

Noble Investments Superannuation Fund Pty Ltd

ACN 135 046 409

<Noble Investments S/F A/c>

ABN 98 168 638 587

Level 1**31 Franklin Street
ADELAIDE, SA 5000**

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Form 604 m2m fax header.doc

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Fax: 1300 135 638
Energio Limited
Fax: 089 355 4580**Subject:** **ENERGIO LIMITED (ASX: EIO) FORM 604****From:** Noble Investments Superannuation Fund Pty Ltd**Number of Pages:** (including this page) **6**

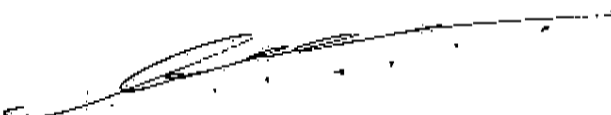
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Dear Sirs

Please find attached Form 604 – Notice of change in interests of substantial holder

Yours sincerely

T O Lebbon
DIRECTOR

Form 604Corporations Act 2001
Section 671B**Notice of change in interests of substantial holder**

To: Company Name/Scheme **ENERGIO LIMITED (previously Brainytoys Ltd)**
 ACN/ARSN **28.001.894.033**

1. Details of substantial holder (1)

Name **T O Lebbon Group** (refer Section 7 for members of group)
 ACN/ARSN refer section 7

There was a change in the interests of the
 Substantial holder on 22/ 04/ 10**

**Refer to Appendix A – the substantial shareholder has not bought or sold any securities to external parties from the date of the last notice - and the change relates to the consolidation of the issued capital and the issue of securities in partial satisfaction of convertible notes held in Brainytoys Limited and the co.

The previous notice was given to the company by the Substantial holder on 22 / 10 / 2008

The previous notice was dated 22 / 10 / 2008

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (6)
Ordinary Shares	11,959,217	Shares on issue: 116,313,041(z) 10.28%	52,391,846	Shares on issue 680,262,709 7.7%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration give in relation to change (7)	Class and number of securities affected	Persons votes affected
			Per share	All ordinary	
Noble Investments Superannuation Fund Pty Ltd <Noble Inv S/F TOL LTC A/c>					
		Holding	Last notice	1,257,382	1,257,382
		Consolidation		-1,005,905	-1,005,905
		Refer Appendix A	\$0.005	13,636,363	13,636,363
		Issued Holding	This notice	13,887,840	13,887,840
Noble Investments Pty Ltd <Noble Inv S/F CFL2 Mkt A/c>					
		Holding	Last notice	1,798,346	1,798,346
		Consolidation		-1,438,676	-1,438,676
		Refer Appendix A	\$0.005	4,545,455	4,545,455
		Holding	This notice	4,905,125	4,905,125
Noble Investments Superannuation Fund Pty Ltd <Noble Inv S/F TOL All A/c>					
		Holding	Last notice	4,339	4,339
		Consolidation		-3,471	-3,471
		Holding	This notice	868	868
Noble Investments Pty Ltd <Noble Investments S/F A/c>					
		Holding	Last notice	8,313,814	8,313,814
		Consolidation		-6,651,051	-6,651,051
		Refer Appendix A	\$0.005	4,545,455	4,545,455
		Holding	This notice	6,208,218	6,208,218
Timothy Owen Lebbon					
		Holding	Last notice	13,334	13,334
		Consolidation		-10,667	-10,667
		Holding	This notice	2,667	2,667
Mark Owen Lebbon					
		Holding	Last notice	13,334	13,334
		Consolidation		-10,667	-10,667
		Holding	This notice	2,667	2,667
Michael James Lebbon					
		Holding	Last notice	13,334	13,334
		Consolidation		-10,667	-10,667
		Holding	This notice	2,667	2,667
Christine Frances Lebbon					
		Holding	Last notice	0	0
12/5/10		Off-market purchase (a)	\$0.005	106,400	106,400
		Holding	This notice	106,400	106,400
Chi Investments Pty Ltd					
		Holding	Last notice	13,334	13,334
		Consolidation		(10,667)	(10,667)
		Holding	This notice	2,667	2,667

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Persons votes affected
Noble Investments Pty Ltd <Noble A/c>					
		Holding	Last notice	0	0
		Refer Appendix A	\$0.005	27,272,727	27,272,727
		Holding	This notice	27,272,727	27,272,727
Leadenhall Australia Limited					
		Holding	Last notice	532,000	532,000
		Consolidation		-425,600	-425,600
12/5/10		Off-market sale (a)	\$0.005	-106,400	-106,400
		Holding	This notice	0	0

Summary:

Last notice:		Total Issued Holdings		11,959,217	11,959,217
This Notice		Total Issued Holdings		52,391,846	52,391,846

