No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. *Neither the TSX Venture Exchange nor any securities regulatory authority has in any way passed upon the merits of the Qualifying Transaction described in this prospectus. This prospectus constitutes a public offering of the securities only in those jurisdictions where they may be lawfully offered for sale and, in such jurisdictions, only by persons permitted to sell such securities. The securities offered hereby have not been and will not be registered under the United States Securities Act of 1933, as amended, and subject to certain exceptions, may not be offered or sold within the United States or to U.S. Persons. See ''Plan of Distribution''.*

PROSPECTUS

New Issue **March 10, 2006**

ROADRUNNER CAPITAL CORPORATION
to be renamed

BRIGHTER MINDS MEDIA INC.

INNOVATION • EXPLORATION • IMAGINATION

Minimum Offering: $2,000,000 or 5,714,285 Units
Maximum Offering: $6,000,000 or 17,142,857 Units
$0.35 per Unit

Roadrunner Capital Corporation (''Roadrunner''), a capital pool company (''CPC'') pursuant to Policy 2.4 (the ''CPC Policy'') of the TSX Venture Exchange (the ''TSXV'') hereby offers (the ''Offering'') for sale to the public a minimum of 5,714,285 units and a maximum of 17,142,857 units (the ''Units'') at a price of $0.35 per Unit (the ''Offering Price'') for minimum gross proceeds of $2,000,000 (the ''Minimum Offering'') and maximum gross proceeds of $6,000,000 (the ''Maximum Offering''). Each Unit consists of one common share of Roadrunner (''Common Share'') and one Common Share purchase warrant (''Purchase Warrant''). Each Purchase Warrant entitles its holder to purchase one additional Common Share at a price of $0.45 at any time prior to 5:00 p.m. (Toronto time) on the date that is 18 months from the Closing Date of the Offering. See ''Description of the Securities''.

Pursuant to the terms and subject to the conditions of an agreement dated as of January 19, 2006 (the ''Securities Exchange Agreement''), Roadrunner has agreed to purchase, and the unitholders of Brighter Child Interactive, LLC (''Brighter Minds'' or the ''Company'') and the shareholders of Hargan Capital (U.S.) Inc. (''Hargan Capital'') and Global Acquisitions (U.S.) Inc. (''Global Acquisitions'') have agreed to sell to Roadrunner, direct or indirect ownership of all of the issued and outstanding securities of Brighter Minds (the ''Brighter Minds Units'') (the ''Qualifying Transaction''). In addition, as part of the Qualifying Transaction, all options to acquire Brighter Minds Units will be exchanged for options to acquire common shares of Roadrunner. After Completion of the Qualifying Transaction and the Offering, and subject to receipt of regulatory and shareholder approval, Roadrunner will be renamed Brighter Minds Media Inc. (the ''Resulting Issuer''). Upon Completion of the Qualifying Transaction, the business of Brighter Minds as described in this prospectus will constitute all of the operations of the Resulting Issuer. This prospectus will also constitute the filing statement of Roadrunner prepared in connection with the Qualifying Transaction pursuant to the CPC Policy. The net proceeds of the Offering will be used to fund the Resulting Issuer's expansion plans as described herein. See ''Qualifying Transaction'' and ''Use of Proceeds''.

An investment in the Common Shares and Purchase Warrants comprising the Units should be considered as highly speculative, involves significant risk factors which should be taken into consideration and is suitable only for those persons who are able to sustain the risk of loss of their entire investment. See ''Risk Factors''.

Price: $0.35 Per Unit

	Price to Public(1)	Agents' Commission(2)	Net Proceeds to Roadrunner(3)
Per Unit	$ 0.35	$ 0.02625	$ 0.32375
Minimum Offering(4)(5)	$ 2,000,000	$ 150,000	$ 1,850,000
Maximum Offering(5)	$ 6,000,000	$ 450,000	$ 5,550,000

Notes:

(1) The Offering Price was established by negotiation between Roadrunner, Brighter Minds and the Agents.

(2) A cash commission equal to 7.5% of the gross proceeds of the Offering will be paid to the Agents. The Agents will also be granted warrants (the ''Broker Warrants'') to purchase a number of Common Shares equal to 7.5% of the total number of Common Shares sold pursuant to the Offering, representing 428,571 Common Shares if the Minimum Offering is sold and 1,285,714 Common Shares if the Maximum Offering is sold. The Broker Warrants will be exercisable at the Offering price for a period of 18 months from the Closing Date of the Offering. The Broker Warrants are qualified for distribution by this prospectus. See ''Options To Purchase Securities'' and ''Plan Of Distribution''.

(3) Before deducting the expenses of the Offering estimated at $593,789 (including the costs of the Qualifying Transaction) and the listing fee payable to the TSXV of $30,000 plus taxes.

(4) There will be no closing unless a minimum of 5,714,285 Units are sold. If subscriptions for a minimum of 5,714,285 Units have not been received within 90 days following the issuance of a receipt for the final prospectus, the Offering may not continue without the consent of the securities authorities and those who have subscribed on or before such date.

(5) Roadrunner has granted to the Agents an option (the ''Over-Allotment Option''), exercisable for a period of 30 days following the closing of the Offering (the ''Closing''), to purchase additional Units in an amount up to 15% of the aggregate number of Units issued at closing of the same terms as set forth above solely to cover Over-Allotments, if any. If the Over-Allotment Option is exercised in full, under the Offering the price to the public, Agents' commission and net proceeds will be $2,300,000, $172,500 and $2,127,500, respectively, if the Minimum Offering is sold and $6,900,000, $517,500 and $6,382,500, respectively, if the Maximum Offering is sold. This prospectus also qualifies the grant of the Over-Allotment Option and the distribution of the Common Shares and Purchase Warrants issuable on the exercise of the Over-Allotment Option. See ''Plan Of Distribution''.

(6) This Prospectus also qualifies the Common Shares to be issued to securityholders of Brighter Minds, Hargan Capital and Global Acquisitions and the options to purchase Common Shares to be granted to Brighter Minds optionholders in connection with the Qualifying Transaction.

The Common Shares have been listed on the TSXV since April 12, 2005 under the stock symbol ''RRC.P''. The closing price of the Common Shares on November 8, 2005, the last day on which the Common Shares traded before the announcement of the Qualifying Transaction, was $0.35 per share. The Brighter Minds Units, Hargan Capital Shares and Global Acquisitions Shares are not listed on any public market or stock exchange. An application has been made to the TSXV for the listing of the: (i) Common Shares forming part of the Units to be distributed under this prospectus; (ii) Common Shares reserved for issuance upon the exercise of the Purchase Warrants; (iii) Common Shares to be issued to unitholders of Brighter Minds, shareholders of Hargan Capital and shareholders of Global Acquisitions in connection with the Qualifying Transaction; (iv) Common Shares reserved for issuance upon the exercise of the Roadrunner options to be granted to Brighter Minds optionholders in connection with the Qualifying Transaction; (v) Common Shares reserved for issuance upon the exercise of the Broker Warrants; and (vi) Common Shares reserved for issuance upon the exercise of the Over-Allotment Option. Listing will be subject to Roadrunner fulfilling all of the listing requirements of the TSXV. The Purchase Warrants will not be listed on the TSXV. After the Completion of the Qualifying Transaction, it is expected that the stock symbol for the Resulting Issuer will be ''BRI''.

Westwind Partners Inc. and Wellington West Capital Markets Inc. (the ''Agents'') conditionally offer the Units on a best efforts basis, subject to prior sale, if, as and when issued and sold by Roadrunner and delivered to and accepted by the Agents in accordance with the terms and conditions contained in the Agency Agreement referred to under ''Plan of Distribution'' and subject to the approval of certain legal matters on behalf of Roadrunner by Heenan Blaikie LLP, and on behalf of the Agents by Ogilvy Renault LLP. All information pertaining to Brighter Minds contained in this prospectus was provided by Brighter Minds.

Subscriptions for the Units will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. Subscription funds will be returned to subscribers without interest or deduction should the Offering not close or the Minimum Offering not be achieved. All funds received from the sale of the Units will be deposited and held in trust by the Agents pursuant to the terms of the Agency Agreement. None of the funds held in trust will be released until all closing conditions have been satisfied, including the issuance of a receipt from the securities regulatory authorities for the final prospectus in respect of the Offering, failing which all subscription proceeds from the Offering will be returned to subscribers without interest or deduction. Registration of interests and transfers of the Common Shares and Purchase Warrants will be made only through the book-based system administered by The Canadian Depository for Securities Limited (''CDS''). Common Shares and Purchase Warrants issued under the Offering (other than to, or to the account or benefit of U.S. Persons) will be represented by a book-entry only certificate issued in registered form only to CDS or its nominee and deposited with CDS on the Closing Date. A purchaser of Units will receive a customer confirmation from the registered dealer from or through which the Units are purchased, and will not have the right to receive physical certificates representing ownership. See ''Plan of Distribution''.

Subject to receipt of all necessary securities regulatory approvals, it is expected that the initial closing of the Offering and the closing of the Qualifying Transaction will take place on or about March 20, 2006 (the ''Initial Closing'') or on such earlier or later date as Roadrunner, Brighter Minds and the Agents shall agree, but in any event not earlier than seven business days following the granting by the TSXV of conditional approval of the Qualifying Transaction. The Initial Closing is conditional upon receipt of subscriptions for the minimum number of Units. If less than the Maximum Offering is subscribed for at the Initial Closing, subsequent closings may be held on or before April 28, 2006. Issuance of the Final Exchange Bulletin evidencing final TSXV approval and Completion of the Qualifying Transaction will follow shortly thereafter. See ''Qualifying Transaction'' and ''Plan of Distribution''.

AGENTS:
WESTWIND PARTNERS INC.
WELLINGTON WEST CAPITAL MARKETS INC.

Selected Licensed Brands

Jurassic Park · The Land Before Time · Brain Quest · Totally Spies! · Atomic Betty · My Little Pony

Scrabble · Boohbah · Cyberchase · Spy Kids Learning Adventures · Tonka

Marvel · Jim Henson's Muppet Babies · PBS Kids · caillou · Garfield

JayJay the Jet Plane · Diner Dash · Care Bears · Curious George

Selected Strategic Partners

Jim Henson Interactive · Marvel · American Greetings · Atari · Hasbro

Cartoon Network · Universal · Workman · Dimension Films · Sony

Selection of Products

Online & PC Software

DVD Games

Books

FORWARD LOOKING STATEMENTS

Certain statements included in this prospectus constitute ''forward-looking statements''. When used in this prospectus, the words ''may'', ''would'', ''could'', ''will'', ''intend'', ''plan'', ''anticipate'', ''believe'', ''estimate'', ''expect'' and similar expressions, as they relate to Roadrunner, Brighter Minds or the Resulting Issuer or their respective management or proposed management, are intended to identify forward-looking statements. Such statements reflect Roadrunner's or Brighter Minds' current views with respect to future events and are subject to certain risks, uncertainties and assumptions. Many factors could cause the actual results, performance or achievements of Roadrunner, Brighter Minds or the Resulting Issuer to be materially different from any future results, performances or achievements that may be expressed or implied by such forward-looking statements, including, among others, those which are discussed under the heading ''Risk Factors''. Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking statements prove incorrect, actual results may vary materially from those described herein as intended, planned, anticipated, believed, estimated or expected. None of Roadrunner, Brighter Minds or the Resulting Issuer intends or assumes any obligation to update these forward-looking statements.

ELIGIBILITY FOR INVESTMENT

In the opinion of Heenan Blaikie LLP, counsel to Roadrunner, the Common Shares, if, as and when listed on a prescribed stock exchange in Canada, will be qualified investments under the *Income Tax Act* (Canada) and the regulations thereunder for trusts governed by registered retirement savings plans, registered retirement income funds, deferred profit-sharing plans and registered education savings plans. The foreign property rules that previously applied to certain persons under Part XI of the *Income Tax Act* (Canada) have recently been repealed.

PRESENTATION OF FINANCIAL INFORMATION

The pro forma financial statements of the Resulting Issuer, the financial statements of Brighter Minds, and the financial information contained in this prospectus relating to the Resulting Issuer and Brighter Minds are reported in U.S. dollars and unless otherwise indicated have been prepared in accordance with generally accepted accounting principles in Canada (''Canadian GAAP''). The financial statements of Roadrunner and the financial information contained in this prospectus relating to Roadrunner are reported in Canadian dollars and unless otherwise indicated have been prepared in accordance with Canadian GAAP.

Unless otherwise indicated, all references to ''US$'' in this prospectus refer to U.S. dollars and ''$'' or ''dollars'' refers to Canadian dollars.

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PROSPECTUS SUMMARY

The following is a summary of the principal features of the Offering and should be read together with, and is qualified in its entirety by, the more detailed information and financial data and statements included elsewhere in this prospectus. Capitalized terms used in this summary are defined in the Glossary of Terms located at the back of the prospectus.

ROADRUNNER

Roadrunner is a CPC established pursuant to the CPC Policy which permits an initial public offering to be conducted and a TSXV listing achieved by a newly created company that has no assets, other than cash, and has not commenced commercial operations. The CPC then uses this pool of funds to identify and evaluate assets or businesses which, when acquired, qualify the CPC for listing as a regular issuer on the TSXV. Roadrunner completed its initial public offering on April 8, 2005. See ''Information Concerning Roadrunner''.

QUALIFYING TRANSACTION

The acquisition of Brighter Minds will constitute the Qualifying Transaction of Roadrunner under the CPC Policy. Following the Qualifying Transaction, Brighter Minds will become a wholly-owned indirect and direct subsidiary of Roadrunner. On completion of the Qualifying Transaction and the Offering, it is expected that Roadrunner will qualify for listing on the TSXV as a Tier 1 Issuer.

Pursuant to the terms and subject to the conditions of the Securities Exchange Agreement, Roadrunner has agreed to buy, and the unitholders of Brighter Minds, the shareholders of Hargan Capital and the shareholders of Global Acquisitions have agreed to sell to Roadrunner, all of the Brighter Minds Units, Hargan Capital Shares and Global Acquisitions Shares, respectively. In addition, Roadrunner and the Brighter Minds optionholders have agreed that all options exercisable for Brighter Minds Units will be exchanged for options exercisable for Common Shares, and Hargan-Global Ventures Inc. (''Hargan Global'') has agreed to assign to Roadrunner an outstanding US$1.24 million loan to the company (the ''Hargan Global Loan'') in exchange for Common Shares. Hargan Capital's only assets are Brighter Minds Units and a loan to Brighter Minds in the principal amount of US$1 million (the ''Hargan Capital Loan''), which will be converted into Brighter Minds Units immediately prior to closing, and Global Acquisitions' only asset is Global Acquisitions Shares. The consideration payable for the direct and indirect purchase of the Brighter Minds Units and the acquisition of the Hargan Global Loan will be satisfied by the issuance on the Closing Date of 43,083,735 Common Shares at a deemed issue price of $0.40 per share. In addition, holders of Brighter Minds options will exchange their options for options to acquire up to 8,287,125 Common Shares. See ''Qualifying Transaction''.

BRIGHTER MINDS

Brighter Minds is a leading provider of children's ''Edutainment'' multimedia content. ''Edutainment'' refers to the combination of educational and entertainment products to create more effective learning tools for children. Brighter Minds creates and distributes multimedia Edutainment products including software, books and DVD games. The Company combines educational fundamentals and entertainment value to provide a learning experience that is fun for children from birth to age 12. Originally focused solely on PC software and console games, Brighter Minds expanded into the book publishing industry in early 2005. Management sees an opportunity to establish the Company as a global leader in the Edutainment business by combining in-house skills and highly recognizable external brands to develop products across a suite of platforms, including PC, DVD, print and the Internet. Brighter Minds intends to focus on its core competencies of licensing, creative development and distribution in order to achieve this goal.

Brighter Minds employs a mix of externally licensed and internally owned properties to create its products. The Company's branding strategy is to maintain a mix of popular children's brands, encompassing the latest children's characters that are experiencing mass appeal, and ''evergreen'' products that are perennial sellers. Brighter Minds currently has licensing agreements in place with major children's content producers, including PBS Kids, Universal, Hasbro, and producers of various TV shows aired on the Cartoon Network. Currently licensed properties include leading children's characters and TV shows such as Totally Spies, Atomic Betty, Caillou, The Land Before Time, Boohbah, Spy Kids, Cyberchase, My Little Pony and the Muppets. In addition, the Company has an agreement in principle for the licensing of additional properties such as Marvel Superheroes (including Spider-Man, The Incredible Hulk, Fantastic Four and X-Men) and Care Bears. Brighter Minds has also created a number of wholly owned internal brands including Extreme Monsters and EDGE Learning Systems. By combining high quality educational curriculum and themes with popular characters, Brighter Minds' products appeal to both children and their parents alike. All products are published under the Brighter Minds umbrella brand.

Brighter Minds had revenue of US$3,191,149 for the fiscal year ended December 31, 2004 and unaudited revenue of US$4,440,792 for the eleven month period ended November 30, 2005.

COMPETITIVE STRENGTHS

Brighter Minds intends to focus on its core competencies of licensing, creative development and distribution in order to become one of the leading Edutainment providers of content for multiple platforms. Management believes that the following key competitive strengths position the Company to successfully implement its corporate strategy:

- **Key Strategic Relationships with Leading Creators of Children's Content:** The Company has developed relationships with major children's content creators including PBS Kids, Universal, Hasbro, Marvel and the producers of popular TV shows on the Cartoon Network. Management believes Brighter Minds has the ability to continually secure the highest profile brands in this sector of the industry.

- **Extensive Distribution Footprint:** Brighter Minds has numerous sales distribution channels in place including a strong U.S. presence in leading mass retailers, specialty stores and bookstores including Wal-Mart, Target, Toys R Us, Best Buy and Barnes & Noble. By offering a broad suite of media products, the Company is able to fully leverage its relationship with major retailers as books, software and toys are increasingly being offered in the same retail outlets.

- **Synergies Across Multiple Product Categories:** The Company has developed the ability to deliver products across a number of media platforms including book, software, DVD and online. The synergies the Company enjoys by delivering content to multiple categories is a competitive advantage in that all the categories utilize brands from the same group of licensors, follow a similar creative development process and are typically distributed in the same retail outlets.

- **Innovative Products Developed By An Award-Winning Team:** Brighter Minds is innovative in that its products combine learning and fun, creating Edutainment products which appeal to both children and parents alike. Brighter Minds develops its Edutainment products using its award-winning internal creative team that has in-depth knowledge of the children's market.

See ''Competitive Strengths''.

GROWTH STRATEGY

Key elements of Brighter Minds' growth strategy to become a leading player in the children's Edutainment products marketplace include:

- **Expand Product Categories:** Management believes that the Company can gain market share in the children's segment of the DVD and web games markets by leveraging Brighter Minds' existing relationships with major content owners such as Universal, Hasbro and PBS Kids. The Company has technical and creative expertise which it intends to leverage in developing these new games.

- **Increase Quantity and Breadth of Brand Licenses:** Brighter Minds will continue to build upon the Company's current relationships with major broadcasters, media companies and toy companies to gain access to characters and brands with even larger appeal. In addition, Brighter Minds intends to achieve growth by leveraging its current and future licenses across a wider spectrum of media.

- **Further Strengthen Retail Network:** The Company intends to increase its footprint with major retailers such as Wal-Mart, Target and Toys R Us by increasing the number of software and book products made available by the Company. Management believes that the Company will increase its software and book presence in mass retail outlets by releasing products with higher profile brands and children's characters.

- **Grow International Distribution:** Increase the international distribution of Brighter Minds' products through third-party publishers and distributors. Expansion of international distribution is as a low risk method whereby the Company can increase revenue.

- **Strategic Acquisitions:** Brighter Minds expects to selectively acquire companies that complement its exclusive focus on its target market demographic. Ideal acquisition targets may include small to mid-sized publishers of educational and/or entertainment products in the DVD games, software and book industries.

See ''Business Objective and Growth Strategy''

THE OFFERING

Issuer:	Roadrunner Capital Corporation, to be renamed ''Brighter Minds Media Inc.''
Offering:	The Offering consists of a minimum of 5,714,285 Units and a maximum of 17,142,857 Units. If the Minimum Offering is sold, gross proceeds will be \$2,000,000. If the Maximum Offering is sold, gross proceeds will be \$6,000,000. The Units will be offered to the public on a best efforts basis by the Agents at a price of \$0.35 per Unit. Each Unit consists of one Common Share and one Purchase Warrant, entitling its holder to purchase one additional Common Share at a price of \$0.45 at any time prior to 5:00 p.m. (Toronto time) on the date that is 18 months from the Closing Date of the Offering.
Use of Proceeds:	The Resulting Issuer intends to use the net cash proceeds from the Offering for product development, licensing, inventory, working capital and acquisitions. See ''Use of Proceeds''.
Dividend Policy:	The Resulting Issuer intends to retain available funds for the development and expansion of its business. Accordingly, the Resulting Issuer does not intend to pay dividends on its Common Shares in the foreseeable future. See ''Dividend Policy''.
Stock Exchange Listing:	The Common Shares were listed and posted for trading on the TSXV on April 12, 2005. Roadrunner has applied to list the Common Shares to be distributed under this prospectus on the TSXV. Listing will be subject to Roadrunner fulfilling all the listing requirements of the TSXV. The Purchase Warrants will not be listed on the TSXV.
Market Price:	The closing price of the Common Shares was \$0.35 on November 8, 2005, the last day on which the Common Shares traded on the TSXV prior to the announcement of the Qualifying Transaction. Trading in the Common Shares was halted on November 9, 2005 following the signing of the Letter Agreement between Roadrunner and Brighter Minds for an initial proposed qualifying transaction, and resumed on January 27, 2006. The closing price of the Common Shares was \$0.385 on March 8, 2006.
Risk Factors:	An investment in the Units must be considered as highly speculative and involves certain risks. Prospective investors should carefully consider the information set out under ''Risk Factors'' beginning on page 57 of this prospectus before purchasing any Units offered hereby.

SELECTED PRO FORMA CONSOLIDATED FINANCIAL INFORMATION

The following table sets out the unaudited pro forma consolidated balance sheet as at September 30, 2005 after giving effect to the Qualifying Transaction and to $2,000,000 of gross proceeds raised in the Offering. The following selected pro forma financial data has been derived from, should be read in conjunction with, and is qualified in its entirety by the pro forma financial statements of Roadrunner and the historical financial statements of each of Roadrunner and Brighter Minds and the respective notes thereto included elsewhere in this prospectus.

	As at September 30, 2005
	(US Funds)
BALANCE SHEET DATA	
Cash and cash equivalents	$ 1,874,765
Working Capital	$ 2,081,349
Total Current Assets	$ 5,660,990
Line of Credit	$ 1,200,299
Shareholders deficit	(744,488)

SELECTED FINANCIAL INFORMATION OF BRIGHTER MINDS

The following table sets forth selected audited and unaudited financial information for Brighter Minds. The selected financial information has been derived from, and is qualified by, Brighter Minds' audited financial statements for the years ended December 31, 2004, 2003 and 2002 and Brighter Minds' unaudited financial statements for the nine months ended September 30, 2005 and 2004 appearing elsewhere in this prospectus. The following information should be read in conjunction with those financial statements and the accompanying notes, and ''Management's Discussion and Analysis of the Financial Condition and Results of Operations'' of Brighter Minds included elsewhere in this prospectus.

	Nine months ended September 30,		Years ended December 31,		
	2005	2004	2004	2003	2002
	(Unaudited, US Funds)		(US Funds)		
EARNINGS DATA					
Revenue	$3,088,325	$1,545,753	$3,191,149	$ 818,286	$1,250,581
Cost of Goods Sold	1,494,181	546,847	890,326	300,619	28,128
Gross Profit	1,594,144	998,906	2,300,823	517,667	1,222,453
Operating expenses	1,473,841	1,082,224	1,496,908	1,000,599	1,130,177
Income (loss) from operations	120,303	(83,318)	803,915	(482,932)	92,276
Other Expenses	256,398	270,600	470,670	482,722	387,746
Net income (loss)	(136,095)	(353,918)	333,245	(965,654)	(295,470)
EBITDA(1)	120,303	(83,318)	803,915	(482,932)	92,276

	As at September 30, 2005	Years ended December 31,		
		2004	2003	2002
	(Unaudited, US Funds)	(US Funds)		
BALANCE SHEET DATA				
Cash and cash equivalents	$ 25,290	$ 112,053	$ 66,534	$ 38,055
Working capital (deficiency)	379,069	596,143	(884,333)	(467,506)
Total Current Assets	3,805,163	1,672,253	781,235	312,119
Line of Credit	1,200,299	0	0	0
Members' Deficit	(855,644)	(719,549)	(3,182,388)	(2,216,734)

Note:

(1) EBITDA is calculated as earnings before interest, income taxes, depreciation and amortization. Brighter Minds uses EBITDA as a supplemental financial measure of its operational performance. Management believes EBITDA to be an important measure as it excludes the effects of items which primarily reflect the impact of long-term investment decisions, rather than the performance of the Company's day-to-day operations. As compared to net income according to GAAP, this measure is limited in that it does not reflect the periodic costs of certain capitalized tangible and intangible assets used in generating revenues in the Company's business. Management evaluates such items through other financial measures such as capital expenditures and cash flow provided by operating activities. The Company believes that this measurement is useful to measure a company's ability to service debt and to meet other payment obligations or as a valuation measurement. However, EBITDA does not have any standardized meaning prescribed by GAAP and is therefore unlikely to be comparable to similar measures presented by other issuers.

INFORMATION CONCERNING ROADRUNNER

Roadrunner was incorporated under the OBCA on November 18, 2004. The head office and the registered office of Roadrunner is located at Suite 4400, 1 First Canadian Place, Toronto, Ontario M5X 1B1.

Roadrunner is a CPC established pursuant to the CPC Policy which permits an initial public offering to be conducted and a TSXV listing achieved by a newly-created company that has no assets, other than cash, and has not commenced commercial operations. The CPC then uses this pool of funds to identify and evaluate assets or businesses which, when acquired, qualify the CPC for listing as a regular issuer on the TSXV.

Roadrunner completed its initial public offering of 3,000,000 Common Shares at a price of $0.25 per share for gross proceeds of $750,000 on April 8, 2005. The Common Shares are currently listed on the TSXV under the symbol ''RRC.P''. In accordance with the CPC Policy, Roadrunner has not carried on business activities since that time other than the identification and evaluation of businesses and assets with a view to completing a Qualifying Transaction and except for the entering into of the Letter Agreement and the Securities Exchange Agreement.

QUALIFYING TRANSACTION

The acquisition of Brighter Minds will constitute the Qualifying Transaction of Roadrunner under the CPC Policy. Following the Qualifying Transaction, Brighter Minds will become a wholly-owned indirect and direct subsidiary of Roadrunner. On completion of the Qualifying Transaction and the Offering, it is expected that Roadrunner will qualify for listing on the TSXV as a Tier 1 Issuer.

Pursuant to the terms and subject to the conditions precedent of the Securities Exchange Agreement, Roadrunner has agreed to buy, and the unitholders of Brighter Minds, the shareholders of Hargan Capital and the shareholders of Global Acquisitions have agreed to sell to Roadrunner, all of the Brighter Minds Units, Hargan Capital Shares and Global Acquisitions Shares, respectively. In addition, Roadrunner and the Brighter Minds optionholders have agreed that all options exercisable for Brighter Minds Units will be exchanged for options exercisable for Common Shares, and Hargan Global has agreed to assign the Hargan Global Loan to Roadrunner in exchange for Common Shares. Hargan Capital's only asset is Brighter Minds Units and the Hargan Capital Loan, and Global Acquisitions' only asset is Hargan Capital Shares. The consideration payable for the direct and indirect purchase of the Brighter Minds Units and the acquisition of the Hargan Global Loan will be satisfied by the issuance on the Closing Date of an aggregate 43,083,735 Common Shares at a deemed issue price of $0.40 per share. In addition, holders of Brighter Minds options will exchange their options for options to acquire Common Shares. The Securities Exchange Agreement was negotiated at arm's length among Roadrunner, Brighter Minds' unitholders and optionholders, Hargan Capital's shareholders and Global Acquisitions' shareholders.

In accordance with the terms of the Securities Exchange Agreement, the following securities will be issued, subject to adjustment and receipt of required regulatory approvals:

(a) immediately prior to closing of the Qualifying Transaction, Hargan Capital will convert its US$1 million principal amount unitholder loan to Brighter Minds (the ''Hargan Capital Loan'') into 340,436 Brighter Minds Units. Accordingly, immediately prior to the securities exchange, Brighter Minds will have 4,340,436 Brighter Minds Units outstanding of which 4,100,436 Brighter Minds Units will be held by Hargan Capital and 240,000 Brighter Minds Units will be held by Richard Pam;

(b) in exchange for the Brighter Minds Units owned by Richard Pam, on the Closing Date Roadrunner will issue to such unitholder an aggregate of 2,220,000 Common Shares at a deemed issue price of $0.40 per share;

(c) in exchange for the assignment of the Hargan Global Loan, on the Closing Date Roadrunner will issue to Hargan Global 2,934,701 Roadrunner Shares at a deemed issue price of $0.40 per share;

(d) in exchange for all of the issued and outstanding shares of Hargan Capital other than shares held by Global Acquisitions, on the Closing Date Roadrunner will issue an aggregate of 27,553,136 Common Shares to Hargan Global at a deemed issue price of $0.40 per share;

(e) in exchange for all of the issued and outstanding shares of Global Acquisitions, on the Closing Date Roadrunner will issue an aggregate of 10,375,898 Common Shares to the shareholders of Global Acquisitions at a deemed issue price of $0.40 per share; and

(f) Roadrunner will grant to Brighter Minds' optionholders on the Closing Date, options to purchase up to 8,287,125 Common Shares. Each holder of an option to purchase one Brighter Minds Unit will receive from Roadrunner on the Closing Date an option to purchase 10.25 Common Shares at an exercise price of $0.10 per share with the same vesting and exercise provisions attached to the options currently held by Brighter Minds optionholders.

The number of Common Shares to be issued to Brighter Minds' shareholders in exchange for the Brighter Minds Units and the number of Common Shares reserved for issuance under Roadrunner options granted to Brighter Minds' optionholders may vary depending on whether any of Brighter Minds' optionholders exercise their options before the Closing Date. In no event will the number of Common Shares issued or reserved for issuance in connection with the Securities Exchange Agreement exceed 51,370,860 Common Shares.

As one of the conditions to the closing of the Qualifying Transaction, Roadrunner must raise under this Offering and amount that is mutually acceptable to Brighter Minds and Roadrunner.

Roadrunner Shareholder Approval Matters

The indirect and direct acquisition of the Brighter Minds Units, including the acquisition of the Hargan Capital Shares and the Global Acquisitions Shares, and the exchange of the Brighter Minds options for Roadrunner options and the acquisition of the Hargan Global Loan, once completed, will constitute Roadrunner's Qualifying Transaction. Subject to regulatory approval, the Resulting Issuer will be named ''Brighter Minds Media Inc.'' Roadrunner held an annual and special meeting of its shareholders on January 19, 2006, at which time the shareholders of Roadrunner approved: (i) a special resolution authorizing, subject to the closing of the Qualifying Transaction, Roadrunner to file articles of amendment in order to change its name from ''Roadrunner Capital Corporation'' to ''Brighter Minds Media Inc.''; (ii) a resolution amending certain terms of the Stock Option Agreements held by the two directors of Roadrunner who will resign upon completion of the Qualifying Transaction; and (iii) a resolution adopting the 2006 Stock Option Plan.

BRIGHTER MINDS

Brighter Minds was formed on October 10, 1997 under the laws of the State of Ohio as a limited liability company, pursuant to an operating agreement (the ''Operating Agreement'') dated October 10, 1997 between JMAC, Inc., an Ohio Corporation (''JMAC''), Mr. Richard Pam, an individual resident in Ohio, and Hargan Capital, an Ohio Corporation. JMAC's membership interest in Brighter Minds was subsequently purchased by Hargan Capital on August 13, 2001. The Operating Agreement was amended and restated on July 22, 2004 to reflect an additional capital contribution made by Hargan Capital and a US$1,000,000 loan to Brighter Minds by Hargan Capital. The Operating Agreement was further amended and restated on January 1, 2005 in order to authorize the issuance of non-voting membership interests in the Company under a non-voting unit option plan. The Operating Agreement was further amended on January 1, 2006 to convert existing voting membership interests into voting units.

Brighter Minds does not have any subsidiaries. Brighter Minds does business under the name ''Brighter Minds Children's Publishing''. Brighter Minds' registered and head office is located at 651C Lakeview Plaza Boulevard, Worthington, Ohio 43085.

History of Brighter Minds' Business

Brighter Minds is a leading provider of children's ''Edutainment'' multimedia content. ''Edutainment'' refers to the combination of educational and entertainment products to create more effective learning tools for children. Brighter Minds creates and distributes multimedia Edutainment products including software, books and DVD games. The Company combines educational fundamentals and entertainment value to provide a learning experience that is fun for children from birth to age 12. Originally focused solely on PC software and console games, Brighter Minds expanded into the book publishing industry in early 2005. Management sees an opportunity to establish the Company as a global leader in the Edutainment business by combining in-house skills and highly recognizable external brands to develop products across a suite of platforms, including PC, DVD, print and the Internet. Brighter Minds intends to focus on its core competencies of licensing, creative development and distribution in order to achieve this goal.

Brighter Minds was created to serve the growing desire for parents to supplement and enhance their children's educational development outside of the school classroom. Building upon the increased prevalence of the personal computer, gaming consoles and DVD players in today's household, the founders identified an opportunity to create software learning products based on popular children's characters that are both fun and educational. Between 1998 and 2001, the Company created initial products based on children's characters such as Muppet Babies. In 2001, the Company successfully negotiated licensing agreements to develop educational products based on PBS Kids TV shows. In 2001, Brighter Minds obtained sufficient funds from Hargan-Global to expand its product development efforts and went on to launch products based on characters from popular children's series such as Caillou, Jay Jay the Jet Plane, Zoboomafoo and Cyberchase. Revenues grew from US$818,286 in 2003, to US$3,191,149 in 2004 and to US$4,440,792 (unaudited) for the first eleven months in 2005.

In 2004, Brighter Minds began to develop its own North American sales and distribution network. Building upon its success with PBS Kids, the Company signed additional licensing agreements with Universal Studios, Miramax Studios and Hasbro to utilize these licensors' suite of well-known characters in branding Brighter Minds' products. In the second half of 2005, Brighter Minds' products achieved distribution in major North American retailers including Wal-Mart, Target, Costco, Best Buy and Toys R Us. Worldwide distribution partnerships were signed with international distributors such as Mindscape and Game Factory Interactive to distribute the Company's products in countries including Canada, Australia, the United Kingdom, France, Germany, the Netherlands and Russia. Additionally, the Company expanded into book publishing to supplement its software products, providing cross-selling opportunities and diversifying its revenue base. Brighter Minds strengthened and expanded critical licensing relationships with Hasbro, Universal Studios, producers of TV shows shown on the Cartoon Network, BMG Strategic Marketing Group (now BMG/Sony Music), Universal Music and PBS. In addition, the Company entered into an agreement in principle with licensor Marvel Entertainment. Recently, the Company has expanded into the DVD games sector, a new platform that utilizes the DVD platform to create interactive games — often referred to as ''Participation TV'', and the online gaming sector — often referred to as ''Casual Gaming''. By combining development across these platforms the Company believes it has an opportunity to become a leading multimedia publisher of Edutainment products.

