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# BRAINHUNTER REPORTS RECORD RESULTS FOR YEAR ENDED SEPTEMBER 30, 2004

## Year Over Year Revenues up 309%, EBITDA UP 206%, Net Earnings Up 193%

**Toronto, Ontario**, February 11, 2005 – Brainhunter Inc. ("Brainhunter" or the "Company") (TSX:BH) is pleased to report record results for the fiscal year ending September 30, 2004.

## Highlights of the Year Ending September 30, 2004

- ✓ Financial Statements include the year end results from the date of acquisition of the following subsidiaries:
  - Prolink Consulting Inc.
  - Sirius Consulting Group Inc.
  - InBusiness Solutions Inc. (remaining minority interest)

# ✓ Financings

 Closed a private placement financing of 5,555,556 common shares at \$1.80 per share for gross proceeds of approximately \$10,000,000 of which management and insiders bought over 20%.

## ✓ Other Activities

- Listed on the Toronto Stock Exchange
- Changed name from TrekLogic Technologies Inc. to Brainhunter Inc.
- Consolidated three offices in Toronto and two offices in Ottawa
- Established National and U.S. Sales Coverage
- Added significant depth and breadth to management team from acquisitions

## THE YEAR IN REVIEW

## **Acquisitions**

## **Prolink Consulting Inc.**

Effective October 1, 2003, the Company acquired 100% of the shares of Prolink Consulting Inc. ("Prolink"), an information technology staffing company. Consideration for the purchase, totaling \$1,857,675, consisted of 550,000 common shares of the Company with a deemed value of \$2 per share, 355,000 common share purchase warrants valued at \$191,974, net cash of \$457,311, and transaction costs of \$108,390. All shares have escrow periods of up to three years tied to management contracts and performance criteria.

## Sirius Consulting Group Inc.

Effective November 1, 2003, the Company acquired 100% of the shares of Sirius Consulting Group Inc. ("Sirius"), an information technology staffing company. Consideration for the purchase, totalling \$5,741,818, consisted of a \$1.0M two-year transferable convertible note at an interest rate tied to the 90-day treasury bills rate, exercisable at \$3.00 per common share of the

Company, 250,000 common share purchase warrants valued at \$143,231, net cash of \$4,123,739, and transaction costs of \$474,848. The convertible note has quarterly repayment terms over a two-year period.

#### InBusiness Solutions Inc.

During 2004, the Company acquired all of the remaining common shares of InBusiness Solutions Inc. ("InBusiness"), an information technology staffing and services company. In 2003, the Company had acquired 62.3% of the issued and outstanding shares of InBusiness for \$2,000,000 in cash plus transaction costs of \$37,433. The additional interest was acquired in 2004 for a total cash consideration of \$4,782,855 and transaction costs of \$219,948.

## **Vision2Hire Solutions Inc (subsequent to year end)**

In December, 2005, Vision2Hire Solutions Inc ("V2H") was acquired for cash and a zero-interest note payable of \$446,054 convertible for a term of 3 years to Brainhunter shares at an exercise price of \$2.00 per share. One senior technical sales executive joined Brainhunter as a result of the acquisition and all technology and sales support has been taken over by Brainhunter.

## **Financing**

\$10 million Financing

On February 2, 2004 – the company closed a private placement of 5,555,556 common shares at \$1.80 per share for gross proceeds of \$10,000,000.80.

The agents were paid a cash fee equal to 6.0% of the gross proceeds of the financing, except as detailed below. As additional compensation, the agents received compensation warrants exercisable to acquire an aggregate of 283,335 common shares at a price of \$1.88 per share. These compensation warrants will be exercisable for a period of two years following the closing of the financing.

The Chairman/CEO and other management, and one Director of the Company acquired \$1,500,000 of the financing. The participation of other management and insiders resulted in management and insiders acquiring over 20% total financing. The Company paid the agents a cash fee of 3% in respect of this portion of the financing. The agents did not receive compensation warrants in respect of such insider subscriptions.

## Listing on the Toronto Stock Exchange

On November 14, 2003 the shares of the Company began trading on the Toronto Stock Exchange (TSX). They had previously been trading on the more junior Venture Exchange (TSX-Venture).

