



12 November 2021

Australian Securities Exchange (ASX) Announcement

Total Brain's CEO and Managing Director, Louis Gagnon, resigns

COO Matt Mund named Interim CEO

The board of directors of Total Brain announced that CEO and Managing Director Louis Gagnon resigns from both positions, effective today, for health reasons. Following his resignation, Mr Gagnon will continue to provide advisory services to the Company as set out in Appendix A.

“After contracting COVID earlier in the year, I have been dealing with the fallout of long-haul COVID symptoms. As we, at Total Brain, know well, sustained levels of acute stress led to health deterioration. Unfortunately, I am no exception, as the high stress levels of navigating a business through the challenges of a pandemic have exacerbated my health issues. It appears wise to give my body and mind a respite, at this point in time,” said Gagnon.

“Over the last 4 years, finding Product-Market Fit (PMF) and funding that process has proven to be arduous but also fruitful. We found 3 PMFs and now, as we are launching our first governmental customer under our IBM partnership, as we are fast discovering that we can power collaborative care in mental health clinical solutions, and as we are completing the direct-to-consumer deal discussed in our last investor communications, there is a sense, from where I sit, that TTB's vision will indeed materialize and translate into revenue growth for our investors,” added Gagnon.

“We will forever be grateful for the vision, culture, grit and leadership that Louis brought to this company and to the field of mental health at large. We wish him a fast recovery and are very happy to be in a position to continue to harness his skills and experience as we continue to execute our plan relentlessly”, said Dr Evian Gordon, MD PhD, Founder and Chairman of Total Brain. COO, Matt Mund, has been appointed Interim CEO whilst the Board considers a permanent replacement for the role.

“In assuming the role of Interim CEO at Total Brain, I look forward to continuing the focus on our key values and the dedication to creating growth and success for the company, our clients, users and shareholders. My colleagues and I thank Louis for his incredible contributions to Total Brain and we wish for him to rest and recover quickly,” said Matt Mund.

The Appendix 3Z for Mr Gagnon is attached.

This release has been approved by the Directors of the Company.



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 company that has developed and offers Total Brain, the world’s first mental health self-monitoring & self-care 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 employers, large organisations and insurers include productivity improvements and healthcare cost reduction. For more information, please visit www.totalbrain.com and follow us on [Twitter](#), [LinkedIn](#) and [Facebook](#)

Appendix A: Summary of material terms of Advisory Service Agreement

Commencement Date	12 November 2021
Term	The term of the Advisory Service Agreement is for 12 months from commencement date.
Services to be provided	As required by the Company and may include (but is not limited to) advice, communications, meeting participation, sales, partnership building, strategy sessions, problem solving sessions, internal or external representations, staff coaching and relationship management.
Advisory Fee	Nil
Bonus events	The agreement outlines various bonus events, including transactions related to licencing of iSpot, introduction of investors, introduction of change of control buyer, introduction of qualified customers, where the amount of the bonus is a percentage of the fees or proceeds introduced to the Company.
Termination	The Company may terminate the service agreement without notice and payment in certain circumstances, including for wilful misconduct or non-rectified breach of the service agreement.

Appendix 3Z

Final 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.

Name of entity	Total Brain Limited
ABN	24 094 069 682

We (the entity) give ASX the following information under listing rule 3.19A.3 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of director	Louis Gagnon
Date of last notice	24 August 2021
Date that director ceased to be director	12 November 2021

Part 1 – Director's relevant interests in securities of which the director is the registered holder

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.

Number & class of securities
619,718 Fully Paid Ordinary Share (TTB)
2,701,897 Unlisted Options*
*6,146,593 Unlisted Options have been cancelled in conjunction with Mr Gagnon's resignation as Managing Director and CEO on 12 November 2021.

+ See chapter 19 for defined terms.

Appendix 3Z

Final Director's Interest Notice

Part 2 – Director's relevant interests in securities of which the director is not the registered holder

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.

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

Name of holder & nature of interest	Number & class of securities
Note: Provide details of the circumstances giving rise to the relevant interest	
Nil	

Part 3 – Director's interests in contracts

Detail of contract	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
No. and class of securities to which interest relates	N/A

+ See chapter 19 for defined terms.