

# 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 30/09/01 Amended 01/01/11

<b>Name of entity</b>	<b>Brain Resource Limited (ASX:BRC)</b>
<b>ABN</b>	<b>24 094 069 682</b>

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.

<b>Name of Director</b>	<b>Louis Gagnon</b>
<b>Date of last notice</b>	<b>10 January 2018</b>

### 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.

<b>Direct or indirect interest</b>	<b>Direct</b>
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	<b>Not Applicable</b>
<b>Date of change</b>	<b>4 June 2018</b>
<b>No. of securities held prior to change</b>  * attaching options in 19 December 2017 Placement on a one-for-three basis	<p><b>2,124,225 fully paid ordinary shares</b></p> <p><b>708,075 options with an exercise price of A\$0.08 and an expiry date of 19 December 2018</b></p> <p><b>28,232,956 options with an exercise price of A\$0.08 and an expiry date of 22 May 2022 (vested)</b></p> <p><b>9,410,985 options with an exercise price of A\$0.12 and an expiry date of 22 May 2022 (vested)</b></p> <p><b>9,410,985 options with an exercise price of A\$0.16 and an expiry date of 22 May 2022 (vest on 22 May 2019)</b></p> <p><b>9,410,986 options with an exercise price of A\$0.16 and an expiry date of 22 May 2022 (vest on 22 May 2020)</b></p> <p><b>5,000,000 vested options with an exercise price of A\$0.08 and an expiry date of 24 May 2022</b></p>
<b>Class</b>	<b>Shares</b>

+ See chapter 19 for defined terms.

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<b>Number acquired</b>	<b>2,035,000</b>
<b>Number disposed</b>	<b>Nil</b>
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	<b>\$80,475.67 (being a total of 2,035,000 shares with an average price of approximately \$0.0395 per share)</b>
<b>No. of securities held after change</b>	<b>4,159,225 fully paid ordinary shares</b>  <b>708,075 options with an exercise price of A\$0.08 and an expiry date of 19 December 2018</b>  <b>28,232,956 options with an exercise price of A\$0.08 and an expiry date of 22 May 2022 (vested)</b>  <b>9,410,985 options with an exercise price of A\$0.12 and an expiry date of 22 May 2022 (vested)</b>  <b>9,410,985 options with an exercise price of A\$0.16 and an expiry date of 22 May 2022 (vest on 22 May 2019)</b>  <b>9,410,986 options with an exercise price of A\$0.16 and an expiry date of 22 May 2022 (vest on 22 May 2020)</b>  <b>5,000,000 vested options with an exercise price of A\$0.08 and an expiry date of 24 May 2022</b>
<b>Nature of change</b> <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	<b>Off-market trade</b>

**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.

<b>Detail of contract</b>	<b>None</b>
<b>Nature of interest</b>	
<b>Name of registered holder (if issued securities)</b>	
<b>Date of change</b>	
<b>No. and class of securities to which interest related prior to change</b> <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	
<b>Interest acquired</b>	
<b>Interest disposed</b>	
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	
<b>Interest after change</b>	

+ See chapter 19 for defined terms.

**Part 3 – +Closed period**

Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	
If prior written clearance was provided, on what date was this provided?	

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