

BROOKLYN VENTURES CORP.

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NEWS RELEASE

Brooklyn Ventures Corp. Announces Qualifying Transaction

February 12, 2009 – West Vancouver, British Columbia. Brooklyn Ventures Corp. (“**Brooklyn**” or the “**Corporation**”) is pleased to announce that it has entered into a letter of intent with Canadian Franchise Group Inc. (“**CFG**”), a company incorporated under the laws of British Columbia, and CFGI Holdings Inc. (“**CFG** Holdings”), a company incorporated under the laws of Colorado, pursuant to which the Corporation will acquire from CFGI all of CFGI Holdings’s issued and outstanding shares. The Corporation is a capital pool company and the proposed transaction is intended to serve as the Corporation’s “Qualifying Transaction” under the policies of the TSX Venture Exchange (the “**Exchange**”).

The primary asset of CFGI Holdings is its 100% interest in Nick-N-Willy’s Company, Franchise LLC (“**NNW**”), a sole member limited liability company incorporated under the laws of Colorado. Upon completion of the proposed acquisition, the Corporation will be an industrial issuer pursuant to the policies of the Exchange.

NNW was created on May 24, 2001 and effective May 31, 2001, NNW acquired substantially all of the assets of McJones, Inc. (“**McJones**”) to continue that company’s operations as a franchisor of pizza operations under the trade name “Nick-N-Willy’s World Famous Take-N-Bake Pizza.” On January 6, 2006, the members of NNW contributed their membership interests to CFGI Holdings, a newly formed entity, in exchange for shares in that entity. Subsequent to the initial exchange of NNW membership interests for shares of CFGI Holdings, the newly acquired shares of CFGI Holdings were exchanged for shares of CFGI.

NNW operates in the segment of the market referred to as “fast casual”, which is a hybrid of the fast-food and traditional sit-down family restaurant experiences. The NNW pizza concept started in Boulder, Colorado in 1988, remained as a local company offering freshly prepared gourmet pizzas for a number of years and has increased to 47 restaurants across North America. NNW pizza can be purchased uncooked and baked in the customer’s own oven, baked and served to a table in the restaurant or for take-away (baked or freshly prepared to be baked in the consumer’s own oven).

Based on unaudited financial statements for the 12 month period ended August 31, 2008, NNW had total assets of \$512,895, current liabilities of \$831,606, a deficit of \$1,109,510 and a working capital deficiency of \$497,101. Based on unaudited financial statements for the 3 month period ended November 30, 2008, NNW had total assets of \$464,309, current liabilities of \$790,287, a deficit of \$1,116,777 and a working capital deficiency of \$501,458. At present, Brooklyn and CFGI are in the process of preparing audited financial statements for NNW for the period ended August 31, 2008 and interim financial statements for the period ended November 30, 2008. Additional financial information regarding NNW will be available in the disclosure document that is prepared for the Qualifying Transaction.

The Corporation signed the letter of intent with CFGI and CFGI Holdings on February 11, 2009. Under the terms of the letter of intent, Brooklyn has agreed to acquire 100% of the issued and outstanding shares

of CFGI Holdings (the "**Proposed Transaction**"). Upon completion of the transaction, CFGI Holdings will be a wholly-owned subsidiary of the Corporation.

As consideration for the CFGI Holdings shares, Brooklyn will: (a) issue to CFGI an aggregate of 40,719,470 fully paid and non-assessable common shares (the "**Transaction Shares**") in the capital of Brooklyn at a deemed price of \$0.10 for each Transaction Share; and (b) assume certain debts of CFGI equalling a total of \$1,220,000 (the "**Debt**") as follows: (i) \$370,000 which is due to Waterfront Capital Corporation ("**Waterfront**"); (ii) \$50,000 which is due to Criterion Capital Corporation ("**Criterion**"); (iii) \$600,000 which is due to RLC Strategic Capital Corp. ("**RLC Strategic**"); and (iv) \$200,000 of debentures held by certain debenture Holders (the "**Debenture Holders**"). The Transaction Shares will represent, on a fully diluted basis, approximately 72% of the issued and outstanding shares in the capital of the Corporation.

Upon assumption of the Debt by Brooklyn, Brooklyn will repay \$350,000 of the Debt, plus accrued interest, to pay out all of Criterion's debt, the debentures held by the Debenture Holders and \$100,000 to RLC Strategic. The remaining portion of the Debt will be assumed and carried by Brooklyn and will be repaid in accordance with the loan agreements, as amended, with Waterfront and RLC Strategic, as applicable.

Concurrently with, or prior to, the closing of the Proposed Transaction, CFGI will convert into common shares a total of \$1,100,000 of convertible debentures at a conversion price of \$0.0667 which will result in a total of 16,500,000 common shares of CFGI being issued. Immediately following the issuance of the Transaction Shares to CFGI, CFGI will redeem all of its issued and outstanding shares (the "**CFGI Shares**"), including the shares issued upon conversion of the convertible debentures, and issue to the CFGI shareholders in consideration for the CFGI Shares, the Transaction Shares. The parties may however proceed with an alternative structure that best accomplishes the objectives of the parties.

