



## Announcement Summary

### Entity name

TOTAL BRAIN LIMITED

### Date of this announcement

Monday April 11, 2022

### The +securities the subject of this notification are:

☒ Other

### Total number of +securities to be issued/transferred

ASX +security code	Security description	Total number of +securities to be issued/transferred	Issue date
New class - code to be confirmed	Convertible notes	1,278,485	08/04/2022

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

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**1.1 Name of entity**

TOTAL BRAIN LIMITED

We (the entity named above) give notice of the issue, conversion or payment up of the following unquoted +securities.

**1.2 Registered number type**

ACN

**Registration number**

094069682

**1.3 ASX issuer code**

TTB

**1.4 The announcement is**

☒ New announcement

**1.5 Date of this announcement**

11/4/2022



## Part 2 - Issue details

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### 2.1 The +securities the subject of this notification are:

☒ Other

#### Please specify

Unquoted convertible notes announced in Appendix 3B on 5 April 2022

### 2.2a This notification is given in relation to an issue of +securities in a class which is not quoted on ASX and which:

☒ does not have an existing ASX security code ("new class")



Part 3C - number and type of +securities the subject of this notification (new class) where issue has not previously been notified to ASX in an Appendix 3B

**New +securities****ASX +security code**

New class - code to be confirmed

**+Security description**

Convertible notes

**+Security type**

+Convertible debt securities

**ISIN code****Date the +securities the subject of this notification were issued**

8/4/2022

**Will all the +securities issued in this class rank equally in all respects from their issue date?**☒ Yes**Have you received confirmation from ASX that the terms of the +securities are appropriate and equitable under listing rule 6.1?**☒ No**Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities being issued.**[https://cdn-api.markitdigital.com/apiman-gateway/ASX/asx-research/1.0/file/2924-02507035-2A1367035?access\\_token=83ff96335c2d45a094df02a206a39ff4](https://cdn-api.markitdigital.com/apiman-gateway/ASX/asx-research/1.0/file/2924-02507035-2A1367035?access_token=83ff96335c2d45a094df02a206a39ff4)**+Convertible debt securities Details****Type of +security**

Convertible note or bond

**+Security currency**

AUD - Australian Dollar

**Face value**

AUD 1.00000000

**Interest rate type**

Fixed rate

**Frequency of coupon/interest payments per year**

No coupon/interest payments

**s128F of the Income Tax Assessment Act status applicable to the +security**

s128F exemption status unknown

**Is the +security perpetual (i.e. no maturity)?**☒ No



Maturity date

8/10/2023

## Select other feature(s) applicable to the +security

☒ Convertible

Is there a first trigger date on which a right of conversion, redemption, call or put can be exercised (whichever is first)?

☒ No

Details of the existing class of +security that will be issued if the securities are converted, transformed or exchanged

Other

## Description

TTB Ordinary Fully Paid

Any other information the entity wishes to provide about the +securities the subject of this notification

Please provide any further information needed to understand the circumstances in which you are notifying the issue of these +securities to ASX, including why the issue of the +securities has not been previously announced to the market in an Appendix 3B

Unquoted convertible notes announced in Appendix 3B on 5 April 2022

## Issue details

## Number of +securities

1,278,485

## Were the +securities issued for a cash consideration?

☒ Yes

In what currency was the cash consideration being paid?

AUD - Australian Dollar

What was the issue price per +security?

AUD 1.00000000

## Purpose of the issue

To fund the retirement of debt



## Part 4 - +Securities on issue

Following the issue, conversion or payment up of the +securities the subject of this application, the +securities of the entity will comprise:  
(A discrepancy in these figures compared to your own may be due to a matter of timing if there is more than one application for quotation/issuance currently with ASX for processing.)

## 4.1 Quoted +Securities (Total number of each +class of +securities quoted)

ASX +security code and description	Total number of +securities on issue
TTB : ORDINARY FULLY PAID	133,391,131
TTBO : OPTION EXPIRING 19-AUG-2022	12,543,626

## 4.2 Unquoted +Securities (Total number of each +class of +securities issued but not quoted on ASX)

ASX +security code and description	Total number of +securities on issue
TTBAD : OPTION EXPIRING 16-JAN-2024 EX 45C	206,612
TTBAF : OPTION EXPIRING 15-NOV-2024 EX \$0.80	50,000
TTBAG : OPTION EXPIRING 17-DEC-2024 EX \$1.00	24,000
TTBAH : OPTION EXPIRING 10-FEB-2025 EX \$1.00	50,000
TTBAC : OPTION EXPIRING VARIOUS DATES EX VARIOUS PRICES	24,107,873
New class - code to be confirmed : Convertible notes	1,278,485



Part 5 - Other Listing Rule requirements

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**5.1 Were the +securities issued under an exception in Listing Rule 7.2 and therefore the issue did not need any security holder approval under Listing Rule 7.1?**

☒ No

**5.2 Has the entity obtained, or is it obtaining, +security holder approval for the issue under listing rule 7.1?**

☒ No

**5.2b Are any of the +securities being issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?**

☒ Yes

**5.2b.1 How many +securities are being issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?**

10,931,974

**5.2c Are any of the +securities being issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?**

☒ No