental health platform powered by the largest standardized brain database. Its SaaS platform has helped more than 1 million registered users to-date scientifically measure and optimize their brain capacities while managing the risk of common mental conditions. Benefits for providers include improved patient outcomes, tracking of evidence-based outcomes across the continuum of care, and a reduction in clinician fatigue. Benefits for employers and payers include better mental healthcare access, lower costs and higher productivity. For more information, please visit www.totalbrain.com and follow us on [Twitter](#), [LinkedIn](#) and [Facebook](#).