

## BRAINZ INSTRUMENTS LIMITED

### NOTICE OF ANNUAL MEETING

**NOTICE** is hereby given that the Annual Meeting of BrainZ Instruments Limited (**Company**) will be held at the offices of Minter Ellison Lawyers, Level 20, Lumley Centre 88 Shortland Street, Auckland, New Zealand with an audio connection at the offices of Minter Ellison Lawyers, Level 23, 525 Collins Street, Melbourne, Australia on Friday, 28 August 2009, commencing at 1:30pm (NZT) or 11:30am (AEST). In accordance with the Company's Constitution, the Board has fixed 24 July 2009 as the date of shareholder entitlement to notice of the Annual Meeting.

#### **BUSINESS**

- A. **Executive Chairman's Introduction and Review**
- B. **Annual Report:** To receive and consider the Annual Report, the Financial Statements and the Auditor's Report for the financial year ended 31 March 2009.
- C. **Resolutions:** To consider, and if thought fit, to pass the following resolutions as ordinary resolutions:
1. **Re-election of Dr J Brown:** That Dr J Brown who retires as a Director by rotation, and is eligible for re-election as a Director, be re-elected as a Director of the Company.
  2. **Re-appointment of Auditor:** That Deloitte be re-appointed as auditor to:
    - i. hold office from the conclusion of this Annual Meeting to the conclusion of the next annual meeting;
    - ii. audit the financial statements for the year ending 31 March 2010, and to authorise the Board of Directors to fix the auditor's remuneration.

Each of these resolutions is described in the attached Explanatory Notes which form part of this Notice of Annual Meeting.

**DATED** 31 July 2009

**BY ORDER OF THE BOARD**



**Ian Hadwin**  
**Company Secretary**  
**BrainZ Instruments Limited**

## **EXPLANATORY NOTES**

The purpose of the Explanatory Notes (which form part of the Notice of Annual Meeting dated 31 July 2009) (**Notice**) is to provide shareholders with an explanation of the resolutions to be proposed and considered at the Annual Meeting of BrainZ Instruments Limited, ARBN 116 829 675 (**Company**) on 28 August 2009 and to allow shareholders to determine how they wish to vote on these resolutions.

### **ANNUAL REPORT**

The Company's Annual Report containing the financial statements for the year ended 31 March 2009 was sent to shareholders on 31 July 2009. Shareholders should note that they will be able to ask questions or discuss matters arising from the financial statements at the Annual Meeting however it is not the purpose of the Annual Meeting that the Annual Report be accepted, rejected or modified in any way.

### **RE-ELECTION OF DIRECTORS (RESOLUTION 1)**

The ASX Listing Rules provide that an entity which has directors must hold an election of directors each year. These Rules and the Company's constitution also require one-third of the Board to retire at the close of each annual meeting. The Directors who must retire are those who have been longest in office since their last election. Accordingly Dr J Brown, being the longest serving Director, retires but offers himself for re-election. All director details are set out on pages 3 to 4 of the Annual Report.

### **RE-APPOINTMENT OF AUDITOR (RESOLUTION 2)**

The New Zealand Companies Act 1993 provides that at each Annual Meeting the Company must appoint an auditor and fix the auditor's remuneration or determine how it is to be fixed. Deloitte has consented to continuing as auditor of the Company.

### **HOW TO VOTE**

To vote on the resolutions to be put to shareholders at the Annual Meeting follow these steps:

1. Complete the Proxy Form and return it by facsimile or mail (to be received no later than 48 hours before the commencement of the Annual Meeting) as directed on the Proxy Form; or
2. Attend the Annual Meeting.

### **Persons Entitled to Vote**

The persons who will be entitled to vote at the Annual Meeting are those persons (or their proxies or representatives) registered as holding Ordinary Shares on the Company's share register at 1:30pm (NZT) or 11:30am (AEST) on 26 August 2009.

### **Proxies and Corporate Representatives**

Shareholders entitled to attend and vote at the Annual Meeting may appoint a proxy or representative (in the case of a corporate shareholder) to attend and vote on their behalf. A proxy need not be a shareholder of the Company. Proxy Forms must be received at the Company's offices, 25 Carbine Road, Mt Wellington, Auckland or PO Box 51078, Pakuranga, Manukau 2140, New Zealand (or facsimile +64 9 978 8889) no later than 48 hours before commencement of the Annual Meeting. The Proxy Form is enclosed with this Notice.

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## FORM OF PROXY

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**BRAINZ INSTRUMENTS LIMITED**  
**(incorporated in New Zealand)**  
**ARBN 116 829 675**  
**(Company)**

25 Carbine Rd  
Mt Wellington, Auckland  
New Zealand  
Telephone: +64 9 978 8896  
**FACSIMILE: +64 9 978 8889**

I/We

(Full name in block letters)

of

(Address)

being a shareholder of **BrainZ Instruments Limited** hereby appoint:

Name

Address

or failing that person:

Name

Address

or failing that person, the **Chairman of the Annual Meeting** as my/our proxy/proxies to vote for me/us and on my/our behalf at the Annual Meeting of the Company to be held at the at the offices of Minter Ellison Lawyers, Level 20, Lumley Centre 88 Shortland Street, Auckland, New Zealand with an audio connection at the offices of Minter Ellison Lawyers, 525 Collins Street, Melbourne on Friday, 28 August 2009 commencing at 1:30pm (NZT) or 11:30am (AEST) and at any adjournment thereof.

If the Chairman of the Annual Meeting is voting as your proxy, please be aware that he intends to vote any undirected proxies held on the item of business in favour of the resolution on that item of business.

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Signature of shareholder (companies to execute  
under seal or director's signature if applicable)

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2009

If you desire to direct your proxy/proxies how to vote, please insert **X** in the appropriate box. If you do not direct your proxy/proxies they may vote as they think fit or may abstain from voting.

| <b>BUSINESS</b>                                     | <b>For</b>               | <b>Against</b>           | <b>Abstain</b>           |
|---|--------------------------|--------------------------|--------------------------|
| Resolution 1 – To re-elect a Director – Dr J Brown  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 2 – Reappointment of Deloitte as Auditor | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

### PROXIES

To be effective, proxy forms must be received by the Company at its office at least 48 hours before the time for holding the Annual Meeting.

**Hand Delivery:**

25 Carbine Rd  
Mt Wellington, Auckland  
New Zealand

**By Mail:**

PO Box 51-078  
Pakuranga,  
Manukau 2140, New Zealand

**By Facsimile: +64 9 978 8889**

A shareholder entitled to attend and vote is entitled to appoint not more than two persons as his/her proxy to attend and vote on behalf of the shareholder. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights.

A proxy form executed by a corporation should be executed under its common seal or in accordance with the Companies Act 1993. If the proxy form is executed under a power of attorney or other authority then the original document or a certified copy must be forwarded to the Company with the proxy form.