

# 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

<b>Name of entity</b>	<b>BrainChip Holdings Ltd</b>
<b>ABN</b>	<b>64 151 159 812</b>

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.

<b>Name of Director</b>	Louis DiNardo
<b>Date of last notice</b>	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.

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

+ See chapter 19 for defined terms.

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<b>Number acquired</b>	Nil
<b>Number disposed</b>	1,032,618 ORD
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	\$130,596.10
<b>No. of securities held after change</b>	<ul style="list-style-type: none"> <li>• 23,000,000 Options exercisable at \$0.225 per option on or before 30 September 2018</li> <li>• 27,000,000 Performance Options exercisable at \$0.225 per option on or before 30 September 2021</li> <li>• 8,467,382 ORD</li> <li>• 15,000,000 Performance Rights, to convert to ordinary shares</li> </ul>
<b>Nature of change</b> 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.

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

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<b>Interest after change</b>	Not applicable.
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**Part 3 – +Closed period**

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

Date of Notice: 24 October 2018

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