## Name Change

At the Shareholders' meeting May 12, 2004, the shareholders approved the Company changing its name from TrekLogic Technologies Inc. to Brainhunter Inc. This was effected by Articles of Amendment dated May 20, 2004. Following TSX approval, the Company's shares began trading under the new name and symbol ("BH") on June 22, 2004.

## Normal-course Issuer Bid

Under the terms of a Normal-course Issuer Bid, the Company acquired 1,999,600 common shares of the Company in the public markets for a cost of \$2,251,722 including transaction costs for an average cost of \$1.13 per share. Subsequent to the year end the Company purchased a further 29,409 shares for a total cost of \$26,615.15 for an average cost of \$0.91 per share.

# Relocation of Head Office / Consolidation of Office

During the year the company consolidated its Toronto operations from three offices to one, moving to its current corporate headquarters at 2 Sheppard Avenue East, Suite 700, Toronto, Ontario in the spring of 2004. Likewise, two Ottawa offices were consolidated to one.

## Results of Operations for the year

#### Revenues

Revenues for fiscal 2004 were 309% of 2003 results, up from \$22,281,065 to \$68,893,460 as a result of the inclusion for a full year of the 2003 acquisitions of Brainhunter.com Ltd., InBusiness Solutions Inc., Advanced Solutions Group, Protec Employment Services Ltd., and the IT contracting business of ThinkPath Inc., as well as the addition of the 2004 acquisitions Prolink Consulting Inc. from October 1, 2003 and Sirius Consulting Group Inc. from November 1, 2003.

## **Cost of Sales**

Cost of Sales increased in an amount commensurate with the increase in Revenues. As a % of Revenues, Cost of Sales increased from 70% to 80% reflecting the evolution in the mix of the business. The growth took place in Contract Staffing and Consulting, which has industry Cost of Sales norms in the 80% range as opposed to Information Technology Solutions which has higher Gross Margins.

## **Gross Margins**

As discussed above, due to the large growth in the Contract Staffing segment of the business, the Gross Margins more than doubled from \$6,649,365 in 2003 to \$14,024,322 in 2004. At the same time, due to the shift in type of business the Gross Margins declined to 20% from 30% of Revenue, in line with expected margins from the Contract Staffing business.

## Other Staffing Costs and General, Selling and Administrative

The sum of the general overhead costs increased by \$5,415,173 from 2003 to 2004 but declined from 22% to 15% of Revenue. This reflects a higher utilization of the capacity in the fixed cost infrastructure.

## Earnings before Interest, Taxes and Amortization (EBITDA)

EBITDA more than doubled, increasing by \$1,959,244 from \$1,853,261 to \$3,812,505, due to the revenue growth year over year.

#### **Interest**

Interest costs increased by \$173,863 from 2003 to 2004 as a result of financing the increased Working Capital requirements of the increased business. The Interest costs are almost exclusively related to the Company's current line of credit with the Royal Bank.

#### Amortization

Amortization expense increased by \$915,431 from 2003 to 2004. The increase is due to a full year of amortization in 2004 versus a partial year for 2003 of the Brainhunter software acquired with Brainhunter.com Ltd in 2003, amortization of additional assets such as the new offices for the Company, and a one-time write off of Intangibles acquired with InBusiness Solutions Inc. and relating to now-inactive businesses in an amount of \$391,764.

# **Income Tax Expense**

The Company records a tax expense based on conservative accounting treatment, but the company has sufficient tax losses acquired through subsidiaries to ensure it will not have to pay income taxes for 2003 or 2004.

# **Non-controlling Interest**

The Non-controlling Interest, which was \$59,598 in 2003 and NIL in 2004, represents the minority interest in InBusiness Solutions Inc. The Company acquired 61% of InBusiness in April, 2003 and purchased the remaining shares in fiscal 2004.

## **Net Earnings**

The Company is reporting \$1,723,059 of Net Earnings for the year versus \$894,911 for 2003, an increase of \$828,148.

