



Announcement Summary

Entity name

BRAINCHIP HOLDINGS LTD

Announcement Type

New announcement

Date of this announcement

Wednesday March 27, 2024

The +securities to be quoted are:

Other

Please refer to the response to Q2.3d for further information about the type of securities to be quoted and the circumstances of the issue.

Shares issued as a result of the issuance of a Capital Call Notice and as announced to ASX on 27/03/2024.

Total number of +securities to be quoted

ASX +security code	Security description	Number of +securities to be quoted	Issue date
BRN	ORDINARY FULLY PAID	40,000,000	27/03/2024

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of entity

BRAINCHIP HOLDINGS LTD

We (the entity named above) apply for +quotation of the following +securities and agree to the matters set out in Appendix 2A of the ASX Listing Rules.

1.2 Registered number type

ACN

Registration number

151159812

1.3 ASX issuer code

BRN

1.4 The announcement is

New announcement

1.5 Date of this announcement

27/3/2024



Part 2 - Type of Issue

2.1 The +securities to be quoted are:

Other

Please refer to the response to Q2.3d for further information about the type of securities to be quoted and the circumstances of the issue.

2.2 The +class of +securities to be quoted is:

Additional +securities in a class that is already quoted on ASX ("existing class")

2.3c Have these +securities been offered under a +disclosure document or +PDS?

No

2.3d Please provide any further information needed to understand the circumstances in which you are applying to have these +securities quoted on ASX, including why the issue of the +securities has not been previously announced to the market in an Appendix 3B

Shares issued as a result of the issuance of a Capital Call Notice and as announced to ASX on 27/03/2024.

2.4 Any on-sale of the +securities to be quoted within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:

The publication of a cleansing notice under section 708A(5), 708AA(2)(f), 1012DA(5) or 1012DAA(2)(f)



Part 3B - number and type of +securities to be quoted (existing class) where issue has not previously been notified to ASX in an Appendix 3B

Additional +securities to be quoted in an existing class

ASX +security code and description

BRN : ORDINARY FULLY PAID

Issue date

27/3/2024

Will the +securities to be quoted rank equally in all respects from their issue date with the existing issued +securities in that class?

Yes

Issue details

Number of +securities to be quoted

40,000,000

Are the +securities being issued for a cash consideration?

No

Please describe the consideration being provided for the +securities

Shares are issued for nil consideration per the Put Option Agreement and as announced to ASX on 27/03/2024

Please provide an estimate (in AUD) of the value of the consideration being provided per +security for the +securities to be quoted

0.330000

Any other information the entity wishes to provide about the +securities to be quoted

The estimate above is reflective of the closing price of shares traded on ASX on 26/03/2024

The purpose(s) for which the entity is issuing the securities

To raise additional working capital



Part 4 - Issued capital following quotation

Following the quotation of the +securities the subject of this application, the issued capital of the entity will comprise:

The figures in parts 4.1 and 4.2 below are automatically generated and may not reflect the entity's current issued capital if other Appendix 2A, Appendix 3G or Appendix 3H forms are currently with ASX for processing.

4.1 Quoted +securities (total number of each +class of +securities quoted on ASX following the +quotation of the +securities subject of this application)

ASX +security code and description	Total number of +securities on issue
BRN : ORDINARY FULLY PAID	1,845,948,017

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
BRNAJ : PERFORMANCE RIGHTS	4,796,018
BRNAD : OPTION EXPIRING VARIOUS DATES VARIOUS PRICES	63,451,314
BRNAM : RESTRICTED STOCK UNITS	37,552,741



Part 5 - Other Listing Rule requirements

5.1 Are the +securities being issued under an exception in Listing Rule 7.2 and therefore the issue does 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?

40,000,000

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)?

N/A