

Brainytoys Limited (ABN 28 001 894 033) (ASX:BRT)

ASX ANNOUNCEMENT

Thursday, 11 June 2009

APPOINTMENT OF DIRECTORS

Pursuant to article 13.4 of the Company's Constitution the Board unanimously appointed Messrs. John Walker, Colin Oxlade and Richard Simpson to be Directors of the Company.

John Walker

John Walker was appointed Managing Director of Thrifty Car Rental in February 1998. In August 2006, John successfully negotiated the acquisition of Thrifty from Mitsubishi Motors Australia Limited, together with NRMA Motoring & Services. He resigned as Managing Director in July 2008 and as a Director in December 2008 after selling his 25% shareholding. This acquisition made Thrifty the largest wholly Australasian-owned and operated car and truck rental company in the domestic marketplace and gave the business security and flexibility to grow to its current levels.

Prior to this, John has held numerous successful positions across several industries. In 1986 he was appointed Chief Executive Officer of the West Australian Football League and subsequently served as the inaugural Managing Director of the West Coast Eagles' and its parent listed company. After a period as a self-employed marketing and business proprietor, he joined Budget Rent A Car as the group's Western Australian State Manager. In 1992 John relocated to Sydney, taking up the position of Chief Executive Officer for Domino's Pizza (Aust) Pty Ltd followed by 3 years as CEO of Liverpool City Council. John's final role prior to Thrifty was General Manager, Retail Banking, NSW, for Westpac Banking Corporation. He had previously served as National Head of Sales for Westpac's Retail Banking operation.

John is also the Chairman of a publicly listed company, NewSat and has recently joined the Board of Minomic International Ltd as Chairman.

John was born and raised in Melbourne and attended the Royal Melbourne Institute of Technology (RMIT) to study business and local government. A former Collingwood footballer, John is passionate about a wide range of sports including all codes of football, golf and horse racing. He has a keen appreciation for the arts and is actively involved in community affairs.

Colin Oxlade

Colin Oxlade is the Founder and CEO of the *Vanilla Group of Companies*, providing Corporate Advisory and Strategy services on a wide range of business management, corporate structuring and financial matters for emerging and early

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stage companies (Micro to small cap). A passionate marketer and strategist Colin established the Vanilla Group in 2005 to gain access to a broad spread of projects and investors nationally and internationally through his extensive network and affiliations world-wide and to provide cutting edge strategic services including M & A activities, capital raising, structuring and restructuring and general advice. Vanilla has an enviable client list consisting of both Private and Public Companies.

Colin has been self employed for 20 plus years and has established a run a number of highly successful businesses. Prior to Vanilla, Colin owned and ran a strategic marketing firm in Melbourne that held contracts with Melbourne Market Authority, Nortel Networks, Victorian RSL and Kinko's to name a few. Prior to that he was a Director and major shareholder in one of Australia's largest flag, banner and flexible membrane manufacturers

Colin holds a number of private memberships and is actively involved in a number of specialised charities / causes. He also sits on a number of public and private Company Boards.

Richard Simpson

Richard has spent over 25 years in senior marketing and business strategy roles across many industry categories including Finance, Automobiles, Fuel, Commercial Real Estate and Beverages.

He established his own successful Communication Agency Kirby Marketing with clients including: ANZ McCaughan, Esanda Finance, E.L & C Bailleau, SAAB Automobiles, Shell Australia, Raine & Horne Commercial Real Estate Schweppes and Carlton Special Beverages (a division of the Fosters Group) After successfully growing Kirby Marketing for 14 years with a staff of 21 the Company was sold to a Multi National Advertising Group.

Richards personal attention throughout this period, built a strong knowledge of Direct Mail Loyalty and Benefits Programs, Sponsorships, Fundraising and Brand Strategy Development. Richard has worked extensively with Groups such as the Royal Children Hospital, Kids in Crisis, The Windermere Foundation and The Victorian Polo Association, of which he held the role of Vice President for some ten years

RESIGNATION OF DIRECTORS

Messrs Charles Mackinnon, Graham Nicol and Alex Aguerro have resigned as directors of the Company.

FINANCIAL MATTERS

The Company has successfully arranged funding by way of \$1.5 million Convertible Notes which will allow the Company to pursue its existing business and acquisition plans.

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Convertible Note details are as follows:

The Company has entered into agreements with Pinnacle Equities to raise a minimum of \$1.5 million via Convertible Notes on normal commercial terms on a best endeavours basis. Funds have been committed and will be made available upon relisting of the Company's securities.

TRADING IN COMPANY SECURITIES

At the request of the Company, trading in the Company's securities is currently suspended. The Company has requested that the ASX allow trading of the Company's securities to resume immediately

CONTACTS

For further details, please contact;

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