



31 October 2022

Australian Securities Exchange (ASX) Announcement

SATISFACTION OF CONDITIONS PRECEDENT AND TRANSACTION TIMING UPDATE

Total Brain Limited (**Total Brain** or the **Company**) (ASX: TTB) provides the following update in relation 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**).

Total Brain advises that, earlier today, shareholders approved the Proposed Transaction in accordance with ASX Listing Rule 11.2. Accordingly, all Conditions which are capable of satisfaction prior to completion under the Sale Agreement have now either been satisfied or are proposed to be waived.

Completion of the Proposed Transaction is expected to occur on 1 November 2022 and the Company will confirm to ASX when this has occurred.

Authorised for release to ASX by:

Matthew Morgan

Non-Executive Director

Total Brain Limited

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](#).