## CONSOLIDATED BALANCE SHEET

As at September 30,	2004	2003
ASSETS		
Current assets Accounts receivable Investment tax credits and income taxes recoverable Deposits and prepaid expenses Future income tax asset	\$ 12,957,254 1,245,514 352,661 750,000	\$ 8,851,358 785,296 208,161 1,000,000
	15,305,429	10,844,815
Capital assets Due from related parties Future income tax asset Goodwill and other intangibles	4,339,612 1,277,825 3,340,612 12,765,783	3,178,864 442,803 3,391,012 2,881,643
	\$ 37,029,261	\$ 20,739,137
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities  Bank indebtedness  Accounts payable and accruals  Current portion of long-term debt  Deferred revenue	\$ 5,920,652 6,136,110 435,000 104,966 12,596,728	\$ 110,818 4,826,076 1,745,425 66,396 6,748,715
Long-term debt	848,749	1,252,898
Non-controlling interest	0	60,761
Commitments and contingencies		
Shareholders' equity Capital stock Retained earnings	20,646,480 2,937,304 23,583,784	10,129,346 2,547,417 12,676,763
	\$ 37,029,261	\$ 20,739,137

# CONSOLIDATED STATEMENT OF EARNINGS AND RETAINED EARNINGS

For the year ended September 30,	2004	2003
Revenue	\$ 68,893,460	\$ 22,281,605
Cost of revenue	54,869,138	15,631,700
Gross margin	14,024,322	6,649,905
Expenses Other staffing costs General, selling, and administrative	7,362,507 2,849,310 10,211,817	3,239,117 1,557,527 4,796,644
Earnings before interest, amortization, income taxes and non-controlling interest	3,812,505	1,853,261
Interest expense, net Amortization	327,548 1,421,498	153,685 506,067
Earnings before income taxes and non-controlling interest	2,063,459	1,193,509
Income taxes	340,400	239,000
Earnings before non-controlling interest	1,723,059	954,509
Non-controlling interest	0	59,598
Net earnings	1,723,059	894,911
Retained earnings, beginning of the year	2,547,417	1,652,506
	4,270,476	2,547,417
Shares purchased for cancellation, excess of cost over book value	1,333,172	
Retained earnings, end of the year	\$ 2,937,304	\$ 2,547,417
Earnings per share		
Basic	\$ 0.04	\$ 0.03
Diluted	\$ 0.04	\$ 0.03

## CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended September 30,	2004	2003
Cash provided by (used in):		
Operating activities		
Net earnings	\$ 1,723,059	\$ 894,911
Adjustments for items not affecting cash: Amortization	1,421,498	506,067
Future income taxes	300,400	234,000
Non-controlling interest	0	59,598
	3,444,957	1,694,576
Net change in non-cash working capital items	(2,579,425)	(3,105,869)
	865,532	(1,411,293)
Financing activities		
Issuance of common shares	11,435,590	6,983,976
Issuance of series A preferred shares	11/100/070	2,378,045
Purchase of common shares for cancellation	(2,251,628)	0
Advances to related parties	(835,022)	(218,566)
Repayments by related parties	0	22,041
Proceeds from long-term obligations Repayment of long-term obligations	(1.714.574)	1,838,555
Repayment of long-term obligations	(1,714,574)	(428,570)
	6,634,366	10,575,481
Investment activities		
Business acquisitions, net of cash acquired and bank		(0.505.050)
indebtedness assumed	(11,119,250)	(9,597,959)
Purchase of capital assets and capitalized software	(2,190,482)	(85,315)
development costs	(13,309,732)	(9,683,274)
	(13,309,732)	(9,003,274)
Decrease in cash	(5,809,834)	(519,086)
Cash (bank indebtedness) - beginning of year	(110,818)	408,268
Bank indebtedness - end of year	\$ (5,920,652)	\$ (110,818)

# Liquidity

# **Cash and Bank Indebtedness**

At September 30, 2004, the Company reported Bank Indebtedness of \$5,920,652 of which the actual draw against the Company's line of credit was \$6,688,000, offset by Cash of \$1,693,208 and outstanding cheques of \$925,860.