Douglas Mason, a director and shareholder of Brooklyn, is also a director and shareholder of CFGI Holdings. As a result, the Proposed Transaction is a related party transaction under the policies of the Exchange and pursuant to securities law requirements. Accordingly, shareholder approval of the Qualifying Transaction will be required on a majority of the minority shareholder approval basis as a condition to complete the Qualifying Transaction.

Upon completion of the Proposed Transaction, the Corporation will change its name to "Global Franchising Group Inc." or such other name as is acceptable to the Exchange and other regulatory authorities. It is proposed that the board of directors and management of the Corporation, following the completion of the Proposed Transaction, will consist of Douglas L. Mason, Chris Moradian, Sead Hamzagic, Bruce E. Morley, Ronald A. Coombes and Tom R.I. Dusevic:

- **Douglas L. Mason – Chairman & Director** – Mr. Mason is a founding shareholder and director of the Corporation and will be appointed as the Chairman of the Corporation upon completion of the Proposed Transaction. He is the former President and Chief Executive Officer of Clearly Canadian Beverage Corporation and has spent over 20 years in the public and private financial arenas. Mr. Mason is President and Chief Executive Officer of Waterfront Capital Corporation and President, director and sole shareholder of Criterion Capital Corporation (a private investment and financial consulting company). Mr. Mason is also a director of a number of Exchange listed junior resource exploration companies, including Columbia Yukon Explorations Inc., International Bethlehem Mining Corp., White Tiger Mining Corp. and Black Panther Mining Corp.

- **Chris Moradian – Chief Executive Officer, President & Director** – Mr. Moradian is a founding shareholder, director, President and Chief Executive Officer of CFGI. He has 25 years of management and brand development experience that includes expertise in real estate and finance and retail commercial lease negotiations. Mr. Moradian also co-founded Quizno's Canada Corporation in 1996. Mr. Moradian will be appointed as the Chief Executive Officer, President and a director of the Corporation following the completion of the Proposed Transaction.
- **Sead Hamzagic – Chief Financial Officer & Director** – Mr. Hamzagic is a founding shareholder, director and Chief Financial Officer of the Corporation. He has over 20 years of public accounting practice experience and financial management experience in a variety of businesses and industries. Recently Mr. Hamzagic was the Vice President of Finance for a large group of privately held companies that were involved in property development and management. Mr. Hamzagic is a member in good standing with the Certified General Accountants Association of British Columbia.
- **Bruce E. Morley – Director** – Mr. Morley is a founding shareholder and director of the Corporation. He has been a practicing lawyer and a member in good standing with the Law Society of British Columbia since 1981. Mr. Morley also has a Bachelor of Commerce degree and has held a variety of senior positions with public companies since 1994. Mr. Morley is also a director of a number of Exchange listed junior resource exploration companies, including Columbia Yukon Explorations Inc., International Bethlehem Mining Corp., White Tiger Mining Corp. and Black Panther Mining Corp.
- **Ronald A. Coombes – Director** – Mr. Coombes is a founding shareholder and director of the Corporation and the current President and Chief Executive Officer of the Corporation. He is a businessman, an experienced entrepreneur and fundraiser and is currently involved in mineral exploration and junior exploration company management. Mr. Coombes is the President of Coombes and Sons Administration Inc. (a private consulting company) and is also the President and Chief Executive Officer of International Bethlehem Mining Corp., Columbia Yukon Explorations Inc., Black Panther Mining Corp. and White Tiger Mining Corp. Mr. Coombes will resign as the President and Chief Executive Officer of the Corporation following the completion of the Proposed Transaction.
- **Tom R.I. Dusevic – Corporate Secretary** – Mr. Dusevic has been a practicing lawyer and a member in good standing with the Law Society of British Columbia since 1979. Mr. Dusevic will be appointed as the Corporate Secretary of the Corporation upon completion of the Proposed Transaction.

PI Financial Corp, subject to completion of satisfactory due diligence, has agreed to act as sponsor in connection with the transaction. An agreement to sponsor should not be construed as any assurance with respect to the merits of the transaction or the likelihood of completion of the proposed Qualifying Transaction.

The parties have agreed to use their best efforts to complete their respective due diligence reviews on or before March 31, 2009 and enter into a definitive agreement. The letter of intent will terminate in the event that the transaction does not receive Exchange approval as a “Qualifying Transaction” of the Corporation, if either party is not satisfied with the results of its due diligence review or if any conditions precedent are not satisfied or waived prior to closing.

Completion of the Proposed Transaction is subject to a number of conditions, including but not limited to,

completion of a satisfactory due diligence review by the parties, the delivery of a valuation which concludes that the value of NNW, as owned by CFGI Holdings, is not less than US\$4,000,000 or such other number as may be acceptable to the Exchange, execution and delivery of a definitive transaction agreement, Exchange acceptance and if applicable pursuant to Exchange Requirements, majority of the minority shareholder approval. Where applicable, the Proposed Transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the transaction, any information released or received with respect to the Proposed Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of a capital pool company should be considered highly speculative.

On behalf of the board of
BROOKLYN VENTURES CORP.

Per: *"Ronald A. Coombes"*

Ronald A. Coombes, President & Chief Executive Officer

NEITHER THE TSX VENTURE EXCHANGE NOR ITS REGULATION SERVICES PROVIDER (AS THAT TERM IS DEFINED IN THE POLICIES OF THE TSX VENTURE EXCHANGE) ACCEPTS RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THIS RELEASE.

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