

**Form 604**Corporations Act 2001  
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme BrainChip Holdings LtdACN/ARSN 151 159 812**1. Details of substantial holder (1)**Name Anil Shamrao Mankar and Meena Anil Mankar as trustee for the Mankar Family TrustACN/ARSN (if applicable) N/A

There was a change in the interests of the substantial holder on

08/12/2020 and previously

The previous notice was given to the company on

08/04/2016

The previous notice was dated

27/05/2016**2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary shares	109,135,000	15.10%	115,589,833	7.17%

**3. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
Refer Appendix A					

**4. Present relevant interests**

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Anil Shamrao Mankar and Meena Anil Mankar as	Merrill Lynch (Australia) Nominees Pty Ltd	Anil Shamrao Mankar and Meena Anil Mankar as trustee of the Mankar Family	Registered Holder	115,589,833 Fully paid ordinary shares	115,589,833 (7.17%)

of the Mankar Family Trust					

### 5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	

### 6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Anil Shamrao Mankar and Meena Anil Mankar as trustee for the Mankar Family Trust	12 Arcata, Mission Miejo CA 92692 USA

### Signature

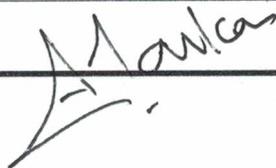
print name

Anil Mankar

capacity

TRUSTEE

sign here



date

12/12/2020

### DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
  - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.

- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

## Appendix A Form 604

Date of Change	Person Whose Relevant Interest Changed	Nature of Change	Consideration Given to Change	Class and Number of Securities (Fully Paid Ordinary Shares)	Person's Votes Effected	Persons Votes %
27/05/2016	Anil Shamrao Mankar and Meena Anil Mankar as trustee of the Mankar Family	N/A	Previous Declaration	N/A	109,135,000	15.10%
15/03/2018	Anil Shamrao Mankar and Meena Anil Mankar as trustee of the Mankar Family	Off Market Transfer and various share capital transactions	\$ 810,000.00	4500000	104,635,000	10.80%
10/12/2018	Anil Shamrao Mankar and Meena Anil Mankar as trustee of the Mankar Family	Conversion of Performance Rights	N/A	17,250,000	121,885,000	11.68%
19/07/2019	Anil Shamrao Mankar and Meena Anil Mankar as trustee of the Mankar Family	Rights Issue Dilution	N/A	N/A	121,885,000	9.67%
30/09/2019	Anil Shamrao Mankar and Meena Anil Mankar as trustee of the Mankar Family	Convertible Note Conversion Dilution	N/A	35,962,286	121,885,000	9.40%
22/10/2019	Anil Shamrao Mankar and Meena Anil Mankar as trustee of the Mankar Family Trust	Convertible Note Conversion Dilution	N/A	27,086,429	121,885,000	9.21%
23/12/2019	Anil Shamrao Mankar and Meena Anil Mankar as trustee of the Mankar Family Trust	Convertible Note Conversion Dilution	N/A	14,128,541	121,885,000	9.11%
30/03/2020	Anil Shamrao Mankar and Meena Anil Mankar as trustee of the Mankar Family Trust	Convertible Note Conversion Dilution	N/A	14,228,449	121,885,000	9.02%
16/04/2020	Anil Shamrao Mankar and Meena Anil Mankar as trustee of the Mankar Family Trust	Placement Dilution	N/A	103,958,000	121,885,000	8.37%
29/05/2020	Anil Shamrao Mankar and Meena Anil Mankar as trustee of the Mankar Family Trust	Convertible Note Conversion Dilution	N/A	8,193,479	121,885,000	8.33%
6/09/2020	Anil Shamrao Mankar and Meena Anil Mankar as trustee of the Mankar Family Trust	Vesting of Restricted Stock Units Dilution	N/A	2,950,000	121,885,000	8.31%
