

25 March 2008



Company Announcements
Australian Stock Exchange Limited
20 Bond Street
SYDNEY NSW 2000

RESULTS OF GENERAL MEETING OF SHAREHOLDERS HELD ON 25 MARCH 2008

In accordance with Listing Rule 3.13.2 Brainytoys Ltd (ASX Code BRT) advises that the resolutions contained in items 1, 2, 3, and 4 of the Notice of General Meeting dated 21 February 2008 were passed by the requisite majority of security holders on 25 March 2008.

All resolutions were decided on a show of hands.

The information required by Section 251AA (2) of the Corporations Act 2001 (Cth) in respect of each resolution passed at the meeting is set out below.

RESOLUTION 1 – RATIFICATION AND APPROVAL OF ISSUE OF CONVERTIBLE NOTE AND SHARES ON CONVERSION

It was Resolved as an ordinary resolution *“That for the purposes of Listing Rules 7.1, 7.3 and 7.4 of the Listing Rules of the Australian Stock Exchange Limited and for all other purposes shareholders ratify and approve the issue of a Convertible Note on 29 December 2007 in the amount of \$100,000 to Noble Investments Pty Ltd and approve the conversion to ordinary shares of the Convertible Note and the issue of those shares at the Conversion Rate at any time before the end of the Conversion Period, as set out in the Explanatory Statement accompanying this Notice.”*

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	19,642,027	21,044	0	195,147	19,858,218

RESOLUTION 2 – RATIFICATION AND APPROVAL OF ISSUE OF CONVERTIBLE NOTES AND SHARES ON CONVERSION

It was Resolved as an ordinary resolution *“That for the purposes of Listing Rules 7.1, 7.3 and 7.4 of the Listing Rules of the Australian Stock Exchange Limited and for all other purposes shareholders ratify and approve the issue of Convertible Notes on 25 February 2008 (or such later dates as the Convertible Note Deed (as amended) provides, or as the Company and Noble may agree) in the amount of \$400,000 to Noble Investments Pty Ltd and approve*

Brainytoys Ltd
6-B Bowen Street
O'Connor WA 6163
Australia
T: (+61 8) 9331 8441
F: (+61 8) 9331 8452
E: info@brainytoys.com
W: www.brainytoys.com
ASX: BRT ABN: 28 001 894 033



the conversion to ordinary shares of the Convertible Note and the issue of those shares at the Conversion Rate at any time before the end of the Conversion Period, as set out in the Explanatory Statement accompanying this Notice."

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	19,642,027	21,044	0	195,147	19,858,218

RESOLUTION 3 – APPROVAL OF ISSUE OF CONVERTIBLE NOTES AND SHARES ON CONVERSION

It was Resolved as an ordinary resolution "That for the purposes of Listing Rules 7.1 and 7.3 of the Listing Rules of the Australian Stock Exchange Limited and for all other purposes shareholders approve the issue of Convertible Notes to the value of \$600,000 to Noble Investments Pty Ltd and approve the conversion to ordinary shares of the Convertible Notes and the issue of those shares at the Conversion Rate at any time before the end of the Conversion Period, as set out in the Explanatory Statement accompanying this Notice."

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	19,642,027	21,044	0	195,147	19,858,218

RESOLUTION 4 – APPROVAL OF ISSUE OF SHARES

It was Resolved as an ordinary resolution to "Approve the issue of shares to the value of £100,000 sterling to Richard Daniel Thompson Morriss and/or John Anthony Trussell at the conversion rate set out in the Explanatory Statement accompanying this Notice."

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	19,622,027	21,044	40,000	195,147	19,858,218

Charles Mackinnon
Chairman

25 March 2008