



New ADHD venture

31 October 2011

We are pleased to announce that Malta Trading Platform Limited (“Malta”) and Brain Resource Limited (“BRC”) have agreed terms for establishing a new 50/50 joint venture company to develop an Attention Deficit Hyperactivity Disorder (“ADHD”) portal. Malta is an investment vehicle controlled by Och-Ziff Capital Management Group LLC.

This initiative is seeking to capitalize on a large scale opportunity. ADHD is the most commonly diagnosed disorder of childhood, impacting more than 5 million children (or 9%) in the US.

BRC Focus Pty Ltd (“Focus”) has recently been incorporated to house this new venture (BRC currently is the only shareholder with 4,000,000 ordinary shares). Focus is a website that leverages off current Brain Resource products to bring together information, objective assessment and solutions (including Brain Training) for the key issues facing children and parents with ADHD.

BRC has agreed to provide Focus with a perpetual licence to its relevant platform content for exclusive use in the ADHD parent market. Malta Trading has agreed to provide \$4m of equity funding to Focus to fully develop, sell and market Focus. Focus will be managed by BRC.

“Brain Resource’s Database, objective assessment and Brain Training games/exercises all naturally service this Focus product and consumer demand for objective and integrated approaches to ADHD. This agreement also reflects our growing relationship with Och-Ziff Capital Management Group and consolidating our position in the Brain Sector that has now become mainstream”. Dr Evian Gordon, CEO Brain Resource.

The business case is compelling based on the market size and that there are currently no equivalent offerings to Focus. The development and marketing plans remain commercial in confidence and further information will be released to the market as soon as appropriate.

Shareholder approval for the issue of ordinary shares in BRC

Focus has agreed to issue Malta \$4,000,000 of Exchangeable Convertible Preference Shares (“ECPS”) at \$1.00 per share. The ECPS allow Malta to elect to convert into ordinary Focus shares at a conversion price of \$1 per ECPS or exchange into ordinary BRC shares at an exchange price of 40.5 cents (that is, each \$1.00 Focus ECPS could be exchanged for approximately 2.5 ordinary BRC shares), subject to adjustment for standard dilutive events. All remaining ECPS automatically

convert into Focus ordinary shares after 10 years. Assuming the election is made to exchange all the ECPS for BRC ordinary shares, this would equate to 9,876,543 shares being issued or 10.8% of the total number of shares currently on issue.

Shareholder approval is being sought in regard to this ECPS issue. Approval is required for the issue of the ECPS, the issue of ordinary shares in Focus on conversion of the ECPS, and for the issue of BRC shares if the election is made to exchange the ECPS into BRC shares. Approval is also required for the transactions between BRC and Focus and for the voting power of Och-Ziff and its associates to increase from below 20% to more than 20%.

Och-Ziff and its associates are potential substantial shareholders of BRC by virtue of their ownership of the BRC Convertible Bonds that were issued on 14 June 2011 and proposed to be issued before 4 November 2011 (these bonds if converted into BRC ordinary shares would equate to 21% interest in the expanded capital of BRC). If the ECPS are exchanged into BRC ordinary shares this would increase their voting power to a little over 27% (note this approval was not sought as part of the previous Convertible Bond issue given that the impact of this restriction on the Subscribers ability to convert was minimal, being only marginally over the threshold).

The Board is unanimous in supporting this transaction. Dr Evian Gordon (Chairman and CEO) and Dan Segal (Executive Director and Chief Operating Officer), together being 18% shareholders in the Company, have informed the Company that they intend to vote the shares they hold or control in favour of this resolution.

Please see attached [notice of meeting](#), including the Independent Expert's Report that was commissioned by the Board, for full details.

About Och-Ziff Capital Management Group LLC

Och-Ziff Capital Management Group LLC is a leading global institutional asset management firm with approximately US\$28.5 billion of assets under management as of 1 October 2011.

About Brain Resource

Brain Resource Ltd translates the most useful new brain findings from the Brain Resource International Database into scalable products, that empower individual users to assess, train and improve their brain functions. For more information, please visit Brain Resource's website at www.brainresource.com.

Brain Resource Contacts:

Media: Julian Brophy; julian@perceptionpartners.com.au; 0408 276 749

Company: Dr Evian Gordon (CEO) +61 407 272 000.