

19 July 2021

Australian Securities Exchange (ASX) Announcement

### **Correction to Director's Interests**

Total Brain Limited (ASX: TTB, Total Brain or the Company) confirms the attached changes to Director's interests of Evian Gordon and Matthew Morgan.

The two attached Appendix 3Ys correct the previous Appendix 3Y lodged for Matthew Morgan on 23 May 2019 and Evian Gordon on 18 September 2020.

As part of the Company's review of its corporate governance procedures, the internal review process has identified that four historic transactions in 2012, 2014, 2015 and 2018 relating to indirect holdings had been omitted.

The Company confirms that it is aware of its listing rule obligations in relation to these disclosures and specifically listing rules 3.19A and 3.19B. The Company makes the following statements about the attached Appendix 3Ys:

- 1) The Appendix 3Ys are being filed to correct an administrative oversight;
- 2) The Company has informed all Directors of the disclosure requirements set out in listing rules 3.19A, 3.19B and s205G of the Corporations Act. This requirement is also documented in the Company's Securities Trading Policy, available on the Company's website; and
- 3) The Company is confident that the arrangements it currently has in place are adequate to ensure ongoing compliance with listing rule 3.19B.

-ENDS-

Authorised by Nathan Jong, Company Secretary

# 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>	Evian Gordon
<b>Date of Last Notice:</b>	18 September 2020

### 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) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Director Related Entity														
Date of change	a) 19 March 2012 b) 22 September 2014 c) 29 December 2015														
No. of securities held prior to change	<table><tr><td></td><td>Shares</td><td>Options</td></tr><tr><td>Direct</td><td>1,124,025</td><td>1,205,156</td></tr><tr><td>Indirect</td><td>177,850</td><td>-</td></tr><tr><td>Total</td><td>1,301,875</td><td>1,205,156</td></tr></table>				Shares	Options	Direct	1,124,025	1,205,156	Indirect	177,850	-	Total	1,301,875	1,205,156
	Shares	Options													
Direct	1,124,025	1,205,156													
Indirect	177,850	-													
Total	1,301,875	1,205,156													
Class	a) to c) Fully paid ordinary shares														
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) 381 b) 6,000 c) 7,500</td><td>-</td></tr><tr><td>Total</td><td>13,881</td><td>-</td></tr></table>				Shares	Options	Direct	-	-	Indirect	a) 381 b) 6,000 c) 7,500	-	Total	13,881	-
	Shares	Options													
Direct	-	-													
Indirect	a) 381 b) 6,000 c) 7,500	-													
Total	13,881	-													
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) \$9,588 b) \$15,000 c) \$15,000		
<b>No. of securities held after change</b>		<b>Shares</b>	<b>Options</b>
	Direct	1,124,025	1,205,156
	Indirect	191,731	-
	<b>Total</b>	<b>1,315,756</b>	<b>1,205,156</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) On-Market Trade. b) & c) Issue of securities under Securities Purchase Plan.		

## 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**

# Appendix 3Y

## Change of Director's Interest Notice

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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>	23 May 2019

### 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) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Director Related Entity														
Date of change	13 March 2018														
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>444,723</td><td>-</td></tr><tr><td>Total</td><td>444,723</td><td>425,000</td></tr></table> <p><i>* Reflect the 10:1 share consolidation completed in January 2020. The Options balance excludes the expired options.</i></p>				Shares*	Options*	Direct	-	425,000	Indirect	444,723	-	Total	444,723	425,000
	Shares*	Options*													
Direct	-	425,000													
Indirect	444,723	-													
Total	444,723	425,000													
Class	Fully paid ordinary shares														
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>5,001</td><td>-</td></tr><tr><td>Total</td><td>5,001</td><td>-</td></tr></table>				Shares	Options	Direct	-	-	Indirect	5,001	-	Total	5,001	-
	Shares	Options													
Direct	-	-													
Indirect	5,001	-													
Total	5,001	-													
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	-	-													

+ See chapter 19 for defined terms.  
01/01/2011

<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	\$0.497 per share		
<b>No. of securities held after change</b>		<b>Shares</b>	<b>Options</b>
	Direct	-	425,000
	Indirect	449,724	-
	<b>Total</b>	<b>449,724</b>	<b>425,000</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	On-Market Trade.		

## 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