

Appendix 3Y

Change of Director's Interest Notice

Rule 3.19A.2

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Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/9/2001.

Name of entity	Brainytoys Limited BRT
ABN	28 001 894 033

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Brett Fraser
Date of last notice	18 October 2004

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct and Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	125,000 shares acquired in off market transfer by Wolfstar Group Pty Ltd, a company Mr Fraser owns 50%. Mr Fraser therefore has an indirect interest in 62,500 shares.
Date of change	11 April 2005
No. of securities held prior to change	333,333
Class	Ordinary Shares
Number acquired	Indirect - 62,500 Direct - 50,000
Number disposed	
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation.	\$19,000
No. of securities held after change	Direct - 383,333 Indirect - 62,500 Total - 445,833

+ See chapter 19 for defined terms.

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Nature of change Examples: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy back	Direct Shares – on market trade Indirect Shares – off market trade
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Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (n) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	
Interest disposed	
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
Interest after change	

† See chapter 19 for defined terms.