



22 October 2021

Ms Ramona Seeto
ASX Adviser, Listings Compliance
20 Bridge St
Sydney NSW 2000

Dear Ms Seeto

Brainchip Holdings Limited ('BRN'): Aware Query

Brainchip Holdings Limited (BRN or Company) refers to your letter of 21 October 2021 and provides the following responses:

- 1. Does BRN consider the Information to be information that a reasonable person would expect to have a material effect on the price of value of its securities?**

No

- 2. If the answer to question 1 is "no" please advise the basis for that view.**

While applications for patent protection are important to the Company as part of its strategy for the protection of its intellectual property. BRN does not consider that the grant of a patent in itself to be materially price sensitive information. Whilst the announcement was marked as market sensitive, this was an administrative error on release.

- 3. When did BRN first become aware of the Information?**

BRN first became aware of the issuance of the patent on 20 October 2021, noting that the patent was issued on 19 October 2021 in the United States and the recipients of the advice (being in Western Australia) became aware of the issuance on 20 October 2021, at approximately 12:30pm WST.



4. If the answer to question 1 is “yes” and BRN first became aware of the information before the relevant date, did BRN make any announcement prior to the relevant date which disclosed the information? If so, please provide details. If not, please explain why this information was not released to the market at an earlier time, commenting specifically on when you believe BRN was obligated to release the information under Listing Rules 3.1 and 3.1A and what steps BRN took to ensure that the information was released promptly and without delay.

Not Applicable

5. Please confirm that BRN is complying with the Listing Rules and , in particular, Listing Rule 3.1.

Confirmed

6. Please confirm that BRN’s responses to the questions above have been authorised and approved in accordance with its published continuous disclosure policy or otherwise by its board or an officer of BRN with delegated authority from the board to respond to ASX on disclosure matters.

Confirmed

Please do not hesitate to contact me should you wish to discuss further.

Yours sincerely

A handwritten signature in blue ink that reads "K. Clark".

Kim Clark
Company Secretary



21 October 2021

Reference: 41351

Ms Kim Clark
Head of Corporate Services, Queensland
Boardroom Pty Limited

By email: kim.clark@boardroomlimited.com.au

Dear Ms Clark

Brainchip Holdings Ltd ('BRN'): General – Aware Query

ASX refers to the following:

- A. BRN's announcement titled "US Patent Granted" lodged on the ASX Market Announcements Platform and released at 10:54 AM on 21 October 2021 (the 'Announcement'), disclosing that Patent US 11,151,441 "System and Method for Spontaneous Machine Learning and Feature Extraction" has been awarded by the US Patents and Trademarks Office to BRN ('Information').
- B. Listing Rule 3.1, which requires a listed entity to immediately give ASX any information concerning it that a reasonable person would expect to have a material effect on the price or value of the entity's securities.
- C. The definition of "aware" in Chapter 19 of the Listing Rules, which states that:

"an entity becomes aware of information if, and as soon as, an officer of the entity (or, in the case of a trust, an officer of the responsible entity) has, or ought reasonably to have, come into possession of the information in the course of the performance of their duties as an officer of that entity" and section 4.4 in Guidance Note 8 Continuous Disclosure: Listing Rules 3.1 – 3.1B "When does an entity become aware of information."

- D. Listing Rule 3.1A, which sets out exceptions from the requirement to make immediate disclosure, provided that each of the following are satisfied.

"3.1A Listing rule 3.1 does not apply to particular information while each of the following is satisfied in relation to the information:

3.1A.1 One or more of the following applies:

- It would be a breach of a law to disclose the information;*
- The information concerns an incomplete proposal or negotiation;*
- The information comprises matters of supposition or is insufficiently definite to warrant disclosure;*
- The information is generated for the internal management purposes of the entity; or*
- The information is a trade secret; and*

3.1A.2 The information is confidential and ASX has not formed the view that the information has ceased to be confidential; and

3.1A.3 A reasonable person would not expect the information to be disclosed."