23/06/2000	Anil Shamrao Mankar and Meena Anil Mankar as trustee of the Mankar Family Trust	Convertible Note Conversion Dilution	N/A	8,312,757	121,885,000	8.26%
17/07/2020	Anil Shamrao Mankar and Meena Anil Mankar as trustee of the Mankar Family Trust	Vesting of Restricted Stock Units Dilution	N/A	50,000	121,885,000	8.26%
29/07/2020	Anil Shamrao Mankar and Meena Anil Mankar as trustee of the Mankar Family Trust	Options Exercise Dilution	N/A	6,000,000	121,885,000	8.23%
8/05/2020	Anil Shamrao Mankar and Meena Anil Mankar as trustee of the Mankar Family Trust	Options Exercise Dilution	N/A	6,000,000	121,885,000	8.20%
18/08/2020	Anil Shamrao Mankar and Meena Anil Mankar as trustee of the Mankar Family Trust	Options Exercise Dilution	N/A	9,868,796	121,885,000	8.14%
24/08/2020	Anil Shamrao Mankar and Meena Anil Mankar as trustee of the Mankar Family Trust	Share allotment Dilution	N/A	35,000,000	121,885,000	7.96%
26/08/2020	Anil Shamrao Mankar and Meena Anil Mankar as trustee of the Mankar Family Trust	Options Exercise Dilution	N/A	2,500,000	121,885,000	7.94%
27/08/2020	Anil Shamrao Mankar and Meena Anil Mankar as trustee of the Mankar Family Trust	Options Exercise Dilution	N/A	10,000,000	121,885,000	7.89%
31/08/2020	Anil Shamrao Mankar and Meena Anil Mankar as trustee of the Mankar Family Trust	Options Exercise Dilution	N/A	300,000	121,885,000	7.89%
9/03/2020	Anil Shamrao Mankar and Meena Anil Mankar as trustee of the Mankar Family Trust	Share allotment Dilution	N/A	10,000,000	121,885,000	7.84%
9/08/2020	Anil Shamrao Mankar and Meena Anil Mankar as trustee of the Mankar Family Trust	Options Exercise Dilution	N/A	4,604,444	121,885,000	7.82%
9/11/2020	Anil Shamrao Mankar and Meena Anil Mankar as trustee of the Mankar Family Trust	Options Exercise Dilution	N/A	15,000,000	121,885,000	7.74%
30/09/2020	Anil Shamrao Mankar and Meena Anil Mankar as trustee of the Mankar Family Trust	Options Exercise Dilution	N/A	15,000,000	121,885,000	7.67%
13/10/2020	Anil Shamrao Mankar and Meena Anil Mankar as trustee of the Mankar Family Trust	Options Exercise Dilution	N/A	8,000,000	121,885,000	7.63%
19/10/2020	Anil Shamrao Mankar and Meena Anil Mankar as trustee of the Mankar Family Trust	Options Exercise Dilution	N/A	8,000,000	121,885,000	7.59%
19/11/2020	Anil Shamrao Mankar and Meena Anil Mankar as trustee of the Mankar Family Trust	Options Exercise Dilution	N/A	750,000	121,885,000	7.59%
11/10/2020	Anil Shamrao Mankar and Meena Anil Mankar as trustee of the Mankar Family Trust	On Market Sale	\$ 108,053.27	295,167	121,589,833	
13/11/2020	Anil Shamrao Mankar and Meena Anil Mankar as trustee of the Mankar Family Trust	On Market Sale	\$ 6,546.38	18,292	121,571,541	
16/11/2020	Anil Shamrao Mankar and Meena Anil Mankar as trustee of the Mankar Family Trust	On Market Sale	\$ 266,331.24	742,694	120,828,847	
17/11/2020	Anil Shamrao Mankar and Meena Anil Mankar as trustee of the Mankar Family Trust	On Market Sale	\$ 817,302.27	2,239,014	118,589,833	
24/11/2020	Anil Shamrao Mankar and Meena Anil Mankar as trustee of the Mankar Family Trust	On Market Sale	\$ 413,221.50	1,146,104	117,443,729	
12/07/2020	Anil Shamrao Mankar and Meena Anil Mankar as trustee of the Mankar Family Trust	On Market Sale	\$ 662,345.64	1,853,896	115,589,833	7.17%
12/08/2020	Anil Shamrao Mankar and Meena Anil Mankar as trustee of the Mankar Family Trust	Options Exercise Dilution	N/A	500,000	115,589,833	7.17%