

Appendix 3Y

Change of Director's Interest Notice

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
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	Charles MacKinnon
Date of last notice	28 th August 2006

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.	Director and Shareholder of Lothbury Pty Ltd
Date of change	8 – 11 May 2007
No. of securities held prior to change	1,988,380 Ordinary Shares 393,750 Options
Class	Ordinary Shares Options
Number acquired	3,018,238 Ordinary Shares 2,000,000 Options
Number disposed	-
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	\$306,550
No. of securities held after change	5,007,451 Ordinary Shares 2,393,750 Options

+ See chapter 19 for defined terms.

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Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Pro-rata Rights Issue Shares Shareholders approval for options
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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 (ii) 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.