- E. ASX's policy position on the concept of "confidentiality", which is detailed in section 5.8 of Guidance Note 8 *Continuous Disclosure: Listing Rules 3.1 – 3.1B*. In particular, the Guidance Note states that:

“Whether information has the quality of being confidential is a question of fact, not one of the intention or desire of the listed entity. Accordingly, even though an entity may consider information to be confidential and its disclosure to be a breach of confidence, if it is in fact disclosed by those who know it, then it ceases to be confidential information for the purposes of this rule.”

Request for information

Having regard to the above, ASX asks BRN to respond separately to each of the following questions and requests for information:

1. Does BRN consider the Information to be information that a reasonable person would expect to have a material effect on the price or value of its securities?
2. If the answer to question 1 is “no”, please advise the basis for that view.
3. When did BRN first become aware of the Information?
4. If the answer to question 1 is “yes” and BRN first became aware of the Information before the relevant date, did BRN make any announcement prior to the relevant date which disclosed the information? If so, please provide details. If not, please explain why this information was not released to the market at an earlier time, commenting specifically on when you believe BRN was obliged to release the information under Listing Rules 3.1 and 3.1A and what steps BRN took to ensure that the information was released promptly and without delay.
5. Please confirm that BRN is complying with the Listing Rules and, in particular, Listing Rule 3.1.
6. Please confirm that BRN’s responses to the questions above have been authorised and approved in accordance with its published continuous disclosure policy or otherwise by its board or an officer of BRN with delegated authority from the board to respond to ASX on disclosure matters.

When and where to send your response

This request is made under Listing Rule 18.7. Your response is required as soon as reasonably possible and, in any event, by no later than **9:00 AM AEDT Monday, 25 October 2021**. You should note that if the information requested by this letter is information required to be given to ASX under Listing Rule 3.1 and it does not fall within the exceptions mentioned in Listing Rule 3.1A, BRN’s obligation is to disclose the information ‘immediately’. This may require the information to be disclosed before the deadline set out in the previous paragraph and may require BRN to request a trading halt immediately.

Your response should be sent to me by e-mail at **ListingsComplianceSydney@asx.com.au**. It should not be sent directly to the ASX Market Announcements Office. This is to allow me to review your response to confirm that it is in a form appropriate for release to the market, before it is published on the ASX Market Announcements Platform.

Trading halt

If you are unable to respond to this letter by the time specified above, you should discuss with us whether it is appropriate to request a trading halt in BRN’s securities under Listing Rule 17.1. If you wish a trading halt, you must tell us:

- the reasons for the trading halt;
- how long you want the trading halt to last;
- the event you expect to happen that will end the trading halt;

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- that you are not aware of any reason why the trading halt should not be granted; and
 - any other information necessary to inform the market about the trading halt, or that we ask for.

We require the request for a trading halt to be in writing. The trading halt cannot extend past the commencement of normal trading on the second day after the day on which it is granted. You can find further information about trading halts in Guidance Note 16 *Trading Halts & Voluntary Suspensions*.

Suspension

If you are unable to respond to this letter by the time specified above, ASX will likely suspend trading in BRN's securities under Listing Rule 17.3.

Listing Rules 3.1 and 3.1A

In responding to this letter, you should have regard to BRN's obligations under Listing Rules 3.1 and 3.1A and also to Guidance Note 8 *Continuous Disclosure*: Listing Rules 3.1 – 3.1B. It should be noted that BRN's obligation to disclose information under Listing Rule 3.1 is not confined to, nor is it necessarily satisfied by, answering the questions set out in this letter.

Release of correspondence between ASX and entity

We reserve the right to release a copy of this letter, your reply and any other related correspondence between us to the market under listing rule 18.7A.

Questions

If you have any questions in relation to the above, please do not hesitate to contact me.

Yours sincerely

Ramona Seeto
Adviser, Listings Compliance (Sydney)