



ASIC

Australian Securities & Investments Commission

ENFORCEABLE UNDERTAKINGS

AUSTRALIAN SECURITIES & INVESTMENTS COMMISSION

Section 93AA Australian Securities & Investments Commission Act 2001

The commitments in this Undertaking are offered to the Australian Securities and Investments Commission ("ASIC") by:

Brink Technology Pty Ltd
14 Ann Street,
Salisbury, South Australia 5108

By its directors:

Garry Ashley Fairhead
59 Donnithorne Road,
Strathalbyn, South Australia 5255.

and

Angela Iris Hill
14 Ann Street,
Salisbury, South Australia 5108.

Background

1. In February 2000, Brink Technology Pty Ltd ACN 091 194 937 ("Brink") entered into an arrangement with Onkourse Pty Ltd ACN 061 000 646 ("Onkourse") trading as Oncourse Recourse Group and Oncourse Financial Group, to raise funds for Brink Technology Pty Ltd.
2. Onkourse raised funds for investment in Brink and participated in promotion of the company and its product from February 2000 to October 2000.

3. Onkourse also offered some investors in its failed National Internet Service Provider Project ("NISPP") an investment in Brink in lieu of return of funds.
4. A further two investors with Onkourse in The Southern Australia Shipping Company Pty Ltd (In Liquidation) ACN 086 259 145 ("SASCO") project paid deposits to Onkourse to invest in Brink on the basis of an agreement to roll over their investment in SASCO into Brink when the SASCO scheme settled. That scheme did not settle.
5. In all, sixteen investors, as set out in the schedule hereto, have acquired an interest in a percentage share of net profits generated by Brink through sales in its battery-like products known as 'Thumper', 'Monsoon', 'Urban' and 'Outback'.
6. ASIC is investigating the activities of Onkourse and is of the view
 - 6.1. that the raising of funds for Brink was carried out in contravention of Chapter 5C of the Corporations Law;
 - 6.2. that investor funds have been intermingled with other funds in Onkourse's accounts;
 - 6.3. that the books and records of Brink do not adequately set out the company's financial position.
7. ASIC seeks to see investors have some meaningful rights in relation to their investment.
8. The directors and shareholders of Brink recognise the investors interests in the company.
9. The directors of Brink acknowledge ASIC's concerns set out above, in particular in paragraph 6.

Undertakings

10. Pursuant to Section 93A of the Australian Securities and Investments Commission Act, Brink Technology Pty Ltd hereby undertakes:
 - 10.1. Within 30 days of the date of this undertaking, to allot ordinary shares to the investors to reflect the interest set out in the schedule hereto.
 - 10.2. Within 90 days of such allotment to call a general meeting of the company at which meeting
 - 10.2.1.1. the shareholders shall vote on the appointment of the

directors of the company; the incumbents may apply for re election;

10.2.1.2. independently prepared company accounts and financial statements shall be tabled;

10.2.1.3. directors will report on the progress and development of the company;

10.3. If any investor shall not be willing to accept shares in the company then the company shall agree to repay that investor their investment sum over a period of 5 years by equal monthly instalments, or as otherwise agreed.

10.4. To advise the Assistant Director, Enforcement of ASIC's South Australian Office by letter when the allotment of shares is complete.

10.5. To advise the Assistant Director, Enforcement of ASIC's South Australian Office by letter of any proposed resolution of the company which would result in a dilution of investor interests.

ACKNOWLEDGEMENTS

11. Brink Technology Pty Ltd acknowledges that:

11.1. ASIC may issue a media release on execution of this undertaking referring to its terms and the concerns of ASIC which lead to its execution;

11.2. ASIC may from time to time publicly refer to this undertaking

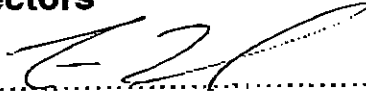
11.3. ASIC will make this undertaking available for public inspection


12. Brink acknowledges that ASIC's acceptance of this undertaking in no way derogates from the rights and remedies available to ASIC or any other person arising from any conduct described in this undertaking.

13. Brink acknowledges that ASIC's acceptance of an enforceable undertaking does not affect ASIC's power to investigate a contravention arising from future conduct, or pursue criminal prosecution, or its power to lay charges or seek a pecuniary civil order.

14. Brink acknowledges that this undertaking has no operative force until accepted by ASIC.

BRINK TECHNOLOGY PTY LTD
By its directors

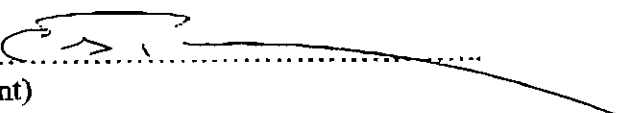
SIGNED by: 
Garry Ashley Fairhead

SIGNED by: 
Angela Iris Hill

This 11th day of October 2001

In the presence of:

..... Gary Pooz
Witness:

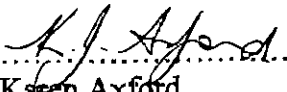
..... 

Name: (print)

..... 8th Floor, 100 Pine St. Adelaide 5000

Address:

ACCEPTED BY the Australian)
Securities & Investments)
Commission pursuant to the)
ASIC Act 2001 section 93AA by its)
duly authorised delegate)

..... 

Karen Axford
Regional Commissioner South Australia
Australian Securities & Investments Commission

This 11th day of October 2001

SCHEDULE

Investor	Shares	Inv. history
Peter & Betty Smith	1%	part cash; part NISPP
Lynette Oliver	1%	part cash; part SASCO*
The Hampel Family Trust	1%	part cash; part NISPP; part SASCO*
Janet Hasler	1%	cash
Vicki Harris	1%	cash
Maree Toholke	1%	cash
Beverley Family Trust	1%	part cash; part NISPP
Lamp Nominees Pty Ltd	1%	NISPP
M & P Sanderman	1%	part cash; part NISPP
Jean Kuger	1%	cash
Six Pack Investments p/l	1%	cash
J & D Shaw	.5%	NISPP
Vicki Bray	1%	cash
Shaw & Sons(SA) p/l	1%	cash
N & A Frankel	.5%	NISPP
S Manning & W Saler	.25%	cash

* SASCO funds were to be rolled over into Brink at settlement which did not occur.