4. Changes in relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered Holder of securities	Person entitled to be registered as holder (6)	Nature of relevant interest (6)	Class and number of securities	Persons votes
				All ordinary	
Noble Investments Superannuation Fund Pty Ltd <Noble Inv S/F TOL LTC A/c>			T Lebbon is director	13,887,840	13,887,840
Noble Investments Superannuation Fund Pty Ltd <Noble Inv S/F CFL2 Mkt A/c>			T Lebbon is director	4,905,125	4,905,125
Noble Investments Superannuation Fund Pty Ltd <Noble Inv S/F TOL All A/c>			T Lebbon is director	868	868
Noble Investments Superannuation Fund Pty Ltd <Noble Investments S/F A/c>			T Lebbon is director	6,208,218	6,208,218
Timothy Owen Lebbon			Self	2,667	2,667
Mark Owen Lebbon			T Lebbon is father	2,667	2,667
Michael James Lebbon			T Lebbon is father	2,667	2,667
Christine Frances Lebbon			T Lebbon is husband	106,400	106,400
Chi Investments Pty Ltd			T Lebbon is director	2,667	2,667
Noble Investments Pty Ltd <Noble A/c>			T Lebbon is director	27,272,727	27,272,727
Leadenhall Australia Limited			T Lebbon is director	0	0
Total Holdings:				52,391,846	52,391,846

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and A.C.N./A.R.S.N. (if applicable)	Nature of Association

6. Addresses

The addresses of persons named in this form are as follows:

Name	ABN	Address
Noble Investments Pty Ltd <Noble Inv S/F TOL LTC A/c>	98 168 638 587	Level 1, 31 Franklin Street, Adelaide SA 5066
Noble Investments Pty Ltd <Noble Inv S/F CFL2 Mkt A/c>	98 168 638 587	Level 1, 31 Franklin Street, Adelaide SA 5066
Noble Investments Pty Ltd <Noble Inv S/F TOL All A/c>	98 168 638 587	Level 1, 31 Franklin Street, Adelaide SA 5066
Noble Investments Pty Ltd <Noble Investments S/F A/c>	98 168 638 587	Level 1, 31 Franklin Street, Adelaide SA 5066
Timothy Owen Lebbon	12 930 874 705	83 Batson Parade, Hindmarsh Island SA 5214
Mark Owen Lebbon		3 Russell Avenue, Hazelwood Park SA 5066
Michael James Lebbon		3 Russell Avenue, Hazelwood Park SA 5066
Christine Frances Lebbon		3 Russell Avenue, Hazelwood Park SA 5066
Chi Investments Pty Ltd	23 064 569 035	Level 1, 31 Franklin Street, Adelaide SA 5066
Noble Investments Pty Ltd <Noble A/c>	76 967 942 855	Level 1, 31 Franklin Street, Adelaide SA 5066
Leadenhall Australia Limited	63 007 997 248	Level 1, 31 Franklin Street, Adelaide SA 5066

Signature

print name

TIM LEBBON

capacity Director

sign here



date 26/7/2010

DIRECTIONS

- 1) If there are a number of substantial holders with similar or related relevant interests (e.g. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interest of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- 2) See the definition of "associate" in Section 9 of the Corporations Act 2001.
- 3) See the definition of "relevant interest" in Sections 608 and 671B (7) of the Corporations Act 2001.
- 4) The voting shares of a company constitute one class unless divided into separate classes.
- 5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- 6) Include details of:
 - a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of the voting powers of, or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).
 - c) See the definition of "relevant agreement" in Section 9 of the Corporations Act (2001).
- 7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are paid directly to the person from whom the relevant interest was acquired.
- 8) If the substantial holder is unable to determine the identity of the person (e.g. if the relevant interest arises because of an option) write "unknown".
- 9) Give details, if appropriate, of the present association and any change in that association

APPENDIX A

At a general meeting of Brainytoys Limited (subject to Deed of Company Arrangement) on 24 March 2010 the following resolution was passed:

"... approval is given for the Company to allot and issue (on a post-consolidation basis):

- (a) 50,000,000 shares at a deemed issued price of 0.5 cents each to Noble (or its nominees)
- (b) 30,000,000 proponent options for nil consideration to Noble or its nominees.

in partial satisfaction of a secured debt owed to Noble and otherwise on the terms and conditions set out in the Explanatory Statement."

The shares subject to the resolution were subsequently issued on 22 April 2010 as follows:

Secured Note No's	Note Holder	No of shares	Deemed consideration per share
4,6,7	Noble Investments Superannuation Fund Pty Ltd <TOL LTC A/c>	13,636,363	\$0.005
5	Noble Investments Superannuation Fund Pty Ltd <Noble Inv S/F A/c>	4,545,455	\$0.005
8	Noble Investments Superannuation Fund Pty Ltd <CFL2 Mkt a/c>	4,545,455	\$0.005
9 to 14	Noble Investments Pty Ltd <Noble A/c>	27,272,727	\$0.005
	Total	50,000,000	