INDUSTRY OVERVIEW

Brighter Minds competes in the children's Edutainment products marketplace. The Company's Edutainment products fall into three global industries: (i) software publishing, (ii) book publishing, and (iii) DVD games.

Software Publishing

Entertainment Software

The entertainment software industry encompasses companies that publish video and computer games for platforms such as video game consoles, PC, the Internet, and handheld devices. The industry is typically segmented by platforms, by game genres and by age groups. Popular genres include action, sports, children and family entertainment, racing and role-playing. The entertainment software industry is one of the largest leisure product industries in the world. In the United States alone, the entertainment software industry (which does not include online betting) has grown from $3.7 billion in 1996 to $7.3 billion in 2004 representing a compound annual growth rate (''CAGR'') of 8.9% (Source: Entertainment Software Association's 2005 Sales, Demographics and Usage Data). Recent estimates have the industry growing to $10.8 billion in 2008 and $13.3 billion in 2010 representing a CAGR of 9.6% (Source: Citigroup Report ''Video Game Industry Thesis Revisited...Still The Right Place To Be'', November 6, 2005).

Online Gaming

The downloadable games category, sometimes referred to as ''casual gaming'', is comprised of games, typically less than 15 megabytes in size, where the primary method of distribution requires download to a user's PC. In the majority of cases, the games will have a trial mode, with the option to purchase the full version for unlimited offline play. Examples of downloadable games can be found at almost every casual online gaming site or games channel on major Internet portals. A research paper by IDC estimates that revenue from downloadable game sales in 2003 was over $52.7 million and will be over $760 million by 2007, representing a projected CAGR of 94.9% (Source: www.idc.com).

Brighter Minds believes that a number of factors will increase the demand for children's and family entertainment software titles, including the following:

- Improvements in technology will deepen the user experience and attract new customers.
- Shelf space devoted to the gaming category will continue to increase at electronics and mass retailers.

- Retail price points will continue to drop.
- The Internet offers a direct distribution model, new revenue opportunities such as in-game advertising and an enhanced user experience with new features such as multi-player capabilities.

Educational Software

The educational software industry is segmented into the home and school markets. The home market encompasses software titles typically purchased by parents at retail outlets for their child's use at home on the family computer. The school market encompasses curriculum, supplemental, testing or teacher training titles. Products are typically purchased by school boards or by teachers themselves for use within the classroom. The home and school markets can be further segmented by school level into pre-schoolers, grade-schoolers, teenagers and adults. As with many technology-based industries, the educational software category experienced a contraction from 2000 to 2004, with annual retail and school sales in the United States decreasing from $3.9 billion in 2000 to $2.5 billion in 2004. (Source: New York Times website).

Management believes that a number of factors will cause home and school consumers to increase their spending on educational software products, such as:

- Rising pupil/teacher ratios in schools, with the result that each child receives less individual attention.
- The *No Child Left Behind Act,* enacted in January 2002 by U.S. President George W. Bush, which has made billions of dollars in extra funding available to schools for the purchase of educational products such as software.
- Parents desire to ensure their children have every advantage in gaining admission to the best schools.
- Focus on standardized test scores has increased pressure on parents to buy educational products for use in home.
- Children learning to use computers at an earlier age.
- Growth in the number of households with computers. Nearly 84.3 million U.S. households had computers in 2004, a figure forecast to grow to nearly 95.7 million in 2009 (Source: In-Stat website article, ''Vendors, Providers Face Saturating Consumer Markets in U.S.'', April 18, 2005).

Book Publishing

The book publishing industry is comprised of incumbents that publish books in a number of genres including adult hardbound and paperback, juvenile hardbound and paperbound, mass-market paperback, K-12 education and religion. Children's book publishing is historically the strongest segment of the book publishing industry. In the past few years, strong growth for the children's segment has been evidenced by the expanded shelf space dedicated to this segment by mass retailer chains such as Wal-Mart, Target and Kmart. This growth has been realized through book department expansion and the increase in the number of Wal-Mart and Target stores.

The book publishing industry in the United States reached $23 billion in sales in 2004 (Source: Association of American Publishers website, February 2005). The children's trade publishing industry represents 5% (not including the K-12 educational books) of the $23 billion book publishing industry. In the United States, the industry has experienced healthy growth over the past decade with a compounded annual growth rate of 8% from 1992 to 2004 (Source: Association of American Publishers website, February 2005).

DVD Games

The DVD games category is made up of products that are video-based puzzle and trivia games that play on all standard DVD players. Typical titles also have a board-based component, thereby combining two of North America's most popular leisure activities — television and board games. Players use their DVD remote controls and game boards to interact with their television. DVD games are often categorized in the ''Participation TV and ''Interactive TV sectors.

Sales of DVD games grew 600% between 2003 and 2004 and the category is projected to reach $1 billion as early as 2007 (Source: DVDmarketer.com, May 2005 report). In 2004, sales of DVD games accounted for approximately 10% of total board game sales.

Management believes that a number of factors will expand the market opportunity for DVD games focused on children's Edutainment:

- The installed base of DVD players is substantial, providing a ubiquitous platform to develop products that appeal to the mass market. DVD player penetration has exceeded 70% of households in the United States (Source: DVD Marketer.com Report ''Vol. 4: DVD Games'', May 26, 2005).
- Operating a DVD game is very simple. Consumers, including children, are well acquainted with their DVD player and remote control.
- DVD content adds a dynamic layer to a board game, software or book experience. Consumers enjoy DVDs and have continually affirmed the importance and appeal of visual media.
- Unlike computer-based products, DVD games are conducive to social and group interaction between children and their parents. DVD games can accommodate multiple players of different skill levels at the same time and are generally enjoyed in the comfort of the living room, an environment that is ideal for family play.
- DVD players are typically not connected to the Internet, and, therefore, can be considered by parents to be a safer and friendlier environment for children to learn.
- Recently introduced development tools for the interactive DVD platform make the development process for DVD games faster and more economical.

THE BUSINESS OF THE COMPANY

Overview

Brighter Minds employs a mix of externally licensed and internally owned properties to create its Edutainment products. The Company's branding strategy is to maintain a mix of popular children's brands, encompassing the latest children's characters that are experiencing mass appeal, and ''evergreen'' products that are perennial sellers. Brighter Minds currently has licensing agreements in place with major children's content producers, including PBS Kids, Universal, BMG Strategic Marketing Group (now BMG/Sony Music), Hasbro and the producers of various TV shows aired on the Cartoon Network. Currently licensed properties include leading children's characters such as Totally Spies, My Little Pony, Atomic Betty, Caillou, The Land Before Time, Boohbah, Spy Kids, Cyberchase and Muppet Babies. In addition, the Company has reached an agreement in principle with Marvel Entertainment to license the Marvel Superheroes characters, including Spider-Man, The Incredible Hulk, Fantastic Four and X-Men and with Universal for Jurassic Park and Curious George. Brighter Minds has also created a number of wholly owned internal brands including Extreme Monsters and EDGE Learning Systems. By combining high quality educational curriculum and themes with popular characters, Brighter Minds' products appeal to both children and their parents alike. All products are published under the Brighter Minds umbrella brand.

Below is a table indicating some of the Company's key licensing arrangements:

Licensor	Properties	Media Category			
		PC Software	Books	Online	DVD Games
MARVEL	Marvel Superheroes (Spider-Man, The Incredible Hulk, Fantastic Four, X-Men)		✔		✔
UNIVERSAL	Jurassic Park[(1)]				✔
	The Land Before Time	✔		✔	✔
	Curious George[(1)]	✔		✔	
PBS KIDS	Caillou[(3)]	✔		✔	✔
	Boohbah[(3)]	✔		✔	
	Cyberchase	✔		✔	
	Zoboomafoo[(2)]	✔			
	Jay Jay the Jet Plane	✔		✔	
	PBS Kids	✔	✔	✔	
Hasbro	Tonka	✔			
	My Little Pony[(4)]		✔		✔
	Scrabble	✔			
Antefilms Studio	Code Lyoko[(1)]	✔		✔	
MARATHON	Totally Spies	✔	✔		
Atomic Cartoons Inc	Atomic Betty	✔		✔	
Jim Henson Interactive	Muppet Babies	✔			
SONY	Various Recordings		✔		
WORKMAN	Brainquest[(1)]				✔

Licensor	Properties	Media Category			
		PC Software	Books	Online	DVD Games
AMERICAN GREETINGS	Care Bears		✔		✔
DIMENSION FILMS	Spy Kids	✔	✔		
PlayFirst	Diner Dash, Oasis, TriJinx	✔			

Notes:

(1) Agreement in principle.

(2) Cookie Jar International is joint licensor.

(3) License from Cookie Jar International.

(4) Definitive agreement being finalized, product already in distribution.

Brighter Minds develops its products using its internal creative team and a stable of development partners. The Company's internal team has in-depth knowledge of the children's market. The Company uses professional early childhood educators and language experts to construct the educational content for its products. Product concepts are designed in-house, allowing Brighter Minds to retain all key intellectual property rights and to maximize creative control and product quality.

Brighter Minds has established a strong distribution network in the United States and Canada and a network of international distribution partners for countries such as Germany, France, the Netherlands, the United Kingdom, Australia and Russia. The Company's products command shelf space in both the software and book sections of leading mass retailers including Wal-Mart and Target. In addition, Brighter Minds' products are available in specialty retailers including Barnes & Noble, Best Buy, Toys R Us, and through direct-to-consumer outlets such as QVC, a home shopping network in the United States.

Competitive Strengths

Brighter Minds intends to focus on its core competencies of licensing, creative development and distribution in order to become one of the leading Edutainment providers of content for multiple platforms. Management believes that the following key competitive strengths position the Company to successfully implement its corporate strategy:

- *Key Strategic Relationships with Leading Creators of Children's Content*

  The Company has developed relationships with major children's content creators including PBS Kids, Universal, Hasbro, Marvel and the producers of popular TV shows on the Cartoon Network. Management believes Brighter Minds has the ability to continually secure the highest profile brands in this sector of the industry. Recognizable brands are critical because familiar characters can draw the interest of children and earn the trust of mothers, the main purchasers of these products. The Company's current licensed properties include leading children's characters such as Totally Spies, Caillou, My Little Pony, The Land Before Time, Boohbah, SpyKids, Cyberchase and Muppet Babies. Brighter Minds is typically granted renewals on their licenses as appropriate. In addition, the Company is often granted expanded licences from their partners. For example, after having licensed Tonka and Scrabble from Hasbro for several years, in 2005, Hasbro reached an agreement in principle with the Company to license My Little Pony for DVD games. Since the My Little Pony relaunch in 2003, more than 20 million units have reached the U.S. marketplace and eight million My Little Pony books have been sold by Hasbro (Source: Hasbro Corporate Website, www.hasbro.com).

- *Extensive Distribution Footprint*

  Brighter Minds has numerous sales distribution channels in place including a strong U.S. presence in leading mass retailers, specialty stores and bookstores including Wal-Mart, Target, Toys R Us, Best Buy and Barnes & Noble. By offering a broad suite of media products, the Company is able to fully leverage its relationships with major retailers as books, software and toys are increasingly being offered in the same retail outlet. The Company has established a strong distribution system in the United States and a network of international distribution partners for countries such as Canada, France, Germany, Netherlands, the United Kingdom, Australia and Russia. Brighter Minds also generates revenue through the packaging and distribution of third-party developed content. For example, PlayFirst, Inc. the developer of the popular online downloaded game ‘‘Diner Dash’’ has signed a distribution agreement with Brighter Minds, pursuant to which Brighter Minds is to distribute all of PlayFirst’s online games in the ‘‘bricks and mortar’’ retail sector.

- *Synergies Across Multiple Product Categories*

  The Company has developed the ability to deliver products across a number of media platforms including books, software, DVD and online. This breadth allows Brighter Minds to provide brand owners such as PBS and Hasbro with a centralized licensing solution for multiple product categories. Furthermore, the Company provides consumers with superior value when compared to competitive products, through products bundling. Software products often feature CDs bundled along with workbooks, flashcards and magnetic manipulatives. Book products are often bundled with CDs or contain interactive features such as electronic components. The synergies the Company enjoys by delivering content to multiple categories is a competitive advantage in that all the categories utilize brands from the same group of licensors, follow a similar creative development process and are typically distributed in the same retail outlets.

- *Innovative Products Developed By An Award-Winning Team*

  Brighter Minds is innovative in that its products combine learning and fun, creating Edutainment products which appeal to both children and parents alike. Competitive products tend to skew overly towards being solely educational or entertainment focused. Brighter Minds develops its Edutainment products using its award-winning internal creative team that has in-depth knowledge of the children’s market. Great care is taken to weave educational concepts such as math, language, critical thinking and reading into each of the Company’s products and to combine these concepts with the latest advances in technology. Software and DVD games products are developed to be highly interactive, typically featuring full multimedia capabilities including extensive use of audio and video. Book products are also built to be very interactive, often containing more than printed text and accompanying pictures. For example, books may feature an accompanying CD on the front, inside flap or feature pop-up or touch-and-feel content to reinforce educational and entertainment value. The Brighter Minds team is continually recognized among the best in the industry and has won numerous awards, including awards from Parenting Magazine, Parent’s Choice and iParenting.

Growth Strategy

Based on the competitive strengths described above, Brighter Minds intends to execute the following growth strategies:

- *Expand Product Categories*

  Management believes the Company can gain market share in the children’s segment of the DVD games and web downloadable markets by leveraging Brighter Minds’ existing relationships with major content owners such as Universal, Hasbro and PBS Kids. The development process for DVD games and online games is very similar to the Company’s development process for its existing software and print products. The Company has technical and creative expertise which it intends to leverage in developing these new games. Furthermore, the Company has distribution relationships in place with leading retailers that will be used to distribute its DVD games. The ‘‘bricks and mortar’’ retail network will also complement its distribution of online games. The Company has reached an agreement in principle for the rights to produce DVD games based on Marvel Heroes (Spider Man, X-Men, Fantastic 4 and The Hulk), BrainQuest and Universal’s Jurassic Park property. It has also secured rights for online titles based on the Cartoon Network shows such as Atomic Betty and Code Lyoko.

- *Increase Quantity and Breadth of Brand Licenses*

  Brighter Minds will continue to build upon the Company’s current relationships with major broadcasters, media companies and toy companies to gain access to characters and brands with even larger appeal. After having licensed The Land Before Time from Universal Studios, Brighter Minds reached an agreement in principle with Universal Studios to license both Jurassic Park and Curious George for a multitude of platforms. This reinforces management’s belief that Brighter Minds’ is positioned to grow its stream of content through its strategic relationships. In addition, Brighter Minds intends to achieve growth by leveraging its current and future licenses across a wider spectrum of media. For example, Brighter Minds is leveraging its PC software license from the Cartoon Network show of Totally Spies to expand into the online and book categories for Totally Spies as well as additional Cartoon Network shows including Code Lyoko and Atomic Betty. Brighter Minds also believes it will gain access to entirely new content by forging new strategic relationships as the Company develops its reputation as a licensee of content.

- *Further Strengthen Retail Network*

  The Company intends to increase its footprint with major retailers such as Wal-Mart, Target and Toys R Us by increasing the number of software and book products made available by the Company. Management believes that the Company will increase its software and book presence in mass retail outlets by releasing products with high profile brands and children's characters. In addition, management believes that shelf space per store will increase through the Company's expansion into the DVD games product category. Brighter Minds also intends to increase the number of people on its sales team to expand coverage with key retail accounts. While the Company currently ships direct to many of its retail partners, it uses a distributor to access some of the larger retail chains. Management believes that as Brighter Minds achieves critical volume it will be able to distribute more products directly to the shelves of these retailers, thereby enhancing its margins.

- *Grow International Distribution*

  An important growth area for the Company is the international distribution of Brighter Minds' products through third-party publishers and distributors. Currently, Brighter Minds has concentrated efforts on a selected group of domestic partners and international distributors. International distribution markets include the United Kingdom, France, Germany Russia, the Netherlands and Australia. Arrangements with third-party distributors are negotiated on a product-by-product basis. Products are localized through modifications to language and content within each market by the licensee (where needed) and sold via a license agreement whereby Brighter Minds receives a royalty fee on each product sale. Building upon the international appeal of many of the brands the Company produces, management intends to build this licensee strategy significantly. Areas where the Company has no presence and intends to grow include Asia and South America. Expansion of international distribution is a low risk method whereby the Company can generate incremental cash flow by collecting royalty payments from existing licenses without incurring additional capital costs. In addition, the Company generally receives advance payments under international distribution agreements which provide a source of financing for product development.

- *Pursue Strategic Acquisitions*

  Brighter Minds expects to selectively acquire companies that complement its exclusive focus on its target market demographic. Ideal acquisition targets may include small to mid-sized publishers of educational and/or entertainment products in the DVD games, software and book industries. Management believes that the Company's public ownership status will be an important competitive advantage and the Company intends to utilize both cash and stock to gain control of strategic assets. The Company expects that potential acquisitions will primarily be located in the United States but it will also consider potential acquisitions in other countries.

Principal Products And Services

Software

Brighter Minds has produced software titles since its inception in 1997. The Company has been successful in carving out a position in the marketplace by producing high quality products that are based on widely identifiable brands and characters. Brighter Minds mitigated the recent downturn in the educational software industry by providing innovative software products that are both educational and fun.

Brighter Minds develops software for the PC and Internet platform categories, targeting the children's and family genres. The Company's software products are easy to use and highly interactive. The products allow children to interact and learn through a series of on-screen exercises and companion print products (such as flashcards or workbooks). Software titles are designed in tandem with early childhood educators and professionals to maximize educational subject matter and themes. Great care is taken to weave educational concepts such as math, language, critical thinking and reading into each of the Company's products. All products are published under the Brighter Minds or Brighter Child brands.

The Company will release its initial Internet-based software titles in 2006. These titles will target the children's and family demographics through leading online retailers such as Yahoo Games and Real Arcade. In addition, the

Company has licensed from the Cartoon Network TV shows such as Atomic Betty and Code Lyoko to develop Internet-based software titles and intends to enter into many more similar licenses in the future.

Selection of Brighter Minds Software Products

Books

Brighter Minds entered the book publishing industry in early 2005. The Company was successful in generating significant revenues from the sector in a very short time period by releasing products that are innovative compared to its competition. To date, the Company has shipped over half a million books, with more titles planned for 2006 and beyond.

Brighter Minds targets the best selling demographic in the children's book marketplace — birth to age seven. Management believes that the Company's book products are competitively priced and offer perceived value to customers. In addition, Brighter Minds has access to the leading children's brands in the industry, including PBS Kids, and has established a strong network of mass and retail outlets.

Selection of Brighter Minds Book Products

DVD Games

Brighter Minds will release its initial DVD games titles in 2006. The Company has reached an agreement in principle with Marvel Entertainment to release products based on the Marvel superheroes (Spider-Man, The Incredible Hulk, Fantastic Four and X-Men), and with Universal Studios to release products based on the Jurassic Park and Curious George brands, among others, and has entered into a definitive licensing agreement with Universal Studios in respect of The Land Before Time brand. Brighter Minds' products will be aimed at the children's and family demographics. Management intends to establish distribution for the Company's DVD games products in the toy sections of retailers with whom the Company already has distribution relationships, including Wal-Mart and Target.

These games will include a DVD component requiring the player to watch videos, answer questions and interact with the DVD program. They will also include board game components. The uniqueness of the DVD platform is that game play can be adapted to the skill and age level of each player. The games will adopt the unique feel of the licensed properties to create a rich and fun environment for all players.

Selection of Brighter Minds DVD Games in Development

Product Development

The Company is consistently engaged in the development of content for its products. Software, books, DVD games and online products are developed through a combination of the Company's in-house creative team, which has an in-depth knowledge of the children's market, and a network of consultants and suppliers.

The Company follows a staged process to produce content for each of its products. First, the goals of the product are defined and the format of the product is established. Then the product is designed, initially through concept drawings, graphic sketches and notes. At the design stage, the Company often hires additional professional early childhood educators and language experts to provide consultative services on a product-by-product basis. All initial design of the product is completed in-house through the Brighter Minds' creative team. After a number of iterations, the initial product design is then translated into a development brief including narratives and storyboards. These documents are given to a development studio, book writer or illustrator for the development phase of the project.

The Company relies on outsourced project management, programming, graphics and writing experts in order to increase its capacity to complete projects and to lower costs. Since inception, the Company has employed development studios and experts in the US, India, Canada, Singapore and Israel. The Company's in-house creative team provides feedback, testing and, ultimately, approves the final product. For software and DVD games projects, a ''gold master'' containing a high-quality version of the final product is then produced and delivered to production suppliers. For book and print projects, proofs, negatives and film are handed off to print production suppliers. Generally, the product development process is a scaleable model, in that the Company leverages its core in-house team through use of outside consultants on a project by project basis, and utilizes its in-house library of content in developing new product offerings.

In conjunction with content development, Brighter Minds manages the packaging design operation. Similar to content development, all of the initial design for the development of packaging is performed in-house through the Brighter Minds creative team. Once designed, packaging concepts are delivered to print production suppliers for manufacturing.

Distribution Channels

Brighter Minds has established multiple distribution channels, with the majority of the Company's channels having been developed in the past six months. Management believes the Company is well poised to leverage this distribution network going forward.

Mass Retailers

Brighter Minds products are available in the software and book sections of leading North American mass retailers including Wal-Mart, Target, Costco and Sam's Club. Since inception, the Company has achieved distribution in numerous mass retail locations in the U.S. and Canada. With mass retailers commanding a growing share of retail spending, management believes that distribution to these channels is a key advantage for the Company.

Some of the Company's largest mass retail accounts are with the following:

- Wal-Mart
- Kmart
- Target
- Sam's Club
- Costco

Specialty Retailers

Brighter Minds' products are available in leading North American computer, book, office, electronics and toy retail outlets including Best Buy, Toys R Us, Office Depot, Circuit City, CompUSA, Fry's Electronics, Barnes & Noble, Borders and BooksAMillion. Since inception, the Company has achieved distribution in numerous specialty retail locations in the U.S. and Canada.

Some of the Company's largest specialty retail accounts are with the following:

- Toys R Us
- Walden Books
- Best Buy
- Barnes & Noble
- Borders

- Circuit City
- Indigo
- B Dalton
- Books A Million
- Hastings

Third-Party Distributors

For selected mass and specialty retailers, Brighter Minds distributes finished product through third-party distributors such as Atari, CDS and Valusoft. The Company has entered into long-term relationships with these distributors to place its product in leading retail outlets such as Best Buy, CompUSA, Office Max, Borders, Barnes & Noble and Indigo. Generally, distribution agreements provide for the return of unsold product, which the Company accounts for in its reserves based on historical experience. In 2004 and 2005, the Company reduced its reliance on third-party distributors by dealing directly with leading retail outlets including Sam's Club and Costco.

International Distribution

The Company generates significant revenues through the distribution of its products to publishers and distributors within and outside North America. In addition, the Company receives allowances against the projected revenue stream through its international distribution agreements. Partnerships with international distributors are negotiated on a product-by-product basis. Products are localized in each market by the distributor (where needed) and sold via a distribution agreement whereby Brighter Minds receives a royalty fee on each product sale. The Company currently has partnerships in place for the following countries: Australia, Canada, France, Germany, Israel, the Netherlands, Poland, Russia, South Africa and the United Kingdom, among others.

Direct-To-Consumer

Direct sales channels are becoming an increasingly important channel for software, print and toy sales. The Company has developed a brand portfolio and a suite of products that are suitable for direct marketing campaigns. Brighter Minds' has distributed its products through QVC, ImagineNation, Avon and Discovery Toys.

Online Retailers

In addition to physical retail outlets, Brighter Minds pursues an online retailing strategy. The Company's products are made available for sale through the *brightermindsmedia.com* and *brighterchild.com* web sites. Furthermore, Brighter Minds is distributing its products through leading web retailers including Amazon, Barnes & Noble and Wal-Mart.

Licensing and Strategic Partners

Licensing Overview

The licensing industry is based on the process of leasing a legally protected entity known as a property that could be a character, name, likeness, graphic or logo in conjunction with a product or product line. Licensing is usually based on a contractual agreement between two business entities: the owner or agent of the property (also known as the licensor) and the user of the rights (also known as the licensee).

The formal permission to use the owner's property is subject to certain terms and conditions, such as a specific purpose or product, a category, a defined geographic area, specific distribution channels, and a finite time period. In exchange for granting the rights for a certain property to the licensee, the licensor obtains financial remuneration. The basic component of this payment is the royalty, which is a percentage of the licensee's sales of products that are incorporated in the property rights. In addition, a guaranteed minimum royalty is usually payable whereby the licensee is obligated to pay a pre-negotiated amount regardless of the actual revenues generated as a result of sales of products by the licensee. A percentage of this guarantee is normally paid as an advance.

Licensable properties are characterized based on the source of the licensed brand, including character (entertainment, TV, movie), fashion, sports and trademarks. Brighter Minds is focused on the character licensing sector. In 2004, character licensing was the largest segment of the licensing industry in terms of revenues, reaching

$2.5 billion in revenues out of a total of $5.8 billion in revenues for the entire industry (Source: License 2005 Industry Annual Report, October 2005).

Management believes that one of the Company's competitive strengths is its strong relationships with major children's content creators. The license agreements with these content creators vary with some being exclusive and others nonexclusive. They range in length from three to five years and provide for royalty payments from 5% to 15%.

PBS

The Company has entered into a five-year exclusive licensing relationship with PBS Kids, the leading children's TV network. The relationship provides the Company with the worldwide rights to develop educational software and books based on the PBS Kids' brand. Brighter Minds has a unique, long-term relationship with the broadcaster, having been chosen over larger competitors for the coveted rights to the PBS Kids brand.

PBS Kids is considered by management to be the leading educational broadcaster and property for children from birth to age 12. In 2003, PBS was ranked the number one television and video resource for classroom programming in the United States (Source: National Study by Grunwald Associates). The Company believes the high visibility and draw of PBS Kids will contribute to the Company's revenue growth with consumers and in schools. Additionally, the ''teacher-friendly'' status of the brand allows entry to the rapidly growing and highly profitable school supplemental materials market. The products under this license will be launched in 2006. In addition to the relationship with the PBS Kids brand outlined above, Brighter Minds has a relationship with the producers of some of the individual shows featured on the PBS Kids network. These relationships allow the Company to develop and market educational products based on popular characters including Caillou, Zoboomafoo, Jay Jay The Jet Plane, Boohbah and Cyberchase.

Universal Studios

The Company has entered into a licensing relationship with Universal Studios to brand products based on The Land Before Time, and has reached an agreement in principle for additional licenses in respect of the Curious George and Jurassic Park characters and properties.

Marvel Entertainment

The Company has reached an agreement in principle with Marvel Entertainment to brand products based on Marvel Entertainment characters including Spider-Man, The Incredible Hulk, Fantastic Four and X-Men. With a library of over 5,000 proprietary characters, Marvel Entertainment is one of the world's most prominent character-based entertainment companies (Source: Marvel Entertainment corporate web site).

Hasbro

Brighter Minds has entered into a licensing relationship with Hasbro to brand products based on popular Hasbro properties including Scrabble, Tonka and My Little Pony. Since the re-launch of the My Little Pony brand in the fall of 2003, more than 20 million My Little Pony toys have reached the U.S. marketplace and eight million My Little Pony books have been sold (Source: Hasbro corporate web site).

ValuSoft and Atari

The Company has a long-standing relationship in place with ValuSoft, a THQ company, and with Atari for software product distribution services to major retailers. Retail accounts reached through these Brighter Minds' partners include Best Buy, Target and Office Max. Under the terms of the relationships, Brighter Minds ships product to each of ValuSoft and Atari on both a non-consignment and consignment basis. For services rendered, Brighter Minds pays these partners a distribution margin. These partnerships provide Brighter Minds with quality distribution to additional accounts that it does not directly distribute to.

CDS

Brighter Minds has entered into a strategic relationship with Client Distribution Services (''CDS''). CDS is the largest independent provider of third-party distribution services in North America (Source: CDS corporate web site). CDS distributes the Company's book products to retailers such as Barnes and Noble, Borders and Books-A-Million. Under the terms of this relationship, Brighter Minds ships product to CDS on a returnable basis. For services rendered, Brighter Minds pays CDS a distribution margin.

Other Strategic Partners

Brighter Minds has strategic licensing relationships with Marathon Animation and Breakthrough Entertainment, among others, to brand its products with some of the most popular characters from TV shows running on Cartoon Network. Cartoon Network is currently seen in 88.5 million U.S. homes and in 160 countries around the world (Source: Time Warner corporate website). Examples of Cartoon Network brands licensed by Brighter Minds include Totally Spies and Atomic Betty.

Brighter Minds has entered into an exclusive distribution and packaging relationship with PlayFirst, Inc. PlayFirst is a leading full-service publisher of popular video games for the mass market, publishing accessible titles via more than 450 of the world's top online game destinations (Source: PlayFirst corporate website). Under the terms of this agreement, Brighter Minds acts as the North American distributor of PlayFirst's games to leading mass and specialty retailers including Wal-Mart, Target, Circuit City and Best Buy. In October 2005, the first product based on this relationship was packaged and distributed by Brighter Minds. The two companies partnered to bring Diner Dash, the most popular downloaded game on top Internet game destinations to leading ''bricks and mortar'' retailers (Source: PlayFirst corporate web site). In addition, this partnership provides Brighter Minds valuable experience in the online game publishing market.

Sales and Marketing

Brighter Minds maintains a network of sales representatives along with a direct sales force to sell into major mass retailers and specialty retailers. For the majority of retailers, the Company has a direct relationship with the retailer and distributes its products directly into the retailer's warehouses and stores. For others, the Company relies on third-party distributors to distribute its products into selected retail outlets.

The Company's direct sales force is located at the Company's Worthington, Ohio head office location. Brighter Minds currently has six full-time people dedicated to sales and marketing efforts and intends to increase this team to ten people by 2007. Management has also developed a network of sales representatives around North America and sales licensing partners globally to increase its marketing efforts. The Company's marketing strategy is centrally coordinated through the Company's head office, with in-house capabilities used to produce marketing materials.

Brighter Minds occasionally runs promotions providing rebates to consumers and also provides educational discounts to registered educational institutions and teachers. The Company also operates a variety of promotional programs in conjunction with retailers and licensors. In addition, Brighter Minds conducts in-store promotions such as end cap displays, book clip strips and tables, instant rebates and mail-in rebates. The Company also runs advertising campaigns through direct mailings and industry catalogues.

Competition

Brighter Minds competes in the software, book, DVD game, and online game publishing industries. As a result, the Company competes either directly or indirectly with a wide variety of large multinationals and independent industry participants. Specifically, the Company competes in the following categories: Edutainment publishers (e.g. Topics Entertainment, Knowledge Adventure, Encore Software and Buena Vista), gaming publishers (e.g. Atari, THQ, Take Two Interactive and Activision), Edutainment toy manufacturers (Leapfrog, Vtech and Fisher Price), and children's books publishers (e.g. Scholastic and McGraw-Hill). With the entrance into new growth markets, the Company will compete with DVD games publishers such as SnapTV, Bequal and Screenlife and online gaming publishers such as PlayFirst, Reflexive Entertainment, PopCap, Garage Games and Big Fish Games. Generally, competitors in the children's book and software industries are large, well capitalized companies, and competitors in the online game publishing industry and DVD games market are small, startup ventures.

In general, these companies compete on the basis of product quality, brands or characters represented, distribution capabilities, and price. Many of Brighter Minds' existing competitors have access to substantially greater resources than the Company and many feature their own proprietary brands in their products. The success of any new entrant would depend on its ability to obtain financing, to obtain valuable licenses, and its ability to widely distribute product and create content.

Brighter Minds has become the publisher of choice for many customers and licensors because of its ability to develop high quality Edutainment products across multiple platforms. Management believes this will ensure the Company's continued and growing access to quality brands going forward. In addition, the Company is able to differentiate its products through multimedia bundling such as packaging print and book products with its software products. The Company will leverage these core competencies, along with its distribution capabilities, to pursue its growth strategy.

Intellectual Property

Brighter Minds relies on a combination of trademark and trade secret laws, contractual provisions with customers, partners, suppliers and consultants, employment agreements and other internal protocols to protect its proprietary right in its products and services. The Company has applied for a number of trademarks including Brighter Minds, Learning Through Exploration, Little Melody Press, Penny Candy Press and Extreme Monsters. Brighter Minds also has the exclusive right to use the Brighter Child trademark for software on all platforms.

Operations and Facilities

Printing, Production and Inbound Freight

In order to manufacture its various retail products, Brighter Minds manages a significant print and media production process through specialized providers. Orders and replenishment orders for the print production of packaging, books, workbooks and flashcards along with media replication services for CD-ROMs and DVDs are managed by Brighter Minds. Actual print production runs and replication services are outsourced to a network of preferred suppliers to the Company, including low cost providers in countries such as China and Mexico.

Brighter Minds employs third-party logistics suppliers to carry inbound freight for any print or media products. Suppliers ship inventory directly to the Company's warehouse in Worthington, Ohio or to the fulfillment houses of distribution partners.

Fulfillment

Brighter Minds' manages the fulfillment process through its own warehouse and through service providers specializing in fulfillment. Brighter Minds operates a warehouse at its head office in Worthington, Ohio to house inventory for Internet orders processed through the Company's web sites and smaller retail accounts. Outbound freight services for inventory at the Company's warehouse are carried through Eagle and DHL. The majority of fulfillment services are performed through third-party suppliers. Brighter Minds has preferred relationships in place for warehousing, order processing and freight services.

Suppliers

The Company has entered into a number of preferred supplier relationships. Brighter Minds has developed ''Request For Proposal'' practices for larger projects to provide the Company with competitive quotes. Some of the Company's larger suppliers include SVH and Main Choice for book and package printing and Echo Data for disc replication services.

Head Office

The Company leases approximately 3,345 sq. ft. of office space in Worthington, Ohio, which includes space for general management, sales and marketing, administration, product design and warehousing. The current lease term expired December 31, 2005 and the Company now leases these facilities on a month-to-month basis. Annual rental payments total $34,260, plus estimated annual operating costs of approximately $20,000.

Employees

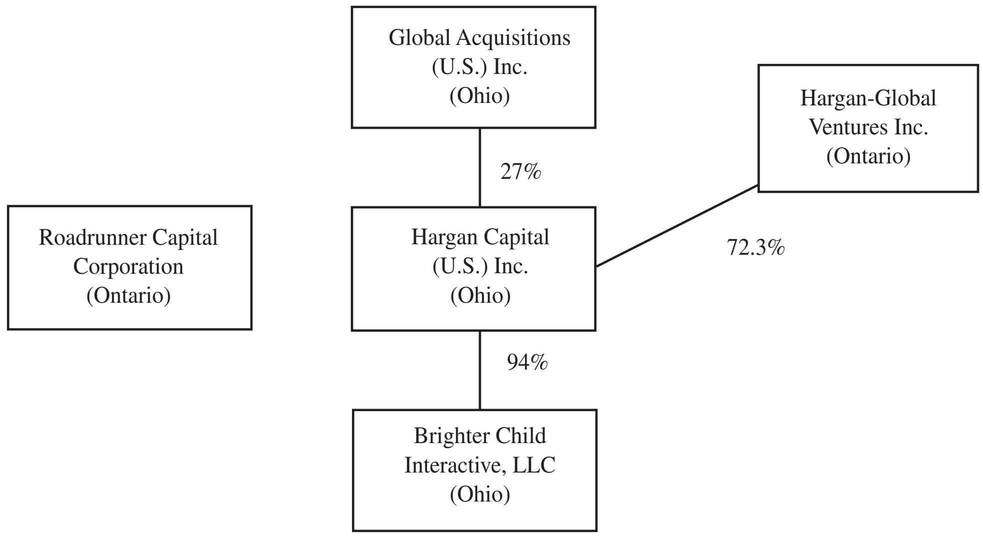
The Company has been successful in identifying, attracting and retaining employees with relevant industry expertise. Brighter Minds currently has 20 full-time employees including six in sales and marketing, two in corporate administration and finance, two in customer service, six in creative development and four in production and fulfillment. The Company also employs five part-time employees for warehousing, fulfillment and creative functions.

