

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	5 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	9 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. • 7,500,000 ORD • 15,000,000 Performance Rights
Class	Ordinary Shares (ORD)

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Number acquired	2,000,000 ORD
Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Estimated at \$0.14 per share.
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 • 9,500,000 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 issued following the conversion of Class D Performance Rights.

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.

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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: 9 October 2018

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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	Adam Osseiran
Date of last notice	11 April 2016

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	Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Adam Osseiran and Rebecca Osseiran-Moisson as trustees for Osseiran Family Trust (Mr Osseiran is a beneficiary of this trust)
Date of change	9 October 2018
No. of securities held prior to change	<ul style="list-style-type: none"> • 8,438,500 Fully Paid Ordinary Shares • 2,000,000 options exercisable as at \$0.225 on or before 30 November 2018 • 4,000,000 options exercisable in four equal tranches at \$0.245 expiring 5 years from the date that each tranche vests. • 900,000 Class D Performance Rights
Class	Fully Paid Ordinary Shares

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Number acquired	900,000
Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Nil
No. of securities held after change	<ul style="list-style-type: none"> • 9,338,500 fully paid ordinary shares • 2,000,000 options exercisable at \$0.0225 on or before 30 November 2018 • 4,000,000 options exercisable in four equal tranches at \$0.245 expiring 5 years from the date that each tranche vests. •
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 issued pursuant to the achievement of the milestone attached to Class D Performance Rights and conversion of these Performance Rights to fully paid ordinary shares.

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.

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Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	Not applicable.
Interest after change	Not applicable.

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.

9 October 2018

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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	Steven Liebeskind
Date of last notice	1 May 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	Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	<ol style="list-style-type: none"> 1. Crossfield Intech Nominees Pty Ltd (ITF Liebeskind Family S/F) 2. Crossfield Intech Nominees Pty Ltd 3. Steve Liebeskind
Date of change	9 October 2018
No. of securities held prior to change	<ol style="list-style-type: none"> 1. Crossfield Intech Nominees Pty Ltd (ITF Liebeskind Family S/F): <ul style="list-style-type: none"> • 8,438,500 Fully Paid Ordinary Shares (restricted unquoted); • 900,000 Class D Performance Rights; and • 3,000,000 Unlisted Options exercisable as at \$0.245 on or before 16 February 2022 2. Crossfield Intech Nominees Pty Ltd <ul style="list-style-type: none"> • 2,310,742 Fully Paid Ordinary Shares 3. Steve Liebeskind 3,000,000 Unlisted Options exercisable as at \$0.245 on or before 31 December 2022

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Class	1. Fully Paid Ordinary Shares 2. Nil.
Number acquired	1. 900,000 2. Nil
Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Nil
No. of securities held after change	<ol style="list-style-type: none"> 1. Crossfield Intech Nominees Pty Ltd (ITF Liebeskind Family S/F): <ul style="list-style-type: none"> • 9,338,500 Fully Paid Ordinary Shares (restricted unquoted); and • 3,000,000 Unlisted Options exercisable as at \$0.245 on or before 16 February 2022 2. Crossfield Intech Nominees Pty Ltd: <ul style="list-style-type: none"> • 2,310,742 Fully Paid Ordinary Shares 3. Steve Liebeskind <ul style="list-style-type: none"> 3,000,000 Unlisted Options exercisable as at \$0.245 on or before 31 December 2022
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 issued pursuant to the achievement of the milestone attached to Class D Performance Rights and conversion of these Performance Rights to fully paid ordinary shares.

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.

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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.
Interest after change	Not applicable.

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.

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