The Company's line of credit available was \$7,000,000 at September 30, 2004 but was increased to \$10,000,000 at October 29, 2004. The Company's interest rate is Prime + 1.5%.

Cash provided by Operations, was \$865,532, up from cash used in operations of \$(1,411,293) for the year ending September 30, 2003.

# **Non-cash Working Capital**

Non-cash Working Capital declined by \$2,579,425 over Fiscal 2004, largely due to a reduction in accounts payable in the amount of \$1,943,473, the largest component of which related to the Company shortening the period of payment of funds owed to its staffing contractors.

## **Issue of Common Shares**

The Company raised \$11,435,590 during the year on the issue of common shares. The largest component was a \$10,000,000 private placement in February, 2004. The balance was made up of exercise of options and warrants.

## **Advances to Related Parties**

The company advanced a net of \$835,022 to related parties during the year, mostly to employees to acquire shares in the Company where the loans are collateralized by the Company shares.

# **Repayment of Long-term Obligations**

The Company repaid \$1,714,574 of Long Term Debt during the year. The repayments consisted of scheduled repayments of debt arising from acquisitions of \$300,000, the repayment of a debenture on the books of InBusiness Solutions Inc. in the amount of \$986,075 and the repayment of other obligations on the books of subsidiaries acquired in the amount of \$428,499.

## **Business Acquisitions**

The Company spent \$11,119,250 making acquisitions, net of cash acquired, each acquisition being described earlier in this document.

# **Capital Expenditures**

The Company spent \$2,190,482 on Capital Expenditures during 2004, the largest items being \$1,320,407, which was spent enhancing the Brainhunter software, \$469,434 on Computer Hardware and \$361,993 on Leasehold Improvements for the new head office.

# **Forward Looking Statements**

Management is highly confident that the results for the fiscal year ending September 30, 2005 will demonstrate substantial increases in Sales, EBITDA and Net Earnings. Management has budgeted for sales in excess of \$100 million with substantial corresponding increases in EBITDA and Earnings. Brainhunter's current fixed cost infrastructure has substantial excess capacity and is capable of handling significant growth in Sales with limited increase in fixed costs.

#### **About Brainhunter Inc.**

Brainhunter is a high value added technology company providing end-to-end recruiting and staffing solutions and services. Technology solutions and services are provided on a national scale and in the United States under the brand Brainhunter to a wide variety of corporate and government clients, and are divided into five core interrelated revenue streams as follows:

- 1. Contract Staffing (Core Business / Annuity Revenue / High Growth)
- 2. Permanent Staffing (Essential Service / Transaction fees / Subscriptions)
- 3. Specialized Job Boards (Core Business / Posting Fees / Subscriptions / High Growth)
- 4. Technology Sales (Essential Service / Licenses / Services)
- 5. Professional Services / Solutions Delivery (Essential Service / Project Revenue / Internal Support)

The interrelated Revenue Streams are primarily driven from Brainhunter's Technology Platform which includes Applicant Tracking Systems, Vendor Management Systems and Back Office systems. This Technology Platform is deployed internally and is sold externally in a modular capacity or as a fully integrated end-to-end solution on an ASP Model to customers in conjunction with Brainhunter's extensive Job Board Technology and Job Seeker Database capability (over 1 million resumes). The Technology Platform provides the engine driving Brainhunter's high-growth Recruiting and Staffing Solutions and Services strategy. It is supported by approximately 100 highly specialized, fully billable technical employees supporting a highly profitable solutions business.

Brainhunter's revenue model is a diversified, low-risk annuity model based largely on a variable cost structure and well-defined technology-driven competitive advantages. Brainhunter's Technology Platform and Best Practices are believed to deliver the most cost effective and flexible recruiting and staffing processes and solutions in the marketplace today. Brainhunter has a comprehensive proven value proposition for customers that results in lower recruiting costs, providing better quality candidates and better and faster matching of candidates to jobs, translating to increased retention roles, shorter time to hire and increased fill rates contributing to a higher ROI for Brainhunter customers.

# FOR FURTHER INFORMATION PLEASE CONTACT:

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