Brighter Minds is not a party to a collective agreement with any union. From a human resources perspective, the Company's objective is to build and retain a motivated, entrepreneurial, highly skilled and dedicated workforce.

INTERCORPORATE RELATIONSHIPS

Neither Brighter Minds nor Roadrunner have any subsidiaries. After the Completion of the Qualifying Transaction, Global Acquisitions will be a wholly-owned direct subsidiary of Roadrunner, Hargan Capital will be a wholly-owned direct and indirect subsidiary of Roadrunner and Brighter Minds will be a wholly-owned direct and indirect subsidiary of Roadrunner.

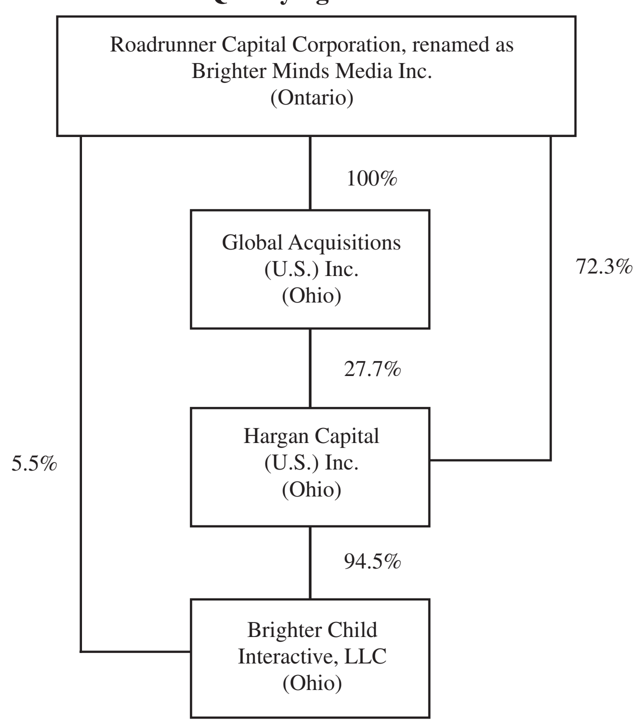
Before Qualifying Transaction(1)



Note:

(1) Before conversion of the Hargan Capital Loan and assuming none of Brighter Minds' existing options are exercised. See ''Qualifying Transaction''.

After Qualifying Transaction(1)



Note:

(1) Assumes that none of Brighter Minds' existing options are exercised. See ''Qualifying Transaction''

USE OF PROCEEDS

The Resulting Issuer expects to receive net proceeds from the Offering of $1,226,211 if the Minimum Offering is sold and $4,926,211 if the Maximum Offering is sold, after deducting fees payable to the Agents of $150,000 in the event the Minimum Offering is sold or $450,000 in the event the Maximum Offering is sold and the estimated expenses of the Offering and the Qualifying Transaction of $623,789. If the Over-Allotment Option is exercised in full, the Resulting Issuer expects to receive $5,758,711 in net proceeds, after deducting fees payable to the Agents of $517,500 and the estimated expenses of the Offering and the Qualifying Transaction of $623,789.

The Resulting Issuer intends to use the net proceeds from the Offering, together with estimated consolidated working capital as of September 30, 2005 of $2,081,349, primarily for product development and licensing, and in addition to expand its sales force and its existing distribution network, to consider potential acquisitions and for general corporate purposes. The net proceeds are intended to be applied as follows:

	Minimum Offering (Canadian funds)	Maximum Offering (Canadian funds)
Product Development and Licensing	$ 367,863	$ 367,863
Expansion of Sales Force and Distribution Network	$ 122,621	$ 122,621
Inventory	$ 429,174	$ 429,174
Working Capital	$ 306,553	$2,006,553
Acquisitions	$ 0	$2,000,000
TOTAL	**$1,226,211**	**$4,926,211**

While the Resulting Issuer intends to use funds available to it from the Offering as stated above, circumstances may arise where a reallocation of funds is necessary. It is also likely that the funds will not be fully deployed for a period following the closing of the Offering. See ''Risk Factors — Use of Proceeds May Change Based on Business Needs''. The net proceeds of the Offering will be invested by and at the discretion of the Resulting Issuer.

SELECTED CONSOLIDATED FINANCIAL INFORMATION

Roadrunner

The following table provides selected financial information for Roadrunner as at and for the financial year ended September 30, 2005.

	Year ended and as at September 30, 2005
	(Canadian funds)
Current Assets	$781,559
Accounts payable and accrued liabilities	$ 28,529

Brighter Minds

	Nine months ended September 30,		Years ended December 31,		
	2005	2004	2004	2003	2002
	(Unaudited, US Funds)			(US Funds)	
EARNINGS DATA					
Revenue	$3,088,325	$1,545,753	$3,191,149	$ 818,286	$1,250,581
Cost of Goods Sold	1,494,181	546,847	890,326	300,619	28,128
Gross Profit	1,594,144	998,906	2,300,823	517,667	1,222,453
Operating expenses	1,473,841	1,082,224	1,496,908	1,000,599	1,130,177
Income (loss) from operations	120,303	(83,318)	803,915	(482,932)	92,276
Other Expenses	256,398	270,600	470,670	482,722	387,746
Net income (loss)	(136,095)	(353,918)	333,245	(965,654)	(295,470)
EBITDA[1]	120,303	(83,318)	803,915	(482,932)	92,276

	As at September 30, 2005	Years ended December 31, 2004	2003	2002
	(Unaudited, US Funds)		(US Funds)	
BALANCE SHEET DATA				
Cash and cash equivalents	$ 25,290	$ 112,053	$ 66,534	$ 38,055
Working capital (deficiency)	379,069	596,143	(884,333)	(467,506)
Total Current Assets	3,805,163	1,672,253	781,235	312,119
Line of Credit	1,200,299	0	0	0
Members' Deficit	(855,644)	(719,549)	(3,182,388)	(2,216,734)

Note:

(1) EBITDA is calculated as earnings before interest, income taxes, depreciation and amortization. Brighter Minds uses EBITDA as a supplemental financial measure of its operational performance. Management believes EBITDA to be an important measure as it excludes the effects of items which primarily reflect the impact of long-term investment decisions, rather than the performance of the Company's day-to-day operations. As compared to net income according to GAAP, this measure is limited in that it does not reflect the periodic costs of certain capitalized tangible and intangible assets used in generating revenues in the Company's business. Management evaluates such items through other financial measures such as capital expenditures and cash flow provided by operating activities. The Company believes that this measurement is useful to measure a company's ability to service debt and to meet other payment obligations or as a valuation measurement. However, EBITDA does not have any standardized meaning prescribed by GAAP and is therefore unlikely to be comparable to similar measures presented by other issuers.

MANAGEMENT'S DISCUSSION AND ANALYSIS

This management's discussion and analysis (''MD&A'') of financial condition and results of operations of Roadrunner (before the acquisition of Brighter Minds) and Brighter Minds should be read in conjunction with the financial statements and the notes thereto included elsewhere in this prospectus. Brighter Minds' and Roadrunner's financial statements are presented in accordance with Canadian GAAP. This data represents the financial information of Roadrunner and Brighter Minds prior to the completion of the Offering and Qualifying Transaction.

Roadrunner MD&A

The following discussion and analysis should be read in conjunction with Roadrunner's financial statements for the period from November 18, 2004 to September 30, 2005.

Date

This management discussion and analysis (''MD&A'') is dated February 16, 2006 and is in respect of the period from October 1, 2005 to December 31, 2005.

Overall Performance

Roadrunner Capital Corporation (the ''Company'') is classified as a ''Capital Pool Company'' for the purposes of Policy 2.4 of TSX Venture Exchange (the ''Exchange''). As a result, the Company's current business is to identify and evaluate businesses and assets with a view to completing a ''Qualifying Transaction''. Any proposed Qualifying Transaction must be accepted by the Exchange and in the case of a non-arm's length Qualifying Transaction is also subject to ''majority of the minority approval'' in accordance with Policy 2.4 of the Exchange. The Company has not conducted commercial operations other than to enter into discussions for the purpose of identifying potential acquisitions or interests.

Until completion of a Qualifying Transaction, the Company will not carry on any business other than the identification and evaluation of businesses or assets with a view to completing a potential Qualifying Transaction. Except as described in the Company's final prospectus dated March 11, 2005, the funds raised pursuant to the Company's initial public offering will be utilized only for the identification and evaluation of potential Qualifying Transactions and, to the extent permitted by Policy 2.4, for general and administrative expenses.

Although the Company has commenced the process of identifying potential acquisitions with a view to completing the Qualifying Transaction, the Company has not yet entered into a definitive agreement for any particular transaction.

Initial Public Offering

On April 8, 2005, the Company issued 3,000,000 common shares at $0.25 to the public pursuant to a prospectus dated March 11, 2005.

Results of Operations

Prior to the completion of the initial public offering, the Company had no operations. Since then the Company's only activity has been to attempt to identify businesses with a view to completing a Qualifying Transaction. The Company earned interest income on a guaranteed investment certificate in the amount of $4,857 and incurred general and administrative costs of $8,491 transfer agent fees and costs associated with the preparing to hold the annual meeting of shareholders and securities regulators filing fees. The Company also incurred legal and auditors fees and disbursements of $5,775. Net loss for the period was $9,409 or $0.002 on a per share basis. As the Company was incorporated on November 18, 2004 and had not completed a full period, no comparative financial statements are presented.

Liquidity

At December 31, 2005, the Company had cash and cash equivalents of nil and a guaranteed investment certificate issued by a subsidiary of a Canadian chartered bank in the principal amount of $748,600 all of which was generated from the proceeds of the initial capitalization and the initial public offering.

Outstanding Share Data

There are 4,200,000 common shares issued and outstanding. There are options outstanding under the Company's Incentive Stock Option Plan entitling the directors to purchase up to an aggregate of 420,000 common shares at a price of $0.25 per share at any time prior to April 8, 2010. The agent for the Company's initial public offering was compensated, in part, through the granting of options to purchase up to 300,000 common shares at a price of $0.25 per share at any time prior to October 8, 2006.

Risks and Uncertainties

The Company's sole objective is to identify a satisfactory Qualifying Transaction. There is no assurance that it will be able to do so. If the Company does not complete a Qualifying Transaction within the time permitted by the Exchange its common shares could be delisted.

Proposed Qualifying Transaction

On November 8, 2005 the Company entered into an agreement with Brighter Child Interactive, LLC (''Brighter Child'') and its shareholders pursuant to which the Company agreed, in principle, to enter into a securities exchange agreement under which the Company would acquire all of the issued and outstanding securities of Brighter Child, subject to regulatory approval. Brighter Child is a limited liability corporation existing under Ohio law. It does business under the name Brighter Minds Children's Publishing. Based in Columbus, Ohio and Toronto, Ontario, Brighter Minds is a private children's educational publisher of software and print products for children ages two to 18. This proposed acquisition is intended to constitute a Qualifying Transaction as defined under Exchange Policy 2.4 and is expected to be completed in late February or early March 2006.

Transactions with Related Parties

During the period Roadrunner reimbursed the law firm of which its sole officer is a partner for $440 of expenses related to the incorporation and organization of Roadrunner.

Outstanding Share Data

There are 4,200,000 common shares issued and outstanding. There are options outstanding under the 2006 Stock Option Plan entitling the directors to purchase up to an aggregate of 420,000 common shares at a price of $0.25 per share at any time prior to April 8, 2010. The agent for Roadrunner's initial public offering was compensated, in part, through the granting of options to purchase up to 300,000 common shares at a price of $0.25 per share at any time prior to October 8, 2006.

Risks and Uncertainties

Roadrunner's sole objective is to identify a satisfactory Qualifying Transaction. There is no assurance that it will be able to do so. If Roadrunner does not complete a Qualifying Transaction within the time permitted by the TSX Venture Exchange its common shares could be delisted.

Subsequent Event

On November 8, 2005 Roadrunner entered into an agreement with Brighter Child Interactive, LLC and its shareholders pursuant to which Roadrunner agreed, in principle, to enter into a securities exchange agreement under which Roadrunner would acquire all of the issued and outstanding securities of Brighter Minds, subject to regulatory approval. Brighter Minds is a limited liability corporation existing under Ohio law. It does business under the name Brighter Minds Children's Publishing. Based in Columbus, Ohio and Toronto, Ontario, Brighter Minds is a private children's educational publisher of software and print products for children ages two to 12. This proposed acquisition is intended to constitute a Qualifying Transaction as defined under Exchange Policy 2.4 and is expected to be completed in early 2006.

Roadrunner MD&A for the Three Months ended December 31, 2005

The following discussion and analysis should be read in conjunction with the Company's interim unaudited financial statements for the three months ended December 31, 2005.

Brighter Minds MD&A

Management's Discussion And Analysis

The following discussion and analysis should be read in conjunction with the selected financial information and the combined financial statements and the accompanying notes appearing elsewhere in this prospectus. Certain information included herein is forward-looking and based upon assumptions and anticipated results that are subject to uncertainties. Should one or more of these uncertainties materialize or should the underlying assumptions prove incorrect, actual results may vary significantly from those expected. See ''Forward-Looking Statements'' and ''Risk Factors.''

All financial numbers are presented in U.S. dollars.

Overview

Brighter Minds is a leading multimedia children's Edutainment company. Brighter Minds creates and distributes multimedia Edutainment products including software, books, DVD games and print materials. The Company combines educational fundamentals and entertainment value to provide a learning experience that is fun for children from birth to age 12. Originally focused solely on PC software and console games, Brighter Minds expanded into the book publishing industry in early 2005. Management sees a unique opportunity to establish the Company as a global leader in the Edutainment business by combining in-house skills and highly recognizable external brands to develop products for children that are both fun and educational across a suite of platforms, including PC, DVD, print and the Internet. Brighter Minds intends to focus on its core competencies of licensing, creative development and distribution in order to achieve this goal.

The Company reports revenue in two segments: product sales and royalty revenues. Product sales encompass revenues generated by sales of the Company's products to distributors and retail outlets in the US and Canada. Royalties are comprised of revenues generated by the outbound licensing of the Company's products to third-party publishers and distributors in North America and internationally.

The principal components of cost of goods sold for software products are compact disc manufacturing and replication, freight, packaging and printing. The principal components of cost of goods sold for book products are printing and freight.

The Company pays royalties to brand owners (''licensors'') in exchange for granting the rights for a certain property or character. These royalties are paid as a percentage of the cash collected from aggregate revenues generated from the property for product sales, royalties and licensing. Upon execution of a licensing agreement with a licensor, the Company commits to a guaranteed minimum royalty commitment. The Company is obligated to pay this minimum royalty commitment regardless of the actual revenues generated from sales of the products incorporating such brands. A percentage of the minimum royalty commitment is normally paid as an advance on future royalties, which is accounted for as prepaid royalties. The Company only pays royalties to the licensor once royalties due exceed the advance payment. Additionally, the Company receives advance payments through its distribution agreements, which are accounted for as deferred royalties.

The principal components of administration and selling costs are management fees paid to related parties and expenditures related to travel and tradeshows.

The principal component of depreciation and amortization is product development costs.

Application of Critical Accounting Policies

Cash and Cash Equivalents:

Cash and cash equivalents include cash and all highly liquid investments purchased with an original or remaining maturity of three months or less at the date of purchase or are otherwise highly liquid. Substantially all cash and cash equivalents are under the custodianship of a major U.S. financial institution.

Revenue Recognition:

Product sales are recognized upon shipment of products to customers. Allowances are provided for expected future returns of products. Royalty revenue is recognized when the royalties are earned, which occurs when the distributor sells licensed products to the final customers. Advance guarantees stipulated in licensing agreements in excess of revenue earned and recognized are recorded as deferred royalties in the accompanying balance sheets. A significant portion of 2004 royalties were due primarily to the recording of revenue of unearned royalty advances from Riverdeep for titles delivered in 2001, 2002 and 2003. The revenue from these unearned advances were recorded in revenue December 31, 2004 when the contract terminated.

Prepaid Royalties:

Prepaid royalties are comprised of advance guarantees paid by the Company to its licensors. The Company expenses royalty costs when product is sold to the final customer. The costs are expensed against prepaid royalties.

Inventory:

Inventory is valued at the lower of cost and net realizable value with cost being determined on a first-in, first-out (''FIFO'') basis. Inventory includes both finished goods and components.

Property and Equipment:

Property and equipment are stated at cost less accumulated depreciation computed using the straight-line method over the estimated useful lives of the assets. The estimated useful lives of assets are as follows:

Asset Classification:	Useful Life:
Computer and office equipment	3 years
Furniture and fixtures	5 years

Intangible Assets:

In October 1997, the Company acquired certain assets of Way Forward Technology, LLC in a business combination accounted for as a purchase. The purchase price exceeded the net assets of Way Forward Technology, LLC at the date of acquisition by $484,092, which was assigned to goodwill and has a net value of $346,902 after the prior year's amortization. Goodwill is tested annually for impairment and adjusted.

Risks or Uncertainties:

The Company's inability to maintain and grow its relationships with retail outlets for distribution of current product lines (software and books) and new product lines (DVD games and online) could adversely affect product sales and operating sales. Unfavourable retail shelf space and location could adversely affect product sales and operating results. In addition, Brighter Minds continues to sub-contract to numerous third parties various services that are essential to the production of the Company's products. These services include studio development, book writing, illustrating, project management, graphics programming, software programming, printing, disc manufacturing, book manufacturing and freight transportation. Any disruption in the services provided by these third-party providers or any failure of these third-party providers to handle current or higher volumes could harm the Company's business.

Development Costs:

Development costs in respect of products under development, are deferred once technical feasibility has been established and all criteria for deferral under generally accepted accounting principles have been met. Such costs are amortized using the straight-line method commencing when the product is released over the expected life of the product, which approximates three years. Net value of development costs by title are tested annually for impairment and adjusted, if necessary, to the net realizable value.

Use of Estimates:

The preparation of financial statements in conformity with Canadian generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. These estimates are reviewed periodically, and as adjustments become necessary, they are reported in earnings in the period in which they become known.

Income Taxes:

The Company is organized as a limited liability company (LLC) and therefore is not subject to U.S. federal income taxes. The members are taxed individually on their share of the LLC earnings and losses. The net profit or loss of the Company is allocated among the members in proportion to their respective membership interests for U.S. income tax purposes.

Concentrations of Credit Risk:

The Company maintains its demand deposits primarily in one financial institution. The Federal Deposit Insurance Corporation (FDIC) insures these deposits up to $100,000.

Nine Months Ended September 30, 2005 compared to Year Ended December 31, 2004

Results of Operations

Revenues:

The Company had total revenues of $3,088,325 for the nine months ended September 30, 2005 compared to $3,191,149 for the year ended December 31, 2004, representing a decrease of $102,824 or 3%. The Company had revenues from product sales of $2,851,960 for the nine months ended September 30, 2005 compared to $2,089,760 for the year ended December 31, 2004, representing an increase of $762,200 or 36%. The Company had revenues from royalties of $236,365 for the nine months ended September 30, 2005 compared to $1,101,389 for the year ended December 31, 2004, representing a decrease of $865,024 or 79%. The decreases in product sales and revenues from royalties were primarily attributed to the seasonality experienced by the Company's business. Historically, the Company garners a significant portion of revenues during the months between September and December, which encompass the back-to-school and holiday retail periods. The results for the nine months ended September 31, 2005, when compared to the year ended December 31, 2004, omit the majority of this busy retail period.

Gross Margins:

Gross Margins were $1,594,144 or 52% of revenue for the nine months ended September 30, 2005 compared to $2,300,823 or 72% of revenue for the year ended December 31, 2004. This decrease was due to the introduction of book titles to the Company's product mix. Commencing in early 2005, the Company began generating revenues on book products (approximately 25% of revenue for the nine month period ended September 30, 2005). Books typically have lower margins than software and, subsequently, the Company experienced a decrease in gross margins.

Other Operating Expenses:

Operating Expenses were $1,473,841 for the nine months ended September 30, 2005 compared to $1,496,908 for the year ended December 31, 2004, representing a decrease of $23,067 or 2%. As a percentage of gross revenue, the Company's operating expenses remained steady at 47% for the nine months ended September 30, 2005 and 47% for the year ended December 31, 2004.

Interest Expense:

The Company had interest expense of $12,359 for the nine months ended September 30, 2005 compared to $0 for the year ended December 31, 2004, representing an increase of $12,359 or 100%. This increase was a result of interest payments on the Company's line of credit facilities with First Merit Bank.

Income (loss) From Operations and Net Income (loss):

Income from operations was $120,303 for the nine months ended September 30, 2005 compared to $803,915 for the year ended December 31, 2004, representing a decrease of $683,612 or 85%. Net income (loss) were $(136,095) for the nine months ended September 30, 2005 compared to $333,245 for the year ended December 31, 2004, representing a decrease of $469,340 or 141%. The decreases in income from operations and net income were primarily attributed to the seasonality experienced by the Company's business. Historically, the Company garners a significant portion of revenues during the months between September and December, which encompass the back-to-school and holiday retail periods. The results for the nine months ended September 31, 2005, when compared to the year ended December 31, 2004, omit the majority of this busy retail period.

Liquidity and Capital Resources

The Company has historically funded its operations and capital requirements with cash generated from operations and borrowings under a bank line of credit. The Company's primary capital needs have been financing inventory, funding accounts receivable, debt service and capital expenditures for product development.

Cash flows used in operating activities were $(1,268,965) for the nine months ended September 30, 2005 compared to $(932,694) for the year ended December 31, 2004, representing an increase of $336,271 or 36%. This increase was primarily a result of cash used to finance higher levels of accounts receivable and inventory. The major sources of cash in 2004 were sales royalty advances of $700,000 from Riverdeep.

Cash flows used in investing activities were $(18,097) in the nine months ended September 30, 2005 compared to $(21,787) for the year ended December 31, 2004, representing a decrease of $3,690 or 17%.

Cash inflow from financing activities was $1,200,299 for the nine months ended September 30, 2005 compared to $1,000,000 for the year ended December 31, 2004, representing an increase of $200,299 or 20%. This increase was a result of proceeds from the Company's line of credit facilities with First Merit Bank. The initial credit limit was $500,000 but was increased to $1,300,000 during the course of 2005.

Total assets were $4,814,304 for the nine months ended September 30, 2005 compared to $2,600,415 for the year ended December 31, 2004, representing an increase of $2,213,889. This increase was primarily a result of higher inventory levels and accounts receivable. Inventory on hand increased as a result of the Company preparing for elevated sales volumes typically experienced during the back to school and December holiday period. The increase in accounts receivable was attributed to larger amounts of working capital required to support higher product sales volumes.

Total long-term financial liabilities remained at $2,243,854 for the nine months ended September 30, 2005 and for the year ended December 31, 2004. The liability is a result of notes payable to related parties. These notes were held by Hargan Capital (U.S.) Inc., a member of the Company, and Hargan-Global Ventures Inc., a shareholder of Hargan Capital (U.S.) Inc.

Related Party Transactions

1) At September 30, 2005, notes payable to related parties totaled $2,243,854. These notes were held by Hargan Capital (U.S.) Inc., a member of the Company, and Hargan-Global Ventures Inc., a shareholder of Hargan Capital (U.S.) Inc.

2) Accounts payable to related parties totaled $61,971 at September 30, 2005 (December 31, 2004 — $63,144). These accounts payable represent accrued but unpaid expenses owing to Hargan-Global Ventures Inc. for the provision of management services to the Company.

3) Management fees incurred with a member of the Company totaled $143,543 at September 30, 2005 (December 31, 2004 — $197,224). These fees were payable to Sam Ifergan, an officer of the Company, through Hargan-Global Ventures Inc. for the provision of management services to the Company.

Nine Months Ended September 30, 2005 compared to Nine Months Ended September 30, 2004

Results of Operations

Revenues:

The Company had total revenues of $3,088,325 for the nine months ended September 30, 2005 compared to $1,545,753 for the nine months ended September 30, 2004, representing an increase of $1,542,572 or 100%.

The Company had revenues from product sales of $2,851,960 for the nine months ended September 30, 2005 compared to $1,274,995 for the nine months ended September 30, 2004, representing an increase of $1,576,965 or 124%. Two factors contributed to this increase in product sales revenue:

1) *Continued evolution of the Company's business model.* The Company undertook the sales and manufacturing for the majority of its products in early 2004 (the ''Direct Model''). Prior to 2004, the Company operated under a royalty-based business model where third-party distributors manufactured and sold the Company's products and paid the Company a royalty on sales generated (the ''Royalty Model''). The Company concentrated primarily on the Direct Model in 2005 and, subsequently, captured higher revenues due to the fact that the Company commanded a larger share of the retail price on each product sold as opposed to only a royalty fee under the Royalty Model.

2) *Introduction of new products.* The Company developed and released a series of new software and book titles. In addition, the Company licensed a number of finished software products from third-party publishers and sold these products through its distribution network. As a result, the Company had more products to make available to retail channels and experienced an increase in sales volumes.

The Company had revenues from royalties of $236,365 for the nine months ended September 30, 2005 compared to $270,758 for the nine months ended September 30, 2004, representing a decrease of $34,393 or 13%. This decrease was primarily due to the shift to the Direct Model from the Royalty Model. Under the Direct Model, the Company increasingly placed focus on direct product sales as opposed to licensing to third-party distributors. The Company's most significant royalty-based agreement, being its agreement with Riverdeep, ended on December 31, 2004. See the discussion under ''Year Ended December 31, 2004 compared to Year Ended December 31, 2003 — Results of Operations''.

Gross Margins:

Gross Margins were $1,594,144 or 52% of revenue for the nine months ended September 30, 2005 compared to $998,906 or 65% of revenue in the nine months ended September 30, 2004. This decrease was due to the introduction of book titles to the Company's product mix. Commencing in early 2005, the Company began generating revenues on book products (approximately 25% of revenue for the nine month period ended September 30, 2005). Books typically have lower margins than software and, subsequently, the Company experienced a decrease in gross margins.

Other Operating Expenses:

Operating Expenses were $1,473,841 for the nine months ended September 30, 2005 compared to $1,082,224 for the nine months ended September 30, 2004, representing an increase of $391,617 or 36%. As a percentage of gross revenue, the Company's operating expenses declined from 70% in the first nine months of 2004 to 48% in the first nine months of 2005. This decline is attributed to the Company's growth in sales outpacing its growth in expenditures on operating expenses.

Interest Expense:

The Company had interest expense of $12,359 for the nine months ended September 30, 2005 compared to $0 for the nine months ended September 30, 2004, representing an increase of $12,359 or 100%. This increase was a result of interest payments on the Company's line of credit facilities with First Merit Bank.

Income (loss) From Operations and Net Income (loss):

Income from operations was $120,303 for the nine months ended September 30, 2005 compared to $(83,318) for the nine months ended September 30, 2004, representing an increase in net income of $203,621. Net losses were $(136,095) in 2005 compared to $(353,918) in 2004, representing an increase of $217,823. The increases in income from operations and net income were primarily attributed to the Company's growth in product sales revenue outpacing the Company's growth in expenditures on operating expenses, interest and depreciation and amortization.

Liquidity and Capital Resources

The Company has historically funded its operations and capital requirements with cash generated from operations and borrowings under a bank line of credit. The Company's primary capital needs have been financing inventory, funding accounts receivable, debt service and capital expenditures for product development.

Working capital was $379,069 for the nine months ended September 30, 2005 compared to $596,143 for the year ended December 31, 2004, representing a decrease of $217,074 or 36%. The current ratio decreased from 1.11 from 1.55. The Company's working capital and current ratio appears lower than what it was in actuality due to the items included in current liabilities. Current Liabilities included Accrued Liabilities that reflected future advances due on licenses, not necessarily applicable in the next quarter or even in the current year. Current Liabilities also include Deferred Royalties, which are advances from customers for product and royalties. Accrued Liabilities and Deferred Royalties were $172,000 and $324,834 respectively in the nine months ended September 30, 2005.

As at September 30, 2005, the Company's working capital was sufficient to meet current requirements.

Cash flows used in operating activities were $(1,268,965) for the nine months ended September 30, 2005 compared to $(915,751) for the nine months ended September 30, 2004, representing an increase of $353,214 or 39%. This increase was primarily a result of cash used to finance higher levels of accounts receivable and inventory. The major sources of cash in 2004 were sales royalty advances of $700,000 from Riverdeep.

Cash flows used in investing activities were $(18,097) in the nine months ended September 30, 2005 compared to $(13,098) in the nine months ended September 30, 2004, representing an increase of $4,999 or 38%. This increase was a result of increased expenditures on property and equipment.

Cash inflow from financing activities was $1,200,299 for the nine months ended September 30, 2005 compared to $1,000,000 for the nine months ended September 30, 2004, representing an increase of $200,299 or 20%. This increase was a result of proceeds from the Company's line of credit facilities with First Merit Bank. The initial credit limit was $500,000 but was increased to $1,300,000 during the course of 2005.

Related Party Transactions

1) At September 30, 2005, notes payable to related parties totalled $2,243,854. These notes were held by Hargan Capital (U.S.) Inc., a member of the Company, and Hargan-Global Ventures Inc., a shareholder of Hargan Capital (U.S.) Inc.

2) Accounts payable to related parties totalled $61,971 at September 30, 2005 (December 31, 2004 — $63,144). These accounts payable represent accrued but unpaid expenses owing to Hargan-Global Ventures Inc. for the provision of management services to the Company.

3) Management fees incurred with a member of the Company totalled $143,543 at September 30, 2005 (December 31, 2004 — $197,224). These fees were payable to Sam Ifergan, an officer of the Company, through Hargan-Global Ventures Inc. for the provision of management services to the Company.

Year Ended December 31, 2004 compared to Year Ended December 31, 2003

Results of Operations

Revenues:

The Company had total revenues of $3,191,149 for the year ended December 31, 2004 compared to $818,286 for the year ended December 31, 2003, representing an increase of $2,372,863 or 290%.

The Company had revenues from product sales of $2,089,760 for the year ended December 31, 2004 compared to $338,285 for the year ended December 31, 2003, representing an increase of $1,751,475 or 518%. Two factors contributed to this increase in product sales revenue:

1) *Commencement of a fundamental shift in the Company's business model.* The Company began to assume control of the sales and manufacturing for the majority of its products in early 2004 (''Direct Model''). Prior to 2004, the Company operated under a royalty-based business model where third-party distributors manufactured and sold the Company's products and paid the Company a royalty on sales generated (''Royalty Model''). The Company concentrated increasingly on the Direct Model in 2004 and, subsequently, captured higher revenues due to the fact the Company commanded a larger share of the retail price on each product sold as opposed to only a royalty fee under the Royalty Model.

2) *Introduction of new products.* The Company released a series of newly developed software titles in 2004. In addition, the Company created a series of compilation software titles based on inventory that Riverdeep no longer had rights to distribute. Subsequently, the Company had more products to make available to retail channels and experienced an increase in sales volumes.

The Company had revenues from royalties of $1,101,389 in the year ended December 31, 2004 compared to $480,001 in the year ended December 31, 2003, representing an increase of $621,388 or 129%. This increase in royalty revenues was due primarily to revenue recognition for royalty advances received from Riverdeep for titles that were delivered in 2002 and 2003. The revenue was booked on December 31, 2004 (not in 2003, when the titles were actually delivered), because of a provision in the Company's agreement with Riverdeep. The agreement terminated on December 31, 2004. In actuality, insignificant royalty sales occurred during the 2004 calendar year as the Company shifted away from the Royalty Model in favour of the Direct Model.

Gross Margins:

Gross Margins were $2,300,823 or 72% of revenue for the year ended December 31, 2004 compared to $517,667 or 63% for the year ended December 31, 2003, representing an increase of 9%. This increase was caused by higher margins garnered on sales which was a result of the Company's transition towards bringing its distribution functions in-house under the Direct Model. In addition, as a percentage of revenues, gross margins improved because of the reclassification of royalty revenues from 2003 to 2004.

Other Operating Expenses:

Operating expenses were $1,496,908 for the year ended December 31, 2004 (47% of revenues) compared to $1,000,599 in the year ended December 31, 2003 (122% of revenue), representing an increase of $496,309 or 50%. Three factors contributed to this increase:

1) Increased payroll and related expenses attributed to the Company's expansion of workforce in executive, product development and sales functions.

2) Increased royalty payments to licensors. The Company pays royalties directly in accordance with revenues. Due to higher revenues booked in 2004 when compared to 2003, a corresponding increase in royalty payments to licensors was experienced.

3) Increased administration and selling expenses attributed to enhanced expenditures on trade shows, slotting fees for initial placement of new software products and co-op advertising with retail partners.

Income (loss) From Operations and Net Income (loss):

Income (loss) from operations was $803,915 for the year ended December 31, 2004 compared to $(482,932) for the year ended December 31, 2003, representing an increase of $1,286,847.

Net income (loss) was $333,245 for the year ended December 31, 2004 compared to $(965,654) for the year ended December 31, 2003, representing an increase of $1,298,899. The increases in income (loss) from operations and net income (loss) was primarily attributed to higher revenues generated on product sales and the booking of revenue associated with royalties and licensing revenues generated in 2003 through the Company's relationship with Riverdeep.

Liquidity and Capital Resources

Working capital was $596,143 for the year ended December 31, 2004 compared to $(884,333) for the year ended December 31, 2003, representing an increase of $1,480,476. The current ratio increased to 1.55 from 0.47.

As at December 31, 2004, the Company's working capital was sufficient to meet current requirements.

Cash flows used in operating activities were $(932,694) for the year ended December 31, 2004 compared to $(453,674) in the year ended December 31, 2003, representing an increase of $479,020 or 106%. This was primarily a result of deferred revenue resulting from the recognition of revenue from Riverdeep royalty advances and accrued payables.

Cash flows used in investing activities were $(21,787) for the year ended December 31, 2004 compared to $(22,847) for the year ended December 31, 2003, representing a decrease of $1,060 or 5%.

Cash inflow from financing activities was $1,000,000 for the year ended December 31, 2004 compared to $505,000 for the year ended December 31, 2003, representing an increase of $495,000 or 98% This increase was a result of proceeds from note obligations to related parties.

Total assets were $2,600,415 for the year ended December 31, 2004 compared to $1,856,628 for the year ended December 31, 2003, representing an increase of $743,787 or 40%. This increase was primarily a result of higher inventory levels and accounts receivable associated with the Company's shift away from the Royalty Model in favour of the Direct Model.

Total long-term financial liabilities were $2,243,854 for the year ended December 31, 2004 compared to $3,373,448 for the year ended December 31, 2003, representing a decrease of $1,129,594 or 33%.

Related Party Transactions

1) At December 31, 2004, notes payable to related parties totalled $2,243,854 (2003 — $3,373,448). These notes were held by Hargan Capital (U.S.) Inc., a member of the Company, and Hargan-Global Ventures Inc., a shareholder of Hargan Capital (U.S.) Inc.

