

Appendix 3Y

Change of 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 30/09/01 Amended 01/01/11

Name of entity	BrainChip Holdings Ltd
ABN	64 151 159 812

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Louis DiNardo
Date of last notice	9 October 2018

Part 1 - Change of director's relevant interests in securities

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.

Direct or indirect interest	Direct
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Not applicable.
Date of change	18 October 2018
No. of securities held prior to change	<ul style="list-style-type: none">• 23,000,000 Options exercisable at \$0.225 per option on or before 30 September 2021;• 27,000,000 Performance Options exercisable at \$0.225 per option on or before 30 September 2021;• 2,000,000 Class D Performance Rights.• 9,500,000 ORD• 15,000,000 Performance Rights
Class	Ordinary Shares (ORD)

+ See chapter 19 for defined terms.

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Number acquired	Nil
Number disposed	1,032,618 ORD
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	\$130,596.10
No. of securities held after change	<ul style="list-style-type: none"> • 23,000,000 Options exercisable at \$0.225 per option on or before 30 September 2018 • 27,000,000 Performance Options exercisable at \$0.225 per option on or before 30 September 2021 • 8,467,382 ORD • 15,000,000 Performance Rights, to convert to ordinary shares
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Shares sold via BrainChip Trustee to remit mandatory withholding tax.

Part 2 – Change of director's interests in contracts

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.

Detail of contract	Not applicable.
Nature of interest	Not applicable.
Name of registered holder (if issued securities)	Not applicable.
Date of change	Not applicable.
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	Not applicable.
Interest acquired	Not applicable.
Interest disposed	Not applicable.
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	Not applicable.

+ See chapter 19 for defined terms.

Interest after change	Not applicable.
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Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required?	No.
If so, was prior written clearance provided to allow the trade to proceed during this period?	Not applicable.
If prior written clearance was provided, on what date was this provided?	Not applicable.

Date of Notice: 24 October 2018

⁺ See chapter 19 for defined terms.