



28 January 2010

The Manager  
Company Announcements Office  
Australian Securities Exchange Ltd  
4th Floor, 20 Bridge Street  
SYDNEY, NSW 2000

## DECEMBER QUARTER REPORT

The Board of Directors of BrainZ Instruments Limited (“BrainZ” or the “Company”) wish to provide the following information for the December quarter:

During the quarter the Board resolved to implement a change to Company strategy. Under previous management, the Company had advised that it was considering winding up the Company and returning capital to shareholders. The newly appointed Board has considered the merits of this strategy and resolved not to pursue it. Under the revised strategy, the Board has resolved to explore new business opportunities and seek to remain as an ASX listed entity.

In line with this revised strategy, the Board decided to undertake a placement of 15 million shares at 4 cents per share to sophisticated clients of Alto Capital. The \$600,000 raised (before costs of the issue) will be used to review new business opportunities and for general working capital. 9 million shares were issued on 31 December 2009 pursuant to the Company’s 15% capacity, with a further 4 million shares to be placed to the Company’s Chairman, Keith Goodall and 2 million to Director Mathew Walker, on the same terms, subject to shareholder approval which is being sort at a General Meeting to be held on 8 February 2010.

Yours faithfully,

**Mathew Walker**  
Director

**For further information please contact:**

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**NZ Company Number** 479754 - ARBN 116829675

# Appendix 4C

## Quarterly report for entities admitted on the basis of commitments

Introduced 31/3/2000. Amended 30/9/2001, 24/10/2005.

Name of entity

BRAINZ INSTRUMENTS LIMITED

ABN

ARBN 116 829 675

Quarter ended ("current quarter")

31 December 2009

### Consolidated statement of cash flows

Cash flows related to operating activities	Current quarter (3 months) \$A' 000	Year to date (9 months) \$A'000
1.1 Receipts from customers	-	2
1.2 Payments for		
(a) staff costs	-	-
(b) advertising and marketing	-	-
(c) research and development	-	-
(d) leased assets	-	-
(e) other working capital	(83)	(39)
1.3 Dividends received	-	-
1.4 Interest and other items of a similar nature received	1	14
1.5 Interest and other costs of finance paid	-	-
1.6 Income taxes refund/(paid)	-	20
1.7 Other Government Grants	-	-
<b>Net operating cash flows</b>	<b>(82)</b>	<b>(3)</b>

+ See chapter 19 for defined terms.

**Appendix 4C**  
**Quarterly report for entities**  
**admitted on the basis of commitments**

		Current quarter (3 months) \$A' 000	Year to date (9 months) \$A'000
1.8	Net operating cash flows (carried forward)	(82)	(3)
<b>Cash flows related to investing activities</b>			
1.9	Payment for acquisition of:		
	(a) businesses (item 5)		
	(b) equity investments		
	(c) intellectual property		
	(d) physical non-current assets		
	(e) other non-current assets		
1.10	Proceeds from disposal of:		
	(a) businesses (item 5)		
	(b) equity investments		
	(c) intellectual property		
	(d) physical non-current assets		
	(e) other non-current assets		
1.11	Loans to other entities		
1.12	Loans repaid by other entities		
1.13	Other (provide details if material)		
	<b>Net investing cash flows</b>	-	-
<b>1.14</b>	<b>Total operating and investing cash flows</b>	(82)	(3)
<b>Cash flows related to financing activities</b>			
1.15	Proceeds from issues of shares, options, etc.	360	360
1.16	Proceeds from sale of forfeited shares		
1.17	Proceeds from borrowings		
1.18	Repayment of borrowings		
1.19	Dividends paid		
1.20	Other (costs of the issue)	(24)	(24)
	<b>Net financing cash flows</b>	336	336
	<b>Net increase (decrease) in cash held</b>	254	333
1.21	Cash at beginning of quarter/year to date	1,969	2,128
1.22	Exchange rate adjustments to item 1.20	33	(205)
1.23	<b>Cash at end of quarter</b>	2,256	2,256

+ See chapter 19 for defined terms.

**Payments to directors of the entity and associates of the directors**

**Payments to related entities of the entity and associates of the related entities**

		Current quarter (3 months) \$A' 000
1.24	Aggregate amount of payments to the parties included in item 1.2	47
1.25	Aggregate amount of loans to the parties included in item 1.11	-
1.26	Explanation necessary for an understanding of the transactions Director's Fees (Oct, Nov, Dec) and Accounting Fees	

**Non-cash financing and investing activities**

2.1 Details of financing and investing transactions which have had a material effect on consolidated assets and liabilities but did not involve cash flows

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2.2 Details of outlays made by other entities to establish or increase their share in businesses in which the reporting entity has an interest

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**Financing facilities available**

Add notes as necessary for an understanding of the position. (See AASB 1026 paragraph 12.2).

		Amount available \$A'000	Amount used \$A'000
3.1	Loan facilities	-	-
3.2	Credit standby arrangements	-	-

+ See chapter 19 for defined terms.

## Reconciliation of cash

Reconciliation of cash at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts is as follows.	Current Quarter (31 December 2009) \$A'000	Previous Quarter (30 September 2009) \$A'000
4.1 Cash on hand and at bank	256	14
4.2 Deposits at call	2,000	1,954
4.3 Bank overdraft	-	-
4.4 Other (provide details)	-	-
<b>Total: cash at end of quarter (item 1.23)</b>	<b>2,256</b>	<b>1,968</b>

## Acquisitions and disposals of business entities

	Acquisitions (Item 1.9(a))	Disposals (Item 1.10(a))
5.1 Name of entity		
5.2 Place of incorporation or registration		
5.3 Consideration for acquisition or disposal		
5.4 Total net assets		
5.5 Nature of business		

## Compliance statement

- 1 This statement has been prepared under accounting policies, which comply with accounting standards as defined in the Corporations Act (except to the extent that information is not required because of note 2) or other standards acceptable to ASX.
- 2 This statement does give a true and fair view of the matters disclosed.

Sign here:



Company Secretary

Date: 28 January 2010

Print name: James Robinson

+ See chapter 19 for defined terms.

## Notes

1. The quarterly report provides a basis for informing the market how the entity's activities have been financed for the past quarter and the effect on its cash position. An entity wanting to disclose additional information is encouraged to do so, in a note or notes attached to this report.
2. The definitions in, and provisions of, *AASB 1026: Statement of Cash Flows* apply to this report except for the paragraphs of the Standard set out below.
  - 6.2 - reconciliation of cash flows arising from operating activities to operating profit or loss
  - 9.2 - itemised disclosure relating to acquisitions
  - 9.4 - itemised disclosure relating to disposals
  - 12.1(a) - policy for classification of cash items
  - 12.3 - disclosure of restrictions on use of cash
  - 13.1 - comparative information
3. **Accounting Standards.** ASX will accept, for example, the use of International Accounting Standards for foreign entities. If the standards used do not address a topic, the Australian standard on that topic (if any) must be complied with.

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