2) Accounts payable to related parties totalled $63,144 at December 31, 2004 (2003 — $67,900). These accounts payable represent accrued but unpaid expenses owing to Hargan-Global Ventures Inc. for the provision of management services to the Company.

3) Management fees incurred with a member of the Company totalled $197,224 in 2004 (2003 — $121,762)). These fees were payable to Sam Ifergan, an officer of the Company through Hargan-Global Ventures Inc. for the provision of management services to the Company.

Year Ended December 31, 2003 compared to Year Ended December 31, 2002

Results of Operation

Revenues:

The Company had total revenues of $818,286 for the year ended December 31, 2003 compared to $1,250,581 for the year ended December 31, 2002, representing a decrease of $432,295 or 35%.

The Company had revenues from product sales of $338,285 for the year ended December 31, 2003 compared to $113,713 for the year ended December 31, 2002, representing an increase of $224,572 or 197%. The increase in product sales in 2003 was attributed to the Company selling outdated inventory on hand through distribution channels other than Riverdeep. Between December 2001 and October 2003, the Company distributed its products exclusively through Riverdeep. In late 2003, the Company commenced product sales through relationships with additional distributors.

The Company had revenues from royalties of $480,001 for the year ended December 31, 2003 compared to $1,136,868 for the year ended December 31, 2002, representing a decrease of $656,867 or 58%. This decrease was primarily caused by the lower sales volume garnered via the Company's distribution relationship with Riverdeep. Volumes decreased because of two main factors:

1) A reduction in the number of new software titles produced by the Company and, hence, made available to Riverdeep for distribution

2) Strategic and financial problems at Riverdeep itself that resulted in Riverdeep placing less focus on selling products developed by the Company.

Gross Margins:

Gross Margins were 63% of revenue for the year ended December 31, 2003 compared to 98% of revenue in 2002. This decrease was caused by lower royalty sales volumes (as explained above) and by liquidation of inventory on hand at prices that were at cost.

Other Operating Expenses:

Operating expenses were $1,000,599 for the year ended December 31, 2003 compared to $1,130,177 for the year ended December 31, 2002, representing a decrease of $129,578 or 11%. Two factors contributed to this decrease:

1) Decreased royalty payments to licensors. The Company pays royalties directly in accordance with revenues. Due to lower revenues booked in 2003 when compared to 2002, a corresponding decrease in royalty payments to licensors was experienced.

2) Decreased administration and selling costs attributed to a lowering of overhead as a result of decreased aggregate management fees paid to related parties in 2003.

Income (loss) From Operations and Net Income (loss):

Income (loss) from operations was $(482,932) for the year ended December 31, 2003 compared to $92,276 for the year ended December 31, 2002, representing a decrease of $575,208.

Net losses were $(965,654) for the year ended December 31, 2003 compared to $(295,470) for the year ended December 31, 2002, representing a decrease of $670,184. The decreases in income from operations and net loss were primarily attributed to the lower royalties and licensing revenue experienced by the Company in 2003.

Liquidity and Capital Resources

Working capital was $(884,333) for the year ended December 31, 2003 compared to $(467,506) for the year ended December 31, 2002, representing a decrease of $416,827 or 89%. The current ratio increased from 0.47 from 0.40.

As at December 31, 2003, the Company's working capital was not sufficient to meet current requirements. In order to meet obligations, the Company raised cash proceeds through a debt financing transaction from a related party (Hargan Global) in early 2004.

Cash flows generated (used) in operating activities were $(453,674) for the year ended December 31, 2003 compared to $(200,506) for the year ended December 31, 2002, representing an increase of $253,168 or 126%. This was primarily a result of higher net losses from operations and an increase in accounts receivable and inventory.

Cash flows used in investing activities were $(22,847) for the year ended December 31, 2003 compared to $0 for the year ended December 31, 2002. This increase is attributed to the addition of office computer equipment.

Cash inflow from financing activities was $505,000 for the year ended December 31, 2003 compared to $185,000 for the year ended December 31, 2002, representing an increase of $320,000 or 173%. This increase was a result of proceeds from note obligations due to related parties.

Total assets were $1,856,628 for the year ended December 31, 2003 compared to $1,431,339 for the year ended December 31, 2002, representing an increase of $425,289 or 30%. This increase was primarily a result of higher inventory levels and accounts receivable associated with product sales through distributors other than Riverdeep.

Total long-term financial liabilities were $3,373,448 for the year ended December 31, 2003 compared to $2,868,448 for the year ended December 31, 2002, representing an increase of $505,000 or 18%. This increase was a result of proceeds from note obligations due to related parties.

Related Party Transactions

1) At September 30, 2005, notes payable to related parties totalled $2,243,854 ($2,243,854). These notes were held by Hargan Capital (U.S.) Inc., a member of the Company, and Hargan-Global Ventures Inc., a shareholder of Hargan Capital (U.S.) Inc.
2) Accounts payable to related parties totalled $61,971 at September 30, 2005 (December 31, 2004 — $63,144). These accounts payable represent accrued but unpaid expenses owing to Hargan-Global Ventures Inc. for the provision of management services to the Company.
3) Management fees incurred with a member of the Company totalled $143,543 at September 30, 2005 (December 31, 2004 — $197,224). These fees were payable to Sam Ifergan, an officer of the Company and Hargan-Global Ventures Inc. for the provision of management services to the Company.

DESCRIPTION OF SECURITIES DISTRIBUTED

The Offering consists of Units, each comprised of one Common Share and one Purchase Warrant. The following is a description of the material attributes and characteristics of such securities.

Common Shares

Roadrunner is authorized to issue an unlimited number of Common Shares of which, as at the date hereof, 4,200,000 are issued and outstanding as fully paid and non-assessable. The holders of the Common Shares are entitled to: (a) vote at all meetings of shareholders, except meetings at which only holders of a specified class of shares are entitled to vote; (b) receive any dividend declared by Roadrunner on the Common Shares; and (c) subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of Roadrunner, receive the remaining property of Roadrunner upon dissolution, liquidation or winding-up of Roadrunner.

Purchase Warrants

Each Purchase Warrant will entitle the holder to purchase one Common Share at a price of $0.45, being a 29% premium to the Offering Price per Common Share, at any time prior to 5:00 p.m. (Toronto time) on the date that is 18 months from the Closing Date, after which time the Purchase Warrants will expire and be of no value. The Purchase Warrants will be issued pursuant to the terms of a warrant indenture (the ''Warrant Indenture'') to be entered into on or before the Closing Date between Roadrunner and Equity Transfer Services Inc., as warrant agent (the ''Warrant Agent'').

The Purchase Warrants will not be listed on the TSXV.

The Warrant Indenture will provide for adjustment in the number of Common Shares issuable on exercise of the Purchase Warrants and/or the exercise price per Common Share, on the occurrence of certain events, including the:

- subdivision or change of the outstanding Common Shares into a greater number of Common Shares;
- reduction, combination or consolidation of the Common Shares into a lesser number of Common Shares; and
- reorganization, reclassification or other change of the Common Shares into other securities.

Holders of Purchase Warrants will not have any voting rights or any other rights which a holder of Common Shares has (including, without limitation, the right to receive notice of or to attend meetings of shareholders or any right to receive dividends or other distributions). Holders of Purchase Warrants will have no pre-emptive rights to acquire securities of Roadrunner.

From time to time, Roadrunner and the Warrant Agent, without the consent of the holders of Purchase Warrants, may amend or supplement the Warrant Indenture for certain purposes, including curing defects or inconsistencies or making any changes that, in the opinion of the Warrant Agent, do not prejudice the rights of the Warrant Agent or the holders of Purchase Warrants. Any amendment or supplement to the Warrant Indenture that prejudices the interest of the holders of the Purchase Warrants may be made only by ''extraordinary resolution'', which will be defined in the Warrant Indenture as a resolution either: (a) passed at a meeting of the holders of Purchase Warrants at which there are holders of Purchase Warrants present in person or represented by proxy representing at least 25% of the outstanding Purchase Warrants (at least 50% for any amendment that would increase the exercise price per security, decrease the number of securities issuable upon the exercise of Purchase Warrants or shorten the term of the Purchase Warrants), or such lesser percentage constituting a quorum for this purpose under the Warrant Indenture, and passed by the affirmative vote of holders of not less than 66.66% of the outstanding Purchase Warrants represented at the meeting and voted on such resolution; or (b) adopted by an instrument in writing signed by the holders representing not less than 66.66% of the outstanding Purchase Warrants.

CONSOLIDATED CAPITALIZATION

Pro Forma Consolidated Capitalization

The following table sets forth the unaudited capitalization of the Resulting Issuer after giving effect to the Qualifying Transaction and before and after giving effect to the Offering.

Designation of security	Amount authorized	Amount outstanding as at September 30, 2005[(1)]	Amount to be outstanding after Completion of the Qualifying Transaction[(1)(2)]	Amount to be outstanding after Completion of the Qualifying Transaction and the Minimum Offering[(1)(3)(4)]	Amount to be outstanding after Completion of the Qualifying Transaction and the Maximum Offering[(1)(3)(5)]
Common Shares	Unlimited	$ 900,000 (4,200,000 shares)	$ 18,133,494 (47,283,735 shares)	$ 20,019,208 (52,998,020 shares)	$ 23,790,637 (64,426,592 shares)
Long-Term Debt	—	$ 0	$ 0	$ 0[(6)]	$ 0[(6)]

Notes:

(1) In addition, Roadrunner has granted stock options to current directors and officers of Roadrunner to purchase an aggregate of 420,000 Common Shares at an exercise price of $0.25 per share. Roadrunner has also granted an option to Wellington West in connection with Roadrunner's initial public offering to purchase 300,000 Common Shares at an exercise price of $0.25 per share. See ''Options to Purchase Securities''.

(2) Assuming that 43,083,735 Common Shares are issued in connection with the Qualifying Transaction at a deemed value of $0.40 per share. Does not include the options to purchase an aggregate of 8,287,125 Common Shares that are anticipated to be granted to Brighter Minds optionholders in connection with the Qualifying Transaction. See ''Options to Purchase Securities'' and ''Plan of Distribution''.

(3) The calculation allocates $0.33 to the value of the Common Share and $0.02 to the value of the Purchase Warrant in respect of each Unit.

(4) Assuming that 43,083,735 Common Shares are issued in connection with the Qualifying Transaction and 5,714,285 Common Shares are issued in connection with the Minimum Offering. Does not include the options to purchase an aggregate of 8,287,125 Common Shares that are anticipated to be granted to Brighter Minds optionholders in connection with the Qualifying Transaction and the Broker Warrants to be granted to the Agents representing the right to acquire 428,571 Common Shares. See ''Options to Purchase Securities'' and ''Plan of Distribution''.

(5) Assuming that 43,083,735 Common Shares are issued in connection with the Qualifying Transaction and 17,142,857 Common Shares are issued in connection with the Maximum Offering. Does not include the options to purchase an aggregate of 8,287,125 Common Shares that are

anticipated to be granted to Brighter Minds optionholders in connection with the Qualifying Transaction and the Broker Warrants to be granted to the Agents representing the right to acquire 1,285,714 Common Shares. See ''Options to Purchase Securities'' and ''Plan of Distribution''.

(6) See the pro forma consolidated financial statements contained elsewhere in this prospectus.

Pro Forma Fully Diluted Share Capital

The following table sets out the unaudited fully diluted share capital of the Resulting Issuer, assuming completion of the Qualifying Transaction:

	Minimum Offering		Maximum Offering	
	Number of Common Shares	Percentage of Total	Number of Common Shares	Percentage of Total
Common Shares issued and outstanding as at September 30, 2005.	4,200,000	6.01%	4,200,000	4.33%
Common Shares issued pursuant to the Completion of Qualifying Transaction	43,083,735	61.67%	43,083,735	44.41%
Common Shares issued pursuant to the completion of the Offering	5,714,285	8.18%	17,142,857	17.67%
Common Shares reserved for issuance pursuant to all options to purchase Common Shares granted to optionholders of Brighter Minds in connection with the Qualifying Transaction	8,287,125	11.86%	8,287,125	8.54%
Common Shares reserved for issuance pursuant to all Purchase Warrants	5,714,285	8.18%	17,142,857	17.67%
Common Shares reserved for issuance pursuant to the Over-Allotment Option	857,143	1.23%	2,571,428	2.65%
Common Shares reserved for issuance pursuant to the Purchase Warrants in respect of the Over-Allotment Option	857,143	1.23%	2,571,428	2.65%
Common Shares reserved for issuance pursuant to the Broker Warrants	428,571	0.61%	1,285,714	1.33%
Common Shares reserved for issuance pursuant to stock options existing prior to the Completion of the Qualifying Transaction	720,000	1.03%	720,000	0.74%
Total	**69,862,287**	**100%**	**97,005,144**	**100%**

OPTIONS TO PURCHASE SECURITIES

Roadrunner

Options

As at the date hereof, Roadrunner has the following options outstanding pursuant to the Stock Option Agreements.

Name of optionee	Number of Common Shares reserved under option	Exercise price	Expiration date
John R. Ing	140,000	$0.25	April 8, 2010
Shawn McReynolds	140,000	$0.25	April 8, 2010
Harold M. Wolkin	140,000	$0.25	April 8, 2010

Stock Option Agreements

Pursuant to the Stock Option Agreements, the Board of Directors of Roadrunner has granted to directors and officers of Roadrunner non-transferable options to purchase a maximum of 420,000 Common Shares exercisable for a period of up to five years from the date of grant. Options may be exercised no later than 90 days following cessation of the optionee's position with Roadrunner, provided that if the cessation of employment, office, directorship or consulting arrangement was by reason of death or permanent disability, the option may be exercised within a maximum period of one year after such death or permanent disability, subject to the expiry date of such option. Any Common

Shares acquired pursuant to the exercise of options prior to the Completion of the Qualifying Transaction must be deposited in escrow and will be subject to escrow until the Final Exchange Bulletin is issued. See ''Escrowed Securities''.

It is expected that the current directors of Roadrunner, with the exception of Harold Wolkin, will resign upon the Completion of the Qualifying Transaction. Under the terms of the Stock Option Agreements, stock options held by resigning directors and officers will lapse 90 days after the date of resignation. The shareholders of Roadrunner have approved an amendment to the terms of the Stock Option Agreements so that options held by resigning directors and officers may be exercised for a period of one year from the date of resignation, after which such options will lapse. The TSXV recently amended the CPC Policy to permit CPC's to grant options that survive a director's resignation by one year rather than 90 days. The resigning directors and officers hold options in respect of an aggregate of 280,000 Common Shares, with an exercise price of $0.25, representing the issue price of Roadrunner's initial public offering. Roadrunner believes that extending the exercise period of the options after resignation of Messrs. Ing and McReynolds from 90 days to one year is fair in light of the services that the resigning directors provided to Roadrunner.

The amended Stock Option Agreements of Roadrunner will remain in place following the Qualifying Transaction.

Compensation Options

In connection with Roadrunner's initial public offering, Roadrunner granted Wellington West the Agent's IPO Option. The Agent's IPO Option is exercisable at a price of $0.25 per share for a period of 18 months from April 8, 2005.

The Agent's IPO Option may be exercised in whole or in part by Wellington West before the Completion of the Qualifying Transaction, provided that no more than 50% of the Common Shares received by Wellington West on exercise of the Agent's IPO Option may be sold prior to Completion of the Qualifying Transaction. The remaining 50% may be sold only after the Completion of the Qualifying Transaction. As of the date hereof, Wellington West does not own any Common Shares.

In connection with this Offering, Roadrunner also intends to grant the Broker Warrants to the Agents in respect of a number of Common Shares equal to 7.5% of the number of shares sold pursuant to the Offering, representing 428,571 Common Shares in the event the Minimum Offering is sold and 1,285,714 Common Shares in the event the Maximum Offering is sold.

The Broker Warrants will be exercisable at the price of the Offering for a period of 18 months from the Closing Date. The Broker Warrants are qualified for distribution by this prospectus.

Resulting Issuer

Options

In addition to options currently existing for Common Shares the following options to purchase Common Shares will be held upon Completion of the Qualifying Transaction:

Category	Name (if required)	Number of Common Shares subject to Option	Grant Date	Exercise Price per Share	Expiry Date
Proposed Officers (two)	Sam Ifergan	2,562,500[1]	January 1, 2005[2]	$ 0.10[3]	January 1, 2015
	Vivian Antonangeli	2,178,125	January 1, 2005[2]	$ 0.10[3]	January 1, 2010
TOTAL		4,740,625			
Employees and Past Employees of Brighter Minds (15)	—	3,034,000	January 1, 2005[2]	$ 0.10[3]	January 1, 2010
Consultants of Brighter Minds (two)	—	512,500	January 1, 2005[2]	$ 0.10[3]	January 1, 2015

Notes:

(1) Held by 3363155 Canada Inc., a corporation controlled by Sam Ifergan.

(2) Represents the grant date of the underlying Brighter Minds options which are to be exchanged for Roadrunner options. See ''Qualifying Transaction''.

(3) Pursuant to the Qualifying Transaction, each holder at an option to purchase one Brighter Minds Unit will receive from Roadrunner on the Closing Date options to purchase 10.25 Common Shares of an exercise price of $0.10 per share.

Stock Option Plan

In light of the proposed Qualifying Transaction, the Board of Directors of Roadrunner adopted on December 12, 2005 a new stock option plan which was approved by the shareholders of Roadrunner at the shareholders' meeting on January 19, 2006. The adoption of the 2006 Stock Option Plan is conditional, and will become effective, upon the closing of the Qualifying Transaction and upon obtaining applicable regulatory approval. Under the 2006 Stock Option Plan, options will be granted in connection with the Qualifying Transaction and thereafter. One of the objectives of the 2006 Stock Option Plan is to provide directors, officers and employees of, and service providers to, the Resulting Issuer with an interest through the granting of options to purchase Common Shares of the Resulting Issuer. The 2006 Stock Option Plan is also intended to increase the interest in the Resulting Issuer's welfare of those directors, officers, employees and service providers who share primary responsibility for the management, growth and protection of the business of the Resulting Issuer, to furnish an incentive to such directors, officers, employees and service providers to continue their services for the Resulting Issuer and to provide a means through which the Resulting Issuer may attract able persons for employment.

Under the 2006 Stock Option Plan, the Board of Directors of the Resulting Issuer may by resolution grant options to directors, officers and employees of, and certain service providers to, the Resulting Issuer. The maximum number of Common Shares that can be issued under the 2006 Stock Option Plan is 10,500,000 Common Shares. The Resulting Issuer expects to grant options under the 2006 Stock Option Plan over a period of several years.

Under the 2006 Stock Option Plan: (a) the exercise price of an option is determined by the Board of Directors at the time it is granted, but cannot be less than the ''discounted market price'' of the Common Shares within the meaning of the applicable policies of the TSXV; (b) the maximum period during which an option may be exercised will be ten years from the date on which it is granted, if the Resulting Issuer becomes a ''Tier 1'' company on the TSXV upon the Completion of the Qualifying Transaction, and five years from the date of grant if the Resulting Issuer becomes a ''Tier 2'' company on the TSXV upon the Completion of the Qualifying Transaction, although the board of directors, at the time of granting an option, may fix a shorter period during which an option is exercisable; (c) at the time of granting an option, the Board of Directors, at its discretion, may set a ''vesting schedule'', (i.e., one or more dates from which an option may be exercised in whole or in part) if the Resulting Issuer becomes a Tier 1 issuer on the TSXV upon completion of the Qualifying Transaction, provided however, that all options will be subject to a minimum 18 months vesting schedule if the Corporation becomes a Tier 2 issuer on the TSXV upon the completion of the Qualifying Transaction; and (d) each option granted under the 2006 Stock Option Plan is personal to the optionee and is not assignable or transferable except by will or by the laws of succession of the place of domicile of the deceased optionee.

Under the 2006 Stock Option Plan, upon an optionee's employment with the Resulting Issuer being terminated for cause, any option not exercised terminates immediately. If an optionee dies or becomes permanently disabled, any option may be exercised for that number of shares which the optionee was entitled to acquire at the time of death or permanent disability. Such option may be exercised for a period of one year after the date of death or permanent disability. Upon an optionee's employment, office or directorship or consulting services ending other than by reason of death, permanent disability or termination for cause, any option may be exercised for that number of shares which the optionee was entitled to acquire at the time of such termination. Such option may be exercised for a period of 90 days after such termination.

DIVIDEND POLICY

Following completion of the Qualifying Transaction and the Offering, the Resulting Issuer currently intends to retain future earnings, if any, for use in its business, and does not anticipate paying dividends on the Common Shares in the foreseeable future. Any determination to pay any future dividends will remain at the discretion of the board of directors of the Resulting Issuer and will be made taking into account the Resulting Issuer's financial condition and other factors deemed relevant by the board of directors.

PRIOR SALES

Roadrunner

The following table sets out all issuances of Common Shares since the date of incorporation of Roadrunner.

Date	Number of Common Shares	Issue price per share	Aggregate issue price	Nature of consideration received
November 18, 2004	2[1]	$0.125	$ 0.25	Cash
January 22, 2005	1,199,998[1]	$0.125	$149,999.75	Cash
April 8, 2005	3,000,000	$0.25	$750,000	Cash
Total	**4,200,000**		**$900,000**	

Note:

(1) The 1,200,000 Common Shares issued at a price of $0,125 are held in escrow. See ''Escrowed Securities''.

Brighter Minds

During the twelve months preceding the date of this prospectus, the following securities of Brighter Minds were issued:

Date	Number of Securities	Class of Securities	Issue price per Security	Aggregate issue price	Nature of consideration received
July 22, 2004	25% membership interest[1]	membership interest[1]	US$100,000 per 1% membership interest	US$2,500,000	Conversion of debt

Note:

(1) 25% membership interest was subsequently converted to Brighter Minds Units pursuant to the January 1, 2006 amendment to the Operating Agreement.

TRADING HISTORY

The Common Shares are currently listed on the TSXV under the symbol ''RRC.P''. Upon Completion of the Qualifying Transaction, the Common Shares will be listed on the TSXV under the symbol ''BRI''.

The following table sets forth information relating to the trading of the Common Shares on the TSXV since such shares were listed for trading on the TSXV on April 12, 2005.

Period	High	Low	Close	Volume
2005				
Third Quarter (from April 12, 2005 to June 30, 2005)[1]	$ 0.50	$0.27	$ 0.27	202,000
Fourth Quarter (July 1, 2005 to September 30, 2005)	$ 0.36	$0.25	$ 0.28	90,000
October	$ 0.35	$0.30	$ 0.35	50,000
November[2]	$ 0.35	$0.35	$ 0.35	22,000
January 27, 2006 — March 8, 2006[2]	$0.385	$0.15	$0.385	58,850

Notes:

(1) The Common Shares began trading on April 12, 2005

(2) The Common Shares were halted from trading on November 9, 2005 pending the announcement of the proposed Qualifying Transaction and resumed trading on January 27, 2006.

ESCROWED SECURITIES

Securities Escrowed Prior to the Completion of the Qualifying Transaction

All of the 1,200,000 Common Shares issued prior to Roadrunner's initial public offering at a price below $0.25 per Common Share and all Common Shares that may be acquired by Non-Arm's Length Parties of Roadrunner either under Roadrunner's initial public offering or otherwise prior to Completion of the Qualifying Transaction have been or will be deposited with the Transfer Agent under an escrow agreement dated March 11, 2005 (the ''Escrow Agreement'').

All Common Shares acquired upon exercise of stock options prior to the Completion of the Qualifying Transaction must also be deposited in escrow and will be subject to escrow until the Final Exchange Bulletin is issued.

In addition, all Common Shares acquired in the secondary market prior to the Completion of the Qualifying Transaction by any person or company who becomes a Control Person are required to be deposited in escrow. Subject to certain exemptions permitted by the TSXV, all securities of Roadrunner held by Principals of the Resulting Issuer will also be escrowed.

The following table sets out, as at the date hereof, the number of Common Shares of Roadrunner which are held in escrow.

Name and municipality of residence of shareholder	Common Shares	Number of Common Shares held in escrow	Percentage of Common Shares prior to giving effect to the Qualifying Transaction and the Offering	Percentage of Common Shares after giving effect to the Qualifying Transaction	Percentage of Common Shares after giving effect to the Qualifying Transaction and the Minimum Offering	Percentage of Common Shares after giving effect to the Qualifying Transaction and the Maximum Offering
John R. Ing . . . . Toronto, Ontario	400,000	400,000	9.52%	0.85%	0.75%	0.62%
Shawn McReynolds . . Toronto, Ontario	400,000	400,000	9.52%	0.85%	0.75%	0.62%
Harold M. Wolkin . . . Toronto, Ontario	400,000	400,000	9.52%	0.85%	0.75%	0.62%

Where the Common Shares which are required to be held in escrow are held by a non-individual (a ''holding company''), each holding company pursuant to the Escrow Agreement must agree not to carry out any transactions during the currency of the Escrow Agreement which would result in a change of control of the holding company, without the consent of the TSXV. Any holding company must sign an undertaking to the TSXV that, to the extent reasonably possible, it will not permit or authorize any issuance of securities or transfer of securities that could reasonably result in a change of control of the holding company. In addition, the TSXV may require an undertaking from any control person of the holding company not to transfer the shares of that company.

Under the Escrow Agreement, 10% of the escrowed Common Shares will be released from escrow on the issuance of the Final Exchange Bulletin (the ''Initial Release'') and an additional 15% will be released on the dates six months, twelve months, 18 months, 24 months, 30 months and 36 months following the Initial Release.

If the Resulting Issuer meets the TSXV's Tier 1 minimum listing requirements either at the time the Final Exchange Bulletin is issued or subsequently, the release of the escrowed Common Shares will be accelerated. An accelerated escrow release will not commence until the Resulting Issuer has made application to the TSXV for listing as a Tier 1 issuer and the TSXV has issued a bulletin that announces the acceptance for listing of the Resulting Issuer on Tier 1 of the TSXV.

The TSXV's prior consent must be obtained before a transfer within escrow of escrowed Common Shares. Generally, the TSXV will permit a transfer within escrow to be made only to incoming Principals in connection with a proposed Qualifying Transaction.

If a Final Exchange Bulletin is not issued, the escrowed Common Shares will not be released. Under the Escrow Agreement, each Non Arm's Length Party to Roadrunner who holds escrowed Common Shares acquired at a price below the Offering price under the initial public offering of Roadrunner has irrevocably authorized and directed the

Transfer Agent to immediately cancel all of those escrowed Common Shares upon the issuance by the TSXV of a bulletin delisting the Common Shares of Roadrunner.

Escrowed Securities on Qualifying Transaction

Generally, if at least 75% of the securities issued pursuant to the Qualifying Transaction are ''Value Securities'', then all the securities issued to Principals of the Resulting Issuer pursuant to the Qualifying Transaction will be deposited into escrow pursuant to a value security agreement (the ''Value Security Escrow Agreement''). ''Value Securities'' are securities issued pursuant to a transaction for which the deemed value of the securities at least equals the value ascribed to the asset, using a valuation method acceptable to the TSXV, or securities that are otherwise determined by the TSXV to be Value Securities and required to be placed in escrow under a Value Security Escrow Agreement. However, if at least 75% of the securities issued pursuant to the Qualifying Transaction are not Value Securities, all securities issued pursuant to the Qualifying Transaction will be deposited into a surplus security escrow agreement (a ''Surplus Security Escrow Agreement''). The principal distinction between a Value Security Escrow Agreement and a Surplus Security Escrow Agreement is the time period for release of securities from escrow. In the case of a Resulting Issuer that is a Tier 2 issuer when the Final Exchange Bulletin is issued, the Value Security Escrow Agreement provides for a three year escrow release mechanism with 10% of the escrowed securities being releasable at the time of the Final Exchange Bulletin, and 15% of the escrowed securities being releasable every six months thereafter, on each of the six, twelve, 18, 24, 30 and 36 month anniversaries of the Final Exchange Bulletin. In the case of a Resulting Issuer that is a Tier 2 issuer when the Final Exchange Bulletin is issued, the Surplus Security Escrow Agreement provides for a six year escrow release mechanism with: (a) 5% of the escrowed securities being releasable in six month intervals on each of the six, twelve, 18 and 24 month anniversaries of the Final Exchange Bulletin; and (b) 10% of the escrowed securities being releasable in six month intervals on each of the 30, 36, 42, 48, 54, 60, 66 and 72 month anniversaries of the Final Exchange Bulletin.

In the case of a Resulting Issuer that is a Tier 1 issuer when the Final Exchange Bulletin is issued, the Value Security Escrow Agreement provides for an 18 month escrow release mechanism with 25% of the escrowed securities being releasable at the time of the Final Exchange Bulletin, and 25% of the escrowed securities being releasable every six months thereafter. In the case of a Resulting Issuer that is a Tier 1 issuer when the Final Exchange Bulletin is issued, the Surplus Security Escrow Agreement provides for a three year escrow release mechanism with: (a) 10% of the escrowed securities being releasable upon the issuance of the Final Exchange Bulletin; and (b) 15% of the escrowed securities being releasable in six month intervals on each of the six, twelve, 18, 24, 30 and 36 month anniversaries of the Final Exchange Bulletin.

PRINCIPAL SHAREHOLDERS

To the knowledge of the directors and senior officers of Roadrunner, no person beneficially owns, directly or indirectly, or exercises control or direction over, Common Shares carrying more than 10% of the voting rights attached to all Common Shares as of the date of this Prospectus. To the knowledge of the directors and senior officers of Roadrunner and Brighter Minds, no person will beneficially own, directly or indirectly, or exercise control or direction over, Common Shares carrying more than 10% of the voting rights attached to all Common Shares as of the date of the Closing, except the following:

		Number and percentage of Common Shares owned after Qualifying Transaction and Offering		
Name and Municipality of Residence	**Type of ownership**	**Number**	**Percentage (Minimum Offering)**	**Percentage (Maximum Offering)**
Hargan-Global Ventures Inc.[1] Toronto, Ontario	Registered and beneficial	30,487,837	57.53%[2]	47.32%[3]
TOTAL		**30,487,837**	**57.53%**	**47.32%**

Notes:

(1) The shareholders of Hargan Global are Hargan Capital Inc., a corporation controlled by Sam Ifergan and Harry Hart, Global Thinking Partnership, a partnership controlled by Michael Aron and 3363155 Canada Inc., a corporation controlled by Sam Ifergan. Global Thinking Partnership also directly holds 2,933,739 Common Shares (assuming Completion of the Qualifying Transaction).

(2) The fully diluted percentages for Hargan Global based on the foregoing holdings would be 43.64%, after Completion of the Qualifying Transaction and the Minimum Offering, and assuming the exercise of: (i) all options to purchase Common Shares granted to optionholders of Brighter Child in connection with the Qualifying Transaction; (ii) all Purchase Warrants; (iii) the Broker Warrant; and (iv) all options to purchase Common Shares existing prior to the Completion of the Qualifying Transaction.

(3) The fully diluted percentages for Hargan Global based on the foregoing holding would be 31.43%, after Completion of the Qualifying Transaction and the Maximum Offering, and assuming the exercise of: (i) all options to purchase Common Shares granted to optionholders of Brighter Child in connection with the Qualifying Transaction; (ii) all Purchase Warrants; (iii) the Broker Warrants; and (iv) all options to purchase Common Shares existing prior to the Completion of the Qualifying Transaction.

DIRECTORS, OFFICERS AND PROMOTERS

The following are the names and municipalities of residence of the proposed directors and executive officers of the Resulting Issuer, their expected positions and offices with the Resulting Issuer and their principal occupations during the last five years:

Name and municipality of residence	Proposed Office	Principal occupation and positions held during the last five years
Sam Ifergan Toronto, Ontario	Chairman of the Board and Chief Financial Officer	President and Chief Executive Officer Hargan-Global Ventures Inc.
Vivian Antonangeli Columbus, Ohio	Chief Executive Officer and Director	President and Chief Operating Officer(1) Brighter Child Interactive, LLC
Anthony Bordon Boston, Massachusetts	Director	President(2) International Marketing Concepts
Peter Friedmann Toronto, Ontario	Director	President Slovcan Steel
Harry Hart Hampstead, Quebec	Director	Chairman and Chief Executive Officer Hartco Income Fund
Elaine M. Kierans Toronto, Ontario	Director	Corporate Director
Harold M. Wolkin Toronto, Ontario	Director	Managing Director BMO Nesbitt Burns Inc. (investment dealer)

Notes:

(1) Since April 2004; prior thereto, National Sales Director of Riverdeep, Inc. (April 2003 to April 2004); prior thereto, self-employed publishing consultant.

(2) Since May 2005; prior thereto, COO of Riverdeep Interactive (September 2001 to September 2004); prior thereto, President (International EVP Sales), The Learning Co.

Shawn McReynolds, John Ing and Harold Wolkin are currently directors of Roadrunner. In addition, Sam Ifergan, Vivian Antonangeli and Elaine Kierans were elected as directors of Roadrunner at Roadrunner's annual and special meeting held on January 19, 2006. Mr. Ifergan, Ms. Kierans and Ms. Antonangeli have advised Roadrunner that if the Qualifying Transaction is not completed, they intend to resign as directors of Roadrunner. It is expected that, on closing of the Qualifying Transaction, each of Mr. McReynolds and Mr. Ing will resign as directors of Roadrunner, and each of Anthony Bordon, Harry Hart and Peter Friedmann will be appointed directors of Roadrunner pursuant to section 124(1) of the OBCA. It is expected that Mr. McReynolds will resign as chief executive officer and chief financial officer of Roadrunner on closing of the Qualifying Transaction, at which time Mr. Ifergan will be appointed Chief Financial Officer and Ms. Antonangeli will be appointed Chief Executive Officer.

All proposed directors will serve as such until the next annual meeting of shareholders of the Resulting Issuer or until their successors are duly appointed or elected. The following are brief resumes of the proposed directors and officers of the Resulting Issuer:

Sam Ifergan — Chairman of the Board and Chief Financial Officer and Director

Mr. Ifergan has run Hargan-Global Ventures Inc., a venture capital fund based in Toronto, since 2001. Mr. Ifergan has been extensively involved in helping to grow early-stage companies. Hargan-Global is the largest shareholder of Brighter Minds. In 2003 Mr. Ifergan became CEO of Brighter Minds and is involved in its strategic development. Mr. Ifergan has been very active in building a very strong management team and creating an environment for growth. After the Qualifying Transaction Mr. Ifergan will stay on with the Resulting Issuer as Chairman of the Board and Chief Financial Officer. He holds a degree in Electrical Engineering and has an MBA.

Vivian Antonangeli — Chief Executive Officer and Director

Miss Antonangeli has 18 years of experience in children's publishing. Miss Antonangeli has run some of the largest U.S. children's publishers including the children's division of Random House, Reader's Digest, and Grosset & Dunlap. She has extensive experience in sales, marketing, publishing and executive management and has developed programs for major licensed characters. Miss Antonangeli joined Brighter Minds in 2004.

Harold Wolkin — Director

Mr. Wolkin is a current director of Roadrunner and is a Managing Director in the Diversified Industry Group of BMO Nesbitt Burns Inc., a major Canadian investment dealer. Mr. Wolkin entered the investment industry in 1979 as a financial analyst in the investment department of Crown Life Insurance Co. In 1979, he joined the investment division of the Royal Trust Company as a financial analyst and in 1981 he moved to the Canada Trust Company in the position of investment analyst and assistant fund manager. Mr. Wolkin joined BMO Nesbitt Burns in 1983 as Senior Research Analyst responsible for management and diversified companies. During his tenure he was the #1 ranked analyst in his sector and was a member of Canada's #1 research team as rated by Brendan Wood & Co. In 1992, he joined BMO Nesbitt Burns' investment and corporate banking group. Over the past 12 years he has represented his firm as lead underwriter for a number of Canada's largest equity offerings. He has also been responsible for the origination and the successful marketing of a large number of initial public offerings and equity financings for a wide range of issuers and advised numerous issuers on mergers and acquisitions. He received a Bachelor of Arts (Economics) degree from York University and a Master of Arts (Economics and Finance) from the University of Toronto.

Peter Friedmann — Director

Mr. Friedmann is the Chairman of FGC Holdings Inc., a business ventures company based in Toronto. After graduating in Chemical Engineering from The University of Western Ontario in 1972, Mr. Friedmann joined Procter & Gamble, where he built a successful career over the course of 16 years with the company. In 1980, he was appointed to the Management Committee of Procter & Gamble. After his tenure with Procter & Gamble, Mr. Friedmann was extensively involved in the establishment and growth of a number of businesses in various industry sectors. During the 1990s he was Chairman of one of the largest industrial groups in the Czech Republic with holdings in the retail drug & food and rubber product industries. He was involved with one of the largest steel mills in Central Europe, which was bought out by US Steel in 2000. Mr. Friedmann was a partner in the development of one of the world's largest confectionary retail chains, Sweet Factory. Throughout his career, he has been involved in various commercial real estate projects in Canada, US and Europe. Mr. Friedmann is also currently involved in the IT industry and operates Steelman Software Solutions Inc.

Harry Hart — Director

Harry Hart is the founder and Chairman and Chief Executive Officer of Hartco Income Fund (successor to Hartco Corporation) and one of the pioneers of the Canadian IT industry. Mr. Hart started his first business, Hart's Department Stores, in 1960, in a neighbourhood shopping centre in Rosemère, Quebec. In 1976, he founded the Computer Division of Hartco Enterprises Inc., which launched one of Canada's first retail computer outlets, and expanded quickly in both the retail and business-to-business markets across Canada. Mr. Hart is also Executive Chairman of the Board of Directors of Hart Stores Inc., a public company listed on the TSX.

Anthony Bordon — Director

Tony Bordon was one of the original members of SoftKey Software Products in 1991. As Senior Vice President of Sales, Mr. Bordon assembled the first sales and marketing team to pursue the U.S. market. Mr. Bordon grew North American Sales revenues from $2 million in 1991 to $200 million in 1996 through increased distribution and a series of acquisitions that eventually lead to a successful hostile takeover of The Learning Company at the end of 1995. He also served on the company's strategic acquisition team. SoftKey Software then changed its name to The Learning Company. In January, 1997, Mr. Bordon was named President of The Learning Company's International Operations, responsible for all activities outside North America, growing the business from $50 million to $120 million by the end of 2000. After the acquisition of The Learning Company by Mattel, and its subsequent sale to Gores Technology, a private equity firm in October of 2000, Mr. Bordon was again recruited to assist in the reorganization and divestiture of the assets. Upon the sale of the educational and productivity assets to Riverdeep, Mr. Bordon assumed the role of Chief Operating Officer for that company. Mr. Bordon currently consults to software companies on worldwide multi-channel distribution strategies, global product marketing, planning and infrastructure efficiencies. Mr. Bordon attended St. Thomas Aquinas College where he received his Bachelor of Science and Iona College for his graduate studies. He also attended Harvard Business School's Executive Education Program in 2004.

Elaine Kierans — Director

Ms. Kierans is a barrister and solicitor and a corporate director. From 1998 to 2004 she was Vice-Chair and a director of the Alcohol and Gaming Commission of Ontario. She is a director and a member of the Executive Committee of the Toronto French School. For several years she practiced law with a major Canadian law firm. She has a Bachelor of Commerce, a Bachelor of Civil Law and a Bachelor of Laws from McGill University. She is a member of the Law Society of Upper Canada.

Shareholdings and Board Committees

As a group, the proposed directors and officers of Resulting Issuer will exercise control or direction over 36,174,002 Common Shares, including 4,880,625 Common Shares issuable on the exercise of Options, which will represent 51.78% of the issued and outstanding Common Shares on a fully-diluted basis after giving effect to the Qualifying Transaction and the Minimum Offering and 37.29% of the issued and outstanding Common Shares on a fully-diluted basis after giving effect to the Qualifying Transaction and the Maximum Offering.

Mr. Harry Hart and Mr. Sam Ifergan together own Hargan Capital Inc., which is a controlling shareholder of Hargan Global. Hargan Global will own 30,487,837 Common Shares following the Qualifying Transaction, representing 43.64% after giving effect to the Qualifying Transaction and the Minimum Offering on a fully-diluted basis and 31.43% after giving effect to the Qualifying Transaction and the Maximum Offering on a fully-diluted basis.

Mr. Sam Ifergan will own 2,562,500 Common Shares issuable on the exercise of Options, representing 3.67% after giving effect to the Qualifying Transaction and the Minimum Offering on a fully-diluted basis and 2.64% after giving effect to the Qualifying Transaction and the Maximum Offering on a fully-diluted basis.

Mr. Peter Friedman will indirectly own 405,540 Common Shares after giving effect to the Qualifying Transaction, representing 0.58% after giving effect to the Qualifying Transaction and the Minimum Offering on a fully-diluted basis and 0.42% after giving effect to the Qualifying Transaction and the Maximum Offering on a fully-diluted basis.

Mr. Harold Wolkin owns 540,000 Common Shares, including 140,000 Common Shares issuable on the exercise of Options, representing 0.77% after giving effect to the Qualifying Transaction and the Minimum Offering on a fully-diluted basis and 0.56% after giving effect to the Qualifying Transaction and the Maximum Offering on a fully-diluted basis.

Ms. Vivian Antonangeli will own 2,178,125 Common Shares issuable on the exercise of Options, representing 3.12% after giving effect to the Qualifying Transaction and the Minimum Offering on a fully-diluted basis and 2.24% after giving effect to the Qualifying Transaction and the Maximum Offering on a fully-diluted basis.

The audit committee of the Board of Directors of the Resulting Issuer will be comprised of Messrs. Harold Wolkin, Harry Hart, Anthony Bordon and Sam Ifergan.

The Resulting Issuer will not have an Executive Committee. The proposed directors of the Resulting Issuer will serve until the end of the next annual meeting of shareholders. The Resulting Issuer intends to establish a compensation committee, corporate governance and nominating committee, as appropriate.

The information as to shares beneficially owned, directly or indirectly, or over which control or direction is exercised, is based upon information furnished to Roadrunner by the respective proposed directors and senior officers as at the date hereof.

Other Reporting Issuer Experience

The following table sets out the proposed directors and officers of the Resulting Issuer who are, or have been within the last five years, directors, officers or promoters of other issuers that are or were reporting issuers in any Canadian jurisdiction:

Name	Name of reporting issuer	Name of exchange or market (if applicable)	Position	From	To
Harry Hart	Hart Stores Inc.	TSX	Chairman	July, 2000	Present
	Hartco Enterprises Inc.	TSX	President & CEO	April, 1964	July, 2000

Penalties or Sanctions

No proposed director, officer or promoter of the Resulting Issuer or any securityholder anticipated to hold a sufficient number of securities of the Resulting Issuer to affect materially the control of the Resulting Issuer has been subject to any penalties or sanctions imposed by a court or securities regulatory authority relating to trading and securities, promotions or management of a publicly traded issuer, or theft or fraud.

Corporate Cease Trade Orders or Bankruptcies

No proposed director, officer or promoter of the Resulting Issuer or any securityholder anticipated to hold a sufficient number of securities of the Resulting Issuer to affect materially the control of the Resulting Issuer has, within the ten years prior to the date of this prospectus, been a director, officer or a promoter of any reporting issuer that, while such person was acting in that capacity, was the subject of a cease trade or similar order or an order that denied the company in question access to any statutory exemption for a period of more than 30 consecutive days or was declared bankrupt or made a voluntary assignment in bankruptcy, made a proposal under any legislation relating to bankruptcy or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver-manager or trustee appointed to hold the assets of that person.

Personal Bankruptcies

No proposed director, officer or promoter of the Resulting Issuer or any securityholder anticipated to hold a sufficient number of securities of the Resulting Issuer to affect materially the control of the Resulting Issuer, or a personal holding company of any such persons, has, within the ten years prior to the date of this prospectus, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver-manager or trustee appointed to hold the assets of the individual.

Conflicts of Interest

There will be potential conflicts of interest to which some of the proposed directors, officers and promoters of the Resulting Issuer will be subject in connection with the operations of the Resulting Issuer. Some of the directors, officers and promoters are engaged in and will continue to be engaged in corporations or businesses that may be in competition with the Resulting Issuer. Accordingly, situations may arise where some of the directors, officers, insiders and promoters will be in direct competition with the Resulting Issuer. Conflicts, if any, will be subject to the procedures and remedies as provided under the OBCA. See ''Risk Factors''.

Investor Relations Arrangements

No written or oral agreement or understanding has been reached with any person to provide any promotional or investor relations services for the Resulting Issuer.

Promoters

Messrs. John Ing, Shawn McReynolds and Harold Wolkin may be considered to be promoters of Roadrunner in that they took the initiative in founding and organizing Roadrunner. None of Messrs. Ing., McReynolds and Wolkin have received any compensation in their capacity as promoters of Roadrunner.

EXECUTIVE COMPENSATION

Executive Compensation of Roadrunner

In accordance with the policies of the Exchange, no directors or officers of Roadrunner have received any cash compensation from Roadrunner for services rendered in their capacity as directors or officers of Roadrunner.

Executive Compensation of Brighter Minds

For purposes of this section, ''executive officer'' of Brighter Minds means an individual who at any time during the most recently completed financial year was the chair or a vice-chair of Brighter Minds, the president, chief executive officer, any vice-president or senior officer in charge of a principal business unit such as sales, finance or production, any officer of Brighter Minds or of a subsidiary of Brighter Minds who performed a policymaking function in respect of Brighter Minds or any other person who performed a policymaking function in respect of Brighter Minds.

Brighter Minds does not have a chief financial officer. The summary compensation table below discloses compensation paid to the following individuals:

(a) Brighter Minds' chief executive officer (''CEO'');

(b) each of Brighter Minds' three most highly compensated executive officers, other than the CEO, who were serving as executive officers as at the end of the most recently completed financial year, whose total salary and bonus exceeds $150,000; and

(c) any additional individuals for whom disclosure would have been provided under (b) and (c) but for the fact that the individual was not serving as an executive officer of Brighter Minds at the end of the most recently completed financial year

(each, a ''Named Executive Officer'').

For these purposes, as at the end of the most recently completed financial year, Brighter Minds had two Named Executive Officers.

Summary Compensation Table

The following table provides a summary of the compensation paid to the Named Executive Officers during Brighter Minds' three most recently completed financial years ended December 31, 2005, 2004 and 2003.

		Annual Compensation			Long-Term Compensation			
					Awards		Payouts	
Name and Principal Position[(1)]	Year	Salary (US$)	Bonus (US$)	Other Annual Compensation (US$)	Securities Under Options/ Shares Granted	Securities Subject to Resale Restrictions (US$)	LTIP Payouts (US$)	All Other (US$)
Sam Ifergan[(2)]	2005	150,000	Nil	Nil	250,000[(3)]	Nil	Nil	60,000
President and CEO	2004	150,000	Nil	Nil	Nil	Nil	Nil	47,000
	2003	150,000	Nil	Nil	Nil	Nil	Nil	Nil
Vivian Antonangeli	2005	150,000	Nil	Nil	212,500[(4)]	Nil	Nil	Nil
Chief Operating Officer	2004[(5)]	150,000	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

(1) Except where noted, each individual is employed by Brighter Minds and their services are provided pursuant to an employment agreement. See ''— Employment Contracts''.

(2) For providing management and executive services in his capacity as President and CEO of Brighter Minds, Mr. Ifergan's salary is paid by Brighter Minds via monthly invoices submitted to Brighter Minds by Hargan-Global, which provides management services to the Company. See ''— Management Contracts''.

(3) These options are held by 3363155 Canada Inc., a corporation controlled by Mr. Ifergan, and will be exchanged for 2,562,500 options to purchase Common Shares pursuant to the Qualifying Transaction.

(4) These options will be exchanged for 2,562,500 options to purchase Common Shares pursuant to the Qualifying Transaction.

(5) Vivian Antonangeli joined Brighter Minds in April 2004.

During the fiscal year ended December 31, 2005, Brighter Minds paid an aggregate of US$300,000 in remuneration to, or in respect of the Named Executive Officers.

Options

Ms Antonangeli was granted options to purchase 212,500 Brighter Minds Units on January 1, 2005, which will be exchanged for 2,178,125 options to purchase Common Shares pursuant to the Qualifying Transaction. 3363155 Canada Inc., a corporation controlled by Mr. Ifergan was granted options to purchase 250,000 Brighter Minds Units on January 1, 2005, which will be exchanged for 2,562,500 options to purchase Common Shares pursuant to the Qualifying Transaction.

No stock appreciation rights or other rights to purchase securities were granted by Brighter Minds to the Named Executive Officers during this period.

Management Contracts

Pursuant to the Operating Agreement, Hargan Capital has been appointed the ''manager'' of Brighter Minds (as that term is defined in Chapter 1705 of the Ohio Revised Code) thereby reserving the management duties of Brighter Minds to Hargan Capital. In its capacity as manager and pursuant to the Operating Agreement, Hargan Capital has appointed Sam Ifergan as President and Chief Executive Officer of Brighter Minds. While certain major decisions require the consent of Hargan Capital as manager, Mr. Ifergan is responsible for the day-to-day management of Brighter Minds and its business. Pursuant to the Operating Agreement, as President and Chief Executive Officer, Mr. Ifergan has been granted the full power and authority necessary to carry out the purposes, business and objectives of Brighter Minds.

Hargan Global, an affiliate of Hargan Capital, provides management services to Brighter Minds. Hargan Capital submits monthly invoices to Brighter Minds in respect of management fees for the services provided to Brighter Minds by Mr. Ifergan, as well as for Mr. Ifergan's out-of-pocket expenses incurred in his capacity as President and Chief Executive Officer.

Employment Contracts

Vivian Antonangeli and Brighter Minds are party to an employment contract dated November 11, 2004, whereby Ms. Antonangeli has agreed to perform the duties and accept all responsibilities incidental to the position of chief operating officer. Pursuant to the agreement, Ms. Antonangeli is to be paid a salary of US$150,000. The agreement also includes provisions protecting the proprietary rights of Brighter Minds, in addition to a standard non-competition and non-solicitation provision which remains in effect for a period of one year from the date the employee resigns or is terminated for cause. The term of the agreement is for an indefinite period.

Resulting Issuer On Completion of the Qualifying Transaction and the Offering

Upon the completion of the Qualifying Transaction, the management team of Brighter Minds will become the management team of the Resulting Issuer. Vivian Antonangeli will be the Chief Executive Officer and Sam Ifergan will be the Chief Financial Officer.

It is anticipated that for the 12-month period following completion of the Qualifying Transaction, the employment agreements with the individuals described above will be continued or, alternatively, the Resulting Issuer will enter into employment agreements with each of them, on substantially similar terms as their existing employment agreements with Brighter Minds.

Compensation of Directors

It is expected that following completion of the Qualifying Transaction, the directors of the Resulting Issuer will each receive a fee of $1,000 to $1,500 for each meeting attended of the board of directors or a committee thereof, payable in Common Shares, together with a cash payment of $400 to $600 to offset applicable taxes.

Retirement Plans

It is not anticipated at this time that the Resulting Issuer will have any retirement plans, pension plans or other forms of funded or unfunded retirement compensation for its employees.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Roadrunner

No person who is, or who has been, a director, senior officer or executive officer of Roadrunner at any time since the beginning of the most recently completed fiscal year, or any Associate of any of the aforementioned, is or has been indebted to Roadrunner at any time or whose indebtedness to another entity is, or has been at any time the subject of a guarantee, support agreement, letter of credit or similar arrangement provided by Roadrunner.

Brighter Minds

No person who is, or who has been, a director, senior officer or executive officer of Brighter Minds at any time during the most recently completed fiscal year or any Associate of any of the aforementioned, was indebted to Brighter Minds at any time during the most recently completed fiscal year or has any indebtedness to another entity which was at any time the subject of a guarantee, support agreement, letter of credit or similar arrangement provided by Brighter Minds.

PLAN OF DISTRIBUTION

Pursuant to the Agency Agreement, Roadrunner will appoint the Agents as its agents to offer the Units for sale, subject to the terms and conditions of the Agency Agreement. The Agents will receive a cash commission of $0.02625 per Unit. In addition, the Agents will be granted non-transferable Broker Warrants to purchase a number of Common Shares equal to 7.5% of the total number of Common Shares sold pursuant to the Offering. The Broker Warrants will be exercisable at the Offering for a period of 18 months from the Closing Date of the Offering. The Broker Warrants are qualified for distribution by this prospectus. Roadrunner will pay the reasonable fees and disbursements of counsel to the Agents incurred in connection with this Offering, subject to a maximum of $100,00 plus applicable taxes and disbursements. While the Agents have agreed to use their best efforts to sell the Units, they are not obligated to purchase any Units. The Agency Agreement will provide that the obligations of the Agents pursuant to the Agency Agreement may be terminated at their discretion on the basis of its assessment of the state of the financial markets or upon the occurrence of certain stated events. The offering price of the Units has been determined by negotiation among Roadrunner, Brighter Minds and the Agents.

Roadrunner has granted to the Agents the Over-Allotment Option, which is exercisable for a period of 30 days following the closing of the Offering and gives the Agents the right to purchase additional Units in an amount up to 15% of the aggregate number of Units issued on closing of the Offering on the same terms and conditions as set forth herein. To the extent that the Over-Allotment Option is exercised, the additional Units will be offered at the Offering price and the Agents will be paid a fee of $0.02625 per Unit sold. This prospectus qualifies the grant of the Over-Allotment Option as well as distribution of Common Shares and Purchase Warrants issuable on exercise of the Over-Allotment Option.

Subscriptions for Units will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. Subscription funds will be returned to subscribers without interest or deduction should the Offering not close or the Minimum Offering not be achieved. The distribution of the Units will not continue for a period of more than 90 days after the date of issuance of a receipt for the final prospectus in respect of the Offering if subscriptions representing the Minimum Offering are not obtained. All funds received from the sale of the Units will be deposited and held in trust by the Agent pursuant to the terms of the Agency Agreement. None of the funds held in trust will be released until all closing conditions have been satisfied, including the issuance of a receipt from the securities regulatory authorities for the final prospectus in respect of the Offering and the issuance of the Final Exchange Bulletin, failing which all subscription proceeds from the Offering will be returned to subscribers without interest or deduction.

Pursuant to policy statements of certain securities commissions and the Universal Market Integrity Rules, the Agents may not, throughout the period of distribution, bid for or purchase Common Shares. The foregoing restriction is subject to exceptions, on the condition that the bid or purchase is not engaged in for the purpose of creating actual or apparent active trading in, or raising the price of, the Common Shares. These include certain exceptions for market stabilization and passive market-making activities and a bid or purchase made for and on behalf of a customer where the order was not solicited during the period of distribution or was unsolicited. In accordance with the aforementioned exceptions, in connection with the Offering, the Agents may effect transactions which stabilize or maintain the market price of the Common Shares at levels other than those that might otherwise prevail in the open market. Such transactions, if commenced, may be discontinued at any time.

Except as otherwise required by law or in accordance with certain regulatory requirements, it is anticipated that the Common Shares and the Purchase Warrants forming part of the Units will be issued under the book-based system. At the Closing, certificates representing all of the Common Shares and the Purchase Warrants (other than Common Shares and Purchase Warrants issued to, or to the account or benefit of U.S. Persons) will be issued in registered form to the applicable participants (the ''CDS Participants'') in The Canadian Depository for Securities Limited (''CDS'') depository service, which includes securities brokers and dealers, banks and trust companies. It is anticipated that such CDS Participants will deposit such certificates with CDS in connection with the book-based system and global certificates representing Common Shares and Purchase Warrants will be issued in the name of CDS or its nominee for the Common Shares and the Purchase Warrants held through the book-based system. A holder of a Common Share participating in the book-based system will not be entitled to a certificate or other instrument from Roadrunner or Roadrunner's transfer agent evidencing that person's interest in or ownership of Common Shares and Purchase Warrants, nor, to the extent applicable, will such holder be shown on the records maintained by CDS, except through an agent who is a CDS Participant. However, a holder of Common Shares or Purchase Warrants participating in the book-based system may, through the applicable CDS Participant, request that such Common Shares or Purchase Warrants be issued to such holder as soon as reasonably practicable.

The Common Shares and Purchase Warrants have not been and will not be registered under the United States *Securities Act of 1933*, as amended (the ''1933 Act'') and, subject to certain exceptions, may not be offered or sold within the United States or to, or for the account or benefit of, U.S. Persons. The Agents have agreed that they will not offer or sell the Units within the United States except in accordance with Rule 144A under the 1933 Act and in compliance with applicable state securities laws. The Units may also be offered or sold within the United States by Roadrunner through the Agents in accordance with Rule 506 of Regulation D under the 1933 Act. This Prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of the Units in the United States. In addition, until 40 days after the commencement of the offering of Units pursuant to this prospectus, an offer or sale of Units within the United States by any dealer or agent (whether or not participating in the Offering) may violate the registration requirements of the 1933 Act if such offer or sale is made other than in accordance with Rule 144A.

An application has been made to the TSXV for the listing of the: (i) Common Shares forming part of the Units distributed under this prospectus; (ii) Common Shares reserved for issuance upon the exercise of the Purchase Warrants; (iii) Common Shares to be issued to securityholders of Brighter Minds, Hargan Capital and Global Acquisitions; (iv) Common Shares reserved for issuance pursuant to the 2006 Stock Option Plan, including the Common Shares reserved for issuance upon the exercise of Roadrunner options granted to Brighter Minds optionholders in connection with the Qualifying Transaction; (v) Common Shares issuable pursuant to the Broker Warrants; and (vi) Common Shares issuable pursuant to the Over-Allotment Option. Such listing will be subject to Roadrunner fulfilling all the listing requirements of the TSXV. The Purchase Warrants will not be listed on the TSXV.

The Agents may offer selling group participation, in the normal course of the brokerage business, to selling groups of other licensed broker dealers, brokers and investment dealers, who may or may not be offered part of the commissions or other compensation derived from this Offering.

Except as disclosed in this Prospectus, Roadrunner had not made nor will it make any payments in cash, securities or other consideration to a promoter, finder or any other person or company in connection with this Offering. The directors, officers and other insiders of Roadrunner and Brighter Minds may participate in this Offering.

Pursuant to the Agency Agreement, Brighter Minds and Roadrunner will agree to indemnify the Agents, their affiliates, directors, officers, employees and agents against certain liabilities.

RISK FACTORS

An investment in the Units should be considered as highly speculative as the Units carry a high degree of risk. An investment in the Units is suitable only for those knowledgeable and sophisticated investors who are willing to risk a loss of their entire investment. Investors should consult with their professional advisors to assess an investment in the Units. Additional risks and uncertainties not presently known may also adversely affect the business of the Resulting Issuer. If any of the following risks actually occur, the Resulting Issuer's business, financial condition or operating results could be materially adversely affected. In such case, the market price of the Common Shares could decline, and an investor could lose all or part of his, her or its investment in the Units.

The following are certain risk factors relating to (i) the business and structure of the Resulting Issuer, (ii) the industry within which the Resulting Issuer will operate, and (iii) the Offering. The following information is a summary only of certain risk factors and is qualified in its entirety by reference to, and must be read in conjunction with, the detailed information appearing elsewhere in this prospectus, including the financial statements and notes thereto. These risks and uncertainties may not be the only ones facing the Resulting Issuer and there may be additional risks and uncertainties that are currently deemed immaterial.

Risk Related to the Business

Results May Differ Significantly from those Projected in any Forward-looking Statements

Certain statements in this prospectus constitute forward-looking statements. Other written or oral forward-looking statements have been made and may in the future be made, from time to time, by or on behalf of Brighter Minds. Forward-looking statements are statements that are not historical facts, and include financial projections and estimates and their underlying assumptions; statements regarding plans, objectives and expectations with respect to future operations, products and services; the impact of regulatory initiatives on Brighter Minds' operations; Brighter Minds' share of new and existing markets; general industry and macroeconomic growth rates and Brighter Minds' performance relative to them and statements regarding future performance. Forward-looking statements generally are identified by the words ''expect'', ''anticipates'', ''believes'', ''intends'', ''estimates'', ''projects'' and similar expressions, or that events or conditions ''will'', ''may'', ''could'' or ''should'' occur.

Brighter Minds is subject to significant risks and any past performance is no guarantee of future performance. Brighter Minds cannot predict all of the risk factors, nor can it assess the impact, if any, of such risk factors on Brighter Minds' business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those projected in any forward-looking statements. Accordingly, **forward-looking statements should not be relied upon as a prediction of actual results.** This prospectus offers a brief overview of some of the risk factors to be considered in relation to Brighter Minds' business. This list may not be exhaustive, as Brighter Minds operates in a rapidly changing business environment, and new risk factors emerge from time to time.

Maintain Current Growth

Continued growth in operations depends upon the Resulting Issuer's ability to increase distribution and shelf space, acquire rights to larger brands and characters with broader appeal, expand market penetration, expand new product categories, increase its domestic and international licensee base and increase its base of in-house brands. Continued efforts to build these growth areas are required and there is no guarantee that such efforts will be successful. The Resulting Issuer may expend a significant amount of money in respect of growth areas without return. Furthermore, the Resulting Issuer's inability to achieve any of these objectives could harm its business and operating results.

The Resulting Issuer's ability to raise capital to support its growth, through equity and/or debt financing, depends upon its ability to continue to improve returns from operations. If the Resulting Issuer is unable to raise additional funds on commercially acceptable terms, when needed, its ability to execute its growth strategy could be impaired. The Resulting Issuer's ability to obtain additional funding will be subject to a number of factors, including market conditions, investor sentiment and the Resulting Issuer's operating performance. These factors may make the timing, amount and terms and conditions of additional funding unattractive to the Resulting Issuer. If the Resulting Issuer were to issue additional equity securities in connection with future acquisitions, existing shareholders may experience dilution or be subordinated to any rights, preferences or privileges granted to the new equity holders.

Limited Operating History and Evolving Business Model

Brighter Minds has been in business for seven years, but only achieved extensive distribution to major North American retailers in 2005 and its business model and product lines are continuously evolving. There are no assurances that the Resulting Issuer's product line will continue to maintain or increase market acceptance. The Resulting Issuer expects to increase its operating expenses significantly as it pursues strategic growth areas. If the Resulting Issuer does not significantly increase its revenue to meet these increased operating expenses, its business, financial condition and operating results could be materially adversely affected. The Resulting Issuer may not be able to sustain or increase its profitability or cash flow from operations.

Revenues and Operating Results May Fluctuate

The Resulting Issuer's revenues and operating results may fluctuate from quarter to quarter which could affect the Resulting Issuer's results of operations. The Resulting Issuer's software and book products are subject to significant seasonal variations. Historically, fifty percent (50%) of Brighter Minds' revenues have been achieved in the fourth quarter of the calendar year with sales driven by an increase in retail activity around the back-to-school period in September and the Thanksgiving and Christmas holiday seasons October through December.

The Resulting Issuer's operating results may not follow past trends for Brighter Minds and may be subject to further fluctuations. Other factors affecting the Resulting Issuer's revenues and results, many of which are outside of its control, include:

- competitive conditions in the Resulting Issuer's industry and market sectors, including new products, product announcements and special pricing offered by the Resulting Issuer's competitors;
- market acceptance of the Resulting Issuer's product lines and new product line initiatives;
- the Resulting Issuer's ability to manage its significant order fulfillment process in a timely manner;
- varying size, timing and contractual terms of orders for the Resulting Issuer's products, which may delay the recognition of revenue;
- the Resulting Issuer's ability to maintain existing relationships and to create new relationships with licensors, distributors, retailers and third-party service providers;
- the discretionary nature of the Resulting Issuer's customers' purchase and budget cycles and changes in their budgets for edutainment and related purchases;
- sales volume and retail shelf space for the Resulting Issuer's products can fluctuate based on the popularity of a brand over time;
- strategic decisions by the Resulting Issuer or its competitors, such as acquisitions, divestitures, spin-offs, joint ventures, strategic investments or changes in business strategy; and
- general weakening of the economy resulting in a decrease in the overall demand for the Resulting Issuer's products.

Expanding Product Lines

The Resulting Issuer's success depends on its ability to develop new product lines and to enhance its existing product lines. The Resulting Issuer relies heavily on licensed characters to brand its products. It is vital to the Resulting Issuer's business that management be able to accurately predict characters and trends that will be popular with its consumer base. The ongoing appeal of character brands has an effect on the lifecycle and quantity of sales of the Resulting Issuer's product lines. Additionally, in order to keep pace with competitors and achieve market growth, the Resulting Issuer must enhance and improve existing product lines and must also continue to introduce new product lines that are able to quickly gain market acceptance. If the Resulting Issuer is unable to successfully develop new product lines that are accepted by the market or enhance and improve its existing product lines or if it fails to position and/or price products to meet market demand, the Resulting Issuer's business and operating results may be adversely affected. Any new products that the Resulting Issuer develops may not achieve the broad market acceptance necessary to generate significant revenue.

Furthermore, the Resulting Issuer's software products are developed for evolving computer platforms and are susceptible to obsolescence when new platforms are released. If the Resulting Issuer is unable to develop and sell products usable on new computer platforms, its business and operating results may be adversely affected.

Relationships with Third-Party Licensors

The Resulting Issuer's business may be harmed if it does not successfully develop and maintain licensing relationships with strategic partners. The Resulting Issuer currently has an exclusive five-year license with the PBS Kids network to develop educational software and books based on the ''PBS Kids'' brand. The Resulting Issuer also has critical licensing agreements in respect of the Cartoon Network TV properties, Hasbro and Universal Studios, among others. There is no guarantee that such key agreements will be renewed or extended. Should any of these licensing agreements terminate or not be renewed, the Resulting Issuer may not enjoy rights to a sufficient number of brand characters to maintain product lines and sales revenues. The Resulting Issuer may be forced to increase the development of its internal proprietary character brands, incurring significant expense and adversely affecting its operating margins. The acquisition of such licensing rights by the Resulting Issuer's competitors would also adversely affect operating results.

In addition to retaining its existing licensing rights, it also important for the growth of the Resulting Issuer's business that it be able to acquire licensing rights to a larger quantity of character brands as well as rights to significantly larger character brands with broader market appeal. Recognizable character brands are integral to the sale of the Resulting Issuer's product lines. The inability of the Resulting Issuer to retain and expand its license agreements with third-party licensors would adversely affect operating results.

Relationships with Third-Party Licensees

The Resulting Issuer relies on third-party licensees to publish and distribute its product lines in international markets such as Australia, France, Germany, the Netherlands, Russia and the United Kingdom. The growth of the Resulting Issuer's business and brand outside of North America may be harmed if it does not successfully develop and maintain relationships with such third-party licensees. There is no guarantee that such agreements will be renewed or extended. The inability of the Resulting Issuer to retain and expand its license agreements with third-party licensees would adversely affect operating results.

Distribution Network

The Resulting Issuer has multiple distribution channels, but relies on mass retailers in North America such as Wal-Mart, Target, Costco and Sam's Club for a significant amount of its product sales. Such mass retailers command an increasingly significant share of retail spending. Accordingly, the Resulting Issuer's inability to maintain and grow its relationships with such mass retailers would adversely affect product sales and operating results. The amount of and location of the shelf space available for the Resulting Issuer's products at such mass retailers are also important factors which influence the amount of sales of the Resulting Issuer's products. The Resulting Issuer has limited control over the amount of shelf space and the location of shelf space afforded to its products by retailers. Unfavourable shelf space and location would adversely affect product sales and operating results. The future growth of the Resulting Issuer will depend in part on its ability to expand its existing distribution channels. If the Resulting Issuer is unable to expand such distribution channels, it may be unable to generate growth and grow its business.

Reliance on Third Party Service Providers

The Resulting Issuer has and will continue to sub-contract to numerous third parties various services that are essential to the production of the Resulting Issuer's products. These services include studio development, book writing, illustrating, project management, graphics programming, software programming, printing, disc manufacturing, book manufacturing and freight transportation. Any disruption in the services provided by these third-party providers or any failure of these third-party providers to handle current or higher volumes could significantly harm the Resulting Issuer's business. Any financial or other difficulties the Resulting Issuer's service providers face may have negative effects on the Resulting Issuer's business, the nature and extent of which cannot be predicted. Brighter Minds exercises little control over these third party providers, which increases vulnerability to problems with the services they provide.

Pricing

If the Resulting Issuer is required to change pricing models to compete successfully, margins and operating results may be adversely affected. The intensely competitive markets in which the Resulting Issuer conducts its business may require it to reduce its prices. If the Resulting Issuer's competitors offer deep discounts on certain products in an effort to recapture or gain market share, the Resulting Issuer may be required to lower prices or offer other favourable terms to compete successfully. Any such changes would be likely to reduce the Resulting Issuer's margins and could adversely affect the Resulting Issuer's operating results. If the Resulting Issuer cannot offset price reductions with a corresponding increase in the number of sales or with lower spending, then the reduced revenue resulting from lower prices would adversely affect the Resulting Issuer's margins and operating results.

Retention and Recruitment of Management and Key Employees

The Resulting Issuer's ability to recruit and retain qualified employees with relevant industry experience is crucial to the ability to develop and market the Resulting Issuer's products. The Resulting Issuer depends on the services of key creative, marketing and management employees. The loss of the services of any of these persons could have a material adverse effect on the business, results of operations and financial condition of the Resulting Issuer. The Resulting Issuer's success is also highly dependent on its continuing ability to identify, hire, train, motivate and retain such highly qualified employees. Competition for these employees can be intense and the Resulting Issuer cannot be certain that it will be able to attract or retain highly qualified employees in the future. The Resulting Issuer's inability to attract and retain the necessary management, creative and marketing personnel may adversely affect its future growth and profitability. It may be necessary for the Resulting Issuer to increase the level of compensation paid to existing or new employees to such a degree that the Resulting Issuer's operating expenses could be materially increased. Additionally, the Resulting Issuer's growth plan may put an additional strain and demand on an already highly leveraged management team.

Protection of Intellectual Property

If the Resulting Issuer's intellectual property is not adequately protected, the Resulting Issuer may lose its competitive advantage. The Resulting Issuer's success depends in part on its ability to protect intellectual property rights. The Resulting Issuer relies on various intellectual property protections, including contractual provisions, patents, copyright, trademark and trade secret laws, to preserve its intellectual property rights. Despite the Resulting Issuer's precautions, it may be possible for third parties to obtain and use the Resulting Issuer's intellectual property without authorization. In the event that a third party breaches the Resulting Issuer's intellectual property rights, the Resulting Issuer may not have adequate remedies. Policing unauthorized use of intellectual property is difficult, and some foreign laws do not protect proprietary rights to the same extent as the laws of Canada or the United States. Such risks are especially relevant given the Resulting Issuer has licensees and uses service providers in foreign jurisdictions other than Canada and the United States. To protect intellectual property the Resulting Issuer may become involved in litigation which could result in substantial expenses, divert the attention of management, cause significant delays, materially disrupt the conduct of the Resulting Issuer's business or adversely affect the Resulting Issuer's revenues, financial condition and results of operations.

Intellectual Property Claims Against the Resulting Issuer

The Resulting Issuer's business is highly dependent on the intellectual property of third parties. Intellectual property claims brought against the Resulting Issuer could be time consuming, costly to defend, and disruptive to the Resulting Issuer's business. The Resulting Issuer may become subject to claims by third parties that the Resulting Issuer's products infringes the third party's proprietary rights. Litigation may be necessary to determine the scope, enforceability and validity of such third party proprietary rights or to establish the Resulting Issuer's proprietary rights. Some of the Resulting Issuer's competitors have substantially greater resources than do the Resulting Issuer and those competitors may be able to sustain the costs of complex intellectual property litigation to a greater degree and for a longer period of time than the Resulting Issuer could. Regardless of their merit, any such claims could:

- be time consuming;
- be expensive to defend;
- divert management's attention and focus away from the business;
- subject the Resulting Issuer to significant liabilities; and
- require the Resulting Issuer to enter into costly royalty or licensing agreements or to modify or stop using the infringing products.

Acquisitions

The Resulting Issuer may be unable to identify and complete acquisitions. Acquisitions could divert management's attention and financial resources, may negatively affect the Resulting Issuer's operating results and could cause significant dilution to shareholders. In the future, the Resulting Issuer may engage in selective acquisitions of products or businesses that it believes are complementary to its products or business. There is a risk that the Resulting Issuer will not be able to identify suitable acquisition candidates available for sale at reasonable prices, complete any acquisition, or successfully integrate any acquired product or business into the Resulting Issuer's operations. The Resulting Issuer is likely to face competition for acquisition candidates from other parties, including those that have substantially greater resources. Acquisitions may involve a number of other risks, including:

- diversion of management's attention and financial resources;
- disruption to the Resulting Issuer's ongoing business;
- failure to retain key acquired personnel;
- difficulties in integrating acquired operations, technologies, products or personnel;
- unanticipated expenses, events or circumstances;
- assumption of disclosed and undisclosed liabilities; and
- inappropriate valuation of the acquired business.

If the Resulting Issuer does not successfully address these risks or any other problems encountered in connection with an acquisition, the acquisition could have a material adverse effect on its business, results of operations and financial condition and could cause significant dilution to shareholders. Problems with an acquired business could have a material adverse effect on the Resulting Issuer's performance and business. In addition, if the Resulting Issuer proceeds with an acquisition, available cash may be used to complete the transaction, diminishing liquidity and capital resources or shares may be issued which could cause significant dilution to existing shareholders.

No History as a Public Company

The proposed staff and management of the Resulting Issuer have limited experience with public companies. Due to the significant and complex accounting and legal requirements applicable to public companies, the time and efforts of the staff and management of the Resulting Issuer may be diverted from operational matters and may require the recruitment of additional personnel solely or primarily to address these requirements.

Currency Fluctuations

Currency fluctuations may adversely affect the Resulting Issuer's business. A significant portion of the Resulting Issuer's revenue is earned in Canadian dollars and other non-U.S. currencies, but a substantial portion of the Resulting Issuer's operating expenses are incurred in U.S. dollars. Fluctuations in the exchange rate between the U.S. dollar and other currencies, such as the Canadian dollar, may have a material adverse effect on the Resulting Issuer's business, financial condition and operating results. The Resulting Issuer does not engage in any currency hedging practices.

Transfer Pricing and Income Tax Expense

The Resulting Issuer may be subject to transfer pricing challenges by international taxing authorities that may adversely affect its income tax expense. The Resulting Issuer conducts business operations in various jurisdictions. The Resulting Issuer provides products to, and may, from time to time, undertake certain significant transactions with other entities in different jurisdictions. The tax laws of these jurisdictions have detailed transfer pricing rules which require that all transactions with non-resident related parties be priced using arm's length pricing principles, and that contemporaneous documentation must exist to support such pricing. Canada Revenue Agency and the United States Internal Revenue Service could challenge the validity of the Resulting Issuer's arm's length related party transfer pricing policies. International transfer pricing is a subjective area of taxation and generally involves a significant degree of judgment. If any of these taxation authorities are successful in challenging the Resulting Issuer's transfer pricing policies, the Resulting Issuer's income tax expense may be adversely affected and the Resulting Issuer could also be subjected to interest and penalty charges. Any such increase in the Resulting Issuer's income tax expense and related interest and penalties could have a significant impact on the Resulting Issuer's future earnings and future cash flows.

Risks Related to the Industry

Highly Competitive Industry

Competition may prevent the Resulting Issuer from increasing or maintaining its market share and could result in price reductions and reduced revenues. Brighter Minds has experienced, and the Resulting Issuer expects to continue to experience, intense competition from a number of competitors in six different competitive groups, including Edutainment software publishers, gaming publishers, Edutainment toy manufacturers, children's book publishers, DVD games publishers and online publishers. The Resulting Issuer competes principally with the following publishers and/or distributors in each of the six competitive groups:

- Topics Entertainment, Knowledge Adventure, Encore Software and Buena Vista (a division of The Walt Disney Company) are in the Edutainment software category and specialize in publishing or distribution or both;
- Atari, THQ, Take Two Interactive and Activision are software gaming publishers that compete with the Resulting Issuer for consumer entertainment spending;
- Leapfrog, Vtech and Fisher Price are toy manufacturers competing with the Resulting Issuer in the heavily consolidated toy industry;
- Scholastic and McGraw-Hill Ryerson are much larger than the Resulting Issuer and competitors as children's book publishers;
- SnapTV, Bequal and Screenlife are early entrants, along with the Resulting Issuer, in the relatively new DVD games publishing category; and
- Playfirst, Reflexive Entertainment, PopCap, Garage Games and Big Fish Games are online publishers and the primary competitors of the Resulting Issuer in the downloadable games market.

The Resulting Issuer's competitors may announce new products, services or enhancements that better meet the needs of customers or changing industry standards. Increased competition may cause price reductions, reduced gross margins and loss of market share, any of which could have a material adverse effect on the Resulting Issuer's business, results of operations and financial condition. Many of the Resulting Issuer's competitors and potential competitors have significantly greater financial, technical, marketing and service resources than the Resulting Issuer. Many of these companies also have a larger existing base of consumers, have longer operating histories or greater name recognition than the Resulting Issuer. The Resulting Issuer's competitors may be able to respond more quickly than the Resulting Issuer to changes in consumer demand and be able to devote greater resources to the enhancement, promotion and sale of their products. If one or more of the Resulting Issuer's competitors were to merge or partner with another of the Resulting Issuer's competitors, the change in the competitive landscape could adversely affect the Resulting Issuer's ability to compete effectively. The Resulting Issuer's competitors may also establish or strengthen co-operative relationships with distributors, retailers, licensors of character brands, third-party service providers or other parties with whom the Resulting Issuer has relationships, thereby limiting the Resulting Issuer's ability to sell its product lines and limiting the number of third-party service providers available to manufacture the Resulting Issuer's product lines. The Resulting Issuer has little control over and cannot otherwise affect these competitive conditions. If the Resulting Issuer is unable to effectively respond to these competitive factors, the Resulting Issuer's results of operations and financial condition will be materially adversely affected.

General Economic Conditions

The business of the Resulting Issuer has a general correlation with the strength (or weakness) of each of the Canadian and United States economies. If either of the Canadian or United States economies experience general weakness or they fail to grow at an anticipated rate, the business of the Resulting Issuer may be adversely affected.

Risk Related to the Offering

Determination of Offering Price

Prior to the Offering, there has been no public market for the shares of the Resulting Issuer as it is proposed to exist. The price per Unit under the Offering was determined by negotiation among Brighter Minds, Roadrunner and the Agent based on several factors and may bear no relationship to the price at which the Common Shares will trade in the public market subsequent to the Offering. See ''Plan of Distribution''.

Share Price Fluctuation

The Resulting Issuer's share price will fluctuate. The market price of the Common Shares may be volatile and could be subject to wide fluctuations due to a number of factors, including:

- actual or anticipated fluctuations in the Resulting Issuer's results of operations;
- changes in estimates of the Resulting Issuer's future results of operations made by the Resulting Issuer's management or securities analysts;
- announcements of new licenses, products or technological innovations by the Resulting Issuer or its competitors;
- general industry changes in the edutainment and relevant publishing sectors or related markets; or
- other events or factors.

In addition, the financial markets have experienced significant price and value fluctuations that have particularly affected the market prices of equity securities of many retail, publishing and software companies and that sometimes have been unrelated to the operating performance of these companies. Broad market fluctuations, as well as economic conditions generally and in the publishing industry specifically, may adversely affect the market price of the Common Shares.

Use of Proceeds May Change

The proposed use of the net proceeds of the Offering represents the Resulting Issuer's current best estimate of the expected use of these funds. The Resulting Issuer has not specifically allocated the funds within the various purposes listed under ''Use of Proceeds'' and the Resulting Issuer's management and Board of Directors may allocate the funds in different proportions among such stated purposes or such other purposes as they consider appropriate from time to time depending on their assessment of the Resulting Issuer's needs subsequent to the Offering. The Resulting Issuer currently has no agreements, arrangements or commitments with respect to the use of these funds. It is likely that the net proceeds of the Offering, together with the Resulting Issuer's other available cash resources, will not be fully deployed for a period following the Offering. During this period, these funds will be administered by and at the discretion of the Board of Directors.

No Payment of Dividends in the Foreseeable Future

The Resulting Issuer does not intend to pay dividends on the Common Shares issued pursuant to the Offering, and investors should not expect to receive and dividends on their investment in the foreseeable future. The Resulting Issuer will consider paying dividends on its Common Shares when circumstances permit, having regard to, among other things, earnings, cash flow and financial requirements, as well as relevant legal and business considerations. Any future payment of dividends to holders of the Common Shares will depend on decisions that will be made by the Board of Directors and will depend on then existing conditions, including the Resulting Issuer's financial condition, contractual restrictions, capital requirements and business prospects.

Potential Dilution of Common Shares

The exercise of stock options and the issuance of other additional securities in the future could result in dilution in the value of Common Shares and the voting power represented thereby. Furthermore, to the extent the holders of stock options or other securities exercise such securities and then sell the Common Shares they receive upon exercise, the Resulting Issuer's share price may decrease due to the additional amount of Common Shares available in the market. The subsequent sales of these shares could encourage short sales by shareholders and others, which could place further downward pressure on share price. Moreover, the holders of stock options, warrants or other securities may hedge their position in the Resulting Issuer's Common Shares by short selling the Resulting Issuer's Common Shares, which could further adversely affect stock price.

No prediction can be made as to the effect, if any, that future issuances of stock options, sales of Common Shares or the availability of Common Shares for future sale, will have on the market price of the Common Shares prevailing from time to time. Sales of substantial amounts of Common Shares in the public market, or the perception that such sales could occur, may adversely affect the market price of the Common Shares and may make it more difficult for the Resulting Issuer to sell its equity securities in the future at a time and price which the Resulting Issuer deems appropriate.

LEGAL PROCEEDINGS

There are no material legal proceedings to which either Roadrunner or Brighter Minds is, or so far as management is aware, is likely to be, a party.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

No Insider of Roadrunner or Brighter Minds or Associate or Affiliate of an Insider of Roadrunner or Brighter Minds has or has had any material interest, direct or indirect, in any transaction within the three years before the date of this prospectus or in any proposed transaction which in either such case has materially affected or will materially affect Roadrunner.

AUDITORS, REGISTRAR AND TRANSFER AGENT

The auditors of Roadrunner and Brighter Minds is Mintz & Partners LLP, Chartered Accountant, 1 Concorde Gate, Suite 200, Toronto, Ontario, M3C 4G4.

Equity Transfer Services Inc., Suite 420, 120 Adelaide Street West, Toronto, Ontario, M5H 4C3, is the transfer agent and registrar for the Common Shares.

MATERIAL CONTRACTS

Roadrunner

Except for contracts entered into in the ordinary course of business, the following are the only contracts entered into by Roadrunner within the two year period preceding the date of this prospectus which may be reasonably regarded as currently material:

(a) Registrar and Transfer Agency Agreement dated March 11, 2005 between Roadrunner and the Transfer Agent;

(b) Escrow Agreement dated March 11, 2005 among Roadrunner, the Transfer Agent and those shareholders that executed such Escrow Agreement, referred to under ‘‘Escrowed Securities’’;

(c) Securities Exchange Agreement dated January 19, 2006, among Roadrunner, Brighter Minds, Hargan Capital, the unitholders and optionholders of Brighter Minds, the shareholders of Hargan Capital and the shareholders of Global Acquisitions; and

(d) Agency Agreement dated March 10, 2006 among Roadrunner, Brighter Minds and the Agents, referred to under ‘‘Plan of Distribution’’; and

(e) Warrant Indenture to be dated as of the Closing Date between Roadrunner and the Warrant Agent, referred to under ‘‘Description of Securities Distributed’’.

Copies of these agreements will be available for inspection at the offices of Roadrunner’s counsel, Heenan Blaikie LLP, at Suite 2600, 200 Bay Street, P.O. Box 185, South Tower, Royal Bank Plaza, Toronto, Ontario, M5J 2J4 at any time during ordinary business hours while the securities offered by this prospectus are in the course of distribution and for a period of 30 days thereafter.

Brighter Minds

Except for contracts entered into in the ordinary course of business, the following are the only contracts entered into by Brighter Minds within the two-year period preceding the date of this prospectus which may be reasonably regarded as presently material:

(a) Amended and Restated Operating Agreement dated January 1, 2006, between Hargan Capital and Richard Pam;

(b) Securities Exchange Agreement dated January 19, 2006, among Roadrunner, Brighter Minds, Hargan Capital, the unitholders and optionholders of Brighter Minds, the shareholders of Hargan Capital and the shareholders of Global Acquisitions; and

(c) Agency Agreement dated March 10, 2006 among Roadrunner, Brighter Minds and the Agents, referred to under ‘‘Plan of Distribution’’.

Copies of these agreements will be available for inspection at the offices of Brighter Minds' counsel, Wildeboer Dellelce LLP, at Suite 810, P.O. Box 4, 1 First Canadian Place Toronto, Ontario, M5X 1A9 at any time during ordinary business hours while the securities offered by this prospectus are in the course of distribution and for a period of 30 days thereafter.

OTHER MATERIAL FACTS

There are no other material facts relating to the Offering which are not disclosed elsewhere in this prospectus.

LEGAL MATTERS

Certain legal matters relating to the Offering will be passed upon on behalf of Roadrunner by Heenan Blaikie LLP and on behalf of the Agents by Ogilvy Renault LLP. As of the date hereof, the partners and associates of Heenan Blaikie LLP as a group beneficially owned, directly or indirectly, less than 1% of the outstanding Common Shares. As of the date hereof, the partners and associates of Ogilvy Renault LLP as a group beneficially own, directly or indirectly, less than 1% of the outstanding Common Shares.

PURCHASERS' STATUTORY RIGHTS

Securities legislation in certain of the provinces of Canada provides purchasers with the right to withdraw from an agreement to purchase securities within two business days after receipt or deemed receipt of a prospectus and any amendment. In several of the provinces and territories, securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, damages where the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that such remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province or territory. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province or territory for the particulars of these rights or consult with a legal advisor.

Mintz & Partners LLP

200 – 1 Concorde Gate
North York, ON M3C 4G4

Tel: 416-391-2900
Fax: 416-391-2748
Web site: www.mintzca.com

AUDITOR'S CONSENT

We have read the prospectus of Roadrunner Capital Corporation (''Roadrunner'') dated March 10, 2006 relating to an offering of Common Shares of Roadrunner. We have complied with Canadian generally accepted standards for an auditor's involvement with offering documents.

We consent to the use in the above-mentioned prospectus of our report to the Board of Directors of Roadrunner on the balance sheet of Roadrunner as at September 30, 2005 and the statements of earnings and deficit and cash flows, shareholders' equity and cash flows for the year ended September 30, 2005. Our report is dated November 18, 2005.

We also consent to the use in the above-mentioned Prospectus of our report dated March 10, 2006 to the shareholders of Roadrunner on the pro-forma consolidated financial statements of Roadrunner as at September 30, 2005.

Mintz & Partners LLP

Toronto, Ontario | Chartered Accountants

March 10, 2006

Mintz & Partners LLP

200 – 1 Concorde Gate
North York, ON M3C 4G4

Tel: 416-391-2900
Fax: 416-391-2748
Web site: www.mintzca.com

AUDITOR'S CONSENT

We have read the prospectus of Roadrunner Capital Corporation (''Roadrunner'') dated March 10, 2006 relating to an offering of Common Shares of Roadrunner. We have complied with Canadian generally accepted standards for an auditor's involvement with offering documents.

We consent to the use in the above-mentioned prospectus of our report to the Manager of Brighter Minds Interactive, LLC on the consolidated balance sheets as at December 31, 2004, 2003 and 2002 and the statements of operations and member's deficit, and cash flows for each of the years then ended. Our report is dated January 6, 2006.

Mintz & Partners LLP

Toronto, Ontario
March 10, 2006

Chartered Accountants

GLOSSARY OF TERMS

In this prospectus, unless there is something in the subject matter or context inconsistent therewith, the following capitalized words and terms shall have the following meaning:

''2006 Stock Option Plan'' means the Roadrunner Capital Corporation 2006 Stock Option Plan adopted by Roadrunner's shareholders on January 19, 2006 subject to regulatory approval.

''Affiliate'' means an Entity that is affiliated with another Entity as described below.

An Entity is an ''Affiliate'' of another Entity if:

(a) one of them is the subsidiary of the other, or

(b) each of them is controlled by the same Person.

An Entity is ''controlled'' by a Person if:

(a) voting securities of the Entity are held, other than by way of security only, by or for the benefit of that Person, and

(b) the voting securities, if voted, entitle the Person to elect a majority of the directors of the Entity.

A Person beneficially owns securities that are beneficially owned by:

(a) an Entity controlled by that Person, or

(b) an Affiliate of that Person or an Affiliate of any Entity controlled by that Person.

''Agency Agreement'' means the agreement to be entered into among Roadrunner, Brighter Minds and the Agents.

''Agents'' means Westwind and Wellington West.

''Agent's IPO Option'' means the non-transferable option granted to Wellington West at the closing of Roadrunner's initial public offering to purchase 300,000 Common Shares at an exercise price of $0.25 per share for a period of 18 months from April 12, 2005.

''Associate'' when used to indicate a relationship with an individual or Entity, means:

(a) an issuer of which the individual or Entity beneficially owns or controls, directly or indirectly, voting securities entitling him to more than 10% of the voting rights attached to outstanding securities of the issuer,

(b) any partner of the individual or Entity,

(c) any trust or estate in which the individual or Entity has a substantial beneficial interest or in respect of which an individual or Entity serves as trustee or in a similar capacity,

(d) in the case of an individual, a relative of that individual, including:

(i) that individual's spouse or child, or

(ii) any relative of the individual or of his spouse who has the same residence as that individual;

but

(e) where the TSXV determines that two individuals shall, or shall not, be deemed to be associates with respect to a Member firm, Member corporation or holding company of a Member corporation, then such determination shall be determinative of their relationships in the application of Rule D with respect to that Member firm, Member corporation or holding company.

''Brighter Minds'' means Brighter Child Interactive, LLC.

''Brighter Minds Units'' means all of the issued and outstanding units in the capital of Brighter Minds as at the Closing Date.

''Broker Warrants'' means the non-transferable warrants to be granted to the Agents by Roadrunner to purchase at the Offering price for a period of 18 months from the Closing Date a number of Common Shares equal to 7.5% of the total number of Common Shares sold pursuant to the Offering.

''CAGR'' means the year-over-year growth rate over a specified period of time.

''CDS'' means The Canadian Depository for Securities Limited.

''Closing Date'' means the day on which the closing of the Offering and the Qualifying Transaction occur which is expected to be March 20, 2006 or such earlier or later date that the Agents, Brighter Minds and Roadrunner agree.

''Common Shares'' means the common shares of Roadrunner.

''Company'' means Brighter Child Interactive, LLC.

''Completion of the Qualifying Transaction'' means the date the Final Exchange Bulletin is issued by the TSXV.

''Control Person'' means any person or company that holds or is one of a combination of persons or companies that holds a sufficient number of any of the securities of an issuer so as to affect materially the control of that issuer, or that holds more than 20% of the outstanding voting securities of an issuer except where there is evidence showing that the holder of those securities does not materially affect the control of the issuer.

''CPC'' means a corporation:

(a) that has been incorporated or organized in a jurisdiction in Canada;

(b) that has filed and obtained a receipt for a CPC prospectus from one or more of the securities regulatory authorities in compliance with the CPC Policy; and

(c) in regard to which the Final Exchange Bulletin has not yet been issued.

''CPC Policy'' means Policy 2.4 *Capital Pool Companies* of the TSXV.

''Edutainment'' means the combination of educational and entertainment to create more effective learning tools for children.

''Entity'' means a corporation, incorporated association or organization, body corporate, partnership, trust, association or other entity other than an individual.

''Final Exchange Bulletin'' means the Exchange Bulletin which is issued by the TSXV following the closing of the Qualifying Transaction and the submission of all required documentation and that evidences the final TSXV acceptance of the Qualifying Transaction.

''GAAP'' means generally accepted accounting principles.

''Global Acquisitions'' means Global Acquisitions (U.S.) Inc.

''Global Acquisition Shares'' means all of the issued and outstanding shares of Global Acquisitions.

''Hargan Capital'' means Hargan Capital (U.S.) Inc., the principal shareholder of Brighter Minds and a company controlled by Global Acquisitions and Hargan Global.

''Hargan Capital Loan'' means the loan by Hargan Capital to the Company in the principal amount of US$1,000,000, which is to be converted into 340,436 Brighter Minds Units prior to the Closing of the Qualifying Transaction.

''Hargan Capital Shares'' means all of the issued and outstanding shares of Hargan Capital as at the Closing Date.

''Hargan Global'' means Hargan-Global Ventures Inc.

''Hargan Global Loan'' means the loan by Hargan Global to the Company in the principal amount of US$1,243,854, which is to be assigned to Roadrunner on Closing of the Qualifying Transaction.

''Insider'' if used in relation to an Issuer, means:

(a) a director or senior officer of the Issuer;

(b) a director or senior officer of the Company that is an Insider or subsidiary of the Issuer;

(c) a Person that beneficially owns or controls, directly or indirectly, Voting Shares carrying more than 10% of the voting rights attached to all outstanding Voting Shares of the Issuer; or

(d) the Issuer itself if it holds any of its own securities.

''Issuer'' means an Entity and its subsidiaries which have any of its securities listed for trading on the TSXV and, as the context requires, any applicant Entity seeking a listing of its securities on the TSXV.

''JMAC'' means JMAC Inc.

''Letter Agreement'' means the letter agreement dated November 8, 2005 entered into among Roadrunner, Brighter Minds, Hargan Capital and Richard Pam in connection with the Qualifying Transaction.

''Non Arm's Length Party'' means in relation to an Entity, a promoter, officer, director, other insider or Control Person of that Entity (including an Issuer) and any Associates or Affiliates of any such Persons. In relation to an individual, means any Associate of the individual or any Entity of which the individual is a promoter, officer, director, insider or Control Person.

''OBCA'' means the *Business Corporations Act* (Ontario), as amended.

''Offering'' means the offering of a minimum 5,714,285 Units and a maximum 17,142,857 Units at $0.35 per Unit and the purchase of Units under the Over-Allotment Option pursuant to this prospectus.

''Operating Agreement'' means the amended and restated operating agreement of Brighter Minds dated as of January 19, 2006 between Hargan Capital and Richard Pam.

''Over-Allotment Option'' means the option granted by Roadrunner to the Agent, exercisable for a period of 30 days following the closing of the Offering, to purchase up to an additional 15% of Units sold at $0.35 per Unit, solely to cover over-allotments, if any.

''Person'' means an Entity or individual.

''Principals'' means

(a) a Person who acted as a Promoter of the Issuer within two years before the initial offering prospectus or Final Exchange Bulletin;

(b) a director or senior officer of the Issuer or any of its material operating subsidiaries at the time of the initial offering prospectus or Final Exchange Bulletin;

(c) a 20% holder — a Person that holds securities carrying more than 20% of the voting rights attached to the Issuer's outstanding securities immediately before and immediately after the Issuer's initial public offering or immediately after the Final Exchange Bulletin;

(d) a 10% holder — a Person that

  (i) holds securities carrying more than 10% of the voting rights attached to the Issuer's outstanding securities immediately before and immediately after the Issuer's Initial public offering or immediately after the Final Exchange Bulletin; and

  (ii) has elected or appointed, or has the right to elect or appoint, one or more directors or senior officers of the Issuer or any of its material operating subsidiaries.

A principal's spouse and their relatives that live at the same address as the principal will also be treated as principals and any securities of the Issuer they hold will be subject to escrow requirements.

''Promoter'' means

(a) a person or company, acting alone or in conjunction with one or more other persons or companies or a combination of them, that, directly or indirectly, takes the initiative in founding, organizing or substantially reorganizing the business of the issuer, or

(b) a person or company that, directly or indirectly, receives in consideration of services or property, or both,

  (i) 10% or more of any class of securities of the issuer, or

  (ii) 10% or more of the proceeds from the sale of any class of securities of a particular issue,

  in connection with the founding, organizing or substantial reorganizing of the business of the issuer, but does not include a person or company that receives securities or proceeds solely

  (i) as underwriting commissions, or

  (ii) in consideration of property transferred to the issuer,

  if that person or company does not otherwise take part in founding, organizing or substantially reorganizing the business.

''Purchase Warrant'' means a Common Share purchase warrant entitling the holder to purchase one additional Common Share of Roadrunner at a price of $0.45 per share at any time that is 18 months from the Closing Date.

''Qualifying Transaction'' means a transaction where a CPC acquires Significant Assets, other than cash, by way of purchase, amalgamation, merger or arrangement with another Entity or by other means and which, in this case, means the reverse take-over of Roadrunner by way of a securities exchange, whereby Roadrunner will acquire all of the issued and outstanding Brighter Minds Units, Hargan Capital Shares and Global Acquisitions Shares and the securityholders of Brighter Minds, Hargan Capital and Global Acquisitions will in the aggregate own a sufficient number of Common Shares so as to exercise control over Roadrunner.

''Roadrunner'' means Roadrunner Capital Corporation.

''Resulting Issuer'' means Roadrunner upon the completion of the Qualifying Transaction, which is expected to be renamed ''Brighter Minds Media Inc.''

''Securities Exchange Agreement'' means the agreement dated as of January 19, 2006, among Roadrunner, Brighter Minds, Hargan Capital, Global Acquisitions, the shareholders of Hargan Capital, the shareholders of Global Acquisitions and the unitholders and optionholders of Brighter Minds.

''Significant Assets'' means one or more assets or businesses which, when purchased, optioned or otherwise acquired by the CPC, together with any other concurrent transactions, would result in the CPC meeting the minimum listing requirements of the TSXV.

''Stock Option Agreements'' means the stock option agreements dated April 8, 2005 among Roadrunner and each of John R. Ing, Shawn McReynolds and Harold M. Wolkin.

''Transfer Agent'' means Equity Transfer Services Inc.

''TSX'' means the Toronto Stock Exchange.

''TSXV'' means the TSX Venture Exchange.

''U.S.'' means the United States of America.

''Units'' means the securities issued pursuant to this Offering, each consisting of one Common Share and one Purchase Warrant.

''Warrant Indenture'' means the warrant indenture to be entered into on or before the Closing Date between Roadrunner and the Warrant Agent.

''Wellington West'' means Wellington West Capital Markets Inc.

''Westwind'' means Westwind Partners Inc.

FINANCIAL STATEMENTS

ROADRUNNER CAPITAL CORPORATION
(A Capital Pool Company)
FINANCIAL STATEMENTS

For the period from November 18, 2004 (Date of Incorporation)
to September 30, 2005

ROADRUNNER CAPITAL CORPORATION
Contents
September 30, 2005

Mintz & Partners LLP

AUDITOR'S REPORT

To the Directors of
ROADRUNNER CAPITAL CORPORATION

We have audited the balance sheet of Roadrunner Capital Corporation as at September 30, 2005 and the statements of operations and deficit and cash flows for the period from November 18, 2004 (Date of Incorporation) to September 30, 2005. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with Canadian generally accepted auditing standards. Those standards require that we plan and perform an audit to obtain reasonable assurance whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation.

In our opinion, these financial statements present fairly, in all material respects, the financial position of the Roadrunner Capital Corporation as at September 30, 2005 and the results of its operations and its cash flows for the period from November 18, 2004 (Date of Incorporation) to September 30, 2005 in accordance with Canadian generally accepted accounting principles.

Mintz & Partners LLP
CHARTERED ACCOUNTANTS

Toronto, Ontario
November 18, 2005

ROADRUNNER CAPITAL CORPORATION
(A Capital Pool Company)

BALANCE SHEET

	As at September 30, 2005
ASSETS	
Current	
Cash	$ 24,174
Interest receivable	7,385
Short term investments (Note 4)	210,000
Qualifying transaction funds (Note 3)	540,000
	$781,559
LIABILITIES	
Current	
Accounts payable and accrued liabilities	$ 28,529
Shareholders' Equity	
Capital stock (Note 5)	$770,548
Contributed surplus (Note 7)	26,598
Deficit	(44,116)
	$753,030
	$781,559

Approved on behalf of the Board

''D. S. McReynolds'' — Director

''Harold M. Wolkin'' — Director

See accompanying notes

ROADRUNNER CAPITAL CORPORATION
(A Capital Pool Company)

STATEMENT OF OPERATIONS AND DEFICIT

For the period from November 18, 2004 (Date of Incorporation)
to September 30, 2005

Interest income	$ 7,385
Expenses	
Professional fees	26,385
Stock-based compensation (Note 5)	20,748
Office and general	4,368
	$ 51,501
Net loss being deficit, end of period	$ (44,116)
Loss per share (Note 6)	$ (0.02)
Weighted average number of common shares outstanding	2,581,703

See accompanying notes

ROADRUNNER CAPITAL CORPORATION
(A Capital Pool Company)

STATEMENT OF CASH FLOWS
For the Period From November 18, 2004 (Date of Incorporation)
to September 30, 2005

Cash flows from Operating Activities	
Net loss for the period	$ (44,116)
Items not affecting cash	
Stock-based compensation	20,748
	$ (23,368)
Changes in non-cash operating assets and liabilities	
Interest receivable	(7,385)
Account payable and accrued liabilities	28,529
	$ 21,144
Cash used in Operating Activities	$ (2,224)
Cash flows from Investing Activities	
Increase in short term investments	$ (210,000)
Increase in qualifying transaction funds	(540,000)
Cash used in Investing Activities	$ (750,000)
Cash flows from Financing Activities	
Issuance of common shares	$ 900,000
Share issuance costs	(123,602)
Cash provided by Financing Activities	$ 776,398
Net increase in cash being cash, end of period	$ 24,174

See accompanying notes

ROADRUNNER CAPITAL CORPORATION
(A Capital Pool Company)

NOTES TO FINANCIAL STATEMENTS
September 30, 2005

1. NATURE OF THE CORPORATION

Roadrunner Capital Corporation (the ''Company'') is a Capital Pool Company as defined in Policy 2.4 of the TSX Venture Exchange. The Company has not commenced commercial operations. The Company will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. The Company was incorporated under the *Business Corporations Act* (Ontario) on November 18, 2004. The Company, under the rules of the TSX Venture Exchange can only use a maximum of 30% of gross proceeds raised from issuance of share capital and has 18 months to identify an appropriate business for acquisition or investment.

As this is the Company's first financial year, comparative financial information is not provided.

2. SIGNIFICANT ACCOUNTING POLICIES

Stock-based compensation

The Company accounts for stock options granted to directors and third parties using the fair value method of accounting. Accordingly, the fair value of the options is determined using the Black-Scholes option pricing model and stock-based compensation is accrued and charged to operations, with an offsetting credit to contributed surplus, on a straight-line basis over the vesting periods. If and when the stock options are exercised, the applicable amounts of contributed surplus are transferred to share capital.

Short term investments

Short term investments represents funds temporarily invested with maturities in excess of three months but not exceeding one year.

Use of estimates

The preparation of financial statements in conformity with Canadian generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenue and expenses during the year. Actual results could differ from those estimates.

Qualifying transaction funds

The portion of cash raised from the issuance of capital stock that is the higher of $540,000 or 70% of the total receipts, must be used to identify and evaluate assets or businesses for future investment. The remaining portion of the gross proceeds may be used to cover the prescribed costs of issuing common shares and administrative and general expenses of the Company. This restriction applies until completion of a Qualifying Transaction such as that described in Note 11 by the Company as defined under the policies of TSX Venture Exchange.

Income taxes

The Company follows the asset and liability method of accounting for income taxes. Under this method, future income tax assets and liabilities are determined based on temporary differences between financial reporting and tax bases of assets and liabilities, as well as for the benefit of losses available to be carried forward to future years for tax purposes. Future income tax assets and liabilities are measured using substantively enacted tax rates and laws that will be in effect when the differences are expected to reverse. Future income tax assets are recorded in the financial statements if realization is considered more likely than not.

3. QUALIFYING TRANSACTION FUNDS

Qualifying transaction funds include one GIC bearing interest at prime rate minus 2.20% and maturing on April 10, 2006.

4. SHORT TERM INVESTMENTS

Short term investments include one GIC bearing interest at prime rate minus 2.20% and maturing on April 10,2006.

5. CAPITAL STOCK

Authorized	
Unlimited common shares	
Issued	
4,200,000 common shares	$ 900,000
Share issuance cost — cash	(123,602)
Share issuance cost — non-cash	(5,850)
	$ 770,548

Two shares were issued on November 18, 2004 for gross cash proceeds of $0.25 and 1,199,998 shares were issued on January 27, 2005 for gross cash proceeds of $149,999.75.

On April 8, 2005 the Company completed its initial public offering of 3,000,000 common shares at $0.25 per share for gross proceeds of $750,000 and incurred $129,452 of share issuance costs including a $5,850 share-based payment.

Stock options are comprised of options to acquire an aggregate of up to 420,000 common shares granted to the directors of the Company at an exercise price of $0.25 per share at anytime prior to April 8, 2010 and an option granted to the agent for the Company's initial public offering to acquire up to 300,000 common shares at an exercise price of $0.25 per share at any time prior to October 8, 2006.

The Canadian Institute of Chartered Accountants issued Handbook Section 3870 — ''Stock-based Compensation and Other Stock-based Payments'' effective January 1, 2002. The Company adopted the fair value method for stock-based compensation and as a result the financial statements reflect the stock-based compensation expense.

The aggregate exercise price for the Incentive Stock Options outstanding at September 30, 2005 was $105,000. The weighted average remaining contractual life of the Incentive Stock Options was 4.525 years at September 30, 2005. The Company determined the fair value of the Incentive Stock Options at the time of grant to be $20,748 using the Black-Scholes model, assuming a five-year term, a risk-free interest rate for such term of 3.45% and volatility of 12%.

The Company also had a option outstanding to a third party at September 30, 2005 to purchase up to 300,000 common shares at an exercise price of $0.25 per share. The third party option expires October 8, 2006. The Company determined that the fair value of the stock option issued at closing of the initial public offering to its agent was $5,850, assuming an 18-month term, a risk-free interest rate for such term of 2.83% and volatility of 12%, and included this amount as share issuance costs.

The following chart is a summary of the status of the stock options outstanding:

	2005 Options	Weighted average exercise price
Outstanding, beginning of period	—	—
Granted to directors and agents	720,000.00	$0.25
Repurchased	—	—
Expired	—	—
Total outstanding	720,000.00	$0.25
Outstanding & exercisable, end of period	720,000.00	$0.25

6. LOSS PER SHARE

Loss per share is calculated based on a weighted average number of 2,581,703 common shares being outstanding during the period. After giving effect to the initial public offering 4,200,000 common shares were outstanding, which was unchanged at the end of the period, there would be 4,920,000 common shares outstanding on a fully-diluted basis assuming the exercise of all outstanding stock options. Fully-diluted loss per share is not calculated as the effect of the exercise would be anti-dilutive.

7. CONTRIBUTED SURPLUS

Contributed surplus arises from (i) $20,748 for stock-based compensation under the Stock Option Plan and (ii) $5,850 for stock-based fees on the initial public offering. (See Note 5)

8. RELATED PARTY TRANSACTION

During the period the law firm of which the sole officer of the Company is a partner was reimbursed for $440 of expenses incurred in connection with the incorporation and organization of the Company.

9. FINANCIAL INSTRUMENTS

The reported value of financial instruments, which consists of cash, interest receivable, short-term investments, qualifying transaction funds, accounts payable and accrued liabilities approximate their fair values due to the short-term maturity of these instruments.

On November 8, 2005 the Company entered into an agreement with Brighter Child Interactive, LLC (''Brighter Child'') and its shareholders pursuant to which the Company agreed, in principle, to enter into a securities exchange agreement under which the Company would acquire all of the issued and outstanding securities of Brighter Child from its shareholders in exchange for 42,875,001 shares of the Company, subject to regulatory approval. Brighter Child is a limited liability corporation existing under Ohio law. It does business under the name Brighter Minds Children's Publishing. Based in Columbus, Ohio and Toronto, Ontario, Brighter Minds is a private children's educational publisher of software and print products for children from birth to age 12. This proposed acquisition is intended to constitute a Qualifying Transaction as defined under TSX Venture Exchange Policy 2.4 and is expected to be completed in early 2006.

10. INCOME TAXES

As at September 30, 2005, the Company had non-capital losses carried forward of approximately $44,116 which have not been recognized in these financial statements. The non-capital losses may be utilized to reduce future years' taxable income and expire in 2015.

11. SUBSEQUENT EVENTS

On November 8, 2005 the company entered into an agreement with Brighter Child Interactive LLC (''Brighter Child'') and its shareholders pursuant to which the Company agreed, in principle, to enter into a securities exchange agreement under which the Company would acquire all of the issued and outstanding securities of Brighter Child from its shareholders in exchange for 42,875,001 shares of the Company, subject to regulatory approval. Brighter Child is a limited liability corporation existing under Ohio law. It does business under the name Brighter Minds Children's Publishing. Based in Columbus, Ohio and Toronto, Ontario, Brighter Minds is a private children's educational publisher of software and print products for children from birth to age 12. This proposed acquisition is intended to constitute a Qualifying Transaction as defined under TSX Venture Exchange Policy 2.4 and is expected to be completed in early 2006.

ROADRUNNER CAPITAL CORPORATION

(A Capital Pool Company)
Interim Unaudited Financial Statements

For the three months ended December 31, 2005

ROADRUNNER CAPITAL CORPORATION

BALANCE SHEET
(A Capital Pool Company)
(Unaudited)

	As at December 31, 2005 (unaudited)	As at September 30, 2005 (audited)
ASSETS		
CURRENT		
Cash	$ nil	$ 24,174
Interest receivable	12,219	7,385
Short term investments	208,600	210,000
Qualifying transaction funds (Note 3)	540,000	540,000
Prepaid qualifying transaction costs	172,290	nil
	$933,109	$781,559
LIABILITIES		
CURRENT		
Accounts payable and accrued liabilities	$189,488	$ 28,529
	$189,488	$ 28,529
SHAREHOLDERS' EQUITY		
CAPITAL STOCK (Note 4)	770,548	$770,548
CONTRIBUTED SURPLUS (Note 6)	26,598	26,598
DEFICIT	(53,525)	(44,116)
	$933,109	$781,559

See accompanying notes

Approved on behalf of the Board

(signed) ‘‘Shawn McReynolds’’
Director

(signed) ‘‘Harold Wolkin’’
Director

ROADRUNNER CAPITAL CORPORATION

STATEMENT OF OPERATIONS AND DEFICIT
(A Capital Pool Company)
(Unaudited)
For the three month period ended December 31, 2005

INTEREST INCOME	$ 4,857
EXPENSES	
Office and general	8,491
Professional fees	5,775
	14,266
NET LOSS	$ (9,409)
DEFICIT BEGINNING OF PERIOD	$ (44,116)
DEFICIT END OF PERIOD	$ (53,525)
LOSS PER SHARE (Note 5)	$ (0.002)
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING	4,200,000

See accompanying notes

ROADRUNNER CAPITAL CORPORATION

STATEMENT OF CASH FLOWS
(A Capital Pool Company)
(Unaudited)
For the three month period ended December 31, 2005

CASH FLOWS FROM OPERATING ACTIVITIES	
Net loss for the period	$ (9,409)
CHANGES IN NON-CASH OPERATING ASSETS AND LIABILITIES	
Interest receivable	(4,834)
Accounts payable and accrued liabilities	160,959
CASH PROVIDED BY OPERATING ACTIVITIES	146,716
CASH FLOWS FROM INVESTING ACTIVITIES	
Decrease in short term investments	$ 1,400
CASH PROVIDED BY INVESTING ACTIVITIES	$ 1,400
CASH FLOWS FROM FINANCING ACTIVITIES	
Prepaid qualifying transaction costs	(172,290)
CASH USED IN FINANCING ACTIVITIES	$(172,290)
NET DECREASE IN CASH	$ (24,174)
CASH BEGINNING OF PERIOD	$ 24,174
CASH END OF PERIOD	nil

See accompanying notes

NOTES TO FINANCIAL STATEMENTS

(A Capital Pool Company)
(Unaudited)
December 31, 2005

1. Nature of the corporation

Roadrunner Capital Corporation (the ''Company'') is a Capital Pool Company as defined in Policy 2.4 of the TSX Venture Exchange. The Company has not commenced commercial operations. The Company will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. The Company was incorporated under the *Business Corporations Act* (Ontario) on November 18, 2004. The Company, under the rules of the TSX Venture Exchange can only use a maximum of 30% of gross proceeds raised from issuance of share capital and has 18 months to identify an appropriate business for acquisition or investment.

These interim financial statements should be read in conjunction with the most recent annual financial statements.

As the company was only incorporated on November 18, 2004 and it was inactive from that date until the end of the comparable interim period to December 31, 2004, statements of operation and deficit and cash flows for the comparable interim period has not been provided.

2. SIGNIFICANT ACCOUNTING POLICIES

Stock-based Compensation

The Company accounts for stock options granted to directors and third parties using the fair value method of accounting. Accordingly, the fair value of the options is determined using the Black-Scholes option pricing model and stock-based compensation is accrued and charged to operations, with an offsetting credit to contributed surplus, on a straight-line basis over the vesting periods. If and when the stock options are exercised, the applicable amounts of contributed surplus are transferred to share capital.

Short term Investments

Short term investments represents funds temporarily invested with maturities in excess of three months but not exceeding one year.

Use of Estimates

The preparation of financial statements in conformity with Canadian generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenue and expenses during the year. Actual results could differ from those estimates.

Qualifying Transaction funds

The portion of cash raised from the issuance of capital stock that is the lower of $540,000 or 70% of the total receipts, must be used to identify and evaluate assets or business for future investment. The remaining portion of the gross proceeds may be used to cover the prescribed costs of issuing common shares and administrative and general expenses of the Company. This restriction applies until completion of a Qualifying Transaction such as that described in Note 8 by the Company as defined under the policies of TSX Venture Exchange.

Income Taxes

The Company follows the asset and liability method of accounting for income taxes. Under this method, future income tax assets and liabilities are determined based on temporary differences between financial reporting and tax bases of assets and liabilities, as well as for the benefit of losses available to be carried forward to future years for tax purposes. Future income tax assets and liabilities are measured using substantively enacted tax rates and laws that will be in effect when the differences are expected to reverse. Future income tax assets are recorded in the financial statements if realization is considered more likely than not.

3. QUALIFYING TRANSACTION FUNDS

Qualifying Transaction Funds include one GIC bearing interest at prime rate minus 2.20% and maturing on April 10, 2006.

4. CAPITAL STOCK

Authorized	
unlimited common shares	
Issued	
4,200,000 common shares	$900,000
Share issuance cost-cash	(123,602)
Share issuance cost non-cash	(5,850)
	$770,548

Two shares were issued on November 18, 2004 for gross cash proceeds of $0.25 and 1,199,998 common shares were issued on January 27, 2005 for gross cash proceeds of $149,999.75.

On April 8, 2005 the Company completed its initial public offering of 3,000,000 common shares at $0.25 per share for gross proceeds of $750,000 and incurred $129,452 of share issuance costs including a $5,850 share-based payment.

Stock options are comprised of options to acquire an aggregate of up to 420,000 common shares granted to the directors of the Company at an exercise price of $0.25 per share and an option granted to the agent for the Company's initial public offering to acquire up to 300,000 common shares at an exercise price of $0.25 per share.

The Company has adopted an incentive stock option plan in accordance with the policies of the TSX Venture Exchange (the ''Stock Option Plan'') for the benefit of directors of the Company whereby a maximum of an amount equal to 10% of the issued and outstanding common shares are reserved for issuance pursuant to the exercise of stock options granted to directors (the ''Incentive Stock Options''). Options vest immediately when granted and expire five years from the date of the grant. However, any common shares issued pursuant to the exercise of the Incentive Stock Options prior to the completion of a Qualifying Transaction must be deposited into escrow and will be subject to escrow until the final TSX Venture Exchange bulletin announcing acceptance of the Qualifying Transaction is issued.

5. LOSS PER SHARE

Basic loss per share is calculated based on a weighted average number of 4,200,000 common shares being outstanding during the period. After giving effect to the initial public offering 4,200,000 common shares were outstanding, which was unchanged at the end of the period. There would be 4,920,000 common shares outstanding on a fully-diluted basis assuming the exercise of all outstanding stock options. Diluted loss per share is not calculated as the effect of the exercise would be anti-dilutive.

6. CONTRIBUTED SURPLUS

Contributed surplus arises from (i) $20,748 for stock-based compensation under the Stock Option Plan and (ii) $5,850 for stock-based fees on the initial public offering.

7. PROPOSED QUALIFYING TRANSACTION

On November 8, 2005 the Company entered into an agreement with Brighter Child Interactive, LLC (''Brighter Child'') and its shareholders pursuant to which the Company agreed, in principle, to enter into a securities exchange agreement under which the Company would acquire all of the issued and outstanding securities of Brighter Child, subject to regulatory approval. Brighter Child is a limited liability corporation existing under Ohio law. It does business under the name Brighter Minds Children's Publishing. Based in Columbus, Ohio and Toronto, Ontario, Brighter Minds is a private children's educational publisher of software and print products for children ages two to 18. This proposed acquisition is intended to constitute a Qualifying Transaction as defined under TSX Venture Exchange Policy 2.4 and is expected to be completed in early 2006.

8. SUBSEQUENT EVENTS

On January 19, 2006 the Company entered into a definitive securities exchange agreement with the direct and indirect owners of Brighter Child under which the Company agreed to acquire all of the equity of Brighter Child and certain of its debt in return for an aggregate of 43,083,735 common shares of the Company at a deemed issue price of $0.40 per share. The Company also agreed to grant Brighter Child's optionholders options to purchase up to 8,287,125 common shares of the Company at an exercise price of $0.10 per share in exchange for their existing Brighter Child options. Upon completion of the Qualifying Transaction the Company would change its name to Brighter Minds Media Inc.

BRIGHTER CHILD INTERACTIVE, LLC

Financial Statements

December 31, 2004, 2003 and 2002

BRIGHTER CHILD INTERACTIVE, LLC

Contents

Mintz & Partners LLP

INDEPENDENT AUDITOR'S REPORT

To the Members of
BRIGHTER CHILD INTERACTIVE, LLC

We have audited the balance sheet of Brighter Child Interactive, LLC as of December 31, 2004, 2003 and 2002 and the related statements of operations and members' deficit, and cash flows for the years then ended. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we plan and perform an audit to obtain reasonable assurance whether the financial statements are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statements presentation.

In our opinion, these financial statements present fairly, in all material respects, the financial position of the company as of December 31, 2004, 2003 and 2002 and the results of its operations and cash flows for the years then ended in accordance with Canadian generally accepted accounting principles.

Mintz & Partners LLP

Toronto, Ontario
January 6, 2006

BRIGHTER CHILD INTERACTIVE, LLC

BALANCE SHEETS
(US Funds)
As of December 31

	2004	2003	2002
ASSETS			
CURRENT			
Cash and cash equivalents	112,053	66,534	38,055
Trade receivable, net of allowance for returns	801,385	184,280	14,434
Royalties receivable	42,390	175,000	13,232
Inventory (Note 3)	530,528	172,045	0
Prepaid royalties	121,309	175,343	233,133
Sundry assets	64,588	8,033	13,265
Total Current Assets	1,672,253	781,235	312,119
PROPERTY AND EQUIPMENT, net (Note 4)	29,463	18,873	64
INTANGIBLE ASSETS (Note 5)	346,902	346,902	346,902
DEVELOPMENT COSTS, net of amortization (Note 6)	551,797	709,618	772,254
TOTAL ASSETS	2,600,415	1,856,628	1,431,339
LIABILITIES & MEMBERS' DEFICIT			
CURRENT			
Accounts payable	500,095	251,703	0
Accrued liabilities	231,502	420,769	215,115
Accrued royalties payable	125,625	93,942	105,640
Due to related parties	63,144	67,900	75,000
Deferred royalties	155,744	831,254	383,870
Total Current Liabilities	1,076,110	1,665,568	779,625
DEBT TO RELATED PARTIES (Note 10)	2,243,854	3,373,448	2,868,448
TOTAL LIABILITIES	3,319,964	5,039,016	3,648,073
MEMBERS' DEFICIT	(719,549)	(3,182,388)	(2,216,734)
TOTAL LIABILITIES & MEMBERS' DEFICIT	2,600,415	1,856,628	1,431,339

BRIGHTER CHILD INTERACTIVE, LLC

STATEMENTS OF OPERATIONS AND MEMBERS' DEFICIT
(US Funds)
For the years ended December 31

	2004	2003	2002
REVENUE			
Product sales	2,089,760	338,285	113,713
Royalty revenue	1,101,389	480,001	1,136,868
Total revenue	3,191,149	818,286	1,250,581
COST OF GOODS SOLD	890,326	300,619	28,128
GROSS PROFIT	2,300,823	517,667	1,222,453
OPERATING EXPENSES			
Payroll costs	731,526	365,965	321,169
Royalty costs	203,276	145,841	168,055
Sales, general and administration	562,106	488,793	640,953
Total operating expenses	1,496,908	1,000,599	1,130,177
INCOME (LOSS) FROM OPERATIONS	803,915	(482,932)	92,276
OTHER EXPENSES			
Depreciation and amortization	470,670	482,722	387,746
Total other expenses	470,670	482,722	387,746
NET INCOME (LOSS)	333,245	(965,654)	(295,470)
CONTRIBUTIONS FROM MEMBERS	2,129,594	0	0
MEMBERS' DEFICIT, beginning of year	(3,182,388)	(2,216,734)	(1,921,264)
MEMBERS' DEFICIT, end of year	(719,549)	(3,182,388)	(2,216,734)

The accompanying notes are an integral part of the financial statements.

BRIGHTER CHILD INTERACTIVE, LLC

STATEMENTS OF CASH FLOWS
(US Funds)
For the years ended December 31

	2004	2003	2002
CASH FLOW FROM OPERATING ACTIVITIES			
Net Income (Loss)	333,245	(965,654)	(295,470)
Depreciation and amortization	470,670	482,722	387,746
	803,915	(482,932)	92,276
(Increase) decrease in operating assets:	(617,105)	(169,846)	39,557
Trade receivable	132,610	(161,768)	(13,232)
Royalties receivable	(358,483)	(172,045)	30,250
Inventory	54,034	57,790	42,793
Prepaid royalties	(301,652)	(416,048)	(392,448)
Development costs	(56,555)	5,232	(2,565)
Other assets			
Increase (decrease) in operating liabilities:			
Accounts payable	248,392	251,703	(401,762)
Accrued liabilities	(189,267)	205,654	215,115
Accrued royalties payable	31,683	(11,698)	105,640
Due to related parties	(4,756)	(7,100)	75,000
Deferred royalties	(675,510)	447,384	8,869
Total Adjustments	(1,736,609)	29,258	(292,782)
Net Cash used in operating activities	(932,694)	(453,674)	(200,506)
CASH FLOWS FROM INVESTING ACTIVITIES			
Additions to property and equipment	(21,787)	(22,847)	0
Net Cash used in investing activities	(21,787)	(22,847)	0
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from debt to related parties	1,000,000	505,000	185,000
Net Cash provided by financing activities	1,000,000	505,000	185,000
CHANGE IN CASH AND CASH EQUIVALENTS	45,519	28,479	(15,507)
CASH AND CASH EQUIVALENTS, beginning of year	66,534	38,055	53,562
CASH AND CASH EQUIVALENTS, end of year	112,053	66,534	38,055

During 2004, $2,129,594 of the debt to related parties was converted to additional members' equity.

During 2004, $1,243,853 of the debt to related parties was refinanced from being owed to Hargan Capital (U.S.) Inc. to Hargan-Global Ventures, Inc. (Note 10)

The accompanying notes are an integral part of the financial statements

(US Funds)

1. DESCRIPTION OF BUSINESS

Brighter Child Interactive, LLC (the Company) is a children's publishing company organized in 1997. The Company develops, markets and licenses educational and entertaining print and software material primarily for children.

The Company currently markets its products in the United States of America and Canada and penetrates the international markets through licensing agreements with foreign partners.

In accordance with the Operating Agreement, the Company should continue until dissolved upon the occurrence of certain predetermined events, as stated in the Agreement.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) CASH AND CASH EQUIVALENTS

Cash and cash equivalents include cash and all highly liquid investments purchased with an original or remaining maturity of three months or less at the date of purchase or are otherwise highly liquid. Substantially all cash and cash equivalents are under the custodianship of a major U.S. financial institution.

(b) REVENUE RECOGNITION

Product sales are recognized upon shipment of products to customers. Allowances are provided for expected future returns of products. Royalty revenue is recognized when the royalties are earned, which occurs when the licensor sells licensed products to the final customers. Advance guarantees stipulated in licensing agreements in excess of revenue earned and recognized are recorded as deferred royalties revenue in the accompanying balance sheets. A significant portion of 2004 royalties were due primarily to the recording of revenue of unearned royalty advances from Riverdeep for titles delivered in 2001, 2002 and 2003. The revenue from these unearned advances were recorded in revenue December 31, 2004 when the contract terminated.

(c) INVENTORY

Inventory is valued at the lower of cost and net realizable value with cost being determined on a first-in, first-out (FIFO) basis.

(d) PREPAID ROYALTIES

Royalty costs are expensed when incurred, which occurs when the Company sells licensed products to its final customers, Advance guarantees stipulated in licensing agreements in excess of royalty costs incurred are recorded as prepaid royalties in the accompanying balance sheets.

(e) PROPERTY AND EQUIPMENT

Property and equipment are stated at cost less accumulated depreciation computed using the straight-line method over the estimated useful lives of the assets. The estimated useful lives of assets are as follows:

Asset Classification	Useful Life
Computer and office equipment	3 years
Furniture and fixtures	5 years

(f) INTANGIBLE ASSETS

In October, 1997 the Company acquired assets from Way Forward Technology, LLC. The purchase price of the assets exceeded the net monetary and tangible asset values at the date of acquisition by $484,092, which was assigned to identifiable intangible assets and has a net value of $346,902 after amortization claimed until the year ended December 31, 2001. Effective January 1, 2002, CICA Handbook section 3062, Goodwill and Intangibles, requires the Company to cease amortization and commence impairment testing. Intangible assets are tested annually for impairment and adjusted, if necessary, to the net realizable value.

(g) DEVELOPMENT COSTS

Development costs in respect of products under development, are deferred once technical feasibility has been established and all criteria for deferral under generally accepted accounting principles have been met. Such costs are amortized using the straight-line method commencing when the product is released over the expected life of the product, which approximates three years. Net value of development costs by title are tested annually for impairment and adjusted, if necessary, to the net realizable value.

(h) USE OF ESTIMATES

The preparation of financial statements in conformity with Canadian generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. These estimates are reviewed periodically, and as adjustments become necessary, they are reported in earnings in the period in which they become known.

(i) INCOME TAXES

The Company is organized as a limited liability company (LLC) and therefore is not subject to federal income taxes. The members are taxed individually on their share of the LLC earnings and losses. The net profit or loss of the Company is allocated among the members in proportion to their respective membership units.

(j) CONCENTRATIONS OF CREDIT RISK

The Company maintains its demand deposits primarily in one financial institution. Those deposits are insured by the Federal Deposit Insurance Corporation (FDIC) up to $100,000.

3. INVENTORY

	December 31,		
Inventory consists of the following:	**2004**	**2003**	**2002**
Finished Goods	206,096	172,045	0
Components	324,432	0	0
Total	$530,528	$172,045	$0

4. PROPERTY AND EQUIPMENT

	December 31, 2004		
Property and equipment consists of:	**Cost**	**Accumulated Depreciation**	**Net Value**
Computer and office equipment	87,549	60,045	27,504
Furniture and fixtures	32,351	30,392	1,959
Total	$119,900	$90,437	$29,463

	December 31, 2003		
	Cost	**Accumulated Depreciation**	**Net Value**
Computer and office equipment	67,714	49,193	18,521
Furniture and fixtures	30,399	30,047	352
Total	$98,113	$79,240	$18,873

	December 31, 2002		
	Cost	**Accumulated Depreciation**	**Net Value**
Computer and office equipment	45,266	45,202	64
Furniture and fixtures	30,000	30,000	0
Total	$75,266	$75,202	$64

5. INTANGIBLE ASSETS

	December 31,		
Intangible assets consists of the following:	**2004**	**2003**	**2002**
Rights to ''Brighter Child'' name	277,516	277,516	277,516
License to use ''Muppets'' and ''Beginners Bible'' brands	69,386	69,386	69,386
Total	$346,902	$346,902	$346,902

6. DEVELOPMENT COSTS

	December 31, 2004		
Development costs consists of the following:	**Cost**	**Accumulated Amortization**	**Net Value**
Development Costs	$2,042,376	$1,490,579	$551,797

Development costs consists of the following:	December 31, 2003 Cost	Accumulated Amortization	Net Value
Development Costs	$1,741,091	$1,031,473	$709,618

Development costs consists of the following:	December 31, 2004 Cost	Accumulated Amortization	Net Value
Development Costs	$1,325,043	$552,789	$772,254

7. CONTINGENCIES, COMMITMENTS, LICENSE AND DISTRIBUTION AGREEMENTS

(a) Legal Action

The Company filed a Demand for Arbitration against Riverdeep Interactive Learning Limited in January 2004. The Company asserted that Riverdeep had breached a distribution and marketing agreement and failed to meet the minimum obligations stated in the agreement. In June, 2004 the parties negotiated a settlement of the Company's claims that resulted in a payment from Riverdeep to the Company. The settlement revenue of $79,705 is included in the Royalty revenue in the accompanying 2004 Statements of Operations and Members' Deficit.

(b) Distribution Agreements

The Company entered into a distribution and marketing agreement with TLC Education Properties (Riverdeep) on August 15, 2001 granting Riverdeep the exclusive right to reproduce, sublicense, market, sell and distribute certain of the Company's software titles through all channels of distribution. The agreement stated royalty rates of 14% to 25% depending on volume and the revenue source and included guaranteed royalty advance payments of $250,000 in 2002, $900,000 in 2003 and $700,000 in 2004. The agreement required the Company to deliver nine titles to Riverdeep prior to September, 2003. All titles were delivered to Riverdeep by the Company. The agreement expired on December 31, 2004.

The Company entered into a distribution agreement with Atari, Inc. on September 22, 2003 and amended on September 28, 2005 providing Atari, Inc. the right to distribute the Company's software titles to all retail channels not specifically excluded in the agreement.

The Company entered into a license agreement with Encore Software Inc. on April 25, 2001 granting Encore the rights to sell two Console titles. The agreement expired on October 31, 2003 for the first title and August 31, 2004 for the second title. Revenue earned related to this agreement totaled $40,945, $39,840 and $841 in 2004, 2003 and 2002, respectively.

(c) License Agreements

(i) The Company entered into a license agreement with Public Broadcasting Service (PBS) on December 18, 2002 granting the Company rights for the ''PBS Kids'' brand. The license expires December 31, 2007 and provides for a 10% royalty on net receipts with a $150,000 guarantee. The agreement requires minimum guaranteed payments. As of each of December 31, 2004, 2003 and 2002, the Company had a prepaid royalties balance of $25,000. The Company has not placed any PBS Kids titles in the marketplace as of December 2005.

(ii) The Company entered into a license agreement with Cinar Corporation on July 1, 2000 granting the Company rights for the ''Caillou'' brand. The license expires December 31, 2006 and provides for a 10% royalty on net receipts. The agreement requires minimum guaranteed payments. As of December 31, 2004 and 2003, the Company had an accrued royalties payable of $29,780 and $25,004, respectively.

(iii) The Company entered into a license agreement with Public Broadcasting Service (PBS) on April 1, 2000 granting the Company rights for the ''Zoboomafoo'' brand. The license expires December 31, 2004 and provides for a 10% royalty on net receipts. The agreement requires minimum guaranteed payments. As of December 31, 2004, 2003 and 2002, the Company had an accrued royalties payable of $41,996, $48,938 and $31,351, respectively.

(iv) The Company entered into a license agreement with Porchlight Entertainment effective January 1, 2001 granting the Company rights for the ''Jay Jay the Jet Plane'' brand. The license expires December 31, 2005 and includes a three-year renewal term. The agreement provides for a 10% royalty on net receipts. The agreement requires minimum guaranteed payments. As of December 31, 2004, 2003 and 2002, the Company had a prepaid royalties balance of $12,933, $14,118 and $46,729, respectively.

(v) The Company entered into a license agreement with Nelvana International Limited effective July 1, 2002 granting the Company rights for the ''Cyberchase'' brand. The license expires December 31, 2007 and provides for a 10% royalty on net receipts. The agreement requires minimum guaranteed payments. As of December 31, 2004, 2003 and 2002, the Company had an accrued royalties of $8,570, $0 and $0, respectively. As of December 31, 2004, 2003 and 2002, the Company had an accrued payable of $150,000, $200,000 and $0, respectively.

(vi) The Company entered into a license agreement with Paws Inc. effective August 1, 1999 granting the Company rights for the ''Garfield'' brand. The license expires December 31, 2004 and provides for a 10% royalty on net receipts for sales to retail accounts and 13% royalty on net receipts for sales to distributors. The agreement requires minimum guaranteed payments. As of December 31, 2004, 2003 and 2002 the Company had a prepaid royalties balance of $0, $68,597 and $46,884, respectively.

(vii) The Company entered into a license agreement with The Jim Henson Company on December 18, 1999 granting the Company rights for the ''Muppets'' brand. The license expires on mutual agreement and provides for a 10% royalty on net receipts. The agreement requires minimum guaranteed payments. As of December 31, 2004, 2003 and 2002, the Company had a prepaid royalties balance of $29,933, $35,000 and $91,165, respectively.

(viii) The Company entered into a license agreement with Miramax Film Corp. on September 15, 2003 granting the Company rights for the ''Spy Kids'' brand. The license expires four years following the date that each licensed title is available in the marketplace and provides for a 10% royalty on net receipts. The agreement requires minimum guaranteed payments. As of December 31, 2004 and 2003 the Company had a prepaid royalties balance of $21,787 and $10,000, and an accrued royalty payable of $22,500 and $0, respectively. As of December 31, 2004, there remains $67,500 in minimum guaranteed royalty payments due under the agreement payable in equal instalments of $22,500 on December 31, 2005, 2006 and 2007.

(ix) The Company entered into a license agreement with Ragdoll Limited on March 11, 2004 granting the Company rights for the ''Boohbah'' brand. The license expires on December 31, 2009 and provides for a royalty ranging from 7% to 14.5% on net receipts. The agreement requires minimum guaranteed payments. As of December 31, 2004 the Company had a prepaid royalties balance of $1,576. As of December 31, 2004 there remains $100,000 in minimum guaranteed royalty payments due under the agreement payable in equal instalments of $25,000 on December 31, 2005 and 2006 and March 1, 2007 and 2008.

(x) The Company entered into a license agreement with Universal Studios Licensing on June 22, 2004 granting the Company rights for the ''Land Before Time'' brand. The license expires on December 31, 2006 and provides for a 10% royalty on net receipts. The agreement requires minimum guaranteed payments. As of December 31, 2004 the Company had an accrued royalties payable of $9,318. As of December 31, 2004 there remains $27,000 in minimum guaranteed royalty payments due under the agreement payable in two instalments due in 2005.

(xi) The Company entered into a license agreement with Atari Interactive, Inc. on September 20, 2004 granting the Company rights for the ''Tonka'', ''Scrabble'' and ''Backyard Sports'' brands. The license expires on December 31, 2007 and provides for a 7% royalty on net receipts for Backyard Sports and 8% royalty on net receipts for Tonka and Scrabble. The agreement requires minimum guaranteed payments. As of December 31, 2004 the Company had a prepaid royalties balance of $9,024 and an accrued royalty payable of $10,000. As of December 31, 2004 there remains $30,000 in minimum guaranteed royalty payments to be paid under the agreement payable in two instalments due by December 2005.

(xii) The Company entered into a license agreement with BBC Worldwide Americas Inc. on October 25, 2000 granting the Company rights for the ''Walking with Dinosaurs'' brand. The license expires on December 31, 2006 and provides for a 10% royalty on net receipts. The agreement requires minimum guaranteed payments. As of December 31, 2004, 2003 and 2002, the Company had a prepaid royalties balance of $21,056, $22,628 and $23,342, respectively.

(xiii) The Company entered into other miscellaneous license agreements resulting in $3,461 of accrued royalties payable at December 31, 2004.

(d) Operating Lease

The Company presently leases office space for its daily operations. The lease expires on December 31, 2005. At December 31, 2004, the future minimum lease payments under the operating lease is $29,280 to be paid in 2005.

8. SIGNIFICANT CUSTOMERS — PRODUCT SALES

During 2004, 2003 and 2002, the Company had three significant customers that comprised 55%, 82% and 68% of product sales, respectively. Additionally, as of December 31, 2004, 2003 and 2002, two customers comprised 77%, one customer comprised 76% and three customers comprised 86% of trade accounts receivable, respectively.

9. SUBSEQUENT EVENTS

(a) 401(k) Plan

Effective January 1, 2005, the Company implemented a retirement plan pursuant to section 401(k) of the U.S. Internal Revenue Code. The plan allows employees to make pre-tax contributions from their salary into a self-directed plan. There are no Company matching contributions. The Company has the right to make discretionary contributions but none have been made since the plan inception.

(b) Non-Voting Unit Option Plan

Effective January 1, 2005, the Company implemented a non-voting unit option plan to provide an incentive for employees to expand and improve the profits and prosperity of the Company and to attract and retain key personnel. The maximum number of units that may be optioned under the plan is 1,000,000. The plan states a vesting period of 25% on the first four anniversaries from the date of the agreement. The options lapse and cease to be exercisable upon the expiration of five years from the date of the agreement.

(c) Line of Credit

In March, 2005, the Company agreed to a line of credit with a U.S. financial institution. The initial credit limit was $500,000 but was increased to $1,300,000 during 2005. The line of credit has a stated maturity date of March 2, 2007 and bears interest at the London Inter-Bank Offering Rate (LIBOR) plus 3.25%. The debt is collateralized by substantially all assets of the Company and a certificate of deposit owned by, and in the name of a member of the Company. In addition, the borrowings are guaranteed by a member of the Company.

(d) Distribution Agreement

The Company entered into a distribution agreement with Client Distribution Services (CDS) in January, 2005 granting CDS the rights to distribute the Company's book titles to all retail channels not specifically excluded in the agreement.

The Company entered into a distribution agreement with ValuSoft, a division of THQ, Inc. in June, 2005 granting ValuSoft the rights to distribute certain of the Company's software titles to all retail channels not specifically excluded in the agreement.

(e) License Agreement

The Company entered into a license agreement with Marathon Animation on February 1, 2005 granting the Company rights for the ''Totally Spies'' brand. The license expires on February 27, 2008 and provides for a 10% royalty on net receipts. The agreement provides for minimum guaranteed royalty payments totaling $75,000 during the term of the agreement.

The Company entered into a license agreement with Breakthrough Entertainment on February 1, 2005 granting the Company rights for the ''Atomic Betty'' brand. The license expires on February 28, 2008 and provides for a 10% royalty on net receipts. The agreement provides for minimum guaranteed royalty payments totaling $65,000 during the term of the agreement.

10. RELATED PARTY TRANSACTIONS

At December 31, 2004, notes payable to related parties, Hargan Capital (US) Inc., a member of the Company, and Hargan Global-Ventures, Inc., owner of Hargan Capital (US) Inc. totaled $2,243,854 in two notes bearing interest at 5% and a maturity date of July 28, 2009. At December 31, 2003 and 2002, notes payable to related parties, Hargan Global-Ventures, Inc., totaled $3,373,448 and $2,868,448, respectively, in non-interest bearing notes with no defined repayment terms. During the course of 2003, $505,000 was contributed to members' equity. In July 2004, $2,129,594 of the notes payable were converted to additional contributions to members' equity. Additionally, $1,000,000 was contributed to members equity during 2004.

The remaining $2,243,854 was converted into two interest bearing notes. Subsequently to the end of fiscal year 2004, the interest was forgiven and this fact is reflected in the accompanying 2004 financial statements. Accounts payable to related parties totaled $63,144; $67,900 and $75,000 at December 31, 2004, 2003 and 2002, respectively. Management fees incurred with a member of the Company totaled $197,224; $121,762; and $202,500 in 2004, 2003 and 2002, respectively.

11. FINANCIAL INSTRUMENTS

The reported value of financial instruments, which consists of cash and cash equivalents, trade receivables, royalties receivable, accounts payable, accrued liabilities, accrued royalties payable, and due to related parties approximate their fair values due to short-term maturity of these instruments.

The fair value of debt to related parties cannot be determined with sufficient reliability due to the constraints of timeliness and cost. All terms for the amount are mentioned in Note 10.

12. SEGMENT INFORMATION

The Company currently markets its products in the United States of America and Canada and earns royalty revenue in the United States of America, Canada and in the international markets through licensing agreements with foreign partners. Results of operations for these revenue sources by geographic location are as follows:

	Revenue			Net Income			Total Assets		
Product sales	**2004**	**2003**	**2002**	**2004**	**2003**	**2002**	**2004**	**2003**	**2002**
United States	1,971,320	284,341	113,713	(705,600)	(1,436,495)	(1,318,651)	2,600,415	1,856,628	1,431,339
Canada	118,440	53,944	0	47,595	38,840	0	0	0	0
	2,089,760	338,285	113,713	(658,005)	(1,397,655)	(1,318,651)	2,600,415	1,856,628	1,431,339
Royalties	**2004**	**2003**	**2002**	**2004**	**2003**	**2002**	**2004**	**2003**	**2002**
United States	979,101	466,443	1,136,868	881,191	419,799	1,023,181	0	0	0
Canada	22,802	13,558	0	20,522	12,202	0	0	0	0
International	99,486	0	0	89,537	0	0	0	0	0
	1,101,389	480,001	1,136,868	991,250	432,001	1,023,181	0	0	0
Total	3,191,149	818,286	1,250,581	333,245	(965,654)	(295,470)	2,600,415	1,856,628	1,431,339

BRIGHTER CHILD INTERACTIVE, LLC

FINANCIAL STATEMENTS

SEPTEMBER 30, 2005
(UNAUDITED)

BRIGHTER CHILD INTERACTIVE, LLC
(Unaudited)

CONTENTS

BRIGHTER CHILD INTERACTIVE, LLC

BALANCE SHEETS

(US Funds)

	As at	
	September 30, 2005	**December 31, 2004**
	(Unaudited)	(Audited)
ASSETS		
CURRENT		
Cash and cash equivalents	25,290	112,053
Trade receivable, net of allowance for returns	1,699,736	801,385
Royalties receivable	32,692	42,390
Inventory (Note 3)	1,842,248	530,528
Prepaid royalties	145,847	121,309
Sundry assets	59,350	64,588
Total Current Assets	3,805,163	1,672,253
PROPERTY AND EQUIPMENT, net (Note 4)	38,550	29,463
INTANGIBLE ASSETS (Note 5)	346,902	346,902
DEVELOPMENT COSTS, net of amortization (Note 6)	623,689	551,797
TOTAL ASSETS	4,814,304	2,600,415
LIABILITIES & MEMBERS' DEFICIT		
CURRENT		
Line of Credit	1,200,299	0
Accounts payable	1,518,483	500,095
Accrued liabilities	172,000	231,502
Accrued royalties payable	148,507	125,625
Due to related parties (Note 10)	61,971	63,144
Deferred royalties	324,834	155,744
Total Current Liabilities	3,426,094	1,076,110
DEBT TO RELATED PARTIES (Note 10)	2,243,854	2,243,854
TOTAL LIABILITIES	5,669,948	3,319,964
MEMBERS' DEFICIT	(855,644)	(719,549)
TOTAL LIABILITIES & MEMBERS' DEFICIT	4,814,304	2,600,415

The accompanying notes are an integral part of the financial statements.

BRIGHTER CHILD INTERACTIVE, LLC

STATEMENTS OF OPERATIONS AND MEMBERS' DEFICIT
(US Funds)
For the nine-month periods ended September 30
(Unaudited)

	2005	2004
REVENUE		
Product sales	2,851,960	1,274,995
Royalty revenue	236,365	270,758
Total revenue	3,088,325	1,545,753
COST OF GOODS SOLD	1,494,181	546,847
GROSS PROFIT	1,594,144	998,906
OPERATING EXPENSES		
Payroll costs	737,754	508,687
Royalty costs	114,893	107,912
Sales, general and administration	621,194	465,625
Total operating expenses	1,473,841	1,082,224
INCOME (LOSS) FROM OPERATIONS	120,303	(83,318)
OTHER EXPENSES		
Interest	12,359	0
Depreciation and amortization	244,039	270,600
Total other expenses	256,398	270,600
NET LOSS	(136,095)	(353,918)
CONTRIBUTIONS FROM MEMBERS	0	2,129,594
MEMBERS' DEFICIT, beginning of year	(719,549)	(3,182,388)
MEMBERS' DEFICIT, end of period	(855,644)	(1,406,712)

BRIGHTER CHILD INTERACTIVE, LLC

STATEMENTS OF CASH FLOWS
(US Funds)
For the nine-month periods ended September 30
(Unaudited)

	2005	2004
CASH FLOW FROM OPERATING ACTIVITIES		
Net Loss	(136,095)	(353,918)
Depreciation and amortization	244,039	270,600
	107,944	(83,318)
(Increase) decrease in operating assets:		
Trade receivable	(898,351)	(439,780)
Royalties receivable	9,698	130,667
Inventory	(1,311,720)	(381,144)
Prepaid royalties	(24,538)	(23,553)
Development costs	(306,921)	(240,962)
Other assets	5,238	(33,247)
Increase (decrease) in operating liabilities:		
Accounts payable	1,018,388	211,779
Accrued liabilities	(59,502)	(45,010)
Accrued royalties payable	22,882	(20,000)
Due to related parties	(1,173)	(4,756)
Deferred royalties	169,090	13,573
Total Adjustments	(1,376,909)	(832,433)
Net Cash used in operating activities	(1,268,965)	(915,751)
CASH FLOWS FROM INVESTING ACTIVITIES		
Additions to property and equipment	(18,097)	(13,098)
Net Cash used in investing activities	(18,097)	(13,098)
CASH FLOWS FROM FINANCING ACTIVITIES		
Net proceeds from line of credit	1,200,299	0
Proceeds from debt to related parties	0	1,000,000
Net Cash provided by financing activities	1,200,299	1,000,000
CHANGE IN CASH AND CASH EQUIVALENTS	(86,763)	71,151
CASH AND CASH EQUIVALENTS, beginning of year	112,053	66,534
CASH AND CASH EQUIVALENTS, end of period	25,290	137,685

During the first nine months of 2004, $2,129,594 of the debt to related parties was converted to additional members' equity.

During the first nine months of 2004, $1,243,853 of the debt to related parties was refinanced from being owed to Hargan Capital (U.S.) Inc. to Hargan-Global Ventures, Inc. (Note 10).

The accompanying notes are an integral part of the financial statements.

BRIGHTER CHILD INTERACTIVE, LLC

NOTES TO FINANCIAL STATEMENTS
(US Funds)
September 30, 2005
(Unaudited)

1. DESCRIPTION OF BUSINESS

Brighter Child Interactive, LLC (the Company) is a children's publishing company organized in 1997. The Company develops, markets and licenses educational and entertaining print and software material primarily for children.

The Company currently markets its products in the United States of America and Canada and penetrates the international markets through licensing agreements with foreign partners.

In accordance with the Operating Agreement, the Company should continue until dissolved upon the occurrence of certain predetermined events, as stated in the Agreement.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) CASH AND CASH EQUIVALENTS

Cash and cash equivalents include cash and all highly liquid investments purchased with an original or remaining maturity of three months or less at the date of purchase or are otherwise highly liquid. Substantially all cash and cash equivalents are under the custodianship of a major U.S. financial institution.

(b) REVENUE RECOGNITION

Product sales are recognized upon shipment of products to customers. Allowances are provided for expected future returns of products. Royalty revenue is recognized when the royalties are earned, which occurs when the licensor sells licensed products to the final customers. Advance guarantees stipulated in licensing agreements in excess of revenue earned and recognized are recorded as deferred royalties revenue in the accompanying balance sheets.

(c) INVENTORY

Inventory is valued at the lower of cost and net realizable value with cost being determined on a first-in, first-out (FIFO) basis.

(d) PREPAID ROYALTIES

Royalty costs are expensed when incurred, which occurs when the Company sells licensed products to its final customers. Advance guarantees stipulated in licensing agreements in excess of royalty costs incurred are recorded as prepaid royalties in the accompanying balance sheets.

(e) PROPERTY AND EQUIPMENT

Property and equipment are stated at cost less accumulated depreciation using the straight-line method over the estimated useful lives of the assets. The estimated useful lives of assets are as follows:

Asset Classification	Useful Life
Computer and office equipment	3 years
Furniture and fixtures	5 years

(f) INTANGIBLE ASSETS

In October, 1997 the Company acquired assets from Way Forward Technology, LLC. The purchase price of the assets exceeded the net monetary and tangible asset values at the date of acquisition by $484,092, which was assigned to identifiable intangible assets and has a net value of $346,902 after amortization claimed until the year ended December 31, 2001. Effective January 1, 2002, CICA Handbook section 3062, Goodwill and Intangible Assets, requires the Company to cease amortization and commence impairment testing. Intangible assets are tested annually for impairment and adjusted, if necessary, to the net realizable value.

(g) DEVELOPMENT COSTS

Development costs in respect of products under development, are deferred once technical feasibility has been established and all criteria for deferral under generally accepted accounting principles have been met. Such costs are amortized using the straight-line method commencing when the product is released over the expected life of the product, which approximates three years. Net value of development costs by title are tested annually for impairment and adjusted, if necessary, to the net realizable value.

(h) USE OF ESTIMATES

The preparation of financial statements in conformity with Canadian generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. These estimates are reviewed periodically, and as adjustments become necessary, they are reported in earnings in the period in which they become known.

(i) INCOME TAXES

The Company is organized as a limited liability company (LLC) and therefore is not subject to federal income taxes. The members are taxed individually on their share of the LLC earnings and losses. The net profit or loss of the Company is allocated among the members in proportion to their respective membership units.

(j) CONCENTRATIONS OF CREDIT RISK

The Company maintains its demand deposits primarily in one financial institution. Those deposits are insured by the Federal Deposit Insurance Corporation (FDIC) up to $100,000.

3. INVENTORY

Inventory consists of the following:

	September 30, 2005	December 31, 2004
	(Unaudited)	(Audited)
Finished Goods	1,234,306	206,096
Components	607,942	324,432
Total	$1,842,248	$530,528

4. PROPERTY AND EQUIPMENT

Property and equipment consists of:

	September 30, 2005		
	Cost	Accumulated Depreciation	Net Value
		(Unaudited)	
Computer and office equipment	102,867	68,096	34,771
Furniture and fixtures	35,130	31,351	3,779
Total	$137,997	$99,447	$38,550

	December 31, 2004		
	Cost	Accumulated Depreciation	Net Value
		(Audited)	
Computer and office equipment	87,549	60,045	27,504
Furniture and fixtures	32,351	30,392	1,959
Total	$119,900	$90,437	$29,463

5. INTANGIBLE ASSETS

Intangible assets consists of the following:

	September 30, 2005	December 31, 2004
	(Unaudited)	(Audited)
Rights to ''Brighter Child'' name	277,516	277,516
License to use ''Muppets'' and ''Beginners Bible'' brands	69,386	69,386
Total	$346,902	$346,902

6. DEVELOPMENT COSTS

Development costs consist of the following

	September 30, 2005		
	Cost	Accumulated Amortization	Net Value
		(Unaudited)	
Development Costs	$2,349,297	$1,725,608	$623,689

Development costs consist of the following

	December 31, 2004		
	Cost	Accumulated Amortization	Net Value
		(Audited)	
Development Costs	$2,042,376	$1,490,579	$551,797

7. CONTINGENCIES, COMMITMENTS, LICENSE AND DISTRIBUTION AGREEMENTS

(a) *Legal Action*

The Company filed a Demand for Arbitration against Riverdeep Interactive Learning Limited in January 2004. The Company asserted that Riverdeep had breached a distribution and marketing agreement and failed to meet the minimum obligations stated in the agreement. In June, 2004 the parties negotiated a settlement of the Company's claims that resulted in a payment from Riverdeep to the Company. The settlement revenue of $79,705 is included in the Royalties and Licensing revenue in the accompanying 2004 Statements of Operations and Members' Deficit.

(b) *Distribution Agreements*

The Company entered into a distribution and marketing agreement with TLC Education Properties (Riverdeep) on August 15, 2001 granting Riverdeep the exclusive right to reproduce, sublicense, market, sell and distribute certain of the Company's software titles through all channels of distribution. The agreement stated royalty rates of 14% to 25% depending on volume and the revenue source and included guaranteed royalty advance payments of $250,000 in 2002, $900,000 in 2003 and $700,000 in 2004. The agreement required the Company to deliver nine titles to Riverdeep prior to September, 2003. All titles were delivered to Riverdeep by the Company. The agreement expired on December 31, 2004.

The Company entered into a distribution agreement with Atari, Inc. on September 22, 2003 and amended on September 28, 2005 providing Atari, Inc. the right to distribute the Company's software titles to all retail channels not specifically excluded in the agreement.

The Company entered into a license agreement with Encore Software Inc. on April 25, 2001 granting Encore the rights to sell two Console titles. The agreement expired on October 31, 2003 for the first title and August 31, 2004 for the second title. Revenue earned related to this agreement totaled $40,945 for the nine-month period ended September 30, 2004.

The Company entered into a distribution agreement with Client Distribution Services (CDS) in January, 2005 granting CDS the rights to distribute the Company's book titles to all retail channels not specifically excluded in the agreement. The agreement expires January, 2008. Revenue earned related to this agreement totaled $534,140 for the nine-month period ended September 30, 2005.

The Company entered into a distribution agreement with ValuSoft, a division of THQ, Inc. in June, 2005 granting ValuSoft the rights to distribute certain of the Company's software titles to all retail channels not specifically excluded in the agreement. Revenue earned related to this agreement totaled $428,014 for the nine-month period ended September 30, 2005.

(c) *License Agreements*

(i) The Company entered into a license agreement with Public Broadcasting Service (PBS) on December 18, 2002 granting the Company rights for the ''PBS Kids'' brand. The license expires December 31, 2007 and provides for a 10% royalty on net receipts with a $150,000 guarantee. The agreement requires minimum guaranteed payments. As of September 30, 2005 and December 31, 2004, the Company had a prepaid royalties balance of $32,500 and $25,000, respectively. The Company has not placed any PBS Kids titles in the marketplace as of September 30, 2005.

(ii) The Company entered into a license agreement with Cinar Corporation on July 1, 2000 granting the Company rights for the ''Caillou'' brand. The license expires December 31, 2006 and provides for a 10% royalty on net receipts. The agreement requires minimum guaranteed payments. As of September 30, 2005 and December 31, 2004, the Company had an accrued royalties payable of $18,018 and $29,780, respectively.

(iii) The Company entered into a license agreement with Public Broadcasting Service (PBS) on April 1, 2000 granting the Company rights for the ''Zoboomafoo'' brand. The license expired December 31, 2004 and provides for a 10% royalty on net receipts. The agreement requires minimum guaranteed payments. As of September 30, 2005 and December 31, 2004, the Company had an accrued royalties payable of $44,275 and $41,996, respectively.

(iv) The Company entered into a license agreement with Porchlight Entertainment effective January 1, 2001 granting the Company rights for the ''Jay Jay the Jet Plane'' brand. The license expires December 31, 2005 and includes a three-year renewal term. The agreement provides for a 10% royalty on net receipts. The agreement requires minimum guaranteed payments. As of September 30, 2005 and December 31, 2004, the Company had a prepaid royalties balance of $5,965 and $12,933, respectively.

(v) The Company entered into a license agreement with Nelvana International Limited effective July 1, 2002 granting the Company rights for the ''Cyberchase'' brand. The license expires December 31, 2007 and provides for a 10% royalty on net receipts. The agreement requires minimum guaranteed payments. As of September 30, 2005 and December 31, 2004, the Company had an accrued payable of $150,000.

(vi) The Company entered into a license agreement with Paws Inc. effective August 1, 1999 granting the Company rights for the ''Garfield'' brand. The license expired December 31, 2004 and provides for a 10% royalty on net receipts for sales to retail accounts and 13% royalty on net receipts for sales to distributors. The agreement requires minimum guaranteed payments. As of September 30, 2005 and December 31, 2004, the Company had an accrued royalties payable of $4,074 and $0, respectively.

(vii) The Company entered into a license agreement with The Jim Henson Company on December 18, 1999 granting the Company rights for the ''Muppets'' brand. The license expires on mutual agreement and provides for a 10% royalty on net receipts. The agreement requires minimum guaranteed payments. As of September 30, 2005 and December 31, 2004, the Company had a prepaid royalties balance of $11,868 and $29,933, respectively.

(viii) The Company entered into a license agreement with Miramax Film Corp.on September 15, 2003 granting the Company rights for the ''Spy Kids'' brand. The license expires four years following the date that each licenses title is available in the marketplace and provides for a 10% royalty on net receipts. The agreement requires minimum guaranteed payments. As of September 30, 2005 and December 31, 2004, the Company had a prepaid royalties balance of $20,081 and $21,787, respectively. As of September 30, 2005, there remains $67,500 in minimum guaranteed royalty payments due under the agreement payable in equal installments of $22,500 on December 31, 2005, 2006 and 2007, respectively.

(ix) The Company entered into a license agreement with Ragdoll Limited on March 11, 2004 granting the Company rights for the ''Boohbah'' brand. The license expires on December 31, 2009 and provides for a royalty ranging from 7% to 14.5% on net receipts. The agreement requires minimum guaranteed payments. As of September 30, 2005 and December 31, 2004, the Company had a prepaid royalties balance of $0 and $1,576, respectively. As of September 30, 2005 there remains $100,000 in minimum guaranteed royalty payments due under the agreement payable in equal instalments of $25,000 on December 31, 2005, 2006, March 1, 2007 and 2008, respectively.

(x) The Company entered into a license agreement with Universal Studios Licensing on June 22, 2004 granting the Company rights for the ''Land Before Time'' brand. The license expires on December 31, 2006 and provides for a 10% royalty on net receipts. The agreement requires minimum guaranteed payments. As of September 30, 2005 and December 31, 2004, the Company had an accrued royalties payable of $17,769 and $9,318, respectively.

(xi) The Company entered into a license agreement with Atari Interactive, Inc. on September 20, 2004 granting the Company rights for the ''Tonka'', ''Scrabble'' and ''Backyard Sports'' brands. The license expires on December 31, 2007 and provides for a 7% royalty on net receipts for Backyard Sports and 8% royalty on net receipts for Tonka and Scrabble. The agreement requires minimum guaranteed payments. As of September 30, 2005 the Company had an accrued royalties payable of $2,070. As of December 31, 2004, the Company had a prepaid royalties balance of $9,024. As of September 30, 2005 there remains $20,000 in minimum guaranteed royalty payments due under the agreement payable on September 30, 2005.

(xii) The Company entered into a license agreement with BBC Worldwide Americas Inc. on October 25, 2000 granting the Company rights for the ''Walking with Dinosaurs'' brand. The license expires on December 31, 2006 and provides for a 10% royalty on net receipts. The agreement requires minimum guaranteed payments. As of September 30, 2005 and December 31, 2004, the Company had a prepaid royalties balance of $20,433 and $21,056, respectively.

(xiii) The Company entered into a license agreement with Marathon Animation on February 1, 2005 granting the Company rights for the ''Totally Spies'' brand. The license expires on February 27, 2008 and provides for a 10% royalty on net receipts. The agreement provides for minimum guaranteed royalty payments. As of September 30, 2005, the Company had a prepaid royalties balance of $20,000. As of September 30, 2005, there remains $55,000 in guaranteed minimum royalty payments due under the agreement payable in instalments of $20,000 on December 31, 2006 and 2007 and $15,000 on December 31, 2008.

(xiv) The Company entered into a license agreement with Breakthrough Entertainment on February 1, 2005 granting the Company rights for the ''Atomic Betty'' brand. The license expires on February 28, 2008 and provides for a 10% royalty on net receipts. The agreement provides for minimum guaranteed royalty payments. As of September 30, 2005, the Company had a prepaid royalties balance of $25,000. As of September 30, 2005, there remains $55,000 in guaranteed minimum royalty payments due under the agreement payable in instalments in 2006 and 2007.

(d) Operating Lease

The Company presently leases office space for its daily operations. The lease expires on December 31, 2005. At September 30, 2005, the future minimum lease payments under the operating lease is $7,320 to be paid in 2005.

(e) 401(k) Plan

Effective January 1, 2005, the Company implemented a retirement plan pursuant to section 401(k) of the U.S. Internal Revenue Code. The plan allows employees to make pre-tax contributions from their salary into a self-directed plan. There are no Company matching contributions. The Company has the right to make discretionary contributions but none have been made since the plan inception.

(f) Non-Voting Unit Option Plan

Effective January, 1, 2005, the Company implemented a non-voting unit option plan to provide an incentive for employees to expand and improve the profits and prosperity of the Company and to attract and retain key personnel. The maximum number of units that may be optioned under the plan is 1,000,000. The plan states a vesting period of 25% on the first four anniversaries from the date of the agreement. The options lapse and cease to be exercisable upon the expiration of five years from the date of the agreement.

(g) Line of Credit

In March, 2005, the Company agreed to a line of credit with a U.S. financial institution. The initial credit limit was $500,000 but was increased to $1,300,000 during 2005. The line of credit has a stated maturity date of March 2, 2007 and bears interest at the London Inter-Bank Offering Rate (LIBOR) plus 3.25%. The debt is collateralized by substantially all assets of the Company and a certificate of deposit owned by, and in the name of a member of the Company. In addition, the borrowing is guaranteed by a member of the Company.

8. SIGNIFICANT CUSTOMERS — PRODUCT SALES

During the nine-month periods ended September 30, 2005 and 2004, the Company had four significant customers that comprised 47% and 56% of sales, respectively. Additionally, as of September 30, 2005 and December 31, 2004, four customers comprised 84% and two customers comprised 89% of trade accounts receivable, respectively.

9. SUBSEQUENT EVENTS

The Company entered into a merger agreement dated November 8, 2005 with Roadrunner Capital Corporation to complete a qualifying transaction in accordance with the policies of the TSX Venture Exchange. The completion of the Qualifying Transaction is subject to Toronto Stock Exchange (TSX) approval and any other necessary regulatory approvals. In conjunction with the completion of the Qualifying Transaction, the Company intends to raise additional working capital through an equity public offering in Canada.

10. RELATED PARTY TRANSACTIONS

At September 30, 2005 and December 31, 2004, notes payable to related parties, Hargan Capital (US) Inc., a member of the Company, and Hargan Global-Ventures, Inc., owner of Hargan Capital (US) Inc. totaled $2,243,854 in two notes bearing interest at 5% and a maturity dated of July 28, 2009. Subsequently to September 30, 2005, the interest was forgiven and this fact is reflected in the accompanying financial statements.

Accounts payable to related parties totaled $61,971 and $63,144 at September 30, 2005 and December 31, 2004, respectively. Management fees incurred with a member of the Company totaled $145,543 and $144,921 for the nine-month periods ended September 30, 2005 and 2004, respectively.

11. FINANCIAL INSTRUMENTS

The reported value of financial instruments, which consists of cash and cash equivalents, trade receivables, royalties receivable, accounts payable, accrued liabilities, accrued royalties payable, and due to related parties approximate their fair values due to short-term maturity of these instruments.

The fair value of debt to related parties cannot be determined with sufficient reliability due to the constraints of timeliness and cost. All terms for the amount are mentioned in Note 10.

12. FINANCIAL INSTRUMENTS

The Company currently markets its products in the United States of America and Canada and earns royalty revenue in the United States of America, Canada and in the international markets through licensing agreements with foreign partners. Results of operations for these revenue sources by geographic location are as follows:

	Revenue		Net Income		Total Assets	
Product sales	**2005**	**2004**	**2005**	**2004**	**2005**	**2004**
United States	2,674,146	1,256,179	(466,181)	(611,149)	4,814,304	2,600,415
Canada	177,814	18,816	117,357	13,548	0	0
	2,851,960	1,274,995	(348,824)	(597,601)	4,814,304	2,600,415
Royalties	**2005**	**2004**	**2005**	**2004**	**2005**	**2004**
United States	179,934	160,615	161,941	144,554	0	0
Canada	23,640	25,143	21,276	22,629	0	0
International	32,791	85,000	29,512	76,500	0	0
	236,365	270,758	212,729	243,683	0	0
Total	3,088,325	1,545,753	(136,095)	(353,918)	4,814,304	2,600,415

PRO FORMA BALANCE SHEET

ROADRUNNER CAPITAL CORPORATION
(Unaudited)

September 30, 2005

Mintz & Partners LLP

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North York, ON M3C 4G4

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COMPILATION REPORT ON PRO FORMA BALANCE SHEET

To the Directors of Roadrunner Capital Corporation

We have read the accompanying unaudited pro forma balance sheet of Roadrunner Capital Corporation (the ''Company'') as at September 30, 2005 and have performed the following procedures.

1. Compared the figures in the columns captioned ''Roadrunner Capital Corporation'' to the unaudited balance sheet expressed in US$ (Note 2[f]) of the company as at September 30, 2005, and found them to be in agreement.

2. Compared the figures in the column captioned ''Brighter Child Interactive, LLC'' to the unaudited balance sheet of Brighter Child Interactive, LLC as at September 30, 2005 and found them to be in agreement.

3. Made enquiries of certain officials of the Company who have responsibility for financial and accounting matters about:

   (a) the basis for determination of the pro forma adjustments; and

   (b) whether the pro forma financial statements comply as to form in all material respects with Securities Acts of Alberta, British Columbia, Ontario and the related regulations (''the Acts'').

   These officials:

   (a) described to us the basis for determination of the pro forma adjustments, and

   (b) stated that the pro forma statements comply as to form in all material respects with the Acts and related regulations.

4. Read the notes to the pro forma balance sheet, and found them to be consistent with the basis described to us for determination of the pro forma adjustments.

5. Recalculated the application of the pro forma adjustments to the aggregate of the amounts in the columns captioned ''Roadrunner Capital Corporation'' and ''Brighter Child Interactive, LLC'', and found the amounts in the column captioned ''Pro forma consolidated'' to be arithmetically correct.

A pro forma financial statement is based on management assumptions and adjustments, which are inherently subjective. The foregoing procedures are substantially less than either an audit or a review, the objective of which is the expression of assurance with respect to management's assumptions, the pro forma adjustments, and the application of the adjustments to the historical financial information. Accordingly, we express no such assurance. The foregoing procedures would not necessarily reveal matters of significance to the pro forma financial statements, and we therefore make no representation about the sufficiency of the procedures for the purposes of a reader of such statements.

Mintz & Partners LLP

CHARTERED ACCOUNTANTS

Toronto, Ontario
March 10, 2006

ROADRUNNER CAPITAL CORPORATION

UNAUDITED PRO FORMA BALANCE SHEET
(US funds)

	Brighter Child Interactive, LLC September 30, 2005	Roadrunner Capital Corporation September 30, 2005		Pro Forma Adjustments	Pro Forma Consolidated
ASSETS					
CURRENT ASSETS					
Cash and Cash Equivalents	25,290	20,791	[c]	1,720,134	1,874,765
			[d]	(536,500)	
			[g]	645,050	
Interest receivable		6,352			6,352
Short term investments		180,614	[g]	(180,614)	—
Trade receivable	1,699,736				1,699,736
Royalties receivable	32,692				32,692
Inventory	1,842,248				1,842,248
Prepaid royalties	145,847				145,847
Sundry assets	59,350				59,350
Qualifying Transaction Funds		464,436	[g]	(464,436)	—
Property and equipment	38,550				38,550
Goodwill	346,902				346,902
Development costs	623,689				623,689
	4,814,304	**672,193**		**1,183,634**	**6,670,131**
LIABILITIES AND SHAREHOLDERS' EQUITY					
CURRENT LIABILITIES					
Accounts Payable and Accrued Liabilities	1,838,990	24,537	[d]	129,010	1,992,537
Line of credit	1,200,299				1,200,299
Due to related parties	61,971				61,971
Deferred royalties	324,834				324,834
Due to related parties	2,243,854		[a]	(1,000,000)	—
			[b]	(1,243,854)	
SHAREHOLDERS' EQUITY					
Capital Stock		662,723	[b]	(662,723)	3,834,978
			[a]	1,000,000	
			[b]	1,243,854	
			[c]	1,720,134	
			[d]	(129,010)	
Contributed Surplus		22,876	[b]	(22,876)	—
Deficit	(855,644)	(37,943)	[b]	37,943	(744,488)
			[b]	(15,067)	
			[b]	662,723	
			[d]	(536,500)	
	4,814,304	**672,193**		**1,183,634**	**6,670,131**

See accompanying notes to the unaudited pro forma balance sheet

ROADRUNNER CAPITAL CORPORATION

NOTES TO UNAUDITED PRO FORMA BALANCE SHEET

(US funds)
September 30, 2005

1. BASIS OF PRESENTATION

Management has prepared the accompanying unaudited pro forma balance sheet (the ''Balance Sheet'') of Roadrunner Capital Corporation (''Roadrunner'' or the corporation) in accordance with Canadian generally accepted accounting principles. The Balance Sheet has been prepared from information derived from the unaudited financial statements of Roadrunner and Brighter Child Interactive, LLC (''Brighter Child'') as at September 30, 2005, together with other information available to the corporations. As Roadrunner has minimal of activities during the three month period ended December 31, 2005, the balance sheet as at September 30, 2005 has been used for this pro forma balance sheet. Management believes the Balance Sheet includes all adjustments necessary for fair presentation of the proposed common share issuances and the reorganization of the corporations as described below.

Currently Brighter Child is a United States private corporation and Roadrunner is a public company listed on the TSX Venture Exchange. The substance of Roadrunner's common share issuances and the proposed reorganization is a transaction which results in Brighter Child becoming a listed public entity through Brighter Childs' acquisition of all of Roadrunner's net assets and Roadrunner's recapitalization. While the Balance Sheet and share capital are of Roadrunner as a legal entity, the assets, liabilities and dollar amounts attributed to share capital are those of Brighter Child. Future financial statements will present a combination of Roadrunner and Brighter Child's businesses and the business will be carried on in the name of Brighter Child.

Brighter Child has been organized in the United States as a limited liability company (LLC) and voting interests in Brighter Child is expressed in units.

2. Pro Forma ADJUSTMENTS

The Balance Sheet includes the following pro forma adjustments to reflect the transactions disclosed in the Circular.

[a] Brighter Child's issuance of 340,436 voting units for US$1,000,000 owed to Hargan Capital (U.S.) Inc.

[b] Roadrunner's issuance of 43,083,735 common shares from treasury to Brighter Child's direct and indirect unitholders as follows:

Share issued:	Issued for:
2,220,000 shares	240,000 units of Brighter Child
27,533,136 shares . . .	78.7234 common shares of Hargan Capital (U.S.) Inc. held by Hargan-Global Ventures Inc. 10 Series A preferred shares of Hargan Capital (U.S.) Inc. held by Hargan-Global Ventures Inc. 10 Series B preferred shares of Hargan Capital (U.S.) Inc. held by Hargan-Global Ventures Inc.
10,375,898 shares . . .	30.1 common shares of Hargan Capital (U.S.) Inc. 10 Series A preferred shares of Hargan Capital (U.S.) Inc. held by Global Acquisition (U.S.) Inc.
2,954,701 shares	US$1,243,854 loan owed to Hargan-Global Ventures Inc.

As Brighter Child's former unitholders will control the Resulting Issuer, this transaction has been accounted for as a reorganization and recapitalization of Brighter Child. For accounting purposes, Brighter Child will be the ongoing business. Roadrunner's share capital, contributed surplus and deficit will be eliminated, and the transaction will be accounted for as a reverse take-over. Accordingly, Roadrunner's share capital is reclassified to retained earnings in the attached pro-forma balance sheet.

[c] A public offering of a minimum of 5,714,285 Roadrunner common shares for US$1,720,134 (C$2,000,000) or a maximum of 17,142,857 Roadrunner common shares for US$5,160,402 (C$6,000,000). The attached pro forma balance sheet is prepared based on minimum public offering being subscribed for. Any additional amount from the public offering will be recorded as increase in cash and credit to share capital, net of agent fees. The public offering is a condition of closing the transaction.

[d] Financing transaction costs of approximately US$665,510 (C$773,789) broken down as follows:

1. Broker fees 7.5 % of gross proceeds amounting to US$129,010 (C$150,000), which are recorded as accounts payable and a reduction of share capital proceeds received in the attached pro-forma balance sheet.
2. Other financing expenses US$536,500 (C$623,789), which are recorded as a reduction in retained earnings in the attached pro-forma balance sheet.

[e] Brighter Child optionholders exchange an aggregate of 808,500 options for 8,287,125 Roadrunner's options.

[f] The unaudited balance sheet of Roadrunner as at September 30, 2005 has been converted to US currency at the rate of $1 US = $1.1627 Canadian.

[g] Balances previously shown in Roadrunner's financial statements as Short-term investments or Qualifying transaction funds are reclassified to Cash and cash equivalents as these amounts are available to fund the transaction costs of US$536,500 as described above.

3. SHARE CAPITAL CONTINUITY

A continuity of Roadrunner issued common share capital and preferred share capital and related recorded values after giving effect to the pro forma transactions described in note 2 above is set out below:

Common and Preferred Shares	Number of Shares / Units	Amount $
Brighter Child units at September 30, 2005	4,000,000	—
Conversion of Hargan Capital Loan	340,436	1,000,000
Subtotal	4,340,436	1,000,000
Effect of reverse takeover (Note 2 [b])	(4,340,436)	—
Roadrunner issued and outstanding at September 30, 2005	4,200,000	662,723
Effect of reverse take-over (Note 2 [b])		(662,723)
New shares issued by Roadrunner in exchange for Brighter Child shares (Note 2 [b])	43,083,735	1,243,854
New shares issued under public offering (Note 2 [c, d(1)])	5,714,285	1,591,124
Total	52,998,020	3,834,978

CERTIFICATE OF ROADRUNNER CAPITAL CORPORATION

March 10, 2006

The foregoing constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by Part XV of the *Securities Act* (Ontario), by Part VII of *The Securities Act* (Manitoba), by Part XI of *The Securities Act* (Saskatchewan), by Part 9 of the *Securities Act* (Alberta) and by Part 9 of the *Securities Act* (British Columbia) and the respective regulations thereunder.

Signed: ''*Shawn McReynolds*''
Chief Executive Officer and
Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS

Signed: ''*Harold M. Wolkin*''
Director

Signed: ''*John R. Ing*''
Director

CERTIFICATE OF THE PROMOTERS

March 10, 2006

The foregoing constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by Part XV of the *Securities Act* (Ontario), by Part VII of *The Securities Act* (Manitoba), by Part XI of *The Securities Act* (Saskatchewan), by Part 9 of the *Securities Act* (Alberta) and by Part 9 of the *Securities Act* (British Columbia) and the respective regulations thereunder.

Signed: ''*John R. Ing*''

Signed: ''*Shawn McReynolds*''

Signed: ''*Harold M. Wolkin*''

HARGAN GLOBAL VENTURES INC.

Signed: ''*Sam Ifergan*''
President

CERTIFICATE OF BRIGHTER CHILD INTERACTIVE, LLC

March 10, 2006

The foregoing as it relates to Brighter Child Interactive, LLC constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by Part XV of the *Securities Act* (Ontario), by Part VII of *The Securities Act* (Manitoba), by Part XI of *The Securities Act* (Saskatchewan), by Part 9 of the *Securities Act* (Alberta) and by Part 9 of the *Securities Act* (British Columbia) and the respective regulations thereunder.

Signed: *''Sam Ifergan''*
President and Chief Executive Officer

Signed: *''Vivian Antonangeli''*
Chief Operating Officer

ON BEHALF OF HARGAN CAPITAL (U.S.) INC., as manager of Brighter Child Interactive, LLC

Signed: ''*Sam Ifergan*''
President

CERTIFICATE OF THE AGENTS

March 10, 2006

To the best of our knowledge, information and belief, the foregoing constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by Part XV of the *Securities Act* (Ontario), by Part VII of *The Securities Act* (Manitoba), by Part XI of *The Securities Act* (Saskatchewan), by Part 9 of the *Securities Act* (Alberta) and by Part 9 of the *Securities Act* (British Columbia) and the respective regulations thereunder.

WESTWIND PARTNERS INC		WELLINGTON WEST CAPITAL MARKETS INC.	
Signed:	''*George Fowlie*'' Deputy Chairman	Signed:	''*Paul Rajchgod*'' Director, Investment Banking

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